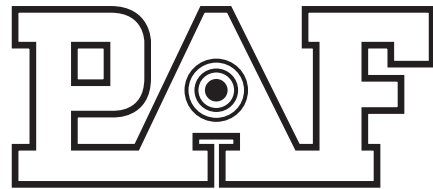


**22<sup>nd</sup>**  
**ANNUAL REPORT**  
**2022 / 2023**



***PATELS AIRFLOW LIMITED.***

**Registered Office :**

**61, Phase - I, GIDC Industrial Estate, Vatva, AHMEDABAD - 382 445.**

**Phone No : 079 – 40200800 • E-mail : [paflacct@gmail.com](mailto:paflacct@gmail.com)**

**CIN NO.: U31909GJ2001PLC039998**

# ***PATELS AIRFLOW LIMITED.***

**(CIN: U31909GJ2001PLC039998)**

## **22<sup>nd</sup> ANNUAL REPORT 2022 / 2023**

<b>BOARD OF DIRECTORS</b>	:	Shri Popatlal Bhopabhai Patel	Chairman & Wholetime Director
		Shri Bhogilal Ishwarlal Patel	Managing Director
		Shri Kashiram Khodidas Patel	Executive Director
		Shri Himanshu Popatlal Patel	Executive Director
		Shri Devang Kashiram Patel	Executive Director
		Shri Prakash Bhogilal Patel	Executive Director
		Shri Kaival Devang Patel	Executive Director
		Shri Akash Himanshu Patel	Executive Director
		Smt RitabenPrakashbhai Patel	Additional Non-executive Director
<b>REGISTERED OFFICE</b>	:	61, Phase – I, G I D C Industrial Estate, Vatva, Ahmedabad – 382 445, Gujarat. Contact No.- 079-40200800 Email : acctpaf@gmail.com	
<b>WORKS</b>	:	61, Phase – I, G I D C Industrial Estate, Vatva, Ahmedabad – 382 445, Gujarat.	
<b>STATUTORY AUDITORS</b>	:	ASHESH ALKESH & CO. Chartered Accountants 302, Onxy, Nr. Rajhans Society, IDBI Cross Road, Off. C. G Road, Navrangpura, Ahmedabad – 380009.	
<b>BANKERS</b>	:	Bank of India Vatva Industrial Estate Branch ( Sp. S.S.I. ), Vatva, Ahmedabad – 382 445.	
	:	Kotak Mahindra Bank Ground Floor, Shop No. 146,147,148 and First Floor, Shop No. 159-C, Pushkar II, Plot No. 96/1, Opp. National Rifles Factory, Vatva GIDC Vatva, Ahmedabad – 382445	
<b>REGISTRAR &amp; TRANSFER AGENT</b>	:	M/s. BIGSHARE SERVICES PVT. LTD., A-802, Samudra Complex, Nr. Klassic Gold Hotel, Grish Cold Drink, Off C G Road , Navrangpura, Ahmedabad - 380009. Gujarat. Phone No. -079-40024135, Mob. 9971542155	

## **Chairman's Speech to Shareholders**

**Respected Shareholders,**

On my behalf and on behalf of the Board of Directors, I welcome you all to this 22<sup>nd</sup> Annual General Meeting of Company.

I feel honored and privileged once again to present with you the Annual Report for the F.Y. 2022-23. It gives me an opportunity to share my thoughts and the Company's progress during the year as well as the way forward. The financial year 2022-23 also was full of challenges and crucial commitments.

Discarding the global challenges, your company continued to carry on business cautiously which resulted in to Revenue From Operations of Rs. 838112.35/- thousands and net Profit Rs. 40946.65/- thousands during the Financial Year 2022-23.

Success is working together and not a destination, It is with this hope and faith I look forward to your continuous confidence in your Company embarking on the next phase of its growth journey.

**With best wishes,  
Sincerely**

**Popatlal Bhopabhai Patel  
Chairman & Wholetime Director  
(DIN: 00145058)**

**PATELS AIRFLOW LIMITED****CIN: U31909GJ2001PLC039998****Regd. Office:** 61, Phase-I, GIDC Industrial Estate, Vatva, Ahmedabad - 382445, Gujarat**Contact No. :** 079- 40200800 **E-mail ID :** acctpafl@gmail.com **Website :** www.patelsairflow.com**NOTICE**

Notice is hereby given that the 22<sup>nd</sup> Annual General Meeting of the Members of **Patels Airflow Limited** will be held on Saturday, 23<sup>rd</sup> Day of September, 2023 at 12.00 p.m. at the Registered Office of the company situated at 61, Phase - I, GIDC Industrial Estate, Vatva, Ahmedabad-382445, Gujarat to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the company for the Financial Year ended on 31<sup>st</sup> March, 2023, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare Final Dividend on Equity Shares for the financial year 2022-23.
3. To appoint a Director in place of Shri Popatlal Bhopabhai Patel, Whole time Director (DIN: 00145058), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Shri Himanshu Popatlal Patel, Executive Director (DIN: 00145270), who retires by rotation and being eligible offers himself for re-appointment.

**SPECIAL BUSINESS**

5. **To regularize Mrs. Ritaben Prakashbhai Patel (DIN: 10040126) as Additional Non-executive Director of the company and in this regard to consider and if thought fit, to pass, with or without modification (s), the following resolution as an Ordinary resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mrs. Ritaben Prakashbhai Patel (DIN: 10040126)**, who was appointed as an Additional Director in category of Non-executive Director with effect from 10th Day of March, 2023 by the Board of Directors under Section 161 of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting of the company and in respect of whom a notice in writing has been received by the Company from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of the Director, and whose appointment is recommended by the Board, be and is hereby appointed as a Director in category of Non-executive Director of the Company.”

**“FURTHER RESOLVED THAT** any of the present Directors of the company be and are hereby authorized to do all such acts, deeds, matters and sign all such forms, papers and documents to give effect to the aforesaid resolution and to any matter consequential thereto.”

6. **To increase the remuneration payable to Mr. Kaival Devang Patel (DIN: 05140511) as an Executive Director of the company and in this regard to consider and if thought fit, to pass, with or without modification (s), the following resolution as a Special resolution:**

**“RESOLVED THAT** pursuant to the provisions of sections 152, 196, 197, 198, 203 read with the Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and such other approvals as may be necessary in this regard, the approval of the members of the company be and is hereby accorded for increase in remuneration payable to **Mr. Kaival Devang Patel, Executive Director (DIN: 05140511)** as per terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting with the liberty to the Board of Directors to alter or vary the same as may be agreed to between the Board of Directors and Kaival Devang Patel.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company may pay the remuneration to Kaival Devang Patel, Executive Director, whether by way of Salary, Commission, Perquisites and/ or any combination of the same as mutually agreed by the Board and Kaival Devang Patel.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to vary and/or modify the terms and conditions of the remuneration payable to the said Executive Director in such manner as may be mutually agreed between the Board and Kaival Devang Patel within the limits as prescribed in Schedule V of the Companies Act, 2013, including any amendment, modification, variation or re-enactment thereof.”

**“RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, during the term of office of Kaival Devang Patel as an Executive Director of the Company, Kaival Devang Patel shall be paid salary, perquisites and other allowances as set out in explanatory statement as the minimum remuneration, subject to ceiling as specified in Schedule V of the Companies Act, 2013 from time to time and subject to the approval of the Central Government, if so required, in accordance with the provisions of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** any of the present Directors of the company be and are hereby authorized to do all such acts, deeds, matters and sign all such forms, papers and documents to give effect to the aforesaid resolution and to any matter consequential thereto and to sign and submit the certified true copy of the said resolution to any authority as may be required.”

7. **To increase the remuneration payable to Mr. Akash Himanshu Patel (DIN: 08512178) as an Executive Director of the Company and if thought fit, to pass with or without modification(s) the following Resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of sections 196, 197, 198, 203 read with the Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and such other approvals as may be necessary in this regard, the approval of the members of the company be and is hereby accorded to increase remuneration payable to Mr. Akash Himanshu Patel (DIN: 08512178), as an Executive Director of the Company as per terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting with the liberty to the Board of Directors to alter or vary the same as may be agreed to between the Board of Directors and Mr. Akash Himanshu Patel.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company may pay the remuneration to Mr. Akash Himanshu Patel, Executive Director, whether by way of Salary, Commission, Perquisites and/ or any combination of the same as mutually agreed by the Board and Mr. Akash Himanshu Patel.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to vary and/or modify the terms and conditions of the agreement that may be entered as set out in the agreement including remuneration payable to the said Executive Director in such manner as may be mutually agreed between the Board and Shri Akash Himanshu Patel within the limits as prescribed in Schedule V of the Companies Act, 2013, including any amendment, modification, variation or re-enactment thereof.”

**“RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, during the term of office of Shri Akash Himanshu Patel as a Executive Director of the Company, Shri Akash Himanshu Patel shall be paid salary, perquisites and other allowances as set out in agreement and explanatory statement as the minimum remuneration, subject to ceiling as specified in Schedule V of the Companies Act, 2013 from time to time and subject to the approval of the Central Government, if so required, in accordance with the provisions of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** any of the present Directors of the company be and are hereby authorized to do all such acts, deeds, matters and sign all such forms, papers and documents to give effect to the aforesaid resolution and to any matter consequential thereto and to sign and submit the certified true copy of the said resolution to any authority as may be required.”

Date: : 17<sup>th</sup> August, 2023

Place : Ahmedabad

**By the order of Board  
For, PATELS AIRFLOW LIMITED**

**Registered Office :-**

61, Phase - I, GIDC Industrial Estate,

Vatva, Ahmedabad-382445

CIN NO: U31909GJ2001PLC039998

**POPATLAL BHOPABHAI PATEL**

**Chairman and Wholetime Director**

**(DIN : 00145058)**

**NOTES :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxies, in order to be effective, must be received by the Company, duly filled, stamped and signed, at its Registered Office not less than 48 hours before the Meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable, issued on behalf of the nominating organization.

2. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 setting out facts concerning the business under Item No. 5 to 7 of the Notice is annexed hereto.
5. Brief Profile of Directors seeking re-appointment at the Annual General Meeting pursuant to Secretarial Standards form integral part of the notice. The Directors have furnished the requisite declarations for their appointment/reappointment.
6. **Book Closure :** The Company has notified of closure of register of members and share transfer books from Saturday, 16th September, 2023 to Saturday, 23rd Day of September, 2023 (both days inclusive) to determine entitlement of the shareholders to receive dividend for the year 2022-23 and for the purpose of annual general meeting.
7. The Board of Directors at its meeting held on 17th August, 2023, has recommended a dividend of Rs. 3.00 per Equity Share of the face value of Rs. 10/- each. The dividend, if declared at the Annual General Meeting, will be paid to those members of the Company, whose names appear in the Register of Members or Register of Beneficial Ownership as on record date i.e. Friday, 15th September, 2023. The dividend will be payable on or after 26th September, 2023. Members are requested to update their bank details with their Depository Participants (DP) to receive the amount of dividend quickly.
8. The dividend, if approved, will be paid by crediting in to the bank account as provided by NSDL and CDSL through ECS / NECS / electronic transfer, of those shareholders holding shares in electronic form/Demat and having registered relevant bank details. In respect to those shareholders holding shares in physical form or in case of ECS / NECS/ electronic payment rejected, dividend will be paid by dividend warrants / demand drafts.

9. Members may opt for the direct credit of dividend / ECS wherein members get the credit of dividend directly in their designated bank account. This ensures direct and immediate credit with no chance of loss of bank instrument in transit. To avail this facility, the members are requested to update with their DP, the active bank account details including 9 digit MICR code and IFSC code, in case the holding is in dematerialized form. In case of shares held in physical form, the said details may be communicated to the Company or RTA, by quoting registered folio number and attaching photocopy of the cheque leaf of the active bank account along with a self-attested copy of the PAN card.
10. Shareholders may please note that in accordance with the provisions of the Income Tax Act, 1961, as amended by and read with the provisions of the Finance Act, 2020, dividend declared and paid by the Company with effect from 1st April, 2020, is taxable in the hands of Shareholders and the Company is required to deduct tax at source ("TDS") from dividend paid to the Shareholders at the applicable rates.

**For Resident Shareholders:**

For Resident Shareholders, TDS shall be deducted under Section 194 of the Income Tax Act, 1961 at rate in force (at present 10.00%) on the amount of Dividend declared and paid by the Company during Financial Year 2022-23, provided Permanent Account Number (PAN) is registered by the Shareholder. If PAN is not registered, TDS would be deducted at rate in force (at present 20% plus applicable surcharge and cess) as per Section 206AA of the Income Tax Act, 1961.

However, no tax shall be deducted on the Dividend payable to a resident individual if the total dividend to be received by such resident individual during the Financial Year 2022-23 does not exceed Rs.5,000/- (Rupees Five Thousand Only). Please note that this includes future dividends, if any, which may be declared by the Company during the Financial Year 2022-23.

Separately, in cases where a Shareholder provides Form 15G (applicable to any resident person other than a company or a firm) / Form 15H (applicable to a resident individual above the age of 60 years), provided that the eligibility conditions are being met, no TDS shall be deducted.

**For Mutual Fund Shareholders:**

For Mutual Fund Shareholders, TDS is exempt under Section 10(23D) of the Income Tax Act, 1961, provided Mutual Funds provide Securities and Exchange Board of India (SEBI) Registration / Central Board of Direct Taxes (CBDT) notification and a self-declaration that their income is exempt under Section 10(23D) of the Income Tax Act, 1961.

**For Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI):**

For Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI), tax will be deducted under Section 196D of the Income Tax Act, 1961, at applicable rate, including surcharge and cess.



**For Other Non-Resident Shareholders :**

For Other Non-Resident Shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 of the Income Tax Act, 1961, at the rates in force. However, as per Section 90 of the Income Tax Act, 1961, the Non-Resident Shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the Shareholder, if they are more beneficial to them.

For this purpose, i.e., to avail the Tax Treaty benefits, the Non-Resident Shareholder is required to provide the following:

1. Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the Shareholder is resident;
2. Self-declaration in Form 10F;
3. Self-attested copy of the Permanent Account Number (PAN) Card allotted by the Indian Income Tax Authorities;
4. Self-declaration, certifying the following points :
  - i. Shareholder is and will continue to remain a tax resident of the country of its residence during the Financial Year 2022-23;
  - ii. Shareholder is eligible to claim the beneficial DTAA rate for the purposes of tax with holding on dividend declared by the Company;
  - iii. Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
  - iv. Shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and
  - v. Shareholder does not have a taxable presence or a permanent establishment in India during the Financial Year 2022-23.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-Resident Shareholder.

**For the attention of all Shareholders:**

Shareholders may make an online submission of Form 15G/15H and Form 10F, along with the requisite supporting documents (scanned copies) as mentioned above, as applicable, on the website of Bigshare Services Private Limited, the Company's Registrar and Share Transfer Agent ("Bigshare") at [www.bigshareonline.com](http://www.bigshareonline.com). The Shareholders may also download these forms from Bigshare's website and send: (a) physical copies of the duly filled forms / documents to Bigshare's Registered Office at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,

Makwana Road, Marol, Andheri (East), Mumbai – 400 059, Maharashtra, or (b) scanned copies of the duly filled forms / documents to Bigshare's e-mail ID investor.ahm@bigshareonline.com or tds@bigshareonline.com.

The aforesaid declarations and documents need to be submitted by the Shareholders so as to reach Bigshare **on or before Friday, 15<sup>th</sup> September, 2023 by 11.59 p.m. (IST)**.

It may please be noted that Forms received after the said date and incomplete or incorrect forms shall not be considered and shall not be eligible for non-deduction or lower deduction of tax.

The URL for downloading the aforesaid forms from the website of Bigshare is: <https://www.bigshareonline.com/Resources.aspx>

All the forms are available in under the heading "Forms & Procedures".

On this page the user shall be prompted to select / share the requisite particulars and upload the supporting documents.

By submission of Form 15G / 15H and Form 10F, along with the requisite supporting documents, the Shareholder is deemed to confirm to the Company that:

- a. the Shareholder satisfies the requisite criteria for submission of the same and takes full responsibility for availing the TDS deduction exemption;
- b. the Company or Bigshare will not be held responsible / liable and no claims shall lie against them in this regard;
- c. the online submission of the Form 15G/Form 15H (if made) shall be deemed to have been signed by the Shareholder.

The Company will arrange to email a soft copy of TDS Certificate to the Shareholder at the Shareholder's registered e-mail ID in due course.

It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details / documents from a Shareholder, there would still be an option available with such Shareholder to file the return of income and claim an appropriate refund, if eligible.

All communications/ queries in this respect should be addressed to the RTA, Bigshare Services Private Limited on their e-mail address investor.ahm@bigshareonline.com

Further, Shareholders holding shares in physical mode and who have not registered / updated their email addresses with the Company are requested to update their email addresses with Bigshare. Shareholder holding shares in dematerialized mode are requested to register / update their e-mail addresses with the relevant Depository Participant(s).

11. Pursuant to Sections 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company is required to be transferred to Investor Education and Protection Fund

("IEPF") established by the Central Government. The Company during the year has transferred a sum of Rs. 117128/- being unclaimed dividend amount for the financial year 2014-15 to the Investor Education and Protection Fund of the Central Government. The shareholders who have not claimed their dividend for the financial year 2015-16 are requested to claim their dividend on or before 5<sup>th</sup> December, 2023, failing which it would be transferred to IEPF after 5<sup>th</sup> December, 2023 and no claim shall lay against the Company for the said amount of unclaimed dividend so transferred. The details of unclaimed dividends are available on the Company's website at [www.patelsairflow.com](http://www.patelsairflow.com).

Further, pursuant to the provisions of Section 124 of the Act and Investor Education and Protection Fund Authority Rules, 2016 ("IEPF Rules"), all shares on which dividend has not been paid or claimed for seven consecutive years or more are required to be transferred to Demat Account of IEPF. The Company timely sent individual intimation to all such shareholders. All such Shareholders are requested to claim their Unclaimed Dividend expeditiously failing which their shares shall be transferred to Demat Account of IEPF and no claim shall lay against the Company. The Shareholders thereafter need to claim their shares from IEPF Authority by filing E-Form-5 and by following such procedures as prescribed in the IEPF Rules (as may be amended from time to time).

12. Members are requested to bring their attendance slip along with their copy of annual report to the Meeting.
13. Members who hold shares in de-materialization form are requested to bring their depository account number for identification.
14. In case of joint holders attending the Meeting only such joint holder who is higher in the order of names will be entitled to vote.
15. Relevant documents referred to in the accompanying notice are open for inspection by the members at the registered office of the Company on all working days, between 11:00 a.m. and 1:00 p.m. up to the date of meeting.
16. If members want to change/correct bank account details, they should communicate the same immediately to the concerned Depository Participant. Members are also requested to furnish their MICR code of their bank to their Depository Participant. The Company or its Registrar will not entertain any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members. Members holding shares in physical form are requested to advise any change of address immediately to the Company/Registrar and Share Transfer Agents, M/s Bigshare Services Pvt. Ltd.
17. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form-SH 13 prescribed by the Government can be obtained from the Share Transfer Agent or may be downloaded from the website of the Ministry of Company Affairs.

18. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Bigshare Services Pvt. Ltd, for consolidation into a single folio.
19. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.
20. Non-Resident Indian Members are requested to inform Bigshare Services Pvt. Ltd, immediately of:
  - a) Change in their residential status on return to India for permanent settlement.
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
21. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Bigshare Services Pvt. Ltd.
22. To support the "Green Initiative in Corporate Governance" taken by the Ministry of Corporate Affairs by allowing paperless compliance and stating that service of notices / documents including Annual Report can be effected by sending the same through electronic mode to the registered e- mail addresses of the shareholders, notices/documents including the Annual Report are now being sent by electronic mode to the shareholders whose e-mail address have been registered with the Company. Members who would like to receive such notices / documents in electronic mode in lieu of physical copy and who have not registered their e-mail addresses so far or who would like to update their e-mail addresses already registered, are requested to register/update their e-mail addresses:
  - In respect of electronic shareholding - through their respective Depository Participants;
  - In respect of physical shareholding - by sending a request to the Company's Share Transfer Agent, mentioning therein their folio number and e-mail address.
23. The route map showing directions to reach the venue of the 22<sup>nd</sup> AGM is annexed.
24. The Annual Report 2022-23 of the Company circulated to the Members of the Company, will be made available on the Company's website at [www.patelsairflow.com](http://www.patelsairflow.com)

**Process and manner for members opting for voting through Electronic means:**

- i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system through remote e-voting services provided by Central Depository

Services Limited (CDSL) from a place other than the venue of the Meeting.

- ii) The Members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, 15<sup>th</sup> September, 2023 (cut - off date) are entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and holding shares on Cut-off date i.e. Friday, 15<sup>th</sup> September, 2023, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the AGM by following the procedure mentioned in this part.
- iv) The remote e-voting will commence on Wednesday, 20th September, 2023 at 9.00 a.m. and ends on Friday, 22<sup>nd</sup> September, 2023 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 15<sup>th</sup> September, 2023, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter. The e-voting module shall be disabled by CDSL for voting thereafter.
- v) Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- vi) The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again.

The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Friday, 15<sup>th</sup> September, 2023.

- vii) The Company has appointed Mr. Dip G. Patel, Proprietor of DG Patel & Associates, Practicing Company Secretary (Membership No. FCS: 10533; CP No: 13774), to act as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTEE-VOTING ARE AS UNDER:**

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

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

- i) The voting period begins on Wednesday, 20<sup>th</sup> September, 2023 at 9.00 a.m. and ends on Friday, 22<sup>nd</sup> September, 2023 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 15<sup>th</sup> September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	i) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & New System Myeasi Tab.

	<p>ii) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>iii) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>iv) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in Demat mode with <b>NSDL Depository</b></p>	<p>i) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>ii) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>iii) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit</p>

	demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

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

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

v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.



- 3) Now enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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

- vi) After entering these details appropriately, click on “SUBMIT” tab.
- vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [paflacct@gmail.com](mailto:paflacct@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- 1) 1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**

- 2) For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- 3) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

Date: : 17<sup>th</sup> August, 2023  
Place : Ahmedabad

**By the order of Board**  
**For, PATELS AIRFLOW LIMITED**

**Registered Office :-**  
61, Phase - I, GIDC Industrial Estate,  
Vatva, Ahmedabad-382445  
CIN NO: U31909GJ2001PLC039998

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**POPATLAL BHOPABHAI PATEL**  
**Chairman and Wholetime Director**  
**(DIN : 00145058)**

**EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:****ITEM 6: To increase the remuneration payable to Mr. Kaival Devang Patel (DIN: 05140511) as an Executive Director of the company :**

Kaival Devang Patel (DIN: 05140511) was Non-executive Director of company. His designation changed from Non-executive Director to Executive Director w.e.f. 1<sup>st</sup> February, 2023 vide approval of members in Extra-ordinary General Meeting held on 1<sup>st</sup> March, 2023.

Mr. Kaival Devang Patel aged 31 years holds degree of Bachelor of Business Administrative. He is engaged in management of the company. He has an overall experience of 4 years. He is playing vital role in overall management of the company. He was appointed as an Additional Executive Director of the company w.e.f. 21<sup>st</sup> Day of May, 2019 and appointed as an Executive Director in the Extra-ordinary General Meeting of the company held on 1<sup>st</sup> March, 2023.

Looking to his expertise in the management, the Board of Directors of the Company (the 'Board'), had at its meeting held on 17<sup>th</sup> Day of August, 2023, subject to the approval of the members, approved increase in remuneration payable to him on terms and conditions mentioned hereinafter.

The main terms and conditions of remuneration of Shri Akash Himanshu Patel are furnished below:

**i) Basic Salary:**

Salary at the rate of Rs. 1,00,000 (Rupees One Lakh Only) per month for a period of 3 years w.e.f. 1<sup>st</sup> October, 2023. In addition to basic salary, he shall be entitled to Perquisites and allowances as under:

**Perquisites and allowances shall include:**

- A. Car with driver :** Kaival Devang Patel will be provided a Car with driver for use on Company's business. All the expenses for maintenance and running of the same including salary of the driver to be borne by the company.
- B. Travelling, Boarding and Lodging :** The Company shall reimburse actual travelling expenses incurred by the Kaival Devang Patel in connection with the Company's business.
- C. Medical reimbursement / allowance :** As per the rules of the Company.
- D. Leave travel concession / allowance :** As per the rules of the Company.

**ii) Perquisites as per the Section IV of the Schedule V of the Act as provided below:**

- A. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961);
- B. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- C. Encashment of leave at the end of the tenure.

It is hereby confirmed that the company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor. The remuneration package is above the limit prescribed under Section 197 read with 198 of the Companies Act, 2013.

## STATEMENT PURSUANT TO SECTION II OF PART-II OF SCHEDULE V OF THE COMPANIES ACT, 2013:

## I. GENERAL INFORMATION:

1.	Nature of Industry.	Manufacturer of Industrial Fans, Blowers and Tubes and its related accessories and carbon steel tubes and stainless steel tubes.		
2.	Date or Expected Date of Commencement of Commercial Production.	Company is already engaged in manufacturing activities.		
3.	In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable.		
4.	Financial performance based on given indicators	<b>Particulars</b>	<b>2021-22 (Rs. in Thousands Except EPS)</b>	<b>2022-23 (Rs. in Thousands Except EPS)</b>
		Total Revenue	606495.70	841151.07
		Profit before Tax	35222.31	54924.81
		Tax Expenses	8985.84	13978.16
		Profit After Tax	26236.47	40946.65
		EPS	11.66	18.20
5.	Foreign Investments or Collaborators, if any.	At present, the Company does not have any foreign investments or collaborations.		

## II. INFORMATION ABOUT THE APPOINTEE :

## 1. Background Details :

Mr. Kaival Devang Patel aged 31 yearsholds degree of Bachler of Business Administrative. He is engaged in management of the company. He has an overall experience of 4 years. He is playing vital role in overall management of the company. He was appointed as an Additional Executive Director of the company w.e.f. 21<sup>st</sup> Day of May, 2019 and appointed as an Executive Director in the Extra-ordinary General Meeting of the company held on 1<sup>st</sup> March, 2023.

## 2. Past Remuneration :

Period	Remuneration paid (Rs.)
2021-22	NIL
2022-23	1,50,000/-

## 3. Recognition or awards :

Mr. Kaival Devang Patel is well recognized for his management skills in managing business activities and has been efficiently managing overall affairs of the Company.

**4. Job Profile and his suitability :**

In the capacity of Managing Director of the Company Mr. Kaival Devang Patel shall be responsible for defining and executing business strategy, strengthening governance practices and providing overall leadership to the Company's operations or such other roles and responsibilities as may be assigned to him by the Board from time to time.

**5. Remuneration proposed :**

Salary at the rate of Rs. 1,00,000/- (Rupees One Lac Only) per month for a period of 3 years w.e.f. 01/10/2023 and Perquisites and allowances as mentioned above.

**6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.**

Since the Company is engaged in manufacturing of variety of products, it would not be possible to compare the remuneration payable in similar type of Industry.

**7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.**

Mr. Kaival Devang Patel is holding 0.005% of the equity share capital of the company. In addition to above, his relatives are also holding shares in the company. Accordingly, he may be deemed having pecuniary relation, directly and indirectly, with the company.

**III. OTHER INFORMATION:****1. Reasons of Loss or Inadequate Profits :**

Company is primarily engaged in the business of manufacturing of Industrial fans, blowers, and seamless tubes, and other stainless steel, alloy steel, carbon steel. company is able to provide customized dimensional tubes as well as rapid delivery times for urgent orders due to its large manufacturing capacity of over 500 tons per month. Due to fiercely competitive environment in the industry, profitability of the company is affected.

**2. Steps taken or proposed to be taken for improvement :**

Focus has been placed on promotion and marketing so as to increase the sales turnover of the Company and efforts are being made towards cost reduction and this will result into increase in profits of the Company.

**3. Expected increase in productivity and profits in measurable terms :**

Looking at the past performance and efforts being made during the year; the Company is expecting around Ten per cent increase in the sales turnover and profits of the Company during the financial year 2023-24.

**IV. REASONS AND JUSTIFICATION FOR PAYMENT BEYOND LIMITS SPECIFIED IN SCHEDULE.**

Mr. Kaival Devang Patel aged 31 years holds degree of Bachelor of Business Administrative. He is engaged in management of the company. He has an overall experience of 4 years. He is playing vital role in overall management of the company.

The documents related to remuneration of Mr. Kaival Devang Patel shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

Mr. Kaival Devang Patel is interested in the resolution set out at Item No.6 of the Notice.

The relatives of Mr. Kaival Devang Patel i.e. Mr. KashiramKhodidas Patel and Devang Kashiram Patel, Executive Directors may be deemed to be interested in the resolution set out at Item No. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in this Resolution except to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

**ITEM 7: To increase the remuneration of Shri Akash Himanshu Patel (DIN: 08512178) as an Executive Director of the Company and if thought fit, to pass with or without modification(s) the following Resolution as a Special Resolution :**

Shri Akash Himanshu Patel aged 27 years is an Executive Director of company. He holds degree of M.S. Engg. Management. He is engaged in engineering related functions and management of the company. He has also expertise in management and has an overall experience of 4 years. He is playing vital role in overall management of the company. He was appointed as an Additional Executive Director of the company w.e.f. 18<sup>th</sup> Day of July, 2019 and regularized as an Executive Director in the Annual General Meeting of the company held on 27<sup>th</sup> September, 2019.

Looking to his expertise in the management, the Board of Directors of the Company (the 'Board'), had at its meeting held on 17<sup>th</sup> Day of August, 2023, subject to the approval of the members, revised his remuneration on terms and conditions mentioned hereinafter.

The main terms and conditions of remuneration of Shri Akash Himanshu Patel are furnished below:

**i) Basic Salary:**

Salary at the rate of Rs. 1,00,000 (Rupees One Lakh Only) per month for a period of 3 years w.e.f. 1<sup>st</sup> October, 2023. In addition to basic salary, he shall be entitled to Perquisites and allowances as under:

**Perquisites and allowances shall include:**

- A. Car with driver : Akash Himanshu Patel will be provided a Car with driver for use on Company's business. All the expenses for maintenance and running of the same including salary of the driver to be borne by the company.
- B. Travelling, Boarding and Lodging : The Company shall reimburse actual travelling expenses incurred by the Akash Himanshu Patel in connection with the Company's business.
- C. Medical reimbursement / allowance : As per the rules of the Company.
- D. Leave travel concession / allowance : As per the rules of the Company.

**ii) Perquisites as per the Section IV of the Schedule V of the Act as provided below:**

- A. Contribution to provident fund, superannuation fund or annuity fund to the extent these either

singly or put together are not taxable under the Income-tax Act, 1961);

- B. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- C. Encashment of leave at the end of the tenure.

It is hereby confirmed that the company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor. The remuneration package is above the limit prescribed under Section 197 read with 198 of the Companies Act, 2013.

**STATEMENT PURSUANT TO SECTION II OF PART - II OF SCHEDULE V OF THE COMPANIES ACT, 2013:**

**I. GENERAL INFORMATION:**

1.	Nature of Industry.	Manufacturer of Industrial Fans, Blowers and Tubes and its related accessories and carbon steel tubes and stainless steel tubes.		
2.	Date or Expected Date of Commencement of Commercial Production.	Company is already engaged in manufacturing activities.		
3.	In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable.		
4.	Financial performance based on given indicators	<b>Particulars</b>	<b>2021-22 (Rs. in Thousands Except EPS)</b>	<b>2022-23 (Rs. in Thousands Except EPS)</b>
		Total Revenue	606495.70	841151.07
		Profit before Tax	35222.31	54924.81
		Tax Expenses	8985.84	13978.16
		Profit After Tax	26236.47	40946.65
		EPS	11.66	18.20
5.	Foreign Investments or Collaborators, if any.	At present, the Company does not have any foreign investments or collaborations.		

**II. INFORMATION ABOUT THE APPOINTEE :**

**1. Background Details :**

Shri Akash Himanshu Patel aged 27 years is an Executive Director of company. He holds degree of M.S. Engg. Management. He is engaged in engineering related functions and management of the



company. He has also expertise in management and has an overall experience of 4 years. He is playing vital role in overall management of the company.

**2. Past Remuneration :**

Period	Remuneration paid (Rs.)
2021-22	7,35,000/- p.a.
2022-23	8,70,000/- p.a.

**3. Recognition or awards :**

Shri Akash Himanshu Patel is well recognized for his management skills.

**4. Job Profile and his suitability :**

In the capacity of Executive Director of the Company Shri Akash Himanshu Patel shall be responsible for defining and executing business strategy, strengthening governance practices and providing overall leadership to the Company's operations or such other roles and responsibilities as may be assigned to him by the Board from time to time.

**5. Remuneration proposed :**

Salary at the rate of Rs. 1,00,000/- (Rupees One Lac Only) per month for a period of 3 years w.e.f. 01/10/2023 and Perquisites and allowances as mentioned above.

**6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.**

Since the Company is engaged in manufacturing of variety of products, it would not be possible to compare the remuneration payable in similar type of Industry.

**7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.**

Shri Akash Himanshu Patel is holding 4.44% any equity share capital of the company. In addition to above, his relatives are also holding shares in the company. Accordingly, he may be deemed having pecuniary relation, directly and indirectly, with the company.

**III. OTHER INFORMATION:**

**1. Reasons of Loss or Inadequate Profits :**

The Company is engaged in manufacturing of complete range of Industrial Fans, Blowers and Tubes and its related accessories and carbon steel tubes and stainless steel tubes. Due to fiercely competitive environment in the industry, profitability of the company is affected.

**2. Steps taken or proposed to be taken for improvement :**

Focus has been placed on promotion and marketing so as to increase the sales turnover of the Company and efforts are being made towards cost reduction and this will result into increase in profits of the Company.

**3. Expected increase in productivity and profits in measurable terms :**

Looking at the past performance and efforts being made during the year, the Company is expecting around Thirty eight per cent increase in the sales turnover and profits of the Company during the financial year 2023-24.

**IV. REASONS AND JUSTIFICATION FOR PAYMENT BEYOND LIMITS SPECIFIED IN SCHEDULE.**

Shri Akash Himanshu Patel aged 27 years is an Executive Director of company. He holds degree of M.S. Engg. Management. He is engaged in engineering related function and management of the company. He has also expertise in management and has an overall experience of 4 years. He is playing vital role in overall management of the company.

The documents related to remuneration of Shri Akash Himanshu Patel shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

The Board commends the Special Resolution set out at Item No. 8 of the Notice for approval by the members.

Shri Akash Himanshu Patel is interested in the resolution set out at Item No. 8 of the Notice. The relatives of Shri Akash Himanshu Patel i.e. Himanshu Popatlal Patel, Executive Director and Popatlal Bhopabhai Patel, Wholetime Director & Chairman may be deemed to be interested in the resolution set out at Item No. 8 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in this Resolution except to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

Date : 17<sup>th</sup> August, 2023  
Place : Ahmedabad

**By the order of Board**  
**For, PATELS AIRFLOW LIMITED**

**Registered Office :-**  
61, Phase - I, GIDC Industrial Estate,  
Vatva, Ahmedabad-382445  
CIN NO: U31909GJ2001PLC039998

**POPATLAL BHOPABHAI PATEL**  
**Chairman and Wholetime Director**  
**(DIN : 00145058)**

**INFORMATION REQUIRED PURSUANT TO SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2), IN RESPECT OF DIRECTORS SEEKING APPOINTMENT / RE - APPOINTMENT AT THE 22<sup>ND</sup> ANNUAL GENERAL MEETING**

**1. Shri Popatlal Bhopabhai Patel, Chairman & Whole-time Director (DIN: 00145058) retiring by rotation and seeking re-appointment :**

Age	84 Years
Date of first appointment on the Board	17/09/2001
Qualification / Brief Resume / Expertise in specific functional area / experience	Shri Popatlal Bhopabhai Patel aged 84 years is a promoter of our Company. He is a Whole-time Director and Chairman of company. He holds degree of M.S. Mechanical. He is engaged in Marketing and manufacturing operations of the company. He has also expertise in designing and has an overall experience of 58 years. He is responsible for the expansion of the business of our Company His expertise and business acumen helped in the sustainable growth of the Company.
No. of Shares held in the Company as on 31/03/2023	62011
Relationship with other Directors and Key Managerial Personnel	Father of Himanshu Popatlal Patel, Executive Director of company. Grandfather of Akash Himanshu Patel, Executive Director.
Other Directorships	NIL
Chairmanship / Membership of Committees of other companies	NIL

**2. Shri Himanshu Popatlal Patel, Executive Director (Marketing) (DIN: 00145270) retiring by rotation and seeking re-appointment :**

Age	54 Years
Date of first appointment on the Board	01/10/2006
Qualification / Brief Resume / Expertise in specific functional area / experience	Shri Himanshu Popatlal Patel aged 54 years is a promoter of our Company. He is an Executive Director (Marketing) of company. He holds degree of B. E. Mechanical. He is engaged in marketing and designing operations of the company. He has also expertise in marketing and has an overall experience of 32 years. His marketing expertise helped in the sustainable growth of the Company.
No. of Shares held in the Company as on 31/03/2023	123325
Relationship with other Directors and Key Managerial Personnel	Son of Popatlal Bhopabhai Patel, Wholetime Director & Chairman of company. Father of Akash Himanshu Patel, Executive Director.
Other Directorships	NIL
Chairmanship / Membership of Committees of other companies	NIL

**DIRECTORS' REPORT**

To,  
The Members,  
PATELS AIRFLOW LIMITED

Your Directors have pleasure in presenting the 22<sup>nd</sup> Annual Report along with the Audited financial statements of the company for the Financial Year ended on 31<sup>st</sup> March, 2023.

**1. FINANCIAL RESULTS :**

Rs. in thousand except EPS

Particulars	Year 2022-23	Year 2021-22
Revenue from Operations	838112.35	604492.30
Other Income	3038.72	2003.40
<b>Total Revenue</b>	<b>841151.07</b>	<b>606495.70</b>
Less: Total Expenditure before Depreciation	773412.09	560064.13
<b>Profit/(Loss) Before Depreciation &amp; Tax</b>	<b>67738.98</b>	<b>46431.57</b>
Less: Depreciation & Amortization Cost	12814.17	11209.26
Less: Extraordinary items	0	0
<b>Profit/(Loss) Before Tax</b>	<b>54924.81</b>	<b>35222.31</b>
Less: Tax Expenses		
1) Current Tax	12684.00	8409.00
2) Deferred Tax	1294.16	576.84
<b>Profit/(Loss) After Tax</b>	<b>40946.65</b>	<b>26236.47</b>
EPS (Basic)	18.20	11.66
EPS (Diluted)	18.20	11.66

**2. STATE OF COMPANY'S AFFAIRS :**

- The Company is engaged in manufacturing of complete range of Industrial Fans, Blowers and Tubes and its related accessories and carbon steel tubes and stainless steel tubes.
- During the year under review, revenue from operations increased to ₹ 838112.35 thousands as compared to ₹ 604492.30 thousands in the previous year.
- Profit after tax for the year also increased to ₹ 40946.65 thousands as compared to a profit of ₹ 26236.47 thousands during the previous year. Your directors shall strive harder to achieve better result in future.

**3. DIVIDEND :**

The Board of Directors at its Meeting held on 17<sup>th</sup> August, 2023 has recommended a final dividend of

₹ 3.00 per Equity Share (30% on the face value of ₹ 10/- each) on the paid up share capital of the Company for financial year ended on 31<sup>st</sup> March, 2023 amounting to ₹7,50,240/-, which if declared, at the ensuing Annual General meeting scheduled on Saturday, 23<sup>rd</sup> September, 2023 will be paid to those shareholders whose names appear in the Register of members as at closing hours of business on Friday, 15<sup>th</sup> September, 2023 ('Record date'). In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership furnished by the depositories viz. NSDL and CDSL for this purpose.

The Register of Members and Share Transfer Books will remain closed from Saturday, 16<sup>th</sup> September, 2023 to on Saturday, 23<sup>rd</sup> September, 2023 (both days inclusive).

#### **4. TRANSFER TO RESERVE :**

Pursuant to provisions of Section 134 of the Companies Act, 2013, the company has proposed to transfer ₹ 10,00,000/- to general reserves account of the company.

#### **5. CHANGE IN THE NATURE OF BUSINESS, IF ANY :**

No significant changes in the business of the company occurred during the year under review.

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

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

#### **7. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS :**

The Board of Directors of the Company has laid down adequate internal financial controls which are operating effectively. During the year, policies and procedures are adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, the prevention and detection of its frauds and errors, the accuracy and completeness of the accounting records and the timely preparations of reliable financial information.

#### **8. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE :**

No significant and material orders passed by any regulators and/or courts and tribunals which may have the impact on the going concern status and company's operations in future.

#### **9. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES :**

As on 31<sup>st</sup> March 2023, the Company had no Subsidiaries/Joint Ventures/Associate Companies or any companies which have become or ceased to be its Subsidiaries, joint ventures or associate companies during the year under review.

**10. DEPOSITS :**

Pursuant to Section 73 and 74 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014, the Company has not accepted or renewed any public deposits during the year.

Details of unsecured loans taken from Directors of company are as under:

Unsecured loans Outstanding as on 01/04/2022	Additional loan during the year	Repaid during the year	Closing Balance as on 31/03/2023
7500000	2500000	0	10000000

**11. AUDITORS :**

M/s. Ashesh Alkesh & Co., Chartered Accountants (Firm Registration No: 119580W), were appointed as the Statutory Auditors of the company in the 18<sup>th</sup> Annual General Meeting to hold the office for the period of five years till the conclusion of 23<sup>rd</sup> Annual General Meeting of the company. The said Statutory auditors have confirmed that they have not incurred any of the disqualification as mentioned in section 141(3) of the Companies Act, 2013 and the Rules framed thereunder.

**12. AUDITORS REPORT :**

Audit report to the Shareholders does not contain any qualification, reservation or adverse remarks. The observations made by the Statutory Auditors in their report for the financial period ended 31<sup>st</sup> March, 2023 read with the explanatory notes therein are self explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

**13. DETAILS OF FRAUD REPORTING BY AUDITOR :**

Pursuant to provisions of Section 143(12) of the Companies Act, 2013, the Statutory Auditors have not reported any incident of fraud.

**14. MAINTENANCE OF COST RECORDS & COST AUDIT :**

Maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 is required by the Company and accordingly such accounts and records are made and maintained. Requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 is not applicable to the company.

**15. DIRECTORS AND KEY MANAGERIAL PERSONNEL & MANAGERIAL REMUNERATION :**

In terms of section 152 of the Companies Act, 2013, Shri Popatlal Bhopabhai Patel, Wholtime Director (DIN: 00145058) and Shri Himanshu Popatlal Patel, Executive Director (DIN: 00145270) of the company, shall retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

Further, in terms of section 161 of Companies Act 2013, Mrs. Ritaben Prakashbhai Patel (DIN: 10040126) was appointed as an Additional Non-executive Director w.e.f. 10<sup>th</sup> March, 2023 and holds the office up to the date of ensuing Annual General Meeting of the company. It is recommended to regularize and appoint her as Director of the company in the ensuing Annual General Meeting of the company.

Shri Kashiram Khodidas Patel, Wholetime Director (DIN: 00145192) of the company had tendered his resignation from Wholetime Director and Director of the company w.e.f. closure of business hours on 1<sup>st</sup> October, 2022 due to his personal commitments.

Shri Kashiram Khodidas Patel (DIN: 00145192) was appointed as an Additional Executive Director with effect from 23<sup>rd</sup> January, 2023, and regularized as Executive Director in Extra Ordinary General Meeting held on 1<sup>st</sup> March, 2023.

Designation of Shri Kaival Devang Patel (DIN: 05140511) changed from Non-executive Director to Executive Director of the company w.e.f. 1<sup>st</sup> February 2023.

Particulars of Director retiring by rotation along with the nature of expertise, their shareholding in the Company and other details pursuant to Secretarial Standards is appended as an annexure to the Notice of the ensuing Annual General Meeting.

As on the 31<sup>st</sup> March, 2023, the Board of Company consists of following Directors/Key Managerial Personnel(s):

<b>Name of Director / Key Managerial Personnel</b>	<b>Designation</b>
Shri Bhogilal Ishwarlal Patel	Managing Director
Shri Popatlal Bhopabhai Patel	Chairman & Wholetime Director
Shri Kashiram Khodidas Patel	Executive Director
Shri Himanshu Popatlal Patel	Executive Director
Shri Devang Kashiram Patel	Executive Director
Shri Prakash Bhogilal Patel	Executive Director
Shri Kaival Devang Patel	Executive Director
Shri Akash Himanshu Patel	Executive Director
Shrimati Ritaben Prakashbhai Patel	Additional Non-executive Director

Details of remuneration paid to Directors and Key Managerial Personnel are as under:

Name & Designation of Director/Key Managerial Personnel	Remuneration ₹
Shri Bhogilal Ishwarlal Patel - Managing Director	24,00,000/-
Shri Popatlal Bhopabhai Patel - Chairman & Wholetime Director	24,00,000/-
Shri Kashiram Khodidas Patel - Executive Director	16,00,000/-
Shri Himanshu Popatlal Patel – Executive Director	24,00,000/-
Shri Devang Kashiram Patel – Executive Director	12,00,000/-
Shri Prakash Bhogilal Patel – Executive Director	24,00,000/-
Shri Akash Himanshu Patel – Executive Director	8,70,000/-
Shri Kaival D. Patel - Executive Director	1,50,000/-

**16. DECLARATION BY INDEPENDENT DIRECTOR :**

Your company was not required to appoint independent Directors pursuant to Section 149 of the Companies Act, 2013 and Rules made thereunder during the year under review. Therefore requirement for obtaining Declaration by the Independent Directors pursuant to section 149 (6) Companies Act, 2013 is not applicable to the company.

**17. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS :**

During the year 10 (Ten) Board Meetings were convened and held as on 04/05/2022, 29/08/2022, 01/10/2022, 22/11/2022, 03/01/2023, 23/01/2023, 28/01/2023, 01/02/2023, 10/02/2023, 10/03/2023, The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. Details of Directors' attendance in Board Meetings held during the financial year 2022-23 are set out below:

Name of Director	No. of Board Meeting attended / Total Meetings held
Shri Bhogilal Ishwarlal Patel	10/10
Shri Popatlal Bhopabhai Patel	10/10
Shri Kashiram Khodidas Patel	7/7
Shri Himanshu Popatlal Patel	10/10
Shri Devang Kashiram Patel	10/10
Shri Prakash Bhogilal Patel	10/10
Shri Kaival Devang Patel	10/10
Shri Akash Himanshu Patel	10/10
Shrimati Ritaben Prakashbhai Patel	0/0



**18. SHARE CAPITAL :**

There were no changes in the share capital structure of the Company during the financial year under review.

**19. TRANSFER OF UNPAID/UNCLAIMED AMOUNTS TO IEPF :**

Pursuant to the provisions of Section 124 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules, 2016'), the amount of dividend remaining unclaimed/ unpaid for a period of seven years from the date of transfer to the "Unpaid Dividend Account" is required to be transferred to the Investors Education and Protection Fund (Fund) constituted by the Central Government. The Company had, accordingly, transferred ₹ 117128/- being the unpaid and unclaimed dividend amount pertaining to dividend declared on 2014-15 to the IEPF.

**20. PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS / OUTGO :****A. Conservation of Energy & Technology Absorption:**

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption have been furnished considering the nature of activities undertaken by the company during the year under review is annexed hereto as "**Annexure-1**" and forms part of this report.

**B. Foreign Exchange earnings and Outgo:**

Foreign Exchange Expenses : 23,307.16 Thousands

Foreign Exchange Income: 69794.41 Thousands

**21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 :**

During the reporting period, your Company has not granted any loans, guarantees or made investments or provided securities in violation of Section 186 of the Companies Act, 2013 and rules thereof. Particulars of loans given, investments made, guarantees given and securities provided are given in the notes to the standalone financial statements forming part of this annual report.

**22. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER SECTION 188 :**

There were no contracts or arrangements with related parties during the year under review under Section 188 of the Companies Act, 2013 and hence disclosure in the Form AOC-2 is not applicable. Further, the disclosure of transactions with related party for the year, as per Accounting Standard -18 Related Party Disclosures is given in Note no. 32 to the Balance Sheet as on 31<sup>st</sup> March, 2023.

**23. PARTICULARS OF EMPLOYEES :**

During the year under review, none of the employees of the Company was in receipt of remuneration exceeding ₹ 10,200,000/- p.a., if employed throughout the year or ₹ 850,000/- p.m. if employed for part of the year. Further, the statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and

Remuneration of Managerial Personnel) Rules, 2014 is not applicable to the company. In terms of Section 136 of the Companies Act, 2013 the Reports and Accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered Office of the Company during business hours on working days of the Company.

**24. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 :**

There were no incidences of sexual harassment reported during the year under review, in terms of the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee is set up to redress complaints received regularly. There were no complaints received and reported under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**25. RISK MANAGEMENT POLICY :**

The Company has established a well-defined process of risk management, wherein the identification, analysis and assessment of the various risks, measuring of the probable impact of such risks, formulation of risk mitigation strategy and implementation of the same takes place in a structured manner. Though the various risks associated with the business cannot be eliminated completely, all efforts are made to minimize the impact of such risks on the operations of the Company.

**26. CORPORATE SOCIAL RESPONSIBILITY :**

The provision of Corporate Social Responsibility is not applicable to the company for the financial year under review.

**27. AUDIT COMMITTEE :**

The company is not required to constitute Audit Committee pursuant to section 177 of the Companies Act, 2013 read with rule (6) of the Companies (Meetings of Board and its Powers) Rules, 2014.

**28. VIGIL MECHANISM :**

The company is not required to establish Vigil Mechanism pursuant to section 177 of the Companies Act, 2013 read with rule (7) of the Companies (Meetings of Board and its Powers) Rules, 2014.

**29. NOMINATION AND REMUNERATION COMMITTEE :**

The company is not required to constitute Nomination and Remuneration Committee pursuant to Section 178 of the Companies Act, 2013 read with rule (6) of the Companies (Meetings of Board and its Powers) Rules, 2014.

**30. STAKEHOLDERS RELATIONSHIP COMMITTEE :**

Company has constituted a Stakeholders Relationship Committee to redress complaints of the shareholders.

The Committee met Twice times during the year i.e. on 29/08/2022 and 10/03/2023 The Composition of the Committee as on March 31, 2023 and its attendance for meetings held during the year is set out below

Name of Member	Designation in Committee	Nature of Directorship	No. of meetings attended/ No. of meetings held
Shri Kaival Devang Patel*	Chairman	Non-executive Director	1/1
Shrimati Ritaben Prakashbhai Patel**	Chairman	Additional Non-executive Director	1/1
Shri Prakash Bhogilal Patel	Member	Executive Director	1/1
Shri Devang Kashiram Patel	Member	Executive Director	1/1
Shri Himanshu Popatlal Patel	Member	Executive Director	1/1

\*Resigned w.e.f. 01/02/2023 \*\* appointed w.e.f. 10/03/2023

### 31. BOARD EVALUATION :

The provisions relating to Board Evaluation is not applicable to the company. Therefore Statement indicating manner in which formal evaluation of Board, Committee, Individual Director has been done by the Board pursuant to section 134 (3) (p) of the Companies Act, 2013 read with rule 8 (4) of the Companies (Accounts) Rules, 2014 is not required to attach with the Board Report.

### 32. SECRETARIAL AUDIT REPORT :

Section 204 of the companies Act, 2013 relating to Secretarial Audit is not applicable to the company.

### 33. DIRECTORS' RESPONSIBILITY STATEMENT :

Pursuant to provisions of sub-section (5) of Section 134 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 and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or 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 safeguarding 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;
- Company being unlisted, internal financial controls to be followed by the company is not applicable.
- The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

### 34. COMPLIANCE WITH SECRETARIAL STANDARDS :

The company has complied with the applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India.

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

Not applicable as no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016.

**36. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF.**

Not applicable.

**37. ACKNOWLEDGMENT :**

The Directors extend their sincere thanks to the Bankers, Customers, Employees, members and all others associated with the company for their kind co-operation, continued support, assistance, trust and confidence reposed by them in the company.

**By the order of Board of Directors  
For, PATELS AIRFLOW LIMITED**

**Place : Ahmedabad**

Date: 17<sup>th</sup> August, 2023

**POPATLAL BHOPABHAI PATEL  
Chairman / Wholetime Director  
(DIN: 00145058)**

**BHOGILAL ISHWARLAL PATEL  
Managing Director  
(DIN: 00144617)**

## Annexure – 1

**PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION****(A) Conservation of energy :**

- (i) The steps taken or impact on conservation of energy:

The Company is engaged in the manufacturing of complete range of Industrial Fans, Blowers and Tubes and its related accessories and carbon steel tubes and stainless steel tubes. The company has taken various measures to minimize consumption of energy, to optimize productivity and also to conserve energy and making best use of the resources. A considerable amount of time and effort was earmarked for conserving power. Details of the energy consumption for the F.Y. 2022-23 are as under :

Particulars	Current Year 31-03-2023	Previous Year 31-03-2022
<b>1. Electricity</b>		
(a) Purchased		
Unit	11,45,550	1326023
Total Amount ₹	1,13,99,635	1,18,80,065
Rate per Unit ₹	9.95	8.96
(b) Own Generation - through diesel generator Unit		
Total Amount Rs.	26,654	24,202
<b>2. OTHERS / INTERNAL GENERATION (P.N.G)</b>		
Quantity - scm	381950	347807
Total Cost ₹	3,17,82,080	2,20,64,043
Average Rate ₹	83.21	63.44
<b>2. SOLAR POWER GENERATION</b>		
Unit	697825	240811
Total Amount ₹	6978250	12,31,571
Rate per Unit ₹	10.00	5.114

- (ii) The steps taken by the company for utilizing alternate sources of energy :

As mentioned above, company is also using the alternate sources of energy i.e. PNG and Solar Power. Details of alternate sources of energy used by the company are mentioned above.

- (iii) The capital investment on energy conservation equipments – NIL

**(B) Technology absorption :**

a. The efforts made towards technology absorption.	The company has adopted the latest technology with sophisticated instruments related to the products being manufactured.
b. The benefits derived like product improvement, cost reduction, product development or import substitution	Improved product quality.
c. Imported technology (imported during the last three years reckoned from the beginning of the financial year).	NIL
d. The expenditure incurred on research & development.	NIL

**INDEPENDENT AUDITOR'S REPORT**

To,  
The Members of  
PATELS AIRFLOW LIMITED  
Ahmedabad.

**Report on the Standalone Financial Statements:****Opinion**

We have audited the accompanied standalone financial statements of Patels Airflow Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2023, and the Statement of Profit and Loss and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us and subject to **Note No. 37 regarding non-provision of amortization of lease hold land [amount not quantifiable]** 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 Standards prescribed under section 133 of the Act read with Companies (Accounting Standards) Rules, 2021 ("AS") and other accounting principles generally accepted in India, of the state of affairs of the company as at March 31<sup>st</sup>, 2023 and its Profit and its Cash Flow 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 Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

**Information other than the Standalone Financial Statements and Auditors' Report thereon**

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained 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. However, we have nothing to report in this regard.

**Responsibilities of Management and those charged with Governance for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the 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 Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

**Auditor's Responsibilities for the audit of Financial Statements**

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

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

- (a) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- (b) 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 with reference to financial statements in place and the operating effectiveness of such controls.

- (c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- (d) 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.
- (e) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of sub section (11) of Section 143 of the Act (hereinafter referred to as the "Order"), we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.



2. As required by section 143(3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanation, which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - (b) In our opinion, proper books of accounts 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 standalone financial statements comply with the Accounting Standards Specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representation received from the directors as on 31<sup>st</sup> March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as director in terms of section 164(2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure B.
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the managerial 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 & Auditors) Rules, 2014, in our opinion & to the best of our knowledge and belief and according to the information and explanation given to us :
    - (i) The Company does not have any pending litigations which would impact its financial position.
    - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - (iii) There were no amounts which were 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, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(C) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations given under (a) and (b) above, contain any material misstatement.

(v) The Dividend declared and paid by the Company during the year is in compliance with section 123 of the Act to the extent it applies to payment of dividend.

(vi) As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining the books of accounts using software which has feature of recording audit trail facility is applicable to the company w.e.f. April 01, 2023, the reporting under Rule 11(g) of the Companies (Audit & Auditors) Rules, 2014 is not applicable for the year ended March 31, 2023.

**For, Ashesh Alkesh & Co.  
Chartered Accountants  
[Firm Regn. No. 119580W]**

**Place: Ahmedabad  
Date: 17/08/2023**

**Ashesh Shah  
Partner  
M. No. 049712  
UDIN: 23049712BGRHVO3310**

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

**(Referred to in paragraph 1 under Report on “Other Legal and Regulatory Requirements” of our Auditor Report of even date)**

1. (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.  
(B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Property, Plant and Equipment are physically verified during the year by the management in accordance with a regular programme of verification, which in our opinion, provides for physical verification of all the Property, Plant and Equipment at reasonable interval having regard to the size of the company and nature of its business. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (c) The Title deed of the immovable property, as disclosed in Note 11 on Property, Plant and Equipment to the financial statements, is held in the name of the company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment and intangible assets.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (45 of 1988) as amended in (2016) and rules made thereunder.
2. (a) According to the information and explanation given to us, the inventories were physically verified during the year by the Management at reasonable intervals. In our opinion, the procedures for the physical verification of inventory followed by management are reasonable and adequate in relation to the size of the company and the nature of its business. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.
- (b) The company has been sanctioned working capital limits in excess of ₹ 5.00 crores (at any point of time during the year), in aggregate, from banks on the basis of security of current assets of the company. The quarterly returns and statements filed by the company with such banks are in agreement with the books of account of the Company.
3. According to the information and explanation given to us, the Company has not granted any loans, secured or unsecured to Companies, Firms, Limited Liability Partnerships or Other Parties. Hence the requirement to report on clause 3(iii)(a), (b), (c), (d), (e) and (f) of the Order
4. In our opinion and according to information and explanations given to us, there are no loans, investments, guarantees and securities granted in respect of which provisions of section 185

- and 186 of the Act are applicable. Hence reporting under clause 3(iv) of the order is not applicable to the company.
5. The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder to the extent applicable. Hence, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
  6. We have broadly reviewed the books of accounts maintained by the company pursuant to the rules made by the Central Government for maintenance of cost records u/s 148(1) of the Companies Act, 2013 and are of the opinion that prima facie the prescribed accounts and records have been maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
  7. (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Goods and Services Tax, Provident Fund, Income Tax, Sales Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.  
  
(b) According to the information and explanation given to us, there are no disputed dues in respect of Goods and Services Tax, Provident Fund, Income Tax, Sales Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and other applicable statutory dues as at 31/03/2023. Hence the requirement of reporting on 3(vii)(b) of the Order is not applicable to the Company.
  8. According to the information and explanation given to us, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the I.T. Act, 1961 as income during the year. Hence, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
  9. (a) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the Company has not defaulted in repayment of loans or borrowings or interest thereon from Banks during the year.  
  
(b) According to the information and explanations given to us, the Company has not been declared wilful defaulter by Bank or Financial Institution or Government or Government Authority or Other lender.  
  
(c) According to the information and explanations given to us, we are of the opinion that the term loans are applied for the purpose for which they were obtained.  
  
(d) According to the information and explanations given to us and on the basis of our examination of the books of account, we report that the funds raised on short term basis have not been utilized for the long-term purpose.  
  
(e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its associate. Hence, the requirement of reporting on clause 3(ix)(e) of the

Order are not applicable to the Company.

- (f) The Company has not raised any loans during the year on the pledge of securities held in its associate companies. Hence, the requirement of reporting on clause 3(ix)(f) of the Order are not applicable to the Company.
10. (a) The Company has not raised any money by way of initial public offer, further public offer (including debt instruments) during the year and hence the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally) and hence the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
11. (a) According to the information and explanation given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT- 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the information and explanation given to us, there is no whistle blower complaints received by the Company during the year.
12. The company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable to the company.
13. In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with provisions of sections 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
14. (a) According to the information and explanations give to us and based on our examination of the records of the Company, the company has neither internal audit system nor required to have internal audit system as per provisions of section 138 of the Act. However, the Company has adequate internal control system commensurate with its size and nature of its business.
- (b) According to the information and explanations give to us, the Company does not have internal audit system. Hence reporting under clause 3(xiv)(b) of the Order is not applicable to the company.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Hence the requirement to report on clause 3(xv) of the Order is not applicable to the Company.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Hence, the requirement to report on clause (xvi)(a), (b), (c) and (d) of the Order is not applicable.

17. The Company has not incurred cash losses in the current year and in the immediately preceding financial year.
18. There has been no resignation of the statutory auditors of the Company during the year and hence requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
19. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that the 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. The Company was not having net worth of ₹ 500 crore or more, or turnover of ₹ 1000 crore or more or a net profit of ₹ 5.00 crore or more during the immediately preceding financial year. Hence the requirement to report on Clause 3(xx)(a) and 3(xx)(b) of the Order is not applicable to the Company.

**For, Ashesh Alkesh & Co.  
Chartered Accountants  
[Firm Regn. No. 119580W]**

**Place: Ahmedabad  
Date: 17/08/2023**

**Ashesh Shah  
Partner  
Membership No. 049712  
UDIN: 23049712BGRHVO3310**

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

**(Referred to in paragraph 2(f) under Report on “Other Legal and Regulatory Requirements” of our Auditor Report of even date)**

**Report on the Internal Financial Controls under clause (i) of Sub section 3 of Section 143 of the Act.**

We have audited the internal financial controls over financial reporting of **PATELS AIRFLOW LIMITED** (“the Company”) as of March 31, 2023 in conjunction with our audit of the financial statements of the company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control 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 Control over Financial Reporting issued by the Institute of Chartered Accountant 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 Act.

**Auditor's Responsibility**

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

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

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

**Meaning of Internal Financial Controls over Financial Reporting**

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

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

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

**Opinion**

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

**For, Ashesh Alkesh & Co.  
Chartered Accountants  
[Firm Regn. No. 119580W]**

**Place: Ahmedabad  
Date: 17/08/2023**

**Ashesh Shah  
Partner  
Membership No. 049712  
UDIN: 23049712BGRHVO3310**



BALANCE - SHEET AS AT 31 <sup>st</sup> MARCH, 2023		₹ in thousand	
	NOTE	AS AT 31/03/2023	AS AT 31/03/2022
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholder's Funds :</b>			
Share Capital	3	22500.80	22500.80
Reserves & Surplus	4	191181.32	156984.91
		<b>213682.12</b>	179485.71
<b>Non Current Liabilities :</b>			
Long Term Borrowings	5	20719.28	8857.03
Deferred Tax Liability (Net)	6	9605.23	8311.07
		<b>30324.51</b>	17168.10
<b>Current Liabilities</b>			
Short Term Borrowings	7	101352.60	75869.47
Trade Payables	8		
Micro, Small and Medium Enterprises		2738.71	52048.72
Others		77431.82	64324.61
Other Current Liabilities	9	21633.14	24920.75
Short Term Provisions	10	21215.45	18660.66
		<b>224371.72</b>	235824.21
		<b>468378.35</b>	432478.02
<b>ASSETS</b>			
<b>Non Current Assets</b>			
Property Plant & Equipments			
Property Plant & Equipments	11	141867.70	122104.32
Intangible Assets	11.1	270.22	18.16
Non Current Investments	12	100.00	100.00
Long Term Loans & Advances	13	2379.13	1946.39
Other Non Current Assets	14	7599.33	8127.66
		<b>152216.38</b>	132296.53
<b>Current Assets</b>			
Current Investments	15	1895.94	-
Inventories	16	151086.65	175474.17
Trade Receivables	17	100173.92	83800.89
Cash & Bank Balances	18	45717.04	20230.45
Short Term Loans & Advances	19	17171.39	20592.24
Other Current Assets	20	117.03	83.74
		<b>316161.97</b>	300181.49
		<b>468378.35</b>	432478.02
Significant Accounting Policies	2		
Notes on Financial Statements	1 to 47		
As per our report of even date attached.		<i>For, PATELS AIRFLOW LTD.</i>	
<b>For, Ashesh Alkesh &amp; Co.</b>		POPATBHAI B. PATEL	
<b>Chartered Accountants</b>		CHAIRMAN & WHOLETIME DIRECTOR	
(Firm Regn. 119580W)		DIN : 00145058	
Ashesh Shah		BHOGILAL I. PATEL	
Partner		MANAGING DIRECTOR	
M. No. 049712		DIN : 00144617	
Place : Ahmedabad.		KASHIRAM K. PATEL	
Date: 17/08/2023		EXECUTIVE DIRECTOR	
		DIN : 00145192	
		Place : Ahmedabad.	
		Date: 17/08/2023	

**22<sup>nd</sup> ANNUAL REPORT**
**PATELS AIRFLOW LIMITED.**

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 <sup>st</sup> MARCH, 2023		₹ in thousand	
	NOTE	2022 / 2023	2021 / 2022
<b>INCOME</b>			
Revenue From Operations	21	838112.35	604492.30
Other Income	22	3038.72	2003.40
<b>Total Income</b>		<b>841151.07</b>	<b>606495.70</b>
<b>EXPENSE</b>			
Cost of Raw Material Consumed	23	522262.63	451942.03
Change in Inventories	24	43837.77	(57739.84)
Manufacturing Expense	25	142142.98	105951.29
Employee Benefit Expense	26	37472.52	38212.37
Finance Cost	27	6656.81	6302.18
Depreciation and Amortization Expense	11	12814.17	11209.26
Other Expense	28	21039.38	15396.10
<b>Total Expense</b>		<b>786226.26</b>	<b>571273.39</b>
<b>PROFIT BEFORE TAXATION</b>		<b>54924.81</b>	<b>35222.31</b>
<b>TAX EXPENSE</b>			
Current Tax		12684.00	8409.00
Deferred Tax Liability / (Assets)		1294.16	576.84
		<b>13978.16</b>	<b>8985.84</b>
<b>PROFIT FOR THE YEAR</b>		<b>40946.65</b>	<b>26236.47</b>
<b>Earning per equity share of face value of ₹ 10 each</b>			
Basic and Diluted EPS [in ₹]		<b>18.20</b>	11.66
Significant Accounting Policies	1		
Notes on Financial Statements	1 to 47		
As per our report of even date attached.		<i>For, PATELS AIRFLOW LTD.</i>	
		POPATBHAI B. PATEL CHAIRMAN & WHOLETIME DIRECTOR DIN : 00145058	
<b>For, Ashesh Alkesh &amp; Co.</b> <b>Chartered Accountants</b> (Firm Regn. 119580W)		BHOGILAL I. PATEL MANAGING DIRECTOR DIN : 00144617	
Ashesh Shah Partner M. No. 049712		KASHIRAM K. PATEL EXECUTIVE DIRECTOR DIN : 00145192	
Place : Ahmedabad. Date : 17/08/2023		Place : Ahmedabad. Date : 17/08/2023	

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 <sup>st</sup> MARCH, 2023		₹ in thousand	
		2022 / 2023	2021 / 2022
<b>1</b>	<b>Cash Flow From Operating Activities</b>		
	<b>Net Profit Before tax</b>	<b>54924.81</b>	35222.31
	Adjustment for :		
	Depreciation & Amortization	<b>12814.17</b>	11209.26
	Loss on Sale of Property, Plant & Equipment	<b>138.89</b>	898.37
	Assets Discarded - W/off	<b>443.04</b>	-
	Income Tax Paid	<b>(1.48)</b>	20.53
	Interest Income	<b>(520.46)</b>	(928.09)
	Finance Cost	<b>6656.81</b>	6302.18
		<b>19530.97</b>	17502.25
		<b>74455.78</b>	52724.56
	<b>Operating Profit Before Working Capital Changes</b>		
	Adjusted for:		
	Trade Payables	<b>(36202.80)</b>	72034.27
	Other Current Liabilities	<b>(3287.61)</b>	8989.97
	Short Term Provisions	<b>(1720.21)</b>	1835.56
	Long Term Loans & Advances	<b>(392.28)</b>	237.17
	Other Non Current Assets	<b>528.33</b>	972.97
	Inventories	<b>24387.52</b>	(86578.45)
	Trade Receivables	<b>(16373.03)</b>	(11350.92)
	Short Term Loans & Advances	<b>7487.25</b>	(8376.88)
	Income Tax Paid (Net)	<b>(12515.59)</b>	(8449.18)
		<b>(38088.42)</b>	(30685.49)
	<b>Cash Generated From/(Used in) Operations</b>	<b>36367.36</b>	22039.07
<b>2</b>	<b>Cash Flow From Investing Activities</b>		
	Purchase of fixed assets	<b>(33989.49)</b>	(41461.01)
	Sale of Fixed Assets	<b>577.96</b>	2844.58
	Investments made during the year	<b>(1895.94)</b>	-
	Interest received	<b>487.17</b>	927.03
	<b>Net Cash From/(Used in) Investing Activities</b>	<b>(34820.30)</b>	(37689.40)
<b>3.</b>	<b>Cash Flow From Financing Activities</b>		
	Interest Paid	<b>(6656.81)</b>	(6302.18)
	Proceeds from Long Term Borrowings (Net)	<b>11862.25</b>	7527.27
	Net Proceeds / (Repayment) from Short Term Borrowings	<b>25483.13</b>	(5365.77)
	Dividend	<b>(6749.04)</b>	(5625.20)
	<b>Net Cash From/(Used in) Financing Activities</b>	<b>23939.53</b>	(9765.88)
<b>4</b>	Net Increase/(Decrease) in Cash & Cash Equivalents	<b>25486.59</b>	(25416.21)
<b>5</b>	Cash and Cash Equivalents as at the beginning of the Year	<b>20230.45</b>	45646.66
<b>6</b>	Cash and Cash Equivalents as at the end of the Year	<b>45717.04</b>	20230.45

**As per our report of even date attached.**

- 1 The Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard -3 on 'Cash Flow Statement' notified in the Companies (Accounting Standards) Rules 2006.
- 2 Cash and Cash equivalents Include fixed deposits with the banks having maturity period of less than 12 months
- 3 Previous year comparatives have been reclassified to confirm with current year's presentation, wherever applicable.

**For, Ashesh Alkesh & CO.**  
**Chartered Accountants**  
 (Firm Regn. 119580W)

Ashesh Shah  
 Partner  
 M. No. : 049712

Place : Ahmedabad  
 Date : 17/08/2023

*For, PATELS AIRFLOW LTD.*

POPATBHAI B. PATEL  
 CHAIRMAN & WHOLETIME DIRECTOR  
 DIN : 00145058

BHOGILAL I. PATEL  
 MANAGING DIRECTOR  
 DIN : 00144617

KASHIRAM K. PATEL  
 EXECUTIVE DIRECTOR  
 DIN : 00145192

Place : Ahmedabad  
 Date : 17/08/2023

## Notes on Financial Statements for the Year ended 31<sup>st</sup> March, 2023

### (1) Corporate Information

The Company, Patels Airflow Limited is a closely held domestic company, incorporated on September 17, 2001 under the provisions of Companies Act, 1956. The Company is engaged in the business of manufacturing of Industrial Fans, Blowers, Machinery Spare Parts and Seamless Tubes. The company is having its registered office and manufacturing facilities at Plot No. 61, GIDC Industrial Estate, Vatva, Ahmedabad – 382445.

### (2) **SIGNIFICANT ACCOUNTING POLICIES :**

#### (i) Basis of Accounting:

The financial statements have been prepared to comply with the Generally Accepted Accounting Practices in India including the Accounting Standards in India notified under the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under historical cost convention on accrual basis.

#### (ii) Use of Estimates:

The preparation of the financial statements in conformity with Indian GAAP requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Differences between actual results and estimates are recognized in the period in which the results are known/materialized. The Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable.

**(iii) Property Plant & Equipment:**

Property Plant & Equipment are stated at historical cost of acquisition less accumulated depreciation (other than land where no depreciation/amortisation is charged). Cost includes related expenditure and pre-operative & project expenses for the period up to completion of construction/assets are put to use. When asset is sold or discarded, its cost and accumulated depreciation are reduced from the books of accounts and any gain or loss resulting from its disposal is reflected in the Statement of profit & loss.

**(iv) Depreciation and Amortisation :**

Depreciation [other than on lease hold land] is provided as under:

- (i) For the Property Plant & Equipment existing on 1<sup>st</sup> April 2014 the carrying amount will be amortized over remaining useful lives on Straight Line Method as prescribed under Schedule II of the Companies Act, 2013.
- (ii) For the Property Plant & Equipment added after the 1<sup>st</sup> April 2014 on Straight Line Method at the rates prescribed under Schedule II of the Companies Act, 2013 and on pro rata basis with respect to their period of use.

**(v) Borrowing Costs :**

Borrowing costs attributable to the acquisition/constructions of a qualifying asset are capitalised as part of the cost of such assets, up to the date, the assets are ready for its intended use. Other borrowing costs are recognised as an expense in the period in which they are incurred.

**(vi) Valuation of Inventories :**

- (a) Raw materials and Work-in-Progress are valued at cost.
- (b) Finished Goods are valued at cost or net realisable value whichever is lower.
- (c) Cost of Finished Goods and Work-in-Progress is determined by taking material cost, labour and relevant appropriate over heads.

**(vii) Revenue Recognition :**

- (a) Sales are recognized when they are invoiced to customers and net of trade discounts, rebate and GST.
- (b) Revenue in respect of other income is recognised when no significant uncertainty as to its determination or realisation exists.

**(viii) Investments :**

Long-term investments are stated at cost of acquisition except in the case of permanent diminution in their value, wherein necessary provision is made. Current Investments is stated at cost or realizable value, whichever is lower.

**(ix) Foreign Currency Transactions :**

All transactions in foreign currency are recorded at the rates of exchange prevailing on the date of transactions or that approximates the actual rates of exchange at the date of the transaction. Foreign currency assets & liabilities are translated at the exchange rate prevailing on the Balance Sheet date. Resultant gain or loss, if any except to the extent its relate to long term monetary items, is recognised in the Statement of Profit & Loss for the year. In case of items which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of the contract is recognized as exchange difference and the premium paid on forward contracts is recognized over the life of contract.

**(x) Taxes on income :**

Provision for current tax is made in accordance with the provisions of the Income Tax Act 1961. Deferred Tax on account of timing difference between taxable and accounting income is provided considering the tax rates and tax laws enacted or substantively enacted by the Balance Sheet date.

**(xi) Impairment of Assets :**

An asset is treated as impaired when carrying cost of the assets exceeds its recoverable value. An impairment loss is charged to the Statement of Profit & Loss in the year in which as asset is identified as impaired. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

**(xii) Retirement Benefits :****(a) Gratuity**

The Company has taken group-cum-life insurance policy from LIC of India. Gratuity is provided on the basis of premium paid on the above policy.

**(b) Provident fund**

Contribution to defined contribution schemes such as Provident fund and Family Pension Fund are charged to Statement of Profit and Loss, as they are accrued.

**(c) Leave Encashment**

Accrued Leave has been provided at year end as calculated by the management.

**(xiii) Provisions, Contingent Liability and Contingent Assets :**

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in the Notes on Accounts. Contingent assets are neither recognised nor disclosed in the financial statements.

**(xiv) Earning Per Share :**

Basic earning per share is calculated by dividing the net profit or loss for the period attributable to equity share holders by weighted average number of equity shares outstanding during the period. The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of all dilutive potential equity shares.

Notes on Financial Statements for the Year ended 31<sup>st</sup> March, 20233. SHARE CAPITAL ₹ in thousand

	AS AT 31/03/2023	AS AT 31/03/2022
<b>Authorized :</b>		
25,00,100 (25,00,100) Equity shares of ₹10/- each	<b>25001.00</b>	25001.00
<b>Issued, Subscribed &amp; Paid up :</b>		
22,50,080 (22,50,080) Equity Shares of ₹10/- each fully paid up	<b>22500.80</b>	22500.80
<b>Total</b>	<b>22500.80</b>	22500.80

## 3.1 The reconciliation of the number of Shares Outstanding and the amount of Share Capital

Particulars	AS AT 31/03/2023		AS AT 31/03/2022	
	No. of Shares	Amount ₹	No. of Shares	Amount ₹
Balance at the beginning of the year	<b>2250080</b>	<b>22500.80</b>	2250080	22500.80
Balance at the end of the year	<b>2250080</b>	<b>22500.80</b>	2250080	22500.80

## 3.2 The Detail of a share holders holding more than 5% shares:

Name of Shareholder	AS AT 31/03/2023		AS AT 31/03/2022	
	No. of Shares	% held	No. of Shares	% held
Bhogilal I. Patel	<b>121915</b>	<b>5.42</b>	121915	5.42
Rita P. Patel	<b>307811</b>	<b>13.68</b>	307811	13.68
Gitaben D. Patel	<b>501475</b>	<b>22.29</b>	501475	22.29
Prakash B. Patel HUF	<b>153725</b>	<b>6.83</b>	153725	6.83
Trupti H. Patel	<b>128200</b>	<b>5.70</b>	128200	5.70
Himanshu P. Patel	<b>123325</b>	<b>5.48</b>	123325	5.48

Notes on Financial Statements for the Year ended 31<sup>st</sup> March, 2023

## 3.3 Details of Shares held by Promoters : ₹ in thousand

Name of Promoter	AS AT 31/03/2023		AS AT 31/03/2022		% Change during the year
	No. of Shares	% held	No. of Shares	% held	
Harshadkumar Patel	1250	0.06	1250	0.06	-
Harshad Patel	50	0.00	50	0.00	-
Jagrutiben Patel	50	0.00	50	0.00	-
Jagruiti Harshadkumar Patel	1200	0.05	1200	0.05	-
Prakash Bhogilal Patel HUF	153725	6.83	153725	6.83	-
Maheshbhai Ishvarbhai Patel	762	0.03	762	0.03	-
Devang Kashiram Patel	2500	0.11	2500	0.11	-
Gitaben Devangbhai Patel	501475	22.29	501475	22.29	-
Himansu Popatlal Patel	123325	5.48	123325	5.48	-
Madhukanta Popatlal Patel	68115	3.03	68115	3.03	-
Trupti Himanshu Patel	128200	5.70	128200	5.70	-
Popatlal Bhopabhai Patel	62011	2.76	62011	2.76	-
Popatlal B Patel	91750	4.08	91750	4.08	-
Himanshu P Patel	66500	2.96	66500	2.96	-
Bhanubhai Ishverbhai Patel	50	0.00	50	0.00	-
Kokilaben Maheshbhai Patel	1924	0.09	1924	0.09	-
Jignesh Bhogilal Patel	9325	0.41	9325	0.41	-
Geeta Bhogilal Patel	11270	0.50	11270	0.50	-
Prakash Bhogilal Patel	66575	2.96	66575	2.96	-
Roshni J Patel	5750	0.26	5750	0.26	-
Rita Prakash Patel	307811	13.68	307811	13.68	-
Bhogilal Ishvarlal Patel	121915	5.42	121915	5.42	-
Kashiram Khodidas Patel	100000	4.44	100000	4.44	-
Aakash Himansu Patel	100000	4.44	100000	4.44	-
Kaival Devangbhai Patel	1000	0.04	1000	0.04	-
Kirit Kaival Patel	1000	0.04	1000	0.04	-
Divya Patel	25	0.00	-	-	100.00

## 3.4 Rights, Preference and Restrictions attached to Equity Shares:

The Company has one class of Equity Shares having a par value of ₹ 10 per Share. Each Shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the share holders in the Annual General Meeting.



**Notes on Financial Statements for the Year ended 31<sup>st</sup> March, 2023**

- 3.5 In the event of winding up/liquidation of company, the holders of Equity Shares will be entitled to receive any of the remaining assets of the company after distribution of all preferential amounts. However since no such amount exist currently, the distribution will be made in accordance with their respective rights.

**4. RESERVES AND SURPLUS**

₹ in thousand

	AS AT 31/03/2023	AS AT 31/03/2022
<b>Securities Premium</b>		
As per last Balance Sheet	3060.00	3060.00
<b>General Reserve</b>		
As per last Balance Sheet	20000.00	19000.00
Add: Transferred from Statement of Profit & Loss	1000.00	1000.00
	21000.00	20000.00
<b>Surplus in Statement of Profit &amp; Loss</b>		
As per last Balance Sheet	133924.91	115438.68
Add: Profit for the year	40946.65	26236.47
	174871.56	141675.15
<b>Less: Appropriations</b>		
Transferred to General Reserve	1000.00	1000.00
Proposed Dividend on Equity Shares	6750.24	6750.24
	7750.24	7750.24
	167121.32	133924.91
<b>Total</b>	<b>191181.32</b>	<b>156984.91</b>

**5. LONG TERM BORROWINGS**

	AS AT 31/03/2023	AS AT 31/03/2022
<b>Secured</b>		
<u>From Banks</u>		
Term Loans	20719.28	8857.03
<b>Total</b>	<b>20719.28</b>	<b>8857.03</b>

**Terms of Borrowing**

- 5.1 Term Loan from Kotak Mahindra Bank Limited including current maturities is secured against Current Assets, Fixed Assets and equitable mortgage of factory premises of the company situated at 61/A, GIDC, Phase-1, Vatva, Ahmedabad.

Term Loan from Kotak Mahindra Bank Limited is carrying interest @ 7.50% and repayable in 60 equated monthly installment of ₹ 200.379/- each starting from July 2021 to June 2026. The number of outstanding installments as on 31/03/2023 are 51.

**Notes on Financial Statements for the Year ended 31<sup>st</sup> March, 2023**

- 5.2** Loan from Bank of Baroda and ICICI Bank Limited current maturities represents the Vehicle Loan and is secured against the hypothecation of Vehicles.

Loan from Bank of Baroda is carrying interest @ 9.00% and repayable in 48 equated monthly installment of ₹ 199.081/- each starting from May 2023 to April 2027. The number of outstanding installments as on 31/03/2023 are 48.

Loan from Bank of Baroda is carrying interest @ 8.75% and repayable in 84 equated monthly installment of ₹ 106.780/- each starting from April 2023 to March 2030. The number of outstanding installments as on 31/03/2023 are 84.

Loan - I from ICICI Bank Ltd is carrying interest @ 7.40% and repayable in 36 equated monthly installment of ₹ 619.94/- each starting from January 2022 to December 2024. The number of outstanding installments as on 31/03/2023 are 21.

Loan - II from ICICI Bank Ltd is carrying interest @ 7.40% and repayable in 36 equated monthly installment of ₹ 37.204/- each starting from January 2022 to December 2024. The number of outstanding installments as on 31/03/2023 are 21.

Loan - III from ICICI Bank Ltd is carrying interest @ 8.50% and repayable in 48 equated monthly installment of ₹ 147.925/- each starting from February 2023 to January 2027. The number of outstanding installments as on 31/03/2023 are 46.

Loan - IV from ICICI Bank Ltd is carrying interest @ 8.60% and repayable in 48 equated monthly installment of ₹ 56.919/- each starting from February 2023 to January 2026. The number of outstanding installments as on 31/03/2023 are 34.

**6 DEFERRED TAX LIABILITY** ₹ in thousand

	AS AT 31/03/2023	AS AT 31/03/2022
<b>Deferred Tax Liability</b>		
Related to Property Plant & Equipments	9605.23	8311.07
<b>Total</b>	<u>9605.23</u>	<u>8311.07</u>

**7 SHORT TERM BORROWINGS**

	AS AT 31/03/2023	AS AT 31/03/2022
<b>Secured</b>		
<b>Working Capital Loan from Banks</b>		
Cash Credit Limit	30991.03	54222.79
WCD Limit	50000.00	10000.00
	<u>80991.03</u>	<u>64222.79</u>
<b>Unsecured</b>		
From Directors / Members	10000.00	7500.00
	<u>10000.00</u>	<u>7500.00</u>
Current Maturity of Long Term Debt	10361.57	4146.68
<b>Total</b>	<u>101352.60</u>	<u>75869.47</u>

Notes on Financial Statements for the Year ended 31<sup>st</sup> March, 2023

- 7.1 Working Capital Loans from Banks is secured against Stocks, Book Debts, Plant & Machinery and equitable mortgage of factory premises of the company situated at 61/A, GIDC, Phase I, Vatva, Ahmedabad and personal guarantee of the Directors.

₹ in thousand

## 8 TRADE PAYABLES

	AS AT 31/03/2023	AS AT 31/03/2022
Micro, Small and Medium Enterprise	2738.71	52048.72
Others	77431.82	64324.61
<b>Total</b>	<b>80170.53</b>	<b>116373.33</b>

- 8.1 The details of amounts outstanding to Micro, Small and Medium Enterprises based on available information with the company is as under :

Particulars	AS AT 31/03/2023	AS AT 31/03/2022
Principal amount due and remaining unpaid at the end of each accounting year [whether due or not]	2738.71	52048.72
Interest due on above and the unpaid interest	-	-
Interest paid	-	-
Payment made beyond the appointed day during the year	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further interest remaining due and payable in succeeding years	-	-

## 8.2 TRADE PAYABLES AGEING SCHEDULE

Particulars	As at March 31, 2023					
	outstanding for following periods from due date of payment					
	Not Due	Less than 1 Year	1 - 2 Year	2 - 3 Year	More than 3 Year	Total
(I) MSME	2738.71	-	-	-	-	2738.71
(II) Others	76244.77	55.99	919.83	216.23	-	77431.83
(III) Disputed dues MSME	-	-	-	-	-	-
(IV) Disputed dues others	-	-	-	-	-	-

Notes on Financial Statements for the Year ended 31<sup>st</sup> March, 2023

₹ in thousand

Particulars	As at March 31, 2022					
	outstanding for following periods from due date of payment					
	Not Due	Less than 1 Year	1 - 2 Year	2 - 3 Year	More than 3 Year	Total
(I) MSME	52048.72	-	-	-	-	54048.72
(II) Others	64030.83	13.26	55.20	225.32	-	64324.61
(III) Disputed dues MSME	-	-	-	-	-	-
(IV) Disputed dues others	-	-	-	-	-	-

## 9 OTHER CURRENT LIABILITIES

	AS AT 31/03/2023	AS AT 31/03/2022
Unpaid Dividends*	815.75	804.89
Advance from Customers	16213.27	20293.72
Other Payable for Statutory & Other Liabilities	4604.12	3822.14
	4604.12	3822.14
<b>Total</b>	<b>21633.14</b>	<b>24920.75</b>

\* There is no amount due and outstanding as on 31<sup>st</sup> March, 2023 to be credited to Investors Education and Protection Fund.

## 10 SHORT TERM PROVISIONS

	AS AT 31/03/2023	AS AT 31/03/2022
Provision for Employee Benefits	1781.21	3501.42
Provision for Taxation	12684.00	8409.00
Proposed Equity Dividend [Refer Note Below]*	6750.24	6750.24
<b>Total</b>	<b>21215.45</b>	<b>18660.66</b>

## \* Note :

The Board of Directors has recommended the dividend @ ₹ 3.00 per equity share of ₹ 10/- each on 22,50,080 equity shares for the year ended 31<sup>st</sup> March, 2023 [Previous year @ ₹ 3.00 per equity shares of ₹ 10/- each on 22,50,080 equity shares]

Notes on Financial Statements for the Year ended 31 <sup>st</sup> March, 2023											
11 PROPERTY PLANT & EQUIPMENTS											
₹ in thousand											
ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK		
	As On 01-04-2022	Addition During The Year	Sales / Adjustments During The Year	As On 31-03-2023	As On 01-04-2022	For The Year	On Sales / Adjustments During The Year	As On 31-03-2023	As On 31-03-2023	As On 31-03-2023	As On 31-03-2022
Land (Lease hold)	4988.90	-	-	4988.90	-	-	-	-	4988.90	4988.90	4988.90
Buildings	42918.64	401.60	-	43320.24	13964.49	1314.95	-	15279.44	28040.80	28954.15	28954.15
Plant & Machinery	91042.61	3928.64	2192.70	92778.55	38451.33	5868.55	2083.06	42236.82	50541.73	52591.28	52591.28
Solar Power Plant	18883.55	-	-	18883.55	1190.91	1195.96	-	2386.87	16496.68	17692.64	17692.64
Electric Installation	5575.62	75.50	2592.05	3059.07	4728.28	293.02	2462.45	2558.85	500.22	847.34	847.34
Furniture & Fixtures	1583.64	107.92	705.02	986.54	1078.85	76.79	669.77	485.87	500.67	504.79	504.79
Office Equipments	1937.92	-	730.50	1207.42	1495.68	121.28	693.97	922.99	284.43	442.24	442.24
Computers	2935.95	289.39	2310.58	914.76	2384.84	231.38	2167.16	449.06	465.70	551.11	551.11
Vehicles	27844.02	28806.44	1413.75	55236.71	12312.15	3602.45	726.46	15188.14	40048.57	15531.87	15531.87
<b>Total</b>	<b>197710.85</b>	<b>33609.49</b>	<b>9944.60</b>	<b>221375.74</b>	<b>75606.53</b>	<b>12704.38</b>	<b>8802.87</b>	<b>79508.04</b>	<b>141867.70</b>	<b>122104.32</b>	<b>122104.32</b>
	164092.76	41461.01	7842.92	197710.85	68497.25	11209.26	4099.98	75606.53	122104.32	-	-
11.1 INTANGIBLE ASSETS											
₹ in thousand											
ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK		
	As On 01-04-2022	Addition During The Year	Sales / Adjustments During The Year	As On 31-03-2023	As On 01-04-2022	For The Year	On Sales / Adjustments During The Year	As On 31-03-2023	As On 31-03-2023	As On 31-03-2023	As On 31-03-2022
Software	363.34	380.00	363.34	380.00	345.18	109.78	345.18	109.78	270.22	18.16	18.16
<b>Total</b>	<b>363.34</b>	<b>380.00</b>	<b>363.34</b>	<b>380.00</b>	<b>345.18</b>	<b>109.78</b>	<b>345.18</b>	<b>109.78</b>	<b>270.22</b>	<b>18.16</b>	<b>18.16</b>
	363.34	-	-	363.34	345.18	-	-	345.18	18.16	-	-

Notes on Financial Statements for the Year ended 31<sup>st</sup> March, 2023

## 12 NON CURRENT INVESTMENTS ₹ in thousand

	AS AT 31/03/2023	AS AT 31/03/2022
<b>LONG TERM INVESTMENTS - TRADE</b>		
<b>IN FULLY PAID UP EQUITY SHARES - UNQUOTED</b>		
50 Shares of the Green Environment Co-op Society Ltd. (Face value ₹ 100 per Share)	100.00	100.00
<b>Total</b>	<b>100.00</b>	<b>100.00</b>

## 13 LONG TERM LOANS &amp; ADVANCES

	AS AT 31/03/2023	AS AT 31/03/2022
<b>[UNSECURED AND CONSIDERED GOOD]</b>		
Advance for Capital Goods	254.10	-
Receivable from Govt. Authorities	150.00	150.00
Income Tax Refund Receivable	1795.63	1755.17
Others	179.40	41.22
<b>Total</b>	<b>2379.13</b>	<b>1946.39</b>

## 14 OTHER NON CURRENT ASSETS

	AS AT 31/03/2023	AS AT 31/03/2022
<b>[UNSECURED AND CONSIDERED GOOD]</b>		
Security Deposits	6257.59	4970.27
Fixed Deposits with Bank*	1341.74	3157.39
<b>Total</b>	<b>7599.33</b>	<b>8127.66</b>

\*Fixed Deposits with Banks represents the deposits having maturity period of more than 12 Months.

## 15 CURRENT INVESTMENTS

	AS AT 31/03/2023		AS AT 31/03/2022	
	Units	Amount	Units	Amount
<b>Investment in Mutual Fund [Quoted]</b>				
DSP Flexi Cap Fund-Regular Plan-Growth	3112.470	200.00	-	-
Mirae Asset Large Cap Fund-Regular Plan-Growth	2528.839	200.00	-	-
Franklin Templeton India Value Fund-Growth	441.413	200.00	-	-
UTI Flexi Cap Fund-Regular Plan-Growth	879.907	200.00	-	-
Aditya Birla Sunlife-India GenNext Fund-Growth	1408.274	200.00	-	-
Axis Midcap Fund-Regular Plan-Growth	3017.824	200.00	-	-
Canara Robeco Emerging Equities Fund-Growth	1259.167	197.90	-	-
Canara Robeco Small Cap Fund-Growth	8247.282	198.04	-	-
HDFC Large & Midcap Fund - Growth	1012.281	200.00	-	-
SBI Magnum Midcap Fund - Growth	678.977	100.00	-	-
<b>Total</b>		<b>1895.94</b>		<b>-</b>

Market Value of Quoted Investments **1842.17**  
 Book Value of Quoted Investments **1895.94**

Notes on Financial Statements for the Year ended 31<sup>st</sup> March, 2023

₹ in thousand

## 16 INVENTORIES

	AS AT 31/03/2023	AS AT 31/03/2022
Raw Materials	93377.76	77190.95
Stock-in-Transit (Raw Material)	3263.44	-
Work-in-Process [As taken, Valued & Certified by the Management]	54445.45	98283.22
<b>Total</b>	<b>151086.65</b>	<b>175474.17</b>

## 17 TRADE RECEIVABLES

	AS AT 31/03/2023	AS AT 31/03/2022
Unsecured And Considered Good	95450.70	79453.87
Unsecured And Considered Doubtful	4723.22	4347.02
<b>Total</b>	<b>100173.92</b>	<b>83800.89</b>

## 17.1 TRADE RECEIVABLE AGEING SCHEDULE

Particulars	As at March 31, 2023					
	outstanding for following periods from due date of payment					
	Not Due	Less than 6 Months	6 Months - 1Year	1 - 2 Years	2 - 3 Years	More than 3 Years
(I) Undisputed TR Considered Good	93419.25	-	436.12	756.09	2.46	836.77
(ii) Undisputed TR Considered Doubtful	-	-	-	-	-	4723.22
(iii) Disputed TR Considered Good	-	-	-	-	-	-
(iv) Disputed TR Considered Doubtful	-	-	-	-	-	-

## 17.1

Particulars	As at March 31, 2022					
	outstanding for following periods from due date of payment					
	Not Due	Less than 6 Months	6 Months - 1Year	1 - 2 Years	2 - 3 Years	More than 3 Years
(I) Undisputed TR Considered Good	77360.53	-	278.41	480.97	1333.96	-
(ii) Undisputed TR Considered Doubtful	-	-	-	-	4347.02	-
(iii) Disputed TR Considered Good	-	-	-	-	-	-
(iv) Disputed TR Considered Doubtful	-	-	-	-	-	-

Notes on Financial Statements for the Year ended 31<sup>st</sup> March, 2023

₹ in thousand

## 18 CASH AND BANK BALANCE

	AS AT 31/03/2023	AS AT 31/03/2022
<b>CASH AND CASH EQUIVALENTS</b>		
Cash on hand	768.28	689.57
Balance with Banks #	41119.50	16904.50
<b>OTHER BANK BALANCE</b>		
Fixed Deposits with Bank*	3749.26	2636.38
<b>Total</b>	<b>45717.04</b>	<b>20230.45</b>

# Balance with Bank includes unclaimed dividend A/c of ₹ 815.748/- [ Previous Year ₹804.893/-]

\*Fixed Deposits with Banks represents the deposits having maturity period of less than 12 Months.

## 19 SHORT TERM LOANS AND ADVANCES

	AS AT 31/03/2023	AS AT 31/03/2022
<b>[UNSECURED AND CONSIDERED GOOD]</b>		
GST Credit Receivable	1951.23	7607.37
Advance Income Tax & TDS	12515.58	8449.18
Advance to Suppliers	1342.72	3931.28
Others	1361.86	604.41
<b>Total</b>	<b>17171.39</b>	<b>20592.24</b>

## 20 OTHER CURRENT ASSETS

	AS AT 31/03/2023	AS AT 31/03/2022
Interest Receivable	117.03	83.74
<b>Total</b>	<b>117.03</b>	<b>83.74</b>

## 21 REVENUE FROM OPERATIONS

	2022 / 2023	2021 / 2022
<b>SALE OF PRODUCTS</b>		
Industrial Fan, Blowers & Accessories	176158.30	113140.25
Tubes	622965.75	467459.11
	<b>799124.05</b>	<b>580599.36</b>
<b>OTHER OPERATING REVENUE</b>		
Job work Income	18488.30	8783.55
Inspection & Service Charges	78.00	131.04
Scrap Sale	20422.00	14978.35
	<b>38988.30</b>	<b>23892.94</b>
<b>Total</b>	<b>838112.35</b>	<b>604492.30</b>



Notes on Financial Statements for the Year ended 31<sup>st</sup> March, 2023

₹ in thousand

## 22 OTHER INCOME

	2022 / 2023	2021 / 2022
<b>INTEREST INCOME</b>		
On FD's with Bank	291.66	493.20
On Deposit	228.70	166.44
Others	0.10	268.45
	520.46	928.09
Net Gain on Foreign Currency Transactions and Translation	1321.84	626.72
Other Income	1196.42	448.59
<b>Total</b>	<b>3038.72</b>	<b>2003.40</b>

## 23 COST OF MATERIALS CONSUMED

	2022 / 2023	2021 / 2022
<b>RAW MATERIAL CONSUMED</b>		
Opening Stock	77190.95	48352.34
Add : Purchases	541712.88	480780.64
	618903.33	529132.98
Less :		
Closing Stock	93377.76	77190.95
Goods-in-Transit	3263.44	-
	96641.20	77190.95
<b>Total</b>	<b>522262.63</b>	<b>451942.03</b>

## 24 CHANGE IN INVENTORIES AND WORK - IN - PROCESS

	2022 / 2023	2021 / 2022
Closing Stock:		
Work - in - Process	54445.45	98283.22
	54445.45	98283.22
Less : Opening Stock:		
Work - in - Process	98283.22	40543.38
	98283.22	40543.38
<b>Total</b>	<b>(43837.77)</b>	<b>57739.84</b>

Notes on Financial Statements for the Year ended 31<sup>st</sup> March, 2023

₹ in thousand

## 25 MANUFACTURING EXPENSE

	2022 / 2023	2021 / 2022
Stores, Spare-parts and Packing Material Consumed	61176.78	42932.32
Labour Charges	37757.83	29059.86
Power and Fuel	43208.37	33959.11
<b>Total</b>	<b>142142.98</b>	<b>105951.29</b>

## 26 EMPLOYEE BENEFIT EXPENSE

	2022 / 2023	2021 / 2022
Salaries and Wages	33441.60	32058.49
Contribution to Provident and Other Funds	2993.04	4780.19
Staff Welfare Expense	1037.88	1373.69
<b>Total</b>	<b>37472.52</b>	<b>38212.37</b>

## 27 FINANCE COST

	2022 / 2023	2021 / 2022
Interest Expense	6190.65	5366.67
Other Financial Charges	466.16	935.51
<b>Total</b>	<b>6656.81</b>	<b>6302.18</b>

## 28 OTHER EXPENSE

	2022 / 2023	2021 / 2022
Rent, Rates & Taxes	370.75	299.55
Repairs to :		
Buildings	476.32	373.70
Machinery	1562.57	1519.55
Others	450.00	391.62
	2488.89	2284.87
Payment to Auditors	160.00	110.00
Commission	1358.95	2140.00
Legal & Professional Charges	427.99	750.89
Travelling Expenses	1798.83	265.48
Vehicle Expenses	1933.56	1422.02
Sales Promotion	1916.76	-
Testing & Inspection Charges	1494.65	529.02
General Charges	3594.99	3500.84
Transport and Handling Charges	4912.08	3195.06
Assets Discarded - W/off	443.04	-
Loss on Sale of Property, Plant & Equipment	138.89	898.37
<b>Total</b>	<b>21039.38</b>	<b>15396.10</b>

Notes on Financial Statements for the Year ended 31<sup>st</sup> March, 2023

₹ in thousand

## 29 Details of Guarantees Given :

Particulars	2022 / 2023	2021 / 2022
Bank guarantees given	6319.06	6493.13

## 30 Capital Commitments :

Estimated amount of contracts remaining to be executed for capital expenditure and not provided for is ₹ 2106000/- [Previous year ₹ NIL] against which advances have been paid ₹ 254100/- [Previous Year ₹ NIL].

## 31 Details of Foreign Currency Exposures

[Not hedged by a Derivative Instruments or otherwise]

	2022 / 2023		2021 / 2022	
	In Foreign Currency	In Indian ₹	In Foreign Currency	In Indian ₹
Debtors (US \$)	204420	16806.82	80480	6100.96
Advance From Customers (US \$)	-	-	1500	113.71

## 32 Employee Benefits

Particulars	2022 / 2023	2021 / 2022
Contribution to Provident and Pension Fund	2520.71	2484.23
Contribution towards LIC Group Gratuity Scheme	293.00	2088.78

## 33 Earning Per Share :

	Year ended 31/03/2023	Year ended 31/03/2022
Net Profit for the year after tax	40946.65	26236.47
No. of Equity Shares at the beginning of the year	2250080	2250080
No. of Equity Shares at the end of the year	2250080	2250080
Weighted average No. of Shares o/s during the year	2250080	2250080
Face Value Per Share (₹)	10	10
Basic & Diluted Earning Per Share (₹ Per Share)	18.20	11.66

Notes on Financial Statements for the Year ended 31<sup>st</sup> March, 2023

₹ in thousand

## 34 Auditor's Remuneration :

	2022 / 2023	2021 / 2022
Audit Fees	110.00	85.00
Income Tax Matter	50.00	20.00

## 35 Related Party Disclosures under Accounting Standard (AS) -18:

- (i) List of related parties and related parties with whom transactions have taken place and relationships :

Key Management Personnel

Popatbhai B. Patel	- Chairman & Wholetime Director
Bhogilal I. Patel	- Managing Director
Kashiram K. Patel	- Executive Director
Himanshu P. Patel	- Executive Director
Prakash B. Patel	- Executive Director
Devang K. Patel	- Executive Director
Kaival D. Patel	- Executive Director
Akash H. Patel	- Executive Director

- (ii) Transactions during the year with related parties :

**(a) Unsecured Loans**

		2022 / 2023	2021 / 2022
Opening Balance	Bhogilal I. Patel	2500.00	2500.00
	Himanshu P. Patel	2000.00	2000.00
	Popatbhai B. Patel	3000.00	3000.00
	Prakash B. Patel	-	2500.00
<b>Total</b>		7500.00	10000.00

		2022 / 2023	2021 / 2022
Additional during the year	Bhogilal I. Patel	-	-
	Himanshu P. Patel	-	-
	Popatbhai B. Patel	-	-
	Prakash B. Patel	2500.00	-
<b>Total</b>		2500.00	-

		2022 / 2023	2021 / 2022
Repayment during the year	Bhogilal I. Patel	-	-
	Himanshu P. Patel	-	-
	Popatbhai B. Patel	-	-
	Prakash B. Patel	-	2500.00
<b>Total</b>		-	2500.00

Notes on Financial Statements for the Year ended 31<sup>st</sup> March, 2023

₹ in thousand

		2022 / 2023	2021 / 2022
Closing Balance	Bhogilal I. Patel	2500.00	2500.00
	Himanshu P. Patel	2000.00	2000.00
	Popatbhai B. Patel	3000.00	3000.00
	Prakash B. Patel	2500.00	-
<b>Total</b>		<b>10000.00</b>	<b>7500.00</b>

**(b) Interest Paid**

		2022 / 2023	2021 / 2022
Popatbhai B. Patel		300.00	300.00
Bhogilal I. Patel		250.00	250.00
Himanshu P. Patel		200.00	200.00
Prakash B. Patel		206.17	214.38
<b>Total</b>		<b>956.17</b>	<b>964.38</b>

**(c) Director Remuneration**

		2022 / 2023	2021 / 2022
Popatbhai B. Patel		2400.00	2400.00
Bhogilal I. Patel		2400.00	2400.00
Himanshu P. Patel		2400.00	2400.00
Prakash B. Patel		2400.00	2400.00
Devang K. Patel		1200.00	1200.00
Kashiram K. Patel		1600.00	2400.00
Akash H. Patel		870.00	735.00
Kaival D. Patel		150.00	-
<b>Total</b>		<b>13420.00</b>	<b>13935.00</b>

**36 Contingent Liabilities :**

Particulars	2022 / 2023	2021 / 2022
Contingent Liabilities not provided for in financial statements	-	-

**37** No provision for amortization of lease hold land acquired under the scheme has been made in the books of accounts, the amount of which has not been ascertained by the company. Hence its effect on Profit and Loss Account could not be known.

**38 Break up of Raw Materials Consumed :**

Class of Materials	2022 / 2023	2021 / 2022
Iron & Steel	29810.29	23812.22
Non Ferrous Sheets / Castings	22499.43	16663.98
Electric Motors	25223.17	13191.44
Seamless Tubes	425034.29	382811.30
Others	19695.44	15463.09
<b>Total</b>	<b>522262.63</b>	<b>451942.03</b>

**Notes on Financial Statements for the Year ended 31<sup>st</sup> March, 2023**

- 39 As per the information given by the management, the Company has only one reportable business segment i.e. Manufacturing of Industrial Fan Blowers and Tubes and its related accessories. Hence, segment wise information is not required to be disclosed.

₹ in thousand

- 40 **Value of imported and indigenous Raw Materials, Stores, Spares and Packing Material Consumed :**

	2022 / 2023		2021 / 2022	
	In %	In ₹	In %	In ₹
<u>Raw Materials</u>				
- Imported	3.40	17751.56	5.55	25060.37
- Indigenous	96.60	504511.07	94.45	426881.66
Total	<b>100.00</b>	<b>522262.63</b>	100.00	451942.03
<u>Stores, Spares &amp; Packing Material</u>				
- Imported	-	-	-	-
- Indigenous	100.00	61176.78	100.00	42932.32
Total	<b>100.00</b>	<b>61176.78</b>	100.00	42932.32

- 41 **C.I.F. Value of Imports :**

	2022 / 2023	2021 / 2022
Raw Material	<b>21480.81</b>	16214.27

- 42 **Earnings in Foreign Currency :**

	2022 / 2023	2021 / 2022
F.O.B. Value of Exports	<b>69794.41</b>	<b>43109.17</b>

- 43 **Expenditure in Foreign Currency :**

	2022 / 2023		2021 / 2022	
	Foreign Currency	Equivalent Indian Currency	Foreign Currency	Equivalent Indian Currency
Travelling Expense (Euro €)	6505	580.40	-	-
Sales Promotion (Euro €)	13031	1063.28	-	-
Advertisement (Euro €)	2200	182.67	-	-
Sales Commission (Euro €)	-	-	7310	639.63

- 44 **Other Statutory Information**

- (i) The title deeds of the Immovable Property disclosed in the financial statement are held in the name of the company.
- (ii) The Company does not hold any benami property as defined under Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder. No proceeding has been initiated or pending against the company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

**Notes on Financial Statements for the Year ended 31<sup>st</sup> March, 2023**

- (iii) The Company has not been declared wilful defaulter by any Bank or Financial Institution or Government or any Government Authority or Other lender.
- (iv) The Company has filed quarterly statement of current assets with banks and these are in agreement with books of account for all quarters in the current year and previous year, except for certain adjustment relating to foreign exchange rates and recognizing the figures in different head viz. Finished Goods to Raw Material or Finished Goods to Receivables etc. However the said discrepancy is not material.
- (v) The Company has not entered into any transaction with struck off companies u/s 248 of Companies Act, 2013 or section 560 of Companies Act, 1956.
- (vi) The Company does not have any charges or satisfaction, which is yet to be registered with ROC beyond the statutory period.
- (vii) The Company is in compliance with number of layers prescribed under clause (87) of section 2 of Companies Act, 2013 read with the companies (Restriction on Number of Layers) Rules, 2017.
- (viii) The Company has not traded/invested in crypto currency or virtual currency during the financial year.
- (ix) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act, 1961 (Such as, search or survey or any other relevant provisions of the said Act).
- (x) The company has not revalued its Property Plant & Equipment or intangible assets or both during the current or prior year.
- (xi) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). Further, No funds have been received by the Company from any parties (Funding Parties) 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 or provide any guarantee, security or the like on behalf thereof.
- (xii) There is no unutilised amounts at the end of the year in respect of any long term borrowings from Banks. The borrowed funds have been utilised for the purpose for which the funds were raised.
- (xiii) The company has not prepared any Scheme of Arrangements in terms of sections 230 to 237 of the Companies Act, 2013.

Notes on Financial Statements for the Year ended 31<sup>st</sup> March, 2023

- 45 Previous year's figures have been regrouped/rearranged and reclassified wherever necessary to make them comparable with those of current year.
- 46 In the opinion of the Board of Directors, the current assets loans and advances are approximately of the value stated if realized in the ordinary course of business. The Provisions for all known liabilities are adequate and neither in excess of nor short of amount reasonably necessary.

₹ in thousand

- 47 The following are analytical ratios for the year ended 31<sup>st</sup> March, 2023 and 31<sup>st</sup> March, 2022

Particulars	UMO	31-03-23	31-03-22	Variance	Remarks
<b>(i) Current Ratio :</b>					
Current Assets (a)		<b>316161.97</b>	300181.50		
Current Liabilities (b)		<b>224371.72</b>	235824.21		-
<b>Current Ratio (a/b)</b>	Times	<b>1.41</b>	1.27	<b>11.02%</b>	
Numerator - Total Current Assets.					
Denominator - Total Current Liabilities.					
<b>(ii) Debt-Equity Ratio :</b>					
Total debt (a)		<b>122071.89</b>	84726.50		
Shareholder's Equity (b)		<b>213682.12</b>	179485.71		-
<b>Debt - Equity Ratio (a/b)</b>	Times	<b>0.57</b>	0.47	<b>21.28%</b>	
Numerator - Long Term borrowings (+)					
Short Term borrowings .					
Denominator - Total Shareholder's Funds.					
<b>(iii) Debt Service Coverage Ratio :</b>					
Earning available for Debt Service (a)		<b>60533.40</b>	43710.77		
Debt Service (b)		<b>128262.54</b>	90093.17		
<b>Debt Service Coverage Ratio (a/b)</b>	Times	<b>0.47</b>	0.49	<b>(4.08)%</b>	-
Numerator - PAT (+) Depreciation (+)					
Interest on borrowings (+) Loss on Sale of Property, Plant & Equipment.					
Denominator - Interest Cost (+) Long Term borrowings + Short Term borrowings.					
<b>(iv) Return on Equity Ratio :</b>					
Profit after taxes (a)		<b>40946.65</b>	26236.47		
Average Shareholder's Equity (b)		<b>196583.92</b>	169742.60		
<b>Return on Equity Ratio (a/b)</b>	%	<b>20.83%</b>	15.46%	<b>34.73%</b>	Increase in ratio due to Higher Profit after Tax
Numerator - Profit after Taxes.					
Denominator - Average Shareholder's Equity = (Opening Shareholder's Equity + Closing Shareholder's Equity)/2.					
Shareholder's Equity = Shareholder's Funds.					



**Notes on Financial Statements for the Year ended 31<sup>st</sup> March, 2023**  
₹ in thousand

Particulars	UMO	31-03-23	31-03-22	Variance	Remarks
<b>(v) Inventory Turnover Ratio :</b> Cost of Material Consumed (a) Average Inventory (b) <b>Inventory Turnover Ratio (a/b)</b> Numerator - Cost of Material Consumed Denominator - Average Inventory = (Opening Inventory + Closing Inventory)/2.	Times	<b>522262.63</b> <b>163280.41</b> <b>3.20</b>	451942.03 132184.95 3.42	<b>(6.43)%</b>	-
<b>(vi) Trade Receivables turnover Ratio :</b> Net Credit Sales (a) Average Accounts Receivable (b) <b>Trade Receivables turnover Ratio (a/b)</b> Numerator - Total Revenue from Operations Denominator - (Opening trade receivables + Closing trade receivables)/2.	Times	<b>838112.35</b> <b>91987.41</b> <b>9.11</b>	604492.30 78125.43 7.74	<b>17.70%</b>	-
<b>(vii) Trade Payables turnover Ratio :</b> Net Credit Purchases (a) Average Trade Payable (b) <b>Trade Payables turnover Ratio (a/b)</b> Numerator - Purchase (+) Store Expense (+) Labour Charges. Denominator - (Opening trade payables + Closing trade payables)/2.	Times	<b>640647.49</b> <b>98271.93</b> <b>6.52</b>	552772.83 80356.19 6.88	<b>(5.23)%</b>	-
<b>(viii) Net Capital turnover ratio :</b> Net Sales (a) Average Working Capital (b) <b>Net Capital turnover Ratio (a/b)</b> Numerator - Total Revenue from Operations Denominator - Average working capital = (Opening Working Capital + Closing Working Capital)/2. Working Capital = Current Assets - Current Liabilities.	Times	<b>838112.35</b> <b>78073.77</b> <b>10.73</b>	604492.30 63280.22 9.55	<b>12.36%</b>	-
<b>(ix) Net Profit Ratio :</b> Profit after Tax (a) Net Sales (b) <b>Net Profit Ratio (a/b)</b> Numerator - Profit after tax Denominator - Total Revenue from Operations.	%	<b>40946.65</b> <b>838112.35</b> <b>4.89%</b>	26236.47 604492.30 4.34%	<b>12.67%</b>	-

Notes on Financial Statements for the Year ended 31<sup>st</sup> March, 2023

₹ in thousand

Particulars	UMO	31-03-23	31-03-22	Variance	Remarks
<b>(x) Return on Capital Employed :</b>					
Earnings before Interest and Taxes (a)		<b>61115.46</b>	40588.98		
Capital Employed (b)		<b>345089.02</b>	272505.12		
<b>Return on Capital Employed (a/b)</b>		<b>17.71%</b>	14.89%	<b>18.94%</b>	-
Numerator - Profit before Interest & Taxes	%				
Denominator - Shareholder's equity + Non Current Liabilities + Short Term Borrowings - Intangible assets					
<b>(xi) Return on Investment :</b>		<b>Not Applicable</b>			
		The Company does not have any Current Investments in the preceding year. Hence not applicable			

## Signatures to Note "1" to "47"

For, Ashesh Alkesh & Co.  
Chartered Accountants  
[Firm Regn. No. : 119580W]

For, PATELS AIRFLOW LTD.

POPATBHAI B. PATEL  
CHAIRMAN & WHOLETIME DIRECTOR  
DIN : 00145058

Ashesh Shah  
Partner  
M. No. : 049712

BHOGILAL I. PATEL  
MANAGING DIRECTOR  
DIN : 00144617

KASHIRAM K. PATEL  
EXECUTIVE DIRECTOR  
DIN : 00145192

Place : Ahmedabad  
Date : 17/08/2023

Place : Ahmedabad  
Date : 17/08/2023

**PATELS AIRFLOW LIMITED**

CIN: U31909GJ2001PLC039998

**Regd.Office :** 61, Phase-I, GIDC Industrial Estate, Vatva, Ahmedabad - 382445, Gujarat  
**Contact No.:** 079 40200800 **E-mail :** paflact@gmail.com **Website :** www.patelsairflow.com

**Form MGT-11 Proxy Form**

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

**Venue of Meeting :**

61, Phase - I, GIDC Industrial Estate, Vatva, Ahmedabad – 382445, Gujarat.

**Day, date & time :**

Saturday, 23<sup>rd</sup> Day of September, 2023 at 12.00 p.m.

Name of the member (s) : \_\_\_\_\_

Registered address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Folio No/ Client Id : \_\_\_\_\_ DP ID : \_\_\_\_\_

I/We, Being The Member (S) Of \_\_\_\_\_ equity shares of the above named company, hereby appoint

1. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_

**Or failing him**

2. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_

**Or failing him**

3. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22<sup>nd</sup> Annual general meeting of the company, to be held on Saturday, 23<sup>rd</sup> Day of September, 2023 at 12.00 p.m. at 61, Phase - I, GIDC Industrial Estate, Vatva, Ahmedabad – 382445, Gujarat and at any adjournment there of in respect of such resolutions as are indicated below:

\*\* I wish my above proxy to vote in the manner as indicated in the box below :

Resolution No.	Particulars of Resolution(s)	Vote	
		For	Against
<b>ORDINARY BUSINESS</b>			
1	To receive, consider and adopt the Audited Standalone Financial Statements of the company for the Financial Year ended on 31 <sup>st</sup> March, 2023, together with the Reports of the Board of Directors and the Auditors thereon.		
2	To declare Dividend on Equity Shares for the financial year 2022-23		
3	To appoint a Director in place of Shri Popatlal Bhopabhai Patel, Wholetime Director (DIN: 00145058), who retires by rotation and being eligible offers himself for re-appointment		
4	To appoint a Director in place of Shri Himanshu Popatlal Patel, Executive Director (DIN: 00145270), who retires by rotation and being eligible offers himself for re-appointment		
<b>SPECIAL BUSINESS</b>			
5	To regularize Mrs. RitabenPrakashbhai Patel (DIN: 10040126) as a Non- executive Director of the company.		
6	To increase the remuneration payable to Mr. Akash Himanshu Patel (DIN: 08512178) as an Executive Director of the Company		
7	To increase the remuneration payable to Mr. Kaival Devang Patel (DIN: 05140511) as an Executive Director of the company		

Please put a tick mark (√) in the appropriate column against the resolutions indicated in the box. If a Member leaves the “For” or “Against” column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a Member wishes to abstain from voting on a particular resolution, he/she should write “Abstain” across the boxes against the Resolution.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix  
revenue  
Stamp of  
Rs. 1/-

**Signature of the  
shareholder  
across Revenue  
Stamp**

**Notes:**

- (1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- (2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- (3) A Proxy need not be a member of the Company.
- (4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- (5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

# PATELS AIRFLOW LIMITED

CIN: U31909GJ2001PLC039998

Regd. Office : 61, Phase-I, GIDC Industrial Estate, Vatva, Ahmedabad - 382445, Gujarat  
Contact No.: 079 40200800 E-mail : paflact@gmail.com Website : www.patelsairflow.com

## ATTENDANCE SLIP

(To be handed over at the entrance)

I/we hereby record my/our presence at the 22<sup>nd</sup> Annual General Meeting of the Patels Airflow Limited, held on Saturday, 23<sup>rd</sup> Day of September, 2023 at 12.00 p.m. at **61, Phase I, GIDC Industrial Estate, Vatva, Ahmedabad – 382445, Gujarat.**

Full name of the member attending : \_\_\_\_\_

Name of Proxy : \_\_\_\_\_

Regd. Folio No. : \_\_\_\_\_ DP Id : \_\_\_\_\_

Client Id\* : \_\_\_\_\_ No. Of shares held : \_\_\_\_\_

\_\_\_\_\_  
Full Name of Shareholder (In block letters)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Full Name of Proxy (In block letters)

\_\_\_\_\_  
Signature

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Route Map of Venue of 22<sup>nd</sup> Annual General Meeting of Patels Airflow Limited to be held on Wednesday 23<sup>rd</sup> day of September, 2023 at 12.00 p.m. at 61 Phase I, GIDC Industrial Estate, Vatva, Ahmedabad – 382445, Gujarat.



### Map Link:

<https://www.google.com/maps/search/patels+airflow+Ltd/@23.0185477,72.4889947,12z/data=!3m1!4b1?entry=ttu>

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61, Phase – I, G.I.D.C. Industrial Estate,  
Vatva, AHMEDABAD-382 445  
(GUJARAT)