

# Price Waterhouse Chartered Accountants LLP

## Independent Auditor's Report

To the Members of Komori India Private Limited

Report on the Audit of the Financial statements

### Opinion

1. We have audited the accompanying financial statements of Komori India Private Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss, and the 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.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and profit, and its cash flows for the year then ended.

### Basis for Opinion

3. 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Emphasis of Matter

4. We draw your attention to Note 39 to the financial statements, which describes the non-compliance with the provisions of Section 96(1), 129(2) and 137(2) of the Act in respect of not holding the Annual General Meeting (AGM) of the Company for the financial year ended March 31, 2023 within the stipulated time period and consequent non-laying of the financial statements for the year ended March 31, 2023 before the shareholders in such AGM and non-filing of the same with the Registrar of Companies.

Our opinion is not modified in respect of this matter.



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Price Waterhouse (a Partnership Firm) converted into Price Waterhouse Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAC-5001) with effect from July 25, 2014. Post its conversion to Price Waterhouse Chartered Accountants LLP, its ICAI registration number is 012754N/N500016 (ICAI registration number before conversion was 012754N)

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### Other Information

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's report, 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.

We have nothing to report in this regard.

### Responsibilities of management and those charged with governance for the financial statements

6. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
7. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### Auditor's responsibilities for the audit of the financial statements

8. 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.



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9. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
10. 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.

### Report on other legal and regulatory requirements

11. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
12. As required by Section 143(3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except that the backup of books of account and other books and papers maintained in electronic mode has not been maintained on a daily basis during the period August 05, 2022 to January 15, 2023.
  - (c) The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.



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- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our comment in paragraph 12(b) above.
- (g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 32 to the financial statements.
  - ii. The Company did not have any long-term contracts for which there were any material foreseeable losses. The Company did not have any derivative contracts as at March 31, 2023.
  - 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, as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 37 (vii) to the financial statements);  
  
(b) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 37 (vii) to the financial statements); and  
  
(c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
  - v. The Company has not declared or paid any dividend during the year.
  - vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (as amended), which provides for books of account to have the feature of audit trail, edit log and related matters in the accounting software used by the Company, is applicable to the Company only with effect from financial year beginning April 1, 2023, the reporting under clause (g) of Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), is currently not applicable.



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13. The provisions of Section 197 read with Schedule V to the Act are applicable only to public companies. Accordingly, reporting under Section 197(16) of the Act is not applicable to the Company.

For Price Waterhouse Chartered Accountants LLP  
Firm Registration Number:012754N/N500016



Amit Gupta  
Partner  
Membership Number: 404344

UDIN: 24404344BKGYKR2681  
Place: Gurugram  
Date: February 26, 2024

## **Annexure A to Independent Auditor's Report**

Referred to in paragraph 12(g) of the Independent Auditor's Report of even date to the members of Komori India Private Limited on the financial statements for the year ended March 31, 2023

### **Report on the Internal Financial Controls under clause (i) of sub-section 3 of Section 143 of the Act**

1. We have audited the internal financial controls with reference to financial statements of Komori India Private 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**

2. The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls 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**

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the Company's internal financial control systems with reference to financial statements.



## **Annexure A to Independent Auditor's Report**

Referred to in paragraph 12(g) of the Independent Auditor's Report of even date to the members of Komori India Private Limited on the financial statements for the year ended March 31, 2023

### **Meaning of Internal Financial Controls with reference to financial statements**

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

### **Inherent Limitations of Internal Financial Controls with reference to financial statements**

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

### **Basis for Qualified Opinion**

8. According to the information and explanations given to us and based on our audit, material weakness has been identified as at March 31, 2023, in the Company's internal control system for 'Selection of commission agents for sales of goods' and maintaining adequate documentation in respect of 'proof of services' received, which could potentially result in incorrect recognition of related expenses. (Refer note 38 to the financial statements).
9. A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

### **Qualified Opinion**

10. In our opinion, except for the possible effects of the material weakness described in the Basis for Qualified Opinion paragraph above on the achievement of the objectives of the control criteria, the Company has maintained, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as of March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.



**Annexure A to Independent Auditor's Report**

Referred to in paragraph 12(g) of the Independent Auditor's Report of even date to the members of Komori India Private Limited on the financial statements for the year ended March 31, 2023

11. We have considered the material weakness identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the financial statements of the Company for the year ended March 31, 2023, and the material weakness does not affect our opinion on the financial statements of the Company.

For Price Waterhouse Chartered Accountants LLP  
Firm Registration Number: 012754N/N500016



Amit Gupta  
Partner  
Membership Number 404344

UDIN : 24404344BKGYKR2681  
Place: Gurugram  
Date: February 26, 2024



## Annexure B to Independent Auditors' Report

Referred to in paragraph 11 of the Independent Auditors' Report of even date to the members of Komori India Private Limited on the financial statements as of and for the year ended March 31, 2023  
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- i. (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment.
- (B) The Company is maintaining proper records showing full particulars of Intangible Assets.
- (b) The Property, Plant and Equipment of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.
- (c) According to the information and explanations given to us and the records of the Company examined by us, the Company does not own any immovable properties (Refer Note 9(a) to the financial statements). Therefore, the provisions of clause 3(i)(c) of the Order are not applicable to the Company.
- (d) The Company has chosen cost model for its Property, Plant and Equipment and intangible assets. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment or intangible assets does not arise.
- (e) Based on the information and explanations furnished to us, no proceedings have been initiated on (or) are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statements does not arise.
- ii. (a) The physical verification of inventory (excluding stocks with third parties amounting to INR 948.19 lakhs) has been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedure of such verification by Management is appropriate. In respect of inventory lying with third parties, these have substantially been confirmed by them. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.
- (b) During the year, the Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate from banks and financial institutions on the basis of security of current assets and accordingly, the question of our commenting on whether the quarterly returns or statements are in agreement with the unaudited books of account of the Company does not arise.
- iii. (a) The Company has made investments in mutual fund and granted unsecured loans to 6 employees. The Company has not granted any secured loans/advances in the nature of loans or stood guarantee, or provided security to any parties during the year. The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans to employee are as per the table given below:

Particulars	Loans
Aggregate amount granted/provided during the year to Employees	6.32 Lakhs
Balance outstanding as at Balance Sheet date in respect of above cases	6.96 Lakhs

Also refer Note 16 to the financial statement.



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- (b) In respect of the aforesaid investments and interest free unsecured loans, the terms and conditions under which such investments were made and loans were granted are not prejudicial to the Company's interest.
- (c) In respect of the aforesaid loans, the schedule of repayment of principal has been stipulated, and the parties are repaying the principal amounts, as stipulated and no interest is payable on these loans.
- (d) In respect of the aforesaid loans, there is no amount which is overdue for more than ninety days.
- (e) There were no loans /advances in nature of loans which fell due during the year and were renewed/extended. Further, no fresh loans were granted to same parties to settle the existing overdue loans/advances in nature of loan.
- (f) There were no loans/advances in nature of loans which were granted during the year, including to promoters/related parties, which are repayable on demand or where no schedule for repayment of principal and payment of interest has been stipulated by the Company.
- iv. The Company has not granted any loans or made any investments or provided any guarantees or security to the parties covered under Sections 185 and 186. Therefore, the reporting under clause 3(iv) of the Order are not applicable to the Company.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits referred in Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, except for dues in respect of employee provident fund, service tax, the Company is generally regular in depositing undisputed statutory dues in respect of income tax, though there has been slight delay in few case and is regular in depositing undisputed statutory dues in respect of duty of customs, goods and services tax, cess and other material statutory dues, as applicable, with the appropriate authorities.

The extent of the arrears of statutory dues outstanding as at March 31, 2023, for a period of more than six months from the date they became payable are as follows:

Name of the statute	Nature of dues	Amount (Rs.)	Period to which the amount relates	Due date	Date of Payment
The Employees Provident Funds and Miscellaneous provisions Act, 1952	Provident Fund	249,123*	2022-23	Multiple	Not Applicable



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Name of the statute	Nature of dues	Amount (Rs.)	Period to which the amount relates	Due date	Date of Payment
The Employees Provident Funds and Miscellaneous provisions Act, 1952	Provident Fund	1,322,357*	2015-18	Multiple	Not Applicable
Finance Act, 1994	Service Tax	6,500,284	October 2014 to June 2017	Multiple	Not Applicable
Integrated Goods and service tax Act, 2017	Interest on delayed payment of Goods and service tax	2,909,281	July 2019 to July 2022	Multiple	Not Applicable

\*Includes self- computed interest and penalty.

- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no statutory dues of provident fund, service tax, duty of customs, goods and services tax, cess which have not been deposited on account of any dispute. The particulars of dues of income tax as at March 31, 2023 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs.)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	1,709,239*	2017-18	Deputy Commissioner of Income Tax, Transfer Pricing Officer

\* Subsequent to year ended March 31, 2023, refund for FY 2020-21 has been adjusted against demand for FY 2017-18 and the demand as per order u/s 154 dated April 20, 2023 is reflected as Nil.

- viii. According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.



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- ix. (a) As the Company did not have any loans or other borrowings from any lender during the year, the reporting under clause 3(ix)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.
- (c) According to the records of the Company examined by us and the information and explanations given to us, the Company has not obtained any term loans.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, the Company has not raised funds on short term basis.
- (e) According to the information and explanations given to us and procedures performed by us, we report that the Company did not have any subsidiaries, joint ventures or associate companies during the year.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company did not have any subsidiaries, joint ventures or associate companies during the year.
- x. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Accordingly, the reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.
- (c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, and as represented to us by the management, no whistle-blower complaints have been received during the year by the Company. Accordingly, the reporting under clause 3(xi)(c) of the Order is not applicable to the Company.



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- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Section 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard 18 "Related Party Disclosures" specified under Section 133 of the Act. Further, the Company is not required to constitute an Audit Committee under Section 177 of the Act and, accordingly, to this extent, the reporting under clause 3(xiii) of the Order is not applicable to the Company.
- xiv. The Company is not mandated to and did not have an internal audit system during the year. Accordingly, the question of our commenting under clause (xiv)(a) and (xiv)(b) of the Order does not arise.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under clause 3(xv) of the Order is not applicable to the Company.
- xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) Based on the information and explanations provided by the management of the Company, the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CICs, which are part of the Group. We have not, however, separately evaluated whether the information provided by the management is accurate and complete. Accordingly, the reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. The Company has not incurred any cash losses in the financial year or in the immediately preceding financial year
- xviii. There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause (xviii) is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios (Also refer Note 37(xvii) to the financial statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give



**Annexure B to Independent Auditors' Report**

Referred to in paragraph 11 of the Independent Auditors' Report of even date to the members of Komori India Private Limited on the financial statements as of and for the year ended March 31, 2023

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any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date will get discharged by the Company as and when they fall due.

- xx. As at balance sheet date, the Company does not have any amount remaining unspent under Section 135(5) of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable.
- xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For Price Waterhouse Chartered Accountants LLP

Firm Registration Number: 012754N/N500016



Amit Gupta

Partner

Membership Number 404344

UDIN: 24404344BKGYKR2681

Place : Gurugram

Date : February 26, 2024

**Komori India Private Limited (CIN U72300HR2007PTC079519)**  
**Balance Sheet as at March 31, 2023**  
**(All amounts in Indian rupees lakhs unless otherwise stated)**

Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
<b>Equity and Liabilities</b>			
<b>Shareholders' Funds</b>			
Share capital	3	5.00	5.00
Reserves and surplus	4	3,294.27	1,996.91
		<b>3,299.27</b>	<b>2,001.91</b>
<b>Non-Current Liabilities</b>			
Long-term provision	5	11.11	7.18
		<b>11.11</b>	<b>7.18</b>
<b>Current Liabilities</b>			
Trade payables			
total outstanding dues of micro enterprises and small enterprises;	6	4,328.14	145.59
total outstanding dues of creditors other than micro enterprises and small enterprises	7	4,778.08	3,717.31
Other current liabilities	8	149.81	30.07
Short-term provisions		<b>9,256.03</b>	<b>3,892.97</b>
		<b>12,566.41</b>	<b>5,902.06</b>
<b>Total</b>			
<b>Assets</b>			
<b>Non-Current Assets</b>			
Property, plant and equipment and Intangible assets			
- Property, Plant and Equipment (Tangible assets)	9(a)	12.77	12.79
- Intangible assets	9(b)	0.23	0.35
Deferred tax assets (net)	10	229.53	132.91
Other non-current assets	11	30.36	36.31
		<b>272.89</b>	<b>182.36</b>
<b>Current Assets</b>			
Current investments	12	3,718.45	4,122.92
Inventories	13	1,344.14	303.42
Trade receivables	14	3,396.58	455.79
Cash and bank balances	15	1,972.54	721.22
Short-term loans and advances	16	1,793.87	72.20
Other current assets	17	67.94	44.15
		<b>12,293.52</b>	<b>5,719.70</b>
		<b>12,566.41</b>	<b>5,902.06</b>

The accompanying notes are an integral part of these financial statements

This is the balance sheet referred to in our report of even date

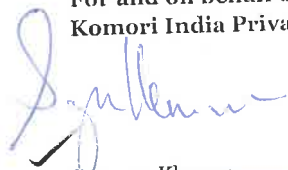
For Price Waterhouse Chartered Accountants LLP  
Firm Registration Number: 012754N/N500016

  
Amit Gupta

Partner  
Membership No. 404344


Place: Gurugram  
Date: February 26, 2024

For and on behalf of the Board of Directors  
Komori India Private Limited

  
Sangam Khanna  
Director  
DIN : 01479979

Place: Faridabad  
Date: February 26, 2024

For KOMORI INDIA PVT. LTD.

  
Yuichi Nakamura  
Director  
DIN : 09003384

Place: Faridabad  
Date: February 26, 2024

**Komori India Private Limited (CIN U72300HR2007PTCo79519)**  
**Statement of Profit and Loss for the year ended March 31, 2023**  
**(All amounts in Indian rupees lakhs unless otherwise stated)**

Particulars	Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Revenue</b>			
Revenue from operations	18	14,810.33	8,580.45
Other income	19	405.80	410.22
<b>Total Income</b>		<b>15,216.13</b>	<b>8,990.67</b>
<b>Expenses</b>			
Purchases of stock-in-trade	20	10,418.63	5,760.56
Changes in inventories of stock-in-trade	21	(1,083.34)	(144.97)
Employee benefits expense	22	1,349.37	1,107.57
Finance costs	23	54.72	23.64
Depreciation and amortisation expenses	24	8.99	10.14
Other expenses	25	2,603.32	1,016.35
<b>Total Expenses</b>		<b>13,351.69</b>	<b>7,773.29</b>
<b>Profit before tax</b>		<b>1,864.44</b>	<b>1,217.38</b>
<b>Tax Expense</b>			
Current tax			
- Current year		648.81	284.99
- Prior years		14.89	(52.65)
MAT credit reversal		-	45.92
Deferred tax		(96.62)	61.22
<b>Profit for the year</b>		<b>1,297.36</b>	<b>877.90</b>
Earnings per equity share [Nominal value per share: Rs. 10 [March 31, 2022 : Rs. 10]	29		
Basic		2,595	1,756
Diluted		2,595	1,756

The accompanying notes are an integral part of these financial statements

This is the Statement of profit & loss referred to in our report of even date.


For Price Waterhouse Chartered Accountants LLP  
Firm Registration Number: 012754N/N500016



Amit Gupta  
Partner  
Membership No. 404344

Place: Gurugram  
Date: February 26, 2024

For and on behalf of the Board of Directors  
Komori India Private Limited



Sangam Khanna  
Director  
DIN : 01479979

Place: Faridabad  
Date: February 26, 2024

For KOMORI INDIA PVT. LTD.

  
Yuichi Nakamura  
Director  
DIN : 09003384

Place: Faridabad  
Date: February 26, 2024



**Komori India Private Limited (CIN U72300HR2007PTC079519)**

**Statement of Cash Flows**

(All amounts in Indian rupees lakhs unless otherwise stated)


Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>A. Cash flow from operating activities</b>		
<b>Profit before taxation</b>	1,864.44	1,217.38
<b>Adjustments for:</b>		
Depreciation and amortization expense	8.99	10.14
Liability/ excess provision written back	-	(103.67)
Profit on sale of property, plant and equipment (net)	(0.26)	-
Interest income on fixed deposit	(24.30)	(13.42)
Profit on sale of short-term investments (net)	(154.42)	(100.28)
Interest income on refund of Income Tax	-	(14.53)
Finance cost	54.72	23.64
Unrealised foreign exchange fluctuation Gain (net)	(148.83)	(0.36)
Provision for doubtful loan and advances	-	-
Provision for slow moving inventory	42.63	40.68
Trade receivables written off	44.60	67.58
Assets written off	131.69	0.57
Provision for DTAA expenses	67.56	-
<b>Operating profit before working capital changes</b>	<b>1,886.82</b>	<b>1,127.73</b>
<b>Changes in working capital</b>		
Increase/(Decrease) in trade payables	4,263.57	(459.09)
Increase/(Decrease) in short-term provisions	(16.34)	27.93
Increase/(Decrease) in other current liabilities	1,016.97	2,810.15
Increase/(Decrease) in other long-term provisions	3.93	(18.80)
(Increase)/Decrease in trade receivables	(2,986.12)	39.26
(Increase)/Decrease in inventories	(1,083.33)	(144.99)
(Increase)/Decrease in short-term loan and advances	(1,692.65)	(38.41)
(Increase)/Decrease in other current assets	(14.06)	(23.00)
(Increase)/Decrease in other non-current assets	5.95	(3.25)
(Increase)/Decrease in other bank balances	(272.24)	(74.63)
<b>Cash generated from operations</b>	<b>1,112.50</b>	<b>3,242.90</b>
Taxes paid (net of refunds)	(686.77)	(205.06)
<b>Net cash generated from operating activities (A)</b>	<b>425.73</b>	<b>3,037.85</b>
<b>B. Cash flow from investing activities</b>		
Proceeds from sale of property, plant and equipment	0.54	-
Purchase of property, plant and equipment	(9.65)	(7.21)
Proceeds from sale of current investments/ (Investments made)	558.89	(3,291.61)
Interest received on fixed deposits	14.56	12.80
Interest received on refund of Income tax	-	14.53
<b>Net cash generated from/ (used in) investing activities (B)</b>	<b>564.34</b>	<b>(3,271.49)</b>
<b>C. Cash flows from financing activities</b>		
Finance cost paid	(10.99)	(0.16)
<b>Net cash used in financing activities (C)</b>	<b>(10.99)</b>	<b>(0.16)</b>
<b>Net increase/ (decrease) in cash and cash equivalents (A + B + C)</b>	<b>979.08</b>	<b>(233.80)</b>
Cash and cash equivalents at the beginning of the year (Refer note 15)	396.60	630.39
<b>Cash and cash equivalents at the end of the year</b>	<b>1,375.68</b>	<b>396.59</b>
<b>Components of cash and cash equivalents</b>		
Cash on hand	0.09	0.00
Balances with banks:		
In current accounts	1,375.58	396.59
<b>Total cash and cash equivalents (note 15)</b>	<b>1,375.68</b>	<b>396.59</b>

**Notes:**

- The above Statement of Cash Flows has been prepared under the Indirect Method as set out in the Accounting Standard-3, "Cash Flow Statements", specified under section 133 of the Companies Act, 2013 read with Companies (Accounting Standards) Rules, 2021.
- Amount spent in cash towards Corporate Social Responsibility is Rs. 11.50 (March 31, 2022: Nil)
- Figures in bracket indicates cash outflow.
- Previous year figures have been regrouped and recasted wherever necessary to conform to the current year classification.

The accompanying notes are an integral part of these financial statements.  
This is the Statement of Cash Flows referred to in our report of even date.

**For Price Waterhouse Chartered Accountants LLP**  
Firm Registration Number: 012754N/N500016

  
Amit Gupta  
Partner  
Membership No. 404344

Place: Gurugram  
Date: February 26, 2024

**For and on behalf of the Board of Directors**  
Komori India Private Limited

  
Sangam Khanna  
Director  
DIN: 01479979

  
Yuichi Nakamura  
Director  
DIN: 09003384

Place: Faridabad  
Date: February 26, 2024

Place: Faridabad  
Date: February 26, 2024

**1 Corporate Information**

Komori India Private Limited (formerly Insight Communication & Print Solution India Private Limited) (the Company) was incorporated on June 20, 2007 as a distributor of Komori Corporation, Japan in offset printing machines. The Company is also engaged in providing support services to customers of offset printing machines and also as trader of spares of offset printing machines.

The accompanying financial statements reflect the results of the activities undertaken by the Company for the year ended March 31, 2023

**2 Summary of significant accounting policies**

**2.1 Basis of accounting and preparation of financial statements**

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to section 133 of the Companies Act, 2013 read with Rule 7(1) of the Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 133(3C) of the Companies Act, 1956 [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Revised Schedule III (Division I) to the Companies Act, 2013. Based on the nature of Company's business and the time between incurrence of expenditure relating to the delivery of the Company's services and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.

**2.2 Property Plant and Equipment**

Property Plant and Equipment are stated at acquisition cost, net of accumulated depreciation and accumulated impairment losses, if any. Subsequent expenditures related to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance. Losses arising from the retirement of, and gains or losses arising from disposal of fixed assets which are carried at cost are recognised in the Statement of Profit and Loss.

**2.3 Depreciation**

Depreciation is provided on a pro-rata basis on the written down method over the estimated useful life of the assets which are prescribed under Schedule II of the Companies Act, 2013.

Category of asset	Useful Life
Office equipment	5
Building	60
Vehicle	8
Furniture and Fittings	10
Computers	3

**2.4 Impairment of assets**

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased. An impairment loss is reversed to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognised.

**2.5 Revenue recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

**Sale of goods**

**Machines**

Sales are recognised when the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, which coincides with the delivery of goods / handover certificate and are recognised net of trade discounts, rebates and goods & services tax.

**Machine Spares**

Sales are recognised when the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, which coincides with the despatch and are recognised net of trade discounts, rebates and goods & services tax.

**Sale of services**

Commission on Sales, Warranty Income, Annual Maintenance Contract(Support Service) - In contracts involving the rendering of services, revenue is recognised using the proportionate completion method and as per the terms set out in contracts and when no significant uncertainty exists regarding the amount of the consideration that will be derived from the rendering the services and are recognised net of goods & services tax.

**2.6 Other income**

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. Interest income is included under the head "other income" in the statement of profit and loss.

**2.7 Foreign currency transactions**

**Initial recognition**

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

**Subsequent recognition**

As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

All monetary assets and liabilities in foreign currency are restated at the end of accounting period.

Exchange differences on restatement of all other monetary items are recognised in the Statement of Profit and Loss.



For KOMORI INDIA PVT LTD  
 [Signature]  
 Director

## 2.8 Employee benefits

(a) Short term obligations:

(b) Defined contribution plans:

Provident Fund

Contribution towards provident fund for eligible employees is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis.

(c) Defined benefit plan:

Gratuity: The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/ gains are recognised in the Statement of Profit and Loss in the year in which they arise.

(d) Other employee benefits:

Compensated Absences: Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the period end are treated as other long term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each period. Actuarial losses/ gains are recognised in the Statement of Profit and Loss in the period in which they arise.

The Company does not have an unconditional right as on the Balance Sheet date to defer its settlement towards compensated absences for twelve months after the reporting date. Therefore, Provision for Leave Encashment/compensated absences has been shown as short term provisions.

## 2.9 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

## 2.10 Taxes on income

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdictions.

Deferred tax is recognised for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. In situations, where the Company has unabsorbed depreciation or carry forward losses under tax laws, all deferred tax assets are recognised only to the extent that there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits. At each Balance Sheet date, the Company re-assesses unrecognised deferred tax assets, if any.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

## 2.11 Provisions and contingencies

Provisions: Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value.

Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

## 2.12 Cash and cash equivalents

Cash and cash equivalents includes cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

## 2.13 Investments

Investments that are readily realisable and are intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long term investments. Current investments are carried at cost or fair value, whichever is lower. Long-term investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary, in the value of long-term investments, such reduction being determined and made for each investment individually.

## 2.14 Inventories

Inventories are stated at lower of cost and net realisable value. Cost is determined using the Weighted average method. Cost includes all costs of purchase, custom duty and surcharge on custom duty or other taxes, transport, handling or other costs directly attributable to the acquisition of finished goods, materials and services, and Trade discounts, rebates and other similar items are deducted in determining the costs of purchase. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs necessary to make the sale.

## 2.15 Lease

As a lessee:

(a) Operating Lease

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease or the term of underlying agreements, as the case may be.

(b) Finance Lease

The Company leases certain tangible assets and such leases where the Company has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the inception of the lease at the lower of the fair value of the leased asset and the present value of the minimum lease payments.

Each lease payment is apportioned between the finance charge and the reduction of the outstanding liability. The outstanding liability is included in other current liabilities/long-term borrowings. The finance charge is charged to the Statement of Profit and Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

## 2.16 Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.



MORI INDIA PVT. LTD.

*[Signature]*  
Director

**Komori India Private Limited (CIN U72300HR2007PTCo79519)**  
**Notes forming part of financial statements**  
**(All amounts in Indian rupees lakhs unless otherwise stated)**

**3 Share Capital**

**Authorized**

50,000 (March 31, 2022: 50,000) equity shares of Rs. 10 each (March 31, 2022: Rs 10 each)

As at  
March 31, 2023

As at  
March 31, 2022

5.00

5.00

**Issued, Subscribed and Paid up**

50,000 (March 31, 2022: 50,000) equity shares of Rs. 10 each (March 31, 2022: Rs 10 each) (fully paid up)

5.00

5.00

	As at March 31, 2023		As at March 31, 2022	
	Number of shares	Amount	Number of shares	Amount
(a) <b>Reconciliation of number of shares outstanding</b>				
Equity Shares:				
Balance at the beginning of the year and at the end of the year	50,000	5.00	50,000	5.00
Add: Share issued during the year	-	-	-	-
Balance as at the end of the year	<b>50,000</b>	<b>5.00</b>	<b>50,000</b>	<b>5.00</b>

(b) **Rights, preferences and restrictions attached to equity shares**

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

	As at March 31, 2023		As at March 31, 2022	
	Number of shares	Amount	Number of shares	Amount
(c) <b>Details of shares held by the holding company, subsidiary of holding company and others:</b>				
Equity Shares:				
Komori Corporation, Japan	37,501	375,010	37,501	375,010
	<b>37,501</b>	<b>375,010</b>	<b>37,501</b>	<b>375,010</b>

(d) **Details of shares held by shareholder holding more than 5% of the aggregate shares in the Company**

	As at March 31, 2023		As at March 31, 2022	
	%	Number of shares	%	Number of shares
Equity Shares:				
Sangam Khanna	12.00%	5,999	12.00%	5,999
Ajay Radhakrishnan Aggarwal	7.00%	3,500	7.00%	3,500
Komori Corporation, Japan	75.00%	37,501	75.00%	37,501

	As at March 31, 2023		As at March 31, 2022	
	Number of shares	Amount	Number of shares	Amount
(e) <b>Details of promoters' shareholding</b>				
Equity Shares:				
Komori Corporation, Japan	37,501	375,010	37,501	375,010
Sangam Khanna	5,999	59,990	5,999	59,990
Ajay Radhakrishnan Aggarwal	3,500	35,000	3,500	35,000
Angelo Lima Fernandes	1,500	15,000	1,500	15,000
Nehchalraj Singh Ahluwalia	1,500	15,000	1,500	15,000
	<b>50,000</b>	<b>500,000</b>	<b>50,000</b>	<b>500,000</b>

(f) There is no change in the promoter's shareholding during the current and previous year.

(g) Subsequent to the year ended March 31, 2023, pursuant to the provisions of Section 56 of the Companies Act, 2013 and all other applicable provisions thereof read with the Articles of Association of the Company, Sangam Khanna, Ajay Radhakrishnan Aggarwal, Angelo Lima Fernandes and Nehchalraj Singh Ahluwalia have transferred 5999, 3500, 1499 and 1500 shares respectively to Komori Corporation, Japan and Angelo Lima Fernandes has transferred 1 share to Yuichi Nakamura as a result of which Komori India Private Limited, becomes the wholly owned subsidiary of Komori Corporation, Japan w.e.f. June 27, 2023.



For KOMORI INDIA PVT. LTD.

*Y. Khanna*  
Director

**Komori India Private Limited (CIN U72300HR2007PTC079519)**  
**Notes forming part of financial statements**  
**(All amounts in Indian rupees lakhs unless otherwise stated)**

**4 Reserves and surplus**

**Surplus in Statement of profit and loss**

Balance as at the beginning of the year  
 Profit for the year  
 Balance as at the end of the year

**Total**

As at March 31, 2023	As at March 31, 2022
1,996.91	1,119.01
1,297.36	877.90
<b>3,294.27</b>	<b>1,996.91</b>
<b>3,294.27</b>	<b>1,996.91</b>

**5 Long-term provisions**

Provision for employee benefits (Refer note 22):

Provisions for gratuity

**Total**

As at March 31, 2023	As at March 31, 2022
11.11	7.18
<b>11.11</b>	<b>7.18</b>

**6 Trade payables**

total outstanding dues of micro enterprises and small enterprises (refer note 30)  
 total outstanding dues of creditors other than micro enterprises and small enterprises\*

**Total**

\* Includes amount payable to related parties. Refer note 28

As at March 31, 2023	As at March 31, 2022
4,328.14	145.59
<b>4,328.14</b>	<b>145.59</b>

**Trade Payables ageing schedule as at March 31, 2023**

Particulars	Unbilled	Not due	Outstanding for the following period from due date of invoice				Total
			Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
<b>Undisputed dues:</b>							
i) Micro enterprises and small enterprises	-	-	-	-	-	-	-
ii) Others	164.26	-	4,163.38	0.28	0.03	0.19	4,328.14
<b>Disputed dues:</b>							
i) Micro enterprises and small enterprises	-	-	-	-	-	-	-
ii) Others	-	-	-	-	-	-	-
<b>Total</b>	<b>164.26</b>	<b>-</b>	<b>4,163.38</b>	<b>0.28</b>	<b>0.03</b>	<b>0.19</b>	<b>4,328.14</b>

**Trade Payables ageing schedule as at March 31, 2022**

Particulars	Unbilled	Not due	Outstanding for the following period from due date of invoice				Total
			Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
<b>Undisputed dues:</b>							
i) MSME	-	-	-	-	-	-	-
ii) Others	43.25	-	99.57	-	1.35	1.42	145.59
<b>Disputed dues:</b>							
a) MSME	-	-	-	-	-	-	-
b) Others	-	-	-	-	-	-	-
<b>Total</b>	<b>43.25</b>	<b>-</b>	<b>99.57</b>	<b>-</b>	<b>1.35</b>	<b>1.42</b>	<b>145.59</b>

**7 Other current liabilities**

Advances from customers\*  
 Employee benefit payables  
 Statutory dues including provident fund and tax deducted at source  
 Goods and services tax payable  
 Deferred revenue  
 Others - Interest on statutory dues payable

**Total**

\* Includes amount related to related parties. Refer note 28

As at March 31, 2023	As at March 31, 2022
3,952.99	3,197.34
178.37	169.00
157.50	86.97
272.35	86.28
143.59	148.16
73.28	29.56
<b>4,778.08</b>	<b>3,717.31</b>

**8 Short-term provisions**

Provision for employee benefits:

Provision for gratuity (Refer Note 22)  
 Provision for rent equalisation  
 Provision for Income Tax (Net of Advance for income tax of Rs. 512.72 (March 31, 2022: Rs. 35.43))  
 Others\* (Refer Note 40)

**Total**

\*Others include provision for estimated penalty for delay in holding AGM.

As at March 31, 2023	As at March 31, 2022
2.79	0.90
7.43	29.17
136.09	-
3.50	-
<b>149.81</b>	<b>30.07</b>



For KOMORI INDIA PVT. LTD.  
  
 Director

9(a) Property, Plant and Equipment

Particulars	Gross Block				Depreciation			Net Block As at March 31, 2023	
	As at April 1, 2022	Additions during the year	Sales/ Adjustment during the year	As at March 31, 2023	As at April 1, 2022	For the year	Adjustment on disposal of assets		As at March 31, 2023
Office Equipment	15.06	-	-	15.06	13.68	0.48	-	14.16	0.90
Computer	24.58	9.32	11.95	21.95	17.12	7.42	11.27	13.27	8.68
Vehicle	6.06	-	3.00	3.06	5.76	-	2.85	2.91	0.15
Furniture and Fittings	12.49	0.33	-	12.82	8.81	0.97	-	9.78	3.04
<b>Total</b>	<b>58.19</b>	<b>9.65</b>	<b>14.95</b>	<b>52.89</b>	<b>45.37</b>	<b>8.87</b>	<b>14.12</b>	<b>40.12</b>	<b>12.77</b>

Particulars	Gross Block				Depreciation			Net Block As at March 31, 2022	
	As at April 1, 2021	Additions during the year	Sales/ Adjustment during the year	As at March 31, 2022	As at April 1, 2021	For the year	Adjustment on disposal of assets		As at March 31, 2022
Office Equipment	23.46	0.24	8.64	15.06	20.36	1.53	8.20	13.69	1.37
Computer	20.90	6.46	2.78	24.58	12.63	7.14	2.64	17.13	7.45
Vehicle	6.06	-	-	6.06	5.65	0.11	-	5.76	0.30
Furniture and Fittings	11.97	0.51	-	12.48	7.66	1.15	-	8.81	3.67
<b>Total</b>	<b>62.39</b>	<b>7.21</b>	<b>11.42</b>	<b>58.18</b>	<b>46.30</b>	<b>9.92</b>	<b>10.84</b>	<b>45.59</b>	<b>12.79</b>

9(b)

Particulars	Gross Block				Amortisation			Net Block As at March 31, 2023	
	As at April 1, 2022	Additions during the year	Sales/ Adjustment during the year	As at March 31, 2023	As at April 1, 2022	For the year	Adjustment on disposal of assets		As at March 31, 2023
Software	4.61	-	-	4.61	4.27	0.12	-	4.38	0.23
<b>Total</b>	<b>4.61</b>	<b>-</b>	<b>-</b>	<b>4.61</b>	<b>4.27</b>	<b>0.12</b>	<b>-</b>	<b>4.38</b>	<b>0.23</b>

Particulars	Gross Block				Amortisation			Net Block As at March 31, 2022	
	As at April 1, 2021	Additions during the year	Sales/ Adjustment during the year	As at March 31, 2022	As at April 1, 2021	For the year	Adjustment on disposal of assets		As at March 31, 2022
Software	4.61	-	-	4.61	4.04	0.22	-	4.26	0.35
<b>Total</b>	<b>4.61</b>	<b>-</b>	<b>-</b>	<b>4.61</b>	<b>4.04</b>	<b>0.22</b>	<b>-</b>	<b>4.26</b>	<b>0.35</b>



For KOMORI INDIA PVT LTD  
*[Signature]*  
Director

**Komori India Private Limited (CIN U72300HR2007PTC079519)**  
**Notes forming part of financial statements**  
**(All amounts in Indian rupees lakhs unless otherwise stated)**

**10 Deferred tax Asset**

Provision for gratuity	
Provision of doubtful recoverable	
Provision for doubtful debt	
Depreciation	
Provision for provident fund payable - employer share	
Provision for service tax payable	
Provision for slow and non moving inventory	
Provision for rent equilisation	
Provision on input IGST	
Provision for Leave Encashment	
Disallowance u/s 40(a)(i) and 40(a)(ia) on non-deduction of tax	
<b>Total*</b>	

As at March 31, 2023	As at March 31, 2022
3.50	2.03
-	16.36
131.11	32.03
7.06	7.79
1.02	1.03
16.36	16.36
44.45	33.72
1.87	7.34
16.25	16.25
0.28	-
7.63	-
<b>229.53</b>	<b>132.91</b>

**11 Other non-current assets**

Unsecured, considered good, unless otherwise stated:	
Security deposits	
<b>Total</b>	

As at March 31, 2023	As at March 31, 2022
30.36	36.31
<b>30.36</b>	<b>36.31</b>

**12 Investments**

**Current Investment**

At cost and fair value, whichever is less:

**Unquoted:**

Mutual funds

151,996.3110 (March 31, 2022: 176,191.5470) units in Axis Liquid fund - Growth

**Total**

Net Asset Value as at the year end

As at March 31, 2023	As at March 31, 2022
3,718.45	4,122.92
<b>3,718.45</b>	<b>4,122.92</b>
3,773.60	4,110.38

**13 Inventories**

Traded goods

Spares

Machines

Less: Provision for slow and non-moving inventory (on spares)

**Total**

As at March 31, 2023	As at March 31, 2022
572.55	437.40
948.19	-
(176.60)	(133.98)
<b>1,344.14</b>	<b>303.42</b>

**14 Trade receivables**

Secured, considered good

Unsecured:

-considered good\*

-considered doubtful

Less: Provision for doubtful debts

**Total**

\* Includes amount receivable from related parties. Refer note 28

As at March 31, 2023	As at March 31, 2022
3,396.58	455.79
520.96	127.25
(520.96)	(127.25)
<b>3,396.58</b>	<b>455.79</b>

**Trade Receivable Ageing Schedule as at March 31, 2023**

Particulars	Unbilled	Not Due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months- 1 year	1-2 Years	2-3 Years	More than 3 Years	
<b>Undisputed trade receivables</b>								
(i) Considered good	-	42.89	3,260.88	92.81	-	-	-	3,396.58
(ii) Considered doubtful	-	-	425.00	32.45	23.51	19.42	20.58	520.96
<b>Disputed trade receivables</b>								
(i) Considered good	-	-	-	-	-	-	-	-
(ii) Considered doubtful	-	-	-	-	-	-	-	-
<b>Total</b>								
<b>Less: Provision for doubtful debts</b>	-	-	(425.00)	(32.45)	(23.51)	(19.42)	(20.58)	(520.96)
<b>Net Total</b>	-	42.89	3,260.88	92.81	-	-	-	3,396.58



For KOMORI INDIA PVT. LTD.

*[Handwritten Signature]*  
Director

Trade Receivable Ageing Schedule as at March 31, 2022

	Unbilled	Not Due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months- 1 year	1-2 Years	2-3 Years	More than 3 Years	
<b>Undisputed trade receivables</b>								
(i) Considered good	-	58.93	297.09	99.77	-	-	-	455.79
(ii) Considered doubtful	-	-	-	5.10	77.63	34.65	9.87	127.25
<b>Disputed trade receivables</b>								
(i) Considered good	-	-	-	-	-	-	-	-
(ii) Considered doubtful	-	-	-	-	-	-	-	-
<b>Total</b>								
<b>Less: Provision for doubtful debts</b>	-	-	-	(5.10)	(77.63)	(34.65)	(9.87)	(127.25)
<b>Net total</b>	-	58.93	297.09	99.77	-	-	-	455.79

15 Cash and bank balances

	As at March 31, 2023	As at March 31, 2022
Cash and cash equivalents		
Cash on hand	0.09	0.00
Bank balances		
In current accounts	1,375.58	396.59
Other bank balances:		
Deposits with maturity more than three months but less than 12 months	596.87	324.63
<b>Total</b>	<b>1,972.54</b>	<b>721.22</b>


16 Short term loans and advances

	As at March 31, 2023	As at March 31, 2022
<b>Unsecured, considered good, unless otherwise stated:</b>		
Other loans and advances:		
Advances to supplier	1,763.26	26.64
Advances to employees	1.74	3.85
Loans to employees	6.96	6.28
Advance tax [net of provision for income tax Rs. 669.01 (previous year Rs.312.48 )]	-	35.43
Service tax receivable - Doubtful	65.00	65.00
Less: Provision for doubtful recoverable	(65.00)	(65.00)
Goods and services tax recoverable	21.91	-
<b>Total</b>	<b>1,793.87</b>	<b>72.20</b>

17 Other current assets

	As at March 31, 2023	As at March 31, 2022
Unsecured considered good:		
Tender deposit	40.81	35.18
Prepaid expenses	6.63	3.08
Interest accrued on deposits with bank	14.05	4.32
Security Deposit	6.46	0.39
Other receivable*	-	1.25
<b>Total</b>	<b>67.94</b>	<b>44.15</b>

\* Includes amount related to related parties. Refer note 28

For KOMORI INDIA PVT. LTD  
  
 Director





**Komori India Private Limited (CIN U72300HR2007PTC079519)**  
**Notes forming part of financial statements**  
**(All amounts in Indian rupees lakhs unless otherwise stated)**

	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>18 Revenue from operations</b>		
Sale of Products - Traded goods		
Machinery	11,706.49	6,144.57
Spares	963.63	718.25
Support service Income	2,140.21	1,687.63
<b>Total</b>	<b>14,810.33</b>	<b>8,580.45</b>
<b>19 Other income</b>		
Interest Income		
on bank deposits	24.30	13.42
on refund of income tax	-	14.53
Net gain on sale of Investments	154.42	100.28
Net gain on sale of property, plant and equipment	0.26	-
Foreign exchange gain (Net)	226.82	178.32
Liabilities no longer required written back	-	103.67
<b>Total</b>	<b>405.80</b>	<b>410.22</b>
<b>20 Purchases of stock-in-trade</b>		
Purchase of Products:		
Machines	9,813.72	5,227.07
Spares	604.91	533.49
<b>Total</b>	<b>10,418.63</b>	<b>5,760.56</b>
<b>21 Changes in inventory of stock-in-trade</b>		
Opening Balance	437.40	292.43
Less : Closing Balance	1,520.74	437.10
<b>Total</b>	<b>(1,083.34)</b>	<b>(144.67)</b>
<b>22 Employee benefits expense</b>		
Salaries, wages and bonus	1,282.68	1,073.44
Contribution to provident fund [Refer Note (a) below]	26.51	16.01
Gratuity [Refer Note (b) below]	13.97	8.14
Staff welfare expenses	26.21	9.98
<b>Total</b>	<b>1,349.37</b>	<b>1,107.57</b>

**Note (a)**

During the year the Company has recognised the following amounts in Statement of profit and loss:

	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Particular</b>		
Employers' contribution to provident fund	25.92	15.42
Administration charges	0.59	0.59
<b>Total</b>	<b>26.51</b>	<b>16.01</b>

**Note (b): Defined Benefit Plans**

**Gratuity - Funded**

The Company offers the benefit scheme of gratuity to its employees. Benefits payable to the eligible employee of the Company with respect to gratuity, a defined benefit plan is accumulated for on the basis of an actuarial valuation as at March 31, 2021, the balance sheet date. The assumptions used by the actuary are as follows:

	Mar 31, 2023	Mar 31, 2022
Discount rate	7.36%	7.18%
Salary growth rate	6.00%	6.00%
Mortality	Indian Assured Lives mortality (2012-14)	Indian Assured Lives mortality (2012-14)
	Age (Years)      Rate	Age (Years)      Rate
	Up to 30 Years      5% P.A.	Up to 30 Years      5% P.A.
	From 31 to 44 years      3% P.A.	From 31 to 44 years      3% P.A.
	Above 44 years      2% P.A.	Above 44 years      2% P.A.
Withdrawal Rate		
Rate of Return on Plan Assets	7.36%	7.02%

The discount rate used is the market yields on government bonds at the balance sheet date with remaining terms to maturity approximating those of the Company's obligations. The estimates of future salary increases, considered in actuarial valuation, takes into account, inflation, seniority, promotions and other relevant factors, such as demand and supply in the employment market.

**Compensated Absences**

As on March 31, 2023, unavailed leave liability of Rs. 21.65 lakhs (As on March 31, 2022 : Rs. 13.00 lakhs) has been recognised pertaining to compensated absences



For KOMORI INDIA PVT. LTD.

*[Handwritten Signature]*  
 Director

**Komori India Private Limited (CIN U72300HR2007PTC079519)**  
**Notes to the Financial Statements**  
**(All amounts in Indian rupees lakhs unless otherwise stated)**

**(i) Present value of defined benefit obligation:**

Description	March 31, 2023	March 31, 2022
Present value of defined benefit obligation as at beginning of the year	96.14	82.61
Current Service Cost	11.86	11.36
Interest Cost	6.90	5.62
Past service cost	-	-
Benefits Paid	(2.16)	-
Actuarial (gain)/loss on obligation	1.47	(3.14)
<b>Present value of defined benefit obligation as at end of the year</b>	<b>114.21</b>	<b>96.14</b>

Gratuity (Funded)	
March 31, 2023	March 31, 2022
96.14	82.61
11.86	11.36
6.90	5.62
-	-
(2.16)	-
1.47	(3.14)
<b>114.21</b>	<b>96.14</b>

**(ii) Fair value of plan assets:**

Description	March 31, 2023	March 31, 2022
Fair Value of Plan Assets at beginning of year	88.06	79.18
Expected Return on plan assets	5.93	5.28
Contributions made	8.15	3.50
Benefit paid	(2.16)	-
Actuarial Gain/(loss) on plan assets	0.33	0.10
<b>Fair Value of Plan Assets at end of year</b>	<b>100.31</b>	<b>88.06</b>

Gratuity (Funded)	
March 31, 2023	March 31, 2022
88.06	79.18
5.93	5.28
8.15	3.50
(2.16)	-
0.33	0.10
<b>100.31</b>	<b>88.06</b>

**(iii) Asset/Liability recognised in the Balance sheet:**

Description	March 31, 2023	March 31, 2022
Present Value of Defined Benefit Obligation	114.21	96.14
Less : Fair Value of Plan Assets	100.31	88.06
<b>Amount recognised as liability/(asset)</b>	<b>13.90</b>	<b>8.08</b>

Gratuity (Funded)	
March 31, 2023	March 31, 2022
114.21	96.14
100.31	88.06
<b>13.90</b>	<b>8.08</b>
11.11	7.18
2.79	0.90
<b>13.90</b>	<b>8.08</b>

**Recognised under :**

Long Term Provision (Refer Note 5)	11.11	7.18
Short Term Provision (Refer Note 8)	2.79	0.90
<b>Total</b>	<b>13.90</b>	<b>8.08</b>

**(iv) Expense recognised in Statement of profit and loss**

Description	March 31, 2023	March 31, 2022
Current Service Cost	11.86	11.36
Interest Cost	6.90	5.62
Past Service Cost	-	-
Expected Return on Plan Assets	(5.93)	(5.28)
Net Actuarial Gain recognised for the year	1.47	(3.55)
<b>Expense recognised in the statement of profit &amp; loss</b>	<b>13.97</b>	<b>8.14</b>

Gratuity (Funded)	
March 31, 2023	March 31, 2022
11.86	11.36
6.90	5.62
-	-
(5.93)	(5.28)
1.47	(3.55)
<b>13.97</b>	<b>8.14</b>

**(v) Major categories of plan assets (as percentage of total plan assets)**

Funds managed by Insurer	March 31, 2023	March 31, 2022
<b>Total</b>	<b>100%</b>	<b>100%</b>

Gratuity (Funded)	
March 31, 2023	March 31, 2022
100%	100%
<b>100%</b>	<b>100%</b>

(vi) Expected Contribution to the funds in the next year is Rs. 18.10 lakhs (March 31, 2022 - Rs. 3.50 lakhs).

**(vii) Experience Adjustments**

Description	March 31, 2023	March 31, 2022	March 31, 2021	March 31, 2020	March 31, 2019
Gratuity:					
Defined Benefit Obligation at the end of the period	114.21	96.14	82.61	70.54	56.78
Fair Value of Plan Assets at end of year	100.31	88.06	79.17	65.43	60.42
Funded Status (deficit) / surplus	(13.90)	(8.08)	(3.44)	(5.11)	3.64
Experience Adjustments on Plan Liabilities - Gain/ (Loss)	(3.37)	(0.05)	2.47	(8.36)	5.73
Experience Adjustments on Plan Assets - Gain/ (Loss)	0.33	0.10	(0.11)	(0.12)	0.41
Actuarial gain/ (loss) due to change on assumptions	1.90	3.50	0.08	(5.47)	(0.31)



KOMORI INDIA PVT. LTD.

*[Signature]*  
 Director

Komori India Private Limited (CIN U72300HR2007PTC079519)

Notes forming part of financial statements

(All amounts in Indian rupees lakhs unless otherwise stated)

	Year ended March 31, 2023	Year ended March 31, 2022
<b>23 Finance costs</b>		
Interest expense on delayed payment of Income taxes and Tax Deducted at Source	45.85	0.16
Interest expense on delayed payment of Goods & Services Tax	7.13	21.96
Interest expense on delayed payment of Provident Fund	1.74	1.52
<b>Total</b>	<b>54.72</b>	<b>23.64</b>
<b>24 Depreciation expense</b>		
Depreciation on property, plant and equipment (refer note 9(a))	8.87	9.92
Amortisation of intangible assets (refer note 9(b))	0.12	0.22
<b>Total</b>	<b>8.99</b>	<b>10.14</b>
<b>25 Other Expenses</b>		
Rent (Refer note 34)	114.08	128.11
Repairs and Maintenance:		
- Others	30.90	32.80
Insurance	39.80	48.21
Legal and professional charges	663.71	138.34
Payment to auditors [Refer Note (a) below]	34.44	33.12
Power and fuel	32.17	20.78
Rates and taxes	5.63	75.09
Travelling and conveyance	419.87	252.50
Business development	171.61	7.45
Communication expenses	4.79	3.25
Commission expenses	281.30	55.55
Expenditure towards Corporate Social Responsibility [Refer Note (b) below]	11.50	-
Printing and stationery	10.14	1.59
Assets written off	131.69	0.57
Provision for slow and non moving inventory	12.63	40.68
Courier and freight outward	68.34	41.05
Provision for doubtful debts	393.72	50.00
Provision for DTAA expense	67.56	-
Trade receivables written off	44.60	62.58
Warehouse expenses	12.45	11.42
Consumption of stores & spare parts	10.32	3.63
Miscellaneous expenses	12.07	4.63
<b>Total</b>	<b>2,603.32</b>	<b>1,016.35</b>

**Note (a)**

**Payment to auditors (excluding goods and services tax)**

Statutory audit fees	30.00	28.00
Tax audit fees	2.20	2.00
Other Services	1.50	1.30
Out of pocket expenses	0.74	1.62
<b>Total</b>	<b>34.44</b>	<b>33.12</b>

**Note (b)**

**Details of Corporate Social Responsibility (CSR) expenditure:**

**Particulars**

a) Gross amount required to be spent by the Company during the year - Rs. 11.41 (March 31, 2022 : Rs. 0)\*

b) Amount spent during the year on:

Particulars	For the year ended March 31, 2023			For the year ended March 31, 2022		
	Paid in Cash	Yet to be paid in cash	Total	Paid in Cash	Yet to be paid in cash	Total
i) Construction/acquisition of any asset	-	-	-	-	-	-
ii) On purposes other than i) above	11.50	-	11.50	-	-	-
	<b>11.50</b>	<b>-</b>	<b>11.50</b>	<b>-</b>	<b>-</b>	<b>-</b>

\* The Company was required to spend at least 2% of the average net profits of the Company made during the three immediately preceding financial years i.e INR 1,110,226 in FY 2022-23 and NIL in FY 2021-22, in pursuance of its Corporate Social Responsibility Policy. However, the Company during current financial year has spent INR 1,150,000 in project of Socio Legal Research & Education Foundation named as Dharchula Rehabilitation Program dated 10-01-2023 and in previous financial year the company was not liable, hence no expenditure towards CSR in previous year.



For KOMORI INDIA PVT. LTD.

*[Signature]*  
Director

Notes to the Financial Statements

(All amounts in Indian rupees lakhs unless otherwise stated)

26 Earnings in foreign exchange (on accrual basis)	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue from operations		
Support service income	686.97	440.44
Sale of traded goods - Spares	50.31	24.23
<b>Total</b>	<b>737.28</b>	<b>464.67</b>
27 Expenditure in foreign exchange (on actual basis)	For the year ended March 31, 2023	For the year ended March 31, 2022
CIF value of Import:		
Purchase of products:		
Machines	9,634.60	5,198.01
Spares	405.59	419.88
Other Expenditure:		
Travelling Expenses	-	4.79
Business Development Expenses	54.70	0.87
Freight Forward Expenses	2.84	0.28
Reimbursement of Salary	60.25	60.03
Commission Expenses	159.70	43.34
Other expenses	-	23.29
<b>Total</b>	<b>10,327.68</b>	<b>5,750.49</b>

28 Related party transactions

(a) Name of related parties and related party relationship

Description of relationship

Names of related parties

i) Where control exists

Holding Company

Komori Corporation, Japan

ii) Other related parties with whom transactions have taken place during the year

Enterprise under common control of Directors

Insight Print Communications Private Limited  
Insight Properties  
H & H Gmbh & Co.  
MBO Postpress Solutions Gmbh, Germany

Key Management Personnel

Sangam Khanna, Director  
Ajay Radhakrishan Aggarwal, Director (till June 30, 2023)  
Akihiro Komori, Director (till June 30, 2023)  
Satoshi Mochida, Director  
Shing Chi Craig Chan, Director  
Koichi Matsuno, Director (till June 30, 2023)  
Yuichi Nakamura, Director  
Eiji Kajita, Director (till June 30, 2023)  
Yosuke Fujimaki, Director (from September 21, 2023)

(b) Details of related party transactions during the year and outstanding balance as at March 31, 2023:

(i) Details of related party transactions

A. Revenue	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Sale of traded goods (Spares)</b>		
Komori Corporation, Japan	4.06	0.23
<b>Sale of Services (Support Services)</b>		
H & H Gmbh & Co.	40.40	70.8
Komori Corporation, Japan	1,653.79	1,259.40
<b>B. Expenses</b>		
<b>Business development</b>		
Komori Corporation, Japan	3.98	0.87
<b>Purchase of Stock-in-Trade</b>		
<b>Spares</b>		
Komori Corporation, Japan	284.27	282.95
H & H Gmbh & Co., Germany	43.43	98.18
MBO Postpress Solutions Gmbh,	1.51	5.22
<b>Machines</b>		
Komori Corporation, Japan	9,671.16	5,198.01
<b>Rent expense</b>		
Insight Properties	73.81	20.71
<b>C. Reimbursements</b>		
H & H Gmbh & Co., Germany	0.95	-
Komori Corporation, Japan (Other)	42.35	-
Komori Corporation, Japan	60.25	60.03



For KOMORI INDIA PVT. LTD.

Director

**D. Key Management Personnel -  
Salaries, wages and bonus**

Sangam Khanna#	106.96	92.24
Yuichi Nakamura#	124.05	122.47

# As gratuity is computed basis actuarial valuation for all the employees in aggregate, the amount related to key managerial personnel cannot be individually identified.

**(ii) Balances as at year end**

	As at March 31, 2023	As at March 31, 2022
<b>Trade Payables</b>		
Komori Corporation, Japan	3,397.00	31.57
H & H GmbH & Co., Germany	9.40	19.04
<b>Other payables</b>		
<b>a) Reimbursement</b>		
Komori Corporation, Japan	71.09	0.87
<b>b) Advances from Customers</b>		
Komori Corporation, Japan	0.02	63.84
Insight Print Communication Private Limited	11.60	31.00
<b>Trade receivables</b>		
Komori Corporation, Japan	282.22	165.38
Insight Print Communication Private Limited	0.30	0.30
<b>Other receivables</b>		
<b>a) Reimbursements</b>		
Komori Corporation, Japan	0.97	2.13
<b>b) Advances to Suppliers</b>		
Komori Corporation, Japan	1,721.47	-

**Terms and conditions of transactions with related parties**

The goods and services provided and received from related parties are made on terms equivalent to those that prevail in arm's length transactions and are in ordinary course of business. There have been no guarantees provided or received for any related party receivables or payables.

**29 Earnings per share (EPS)**

The following is a computation of earnings per share and a reconciliation of the equity shares used in the computation of basic and diluted earnings per equity share:

	For the year ended March 31, 2023	For the year ended March 31, 2022
Net profit for the year	1,297.36	877.90
Weighted average number of equity shares – for Basic EPS	50,000	50,000
Par value per share	10	10
Earnings per share – Basic	2,595	1,756
Earnings per share – Diluted	2,595	1,756

Note: There are no dilutive instruments

**30 Dues to micro and small enterprises**

The Company has a process of identifying Micro, Small and Medium Enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006. Based on information presently available with the management, there are no transactions with micro and small enterprises during the year ended March 31, 2023 and March 31, 2022. There is no balance outstanding as at March 31, 2023 and March 31, 2022.

**31 Unhedged foreign currency exposure**

The year-end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

Nature	Currency	As at March 31, 2023		As at March 31, 2022	
		Amount (Rs.)	Foreign Currency	Amount (Rs.)	Foreign Currency
Trade receivables	JPY	157.98	255.47	102.09	163.27
	USD	-	-	8.66	0.11
Advances to Suppliers	JPY	1,721.47	2,783.75	-	-
Others - Reimbursement	JPY	71.09	114.96	0.88	1.40
	USD	-	-	-	-
Advances from customers	JPY	0.02	0.03	63.84	102.00
	USD	9.49	0.12	-	-
Trade payables	JPY	3,207.77	5,187.21	31.57	50.48
	EURO	37.55	0.42	23.49	0.28
	GBP	0.12	0.00	1.18	0.01
	USD	10.07	0.12	8.96	0.12



For KOMORI INDIA PVT. LTD.

*Y. Khanna*  
Director

32 **Contingent liabilities (to the extent not provided for)**  
**Contingent Liabilities**

Claims against the Company not acknowledged as debts  
- Income Tax Matters ( Excluding interest and penalty)

As at  
March 31, 2023

As at  
March 31, 2022

17.09

**Note**

- (a) It is not practicable for the Company to estimate the timing of cash outflows, if any, in respect of the above pending resolution of the respective proceedings.
- (b) The Company does not expect any reimbursements in respect of the above contingent liabilities.
- (c) The Company is in the process of evaluating on its own contracts with expatriate employees and group companies, the impact of a Supreme Court judgement, passed in a third party matter subsequent to the year end, interpreting the appointment of expatriate employees as services received from overseas group entities thereby attracting goods and services tax on such costs. However, the Company does not expect any material cash outflows considering that any payment towards such goods and service tax, if such a demand were to arise, would correspondingly result in availability of additional input tax credits to the Company.

33 **Transfer Pricing**

"The Company has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under sections 92-92F of the Income-tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company is in the process of updating the documentation for the international transactions entered into with the ultimate holding and other associated enterprises during the financial year and expects such records to be in existence before the due date of filing of income tax return. Accordingly, the management believes that there has been no change in the nature of its international transactions with the ultimate holding and other associated enterprises during the year ended March 31, 2021". Further, the management is of the opinion that its international transactions are at arm's length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation."

34 **Operating leases**

The Company has operating lease arrangements for office, warehouses. These lease arrangements range for a period between 11 months to 10 years, which include both cancellable and non-cancellable period. Most of the leases are renewable for further periods on mutually agreeable terms and also include escalation clauses.

a) With respect to non-cancellable operating leases, the future minimum lease payments are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Within one year	63.08	79.54
Later than one year but not more than five years	-	338.98
Later than five years	-	-
Lease payments recognised in the Statement of Profit and Loss during the year	114.08	418.52

35 **Segment**

The Company has considered the business segment as the primary reporting segment on the basis that the risk and returns of the Company are primarily determined by the nature of products and services. Consequently, the geographical segment has been considered as a secondary segment. The business segment have been identified on the basis of the nature of products and services, the risks and returns, internal organisation and management structure and the internal performance reporting systems.

The Company is primarily in the business of distributorship, commission on sales and servicing installation of offset printing machines and sale of spare parts of these machines. The Company also provides support services to the customers of these offset printing machines.

Accordingly, the Company operates in one business segment and thus no business segment information is required to be disclosed.

The "Geographical Segments" have been considered for disclosure as the secondary segment, under which the domestic segment includes sales to customers located in India and the overseas segment includes sales to customers located outside India.

Description	For the year ended March 31, 2023			Total
	India	Outside India	Unallocated	
Segment revenue by location of Customers	14,073.05	737.28	-	14,810.33
Segment assets by location of assets	6,487.91	157.98	5,920.52	12,566.41
Capital expenditure during the year	9.65	-	-	9.65

Description	For the year ended March 31, 2022			Total
	India	Outside India	Unallocated	
Segment revenue by location of Customers	8,115.78	464.67	-	8,580.45
Segment assets by location of assets	814.26	110.75	4,972.05	5,997.06
Capital expenditure during the year	7.21	-	-	7.21

**Note:**

Segment assets includes fixed assets, inventories, trade receivables, other current assets and long term loans & advances and short term loans and advances. Unallocated assets include deferred tax assets, advance tax (net of provision), current investments and cash & bank balances

36 **Corporate Social responsibility expenditure**

The Company was required to spend at least 2% of the average net profits of the Company made during the three immediately preceding financial years i.e INR 1,140,726 in FY 2022-23 and Nil in FY 2021-22, in pursuance of its Corporate Social Responsibility Policy. However, the Company during current financial year has spent INR 1,150,000 in project of Socio Legal Research & Education Foundation named as Dharchula Rehabilitation Program dated 10-01-2023 and in previous financial year the company was not liable so has not spent any amount towards CSR.

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
a) Gross amount required to be spent by the Company during the year as per section 135 of Companies Act 2013	11.41	-
b) Amount spent during the year (Refer note 25(b))	11.50	-



For KOMORI INDIA PVT. LTD.  
By [Signature]

37 Additional Regulatory information

- (i) **Details of benami property held**  
The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended from time to time) and the rules made thereunder.
- (ii) **Borrowing secured against current assets**  
There are no borrowings from banks, which are secured by hypothecation of current assets, viz. inventories, book debts and receivables, requiring quarterly statements of current assets to be filed by the Company with banks.
- (iii) **Willful defaulter**  
The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (iv) **Relationship with struck off companies**  
The Company has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.
- (v) **Compliance with number of layers of companies**  
The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017, and there are no companies beyond the specified layers.
- (vi) **Compliance with approved scheme(s) of arrangements**  
The company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.
- (vii) **Utilisation of borrowed funds and share premium**  
(A) The company has not advanced or loaned or invested funds to any other person or entity, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:  
a. 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  
b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries  
(B) The company has not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:  
a. 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  
b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries
- (viii) **Undisclosed income**  
The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961. Further, there was no previously unrecorded income and no additional assets were required to be recorded in the books of accounts during the year.
- (ix) **Details of crypto currency or virtual currency**  
The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year. Further, the company has also not received any deposits or advances from any person for the purpose of trading or investing in cryptocurrency or virtual currency.
- (x) **Valuation of PP&E, intangible asset and investment property**  
The Company does not have any investment property during the current or previous year. The Company has chosen cost model for its Property, Plant and Equipment and intangible assets and hence no revaluation was carried out for these assets.
- (xi) **Title deeds of immovable properties not held in name of the company:**  
The Company has no immovable properties.
- (xii) **Registration of charges or satisfaction with Registrar of Companies**  
The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (xiii) **Utilisation of borrowings availed from banks and financial institutions**  
The Company has not obtained any borrowings from banks and financial institutions.
- (xiv) As on Balance sheet date, there is no default in repayment of loans and interest.
- (xv) The Company has not granted any loans or advances in the nature of Loans to the promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person which are repayable on demand or without specifying any terms or period of repayment.
- (xvi) **Capital Work in progress**  
There are no projects in capital work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan.
- (xvii) **Intangible assets under development**  
There are no projects in Intangible assets under development, whose completion is overdue or has exceeded its cost compared to its original plan.



For KOMORI INDIA PVT. LTD.

Director

## (xvii) Analytical Ratio

Ratio	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for Variance
(a) Current Ratio (times)	Current assets	Current liabilities	1.33	1.47	-10%	Reason is not required as variance is below (+/-25%).
(b) Debt Equity Ratio (times)	Total debt	Shareholders' equity	-	-	-	Not Applicable
(c) Debt service coverage ratio (times)	Earnings available for debt service (net profit before taxes + Non-cash operating expenses like depreciation and other amortisations + interest + other adjustments like loss on sale of fixed assets etc.)	Debt service interest and lease Payments + principal repayments)	-	-	-	Not Applicable
(d) Return on equity ratio (%)	Net profits after taxes - preference dividend (if any)	Average shareholder's equity	49%	56%	-7%	Reason is not required as variance is below (+/-25%).
(e) Inventory turnover ratio (times)	Cost of Goods Sold	Average inventory	2.83	5.59	-49%	Decrease is on account of increase in purchases of machinery on account of more orders.
(f) Trade receivables turnover ratio (times)	Credit Sales	Average Accounts Receivable	1.92	4.20	-54%	Decrease on account of high sales volume in the month of March resulting in high trade receivable balance
(g) Trade payables turnover ratio (times)	Credit purchases	Average trade payables	1.16	3.83	-70%	Decrease on account of purchase of machinery made near the end of financial year leading to higher trade payable.
(h) Net capital turnover ratio (times)	Sales	Working capital	4.88	-1.70	4%	Reason is not required as variance is below (+/-25%).
(i) Net profit ratio (%)	Net profit after Tax	Sales	9%	10%	-1%	Reason is not required as variance is below (+/-25%).
(j) Return on capital employed (%)	Earning before interest and taxes	Capital employed	58%	62%	-4%	Reason is not required as variance is below (+/-25%).
(k) Return on investment (%)	Profit before tax and finance costs	Average Total Assets	5%	7%	-2%	Reason is not required as variance is below (+/-25%).

38 The management uses commission agents for certain sale of goods for assisting the Company in liaisoning, timely payments, document submission, on site support etc with the customers. In this regard the management is in the process of implementing adequate internal controls regarding background check, price benchmarking commission agent selection and maintaining appropriate proof of services received. Accordingly, the management has identified that the said internal controls were not designed and operating effectively as at March 31, 2023.

Subsequent to the year end, the management has through an independent third party has performed background check and price benchmarking and obtained underlying proof of services for commission expense during the year ended March 31, 2023.

39 The Company has not complied with requirements of section 96(1), 129(2) and 137(2) of the Companies Act, 2013 as it has not held its Annual General Meeting within the stipulated period from the year end. Further, the Company has not filed its financial statements with Registrar of Companies within the prescribed timelines. The estimated impact amounting to INR 370,000 of such non-compliance on the financial statements has been provided for (refer note 8) and the Company would be taking the necessary steps to regularise these non-compliances.

## 40 Previous period figures

Previous period's figures have been regrouped / reclassified wherever necessary to conform with the current year's classification / disclosure.

The accompanying notes are an integral part of these financial statements.  
This is the notes to accounts referred to in our report of even date.

For Price Waterhouse Chartered Accountants LLP  
Firm Registration Number: 012754N/N500016



Amit Gupta  
Partner  
Membership No. 404344

Place: Gurugram  
Date: February 26, 2024

For and on behalf of the Board of Directors  
Komori India Private Limited

For KOMORI INDIA PVT. LTD.



Sangam Khanna  
Director  
DIN : 01499979

Place: Faridabad  
Date: February 26, 2024

Yuichi Nakamura  
Director  
DIN : 09003384

Place: Faridabad  
Date: February 26, 2024

  
Director



# KOMORI

## DIRECTORS' REPORT

To  
The Members,

Your directors have pleasure in presenting the **16<sup>th</sup> Annual Report** on the business and operations of the Company and the audited financial statements for the Financial Year ended March 31, 2023.

### 1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY

(Standalone)

The Board's Report has been prepared based on the stand-alone financial statements of the Company.

#### Financial Highlights

Particulars	2022-23 IN INR	2021-22 IN INR
Sales	148,10,33,046	85,80,44,734
Less: Excise Duty	00.00	00.00
Net Sales	148,10,33,046	85,80,44,734
Other Income	4,05,79,670	4,10,22,074
Gross Profit before Depreciation, Interest & Finance Charges	19,28,14,116	12,51,16,427
Depreciation, Interest & Finance Charges	63,70,651	33,77,983
Profit /(loss) for the year before Taxation	18,64,43,465	12,17,38,444
Provision for Taxation- Current Year & earlier years	6,63,69,371	2,32,34,186
MAT credit entitlement	00.00	45,92,061
Deferred Tax	-96,61,602	61,21,744
Net Profit / (Loss) after Tax	12,97,35,696	8,77,90,453
Balance Profit/(Loss) brought Forward from Last Year	19,96,91,570	1,11,90,137
Net Profit/(Loss) Available for Appropriation	32,94,26,254	19,96,91,570

KOMORI INDIA PRIVATE LIMITED  
CIN U72300HR2007PTC079519

Regd. Office : 609 & 610, SSR Corporate Park, Sector 27B, Ekta Nagar, Faridabad -121003, Haryana

For KOMORI INDIA PVT LTD

  
Director

# KOMORI

Appropriations	00.00	00.00
Transfer to General Reserve	00.00	00.00
Surplus carried to Balance Sheet	32,94,26,254	19,96,91,570

## **2. DIVIDEND AND TRANSFER TO RESERVE:**

The Directors do not propose any dividend for the FY 22-23 and hence no amount has been proposed to be transferred to reserves.

## **3. RESERVES**

No amount is transferred to General Reserve during the year. Reserves as on 31.03.2023 comprises of Free Reserve of Rs. 32,94,26,254.00.

## **4. PERFORMANCE(IN THOUSANDS )**

Your company has earned revenue of Rs. 148,10,33,046.00 from business from operation during the reporting period in comparison of last year profit of Rs 85,80,44,734.00

## **5. EXTRACT OF ANNUAL RETURN:**

The details forming part of the extract of the Annual Return in Form MGT 9 pursuant to provisions of Section 92 read with Rule 12 of The Companies (Management and Administration) Rules, 2014 is annexed herewith as "**Annexure - 1**".

## **6. COST RECORDS:**

Your company is not required to maintain cost records pursuant to Section 148 (1) of the Companies Act, 2013.

## **7. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO.**

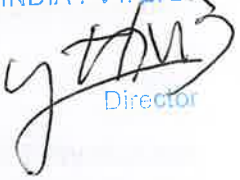
The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

### **(A) CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION**

Since, the Company does not own any manufacturing facilities, the other particulars relating to conservation of energy and technology absorption stipulated under the Companies (Accounts) Rule, 2014 are not apply.

### **(B) FOREIGN EXCHANGE EARNINGS AND OUTGO**

For KOMORI INDIA PVT. LTD.

  
Director

KOMORI INDIA PRIVATE LIMITED  
CIN U72300HR2007PTC079519

Regd. Office : 609 & 610, SSR Corporate Park, Sector 27B, Ekta Nagar, Faridabad -121003, Haryana

# KOMORI

The Company has earned foreign exchange of Rs 7,37,27,587.00 in terms of actual inflows during the year and foreign exchange outgo of Rs. 103,77,68,632.00 during the year in terms of actual outflows.

## **8. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY**

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the business and functions are systematically addressed through corrective action on a continuous basis. Also, Company has adopted a Risk Management Policy for the aforesaid purpose.

## **9. INTERNAL CONTROL SYSTEM**

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

## **10. MATERIAL CHANGES AND COMMITMENT IF ANY 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 THE REPORT:**

There were no material changes and commitment affecting the financial position of the Company which occurred between the end of the Financial Year to which these financial statements relate and the date of the report.

## **11. CORPORATE SOCIAL RESPONSIBILITY (CSR)**

In purview of Section 135 of the Companies Act, 2013, every company having net worth of rupees Five hundred crore or more or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any financial year are required to constitute a CSR Committee. All the Company are required to spend at least 2% of the average net profits of 3 immediately preceding financial year on CSR related activities.

The details of members and meetings attended by the members of CSR Committee are given below:

S. No.	Name of Director	Designation	No. of Meetings attended
1.	Mr. Sangam Khanna	Chairman	1
2.	Mr. Ajay Aggarwal Radhakrishan	Member	1
3.	Mr. Yuichi Nakamura	Member	1

For KOMORI INDIA PVT. LTD.

  
Director

KOMORI INDIA PRIVATE LIMITED  
CIN U72300HR2007PTC079519

Regd. Office : 609 & 610, SSR Corporate Park, Sector 27B, Ekta Nagar, Faridabad -121003, Haryana

# KOMORI

The Company was required to spent of Rs 11,40,726.00 amount on CSR during FY 2022-23 , however company spent Rs 11,50,000.00 on CSR during FY 2022-23 to the meet the requirement.

The Company was required to spend at least 2% of the average net profits of the Company made during the three immediately preceding financial years i.e INR 11,40,726.00 in FY 2022-23 and NIL in FY 2021-22 , in pursuance of its Corporate Social Responsibility Policy.

However, the Company during current financial year has spent INR 11,50,000 in project of Socio Legal Research & Education Foundation named as Dharchula Rehabilitation Program dated 10-01-2023 and in previous financial year the company was not liable, hence no expenditure towards CSR in previous year

## **12. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT MADE UNDER SECTION 186 OF THE COMPANIES ACT 2013**

The transaction made by the Company to the related parties under the provisions of Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is complied with. Detail of related party transactions are detailed in balance sheet and notes of the same.

## **13. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

During the year under review, Company has entered into transactions made with related party were in the ordinary course of business of the company and were at arm's length basis. Hence the provisions in relation to disclosure of particulars of contracts or arrangement with related parties referred to in sub section 188of the Companies Act, 2013 is annexed in Form AOC-2 as "Annexure 2".

Further, details of related party transactions are required to be disclosed as per Accounting Standard 18 on Related Party Disclosure are given in the Notes to the Financial Statement.

## **14. AUDIT AND AUDITORS REPORT**

The statutory auditor made a qualified report and basis of the same qualification as under:

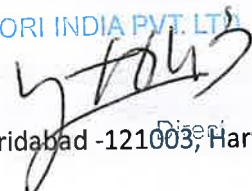
### **Basis for Qualified Opinion**

According to the information and explanations given to us and based on our audit, material weakness has been identified as at March 31, 2023 , in the Company's internal control system for 'Selection of commission agents for sales of goods' and maintaining adequate

KOMORI INDIA PRIVATE LIMITED  
CIN U72300HR2007PTC079519

Regd. Office : 609 & 610, SSR Corporate Park, Sector 27B, Ekta Nagar, Faridabad -121003, Haryana

For KOMORI INDIA PVT. LTD.



# KOMORI

documentation in respect of 'proof of services' received, which could potentially result in incorrect recognition of related expenses,.

The board of the company acknowledge this qualification and assures that there was mere a bona fide material weakness and board of the company will design a adequate internal control management to remove all deficiencies, in internal financial control over financial reporting and assures that there is no fraud and mis-statement involved.

## 15. FRAUD REPORTED BY AUDITOR

No Fraud was reported by the Auditors under sub-section (12) of Section 143 of the Companies Act, 2013, in their report during the reporting period.

## 16. CHANGE IN BOARD OF DIRECTORS OF THE COMPANY

There is no change in structure of the board of the company during the fy 22-23

## 17. COMPANY'S POLICY RELATING TO DIRECTORS' APPOINTMENT

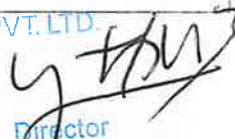
The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is not applicable to the Company.

## 18. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The details of meetings attended by the Directors are given below:

Name of Director	Designation	No. of Board meeti held	No. of Board Meeting attended
Mr. Sangam Khanna	Director	6	5
Mr. Ajay Aggarw Radhakrishan	Director	6	5
Mr. Koichi Matsuno	Nominee Director	6	1
Mr. Satoshi Mochida	Nominee Director	6	1
Mr. Eiji Kajita	Nominee Director	6	1
Mr. Yuichi Nakamura	Nominee Director	6	5
Mr. Akihiro Komori	Nominee Director	6	1
Mr. Shin Chin Cra Chan	Nominee Director	6	1

For KOMORI INDIA PVT. LTD.

  
Director

KOMORI INDIA PRIVATE LIMITED  
CIN U72300HR2007PTC079519

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The Six (6) meetings of Board of Directors were held during the year. During the year and the intervening gap between the meetings was within the prescribed under the Companies Act, 2013.

Dates of Board meeting during FY are as under: 30/06/2022, 01/08/2022, 01/09/2022, 01/01/2023 20/12/2023 and 04/02/2023.

Date of Last AGM 30/09/2022

Date of Extra Ordinary General Meeting, if any: 27/12/2023

## **19. STATUTORY AUDITOR:**

The tenure of M/s Price water House, LLP Chartered Accountant (FRN 012754N/N500016) as a Statutory Auditors of the company will be ceased after conclusion of ensuing 16<sup>th</sup> AGM and Board of the directors of the company did not propose renewal of the appointment and proposed new CA firm to be appointed till conclusion of 21<sup>th</sup> Annual General Meeting

The board of the company proposed the appointed of Deloitte Haskins & Sells LLP as statutory Auditor of the company bearing FRN 015125N situated at 7<sup>th</sup> Floor, Building 10, Tower B, DLF Cyber City Complex, DLF City Phase-II, Gurgaon -122002, Haryana at the 16<sup>th</sup> Annual General Meeting for a term of five consecutive years. Deloitte Haskins & Sells LLP, LLP Chartered Accountant (FRN 015125N) hold office the office from the conclusion of 16<sup>th</sup> Annual General Meeting until the conclusion of 21<sup>th</sup> Annual General Meeting.

## **20. AUDIT COMMITTEE**

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 are not applicable to the Company.

## **21. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES**

The provisions relating to vigil mechanism for directors and employees as provided in Section 177 of the Companies Act, 2013 are not applicable to the Company.

## **22. NOMINATION AND REMUNERATION COMMITTEE:**

The provisions of Section 178 (1) of the Companies Act, 2013 relating to constitution of the Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to appointment of Directors, payment of Managerial Remuneration, Director's qualifications, positive attributes, independence of directors and other related matters as provided under section 178(3) of the Companies Act, 2013.


## **23. DIRECTORS RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its Responsibility Statement: —

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# KOMORI

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c) the Directors have 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;
- d) the Directors have prepared the annual accounts on a going concern basis; and
- e) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 24. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company has no subsidiary/joint venture/Associate Company. Hence, no form AOC-1 is furnished.

## 25. HOLDING COMPANY:

Company is a subsidiary of M/s Komori Corporation, Japan. Further, there are no companies which have become or ceased to be subsidiaries, joint ventures or associate companies of the company, during the year under review.

## 26. DEPOSITS

The Company has neither accepted nor renewed any deposits during the year under review.

## 27. ADVANCES FROM NON-CORPORATE CUSTOMERS

Board of the company unanimously adopted the policy of accepting advances from non-corporate customers.

With reference of this policy, it is decided that company shall not accept the advances from the non-corporate customers for more than 365 days.

## 28. DIRECTORS

There was no change in the management during the year under the review.

## 29. DETAILS REGARDING REMUNERATION OF EMPLOYEES OF THE COMPANY (AS PER RULE 5(2) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014)

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Director

## A. DETAILS REGARDING THE EMPLOYEES EARNING MORE THAN PRESCRIBED LIMIT

There is no employee in the Company who:

- (i) if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than Rupees Ten Million Two Hundred Thousand;
- (ii) if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than Rupees Eight Hundred Fifty Thousand per month;
- (iii) if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

## 30. SHARE CAPITAL

### A) Authorized Share Capital

The Authorized Share Capital of your Company is Rupees Five Lakhs only (comprising of Fifty Thousand Equity Shares of Rs. 10/- each).

### B) Paid-up Share Capital

The paid-up Share-up Capital of your Company is Rupees Five Lakhs Only (comprising of Fifty Thousand Equity Shares of Rs. 10/- each).

### C) Buy Back of Securities

The Company has not bought back any of its securities during the year under review.

### D) Issue of sweat equity shares

The Company has not issued any Sweat Equity Shares during the year under review.

### E) Issue of employee stock options

The Company has not provided any Stock Option Scheme to the employees.

### F) Bonus Shares

No Bonus Shares were issued during the year under review.



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## 31. SIGNIFICANT & MATERIAL ORDERS PASSED BY REGULATORS/COURTS/ TRIBUNAL

During the year there were no significant / material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company & its operation in the future.

## 32. INTERNAL COMPLAINT COMMITTEE (SEXUAL HARASSMENT)

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and Rules made there under, your Company has policy for the same in the organization. During the year under review there was no complain raised pertaining to Sexual Harassment within the Company.

## 33. SECRETARIAL STANDARDS

The company has complied secretarial standard with regard to Meeting of Directors. (SS-1) and General Meeting (SS-2) issued by The Institute of Company Secretaries of India.

## 34. ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY AND MOA


There was no change in Articles of association and Memorandum of Association during the FY 22-23.

## 35. ACKNOWLEDGEMENTS

The Directors wish to thank and gratefully acknowledge the sustained help and support received from Authorities, Financial Institutions, Bankers, Business Associates, Shareholders and technical partners of the Company.

The Directors also place on record their appreciation for the valuable co-operation & contribution made by employees at all levels.

For and on behalf of the Board of Directors

  
Director

Sangam Khanna  
(Director)  
DIN: 01479979

  
Director

Yuichi Nakamura  
(Director)  
DIN: 09003384

Place: Faridabad  
Date: 26/02/2024

