



MCON RASAYAN INDIA LTD.
Trusted Partner In Construction Chemicals

ANNUAL REPORT



2022-23



OUR CORE VALUES

**Trusted Partner - Teamwork - Consistency
Innovation & Quality - Affordable**



Register Office : 101 - A, Maxheal House, Bangur Nagar, Goregaon West, Mumbai - 400104.

Consumer Care No : 022 - 26790031/+91 8976907887 Email ID : Info@mconrasayan.com

Visit Us : www.mconrasayan.com

CORPORATE INFORMATION

DIRECTORS & KMP :		Manufacturing Unit	Mcon Rasayan India Ltd. Plot no. 801. Road no. 8, Near Fire station, Opp. Damodar Textile Mill, G.I.D.C, Sarigam,, Valsad, Gujrat 396155
Executive Directors -			
Mahesh Bhanushali	Managing Director & Chairman		
Chetan Bhanushali	Whole Time Director		
Nandan Pradhan	Whole Time Director		
Non-Executive Directors -			
Puja Bhanushali	Non-Executive Director		
Sonal Doshi	Independent Director		
Dilip Jain	Independent Director		
Tapas Majumdar	Independent Director		
Dhara Thakkar	Independent Director	Banker -	ICICI bank Limited
Key Managerial Personnel -		Statutory Auditor -	Devang Kumar Dand & Associates (FRN: 135250W) C-1002, Station Plaza, Near Bhandup Station, Bhandup (West), Mumbai - 400 078
Veenita Thakkar	Chief Financial Officer		
Kunal Borkar	Company Secretary & Compliance Officer		
Registered Office:	101/A, 1st Floor, Maxheal House, Plot - 169, CTS -104 Bangur Nagar, Goregaon West, Near Ayyappa Temple, Mumbai - 400090	Secretarial Auditor -	D S Momaya & Co., LLP (FRN: L2022MH012300) Unit No 105, Building No 6, Sector 3, Millenium Business IT Park, Mahape, Navi Mumbai - 400710
Corporate Office :	Gala No. 6, Baradanwala Estate, Bandivali Hill Road, Jogeshwari West Mumbai - 400102		
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**MR. MAHESH BHANUSHALI**

Managing Director & Chairman

Dear Shareholders,

It gives me immense pleasure to welcome you to our 1st Annual General Meeting of Mcon Rasayan India Ltd. Trust all is well and our best wishes for the future.

The year 2022-23 has been the most happening year for the company in its history. We did many firsts in this period right from becoming the first company in our field to be listed on the National Stock Exchange, to being the only company to have ISI mark for 3 major product segments viz. Wall Putty, Tile Adhesives and Waterproofing Admixtures and to top it up all, setting our greenfield manufacturing automatic plant at Ambethi, Vapi. Fortunately, during this period, the Covid effect has also shown signs of waning and is probably not affecting the business in country. India has emerged as the fastest growing large economy in the world and clocked about 6% annual GDP growth.

There was a marked increase of infrastructure activity throughout the country. We are witnessing a great development in the real estate sector. The economy is rebounding rapidly after the setback of the preceding covid years.

FINANCIAL RESULTS 2022-23

Your Company generated a total revenue of ₹ 31.04 crores in FY23 as compared to ₹19.21 crores in FY22, a growth of 61%.

Mumbai continues to be the major contributor of our business, having a share of 30%, followed by Pune, South Gujarat, Rajasthan and the rest of the territories. Our retail spread continue to show healthy traction with more than 1500 retailers selling Mcon Products in the current year. The Company offers a fairly comprehensive range of speciality building materials and construction chemicals – From Foundation to Finishing starting from Admixtures and Curing compounds for Concrete, Tile Adhesives and Tile jointing grouts, Waterproofing systems for new and old constructions, Paints and Surface finish products like Wall putty for the finishing of the buildings, Protective Coatings to protect Concrete and Steel structures, Concrete repair systems for structural repairs of the buildings, Readymix mortars for plastering and block walling activity while Industrial grouts and floor hardeners for Industrial segment.

THE JOURNEY

I still remember the day when I started this company almost a decade back as a Construction Chemicals and Speciality Building material manufacturer. From that day when we were serving a few retailers in Mumbai with our 15 odd products to today when we are serving to more than 1500 customers with our 80



80+
Products

50+
Distributors

1500+
Retailers

3 States
15+ Cities

1500+
Customers

3+
Lakh sq. ft. of
Infrastructure

plus products, I feel happy that we have walked the talk and thoughts on which we had formed the company. Your company has always been forward looking and we have ensured that we will keep on innovating and bringing in new products and technology to the Construction Industry. With the same purpose in mind, last year we invested on R&D by having an independent R&D centre equipped with latest testing equipments and also field experts in Polymer Chemistry to create some pathbreaking products.

The journey to becoming the first listed company in Construction Chemicals field has been full of perseverance, detailing, patience and long term vision. We faced many challenges, internally as well as externally in terms of criticism of doing it too early to the tough documentation which has been laid down by the Regulatory authority to ensure the interests of investors like you. Transparency is the key word and our brand ideology of Trusted Partner talks of nothing but transparency in actions and sticking to the commitments.

OUR EXPANSION PLANS

Our next phase of expansion has already started a year back when we started the construction of our greenfield project of developing a manufacturing facility with state of the art automation so that we can give our customers speedier deliveries with better quality control on the product. The facility is located in a place called Ambethi which is in Vapi District of Gujarat. This is being developed over a total area of 3 lakh sq. feet. This manufacturing plant will ensure that Mcon Rasayan can service all big customers of Western zone. The first phase of plant has already started which will increase the manufacturing capacity of Grey powder products. The plant will be fully operational by end of the Calendar year and will be having multiple zones to manufacture the Grey powder products, White powder products, Polymers and Paints, Admixtures and also the high end specialised repair products.

OUR NETWORK GROWTH

We have been able to expand our retail presence across the Metros and Tier 1 cities and the ever growing smaller towns in a big leap this year using our Distributor network and upgrading the retailing formats to meet the evolving demands of our customers. We have crossed the Distributor count of 50 Distributors and today are present in more than 15 cities of 3 states of India. We have also made elaborate plans to be present in another 10 states and almost 24 cities across India in the days to come. The Projects business segment catering to B2B customers, continued to scale higher trajectory, expanding presence across all categories of institutional customers be it the Developers, the A listed contractors, Government departments like MCGM, MHADA or Industrial customers.

PEOPLE AND CULTURE

The Company has a unique organization structure which is evolving with time and the response time to meet employee needs is very fast. This also cuts down the red tape and business decisions are quickly executed. In the ever changing and complex customer requirements, the Company has to respond appropriately. Your Company understands and values the role of its human capital. We have in place, a strong human resource policy to induct and retain talent. Your Company's work management system is transparent and performance-based. We have performance appraisal system which ensures that performance is evaluated and rewarded on a periodical basis. It strives to retain, develop and provide a better working environment for employees by creating an atmosphere of trust, competition, and challenge, thereby providing opportunities for personal and professional growth.

GRATITUDE

In conclusion, I would like to thank all our stakeholders and partners for their support. My fellow Board Members especially the Independent Directors have been extremely committed and have provided continued guidance for the betterment of Mcon Rasayan. And I am also deeply appreciative to the Core Sales team and employees for diligently carrying forward the Company's vision and strategy. I am confident that we shall continue to perform better and the management focusses to take your Company to greater heights in the years ahead.



MR. CHETAN BHANUSHALI

Sales Director

Dear Shareholders,

Mcon Rasayan India Ltd. Has prided itself to be a Distributor centric manufacturing company and we have ensured that during the journey of our growth, our distributors need to be our partners and should see incremental growth in their business with help and support of the company. We keep on doing various engagement programs for our Distributors, Dealers, Retailers, Contractors and Corporate Customers. The essence, of these meetings is to facilitate collaboration, education, and communication between Mcon Rasayan and the Customers using or selling our products. By enhancing product knowledge, customer engagement, and overall sales strategies, these meetings contribute significantly to our sales success.

The key features of our Customer Engagement programs are:

<p>PRODUCT KNOWLEDGE</p>	<p>CUSTOMER ENGAGEMENT</p>	<p>RELATIONSHIP BUILDING</p>	<p>PROMOTION AND CROSS-SELLING</p>
<p>This includes understanding the features, benefits, and potential applications of different building materials.</p>	<p>To engage directly with customers & specifiers so that they can provide better feedback leading to improved customer satisfaction and potentially higher sales.</p>	<p>Building strong relationships with customers can lead to better collaboration and communication.</p>	<p>These meetings are used to introduce new products, promotions, and special offers.</p>

In the financial year 2022-23 we also participated in the World of Concrete Show in a big way. We had a great array of product and system display which was attended by more than 5000 visitors. This type of exhibitions create fantastic brand recall. WE are happy that we are continuing with our pursuit to get connected to the Construction industry and participating in further more exhibitions in the coming financial year.

Mcon Rasayan has also given some extraordinary schemes to the Distributors in which the distributors have won domestic and foreign trips, airconditioners, two wheelers and so on. The Distributor meet and award ceremony of Mcon has always been a big hit among Distributors as we meet all our channel partners at one place and there is a great exchange of knowledge and ideas.

WE have reinforced our Sales team in last one year with some senior members from the Construction chemical industry joining our brand wagon. We are now planning for Geographical expansion and in the next year will be focusing on starting 3 more states. Also the new products offered by our Research and Development cell has been well accepted by the sales team and they are eager to spread those products to our ever increasing customer base.

In conclusion, let us embrace the sentiment of Oprah Winfrey: "The biggest adventure you can take is to live the life of your dreams." Our products are not merely commodities; they are catalysts for your dreams to flourish, for your ambitions to soar. As we delve into the realm of groundbreaking products, let me remind you of the immortal words of Steve Jobs: "Innovation distinguishes between a leader and a follower." Today, we are not simply offering a product; we are offering a revolution.

**MR. NANDAN PRADHAN**

Executive Director

Dear Shareholders,

The year 2022-23 saw consumer demand recover as the global economy rebounded after the pandemic shock of 2020 & after effects of 2021. Strong vaccination drive across all major economies and the progressive revival of global supply chains led to synchronised global recovery at a significant pace. In tandem with the global recovery, the Indian economy too recovered from the pandemic-induced shocks of 2020 and witnessed sequential improvement as 2022 progressed.

Mcon Rasayan India Ltd. has ensured that it continues its pace of growth as it had done in the previous years. Your company mainly focussed in this year on consolidation and foundations. We strengthened our foundations by focussing on our internal systems in terms of logistics, production and above all the main focus area of the year was Research and Development. Getting our company listed on the National Stock Exchange was a mammoth task taken up by our Top Management, the core team members and the back end team. With lot of focus, grit and perseverance we could achieve this daunting task to become the First Company in Construction Chemicals arena to be listed on the National Stock Exchange.

Your company also saw consolidation and strengthening on the market front. While the backend was busy in integrating the systems and collating the documentation needed for the IPO, our frontend Sales warriors were on their way to capture new markets and new segments. We forayed and established our Distributors in the land of Kings – Rajasthan by having 7 Distributors in the state and conducting more than 10 contractor meets in that region. We also captured the infrastructure segment with help of our R&D team by giving the Water treatment plants of Mumbai the 2 component Food grade epoxy paint which was used in the largest Drinking Water treatment plant of Maharashtra, The Panjrapore Water treatment plant with a capacity of 455,000 m³/d. In the infrastructure segment we further established ourself by giving a complete repair system including the Anti-carbonation coating to the Modak Sagar Dam.

This year has been a great year for Mcon Rasayan with multiple achievements coming our way. We had the privilege of becoming the First company to be listed on the National Stock Exchange of India in the field of Construction Chemicals and at the same time we also achieved ISI mark for our Wall Putty range which again is a first for any company in the Western Zone of India. This year we also bettered our Product mix of sales by selling high cost epoxy products and specialised polymers in a considerable percentage compared to previous years. Your company also established a full-fledged R&D centre in Mumbai and thus lived up to its Core Purpose of giving innovative products to the construction and infrastructure industry.

We the team at Mcon Rasayan India Ltd. are super excited for the coming year and how the things will unfold in the days to come. The stage has been set, the players are ready with their ammunition and raring to go and capture further more territories with help of ever expanding network of Distributors. The journey has just begun and new paradigm shifts will be seen in the year to come. At Mcon Rasayan, we firmly believe that innovation is the heartbeat of progress. As the brilliant Albert Einstein said, "We cannot solve our problems with the same thinking we used when we created them." In this ever-evolving landscape, we stand committed to pushing boundaries, challenging norms, and reimagining what's possible to bring you the utmost delight.

Dear Shareholders, your presence in our journey is invaluable, and your delight is our ultimate reward. Thank you for being a part of the Mcon Rasayan family, where customer delight isn't just a goal, but a way of life.

DIRECTORS REPORT

TO

THE MEMBERS

MCON RASAYAN INDIA LTD.

The Board of Directors presents the 7th Annual Report together with Audited Accounts of your Company, M/s. MCON RASAYAN INDIA LIMITED for the year ended on 31st March, 2023.

FINANCIAL SUMMARY AND HIGHLIGHTS

The financial performance of the Company for the year ended 31st March, 2023 is summarized as under:

Particulars	(Amount in Lakhs)	
	Current Financial Year (2023)	Previous Financial Year (2022)
Revenue from Operations	3104.97	1921.65
Other Income	1.19	0.71
Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	269.41	144.00
Less: Depreciation/ Amortisation/ Impairment	37.72	32.07
Profit /loss before Finance Costs, Exceptional items and Tax Expense	231.69	111.93
Less: Finance Costs	78.09	42.89
Profit /loss before Exceptional items and Tax Expense	153.60	69.04
Add/(less): Exceptional items	0	0
Profit /loss before Tax Expense	153.60	69.04
Less: Tax Expense (Current & Deferred)	40.06	19.50
Profit /loss for the year (1)	113.54	49.54
Total Comprehensive Income/loss (2)	-	-
Total (1+2)	113.54	49.54
Balance of profit /loss for earlier years	90.04	41.99
Less: Transfer to Debenture Redemption Reserve	0	0
Less: Transfer to Reserves	0	0
Less: Dividend paid on Equity Shares	0	0
Less: Dividend paid on Preference Shares	0	0
Less: Dividend Distribution Tax	0	0
Less: Dividend Expenses (FY 2020-21)	0	1.50
Less: Bonus Shares	(121.88)	0
Securities Premium	625.50	0
Balance carried forward	707.21	90.04

STATE OF COMPANY'S AFFAIR

During the year under review, the Gross receipt from operation stood at Rs. 3104.97 Lakhs as compared to Rs. 1,921.65 Lakhs in the Previous Year.

The Company has gained a net profit after tax of Rs. 113.54 Lakhs as compared to Rs. 49.54 Lakhs in the Previous Year.

The Directors are optimistic about achieving better results in the upcoming financial year. They are pleased with the current performance of the company and acknowledge the efforts and contributions that have led to this success. With this positive momentum, the Directors look forward to continued growth and success in the future.

SHARE CAPITAL OF THE COMPANY

During the period under review, the authorised share capital of the Company stood at:

“70,00,000 (Seventy Lakh) Equity Shares of Rs. 10 each aggregating to Rs. 7,00,00,000 (Rupees Seven Crore).”

During the year, your Company issued and allotted 23,43,750 Equity Shares as Bonus Issue in the ratio of 1.25:1 to the existing Equity Shareholders of the Company and 7,50,000 Equity Shares were issued on Private Placement basis.

Further pursuant to Shareholders Resolution passed on December 19, 2022 and In principal approval obtained from NSE Limited on February 15, 2023, the Board on March 15, 2023 allotted 17,10,000 Equity Shares of Rs. 10/- each at a price of Rs. 40/- by way of Initial Public Offer.

During the year, company has got approval for 'Mcon Employee stock Exchange Plan 2022 (Mcon ESOP 2022)' from its shareholders at Extra ordinary General meeting held on 19th December 2022. However, your Company has not granted any shares to its employees under Mcon ESOP 2022 during the year under review .

RESERVES

The Board of Directors of your Company has decided not to transfer any amount to the Reserves for the year under review.

DIVIDEND:

The Board of Directors of your company, after considering holistically the relevant circumstances and keeping in view the need to conserve the resources for working capital requirements and other capital expenditure, has decided that it would be prudent, not to recommend any Dividend for the year under review.

ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3) (a) of the Act, the Annual Return as on March 31, 2022 is available on the Company's website at <https://mconrasayan.com>.

INITIAL PUBLIC OFFER (IPO)

The Company has made public offer of Equity Shares during the year ended March 31, 2023 in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, wherein a fresh issue of 17,10,000 Equity Shares was made through Fixed Price Issue.

The public issue was opened on March 06, 2023 and closed on March 10, 2023 at an offer price of 40/- per Equity Share (including a share premium of 30/- per Equity Share). The Company's IPO received an overwhelming response and was oversubscribed, reflecting a huge investor appetite for the issue. The Equity Shares were allotted on March 15, 2023 at an offer price of Rs. 40 per Equity Share to the respective applicants under various categories. The Equity Shares of the Company were listed on the Emerge platform of National Stock Exchange of India Limited (“NSE”) on March 20, 2023.

UTILISATION OF IPO PROCEEDS

The IPO proceeds of Rs. 684.00 Lakhs have been utilised to fund the working capital requirements of the Company and for General Corporate Purposes.

Further, there was no deviation/variation in the utilization of the gross proceeds raised through IPO.

LISTING WITH STOCK EXCHANGE

The Company got listed on Emerge Platform of NSE on 20th March 2023.

DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

The Company does not have any subsidiary, joint venture or an associate company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL**i. Change in Directors and Key Managerial Personnel**

During the year in review, no resignations of any Directors or Key Management Personnel were reported. However, the following individuals were appointed to fill important roles:

SR. NO.	NAME	DESIGNATION	APPOINTMENT DATE
1.	SONAL ALOK DOSHI	INDEPENDENT DIRECTOR	19/12/2022
2.	DILIP MANGILAL JAIN	INDEPENDENT DIRECTOR	19/12/2022
3.	TAPAS BIMAL MAJUMDAR	INDEPENDENT DIRECTOR	19/12/2022
4.	DHARA HARESH THAKKAR	INDEPENDENT DIRECTOR	19/12/2022
5.	NANDAN DILIP PRADHAN	WHOLE TIME DIRECTOR	19/12/2022
6.	VEENITA HARSHAD THAKKAR	CHIEF FINANCIAL OFFICER	19/12/2022
7.	KUNAL ASHOK BORKAR	COMPANY SECRETARY & COMPLIANCE OFFICER	19/12/2022

i. Independent Directors

The terms and conditions of appointment of Independent Directors are as per Schedule IV of the Act.

In terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, the independent directors possess the requisite integrity, experience, expertise and proficiency required under all applicable laws and the policies of the Company.

DISCLOSURES BY DIRECTORS

The Board of Directors have submitted notice of interest in Form MBP-1 under Section 184(1) as well as intimation by directors in Form DIR-8 under Section 164(2) and declarations as to compliance with the Code of Conduct of the Company.

STATEMENT OF DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received necessary declarations from each Independent Director under 149(7) of the Companies Act, 2013, that they meet the criteria of Independence laid down under section 149(6) of the Companies Act 2013.

NUMBER AND DATES OF MEETINGS OF THE BOARD

During the year under review, Nineteen (19) Board Meetings were held on the following dates:

06/06/2022	04/10/2022	28/12/2022
19/08/2022	18/10/2022	11/02/2023
31/08/2022	04/11/2022	15/02/2023
05/09/2022	10/12/2022	24/02/2023
07/09/2022	13/12/2022	15/03/2023
23/09/2022	19/12/2022	
24/09/2022	26/12/2022	

The provisions of Companies Act, 2013 were adhered while considering the time gap between two such meetings.

The details of composition of the Board and the attendance record of the Directors at the Board Meetings and AGM held during the financial year ended on March 31, 2023 is as under:

NAME	DESIGNATION	NO. OF MEETINGS ENTITLED TO ATTEND	NO. OF MEETINGS ATTENDED	LAST AGM ATTENDED
Mahesh Bhanushali	Managing Director & Chairman	19	19	YES
Chetan Bhanushali	Whole Time Director	19	19	YES
Nandan Pradhan	Whole Time Director	6	6	NA
Puja Bhanushali	Non-Executive Director	19	19	YES
Sonal Doshi	Independent Director	6	6	NA
Dilip Jain	Independent Director	6	6	NA
Tapas Majumdar	Independent Director	6	6	NA
Dhara Thakkar	Independent Director	6	5	NA

DIRECTORS' RESPONSIBILITY STATEMENT

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- The directors had prepared annual accounts on going concern basis.
- The Directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

BOARD COMMITTEES

The Committees of the Board of Directors of the Company plays vital role in the governance and focus on specific areas and make informed decisions within the delegated authority. Each Committee is governed by their respective terms of reference which exhibit their composition, scope, powers, duties and responsibilities.

The Board of Directors has the following Committees:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholder Relationship Committee

The details of the Committees of the Board along with their composition and number of meetings are as follows:

a) AUDIT COMMITTEE

The Audit Committee ('AC') of the Company had been constituted and functions in accordance with provisions of Section 177 of the Act and Listing Regulations. The Company Secretary is acting as the Secretary to the Audit Committee. All the recommendations made by the Audit Committee were accepted by the Board of Directors of the Company.

Some of the key functions and responsibilities of the AC is enumerated as below:

- Reviewing the procedures of financial reporting
- Review and monitor the auditor's independence, performance and effectiveness of audit process
- Review the adequacy of internal audit function, coverage and frequency of internal audit, appointment, removal, performance and terms of remuneration of the Internal Auditor.
- Discuss with the internal auditor and senior management, significant internal audit findings and follow-up thereon.

During the year under review, the Audit Committee of the company met only once on 31/03/2023. This was due to the fact that the company was previously a private company, and the provisions regarding the formation of the audit committee were not applicable.

However, it is important to note that the company underwent a significant change when it got listed on 20th March, 2023, which triggered the provisions for the formation of the audit committee. However, the committee was officially formed on 19th December, 2022, in accordance with the applicable regulations.

As on the date of this Report, the Committee comprises of 3 Directors, i.e. two Independent Directors and the Managing Director as a member.

The detail of composition of the Committee is as under:

Name	Designation in Committee	Category
Dilip Mangilal Jain	Chairman	Independent Director
Sonal Alok Doshi	Member	Independent Director
Mahesh Ravji Bhanushali	Member	Managing Director

b) **NOMINATION AND REMUNERATION COMMITTEE:**

As per provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR), the Nomination and Remuneration Committee should consist of 3 or more Non-Executive Directors out of which not less than one-half shall be Independent Directors.

Some of the key functions and responsibilities of the NRC is enumerated as below:

- Formulate criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a Policy relating to the remuneration for the directors, key managerial personnel (KMPs) and other employees;
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
- Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal.
- Recommending to the Board whether to extend or continue the term of appointment of appointment of the Independent Director, on the basis of report of performance evaluation of Independent Directors.

The Nomination and Remuneration Committee met once in the year under review on 31/03/2023.

It is important to note that the Company was previously a private company, and the provisions regarding the formation of the Nomination and Remuneration Committee were not applicable. However, the Company underwent a significant change when it got listed on 20th March, 2023, which triggered the provisions for the formation of the Nomination and Remuneration Committee. However, the committee was officially formed on 19th December, 2022, in accordance with the applicable regulations.

As on the date of this Report, the Committee comprises of 3 Directors, i.e. two Independent Directors and one Non-Executive Director as a member.

The detail of composition of the Committee is as under:

Name	Designation in Committee	Category
Dhara Haresh Thakkar	Chairman	Independent Director
Tapas Bimal Majumdar	Member	Independent Director
Puja Mahesh Bhanushali	Member	Non-Executive Director

NOMINATION AND REMUNERATION POLICY :

In accordance with Section 178 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has formulated a Nomination and Remuneration Policy.

The policy is available on the website of the Company at <https://mconrasayan.com/wp-content/uploads/2022/12/Nomination-and-Remuneration-Policy.pdf>

c) STAKEHOLDER RELATIONSHIP COMMITTEE

In compliance of provisions of Section 178 of Companies Act, 2013 & Regulation 20 of the SEBI (LODR) Regulations, 2015, the Board has constituted Stakeholders' Relationship Committee. The Stakeholders Relationship Committee is entrusted with the responsibility of addressing the shareholders'/ investors' complaints with respect to share transfers, non-receipt of annual reports, dividend payments, issue of duplicate share certificates, transmission of shares and other shareholder related queries, complaints etc.

The Secretarial Department of the Company and the Registrar and Share Transfer Agent, Link Intime India Private Limited attends to all grievances of the shareholders received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are requested to furnish their updated telephone numbers and email addresses to facilitate prompt action.

During the year under review, the Stakeholder Relationship Committee of the company met only once on 31/03/2023. This was because the company was previously a private company, and the provisions regarding the formation of the Stakeholder Relationship Committee were not applicable.

However, it is important to note that the company underwent a significant change when it got listed on 20th March, 2023, which triggered the provisions for the formation of the Stakeholder Relationship Committee. However, the committee was officially formed on 19th December, 2022, in accordance with the applicable regulations.

As on the date of this Report, the Committee comprises of 3 Directors, i.e. two Independent Directors and one Non-Executive Director as a member

The detail of composition of the Committee is as under:

Name	Designation in Committee	Category
Dilip Mangilal Jain	Chairman	Independent Director
Dhara Haresh Thakkar	Member	Independent Director
Puja Mahesh Bhanushali	Member	Non-Executive Director

WHISTLE BLOWER POLICY

In accordance with Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted a Whistle Blower Policy which provides for adequate safeguards against victimization of persons who use Vigil Mechanism and make provision for direct access to the Chairperson of the Audit Committee. The policy is available on the website of the Company at <https://mconrasayan.com/wp-content/uploads/2022/12/Vigil-Mechanism-Whistle-Blower-Policy-for-Directors-and-Employees-1-1.pdf>

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 & 25 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance and of the Independent Directors individually as well as the Committees of the Board. The performance evaluation of all the Directors was also carried out by the Nomination and Remuneration Committee. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The transactions during the financial year with related parties were in the ordinary course of business and on an arm's length basis. Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013, in the prescribed form AOC-2, appended as 'Annexure I' to the Board's Report.

There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large and hence there is no information to be provided as required under Section 134(3) (h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS UNDER SECTION 186 OF COMPANIES ACT, 2013

Details of Loans, Guarantees or Investments covered under the provisions of Section 186 of the Act, if any are given in the Notes to the Financial Statements.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The Statement pertaining to provision of Rule 5(2) & (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 requiring the names of top ten employees in terms of remuneration drawn. It is also to be stated here that there was no employee during the year who was in receipt of remuneration exceeding the limits mentioned in Rule 5 (2) (i), (ii) and (iii) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is given in the Statement annexed herewith as 'Annexure II'.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report on the operations of the Company, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") is annexed herewith marked as 'Annexure III' to this Report.

AUDITORS

a) SECRETARIAL AUDITOR

"M/s. D. S. Momaya & Co. LLP, (FRN No. L2022MH012300), Practicing Company Secretaries, bearing peer review certificate number 2864/2022 issued by the Institute of Company Secretaries of India were appointed as the Secretarial Auditor of the Company for the Financial Year 2022-23."

The Secretarial Audit Report for the Financial Year ended on March 31, 2023 is annexed herewith marked as 'Annexure IV' to this Report.

RESERVATION AND QUALIFICATION ON SECRETARIAL AUDITOR'S REMARKS

The Secretarial Auditors Report as provided by the Secretarial Auditors are self-explanatory and contain no qualification remark, hence no explanation by the Board is required.

b) STATUTORY AUDITORS

DEVANG KUMAR DAND & ASSOCIATES, Chartered Accountants (Firm Registration No.-135250W), were appointed as Auditors of the Company for a term of 5 years on 30th November, 2021, i.e. from 01-04-2021 to 31-03-2026 till the conclusion of the General Meeting to be held in the year 2026.

The Audit Report for the Financial Year ended on March 31, 2023 is annexed herewith marked as 'Annexure V' to this Report.

RESERVATION AND QUALIFICATION ON AUDITOR'S REMARKS

The Auditors Report as provided by the auditors are self-explanatory and contain no qualification remark, hence no explanation by the Board is required.

DETAILS IN RESPECT OF FRAUD REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

There were no frauds reported by the auditor under sub-section (12) of Section 143.

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

Information required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014 are not given as the company is not covered in the list of industries which should furnish information relating to conservation of energy.

FOREIGN EXCHANGE EARNINGS & OUTGO - ACTUAL INFLOW AND OUT FLOW

Details of total foreign exchange inflows and outflows during the year are as follows:

	Amount
Total Foreign Exchange inflow during the year:	NIL
Actual Foreign Exchange outflow during the year:	NIL

FAMILIARISATION PROGRAMME

The Company has put in place an induction and familiarization programme for all its Directors including the Independent Directors. The familiarization programme for Independent Directors in terms of provisions of Regulation 46(2)(l) of the Listing Regulations is uploaded on the website of the Company

RISK MANAGEMENT POLICY

The Board has reviewed the business plan at regular intervals and developed the Risk Management Strategy which encompasses laying down guiding principles on proactive planning for identifying, analysing and mitigating all the material risks, both external and internal viz. Environmental, Business, Operational, Financial and others.

Risks emanating from uncertainties in the global market place and growing complexity in the value chain are cited by most as the important factors contributing to increased risks. The gist of the regulatory developments across various countries including India is that the Boards have been tasked with the onerous responsibility of ensuring alignment between strategy, risks, rewards and executive compensation. Attention is being given to improving existing Risk Management systems and processes, the softer and more fundamental issue of embedding risk into the organization's culture and making it an integral part of the business. However, risk identification and assessment processes are not geared to provide an early indicator of likely risks or potential loss events that organizations could face in the future. Information sources are largely inward focused as compared to being forward looking and external focused. Detailed analysis of competitor strategies / benchmarking and scenario planning are widely used as and when required. Issues such as sustainability and climate change are part of the risk assessments. Fearful of both business failure and the penalties of non-compliance, the Company is sensitive to swelling of their governance, Risk Management and compliance departments (GRC). This has led to a costly and complex web of often uncomplicated structures, policies, committees and reports creating duplication of effort. Risk Managers are spending a disproportionate amount of their time on controls, compliance and monitoring activities although their real priorities lie elsewhere. Risk management roles and responsibilities at the management level are well defined at the Company level. While the Company has more or less formalized Risk Management roles and responsibilities, risk governance processes would require considerable attention if the Company has to leverage Risk Management as a driver of enterprise value.

CORPORATE SOCIAL RESPONSIBILITY

The Company was not under obligation to make expenditure on CSR (Corporate Social Responsibility). In view of this, information and attributes in terms of section 135 of the Companies Act 2013 are not required to be given.

INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Company has adopted policies and procedures 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 accounting records and the timely preparation of reliable financial information.

The Company has adopted framework provided by ICAI in 'Guide to Internal Financial Control over Financial Reporting' for developing and establishing internal control system.

Based on the framework of internal financial controls established and maintained by the Company, work performed by the statutory auditors and external agencies, the reviews performed by Management and the relevant Board Committees, the Board is of the opinion that the Company's internal financial controls were adequate and effective as on 31st March, 2023 with reference to the Financial Statements.

COST RECORDS

The Company is not obligated to maintain cost records under Section 148 of the Companies Act, 2013.

CORPORATE GOVERNANCE :

As our Company has been listed on SME Emerge Platform of National Stock Exchange Limited (NSE), by virtue of Regulation 15 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the compliance with the Corporate Governance provisions as specified in Regulation 17 to 27 and Clause (b) to (i) of sub regulation (2) of Regulation 46 and Para C, D and E of Schedule V are not applicable to the Company.

Hence, Corporate Governance Report does not form a part of this Board Report.

DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company Firmly believes in providing a safe and Harassment free working environment for its Employees. It has a zero-tolerance policy towards sexual harassment and has adopted a policy on prevention, prohibition and redressal of sexual harassment at work place in line with said act and Rules thereunder which is placed on its website i.e. <https://mconrasayan.com/wp-content/uploads/2022/12/POSH-Policy.pdf>. No Complaints were received during the year ended 31st March 2023.

PREVENTION OF INSIDER TRADING:

In compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, the Company has formulated and adopted the revised Code of Conduct for Prevention of Insider Trading. The object of the Insider Trading Code is to set framework, rules and procedures which all concerned persons should follow, while trading in listed or proposed to be listed securities of the Company. During the year, the Company has also adopted the Code of Practice and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in line with the SEBI (Prohibition of Insider Trading) Amendment Regulations, 2018. The Code is available on the Company's website <https://mconrasayan.com/investor-relation/>

OTHER DISCLOSURES

During the year under review:

- a) No significant and material orders were passed by the Regulators/ Courts/ Tribunals which impact the going concern status and Company's operations in future.
- b) No equity shares were issued with differential rights as to dividend, voting or otherwise.
- c) No Sweat Equity shares were issued.
- d) Pursuant to the provisions of Section 118 of the Companies Act, 2013, the Company has complied with the applicable provisions of the Secretarial Standards issued by the Institute of Companies Secretaries of India.
- e) Throughout the Financial Year 2022-23, the Company did not accept any deposits from the public. Furthermore, there were no outstanding, unpaid, or unclaimed public deposits at the beginning or end of the fiscal year. It is also important to note that the Company did not violate any provisions of Chapter V (Section 73) of the Act pertaining to deposits.

- f) There was no Change in nature of Business of the Company.
- g) Except as disclosed in this Report, there are no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the Financial Statements relate and the date of the Report.
- h) No unpaid/unclaimed dividend or any other amount was required to be transferred to the Investor Education and Protection Fund during the year under review.
- i) No application was made or any proceeding were pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year under review.
- j) During the period under review, there has been no one time settlement of Loan taken from Banks and Financial Institutions.

ACKNOWLEDGMENTS

Your Directors would like to express their heartfelt gratitude to the Government Authorities, Banks, Creditors and Customers for their unwavering support extended to the company throughout the year. Additionally, they would like to convey their deep appreciation to the shareholders for their trust and confidence in the company.

Furthermore, the Directors would like to commend all employees for their exceptional teamwork, professionalism, and dedicated efforts throughout the year. Their hard work and commitment have been instrumental in the company's success.

FOR AND ON BEHALF OF THE BOARD OF
'MCON RASAYAN INDIA LIMITED'

MAHESH BHANUSHALI

MANGING DIRECTOR

DIN: 07585072

DATE: 29th May 2023

Annexure-1

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

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

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

Sr. No	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements /trans actions	Duration of the contracts/ arrangements /transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188
-	-	-	-	-	-	-	-	-

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

Sr. No	Name(s) of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
1.	MAHESH BHANUSHALI Managing Director	Loan From Directors or Directors Relatives	-	94,07,837/-	-	-
2.	PUJA BHANUSHALI Non-Executive Director	Loan From Directors or Directors Relatives	-	1,71,849/-	-	-
3.	CHETAN BHANUSHALI Whole Time Director	Loan From Directors or Directors Relatives	-	4,15,525/-	-	-
4.	R K Traders Enterprise owned by Puja Bhanushali	Purchase of Goods	-	17,35,566/-	-	-
5.	R K Traders Enterprise owned by Puja Bhanushali	Sale of Goods	-	14,28,98,268/-	-	-

For **MCON RASAYAN INDIA LIMITED**

MAHESH BHANUSHALI
MANGING DIRECTOR
DIN: 07585072
DATE:

Annexure-2

Information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A. Ratio of remuneration paid to each Director to the median remuneration of the employees of the Company and percentage increase in remuneration for the financial year 2022-23 is as follows:

Particulars	2022-23	2021-22	Ratio to Median Salary	increase
Director Remuneration Mahesh Bhanushali	24,00,000.00	18,77,000.00	10.11	27.86%
Director Remuneration Chetan Bhanushali	18,00,000.00	11,68,700.00	7.58	54.02%
Salary Ashish Gupta	10,09,580.00	8,18,000.00	4.25	23.42%
Salary Narendra Wani	9,82,400.00	8,99,376.00	4.14	9.23%
Salary Chandrakant Patil	9,66,000.00	8,40,000.00	4.07	15.00%
Salary Nandan Pradhan	8,89,032.00	-	3.75	NA
Salary Kiran Bhosle	8,01,640.00	6,60,000.00	3.38	21.46%
Salary Rupa Bhandarkar	7,58,400.00	5,76,000.00	3.20	31.67%
Salary Dhaval Bhanushali	7,26,000.00	6,45,000.00	3.06	12.56%
Salary Jinesh Gohil	7,16,241.00	4,39,663.00	3.02	62.91%
Salary Samar Khan	7,14,825.00	4,75,371.00	3.01	50.37%

B. Percentage increase in remuneration of Company Secretary and Chief Financial Officer for the financial year 2022-23 is as follows:

Particulars	2022-23	2021-22	% Increase
Veenita Thakar, CFO	75,000.00	0	Not Applicable
Kunal Borkar, CS	68,762.00	0	Not Applicable

Management Discussion and Analysis:

1. This section shall include discussion on the following matters within the limits set by the listed entity's competitive position:

a. Industry structure and developments:

- The construction industry in India for the years 2022-23 is characterized by its embrace of technology, commitment to sustainability, and adaptability in the face of challenges. The sector's alignment with government policies, investment inflows, and a focus on skill development will continue to shape its growth trajectory. As India progresses towards its development goals, the construction industry stands as a crucial partner, building the foundations for a prosperous and sustainable future.
- The construction industry in India has embraced technological innovations, revolutionizing the way projects are planned, executed, and managed. Building Information Modeling (BIM) has gained traction as a powerful tool that facilitates better collaboration, reduces errors, and enhances efficiency in project delivery. The adoption of drones for site surveying, monitoring, and progress assessment has increased, leading to faster data collection and improved decision-making. The construction industry has seen some important developments in the recent times, right from the way concreting is happening through aluminium formwork or tunnel formwork to the types of finishing material used like gypsum plaster or tiles of different kinds. These changing technological advancements have created requirement for new type of Speciality building materials to suffice the requirement of the new structures. • Mcon Rasayan India Ltd. Is in the business of manufacturing, marketing and selling of modern building materials and construction chemicals with a suite of more than 80 products which includes a range of construction materials and construction chemicals in both powder and liquid forms. The products are marketed and sold under the "MCON" brand. It is a leading waterproofing brand of Western India, with a comprehensive range of systems solutions for waterproofing to different locations of a building, catering to the needs of new construction as well as repairs and maintenance.

b. Opportunities and Threats.

Opportunities to Mcon Rasayan India Ltd.

Mcon Rasayan India Ltd. has a tremendous scope in the geography that its operating and also the product segment of Construction Chemicals and Modern building materials:

- The Construction Chemicals market in Western Zone of India presents several promising opportunities due to various factors such as urbanization, infrastructure development, real estate growth, and changing consumer preferences.
- **Infrastructure Development:** India has been investing heavily in infrastructure projects, such as roads, bridges, airports, metro systems, and smart cities. Construction chemicals are essential for ensuring the longevity and quality of these projects.
- **Urbanization and Real Estate:** The increasing urbanization and growth of the real estate sector create a demand for high-quality construction materials and technologies, including construction chemicals.
- **Waterproofing Solutions:** India's diverse climate, including heavy monsoons, makes waterproofing solutions a critical aspect of construction. Effective waterproofing chemicals are in high demand to protect structures from water damage.
- **Repair and Rehabilitation:** As existing infrastructure ages, there is a need for repair, retrofitting, and rehabilitation. Construction chemicals can provide solutions for strengthening and prolonging the life of aging structures.

THREATS:

- **Regulatory and Compliance Risks:** India's regulatory environment can be complex and subject to changes. The construction chemicals industry is affected by regulations related to product standards, labeling, safety, and environmental impact. Changes in these regulations can impact product formulations, market access, and operational practices, requiring companies to invest in compliance management and product adaptation.
- **Quality and Performance Risks:** Construction chemicals play a crucial role in ensuring the durability and structural integrity of buildings and infrastructure. Any compromise in product quality can lead to construction failures, safety concerns, and financial losses for all stakeholders involved. Maintaining consistent quality and performance standards

across a diverse range of construction chemicals can be challenging, particularly in a market with varying levels of technological expertise.

- **Economic and Market Fluctuations:** The construction industry in India is influenced by economic cycles, interest rates, and government spending on infrastructure projects. Economic downturns or fluctuations can lead to reduced construction activities and consequently, a decrease in demand for construction chemicals. This vulnerability can affect revenues and profitability for manufacturers and suppliers in the industry.
- **Technological Changes:** The construction chemicals sector is experiencing technological advancements aimed at creating more efficient, eco-friendly, and sustainable solutions. Companies that fail to adapt to these technological changes risk losing market share to competitors offering innovative products. Staying updated with the latest research and development trends is crucial to remaining competitive in the long term.
- **Supply Chain Disruptions:** The construction chemicals market heavily relies on a complex supply chain involving raw materials, manufacturing processes, distribution networks, and transportation. Disruptions in any part of this chain, such as shortages of raw materials, logistic challenges, or geopolitical issues affecting imports, can lead to production delays and increased costs.
- **Competition and Pricing Pressures:** The construction chemicals market in India is becoming increasingly competitive as more players enter the field. Intense competition can lead to price wars and margin erosion. Companies need to find a balance between offering competitive pricing and maintaining profitability, while also providing value-added products and services.

c. Segment-wise or product-wise performance.

The financial year gone by has been a balanced year of performance. Many of our champion products did really well during this period. We have learned the tough way during the Covid situation that our Network and our Distributors are our strength and come what may we have to be aligned with them. So we kept on doing what we have been doing for so many years, that is supporting our Distributors to build business. And the results were really encouraging. In the year we did value growth of 63% and volume growth of 30%.

Strategic gains

The strategic pillars of growth were led by upgradation strategies and deeper penetration into new cities, setting up mechanisms to reach alternate channels and increasing the depth in the distribution through targeted openings. These strategies were strongly complemented by leveraging the brand strength and looking at product innovation to grow the premium and high margin product mix.

Our efforts to continue innovating and providing newer offerings to consumers paid rich dividends. We got inroads by giving some innovative epoxy coatings to the industry and thus penetrated into the infrastructure projects related to water supply chain. The two component epoxy food grade paint has found excellent response from the specifiers, the government officials and also the contractors and it also helped us in bettering our bottom lines.

In the exterior product segment, we introduced the Deco floor range of premium exterior decorative floor finishes that are much sought after by architects and structural consultants. Also our external textures gained popularity as it combined with the new Maarvel range of external waterproof paints thus elevating the experience of the customers. In the decorative segment we were also able to make inroads through our cost effective Distemper and 2 in 1 primer while the Wall putty as usual keep the ball rolling.

The waterproofing and adhesives product categories, two of our ongoing category saw major expansions, as we continued to grow significantly ahead of the overall portfolio growth. Our emphasis on product innovation and solution-focused approach to meet varied customer requirements through an evolving product plus service combination, has allowed us to make significant inroads in these large categories.

The major contributor in terms of volume and value was again the Ready mix mortar segment as our Readyplaster and Block adhesives were appreciated and sought after in spite of the tough price war going on in this category. We did a total tonnage of 20,786 the readymix mortar segment which contributed to total of 62% of our total tonnage sold in the year.

d. Outlook

The global construction industry has been experiencing significant growth and transformation in recent years, and the year 2022 – 23 is no exception. One of the key segments driving this evolution is the construction chemicals and paints sector.

These essential components play a crucial role in enhancing the durability, aesthetics, and functionality of buildings and infrastructure. The construction industry's increasing focus on sustainability and environmental consciousness is expected to greatly influence the construction chemicals and paints sector.

Consumers, developers, and regulatory bodies are placing a higher emphasis on eco-friendly and low-VOC (volatile organic compound) products. As a result, manufacturers like us are investing in research and development to formulate products that align with these demands, thereby catering to a more environmentally conscious customer base. Our product innovation of, Food Grade epoxy paints, self curing readyplaster and corrosion inhibiting admixture, is the testament that Mcon Rasayan is listening and adapting to the market expectations.

Consumer preferences for aesthetics and design are constantly evolving. We can see a shift towards more versatile and customizable paint, flooring and coating options. This involves the use of special effects, textures, and colors that allow architects and designers to create distinctive visual experiences. Personalization and customization are likely to become key selling points for manufacturers in the competitive construction chemicals and paints market. Thus our introduction of range of textures for the external walls and decorative flooring on concrete through our Deco floor systems is the need of hour and path of future. With a growing awareness of environmental issues, the waterproofing industry in India is shifting towards more sustainable practices. Water-based and solvent-free waterproofing products are gaining traction due to their reduced environmental impact and improved indoor air quality. Advanced polymers are being developed to withstand extreme climatic conditions and offer superior flexibility, ensuring longlasting waterproofing solutions for India's diverse regions. Mcon Rasayan has introduced the polyurethane based liquid membranes with elongation ranging from 400% to 900% to ensure that we can service all kinds of waterproofing challenges. India's diverse climatic zones present a unique challenge for waterproofing solutions. The future will see a greater focus on tailoring waterproofing systems to specific climate conditions. In regions with heavy monsoons, for instance, waterproofing solutions will need to be particularly robust and capable of withstanding prolonged exposure to heavy rainfall.

The successful implementation of future waterproofing technologies and practices hinges on skilled professionals who can design, install, and maintain these systems. As the industry evolves, investing in skill development and training programs will be crucial. Mcon has already taken initiative in this regard by conducting training programs for the applicators and then certifying them as the Authorised Applicators so that we can ensure that the product is applied in a proper manner and the consumer gets the utmost benefits from the same.

e. Risks and concerns.**Innovation and Development**

The growth of the construction chemical manufacturing company is largely dependent on the research and development activities of the company. There is a constant need for innovation in the product spectrum. On the other hand, strong R&D set up ensures quality management and cost reductions. Since the company has its own R&D centre, the above concern is well addressed.

Raw material availability

Our business relies on a stable supply of raw materials, such as cement, aggregates(sand), and additives. Any disruptions in the supply chain, such as shortages or price fluctuations, can impact your production capacity and cost structure. We have done our bit to mitigate these risks by having a huge sand storage area at our Ambethi plant with a sand processing plant to ensure that we get an uninterrupted supply of good quality river sand for all our powder products. Also we have strong tie up with multiple vendors who can supply us high volume consistent material as per our fixed rates to ensure that the costing of the product will not fluctuate.

Liability and Warranty Issues

Our products are used in construction projects and if defects or failures occur, we could face legal claims for damages. Offering warranties and ensuring our product meets industry standards can help mitigate this risk. Also we have our own

set of Authorised applicators for the critical application of the products so that we can ensure that it serves the warranties offered. Also we have our own team of Technical experts in application who visit the ongoing sites at regular intervals to educate the site people and check on the correct use of our products.

f. Internal control systems and their adequacy.

The internal financial controls with reference to the financial statements are commensurate with the nature of the company's business and the size and complexity of its operations. The company has adopted policies and procedures for ensuring the orderly and efficient conduct of business including adherence to company's policies, safeguarding of its assets, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

Adequacy and effectiveness of internal controls are routinely tested by the internal auditors of the company. Based on the internal audit report, the process owners undertake corrective actions in their respective areas, thereby further strengthening the controls. The conclusions of internal audit reports and effectiveness of internal control measures are reviewed by top management and audit committee of the company. The company believes in conducting business in a fair, ethical and compliant manner.

g. Discussion on financial performance with respect to operational performance.

Effective financial performance is an essential aspect of any business's success. However, financial outcomes are intrinsically linked to the underlying operational performance of an organization.

Cost Management: Efficient operations lead to reduced waste, lower production costs, and optimal resource utilization. This, in turn, positively impacts a company's financial bottom line. Our manufacturing plants the biggest cost to the company has been operating at 150% efficiency thus ensuring that we can bring down the cost of production and become profitable.

Productivity and Output: An organization's ability to produce more output with the same or fewer resources indicates higher operational efficiency. This can lead to increased revenue generation and improved financial performance. Our current team of professionals in the Logistics, manufacturing and operations boasts of doing 3X volume of work with 200% efficiency thus ensuring that we save on the human resource cost as well as the space needed to occupy the human resource. Like every growing company, creating such a team of passionate and relentless working professionals is a task.

Quality Control: Effective operational processes often result in higher-quality products or services, leading to customer satisfaction, repeat business, and positive brand reputation – all of which can enhance financial performance. Our quality control department is equipped with the latest instruments to test the product and right from the raw material stage to the finished goods leaving the factory, everything is thoroughly tested to ensure that we don't face any quality issues at site.

h. Material developments in Human Resources / Industrial Relations front, including number of people employed.

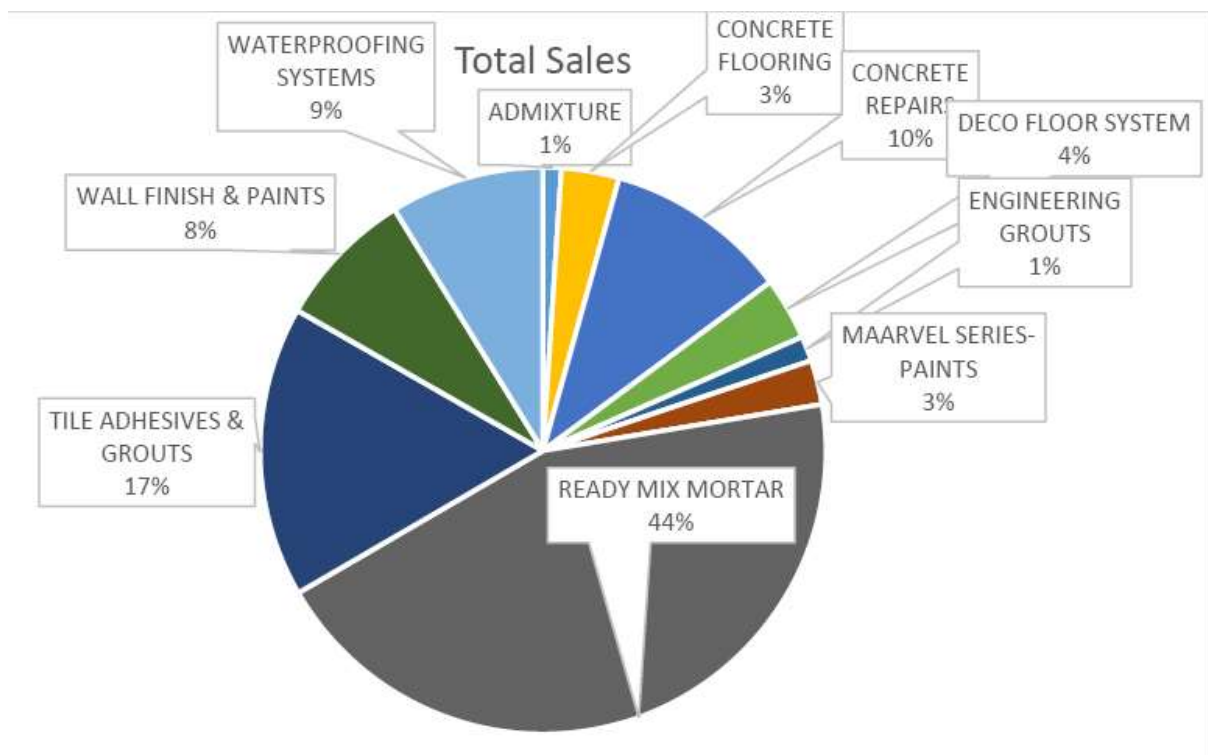
The company considers its employees as its main assets. The management believes in the philosophy of development of the company with the development of employees. Proper environment of work, all necessities and their safety is looked after. The well being of its employees is always a priority to the company. The employees are given proper guidance and training to execute their tasks. Hence, high degree of work satisfaction is enjoyed by the employees of the company.

i. Product segments and the story around the same.

We are operating in multiple Product segments and each Product segment is unique in its own way. A Company which can serve the customer with a Product Range from Foundation to Finishing with their fully automatic Manufacturing plant in Gujarat.

- Our Product Range can be defined in a unique way to ensure the utility of the products in various construction activities.
- We Care for the Concrete so we offer – Admixtures & Waterproofing Systems
- We Repair Rehabilitate the Concrete by giving – Concrete Repairs & Anti Corrosive Systems
- We Decorate the Concrete – Deco Floor System and Wall Finish Putties
- We Preserve & Protect the Concrete by offering our – Protective Coatings & Decorative Elastomeric Paints
- We Cover, seal and build the Buildings by our – Ready mix Mortars and Sealants
- We help in Tiling and Grouting the Surface and Walls with – Tile Adhesives and Tile Grouts
- We Increase the Wear & Tear of Concrete – Floor Hardeners & Engineering Grouts
- We have been predominantly a powder based product manufacturing company.

OUR NUMBERS ALSO TELL THE SAME STORY.



In the last one year we have done almost 61% of business from Powder based products like Readymix plasters, block adhesives, Tile adhesives and tile grouts. This has ensured that we could reach to every building that was being constructed in our Zone and we have helped more than 500 residential projects in completing their finishing work. We have also helped the Repair and rehabilitation of the buildings and more than 350 buildings in Mumbai alone have been repaired using Mcon products. The protection of building is not only about repairs but also about waterproofing the buildings. This was done with help of our strong product range of Concrete repair products and waterproofing systems. We have more than 19% contribution from these two product groups to our over all turnover.

We are a new entrant in the Décorative paint business and in a short span developed well. Also we have given some good quality protective coatings epoxy based as well as PU based to the infrastructure industry. The category of paint and protective coatings has given us more than 10% top line contribution in total turnover. Also this has ensured that our bottomlines have improved as well. We are sure that the way we have started this business in the first year, the coming years will see better volumes in this segment and give us better profits.

Mcon Rasayan has a strong portfolio of Concrete floor hardeners and we have done some fantastic and reputed projects with these. The famous Rani Baugh in Mumbai has been adorned a new look concrete flooring with help of Mcon flooring range.

Mcon rasayan has its own R&D centre and we are developing some high end products which are helping us in creating a niche market and also ensuring that we can retain our customers and also attract new customers.

**Form No. MR-3****SECRETARIAL AUDIT REPORT**For the financial year ended 31st March, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
MCON RASAYAN INDIA LIMITED,
101/A, 1st floor, Maxheal House,
Plot-169, CTS-104, Bangur Nagar
Goregaon West, near Ayyappa Temple,
Mumbai-400090

We have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **MCON RASAYAN INDIA LIMITED (CIN: U24304MH2016PLC286140)** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the **MCON RASAYAN INDIA LIMITED** books, papers, minute books, forms and returns filed and scanned copies of the documents, evidences of submission provided and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2023** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **MCON RASAYAN INDIA LIMITED** for the financial year ended on **31st March 2023**, according to the provisions of:

Regd. Address : Office No. 207, Building 3, Sector III, Millenium
Business Park, Mahape, Navi Mumbai, Maharashtra 400710
Email : divya.dsmco@gmail.com | Tel No. : +91 22 47500367

D. S. Momaya & Co. LLP
Company Secretaries
LLPIN : ABB-3110

www.dsmco.co.in

• Navi Mumbai

• Mumbai

• Pune

• Indore

• Aurangabad

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;- **Not Applicable**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;- **Not Applicable** and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable**

(vi) Following Laws applicable specially to the Company:

- (a) Environment (Protection) Act, 1986
- (b) Air (Prevention and Control of Pollution) Act, 1981
- (c) Water (Prevention and Control of Pollution) Act, 1974
- (d) Hazardous Wastes (Management and Handling) Rules, 1989
- (e) Labour Laws to the extent applicable
- (f) Factories Act, 1948
- (g) Industries (Development & Regulation) Act, 1951
- (h) Trade Marks Act, 1999
- (i) The Legal Metrology Act, 2009
- (j) Competition Act, 2002
- (k) The Bombay Shop & Establishment Act, 1948.

(vii) We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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

We further report that, the company has filed the forms and returns with Ministry of Corporate Affairs / Registrar of Companies under Companies Act 2013 or other authorities under other applicable laws within the prescribed time *and in case of delayed filing, Forms have been filed with additional fees.*

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

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

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that, the compliance by the Company of applicable financial Laws such as Direct and Indirect tax Laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same have been subject to review by statutory financial auditors, tax auditors and designated professional.

We further report that, the company has complied with all the committee meeting compliances and all the committee meetings were duly held during the year as required under the law.

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

We further report that during the audit period, *major decisions have been taken by the members in pursuance to section 180 of the Companies Act, 2013 and there were no other instances of:*

- a. Merger / amalgamation / reconstruction, etc.
- b. Foreign technical collaborations.

This Report is to be read with our letter of even date which is annexed as **Annexure I** and forms an integral part of this report.

Place: Navi Mumbai
Date: 29/05/2023

**For D.S. MOMAYA & CO. LLP,
Company Secretaries
FRN NO: L2022MH012300**

**SD/-
CS ABBAS JAWADWALA
Designated Partner
DPIN: 09597280, ACS No. 40723, CP No. 24937
UDIN: A040723E000407694**

Annexure- I to Secretarial Audit Report

To,
The Members,
MCON RASAYAN INDIA LIMITED,

Our Secretarial Audit Report for the Financial Year ended 31st March, 2023 is to be read along with this letter.

Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Navi Mumbai
Date: 29/05/2023

**For D.S. MOMAYA & CO. LLP,
Company Secretaries
FRN NO: L2022MH012300**

**SD/-
CS ABBAS JAWADWALA
Designated Partner
DPIN: 09597280, ACS No. 40723 ACS No. 40723, CP No. 24937
UDIN: A040723E000407694**

DEVANG KUMAR DAND & ASSOCIATES

CHARTERED ACCOUNTANTS

C-1002, Station Plaza, Near Bhandup Station, Bhandup (West), Mumbai - 400 078

Mobile : 98928 12362 Email: devang@kservice.co.in

INDEPENDENT AUDITORS REPORT

To

The Members,

MCON RASAYAN INDIA LTD.

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **Mcon Rasayan India Limited (Formerly known as "Mcon Rasayan Private Limited")** (hereinafter referred to as "**the Company**"), which comprise the balance sheet as at 31st March 2023, the statement of profit and loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :

- a) In the case of the Balance Sheet, of the state of affairs of the company as at **31st March, 2023** and
- b) in case of Profit and Loss Account, of the **Profit** of the Company for the year ended on that date.
- c) in case of Cash Flow Statement, cash flows for the year ended on that date.

Basis for Opinion

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

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

The Company's Board of Directors is responsible for the other information. The other information comprises the Board 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.

Responsibility of Management for Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.
- 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.

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

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

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

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable

As required by Section 143(3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. The Balance Sheet, the statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d. in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- e. On the basis of written representations received from the Directors, as on 31st March 2023 taken on record by the board of directors, none of the directors is disqualified as on 31st March 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial control over financial reporting
- g. With respect to the other matters to be included in the Auditor's report in accordance with the requirements of Sec 197(16) of the Act as amended, we report that : In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act
- h. With respect to the other matters to be included in the Auditor's report in accordance with the requirements of Sec 197(16) of the Act as amended, we report that : In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. the Company does not have any pending litigations which would impact its financial position in its standalone financial statements.
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. there were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(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;
 - iv. b) Whether the management has represented , that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds (which are material either individually or in the aggregate) 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; and
 - iv. c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations made under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.
- i. The Company has not declared any dividend during the year.

Place: **Mumbai**

Date: **29th May, 2023**

UDIN: **23151990BGQJZX2826**

For **DEVANG KUMAR DAND & ASSOCIATES**

CHARTERED ACCOUNTANTS

Firm Regn.No. 135250W

sd/-

(DEVANG KUMAR DAND)

PROPRIETOR

Membership No. 151990

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT ON THE STANDALONE FINANCIAL STATEMENT OF MCON RASAYAN INDIA LIMITED FOR THE YEAR ENDED 31ST MARCH 2023

In terms of the information and explanations given to us and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state as under:

(i) Property, Plant & Equipment and Intangible Assets:

- a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
- b) The Company has maintained proper records showing full particulars of intangible assets.
- c) Property, Plant and Equipment have been physically verified by the management at reasonable intervals; any material discrepancies were noticed on such verification and if so, the same have been properly dealt with in the books of account.
- d) According to the information and explanation given to us the title deeds of all the immovable properties. (Other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company.
- e) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
- f) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) Inventory and working capital:

- a) The stock of inventory has been physically verified during the year by the Management at reasonable intervals. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.
- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets.
- c) In our opinion and according to the information and explanations given to us, the monthly returns or statements comprising stock statements filed by the Company with such banks are in agreement with the unaudited books of account of the Company.

(iii) Investments, any guarantee or security or advances or loans given:

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year.

(iv) Loan to directors:

According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has not provided any guarantee or security as specified under Section 186 of the Companies Act, 2013. Further, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in relation to loans given and investments made.

(v) Deposits:

The company has not accepted any deposits from the public within the meaning of sections 73 to 76 or any relevant provisions of the 2013 act and the rules framed there under to the extent notified.

(vi) Maintenance of Cost Records:

According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products manufactured by it (and/or services provided by it). Accordingly, clause 3(vi) of the Order is not applicable.

(vii) Statutory Dues:

- a) The company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees’ State Insurance, Income Tax, Duty of Customs, GST, Cess and any other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, customs duty, excise duty and cess were in arrears, as at 31.03.23 for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, GST, excise duty and cess which have not been deposited on account of any dispute, except following:

TDS demand given below:

Year	Demand (Rs.)
2021-22	700
2017-18	240

(viii) Disclosure of Undisclosed Transactions:

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

(ix) Loans or Other Borrowings:

- Based on our audit procedures and according to the information and explanations given to us, The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- According to the information and explanations given to us, term loans were applied for the purpose for which the loans were obtained.
- On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(x) Money Raised by IPOs, FPOs:

- The Company has raised money by way of initial public offer during the year as follows :

No of Equity Shares issued during the year	17,10,000
Issue Price including Share Premium	40
Amount Raised (Rs. In Lakhs)	684
Amount Utilized : (Rs. in Lakhs)	
1. IPO Related Expenses	48
2. Funding Working Capital Requirement	271
3. To fund expenditure for General Corporate Purpose	188
Total Utilized (Rs. In Lakhs)	507

- During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.

(xi) Fraud:

- 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 fraud by the company or no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- No whistle blower complaints were received by the Company during the year.

(xii) Nidhi Company:

The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

(xiii) Related Party Transactions:

In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(xiv) Internal Audit System:

- a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

(xv) Non-cash Transactions:

According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) Registration under section 45-IA of RBI Act, 1934:

- a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

(xvii) Cash losses:

The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

(xviii) Resignation of statutory auditors:

There has been no resignation of the statutory auditors of the Company during the year.

(xix) Material uncertainty on meeting liabilities:

On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) Compliance of CSR:

According to the information and explanations given to us and based on our examination of the records of the company, the company has not required to spend amount towards Corporate Social Responsibility (CSR) as per the section 135 of companies' act, 2013, reporting under clause 3(xx)(a) of the Order is not applicable for the year.

Place: **Mumbai**

Date: **29th May, 2023**

UDIN: **23151990BGQJZX2826**

For **DEVANG KUMAR DAND & ASSOCIATES**

CHARTERED ACCOUNTANTS

Firm Regn.No. 135250W

sd/-

(DEVANG KUMAR DAND)

PROPRIETOR

Membership No. 151990

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT ON THE STANDALONE FINANCIAL STATEMENT OF MCON RASAYAN INDIA LIMITED FOR THE YEAR ENDED 31ST MARCH 2023**Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

We have audited the internal financial controls over financial reporting of Mcon Rasayan India Limited (“the Company”) as of 31st March, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, 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 Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls.

Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining 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.

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

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide 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 over financial reporting includes those policies and procedures that

- 1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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.

Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

Place: **Mumbai**

Date: **29th May, 2023**

UDIN: **23151990BGQJZX2826**

For **DEVANG KUMAR DAND & ASSOCIATES**

CHARTERED ACCOUNTANTS

Firm Regn.No. 135250W

sd/-

(DEVANG KUMAR DAND)

PROPRIETOR

Membership No. 151990

STANDALONE BALANCE SHEET AS AT MARCH 31, 2023

Sr No.	Particulars	Note	As at 31-Mar-23	As at 31-Mar-22
			(₹ In Lakhs)	(₹ In Lakhs)
A) EQUITY AND LIABILITIES				
1 Shareholders' Funds				
a)	Share Capital	3	630.38	150.00
b)	Reserves & Surplus	4	707.21	90.04
2 Non-current liabilities				
a)	Long Term Borrowings	5	355.94	214.96
b)	Deferred tax liabilities (net)		-	-
c)	Other Long Term Liabilities		-	-
d)	Long Term Provision	6	29.96	-
3 Current liabilities				
a)	Short Term Borrowings	7	491.31	525.89
b) Trade Payables				
i)	Due to Micro, Small and Medium Enterprises		164.62	191.15
ii)	Due to others		535.07	199.96
c)	Other Current Liabilities	9	77.65	55.10
d)	Short-Term Provision	10	38.88	17.36
TOTAL			3,031.01	1,444.47
B) ASSETS				
1 Non Current Assets				
a) Property, Plant & Equipment and Intangible Assets				
(i)	Property, Plant & Equipment	11	112.13	133.74
(ii)	Intangible Assets	11	0.38	0.45
(iii)	Capital work-in-progress	11	568.54	116.58
(iv)	Intangible assets under development		-	-
b)	Non-Current Investments	12	0.05	0.05
c)	Deferred Tax Assets (Net)	13	16.33	5.27
d)	Long Term Loans & Advances	14	0.60	0.67
e)	Other Non-Current Assets	15	208.20	10.08
2 Current Assets				
a)	Inventories	16	656.33	432.81
b)	Trade Receivables	17	1,026.79	516.19
c)	Cash & Cash Equivalents	18	27.74	8.80
d)	Short Term Loans & Advances	19	384.82	217.51
e)	Other Current Assets	20	29.10	2.32
TOTAL			3,031.01	1,444.47

As Per Our Report of Even Date
For **DEVANG KUMAR DAND & ASSOCIATES**
CHARTERED ACCOUNTANTS
Firm Regn.No. 135250W

(DEVANG KUMAR DAND)
PROPRIETOR
Membership No. 151990

Place: Mumbai
Date: 29th May, 2023

For and on Behalf of the Board
For **MCON RASAYAN INDIA LTD.**

(MAHESH BHANUSHALI)
MANAGING DIRECTOR
DIN: 07585072

(CHETAN BHANUSHALI)
WHOLE TIME DIRECTOR
DIN: 09341600

(VEENITA THAKKAR)
CHIEF FINANCIAL OFFICER

(KUNAL BORKAR)
COMPANY SECRETARY

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

Sr No.	Particulars	Note	For the year ended	For the year ended
			As at 31-Mar-23	As at 31-Mar-22
			(₹ In Lakhs)	(₹ In Lakhs)
1	Revenue from Operations (Gross)	21	3,104.97	1,921.65
2	Other Income	22	1.19	0.71
3	Total Revenue (1+2)		3,106.16	1,922.36
4	Expenses:			
	Cost of Material Consumed	23	1,402.91	1,114.32
	Changes in Inventories of Manufactured Goods	24	189.58	(133.38)
	Employee Benefit Expenses	25	361.78	218.82
	Finance Costs	26	78.09	42.89
	Depreciation and Amortization expense	11	37.72	32.07
	Other Expenses	27	882.48	578.60
	Total Expenses		2,952.56	1,853.32
5	Profit/(Loss) before Taxation		153.60	69.04
6	Tax Expense/ (benefit)			
	(a) Current Tax Expense		51.06	21.16
	(b) (Less) : MAT Credit		-	-
	(c) Short / (Excess) provision for tax relating to prior years		0.05	0.18
	(d) Net current tax expense		51.11	21.34
	(e) Deferred Tax		(11.05)	(1.84)
	Tax expense / (benefit)		40.06	19.50
7	Profit/(Loss) for the year		113.54	49.54
8	Earnings Per Share (Pre-Bonus):			
	Face Value of Rs.10/- each			
	Basic		2.62	3.30
	Diluted		2.62	3.30
	Earnings Per Share (Post-Bonus):			
	Face Value of Rs.10/- each			
	Basic		2.62	1.29
	Diluted		2.62	1.29
	Significant Accounting Policies	1 - 2		
	Accompanying notes to the Financial Statements	28 - 32		

As Per Our Report of Even Date
For DEVANG KUMAR DAND & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Regn.No. 135250W

(DEVANG KUMAR DAND)
PROPRIETOR
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Place: Mumbai
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For and on Behalf of the Board
For MCON RASAYAN INDIA LTD.

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(VEENITA THAKKAR)
CHIEF FINANCIAL OFFICER

(KUNAL BORKAR)
COMPANY SECRETARY

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

Sr No. Particulars	As at 31-Mar-23 (₹ In Lakhs)	As at 31-Mar-22 (₹ In Lakhs)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit (Net Loss) before taxation and extraordinary items:	153.60	69.04
Adjustments for:		
Depreciation	37.72	32.07
Provision For Gratuity	31.96	-
Finance Charges	78.09	42.89
Interest Received	(0.35)	(0.27)
Gain on sale of Fixed Asset	0.78	-
Loss on Sale of Fixed Asset	(0.72)	-
Cash generated from operations before Working Capital Changes	301.08	143.73
Adjustments for:		
Changes in Trade and Other Receivables	(510.61)	(154.83)
Changes in Trade and Other Payables	308.58	136.17
Changes in Inventories	(223.51)	(191.32)
Changes in other Current Assets	(205.15)	(143.54)
Changes in Current Liabilities	22.55	23.21
Changes in Non-Current Assets	(198.12)	(1.70)
Changes in Long Term Loans, Advances & Deposits	0.07	(0.99)
Cash generated from/(used in) Operations	(505.10)	(189.26)
Income Taxes paid (net)	(20.54)	(8.18)
Net Cash Flow from /(used in) Operating Activities	(525.64)	(197.44)
B. CASH FLOW FROM/ (USED IN) INVESTING ACTIVITIES		
Purchase of Fixed Assets	(474.67)	(150.23)
Sale of Fixed Assets	6.61	0.89
Interest Received	0.35	0.27
Net Cash from / (used in) Investing Activities	(467.71)	(149.07)
C. CASH FLOW FROM/ (USED IN) FINANCING ACTIVITIES		
Proceeds from Issue of Shares/Share Application Money.	984.00	-
Proceeds/(Repayment) from/of Short Term borrowings (net)	(34.59)	320.26
Proceeds/(Repayment) from/of Long Term Borrowings (net)	140.98	74.02
Finance Charges Paid	(78.09)	(42.89)
Dividend Paid	-	(1.50)
Net Cash from / (used in) Financing Activities	1,012.30	349.89
Net increase / (decrease) in Cash and Cash Equivalents	18.95	3.38

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

Sr No. Particulars	As at 31-Mar-23 (₹ In Lakhs)	As at 31-Mar-22 (₹ In Lakhs)
Cash and Cash Equivalents at the beginning of the year	8.80	5.43
Cash and Cash Equivalents at the end of the year	27.74	8.80
Components of cash and cash equivalent		
- Cash and cheques on hand	3.03	5.89
- With banks		
- On current account	24.71	2.90
- On deposit account unrestricted	-	-

As Per Our Report of Even Date
For DEVANG KUMAR DAND & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Regn.No. 135250W

(DEVANG KUMAR DAND)
PROPRIETOR
Membership No. 151990

Place: Mumbai
Date: 29th May, 2023

For and on Behalf of the Board
For MCON RASAYAN INDIA LTD.

(MAHESH BHANUSHALI)
MANAGING DIRECTOR
DIN: 07585072

(VEENITA THAKKAR)
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WHOLE TIME DIRECTOR
DIN: 09341600

(KUNAL BORKAR)
COMPANY SECRETARY

NOTES TO THE FINANCIAL STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2023

NOTE 1-2 - SIGNIFICANT ACCOUNTING POLICIES

1 COMPANY OVERVIEW

Mcon Rasayan India Limited (formerly known as "Mcon Rasayan Private Limited") is a Listed Company incorporated on 22nd September, 2016 vide CIN U24304MH2016PLC286140. The Company has been converted from Private Company to Public Company on 12th December, 2022. The Company is engaged mainly into the business of Manufacturing and selling of Modern building materials and Construction Chemicals.

2 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES & OTHER NOTES TO ACCOUNTS:**a) Basis of accounting and preparation of financial statements:**

- i) The accounts of the company have been prepared on going concern assumption and accrual basis of accounting.
- ii) These financial statements are prepared in accordance with the generally accepted accounting principles in India (Indian GAAP) under the historical cost convention as also on accrual basis. These financial statements have been prepared to comply with the accounting standards prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014 ('the Accounting Standards') and the relevant provisions of the Act (to the extent notified). In the light of Rule 4A of the Companies (Accounts) Rules 2014, the items contained in these financial statements are in accordance with the definitions and other requirements specified in the Accounting Standards.
- iii) All the items of income and expenditure having material bearing on the accounts are accounted for on accrual basis.

b) Operating Cycle:

All assets and liabilities have been classified as current and non-current as per normal operating cycle of the Company and other criteria set out in the Schedule III to the Companies Act, 2013. Based on nature of services, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

c) Use of estimates:

The preparation of the Standalone Financial Information in conformity with GAAP requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include computation of percentage of completion which requires the Company to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended, provisions for doubtful debts, future obligations under employee retirement benefit plans, income taxes, post-sales customer support and the useful lives of fixed tangible assets and intangible assets.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

d) Inventories:

- i) Inventories of Raw Material are carried at lower of cost or net realizable value on FIFO basis.
- ii) Stock in process is valued at cost including directly identifiable related overheads.
- iii) Cost of inventory comprises all costs of purchases, duties & taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition.

e) Property, Plant & Equipment:

- i) An item of Property, Plant and Equipment is recognised as an asset if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. Fixed Assets are

capitalized at acquisition cost, including directly attributable cost such as freight, Insurance and specific installation charges up to the point the asset is ready for its intended use.

ii) The cost comprises of - purchase price (net of GST) and any cost incurred which is directly attributable to bring the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

iii) Cost of Day to day servicing of Property, Plant and Equipment, which primarily include labour & Consumables are charged to the statement of profit & Loss under head repairs and Maintenance.

iv) An item of Property, Plant and Equipment are stated at cost Model accounting policy as at year end. i.e it is carried at its cost less any accumulated depreciation and any accumulated impairment losses.

v) Assets purchased for new project at Ambethi along with construction costs are not depreciated since factory is still under construction.

f) Depreciation and amortisation:

i) Depreciation on Property, Plant and Equipment is calculated on a WDV basis using the rates arrived at based on the useful lives of fixed assets specified by Schedule II to the Companies Act, 2013.

ii) The depreciation method used reflects the pattern in which the future economic benefits of the asset are expected to be consumed by the enterprise i.e the useful life of the assets.

iii) The residual value and the useful life of an asset is reviewed at each financial year-end and, if expectations differ from previous estimates, the change(s) is accounted for as a change in an accounting estimate in accordance with AS 5, Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies.

iv) Assets costing less than Rs 5,000 are depreciated at the rate of 100% and same is debited to statement of profit & loss.

g) Revenue recognition:

i) Sale of goods are recognised when the substantial risks and rewards of ownership in goods are transferred to the buyer, upon supply of goods, and raising of bill for the same.

ii) Sales are reflected at exclusive of Goods and Service Tax.

iii) Interest income is recognised on time proportion basis.

iv) Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and it can be reliably measured.

h) Investments

Investment that are readily realizable 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 (non-current investments).

Current investments are carried at cost or fair value, whichever is lower.

Long-term investments are carried at cost.

i) Retirement and other employee benefits:

(i) All short-term employee benefits are recognized at their undiscounted amount in the accounting period in which they are incurred. Company's contribution to Provident Fund & ESIC is accounted on accrual basis & charged to Profit & Loss Account.

(ii) Leave encashment does not form part of the retirement benefits to the employees therefore the same is not provided for.

(iii) In accordance with applicable Indian laws, the Company provides for gratuity. Gratuity provides a lump sum payment to vested employees, at retirement or termination of employment, an amount based on the respective employee's last drawn salary and the years of employment with the Company and future increments. Liability with regard to gratuity is accrued based on third party valuations at the balance sheet date. Gain or loss is recognized immediately in the statement of profit and loss as income or expense.

Notes to the Financial Statement for the Year Ended March 31, 2023

j) Taxation:

(i) Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the, Income Tax Act, 1961 enacted in India. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

(ii) Provision for taxation has been made considering the disallowable, exemptions and deductions and/or liabilities/credits and set offs available under the Income Tax / MAT as per The Law as laid down and interpreted by various authorities and in consistency with AS-22 "Taxes on Income" issued by ICAI.

(iii) Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. The changes and movements in Deferred Tax are given below:

Particulars	31-Mar-23 (₹ In Lakhs)	31-Mar-22 (₹ In Lakhs)
Opening Balance of Deferred Tax Asset	5.27	3.43
Add: Deferred tax Assets/ (Liability) created during the year	11.05	1.84
Closing Balance of Deferred Tax Asset	16.33	5.27

k) Provisions:

The Provision for all known liabilities are adusted and are not in excess of the amount considered reasonable necessary. A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

l) Earnings per Share:

The amount considered in ascertaining the Company's earnings per share constitutes the net profit after tax. The number of shares used in computing basic earnings per share is the weighted average number of share outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share and also the weighted average number of shares which could have been issued on conversion of all dilutive potential shares.

Particulars	31-Mar-23	31-Mar-22
Net Profit/(Loss) as per Profit and Loss Account (₹ In Lakhs)	113.54	49.54
Weighted average number of equity shares outstanding during the year in calculating basic EPS	43,26,134	38,43,750
Nominal value of shares	10	10
Earnings per share (Basic & Diluted)	2.62	1.29

Since, company does not have any convertible preference shares and debentures leading to same Basic EPS and Diluted EPS as calculated above.

Notes to the Financial Statement for the Year Ended March 31, 2023

m) Auditors' remuneration:

Particulars	31-Mar-23 (₹ In Lakhs)	31-Mar-22 (₹ In Lakhs)
Tax Audit fees	0.75	0.40
Statutory Audit Fees	1.00	0.43
Others	2.25	1.29
Total	4.00	2.12

n) Borrowing Cost:

Borrowing cost comprises Interest & Finance charges to the extent related / attributable to qualifying assets created in existing business. All new capital Assets Purchase during the year are put to use within one year, hence is not qualified as "Qualifying assets" in view of AS -16. As a result borrowing costs are charged to profit and loss account in the period of their accrual.

o) Impairment of Assets

Consideration is given at each balance sheet date to determine whether there is any indication of impairment of the carrying amount of the assets/Cash generating units. If any indication exists an impairment loss is recognised, when the carrying amount exceeds the greater of net selling price and present value in use.

p) Research & Development

Expenditure related to capital items is debited to fixed assets and depreciated at applicable rates. Revenue expenditure is charged to the Profit & Loss A/c. of the year in which they are incurred.

q) Cash and Cash equivalents

Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and in hand and short-term investment with an original maturity of twelve months or less.

r) Previous year's figures have been regrouped where necessary to confirm this year's classification.

s) The Trade Receivables, Trade Payables & Loans & Advances are subject to confirmation by the parties. In the opinion of the Board, the Current Assets are approximate of the value stated if realised in the ordinary course of business.

Notes to the Financial Statement for the Year Ended March 31, 2023

NOTE 3 : SHARE CAPITAL

	31-Mar-23		31-Mar-22	
	Number	Amount (₹ In Lakhs)	Number	Amount (₹ In Lakhs)
1 Authorised				
Equity Shares of Rs. 10/- each carrying voting rights & dividend rights	70,00,000	700.00	15,00,000	150.00
	70,00,000	700.00	15,00,000	150.00
2 Issued,Subscribed & Paidup				
Equity Shares of Rs. 10/- each, issued at par fully paid up	63,03,750	630.38	15,00,000	150.00
	63,03,750	630.38	15,00,000	150.00
3 Reconciliation of Number of Shares				
Outstanding at beginning of the year	15,00,000	150.00	15,00,000	150.00
Add: Issued during the year	7,50,000	75.00	0	0
Add: Bonus Shares Issued during the year	23,43,750	234.38	0	0
Add: Shares Issued during the year - Initial Public Offer on NSE Emerge	17,10,000	171.00	0	0
Less: Shares Bought back during the year	0	0	0	0
Outstanding at Closing of the year	63,03,750	630.38	15,00,000	150.00

4 Details of Shares held by each shareholder holding more than 5%

Name of Shareholder	Number	% of Holding	Number	% of Holding
Mahesh Bhanushali	35,00,285	55.53%	11,88,500	79.23%
Chetan Bhanushali	4,73,625	7.51%	2,10,500	14.03%
Europlus OneReality Private Limited	3,96,000	6.28%	-	0.00%
Total	43,69,910	69.32%	13,99,000	93.27%

5 Shareholding of Promoters

Promoter Name	31st March, 2023		
	Number of Shares	% of Total Shares	% Change during the year
Mahesh Bhanushali	35,00,285	55.53%	-23.47%
Puja Bhanushali	1,13,625	1.80%	-1.56%
Total	36,13,910	57.33%	-25.03%

Promoter Name	31st March, 2022		
	Number of Shares	% of Total Shares	% Change during the year
Mahesh Bhanushali	11,88,500	79.00%	0.00%
Puja Bhanushali	50,500	3.36%	0.00%
Total	12,39,000	82.36%	0.00%

Notes to the Financial Statement for the Year Ended March 31, 2023

NOTE 4 : RESERVES & SURPLUS

	31-Mar-23	31-Mar-22
	(₹ In Lakhs)	(₹ In Lakhs)
1 Surplus / (Deficit) in Statement of Profit and Loss		
Opening Balance	90.04	42.00
Add: Net Profit / (Net Loss) for the Year	113.54	49.54
Less: Dividend Expenses(F.Y. 2020-21)	0	1.50
Less: Issue of Bonus Shares	(121.88)	0
2 Securities Premium		
Opening Balance	0	0
Add: Additions from Shares issued during the year	225.00	0
Add: Additions from the IPO Proceeds	513.00	0
Less: Issue of Bonus Shares	(112.50)	0
Closing Balance	707.21	90.04

NOTE 5 : LONG TERM BORROWINGS

	31-Mar-23	31-Mar-22
	(₹ In Lakhs)	(₹ In Lakhs)
a) Secured		
1 Vehicle Loan		
From Bank	4.76	13.36
From Others	0.44	2.84
2 Term Loan		
From Bank	350.75	198.76
From Others	-	-
	355.94	214.96

Details of Security and Terms of Repayment:

Nature of Security	Terms of Repayment
Loan from HDFC Bank for Rs.14.67 Lakhs is Secured.	Loan is to be paid in 54 Equated Monthly Installments (EMIs) Starting from October 15, 2018
Loan from John Deere Financial for Rs.1.7 Lakhs is Secured.	Loan is to be paid in 36 Equated Monthly Installments (EMIs) Starting from July 9, 2021
Loan from John Deere Financial for Rs.7.3 Lakhs is Secured.	Loan is to be paid in 36 Equated Monthly Installments (EMIs) Starting from June 4, 2021
Loan from Yes Bank for Rs.36.22 Lakhs is Secured.	Loan is to be paid in 54 Equated Monthly Installments (EMIs) Starting from February 22, 2019
Loan from Yes Bank for Rs.20.00 Lakhs is Secured.	Loan is to be paid in 48 Equated Monthly Installments (EMIs) Starting from February 22, 2021
Loan from ICICI Bank for Rs.62.21 Lakhs is Secured.	Loan is to be paid in 79 Equated Monthly Installments (EMIs) Starting from July 31, 2021
Loan from ICICI Bank for Rs.66.90 Lakhs is Secured.	For Initial 24 months only interest amount is payable and for balance tenure Loan will be paid in 36 Equated Monthly Installments (EMIs) Starting from February 29, 2024
Loan from ICICI Bank for Rs.100.00 Lakhs is Secured.	Loan is to be paid in 84 Equated Monthly Installments (EMIs) Starting from April 30, 2022
Loan from ICICI Bank for Rs.82.55 Lakhs is Secured.	Loan is to be paid in 84 Equated Monthly Installments (EMIs) Starting from January 31, 2023
Loan from ICICI Bank for Rs.136.47 Lakhs is Secured.	Loan is to be paid in 84 Equated Monthly Installments (EMIs) Starting from January 31, 2023

Notes to the Financial Statement for the Year Ended March 31, 2023

NOTE 6 : LONG TERM PROVISION

	31-Mar-23	31-Mar-22
	(₹ In Lakhs)	(₹ In Lakhs)
1 Gratuity	29.96	-
	29.96	-

NOTE 7 : SHORT TERM BORROWINGS

	31-Mar-23	31-Mar-22
	(₹ In Lakhs)	(₹ In Lakhs)
a) Secured		
1 Cash Credit From Banks	324.93	337.50
b) Unsecured		
1 Loan from Directors and Related Parties	99.95	143.41
2 Unsecured Loans for Fixed Assets	-	0.53
c) Current Maturities of Long Term Borrowings	66.42	44.45
	491.31	525.89

NOTE 8 : TRADE PAYABLES

	31-Mar-23	31-Mar-22
	(₹ In Lakhs)	(₹ In Lakhs)
1 Total outstanding dues of micro enterprises and small enterprises	164.62	191.15
2 Total outstanding dues of creditors other than micro enterprises and small enterprises	535.07	199.96
	699.69	391.11

As at March 31, 2023

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 year	2-3 years	More than 3 years	Total
(i) Due to MSME	159.41	-	-	-	159.41
(ii) Due to Others	531.87	2.48	0.72	-	535.07
(iii) Disputed dues to MSME	-	-	5.21	-	5.21
(iv) Disputed dues to Others	-	-	-	-	0.00
Total	691.28	2.48	5.93	-	699.69

As at March 31, 2022

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 year	2-3 years	More than 3 years	Total
(i) Due to MSME	191.15	-	-	-	191.15
(ii) Due to Others	192.72	5.45	1.79	-	199.96
(iii) Disputed dues to MSME	-	-	-	-	0.00
(iv) Disputed dues to Others	-	-	-	-	0.00
Total	383.87	5.45	1.79	-	391.11

Notes to the Financial Statement for the Year Ended March 31, 2023

NOTE 9 : OTHER CURRENT LIABILITIES

	31-Mar-23	31-Mar-22
	(₹ In Lakhs)	(₹ In Lakhs)
1 Statutory Remittances	25.48	27.65
2 Outstanding Expenses	42.84	19.97
3 Advance from Debtors	0.58	0.48
4 Deposit Liability	8.75	7.00
	77.65	55.10

NOTE 10 : SHORT TERM PROVISION

	31-Mar-23	31-Mar-22
	(₹ In Lakhs)	(₹ In Lakhs)
1 Provision For Tax (Net of Advance Tax, TDS & TCS)	36.88	17.36
2 Gratuity	2.00	-
	38.88	17.36

Notes to the Financial Statement for the Year Ended March 31, 2023

NOTE-11 PROPERTY, PLANT AND EQUIPMENT & DEPRECIATION

Name Of Asset	Gross Block		Depreciation				Net Block		Net Block	
	As On 01-Apr-22 (₹ In Lakhs)	Additions during Year (₹ In Lakhs)	Deductions during Year (₹ In Lakhs)	As On 31-Mar-23 (₹ In Lakhs)	As On 01-Apr-22 (₹ In Lakhs)	For the Year (₹ In Lakhs)	Written off (₹ In Lakhs)	As on 31-Mar-23 (₹ In Lakhs)	As On 31-Mar-23 (₹ In Lakhs)	As On 31-Mar-22 (₹ In Lakhs)
TANGIBLE ASSETS										
Property at Sarigram (Leasehold Property)	42.45	-	-	42.45	15.84	2.62	-	18.46	23.99	26.61
Furnitures & Fixtures	16.25	0.69	-	16.94	6.88	3.98	-	10.86	6.08	9.37
Godown Renovation	0.99	-	-	0.99	0.44	0.06	-	0.50	0.49	0.55
Electric Installations	1.39	-	-	1.39	0.21	0.22	-	0.43	0.96	1.17
Plant & Machinery	99.15	8.72	0.02	107.84	48.85	9.95	-	58.80	49.04	50.30
Cube and Moulds	0.40	-	-	0.40	0.36	0.02	-	0.38	0.02	0.04
Conveyors	11.83	-	-	11.83	7.21	1.11	-	8.32	3.50	4.61
Compressor	0.52	-	-	0.52	0.48	(0.14)	-	0.34	0.18	0.04
Lab Equipment	1.15	2.60	-	3.75	0.14	0.84	-	0.97	2.78	1.01
Computers	5.85	7.25	-	13.10	2.22	4.97	-	7.19	5.91	3.63
Printers	0.30	-	-	0.30	0.03	0.17	-	0.20	0.10	0.27
Office Equipments	7.22	2.96	-	10.18	5.03	1.68	-	6.71	3.47	2.19
Vehicles	69.33	-	6.65	62.68	35.38	11.69	-	47.08	15.60	33.95
INTANGIBLE ASSETS										
Software	0.68	0.48	-	1.17	0.23	0.56	-	0.79	0.38	0.45
CAPITAL WORK-IN-PROGRESS										
Land at Ambethi (Not put to use)	115.67	364.40	-	480.07	-	-	-	-	480.07	115.67
Electric Installations at Ambethi (Not put to use)	0.90	8.91	-	9.81	-	-	-	-	9.81	-
Office Equipments at Ambethi (Not put to use)	-	0.16	-	0.16	-	-	-	-	0.16	-
Plant and Machinery at Ambhethi (Not put to use)	-	78.50	-	78.50	-	-	-	-	78.50	-
TOTAL	374.08	474.67	6.67	842.08	123.31	37.72	-	161.02	681.05	250.76
Previous Year	224.74	150.23	0.89	374.08	91.24	32.07	-	123.31	250.76	133.50

Note: There are no adjustments to Fixed Assets on account of borrowing cost and exchange differences. There is no revaluation of Fixed Assets.

Notes to the Financial Statement for the Year Ended March 31, 2023

NOTE 12 : NON CURRENT INVESTMENTS			31-Mar-23	31-Mar-22
			(₹ In Lakhs)	(₹ In Lakhs)
1	Investment in Equity Instruments (Non trade, unquoted, at cost) 250 shares of Bharat Co-Op Bank Ltd. (Face Value Rs. 20/- each)		0.05	0.05
Particulars			31-Mar-23	31-Mar-22
Carrying Value of Aggregate Amount of Quoted Investments			-	-
Market Value of Aggregate Amount of Quoted Investments			-	-
Aggregate Amount of Unquoted Investments			0.05	0.05
Aggregate Provision for Diminution in Value of Investments			-	-
Total			0.05	0.05
			0.05	0.05

NOTE 13 : DEFERRED TAX (LIABILITIES) / ASSETS			31-Mar-23	31-Mar-22
			(₹ In Lakhs)	(₹ In Lakhs)
1	On account of difference of WDV of property, plant & equipment as per Income Tax Act, 2013 and Companies Act, 2013		8.29	5.27
2	On account of expenses disallowed as per Income Tax Act, 2013		8.04	-
			16.33	5.27

NOTE 14 : LONG TERM LOANS, ADVANCES & DEPOSITS			31-Mar-23	31-Mar-22
			(₹ In Lakhs)	(₹ In Lakhs)
(Unsecured Considered Good)				
1	Balances with Government Authorities		0.60	0.67
			0.60	0.67

NOTE 15 : OTHER NON - CURRENT ASSETS			31-Mar-23	31-Mar-22
			(₹ In Lakhs)	(₹ In Lakhs)
1	Security Deposits		30.12	7.08
2	Fixed Deposits		178.08	3.00
			208.20	10.08

NOTE 16 : INVENTORIES			31-Mar-23	31-Mar-22
			(₹ In Lakhs)	(₹ In Lakhs)
(As Valued, Verified & Certified by the Management)				
1	Raw Materials (Valued at cost)		558.41	145.32
2	Finished Goods (Valued at Lower of Cost or NRV)		97.92	287.49
			656.33	432.81

Notes to the Financial Statement for the Year Ended March 31, 2023

NOTE 17 : TRADE RECEIVABLES

	31-Mar-23	31-Mar-22
	(₹ In Lakhs)	(₹ In Lakhs)
1 Unsecured Considered Good		
a) Outstanding for a period exceeding 6 months from the date they were due for payment	26.25	25.18
b) Others	1,000.55	491.02
	1,026.79	516.19

As at March 31, 2023

	Less Than 6 months	6 months - 1 years	1- 2 Years	2 - 3 years	More than 3 years	Total
(i) Undisputed Trade Receivables - Considered Good	1,000.51	7.58	3.08	0.20	6.14	1,017.51
(ii) Undisputed Trade Receivables - Considered Doubtful	0.04	0.04	1.11	0.70	0.14	2.03
(iii) Disputed Trade Receivables - Considered Doubtful	-	-	1.20	5.83	0.23	7.26
(iv) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-
Total	1,000.55	7.62	5.39	6.73	6.51	1,026.79

As at March 31, 2022

	Less Than 6 months	6 months - 1 years	1- 2 Years	2 - 3 years	More than 3 years	Total
(i) Undisputed Trade Receivables - Considered Good	491.00	4.97	0.99	0.12	7.54	504.62
(ii) Undisputed Trade Receivables -Considered Doubtful	0.02	0.82	1.94	1.54	-	4.32
(iii) Disputed Trade Receivables -Considered Doubtful	-	1.20	5.83	0.23	-	7.26
(iv) Disputed Trade Receivables -Considered Good	-	-	-	-	-	-
Total	491.02	6.99	8.76	1.89	7.54	516.19

NOTE 18 : CASH & CASH EQUIVALENTS

	31-Mar-23	31-Mar-22
	(₹ In Lakhs)	(₹ In Lakhs)
1 Cash on Hand	3.03	5.90
2 Balances with Banks: In Current Accounts	24.71	2.90
	27.74	8.80

NOTE 19 : SHORT TERM LOANS & ADVANCES

	31-Mar-23	31-Mar-22
	(₹ In Lakhs)	(₹ In Lakhs)
(Unsecured, Considered good)		
1 Advances recoverable in cash or in kind or for value to be received	347.17	211.94
2 Balances with Government Authorities	37.64	5.57
	384.82	217.51

Notes to the Financial Statement for the Year Ended March 31, 2023

NOTE 20 : OTHER CURRENT ASSETS

	31-Mar-23	31-Mar-22
	(₹ In Lakhs)	(₹ In Lakhs)
1 Prepaid Expenses	5.46	2.22
2 Amount held in Monitoring Agency Account	1.91	-
3 Other Receivables	21.73	0.10
	29.09	2.32

NOTE 21 : REVENUE FROM OPERATIONS

	31-Mar-23	31-Mar-22
	(₹ In Lakhs)	(₹ In Lakhs)
1 Sale of Products		
Local Sales	1,104.70	505.76
Interstate Sale	2,000.27	1,415.89
	3,104.97	1,921.65

NOTE 22 : OTHER INCOME

	31-Mar-23	31-Mar-22
	(₹ In Lakhs)	(₹ In Lakhs)
1 Interest on FD	0.35	0.27
2 Discount	0.06	0.14
3 Gain on Sale of Fixed Asset	0.78	0.30
	1.19	0.71

NOTE 23 : COST OF MATERIAL CONSUMED

	31-Mar-23	31-Mar-22
	(₹ In Lakhs)	(₹ In Lakhs)
1 Opening Stock Raw Material & Packing Material	145.32	87.38
Add: Raw Materials & Packing Material Purchased	1,816.00	1,172.26
Less: Closing Stock of Raw Material & Packing Material (As Verified, Valued & Certified by the Management)	558.41	145.32
	1,402.91	1,114.32

**NOTE 24 : CHANGES IN INVENTORIES
OF MANUFACTURED GOODS**

	31-Mar-23	31-Mar-22
	(₹ In Lakhs)	(₹ In Lakhs)
Opening Stock of Finished goods	287.49	154.11
Less: Closing Stock of Finished Goods (As Verified, Valued & Certified by the Management)	97.92	287.49
	189.58	(133.38)

NOTE 25 : EMPLOYEE BENEFIT EXPENSES

	31-Mar-23	31-Mar-22
	(₹ In Lakhs)	(₹ In Lakhs)
1 Salaries, Wages & Bonus	275.94	188.90
2 Directors Remuneration	42.00	24.77
3 Recruitment Expenses	2.04	2.06
4 Provident Fund Expenses	6.09	0.06
5 Incentive to Employees	3.60	2.62
6 ESIC Expenses	0.16	0.42
7 Gratuity Expenses	31.96	-
	361.78	218.82

NOTE 26 : FINANCE COST

	31-Mar-23	31-Mar-22
	(₹ In Lakhs)	(₹ In Lakhs)
1 Bank Charges & Credit Card Charges	18.36	8.56
2 Interest on Bank Cash Credit / Overdraft	29.62	20.69
3 Interest on Late Payment of TDS	0.66	0.19
4 Interest on Term Loan	26.85	8.75
5 Interest on Tempo loan	0.15	4.68
6 Interest on Late Payment	-	-
7 Interest on Income Tax	2.45	-
8 Interest on GST	-	0.03
	78.09	42.89

NOTE 27 : OTHER EXPENSES

	31-Mar-23	31-Mar-22
	(₹ In Lakhs)	(₹ In Lakhs)
1 Balance Written Off/ Rounding Off	0.79	0.51
2 Business Promotion Expenses	32.13	23.49
3 Commission Expenses	10.13	2.71
4 Computer Expenses	1.62	0.33
5 Conveyance & Travelling Expenses	21.84	14.39
6 Courier Charges	1.07	1.19
7 Discount Charges	5.19	-
8 Electricity Charges	15.60	10.01
9 Factory Expenses	105.88	56.35
10 Festival Expenses	0.29	1.09
11 Godown Expenses	3.85	2.65
12 Independent Directors Sitting fees	0.55	-
13 Insurance Expenses	2.90	1.76
14 Internal Audit Fees	0.30	-
15 Internet Expenses	0.41	0.32
16 IPO Expenses	53.85	-
17 License Expenses	0.09	0.03
18 Loading And Unloading Charges	12.64	10.31
19 Loss on Sale of Dumper Vehicle	0.72	-
20 Machine Repair & Maintenance	12.40	10.67
21 Membership Fees	0.22	0.20
22 Office Expenses	10.25	8.20
23 Other Expenses	0.66	0.34
24 Petrol/Diesel/Toll Expenses	114.69	115.36
25 Printing & Stationery	7.07	1.63
26 Product Expenses	1.35	0.21
27 Product Testing Charges	3.06	2.24
28 Professional Charges	52.56	62.41
29 Professional Tax	0.08	0.03
30 Property Tax	0.48	0.60

Notes to the Financial Statement for the Year Ended March 31, 2023

NOTE 27 : OTHER EXPENSES (Contd.)

	31-Mar-23	31-Mar-22
	(₹ In Lakhs)	(₹ In Lakhs)
31 R & D Department Expenses	0.77	-
32 Rent	20.08	6.24
33 Repairs & Maintenance	0.84	-
34 Roc Filing Charges	6.01	0.41
35 Staff Welfare expenses	10.49	10.83
36 Stereo Charges	-	0.17
37 Tax/Gst Expenses	1.14	0.13
38 TDS Expense	0.52	-
39 Telephone Charges	2.44	1.53
40 Trade Mark Registration Expense	0.40	0.09
41 Transportation Expenses	330.83	199.32
42 Travelling Expense	13.28	8.97
43 Vehicle Expenses	12.79	13.08
44 Website & Domain Charges	6.23	8.72
45 Auditors' Remuneration		
Tax Audit	0.75	0.40
Statutory Audit	1.00	0.43
Others	2.25	1.29
	882.48	578.60

NOTE 28 : DISCLOSURE UNDER AS-15

Provision is made for gratuity (unfunded) based upon actuarial valuation done for the Year ended March 31, 2023. Major drivers in actuarial assumptions, typically, are years of service and employee compensation. Commitments are actuarially determined using the 'Projected Unit Credit' method. Gains and losses on changes in actuarial assumptions are accounted for in the Statement of Profit and Loss.

I. ASSUMPTIONS:	For the Year ended March 31,2023	For the Year ended March 31,2022
Discount rate	7.50% p.a.	0.00
Salary Growth Rate	7.00% p.a.	0.00
Withdrawal Rates	10.00% p.a at younger ages reducing to 2.00% p.a% at older ages	0.00
Retirement	60 years	0.00
II. CHANGE IN THE PRESENT VALUE OF DEFINED BENEFIT OBLIGATION:	March 31,2023	March 31,2022
	(₹ in Lakhs)	(₹ in Lakhs)
Defined Benefit Obligation at beginning of the year	-	-
Current Service Cost	16.69	-
Interest cost	3.57	-
Benefits Paid	-	-
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	(0.88)	-
Actuarial (Gains)/Losses on Obligations - Due to Experience	12.58	-
Defined Benefit Obligation as at end of the year	31.96	-

NOTE 28 : DISCLOSURE UNDER AS-15 (Contd.)

	For the Year ended March 31,2023	For the Year ended March 31,2022
III. AMOUNT RECOGNIZED IN THE BALANCE SHEET:		
Net liability as at beginning of the year	-	-
Net expense recognized in the Statement of Profit and Loss	31.96	-
Benefits Paid	-	-
Net Liability/(Asset) Transfer In	-	-
Net liability as at end of the year	31.96	-
IV. EXPENSES RECOGNISED		
Current Service Cost	16.69	-
Interest Cost	3.57	-
Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	-	-
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	(0.88)	-
Actuarial (Gains)/Losses on Obligations - Due to Experience	12.58	-
Expense charged to the Statement of Profit and Loss	31.96	-
V. EXPERIENCE ADJUSTMENTS		
On Plan Liability (Gains)/Losses	11.70	-

VI) The estimates of rate of salary increase considered in the actuarial valuation takes into account inflation, seniority, promotion and all other relevant factors including supply and demand in the employment market.

VII) The company operates an unfunded gratuity plan wherein employees are entitled to the benefit as per scheme of the company for each completed year of service. The same is payable on retirement or termination whichever is earlier. The benefit vests only after five years of continuous service.

NOTE 29 : DETAILS OF RELATED PARTY TRANSACTION

Relationship:

Particulars**a) Key Management Personnel**

Mahesh Bhanushali

Puja bhanushali - Proprietor of R K Traders

Chetan Bhanushali - Proprietor of Mcon Building Solution

(Chetan Bhanushali is appointed as director w.e.f 30/09/2021)

b) Associates

Chetan Bhanushali - Proprietor of Mcon Building Solution (Upto 30/09/2021)

Nilam Bhanushali - Proprietor of Aeon Colors & Chemicals

* Transactions carried out with Chetan Bhanushali for the period 2021-22 are shown under Key Management Personnel

Notes to the Financial Statement for the Year Ended March 31, 2023

NOTE 29 : DETAILS OF RELATED PARTY TRANSACTION (Contd.)	31-Mar-23 (₹ In Lakhs)	31-Mar-22 (₹ In Lakhs)
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Transactions carried out with the related parties in the ordinary course of business:

Particulars**With Key Management Personnel**a) **Loan Taken**

Opening Balance	143.41	4.96
Loan Taken	138.67	180.61
Add: Interest	-	-
Loan Repaid	32.13	42.16
Loan Converted to Share Capital	150.00	-
Closing Balance	99.95	143.41
b) Director's Remuneration	42.00	24.77
c) Purchase of Goods	17.36	24.06
d) Salary	-	5.69
e) Sale of Goods	1,428.98	1,098.22

With Associatesa) **Loan Taken**

Opening Balance	-	1.75
Loan Taken	-	2.00
Add: Interest	-	-
Loan Repaid	-	3.75
Loan Converted to Share Capital	-	-
Closing Balance	-	-

NOTE 30 : DETAILS OF CONTINGENT LIABILITIES & COMMITMENTS

Particulars	For the year ended 31-Mar-23 (₹ In Lakhs)	For the year ended 31-Mar-22 (₹ In Lakhs)
I. Contingent Liabilities		
(a) claims against the company not acknowledged as debt*;	-	-
(b) guarantees excluding financial guarantees; and	-	-
(c) other money for which the company is contingently liable.	-	-
II. Commitments-		
(a) estimated amount of contracts remaining to be executed on capital account and not provided for	-	-
(b) uncalled liability on shares and other investments partly paid	-	-
(c) other commitments	-	-

Note: The above details should be read with the significant accounting policies and notes to summary, statement of assets & liabilities, profits and losses and cash flows

Notes to the Financial Statement for the Year Ended March 31, 2023

NOTE 31: DUES OF SMALL ENTERPRISES
AND MICRO ENTERPRISES:

	For the Year ended March 31,2023	For the Year ended March 31,2022
	(₹ In Lakhs)	(₹ In Lakhs)
(a) Dues remaining unpaid to any supplier at the end of each accounting year		
- Principal	164.62	191.15
- Interest on the above	-	-
(b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
(c) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
(d) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

Note 1: The Company has not accounted for interest provisions as per MSMED Act, 2006 as the company has made payments to MSME Vendors within contractual period which is exceeding the contractual time-limit as per MSMED Act, 2006 and the amount payable to them are agreed between the company and the vendors considering the contractual credit period and hence, no interest is payable.

Note 2: Micro enterprises and small enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 have been determined based on the confirmations received in response to intimation in this regard sent by company to the suppliers.

Note 3: Micro, Small and Medium Enterprises in terms of section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 have been determined to the extent such parties have been identified on the basis of information available with the company.

NOTE 32: ADDITIONAL REGULATORY INFORMATION
AS PER PARA Y OF SCHEDULE III TO COMPANIES ACT, 2013:

- i. The Company does not have any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the company.
- ii. The Company has not revalued its Property, Plant and Equipment.
- iii. "The Company has not granted loans or advances in the nature of loans are granted to promoters, Directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are:
 - (a) repayable on demand or
 - (b) without specifying any terms or period of repayment"

iv. Capital work-in-progress:-
Ageing of Capital work-in-progress:-
(₹ In Lakhs)

CWIP	As at March 31, 2023				
	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress	451.96	116.58	-	-	568.54
Projects temporarily suspended	-	-	-	-	-

Notes to the Financial Statement for the Year Ended March 31, 2023

Ageing of Capital work-in-progress:-

(₹ In Lakhs)

CWIP	As at March 31, 2022				
	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress	116.58	-	-	-	116.58
Projects temporarily suspended	-	-	-	-	-

- v. The Company does not have any intangible assets under development.
- vi. No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- vii. There is a difference in Inventories filed by the Company with banks or financial institutions due to error while calculating closing stock while providing to bank.
- viii. The company is not declared as wilful defaulter by any bank or financial institution or other lender.
- ix. The company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- x. There are no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.
- xi. The company does not have any investments and hence, compliance 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 is not applicable.
- xii. Significant Accounting Ratios:

Ratios	For the year ended March 31,2023	For the year ended March 31,2022	Variation (%)
(a) Current Ratio	1.63	1.19	36.54%
(b) Debt-Equity Ratio	0.63	3.09	(79.48%)
(c) Debt Service Coverage Ratio*	0.25	0.16	57.07%
(d) Return on Equity Ratio*	0.14	0.23	(37.24%)
(e) Inventory turnover ratio*	5.70	5.70	0.04%
(f) Trade Receivables turnover ratio*	4.02	4.38	(8.10%)
(g) Trade payables turnover ratio*	3.33	3.63	(8.25%)
(h) Net capital turnover ratio*	6.18	10.15	(39.16%)
(i) Net profit ratio	0.04	0.03	41.84%
(j) Return on Capital employed*	0.10	0.11	(8.51%)
(k) Return on investment	0.00	0.09	(97.82%)

Reasons for Variation more than 25%:

- (a) Current Ratio: The company has received funds from IPO in the current year which resulted into paying of Creditors hence increase in Current Ratio
- (b) Debt-Equity Ratio: The company has received funds from IPO in the current year which resulted in reduction in Debt Equity Ratio
- (c) Debt Service Coverage Ratio : This ratio has increase due to increase in profitability and earnings in the current year as compared with the earlier year.
- (d) Return on Equity Ratio : This ratio has decreased due to issue of shares by company in IPO
- (e) Net Capital Turnover Ratio : The Company Sales Turnover has increased during the year, Fixed Costs remaining same additional sales leads to better profitability for the year
- (f) Net Profit Ratio : The Company Sales Turnover has increased during the year, Fixed Costs remaining same additional sales leads to better profitability for the year
- (g) Return on Investment : This ratio has decreased since company has created FD during the month of March, 23 while corresponding interest income is recognised only for small period resulting in base of Investment being larger then income

Notes to the Financial Statement for the Year Ended March 31, 2023

- xiii. The Company does not have any scheme of arrangements which has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.
- xiv. A. No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- B. No funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.



CIN NO: U24304MH2016PLC286140

Certified Company : An ISO 9001 : 2015 - An ISO 14001 : 2015 - AN BS OHSAS 45001 : 2018

MCON RASAYAN INDIA LTD.

Trusted Partner In Construction Chemicals

NOTICE IS HEREBY GIVEN THAT THE SEVENTH (7TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF MCON RASAYAN INDIA LIMITED (“COMPANY”) WILL BE HELD ON FRIDAY, 29TH SEPTEMBER 2023 AT 11.00 AM IST THROUGH VIDEO CONFRENCING AT (VC) / OTHER AUDIO VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Reports of the Board of Directors and the Statutory Auditors' thereon.
2. To consider and re-appoint Mrs. Puja Bhanushali (DIN – 07586657), Non-Executive Non-Independent Director, who retires by rotation and being eligible, offers herself for re-appointment.

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Puja Bhanushali (DIN – 07586657), Non-Executive, Non-Independent Director, who retires by rotation, be and is hereby re-appointed as a Director liable to retire by rotation.”

Special Business:

3. Approve payment of Commission to Non-Executive Directors:

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

“RESOLVED THAT pursuant to Section 197, 198, and all other applicable provisions of the Companies Act, 2013 (“Act”) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals, permissions and sanctions, as may be required and as per recommendation from Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for payment of remuneration to Non-Executive Directors (other than the Managing Director and Whole-time Director of the Company) such sum by way of commission as the Board of Directors may from time to time determine based on performance and guidelines of the Company, provided however that the commission paid to such Directors in any financial year shall not exceed 1% of the net profits of the Company in terms of Section 197 of the Act, and computed in the manner referred to in Section 198 of the Act.

RESOLVED FURTHER THAT notwithstanding anything herein, where in any financial year the Company has no profits or its profits are inadequate, commission may be paid to Non-Executive Directors subject to provisions of schedule V of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard.”

4. Approve remuneration of Mr. Nandan Pradhan (DIN: 09828134) being whole time director of the company:

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

“RESOLVED THAT in terms of provisions contained in Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, and the Articles of Association of the Company and in furtherance of the special resolution passed in the Extra-Ordinary General Meeting held on December 19, 2022, such other approvals as may be necessary, and as per recommendation from the Nomination and Remuneration Committee and the Board of Directors, the Members of the company hereby approves the payment of remuneration to Mr. Nandan Pradhan (DIN: 09828134), Whole-time Director, as set out in the Explanatory Statement, for the period April 1, 2023 to March 31, 2024, notwithstanding that such remuneration may exceed 5% (five percent) being the limit specified under Section 197 and Schedule V of the Act in case of inadequacy or absence of profits, calculated in accordance with the applicable provisions of the Companies Act, 2013.

Corporate Office : 101-A, Maxheal House, Banger Nagar, Goregaon West, Mumbai - 400 090.

Register Office: Gala No. 6, Bardanwala Estate, Bandvali Hill, Road, Jogeshwari (W), Mumbai - 400 102.

Factory: Unit I - Plot No. 801, GIDC, Sarigam, Dist. Valsad, Gujarat, INDIA.

Unit II - Plot No. 1187, Survey No. 1656 B/1, Vasda Road, Chikhli, Gujarat, INDIA.

CONSUMER CARE NO. : 022 - 26790031 **EMAIL ID :** infor@mconrasayan.com |

VISIT US : www.mconrasayan.com



CIN NO: U24304MH2016PLC286140

Certified Company : An ISO 9001 : 2015 - An ISO 14001 : 2015 - AN BS OHSAS 45001 : 2018

MCON RASAYAN INDIA LTD.

Trusted Partner In Construction Chemicals

FURTHER RESOLVED THAT save and except as aforesaid, all other existing terms and conditions of appointment and remuneration of Mr. Nandan Pradhan (DIN: 09828134), Whole-time Director passed at the Extra-Ordinary General Meeting held on December 19, 2022 shall continue to remain in full force and effect.

FURTHER RESOLVED THAT the Board (which will include its committee thereof) be and is hereby authorised to vary and /or revise the remuneration of Mr. Nandan Pradhan within limits permissible under the Act and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.

For MconRasayan India Limited
Mr. Mahesh Bhanushali
Managing Director
DIN: 07585072

Date: 1st September 2023
Place: Mumbai

Corporate Office : 101-A, Maxheal House, Banger Nagar, Goregaon West, Mumbai - 400 090.
Register Office: Gala No. 6, Bardanwala Estate, Bandvali Hill, Road, Jogeshwari (W), Mumbai - 400 102.

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CONSUMER CARE NO. : 022 - 26790031 **EMAIL ID :** infor@mconrasayan.com |

VISIT US : www.mconrasayan.com

NOTES:

1. Pursuant to General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, NO. 20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 02/2022 dated May 5, 2022 and No. 10/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'), the Company is convening the 7th Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio Visual Means (OAVM) and the members can attend and participate in the e-AGM through VC/OAVM facility.
2. The Statement as required under Section 102 of the Act relating to the Special Businesses to be transacted at the AGM is annexed hereto. Further, the explanatory statement relating to Ordinary Business in item no. 2 to be transacted at the AGM is also annexed hereto.
3. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and MCA Circulars, the Company is providing facility of Remote e-voting (E-voting from a place other than venue of the Meeting) and E-voting during AGM, to its Members in respect of the businesses to be transacted at the AGM.
For this purpose, necessary arrangements have been made by the Company with NDSL to facilitate Remote e-voting and E-voting during AGM. The instructions for the process to be followed for Remote e-voting and E-voting during AGM is forming part of this Notice.
4. Pursuant to Section 105 of the Act and Rule 19 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), a member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote, instead of himself / herself and the proxy need not be a Member of the Company. However, pursuant to MCA Circulars, since the AGM will be held through VC / OAVM, the physical attendance of Members in any case has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form is not annexed to this Notice.
5. Pursuant to Section 113 of the Act, representatives of Corporate Members may be appointed for the purpose of voting through Remote e-voting or for participation and voting in the AGM to be conducted through VC / OAVM. Corporate Members intending to attend the AGM through their authorised representatives are requested to send a Certified True Copy of the Board Resolution and Power of Attorney, (PDF / JPG Format), authorizing its representative to attend and vote on their behalf at the AGM. The said Resolution / Authorisation shall be sent to the Company by e-mail through its registered e-mail address at compliance@mconrasayan.com with a copy marked to evoting@nsdl.co.in.
6. Further, Securities and Exchange Board of India (SEBI), vide its Circulars dated May 20, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 (SEBI Circulars) and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). In the view of the above, Notice of AGM has been uploaded on the website of the Company at <https://www.mconrasayan.com/>. The Notice can also be accessed from the website of the Stock Exchange i.e. <https://www.nse.com/>.
7. In compliance with the applicable provisions of the Companies Act, 2013 (the Act), the Listing Regulations and MCA Circulars, the 7th AGM of the Company is being held through VC/OAVM on Friday, 29th September 2023 at 11.00 AM (IST). The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at 101/A, 1ST FLOOR, MAXHEAL HOUSE, PLOT-169, CTS-104 BANGUR NAGAR, GOREGAON WEST, NEAR AYYAPP A TEMPLE, MUMBAI MH 400090 IN.
8. In case any member faces any difficulty in joining the meeting, please reach out to Mrs. Veenita Thakkar at compliance@mconrasayan.com or on her contact number +91 9833408978.
9. Please note that the proceedings at the meeting held through VC will be recorded for future record and audit purposes and for disclosure of the same on the website of the Company.
10. The Notice is being electronically sent to all the members of the Company, whose names appear on the Register of Members/List of Beneficial Owners as on September 01, 2023.
11. Process for registration of e-mail ID for obtaining Annual Report in electronic mode and User ID / password for E-voting is annexed to this Notice.
12. The Relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode. Members can inspect the same up to the date of AGM, by sending an e-mail to the Company at compliance@mconrasayan.com.
13. The Company has appointed M/s D. S. Momaya And Co. LLP, Practicing Company Secretaries, as the Scrutinizer for scrutinizing the Remote e-voting and E-voting process to ensure that the process is carried out in a fair and transparent manner.

14. The Member whose name appears in the Register of Members / Beneficial Owners maintained by the Depositories as on cut-off date i.e. Friday, September 22, 2023 will only be considered for the purpose of Remote e-voting and E-voting.
15. The Remote e-voting facility commences on Monday, September 25, 2023 at IST 9.00 a.m. and ends on Thursday, September 28, 2023 at IST 5.00 p.m. The Remote e-voting shall be disabled by NSDL after aforesaid period.
16. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Members / Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Friday, September 22, 2023.
17. The Register of Members of the Company and Share Transfer Books shall remain closed from Friday, September 22, 2023 to Friday, September 29, 2023 (both day inclusive) for the purpose of Annual General meeting of the Company.
18. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
19. The Members attending the AGM should note that those who are entitled to vote but have not exercised their right to vote by Remote e-voting, may vote during the AGM through E-voting for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by Remote e-voting may attend the AGM but shall not vote at the AGM.
20. A person who is not a Member as on the cut-off date i.e. Friday, September 22, 2023 should treat this Notice for information purpose only.
21. Additional Information of Directors seeking appointment / re-appointment at the ensuing AGM, as required under Clause 1.2.5 of the Secretarial Standard-2 on General Meetings ("SS-2"), is annexed to the Notice.
22. Since the AGM will be held through VC / OAVM, the Route Map and Attendance Slip are not annexed to this Notice.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, 25th September, 2023 at 9:00 A.M. and ends on Thursday, 28th September, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 22nd September 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22nd September 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:


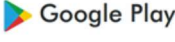

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e.

	<p>your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#): (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to divya.dsmco@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Tejas Chaturvedi at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance@mconrasayan.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance@mconrasayan.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGHVC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views or have any questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at compliance@mconrasayan.com from 18th September 2023, 9.00 AM till 22nd September 2023 5.00 PM. The same will be replied by the company suitably. Shareholders who would like to express their views or have any questions are requested raise query or share views within time limit of three minutes for the benefits of other members.

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“ACT”)****ITEM NO. 2**

In terms of the provisions of Section 152 of the Companies Act, 2013 (“Act”) and in accordance with the Articles of Association of the Company, two-third of the total number of Directors, excluding Independent Directors, are liable to determination by retirement of directors by rotation, out of which, one-third shall retire. The Directors who are liable to retire by rotation would be those who have been longest in office since their last appointment.

Accordingly, Mrs. Puja Bhanushali, non-executive and non-independent director is liable to retire by rotation. Mrs. Puja Bhanushali being longest in the office will retire by rotation and would be eligible for re-appointment in this AGM. As non-executive director, she is eligible for sitting fees and commission as per provisions of companies act as applicable.

Brief profile of Mrs. Puja Bhanushali is as follows:

Puja holds Master’s Degree in Commerce with more than 10 years of experience in the handling of Family owned business. She has core interest in the areas of Finance, accounting and taxation. She has handled the business function of Accounts in MconRasayan with great efficiency and ensured that it remains a profitable business. She is an ideal example of woman empowerment and has ensured that major team of Accounts and Finance is driven by females. Under her able leadership, the accounting team has created a strong internal audit system to ensure that every rupee is used efficiently. A combination of home maker and businesswoman, Puja has been the backbone of our Managing Director – Mr. Mahesh Bhanushali.

Save and except Mrs. Puja Bhanushali who is appointee, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives except to the extent of their shareholding, if any, in the Company are concerned or interested, financial or otherwise, in said Resolution except Mr. Mahesh Bhanushali and Mr. Chetan Bhanushali.

Additional Information of Director seeking re-appointment at the Eighth Annual General Meeting pursuant to Secretarial Standards:

Name of the Director	Mrs. Puja Mahesh Bhanushali
DIN	07586657
Date of Birth	22nd April 1986
Qualifications	Masters in Commerce
Date of Appointment on the Board	22nd September 2016
Remuneration last drawn	Nil
Brief Profile	Puja holds Masters Degree in Commerce with more than 10 years of experience in the handling of Family owned business. She has core interest in the areas of Finance, accounting and taxation. She has handled the business function of Accounts in Mcon Rasayan with great efficiency and ensured that it remains a profitable business. She is an ideal example of woman empowerment and has ensured that major team of Accounts and Finance is driven by females. Under her able leadership, the accounting team has created a strong internal audit system to ensure that every rupee is used efficiently. A combination of home maker and businesswoman, Puja has been the backbone of our Managing Director – Mr. Mahesh Bhanushali.
Terms and conditions of appointment/ reappointment	As per the resolution at Item No. 2 of the Notice convening this Meeting read with the Explanatory Statement
Directorships held in other companies (excluding foreign companies) as on date	Not Applicable
Shareholding in the Company (Equity)	1,13,625
Relationship with other Directors/Manager/Key Managerial Personnel	1. Wife of Mr. Mahesh Bhanushali, MD and Chairman 2. Sister-in-law of Mr. Chetan Ravji Bhanushali, WTD
Memberships of committees across companies (only Statutory Committees as required to be constituted under the Act considered)	Mcon Rasayan India Limited • Nomination And Remuneration Committee
Number of Board meetings attended during the FY 2022-23	Nineteen out of Nineteen

ITEM NO. 3

The Non-Executive Directors are eligible to get sitting fees and commission subject to provisions of The Companies Act 2013. It is proposed to obtain fresh approval from the Members for payment of remuneration to Non-Executive Directors a sum not exceeding 1% of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Companies Act'2013 and other applicable provisions.

In view of the above, the Board of Directors of the Company at their meeting held on 1st September 2023, recommended for the approval of the Members, payment of remuneration by way of commission to the Non-Executive Directors of the Company not exceeding overall limits under section 197 of the Act. The payment of commission would be in addition to the sitting fees payable for attending Meetings of the Board and Committees thereof.

Accordingly, the Board of Directors recommends the passing of Special resolution in relation to payment of Commission to Non-Executive Directors as set out at Item No. 3 of this Notice for the approval of the Members of the Company.

Except the Non-Executive Directors, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 4

The Members of the Company at the Extra-ordinary General Meeting held on December 19, 2022 had appointed Mr. Nandan Pradhan (DIN: 09828134) as Whole-time Director of the Company effective from December 19, 2022 for a period of five years.

Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a company having inadequate/no profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.

The details of remuneration payable to Mr. Nandan Pradhan (DIN: 09828134), Whole-time Director for the period April 01, 2023 to March 31, 2024:

1.	Monthly Basic Salary	1534002.00
2.	Monthly HRA	767003.00
3.	Monthly other Allowances	786504.00
4.	Monthly Medical Allowances	1250.00
	Total Gross Monthly Salary	310000.00

1. He shall be entitled to the perquisites, benefits, and allowance as may be decided by Board and/or Nomination and Remuneration Committee from time to time;
2. In addition to above, he shall be entitled for Company's contribution to provident Fund, leave encashment and payment of gratuity as per the HR policy of the Company;
3. Mr. Nandan Pradhan shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof;
4. The perquisites shall be valued in terms of actual expenditure incurred by the Company and shall be evaluated wherever applicable as per Income Tax Act, 1961 or rules made thereunder and any modification thereof.

In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in this financial year Mr. Nandan Pradhan shall be entitled to a minimum remuneration comprising salary, perquisites and benefits as detailed above subject to such revisions as may be approved by the Board from time to time during the period.

Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No.4 is annexed hereto.

Other than Mr. Nandan Pradhan, none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution. Pursuant to the recommendations of Nomination and Remuneration Committee, your directors recommend the Resolution set out in Item No.4 as a Special Resolution for your approval.

Statement containing additional information as required in Schedule V of the Companies Act, 2013 –**Mr. Nandan Pradhan****A) General Information:**

1. Nature of Industry	Civil Engineering and Construction Chemicals
2. Date or expected date of commencement of commercial production	Existing Company in operation since 2016.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4. Financial performance based on given indicators	In the financial year 2022-23, the Company made a turnover of INR 3104.97 lakhs and Profit of INR 113.54 lakhs after tax.
5. Foreign Investments or collaborations, if any	Not Applicable

B) Information about Appointee:

1. Background details:	Nandan Pradhan is Executive Director of Mcon Rasayan and is at helm of everything happening around the organisation. As a Mentor and Executive Director of Mcon Rasayan, Nandan's work profile is mix of planning, strategizing, execution, training & motivating team members and ensuring productivity in each area of company operations. At times, he wears different hats for different profiles in order to reach the set goals. The core work is to optimize and manage the limited resources (in terms of people & production capacity) to achieve the long term goals.
2. Past remuneration	Rs. 2,60,000/- per month
3. Recognition or awards	<ul style="list-style-type: none"> • Business Transformation Award from DRYCOTEC • Best Leader Award from Smmart Organisation • Business Icon Of India award from ICRP
4. Job profile and his suitability	Nandan Pradhan has strong network in the Construction Industry and a diverse business experience adding on the knowledge of all modern technologies, software and latest global products gives Mcon Rasayan the edge in this competitive industry. Nandan Pradhan has more than 25 years of Corporate experience and been awarded with some reputed accolades during his stint.
5. Remuneration proposed	As stated in the Explanatory Statement at Item No.4 of this Notice
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Not Available
7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Not Applicable

Other Information:

1. Reasons of loss or inadequate profits	Not Applicable
2. Steps taken or proposed to be taken for improvement	Not Applicable
3. Expected increase in productivity and profits in measurable terms	Not Applicable

For Mcon Rasayan India Limited
Mr. Mahesh Bhanushali
Managing Director
DIN: 07585072

Date: 1st September 2023**Place: Mumbai**



MCON RASAYAN INDIA LTD.
Trusted Partner In Construction Chemicals

Register Office : 101 - A, Maxheal House, Bangur Nagar, Goregaon West, Mumbai - 400104.

Consumer Care No : 022 - 26790031/+91 8976907887 Email ID : Info@mconrasayan.com

Visit Us : www.mconrasayan.com