

# **BOBSHELL ELECTRODES LIMITED**

## **29<sup>th</sup> Audited Annual Report**

**FOR THE YEAR 2022 - 23**

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COMPANY REGISTRATION NO.: 04-023275

CIN NO.: L29308GJ1994PLC023275

Registered with Registrar of Companies, Gujarat State

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### **BOBSHELL ELECTRODES LIMITED**

**REGISTERED OFFICE**

**B-505, FAIRDEAL HOUSE, OPP. : ST. XAVIERS' LADIES HOSTEL,  
SWASTIK CROSS ROADS, NAVRANGPURA, AHMEDABAD, GUJARAT-380009, INDIA.**

**Email – bobshellahm@yahoo.in ● Website - www.bobshell.net**

**Phone No – 079 – 26441025, 26444525 ● Fax – 079 – 26563724**

**BOBSHELL ELECTRODES LIMITED**

**29<sup>th</sup> ANNUAL REPORT**

<b>CIN</b>	:	L29308GJ1994PLC023275
<b>BOARD OF DIRECTORS</b>	:	Shri Shailesh M Joshi                      Chairman, Managing Director Independent Director Shri Kamlesh M Shah                      Independent Director Shri Anish Shah                              Director Smt. Mudraben Pathak                      (Women Director)
<b>REGISTERED OFFICE</b>	:	B-505, Fairdeal House, Opp. ST.Xaviers' Ladies Hostel, Swastik Char Rasta, Navrangpura , Ahmedabad- 380009.
<b>ADMINISTRATIVE OFFICE</b>	:	802, 8TH Floor, Swagat Building, Near Lal Bunglow, C.G.Road, Ellisbridge, Ahmedabad- 380006.
<b>PLANT</b>	:	496, Bhagya Laxmi Industrial Estate, Manpasand Weight Bridge, Santej, Rakanpur, Sola Santej, Gandhinagar-382721.
<b>AUDITORS</b>	:	MAAK & ASSOCIATES Chartered Accountants 5 Devashish Complex, Besides Bavarchi Restaurant, Off. C G Girish Cold Drink Cross Road, Chimanlal Girdharlal Rd, Ahmedabad, Gujarat 380006.
<b>BANKERS TO THE COMPANY</b>	:	1. Union Bank of India, Industrial Finance Branch, Ahmadabad 2. State Bank of Saurashtra, Sikka 3. Dena Bank, Wanakbori 4. Bank of Baroda, Dhuvaran 5. Bank of Baroda, Ukai

<b>CONTENTS .....</b>	<b>PAGE</b>
Notice .....	1 to 7
Directors' Report .....	8 to 23
Management Discussion & Analysis .....	24 to 25
Independent Auditors' Report .....	26 to 32
Balance Sheet .....	33 to 34
Statement of Profit & Loss .....	35
Cash Flow Statement .....	36
Notes to Financial Statements .....	37 to 51

Shareholders are requested to bring their  
copies of Annual Report at the Annual  
General Meeting as the same will not be  
distributed in the Meeting Hall.

**NOTICE**

**Notice** is hereby given that the 29th Annual General Meeting of the members of Bobshell Electrodes Limited will be held on the Thursday, 21st day of September 2023 at 10:00 A.M. at The President, Opp. Municipal Market, Off C.G. Road, Navrangpura, Ahmedabad, Gujarat-380 009, India to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2023, Statement of Profit & Loss for the financial year 2022-23 and the Reports of Board of Directors and the Auditors thereon.
2. To Re-appoint Mrs. Mudraben Pathak (DIN 06688937) as Director of the Company, who retires by rotation
3. To Ratify the Reappointment of M/s. MAAK & Associates, Chartered Accountants, Ahmedabad FRN: 135024W as the Statutory Auditors of the Company for the next financial year 2023-24 and to hold the office as such up to the conclusion of the Next Annual General Meeting and to authorize the Board of Directors to fix their remuneration in their consultation.

**SPECIAL BUSINESS**

4. Sale of undertaking under Section 180 (1) (a) of the Companies Act, 2013.

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

**“RESOLVED THAT** pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the enabling provisions in the Memorandum of Association and Articles of Association of the Company, approval and consent of the members of the Company be and is hereby granted to the Board of Directors to sell and transfer the fixed assets including land, Building, Plant & Machinery & other assets on as is where is basis situated and lying at 496 Bhagyalakshmi Industrial Estate, Nr. Manpasand Weigh bridge, Rakanpur Road, Village:, Santej, Taluka: Kalol, District: Gandhinagar, Gujarat State, India.

**“RESOLVED FURTHER** that Mr. Shailesh M. Joshi (DIN:01453505), Managing Director is, authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolutions.”

5. To Reappoint Mr. Shailesh M Joshi (DIN: 01453505) as Chairman and Managing Director Of the company for a period from 23/05/2023 to 30/09/2025.

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

**“RESOLVED THAT** pursuant to provisions of Sections 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) read with Companies (Appointment and Remuneration of Key Managerial Personnel) Rules 2014 as also subject to approval and confirmation of the members in the General Meeting and subject to approval of the Central Government and such other consents and permission if any, as may be necessary or required from time to time Mr. Shailesh Manshankar Joshi, a Director of the Company be and is hereby Re appointed as Chairman And Managing Director of the Company for the period of two years from 22nd May, 2023 to 30th September, 2025 at the monthly Remuneration of Rs.3,50,000/- or such other Higher or Lower amount of Remuneration as may be decided by the Board from time to time in consultation with the Managing Director and also subject to such modifications within the overall ceiling limits as laid down under the provisions of the Companies Act, 2013 and Schedule V of the Companies Act 2013 subject to the condition that the Managing Director may be paid remuneration by way of cash or in kind (Other than Securities of the Company), and may be paid either on monthly, quarterly, half yearly, yearly or in any other mode and the remuneration payable to the managing director may in addition to the above limit, also include with it such of the perquisites, benefits, reimbursement of expenses, retirement benefits, bonuses, performance bonuses, commission on net profits etc or by one or more of any of the above said combinations.

**FURTHER RESOLVED THAT** Smt Jenish Joshi, Chief Financial Officer of the Company, Mudraben Pathak, Director of the Company or the Company Secretary of the Company for the time being in the employment of the

**BOBSHELL ELECTRODES LIMITED**

Company be and is hereby authorized to sign the relevant forms using their digital signatures and file the same with the Registrar of Companies in this behalf along with all necessary documents, papers, consent letter etc. and also be further authorized to update all statutory records, registers and to do all other acts, things, deed, sign etc. in this regard.

To Consider and if thought fit to pass with or without modification following resolution as Special Resolution.

THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS OF THE COMPANY SHALL REMAIN CLOSED FOR THE PURPOSE OF 29TH ANNUAL GENERAL MEETING FROM SATURDAY OF 16TH SEPTEMBER, 2023 TO SUNDAY OF 21ST SEPTEMBER, 2023 (INCLUSIVE OF BOTH DAYS)

**Date : 14th August, 2023**

**Place : Ahmedabad**

**By order of the Board of Directors  
of Bobshell Electrodes Limited**

**Registered Office:**

B-505, Fairdeal House,  
Opp. ST.Xaviers' Ladies Hostel,  
Swastik Char Rasta,  
Navrangpura, Ahmedabad- 380009.

**Sd/-  
Shailesh M. Joshi  
Chairman & Managing Director  
(DIN: 01453505)**

**NOTES**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/herself and proxy need not be a member. The proxies to be effective should be deposited at the registered office of the company not later than 48 hours before the commencement of the meeting.  

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. For the convenience of members, an attendance slip is annexed to the proxy form. Members are requested to affix their signature as registered with the company at the space provided therein and handover the Attendance Slip at the entrance to the place of the Meeting.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. A statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the special business to be transacted at the meeting annexed hereto.
5. Members/ Proxies are requested to bring their attendance slip to the meeting.
6. In case of joint holder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice and the statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays during business hours up to the date of the Meeting.
8. Members are requested to address all correspondence to the Registrar and Transfer Agents (RTA): Big share Services Private Limited A – 802, 8th Floor, Samudra Complex, Near Klassic Gold Hotel, Off C. G. Road, Ahmedabad – 380006, Gujarat, India.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address and bank mandates immediately to the Company/ RTA.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN in their Depository Participant with whom they are maintaining their Demat accounts, members holding shares in physical form can submit their PAN to the Company RTA.
11. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Notices, Circulars, etc. from the Company electronically.
12. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2023 is uploaded on the Company's website [www.bobshell.net](http://www.bobshell.net) and may be accessed by the members and also on the website of the Bombay Stock Exchange Ltd. [www.bseindia.com](http://www.bseindia.com).
13. The Company has implemented the 'Green initiative' as per Circular Nos. 17/2011 dated 21 April 2011 and 18/11 dated 29 April 2011 issued by the Ministry of Corporate Affairs (MCA) to enable electronic delivery of the notices/ documents. The email addresses indicated in your respective Depository Participant (DP) accounts are being periodically downloaded from NSDL/CDSL and will be deemed to be your registered email address for serving notices/ documents including those covered under Section 136 of the Companies Act, 2013 (Corresponding provisions of Section 219 of the Companies Act, 1956). Members may also note that the notice of the Annual General Meeting will also be available on the website of the Company, [www.bobshell.net](http://www.bobshell.net) for download. Members holding shares in physical mode are also requested to update their email addresses by writing to the RTA of the Company.
14. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is providing e-Voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. The instructions for e-voting are enclosed herewith.

## BOBSHELL ELECTRODES LIMITED

### Instructions for e-voting:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 29th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

### The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 18.09.2023 at 10.00 A.M. and ends on 20.09.2023 at 5.00 P.M. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The cut-off date for determining the eligibility of shareholders to exercise remote e-voting rights and attendance at Annual General Meeting (AGM) is Friday, September 15TH, 2023. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date, shall be entitled to avail the facility of E-voting or voting at the meeting through ballot paper. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- (iii) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- (iv) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (v) Click on Shareholders.
- (vi) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (ix) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN</b>	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field.</li></ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to

## BOBSHELL ELECTRODES LIMITED

mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN: 230825027 for the Bobshell Electrodes Limited on which you choose to vote.
- (xiv) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xix) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xxi) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at **www.evotingindia.com**, under help section or write an email to **helpdesk.evoting@cdslindia.com**

### General Instructions:

The voting period begins on 18th September, 2023 at 10:00 A.M. and ends on 20th September, 2023 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of (record date) of 15th September 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The EVSN number **230825027** for E Voting generated on the website **www.evotingindia.com**.

- a) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at **www.evotingindia.co.in** under help section.
- b) Mr. Jay D. Khatnani, proprietor of J D KHATNANI & ASSOCIATES, Practicing Company Secretary, (Membership No. A50727 and COP No.18421 (Address: 801-A, Mahalay Complex, Opp.:Hotel President, Swastik Cross Roads, Navrangpura, Ahmedabad:380009, Gujarat, India has been appointed as the Scrutinize the e-voting process in a fair and transparent manner.

- c) The Scrutinizer shall within the time prescribed by the law from the conclusion of the e-voting unblock the votes unblock the votes in the presence of at least 2 witnesses not in the employment of the company and a Scrutinizer report of the votes cast in favour or against, if any, for with to the Chairman of the Company.
- d) The Results declared along with the Scrutinizer's Report shall be placed on the Company's Website [www.bobshell.net](http://www.bobshell.net) and on the website of CDSL within 21 working days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND THE RULES FRAMED THEREUNDER**

**Item No. 4: Sale of undertaking under Section 180 (1) (a) of the Companies Act, 2013.**

In the year 1996, The Company had started with the manufacturing of welding rods at its existing unit located at 496 Bhagyalakshmi Industrial Estate, Nr. Manpasand Weigh bridge, Rakanpur, Santej. The plant and Machinery located at the unit are 26 yrs. old, the life of same has exhausted. Also the existing land will pass through a TP Scheme which makes the Board to Shift its plant to a new place, with a bigger land area and new machinery which can also help in the expansion of existing Business.

Members of the Company are further requested to note that Section 180 (1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution. Explanation

(i) to Section 180(1) (a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Explanation (ii) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013, members of the Company are further requested to note that their consent to the Board is being sought by way of a Special Resolution to sell and transfer, the Fixed assets including land Building Plants & Machinery & other assets at 96 Bhagyalakshmi Industrial Estate, Nr. Manpasand Weigh bridge, Rakanpur, Santej.

**ITEM NO. 5 REAPPOINTMENT OF SHAILESH M JOSHI AS MANAGING DIRECTOR AND CHAIRMAN**

Mr. Shailesh. M. Joshi is a Main Promoter and Director of the Company. He is also the Managing Director of the Company. As per his last Reappointment as Managing director, his term as Managing Director has expired on 22nd May 2023. The Board of Directors had reappointed him for a further period of 2 years from 22nd May 2023 up to 30th September 2025 with no increase in Managerial Remuneration payable to him.

The Terms and Conditions of appointment and the details of Remuneration payable or proposed to be paid to him is fixed by the Board by way of passing necessary resolution which is subject to further confirmation and ratification by the members in General Meeting as per provisions of the Companies Act 2013.

Hence, an Ordinary Resolution is proposed to be passed at Annual General Meeting is forming part of the Notice convening 29th Annual General Meeting at Sr. No. 5. Your directors recommend to pass the same with requisite majority.

Mr. Shailesh. M. Joshi himself and Mrs. Jenish S. Joshi, Chief Financial Officer of the Company being his wife, may be deemed to be concerned or interested in the proposed resolution to the extent of their Shareholding in the company. Except the above stated Directors and KMP, no other Directors, or KMP or any of their relatives are in any may be deemed to be concerned or interested in the proposed Resolution.

**Date : 14th August, 2023**  
**Place : Ahmedabad**

**By order of the Board of Directors**  
**of Bobshell Electrodes Limited**

**Registered Office:**  
B-505, Fairdeal House,  
Opp. ST.Xaviers' Ladies Hostel,  
Swastik Char Rasta,  
Navrangpura, Ahmedabad- 380009.

**Sd/-**  
**Shailesh M. Joshi**  
**Chairman & Managing Director**  
**(DIN: 01453505)**

**BOBSHELL ELECTRODES LIMITED**

**DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT IN THE 27th ANNUAL GENERAL MEETING OF THE COMPANY PURSUANT TO REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015.**

Name of Director	Mudraben Pathak (DIN: 06688937)
Date of Birth	07/09/1954
Date of Appointment	20.01.2016
Relationship with other Directors Inter se	None
Profile & Expertise in Specific functional Areas	She has vast experience in Management of Business of manufacturing and marketing of Business..
Qualification	B.E (Mechanical )
No. of Equity Shares held in the Company	5, 50, 000 equity Shares.
List of other Companies in which Directorships are held List of committees of Board of Directors (across all other	N.A.
Companies) in which Chairmanship/ Membership is held	N.A.

<b>Name of Director</b>	<b>SHAILESH MANSHANKAR JOSI</b> (DIN: 01453505)
Date of Birth	19.11.1958
Date of Appointment	14.10.1994
Relationship with other Directors Inter se	None
Profile & Expertise in Specific functional Areas	He has vast experience in Business of manufacturing and marketing special purpose low heat Input Welding Electrodes for more than 20 years.
Qualification	B.E (Mechanical )
No. of Equity Shares held in the Company	5,50,000 equity Shares.
List of other Companies in which Directorships are held	1. Paramount Club Private Limited 2. Tristar Organisers Private Limited 3. Everest Extrusions Limited
List of committees of Board of Directors (across all other Companies) in which Chairmanship/ Membership is held	N.A.

**Date : 14th August, 2023**

**Place : Ahmedabad**

**By order of the Board of Directors  
of Bobshell Electrodes Limited**

**Registered Office:**

B-505, Fairdeal House,  
Opp. ST.Xaviers' Ladies Hostel,  
Swastik Char Rasta,  
Navrangpura, Ahmedabad- 380009.

**Sd/-  
Shailesh M. Joshi  
Chairman & Managing Director  
(DIN: 01453505)**

**BOBSHELL ELECTRODES LIMITED****DIRECTORS' REPORT**

Dear Members,

Your Directors present 29th Annual Report on the operations and performance together with the Audited Financial Statements for the year ended on 31st March 2023.

**FINANCIAL HIGHLIGHTS***(Amt in Rs.)*

<b>PARTICULARS</b>	<b>FOR THE YEAR ENDED ON 31/03/2023</b>	<b>FOR THE YEAR ENDED ON 31/03/2022</b>
Net Revenue from Operations	21125000	5,11,37,154
Other Income	365000	3,76,901
Total Income.	21491000	5,15,14,055
Total Expenses	28003000	4,96,47,267
Profit Before Tax	(6512000)	18,66,788
Depreciation	1077000	9,39,330
Adjustment For Tax	-	-
Provision for FBT.	-	-
Profit / (Loss) After Tax.	(6512000)	18,60,367
Deferred Tax (Assets) Liability	(6041)	6,421
Net Profit / (Loss) for the Year	(6512000)	18,60,367
Earnings Per Share (In Rupees)	(1.08)	0.31

**OPERATIONAL OVERVIEW**

During the year under review Net Turnover of the Company has reduced from Rs. 51137200/- to Rs.21125000/- as compared to previous year's turnover. As compare to the previous year, company has incurred a net Loss of Rs.30012154/-

**DIVIDEND**

The Board wants to plough back the profits in the business and therefore the Directors have not recommended dividend for the financial year 2022-23.

**RESERVES**

The company due to insufficient profits will be unable to transfer the funds to Reserves during the current year.

**TRANSFER OF UNPAID / UNCLAIMED DIVIDEND**

The Company does not have any amount of Unpaid / Unclaimed Dividend as mentioned under section 124 of the Companies Act, 2013 which is required to be transferred as per the Section 125 of the Companies Act, 2013 to the Investors Education & Protection fund and as required under provisions of the applicable laws.

**BUSINESS ACTIVITY**

The Company is engaged in the business of manufacture of Low Heat Input Welding Electrodes since October 1994. The company has the most modern manufacturing facilities to produce least Defect Electrodes. All the facilities required to produce quality electrodes are there under one roof. There was no change in the nature of any of the business activity during the year.

**FIXED DEPOSIT**

The Company has not accepted any public deposit during the year under review and no amount against the same was outstanding at the end of the year.

**REGULATORY STATEMENT**

In conformity with provision of Regulation 34 in the SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, the Cash Flow Statement for the year ended 31.03.2022 is annexed hereto. The equity shares of the Company are listed on the Bombay Stock Exchange Ltd (BSE).

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

As required under Section 134 (3) (m) of the Act read with Rule 8 of The Companies (Accounts) Rules, 2014, particulars relating to conservation of Energy, R & D, Technology absorption and foreign Exchange earnings / outgo are separately provided in the Annexure – A to this report.

**DETAILS OF RELATED PARTIES TRANSACTIONS PURUSANT TO SECTION 188(1) OF THE COMPANIES ACT, 2013**

The Company entered into related party transactions were on an arm's length basis and in ordinary course of business. Accordingly, disclosure of related party transactions as required under S. 134 (3)(h) of the Companies Act , 2013 in Form AOC – 2 is attached in Annexure – B.

Regarding Performance Review of each of the member of the Board and also the performance of the various Committees and the Board, the Company has adopted the Model Code of Conduct for Independent Directors, Key Managerial Personnel as prescribed in Schedule IV to the Companies Act, 2013 and also as prescribed in the SEBI (Insider Trading) Regulations. The Company strictly follows the procedure to obtain necessary timely declarations from each of the directors and key managerial personnel from time to time.

**SIGNIFICANT MATERIAL ORDERS PASSED BY THE COURT OR REGULATORS**

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

**DETAILS OF LOANS, GUARANTEES AND INVESTMENTS U/S 186 OF THE COMPANIES ACT, 2013**

During the year under review the Company has not made any inter corporate loans, investments, given any corporate guarantee to any other body corporate, subsidiary, associate or any other company.

**EMPLOYEE STOCK OPTION SCHEME**

The Company has not issued Employee Stock Option.

**CORPORATE GOVERNANCE**

The Company's Total paid up equity share capital is less than Rs. 10 crores and its total Net worth is less than Rs. 25 crores, Hence, the Company is being treated as Small Company and as such as per SEBI (LODR) 2015 Regulation Number: 15(2) your company is exempt from making compliance with Regulations No. 17 to 27, Clause- B to I of Sub Regulation 2 of Regulation 45 and Para C, D and E of Schedule V. Accordingly, except the statement on "Management Discussion and Analyses Report" your Directors have though formed the sub Committees of the Board as per requirements of Corporate Governance and they are operational, however, no detailed Report on Compliance with Conditions of Corporate Governance report are given here with. The Company is exempted from providing report on Corporate Governance in accordance with regulation 34(3) and schedule V(C) to the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

**BOARD OF DIRECTORS**

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 25 of the SEBI (LODR) Regulations, 2015 with the Stock Exchanges.

**DECLARATION BY INDEPENDENT DIRECTORS:**

(Pursuant to Provisions of section 149(6) OF the Companies Act 2013)

All the Independent Directors of the Company do hereby declare that:

- (1) All the Independent Directors of the Company are neither Managing Director, nor a Whole Time Director nor a Manager or a Nominee Director.
- (2) All the Independent Directors in the opinion of the Board are persons of integrity and possesses relevant expertise and experience.
- (3) Who are or were not a Promoter of the Company or its Holding or subsidiary or associate company.
- (4) Who are or were not related to promoters or directors in the company in terms of S.2 (77) of the Companies Act, 2013, its holding, subsidiary or associate company.
- (5) Who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company or

their promoters or directors, during the two immediately preceding financial years or during the current financial year.

- (6) None of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary, or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakhs rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year,
- (7) Who neither himself, nor any of his relatives,
  - (a) Holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of three financial years immediately preceding the financial year in which he is proposed to be appointed.
  - (b) Is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial years in which he is proposed to be appointed of
  - (i) A firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; OR
  - (ii) Any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent, or more of the gross turnover of such firm; OR
  - (iii) Holds together with his relatives two per cent, or more of the total voting power of the company; OR
  - (iv) Is a Chief Executive or director, by whatever name called, or any non-profit organization that receives twenty five per cent or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; OR
  - (v) Who possesses such other qualifications as may be prescribed.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

In terms of section 134 Clause (C) of Sub-Section (3) of the Companies Act, 2013, in relation to financial statements for the year 2022-23, the Board of Directors state:

- a) In the preparation of the annual accounts for the financial year ended 31st March 2023, as far as possible and to the extent, if any, accounting standards mentioned by the auditors in their report as not complied with, all other applicable accounting standards have been followed along with proper explanation relating to material departure;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and profit and loss account of the Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the annual accounts on a going concern basis; and
- e) The directors in the case of a listed company had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **DECLARATION BY BOARD AS PER REQUIREMENT OF SECTION 178 (1)**

In compliance with Section 178 (1) as also in compliance with SEBI (LODR) Regulations, 2015, the Board of Directors do hereby declares that:

- a. The Company has proper constitution of the Board of Directors including independent directors in proportion as per requirement of Regulation 17 of SEBI (LODR) Regulations, 2015.
- b. The Company has constituted Nomination and Remuneration Committee, Stakeholders Relationship Committee, Audit Committee as per requirements of the Regulation 19 of SEBI (LODR) Regulations, 2015 and provisions of the Companies Act 2013.

- c. The Company has the policy for selection and appointment of independent directors who are persons of reputation in the society, have adequate educational qualification, sufficient business experience and have integrity & loyalty towards their duties.
- d. The Company pays managerial remuneration to its Managing/Whole Time Directors based upon their qualification, experience and past remuneration received by them from their previous employers and company's financial position.
- e. The Independent Directors are not paid sitting fee for attending Board and other committee meetings as decided by the Board from time to time. This sitting fee is decided considering the financial position of the company.
- f. The Company is not paying any commission on net profits to any directors.
- g. During the year the Board has met 5 times during the year. The details of presence of every director at each meeting of the Board including the meetings of the Committees, if any, are given in the report of the Corporate Governance.

**INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY:**

The details in respect of internal financial control and their adequacy are included in Management Discussion and Analysis Report, which forms part of this report.

**SYSTEM OF PERFORMANCE EVALUATION OF THE BOARD, INDEPENDENT DIRECTORS AND COMMITTEES AND INDIVIDUAL DIRECTORS**

1. The Board makes evaluation of the effectiveness and efficiency of every individual director, committee of directors, independent directors and board as a whole.
2. For these purposes the Board makes evaluation twice in a year on a half yearly basis.
3. The performance of individual directors are evaluated by the entire Board, excluding the Director being evaluated on the basis of presence of every directors at a meeting, effective participation in discussion of each of the business of agenda for the meetings, feedback receives from every directors on draft of the minutes and follow up for action taken reports from first line management.
4. Effectiveness and performance of various committees are evaluated on the basis of the scope of work assign to each of the committees the action taken by the committees are reviews and evaluated on the basis of minutes and agenda papers for each of the committee meetings.
5. The performance of independent directors are evaluated on the basis of their participation at the meetings and post meeting follow up and communication from each of such independent directors.

**CORPORATE SOCIAL RESPONSIBILITY**

As the Company is not falling under the criteria stipulated under Section 135 (1) of the Companies Act, 2013. Hence, the provisions related to CSR are presently not applicable to the Company.

**DISCLOSURE AS PER COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

Total managerial remuneration paid to each of them during the current year and previous year are as under:

- i. The Percentage of the remuneration of each director to the median remuneration of the employees of the company for the financial year:

Sr. No.	Name of director	Designation	Remuneration paid in current year	Remuneration paid in previous year	Total cost of remuneration of the employees	Percentage remuneration of director to total cost of remuneration
1	Shri Shailesh M. Joshi	Managing Director	42,00,000/- Per annum	42,00,000/- Per annum	85,72,223	48.99%
2	Smt. Jenish Joshi	CFO	30,00,000/- Per annum	30,00,000/- Per annum	85,72,223	30.09%
3	Parakh Patel	Company secretary	2,04,000/- Per annum	216,000/- Per annum	85,72,223	2.45%

- II. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any in the financial year:
- III. The percentage increase in the median remuneration of employees in the financial year:  
During the year the total remuneration of employees was Rs.86,33,057/-.The number of permanent employees on the rolls of company:  
There were 20 permanent employees on the rolls of company.
- IV. The explanation on the relationship between average increase in remuneration and company performance;  
**NOT APPLICABLE** as there was no substantial increase in remuneration of any employee during the year. The increase was only due to increase in inflation index.
- V. Comparison of the remuneration of the Key managerial personnel against the performance of the company :  
The KMP i.e. whole time Directors, Company Secretary, CFO are being paid total Remuneration of Rs.60.84 lacs per annum in the current year.
- VI. Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year;  
Earnings Per share for the financial year ended on 31/03/2022 (Basic): Rs. 0.31/-  
Earnings per share for the financial year ended on 31/03/2023 (Basic): Rs. (1.08)/-  
Regarding other information like Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies is not given herewith since Company had made IPO more than 5 Years before and there was no substantial variation in the market price of shares of the company. Company's EPS is negative and hence PE Ratio is not given.
- VII. Comparison of the remuneration of each key managerial personnel against the performance of the company;  
As the company is paying required managerial remuneration to its managerial personnel and the Company is making less profit. So the remuneration of each of the KMP with performance of the company is not comparable. Since WTDs are being paid minimum remuneration and other KMPs are getting remuneration as per prevailing industry norms, it is not possible to compare remuneration with the performance of the company.
- VIII. The key parameters for any variable component of remuneration availed by the directors;  
**NOT APPLICABLE.**
- IX. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;  
There were no employees who are receiving remuneration in excess or higher than the remuneration of Director or Key Managerial Personnel.
- X. Affirmation that the remuneration is as per the remuneration policy of the Company.  
All remuneration of the Employees and directors are paid as per remuneration policy of the Company.

#### **PARTICULARS OF THE EMPLOYEES**

Particulars of the employees as required under provisions of Section 197 (12) of the Act read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, are not attached with this report since there was no employee who was in receipt of remuneration in excess of Rs. 8,50,000 per month during the year or Rs. 1.2 Crore per annum in the aggregate if employed part of the year.

## **AUDITORS**

### **STATUTORY AUDITORS**

M/s MAAK & Associates, Chartered Accountants, a Firm of Chartered Accountants having Firm Registration Number FRN: 135024W have been appointed by the Board of Directors of the Company for the Financial year 2023-24 (Financial Year ending on 31st March, 2024)

M/s MAAK & Associates with FRN: 135024W shall hold office up to the conclusion of the next Annual General Meeting and they shall conduct the Statutory Audit for the Financial year ending on 31.03.2024.

### **INTERNAL AUDITOR**

The Company has appointed Khandhar & Co., Chartered Accountants (FRN: 122897W) as Internal Auditor of the Company for the Financial Year 2023-24, In order to strengthen the internal control system for the Company.

### **SECRETARIAL AUDITOR**

The Company has appointed J D KHATNANI & ASSOCIATES as the secretarial auditor for the financial year 2023-24. They have given their report in the prescribed form MR-3 which is annexed to this report as an ANNEXURE.

### **OBSERVATION OF THE SECRETARIAL AUDITOR**

1. Companies Shares are suspended for trading on Bombay Stock Exchange due to penal reasons.
2. Company has not updated the Website with Necessary Policies and Quarterly Compliances.
3. 100% Promoters' holding of the Company is not in Demat form. However, it has been mentioned under Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to have entire promoters' holding of the Company in Demat form only.
4. No Provisions for Gratuity is made during the year and No Provisions were made for Leave Encashment.
5. Mr. Shailesh M. Joshi Managing Director of the Company whose term has been expired on 20th May 2023 resulting to this Company has failed to Comply with the Appointment of Mr. Shailesh M. Joshi with approval of Shareholders in the Extra ordinary General Meeting/Postal Ballot.

### **EXPLANATION TO THE AUDITORS' REMARKS**

The Auditors Report for the year ended 31st March, 2023 and the notes forming part of accounts referred to in the Auditor's Report are self-explanatory and give complete information.

### **MATERIAL CHANGES / INFORMATION:**

No material changes have taken place after the closure of the financial year up to the date of this report which may have substantial effect on the business and financial of the Company.

No significant and material orders have been passed by any of the regulators or courts or tribunals impacting the going concern status and companies operations in future.

### **EXTRACT OF ANNUAL RETURN**

An extract of the Annual Return in Form MGT-9 in compliance with Section 92 of the Companies Act 2013 read with applicable rules made thereunder is available at the website of the Company i.e. [www.bobshell.net](http://www.bobshell.net).

### **APPRECIATION**

Your Directors place on record their sincere appreciation for the valuable support and co-operation as received from government authorities, Financial Institutions, Banks and ARCs during the year. Directors are also thankful for the support extended by Customers, Suppliers and contribution made by the employees at all level. Directors would also like to acknowledge continued patronage extended by Company's shareholders in its entire endeavor.

### **GENERAL**

Your Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions on these matters during the year under review:

- Details relating to deposits covered under Chapter V of the Act.
- Issue of equity shares with differential rights as to dividend, voting or otherwise.

**BOBSHELL ELECTRODES LIMITED**

- Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except Employees' Stock Options Schemes referred to in this Report.
- Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
- No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- No fraud has been reported by the Auditors to the Audit Committee or the Board.
- There has been no change in the nature of business of the Company.
- There is no proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the Financial Year 2022-23.
- There was no instance of onetime settlement with any Bank or Financial Institution during the Financial Year 2022-23.

**ACKNOWLEDGEMENT**

Your Directors place on record their sincere appreciation for the valuable support and co-operation as received from government authorities, Financial Institutions and Banks during the year. The Directors are also thankful for the support extended by Customers, Suppliers and contribution made by the employees at all level. The Directors would also like to acknowledge continued patronage extended by Company's shareholders in its entire endeavor.

**For and on behalf of board of Directors  
BOBSHELL ELECTRODES LIMITED**

**Date : 14th August, 2023  
Place : Ahmedabad**

**Sd/-  
Shailesh M Joshi  
Chairman & Managing Director  
DIN: 01453505**

**ANNEXURE – 1 TO THE DIRECTORS' REPORT**

Statement pursuant to Section 134 (3) (m) of the Companies Act, 2013, read with the RULE 8(3) of Companies (ACCOUNTS) Rules, 2014.

**A. CONSERVATION OF ENERGY**

**(a) Energy conservation measures taken:-**

Your company gives priority to Energy conservation. It regularly reviews measures to be taken for Energy Conservation/Consumption and its effective utilization.

**(b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy:-**

Your Company is highly power intensive industry and power is the basic requirements of manufacturing process. In order to reduce the cost per unit for power consumption, the Company has installed 40 MW Captive Power Plant.

**(c) Impact of measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods:**

The company is operating 40 MW Captive Power Plant in parallel with GETCO Grid and with the consumption of own power, Company saves substantial amount from the same.

**(d) Total energy consumption and energy consumption per unit of production:**

(I)	POWER & FUEL CONSUMPTION	2022-23	2021-22
<b>1</b>	<b>ELECTRICITY</b>		
	<b>(a) Purchased</b>		
	Unit (Kwh)		
	Total Amount (Rs.)		561860.77
	Rate / Unit (Rs)		
	<b>(b) Own Generation</b>		
	(i) Through Diesel Generator Unit (Kwh)		
	Unit Per Ltr of Diesel Oil	Nil	Nil
	Cost / Unit (Rs)	Nil	Nil
	(ii) Through Steam Turbine / Generator Unit (Kwh)		
	Unit Per Kg of Lignite	Nil	Nil
	Cost Lignite / Unit (Rs)	Nil	Nil
	Cost Coal / Unit (Rs)	Nil	Nil
	Cost Coal & Lignite / Unit (Rs)	Nil	Nil
<b>2</b>	<b>COAL (Including Coal Fines)</b>		
	Quantity (MT)	Nil	Nil
	Total Cost (Rs)	Nil	Nil
	Average Rate (Rs)	Nil	Nil
<b>3</b>	<b>FURNACE OIL (used in the generation of power)</b>		
	Quantity (K Ltr)	Nil	Nil
	Total Cost (Rs)	Nil	Nil
	Average Rate (Rs)	Nil	Nil
<b>4</b>	<b>UNITS OF PRODUCTION</b>		
	Total Units produced*		23,404
	Total cost of Power/Fuel per unit cost of Production.		Rs.24.48
<b>(II)</b>	<b>CONSUMTION PER M.T. OF PRODUCTION</b>		
	<b>Particulars of Product</b>		
	Electricity (in Unit)	Nil	Nil
	Furnace Oil	Nil	Nil
	Coal (Specify quantity)	Nil	Nil
	Others	Nil	Nil

\*Units produces are in case. Where, 1 case=50 kg

**BOBSHELL ELECTRODES LIMITED**

**B. TECHNOLOGY ABSORPTION**

Particulars		2022-23	2021-22
(I)	<b>Research and Development (R &amp; D)</b>		
1.	Specific areas in which R&D carried out by the company	Nil	Nil
2.	Benefits derived as a result of the above R&D	Nil	Nil
3.	Future plan of action:		
a.	Capital	Nil	Nil
b.	Recurring	Nil	Nil
c.	Total	Nil	Nil
d.	Total R&D expenditure as a percentage of total turnover	Nil	Nil
(II)	<b>Technology absorption, adaptation:</b> Company has not carried out research, development & innovation activities.		
1.	Efforts, in brief, made towards technology absorption, adaptation and innovation.	Nil	Nil
2.	Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution etc.	Nil	Nil
3.	In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished:	Nil	Nil
a.	Technology imported		
b.	Year of import		
c.	Has technology has been fully absorbed		
d.	If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action.		

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO**

Particulars		2022-23	2021-22
1)	<b>EARNINGS &amp; OUTGO</b>		
a.	Foreign Exchange earnings	Nil	Nil
b.	Foreign Exchange outgo	Nil	Nil
2)	<b>TOTAL FOREIGN EXCHANGE USED AND EARNED</b> As per notes on account		

**BOBSHELL ELECTRODES LIMITED****ANNEXURE 2****Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

I. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:				
Sr. No.	Name of director/ KMP	Designation	Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the FY 2022-23	* % increase / (decrease) in remuneration in the FY 2021-22
a)	Shri Shailesh M. Joshi	Managing Director	2.45:1	-
b)	Smt.Jenish Joshi	CFO	2.79:1	-
c)	Smt.Parakh Patel	Company Secretary	14.43:1	-
II.	The percentage increase in the median remuneration of employees in the financial year:		10.5%	
III.	The number of permanent employees on the rolls of company:		20	
IV.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out of there are any exceptional circumstances for increase in the managerial remuneration;		During the year under review, the average annual increase was negligible.	
V.	Affirmation that the remuneration is as per the remuneration policy of the Company.		All remuneration of the Employees and directors are paid as per remuneration policy of the Company.	

**BOBSHELL ELECTRODES LIMITED**

**ANNEXURE 3**

**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.

**1. Details of contracts or arrangements or transactions at Arm's length basis.**

Sr. No.	Particulars	Name (s) of the related party & nature of relationship	Nature of contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Justification for entering into such contracts or arrangements or transactions'	Date 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
1.	Mr. Shailesh M. Joshi	Remuneration					42,00,000	
2.	Mrs. Jenish Joshi	Remuneration					25,80,000	

**2. Details of contracts or arrangements or transactions not at Arm's length basis.**

Sr. No.	Particulars	Name (s) of the related party & nature of relationship	Nature of contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Justification for entering into such contracts or arrangements or transactions'	Date of approval by the Board	Amount paid as advances, if any
NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

**ANNEXURE-4 TO THE DIRECTOR'S REPORT**

**FORM NO. MR-3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023**

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

To,

**The Members,**

**BOBSHELL ELECTRODES LIMITED**

**CIN: L29308GJ1994PLC023275**

I/we have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **BOBSHELL ELECTRODES LIMITED** (Hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my/our verification of the records of **BOBSHELL ELECTRODES LIMITED**, books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, I/We hereby report that in my/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 compliances mechanism in place to the extent , in the manner and subject to the reporting made hereinafter:

I/We have examined the books, papers, minute books, forms and returns filed and record maintained by **BOBSHELL ELECTRODES LIMITED (CIN: L29308GJ1994PLC023275)** for the financial year ended on March 31, 2023 according to the provisions of:

- (i) The Companies Act, 2013(the Act) and the rules made there under; **Except the Companies Shares are Suspended for Trading of shares.**
- (ii) The Securities Contracts (Regulations) Act,1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act,1999 and the rules and regulation made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings:**(NOT APPLICABLE FOR THE YEAR UNDER REVIEW)**
- (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 Takeover) Regulations, 2011; **Except No Annual Disclosure were made by promoters during the year.**
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Training) 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; **(NOT APPLICABLE FOR THE YEAR UNDER REVIEW)**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(NOT APPLICABLE FOR THE YEAR UNDER REVIEW)**
  - (f) The Securities and Exchange Board of India (Registrar 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 FOR THE YEAR**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (NOT APPLICABLE FOR THE YEAR UNDER REVIEW)

- (vi) As stated in the **Annexure – A** – all the laws, rules, regulations are applicable specifically to the company.
- (vii) No other major corporate events occurred during the year and various compliances made by the Company with applicable Laws, Rules, Regulations, Listing Regulations etc.

I/We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and applicable w.e.f July 01, 2015 or any amendment, substitution, if any, are adopted by the Company and are complied with.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

**I further report that**

The board of directors of the company is **not** duly constituted with proper balance of executive directors, non -executives directors, independent directors and woman director. 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 and with intimation to stock exchange.

**Except**

1. **The Company has not Updated its Website regarding the Various Policies and Quarterly Updates from Last 2 Years as per SEBI (LODR) Regulations,2015.**
2. **100% Promoters' holding of the Company is not in Demat form. However, it has been mentioned under Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to have entire promoters' holding of the Company in Demat form only.**
3. **Mr. Shailesh M. Joshi Managing Director of the Company whose term has been expired on 20th May 2023 resulting to this Company has failed to Comply with the Appointment of Mr. Shailesh M. Joshi with approval of Shareholders in the Extra ordinary General Meeting/Postal Ballot.**

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 or with consent of directors at a shorter notice, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**I Further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliances with applicable laws, rules, regulations, and guidelines.

**I further report that** during the audit period, the company has not incurred any specific event / action that can have a bearing on the company's compliance responsibilities in pursuance of the above referred laws, rules, regulations, guideline, standards, etc. except the Issue and allotment of bonus equity shares for which the company has duly complied with the necessary provisions thereof.

Place : Ahmedabad  
Date : August 14, 2023  
UDIN :

FOR, J D KHATNANI AND ASSOCIATES  
PRACTICING COMPANY SECRETARIES

(JAY D KHATNANI)  
PROPREITOR  
ACS: 50727, COP: 18421

**“ANNEXURE-A”**

**Securities Laws**

1. All Price Sensitive Information was informed to the stock exchanges from time to time Not Applicable during the year Shares of Company are Suspended due to penal reasons.
2. All investors complain directly received by the RTA & Company is recorded on the same date of receipts and all are resolved.

**Labour Laws**

1. All the premises and establishments have been registered with the appropriate authorities.
2. The Company has not employed any child labour/ Bonded labour in any of its establishments.
3. Provisions with relate to compliances of PF/ESI/Gratuity Act are applicable to Company. Except No Provisions for Gratuity is made during the year and No Provisions were made for Leave Encashment.

**Environmental Laws**

1. As the company is engaged in the manufacturing activities so the Environmental laws are applicable to the company. All the Regulation Complied as per Management Representation Letter.

**Taxation Laws**

1. The company follows all the provisions of the taxation and Income Tax Act, 1961 and filing the returns at proper time with Income tax department and all other necessary departments. In this matter we have relied upon opinions of Tax Auditors and Statutory Financial Auditors

**List of Applicable laws of the Company**

- 1) The Transfer of Property Act, 1882
- 2) Shops and Establishment Act, 1948
- 3) Factories Act, 1948

**Place : Ahmedabad**  
**Date : August 14, 2023**  
**UDIN :**

**FOR, J D KHATNANI AND ASSOCIATES**  
**PRACTICING COMPANY SECRETARIES**

**(JAY D KHATNANI)**  
**PROPREITOR**  
**ACS: 50727, COP: 18421**

**ANNEXURE B**

To

The Members,

**BOBSHELL ELECTRODES LIMITED**

**CIN: L29308GJ1994PLC023275**

B/505 FAIRDEL HOUSE OPP ST XAVIERS LADIES HOSTEL

NAVRANGPURA AHMEDABAD 380009 GUJARAT

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. We have relied on Management Representation Letter provided by the Company before issuing this Report to the Company.

**Place : Ahmedabad**

**Date : August 14, 2023**

**UDIN :**

**FOR, J D KHATNANI AND ASSOCIATES  
PRACTICING COMPANY SECRETARIES**

**(JAY D KHATNANI)  
PROPREITOR**

**ACS: 50727, COP: 18421**

**BOBSHELL ELECTRODES LIMITED**

**Certificate of Non-disqualification of Directors**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
Members,  
**BOBSHELL ELCTRODES LIMITED,**  
Ahmedabad-09, Gujarat

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of BOBSHELL ELCTRODES LIMITED bearing CIN: L29308GJ1994PLC023275 and having its registered office at B/505 Fairdel House Opp St. Xaviers Ladies Hostel Navrangpura Ahmedabad 380009 Gujarat India (hereinafter referred to 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal ([www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Disqualified Under Section 164 of Companies Act,2013	Deactivation of DIN Due to Non-Filing of DIR-3 KYC
1	Shailesh Manshankar Joshi	01453505	N.A.	N.A.
2	Kamlesh Mahendrabhai Shah	00013228	N.A.	N.A.
3	Anish Vinodchandra Shah	00372544	N.A.	N.A.
4	Mudraben Pathak Pradyumna	06688937	N.A.	N.A.

Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

Place : Ahmedabad  
Date : August 24, 2023  
UDIN :

For, J. D. KHATNANI & ASSOCIATES,  
Practicing Company Secretary

Jaykumar D. Khatnani  
(Proprietor)  
(ACS: 50727, COP: 18421)

**ANNEXURE – 4 TO DIRECTORS' REPORT  
MANAGEMENT DISCUSSION AND ANALYSIS**

**INDUSTRY STRUCTURE AND DEVELOPMENTS**

Sources say the welding rods sales are estimated to have increased in 2022-23 due to a stellar performance by large-scale manufacturers. Welding Rod is primarily used in all thermal power stations, mines and minerals, crusher's machine and sugar mills and in railway industry, used in the construction sector.

As pioneer leader in the welding industry, BOBSHELL ELECTRODES LIMITED, (BEL) has played a significant part in the country's industrialization and infrastructure development. The company has progressively extended its welding knowledge and expertise to cover many high-end specializations and cater to a sophisticated range of user needs in India and in overseas markets.

BEL is a total solutions provider offering a latest suite of welding and cutting consumables, power sources and accessories besides a full package of soft skills and knowledge development for welding and fabrication excellence.

The government has announced many projects in the welding rod sector, which will drive steel demand. Owing to this, production of sponge iron is likely to grow in 2023-24.

Mild Steel, Carbon steels, Stainless Steels, and Alloy Steels are most common base metal in the industry. There are various grades of Stainless steels and they are categorized as per standard. As far repair welding is concerned an electrode should be used of such metallurgy that it is suitable for if not all, at least majority of combination. The selection procedure for each category has been considered while formulating a product and accordingly the product range has been made. A detailed procedure for welding is also given for each product so as to get the best benefits.

With advancement of Metallurgy of various Steels, Extra High Strength Consumables are added by Bobshell Electrodes Limited, which gives industry least dependance on applicator resulting in Highest level of reliability.

**DISCUSSION ON COMPANY'S PERFORMANCE**

During the year under review, Company's revenue has reduced from Rs.5, 11, 37,154/- to Rs.2, 11, 25,000/- This marginal increase in turnover is attributed mainly on account of high cost of raw material and low price realization owing to slack market conditions domestically and internationally. However, losses are increased due to high raw material and power cost which impacted the bottom line of the company drastically and thus accumulated losses has made the net worth of the company negative.

**SWOT ANALYSIS OF COMPANY**

**Strength**

- Good Industry experience & knowledge of Promoters.
- Good quality standards.
- Cost competitiveness.
- Diverse Supplier Base.
- Long-standing contracts for purchase of raw materials.
- Strong product design and development.
- Skilled, qualified and motivated employees.
- Broad-based manufacturing infrastructure.
- Captive Power Consumption.

**Weaknesses**

- Exposure to raw material price fluctuations.
- Under-utilization of plant capacity.
- Dependency on third party for raw material.

**Opportunities**

- Unexplored Markets.

- Ever-growing demand in Steel Industry.
- Strengthened manufacturing base and the existence of product development and marketing teams.

#### **Threats**

- Rising raw material prices.
- High Cost of Capital.
- Constraint of Raw Material availability
- Global economic slowdown.
- Unremunerative Prices.
- Unforeseen general macro-economic factors and political turmoil.

#### **RISKS AND CONCERNS**

Some of the major risks and concerns identified by the Company are:

- Working Capital risks
- Raw Materials Availability risk
- Raw Material Price Fluctuation risks.
- Government Policy and Political Structure risk
- Competition risk
- Economic Slowdown risk

In its process of Risk Management, Company takes proactive steps in identifying inherent business and operational risks and accordingly takes appropriate steps to guard against these identified risks.

#### **INTERNAL CONTROL SYSTEM**

Your Company has in place adequate internal control systems commensurate with the size of its operations. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedures, applicable laws and regulations, safeguarding of assets and economical and efficient use of resources. The system is assessed periodically. The Internal Audit team continuously monitors the effectiveness of the internal control systems. It reports to the Audit Committee about the adequacy and effectiveness of the internal control system of your Company.

#### **HUMAN RESOURCES AND INDUSTRIAL RELATIONS**

Company maintained healthy, cordial and harmonious industrial relations at all levels. The Board of Directors and management wish to place on record their appreciation of the efforts put in by all employees to achieve good performance.

#### **RISK MANAGEMENT**

Risks are events, situations or circumstances which may lead to negative consequences on a Company's business. Risk management is a structured approach to manage uncertainty. It involves identifying potential risks, assessing their potential impact, taking timely action to minimize potential impact and continuous monitoring of identified risks. Your Company has a robust risk management process to identify and assess business risks and opportunities. Your Company's risk management plan describes the potential risk, contains an analysis of the impact of risks and includes risk strategies to help the business reduce the consequences. The risk management plan of your Company is regularly reviewed to ensure that it accurately reflects the current potential risks to its business.

#### **CAUTIONARY NOTE**

Statement in this "Management Discussion and Analysis" describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand supply conditions, finished goods prices, feed stock availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries within which the Company conducts business and other factors such as litigation and labour negotiations. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent development, information or events or otherwise.

**INDEPENDENT AUDITORS' REPORT****TO THE MEMBERS OF BOBSHELL ELECTRODES LIMITED****Report on the Audit of the Standalone Financial Statements****Opinion**

We have audited the accompanying standalone Ind AS financial statements of Bobshell Electrodes Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2023, the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and summary of the significant accounting policies and other explanatory information (herein after referred to as "standalone Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2023, its loss (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

**Basis of Opinion**

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibility under those Standards are further described in Auditor's Responsibility for the Audit of the standalone financial statements section of our report. We are independent of the company in accordance of with code of ethics issued by ICAI together with the independence requirement that are relevant to our audit of standalone financial statement under the provisions of the Act and the rule made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the stand alone financial statement.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters

**Revenue recognition**

<b>Key Audit Matter:</b>	<b>Our audit procedures included:</b>
The Company manufactures and sales through various sales channels. The terms of Sales differ in many ways. The time and amount of revenue to be recorded is critical aspect.	We discuss and understand the various terms on which sales are being made. Some sample contracts / agreements also verified and understood the time and amount of revenue recognized.

**Other Information**

The company's management and board of directors are responsible for the other information. The other information comprises Board's Report on corporate governance and Business Responsibility report but does not include the consolidated financial statements, standalone financial statement and our auditor's report thereon.

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

In connection with our audit of standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit procedures or otherwise appear 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 on that fact. We have nothing to report in this regard.

**Management's Responsibility for the Standalone Ind AS 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 Ind AS financial statements that give a true and fair view of the state of affairs, Profit (including other comprehensive income), changes in equity and cash flows of the Company

in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safe guarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Board of directors is also responsible for overseeing the company's financial reporting process.

#### **Auditor's Responsibility**

Our objectives are to obtain reasonable assurance about whether standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is 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 aggregate, they could reasonably be expected to influence the economic decision of users taken on the basis of these standalone financial statements.

As a 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 risk of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedure responsive to those risk, and obtain evidence that are sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than the one resulting from error, as fraud may involve collusion, forgery, intentional, omission, misrepresentation, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedure that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial control system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the 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 standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We communicate with those charged with governance regarding, among other matters, the planned scope and timing

of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, 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, Statement of Changes in Equity 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 Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
  - (e) We have received written representation from the directors as on as on 31st March, 2023 and therefore none of the directors are disqualified as on 31st March, 2023 from being appointed as director in terms of Section 164(2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with 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. There is no pending litigation on the company therefore the same is not required to be disclosed.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
    - 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 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;
      - b) 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 have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether

**BOBSHELL ELECTRODES LIMITED**

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

- c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.
- v. No dividend has been declared or paid during the year by the company.
- vi. As proviso to rule 3(1) of the companies (Accounts) Rules, 2014 is applicable for the company only w.e.f April 1, 2023, reporting under this clause is not applicable.

**Date : 30/05/2023**  
**Place : Ahmedabad**  
**UDIN : 23133926BGWESW4004**

**For, M A A K & ASSOCIATES**  
**(Chartered Accountants)**  
**FRN: 135024W**

**MARMIK G SHAH**  
**Partner**  
**M. No.: 133926**

**Annexure A to the Independent Auditors' Report of Bobshell Electrodes Limited**

**(Referred to in our report of even date)**

With reference to the Annexure A referred to in the Independent Auditors' report to the members of the Company on the standalone Ind AS financial statements for the year ended 31st March 2023, we report the following:

**I. In Respect of Fixed Assets**

- (a) As per the information provided by the management, the Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets on the basis of available information.
- (b) As per the information and explanations given to us, the management at reasonable intervals during the year in accordance with a programme of physical verification, has physically verified the fixed assets and no material discrepancies were noticed on such verification as compared to the available records.
- (c) According to information and explanation given to us and on the basis of examination of records of the company the title deeds of Immovable properties included in property, plant and equipment are held in name of Company.

**II. In Respect of Inventories**

As explained to us, physical verification of the inventories has been conducted at reasonable intervals by the management, which in our opinion is reasonable, having regard to the size of the Company and nature of its inventories. No material discrepancies were noticed on such physical verification.

**III. Compliance under section 189 of The Companies Act, 2013**

- (a) The company has granted loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013, the granting of such loans is not prejudicial to the company interest.
- (b) The principal and the interest amount are repayable on demand at the discretion of the company.
- (c) In respect of the said loans there are no amounts which are overdue for more than ninety days.

**IV. Compliance under section 185 and 186 of The Companies Act, 2013**

In our opinion and according to information and explanations given to us, the Company has complied with provisions of Section 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments, and providing guarantees and securities, as applicable.

**V. Compliance under section 73 to 76 of The Companies Act, 2013 and Rules framed thereunder while accepting Deposits**

As per information and explanation given to us, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

**VI. Maintenance of cost records**

The Company is not required to maintain cost records pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013.

**VII. Deposit of Statutory Dues**

- (a) The company is regular in depositing the undisputed statutory dues including provident fund, employee's state insurance, income tax, sales, tax wealth tax, service tax, custom duty, excise duty, GST, Cess and other statutory dues applicable to the Company with the appropriate authorities. No undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.
- (b) As informed to us by the management, there is no dispute with the revenue authorities regarding any duty or tax payable.
- (c) According to the records of the Company, there are no dues outstanding of employees' state insurance, income-tax, sales-tax, duty of custom, duty of excise, cess and other statutory dues, which have not been deposited with the appropriate authorities on account of any dispute.

**VIII. Repayment of Loans and Borrowings**

According to the information and explanation given to us, the company has not defaulted in any loan from financial institution, bank or debenture holders. The Company did not have any outstanding debentures during the year.

**IX. Utilization of Money Raised by Public Offers and Term Loan for which they raised**

According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) and has not obtained any term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable to the Company.

**X. Reporting of Fraud during the Year**

Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.

**XI. Managerial Remuneration**

According to the information and explanations given by the management, the managerial remunerations has been paid or provided in accordance with the requisite approvals mandate by the provisions of Section 197 read with Schedule V of the Act.

**XII. Compliance by Nidhi Company Regarding Net Owned Fund to Deposits Ratio**

As per information and records available, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.

**XIII. Related party compliance with Section 177 and 188 of companies Act – 2013**

According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

**XIV. Compliance under section 42 of Companies Act - 2013 regarding Private placement of Shares or Debentures**

According to the information and explanations given to us, and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the Company and, not commented upon.

**XV. Compliance under section 192 of Companies Act – 2013**

According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.

**XVI. Requirement of Registration under 45-IA of Reserve Bank of India Act, 1934**

According to the information and explanations given to us, the provisions of section 45-IA of are not applicable to the company.

Date : 30/05/2023  
Place : Ahmedabad  
UDIN : 23133926BGWESW4004

For, M A A K & ASSOCIATES  
(Chartered Accountants)  
FRN: 135024W

**MARMIK G SHAH**  
Partner  
M. No.: 133926

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**Annexure B to the Auditor's Report**

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

We have audited the internal financial controls over financial reporting of Bobshell Electrodes Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of

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

#### **Auditor's Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

**Date : 30/05/2023**  
**Place : Ahmedabad**  
**UDIN : 23133926BGWESW4004**

**For, M A A K & ASSOCIATES**  
**(Chartered Accountants)**  
**FRN: 135024W**

**MARMIK G SHAH**  
**Partner**  
**M. No.: 133926**

**BOBSHELL ELECTRODES LIMITED**

**Standalone Balance Sheet as at the year ended 31st March, 2023**

(Rs. in Lakhs)

Particulars	Notes	As at March 31, 2023	As at March 31, 2022
<b>I. ASSETS</b>			
<b>(1) Non Current Assets</b>			
(a) Property, Plant and Equipment	6	148.54	159.32
(b) Capital Work in progress		-	-
(c) Financial Assets			
(i) Investments		-	-
(ii) Loans		-	-
(d) Deferred Tax Assets (net)	7	16.35	16.29
(e) Other non-current assets		-	-
<b>Total Non Current Assets</b>		<b>164.89</b>	<b>175.60</b>
<b>(2) Current Assets</b>			
(a) Inventories	8	35.87	33.92
(b) Financial Assets			
(i) Trade receivables	9	58.71	29.10
(ii) Cash and cash equivalents	10	104.73	106.71
(iii) Bank balances other than (ii) above		-	-
(iv) Loans	11	9.43	8.11
(v) Other Financial Assets		-	-
(c) Other current assets	12	1.48	1.61
<b>Total Current Assets</b>		<b>210.23</b>	<b>179.45</b>
<b>Total Assets</b>		<b>375.12</b>	<b>355.06</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	13	600.60	600.60
(b) Other Equity	14	(369)	(304)
<b>Total Equity</b>		<b>231.69</b>	<b>296.75</b>
<b>LIABILITIES</b>			
<b>(1) Non-current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	15	0.45	15.78
(ii) Other financial liabilities		-	-
(b) Provisions		-	-
(c) Deferred tax liabilities (Net)		-	-
(d) Other Long term Liabilities		-	-
<b>Total Non Current Liabilities</b>		<b>0.45</b>	<b>15.78</b>
<b>(2) Current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	16	15.33	15.08
(ii) Trade payables	17		
(A) total outstanding dues to Micro and small enterprises		-	0.00
(B) total outstanding dues to creditors other than micro and small enterprise		100.17	26.22
(iii) Other financial liabilities	18	23.53	-
(b) Other current liabilities	19	2.72	-
(c) Provisions	20	1.23	1.23
<b>Total Current Liabilities</b>		<b>142.98</b>	<b>42.53</b>
<b>Total Equity and Liabilities</b>		<b>375.12</b>	<b>355.06</b>

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

As per our Report of even date attached  
**MAAK & Associates**  
Chartered Accountants  
FRN: 135024W

**CA Marmik G Shah**  
Partner  
Membership No. 133926  
UDIN: 23133926BGWESW4004  
Date: 30-05-2023  
Place: Ahmedabad

For and on Behalf of the Board of Directors of  
**Bobshell Electrodes Limited**

**Shailesh M Joshi**  
Managing Director  
DIN: 01453505

**Mudraben Pathak**  
Director  
DIN : 06688937

**Jenish Joshi**  
Chief Financial Officer  
PAN: ABTPJ5628D

**Parakh S Patel**  
CS  
DIN: BGGPP0763A

**BOBSHELL ELECTRODES LIMITED**

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

(Rs. in Lakhs)

Particulars	Notes	As at March 31, 2023	As at March 31, 2022
<b>Income</b>			
Revenue From Operations	21	211.25	511.37
Other Income	22	3.65	3.77
<b>Total Income</b>		<b>214.91</b>	<b>515.14</b>
<b>Expenses</b>			
Cost of Material Consumed	23	92.85	302.29
Purchase of Stock in Trade		-	-
Changes in Inventories	24	1.42	(1.62)
Employees Benefits Expenses	25	90.95	86.33
Finance Cost	26	1.91	1.07
Depreciation and Amortization Expense	6	10.77	9.39
Other Expenses	27	82.12	99.01
<b>Total Expense</b>		<b>280.03</b>	<b>496.47</b>
<b>Profit before exceptional and extraordinary items and tax</b>		<b>(65.12)</b>	<b>18.67</b>
Exceptional Items		-	-
<b>Profit before extraordinary items and tax</b>		<b>(65.12)</b>	<b>18.67</b>
Extraordinary items		-	-
<b>Profit before Tax</b>		<b>(65.12)</b>	<b>18.67</b>
Tax Expense			
Current Tax			
Deferred Tax		(0.06)	0.06
Other Tax Expense / Adjustment for Earlier year			-
<b>Profit / (loss) for the Period</b>		<b>(65.06)</b>	<b>18.60</b>
<b>Other comprehensive income</b>			
<b>Items that will not be reclassified to profit or loss in subsequent periods</b>			
Re-measurement gain/(loss) on defined benefit plans		-	-
Income tax effect		-	-
<b>Total other comprehensive income/(loss) for the year (VIII)</b>		<b>(65.06)</b>	<b>18.60</b>
<b>Total comprehensive income/(loss) for the year (VII+ VIII)</b>		<b>(65.06)</b>	<b>18.60</b>
<b>Earnings Per Equity Share</b>			
	28		
Basic	(1.08)	0.31	
Diluted	(1.08)	0.31	

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

As per our Report of even date attached  
**MAAK & Associates**  
Chartered Accountants  
FRN: 135024W

CA Marmik G Shah  
Partner  
Membership No. 133926  
UDIN: 23133926BGWESW4004  
Date: 30-05-2023  
Place: Ahmedabad

For and on Behalf of the Board of Directors of  
Bobshell Electrodes Limited

Shailesh M Joshi  
Managing Director  
DIN: 01453505

Mudraben Pathak  
Director  
DIN : 06688937

Jenish Joshi  
Chief Financial Officer  
PAN: ABTPJ5628D

Parakh S Patel  
CS  
DIN: BGGPP0763A

**BOBSHELL ELECTRODES LIMITED**

**Standalone Statement of changes in equity for the year ended March 31, 2023**

(Rs.in Lakhs)

Particulars	Amount			
<b>A) Equity share capital:</b>				
Equity shares of Rs. 10 each issued, subscribed and fully paid				
<b>Balance as at March 31, 2021</b>				<b>600.60</b>
Changes in Equity Share Capital due to prior period errors				-
Issue of equity shares during the year				-
<b>Balance as at March 31, 2022</b>				<b>600.60</b>
Changes in Equity Share Capital due to prior period errors				-
Issue of equity shares during the year				-
<b>Balance as at March 31, 2023</b>				<b>600.60</b>
<b>B) Other equity</b>				
Particulars	Reserves and surplus			
	Securities premium	Capital redemption reserve	Retained earnings	Total
<b>Balance as at March 31, 2021</b>	-	-	(322.43)	(322.43)
Changes due to accounting policy or prior period errors	-	-	-	-
Profit / (Loss) for the year (net of taxes)	-	-	18.60	18.60
Ind AS Effect on Finance Cost	-	-	-	-
Other comprehensive income / (loss) for the year (net of taxes)	-	-	-	-
Other Ind As Adjustment effect	-	-	(0.03)	(0.03)
<b>Total comprehensive income (loss) for the year</b>	-	-	18.57	18.57
Amount transferred to capital redemption reserve on redemption of preference shares	-	-	-	-
<b>Balance as at March 31, 2022</b>	-	-	(303.85)	(303.85)
Changes due to accounting policy or prior period errors	-	-	-	-
Profit/(Loss) for the year (net of taxes)	-	-	(65.06)	(65.06)
Ind AS Effect on Finance Cost	-	-	-	-
Other comprehensive income / (loss) for the year (net of taxes)	-	-	-	-
<b>Total comprehensive income / (loss) for the year</b>	-	-	(65.06)	(65.06)
Amount transferred to capital redemption reserve on redemption of preference shares	-	-	-	-
<b>Balance as at March 31, 2023</b>	-	-	(368.91)	(368.91)

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

As per our Report of even date attached  
**MAAK & Associates**  
Chartered Accountants  
FRN: 135024W

**CA Marmik G Shah**  
Partner  
Membership No. 133926  
UDIN: 23133926BGWESW4004  
Date: 30-05-2023  
Place: Ahmedabad

For and on Behalf of the Board of Directors of  
**Bobshell Electrodes Limited**

**Shailesh M Joshi**  
Managing Director  
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Chief Financial Officer  
PAN: ABTPJ5628D

**Parakh S Patel**  
CS  
DIN: BGGPP0763A

**BOBSHELL ELECTRODES LIMITED**

**Standalone Statement of Cash Flow for the year ended 31st March, 2023**

(Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Cash flow from operating activities</b>		
<b>Profit/(Loss) before tax</b>	<b>(65.12)</b>	<b>18.67</b>
<b>Adjustments to reconcile profit before tax to net cash flows:</b>		
Depreciation and amortization	10.77	9.39
Finance cost	-	-
Net interest income	-	-
Loss on disposal of property, plant and equipment	-	0.48
Liabilities no longer required written back	-	-
Other receivables written off	-	-
<b>Operating profit before working capital changes</b>	<b>(54.35)</b>	<b>28.54</b>
<b>Adjustments for:</b>		
<b>Other receivables written off</b>		
(Increase)/Decrease in trade receivables	(29.60)	21.97
(Increase)/Decrease in current assets	(1.83)	(8.22)
(Increase)/Decrease in financial assets	(1.32)	(0.93)
(Increase)/Decrease in other assets	-	-
(Decrease)/Increase in trade payables	73.94	0.42
(Decrease)/Increase in other financial liabilities	-	-
(Decrease)/Increase in other current liabilities	2.98	0.36
Cash Generated from Operations	(10.18)	13.60
Taxes (Paid) / Refund	-	-
<b>Net Cash Flow from Operating Activities (A)</b>	<b>(10.18)</b>	<b>42.14</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment, intangible assets including intangible assets under development and Capital work-in-progress	-	(41.18)
Proceeds from sale of property, plant and equipment	-	0.62
Interest received	-	-
(Investment) in fixed deposits	2.54	(3.31)
Increase in Loans & Advances	-	-
<b>Net Cash Flow from Investing Activities (B)</b>	<b>2.54</b>	<b>(43.87)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from long-term borrowing	(15.33)	15.78
(Repayment) of long-term borrowing	-	-
Proceeds from short-term borrowing	23.53	15.08
(Repayment) of short-term borrowing	-	-
<b>Net Cash Flow from Financing Activities (C)</b>	<b>8.20</b>	<b>30.86</b>
<b>Net Increase/(Decrease) in Cash and Cash Equivalents (D) (A+B+C)</b>	<b>0.56</b>	<b>29.13</b>
<b>Cash and Cash Equivalents at the Beginning of the Year</b>	<b>35.85</b>	<b>6.72</b>
<b>Cash and Cash Equivalents at the End of the Year</b>	<b>36.41</b>	<b>35.85</b>

**Notes to statement of cash flows:**

- The Standalone Statement of Cash Flows has been prepared under the Indirect method as set out in Ind AS 7 on Statement of Cash Flows notified under Section 133 of The Companies Act, 2013, read together with Paragraph 7 of the Companies (Indian Accounting Standard) Rules 2015 (as amended).

2. Components of cash and cash equivalent	As at March 31, 2023	As at March 31, 2022
Balance with banks:		
- On current accounts	36.06	33.92
- In Fixed Deposit (original maturity of 3 months or less)	-	-
Cash on hand	0.35	1.93
<b>Total cash and cash equivalent at the end of the year (refer note 13)</b>	<b>36.41</b>	<b>35.85</b>

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

As per our Report of even date attached  
**MAAK & Associates**  
Chartered Accountants  
FRN: 135024W

CA Marmik G Shah  
Partner  
Membership No. 133926  
UDIN: 23133926BGWESW4004  
Date: 30-05-2023  
Place: Ahmedabad

For and on Behalf of the Board of Directors of  
**Bobshell Electrodes Limited**

Shailesh M Joshi  
Managing Director  
DIN: 01453505

Mudraben Pathak  
Director  
DIN : 06688937

Jenish Joshi  
Chief Financial Officer  
PAN: ABTPJ5628D

Parakh S Patel  
CS  
DIN: BGGPP0763A

**Notes to Financial Statements for the year ended March 31, 2023****1. Corporate Information**

The standalone financial statements comprise of financial statements of Bobshell Electrodes Limited for the year ended March 31, 2023. The Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The Company's shares are listed on BSE, a recognised stock exchange, in India. The registered office of the company is located at B-505, Fairdeal House, Opp. St. Xaviers Ladies Hostel, Swastik Char Rasta, Narvanguva, Ahmedabad-380009. The company is engaged in the business of manufacturing of Welding Rods.

The standalone financial statements were authorised for issue in accordance with a resolution of the board of directors on May 30, 2023.

**2. Basis of preparation****i. Statement of Compliance with Ind AS**

The standalone financial statements for the year ended March 31, 2023 of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and as amended time to time.

**ii. Accounting Convention and Basis of measurement**

The standalone financial statements have been prepared on a historical cost basis, on the accrual basis of accounting except for certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments).

The standalone financial statements are presented in Indian Rupees and all values are rounded to the nearest thousands, except where otherwise indicated. Any discrepancies in any table between totals and sums of the amounts listed are due to rounding off.

**3. Summary of Significant Accounting Policies:**

The accounting policies set out below have been applied consistently to all periods presented in the financial statements unless otherwise stated.

**i. Current / non-current classification**

The Company presents assets and liabilities in the balance sheet based on current and non-current classification. An asset is treated as current when it is:

- a) expected to be realised or intended to be sold or consumed in normal operating cycle;
- b) held primarily for the purpose of trading;
- c) expected to be realised within twelve months after the reporting period; or
- d) cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is treated as current when it is:

- a) expected to be settled in normal operating cycle;
- b) held primarily for the purpose of trading;
- c) due to be settled within twelve months after the reporting period; or
- d) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets/materials for processing and their realisation in cash and cash equivalents. As the Company's normal operating cycle is not clearly identifiable, it is assumed to be twelve months.

**ii. Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- a) In the principal market for the asset or liability, or
- b) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- a) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- b) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;
- and
- c) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

**iii. Property, Plant and Equipment (PPE)**

Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of Property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities).

Pre-operative expenditure comprising of revenue expenses incurred in connection with project implementation during the period upto commencement of commercial production are treated as part of the project costs and are capitalized. Such expenses are capitalized only if the project to which they relate, involve substantial expansion of capacity or upgradation.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from its use. Difference between the sales proceeds and the carrying amount of the asset is recognized in statement of profit and loss.

Freehold land is carried at historical cost and not depreciated.

Depreciation on all fixed assets is provided on Straight line Method as per the useful life prescribed in Schedule II to the Companies Act, 2013. Depreciation on Property, plant and equipment purchased/acquired during the year is provided on pro-rata basis according to the period each asset was put to use during the year. Similarly, depreciation on assets sold/discarded/demolished during the year is provided on pro-rata basis.

The Company assesses at each reporting date using external and internal sources, whether there is an indication that an asset may be impaired. An impairment occurs where the carrying value exceeds the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. The impairment loss to be expensed is determined as the excess of the carrying amount over the higher of the asset's net sales price or present value as determined above.

**iv. Intangible assets**

Intangible assets acquired separately are measured, on initial recognition, at cost. Following the initial

recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

The amortisation expense on intangible assets is recognised in the statement of profit and loss.

Intangible assets are derecognised either when they have been disposed off or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit and loss in the period of derecognition.

The company has elected to measure all its intangible assets and investment property at the previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS.

**v. Impairment of non-financial assets**

The Company assesses, at each reporting date, whether there is any indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal or its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators. The Company bases its impairment calculation on detailed budgets and forecast calculations.

Impairment losses are recognised in the statement of profit and loss.

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses on assets no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss.

**vi. Inventories**

Inventories are valued at lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a First in First out (FIFO). Cost includes cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Obsolete, slow moving and defective inventories are identified and provided for.

Net Realizable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and estimated costs necessary to make sale.

**vii. Cash and cash equivalents**

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

**viii. Finance Cost**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

**ix. Revenue Recognition**

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

Based on Ind AS 18 issued by the ICAI, the Company has assumed that recovery of excise duty flows to the Company on its own account. This is for the reason that it is a liability of the manufacturer which forms part of the cost of production, irrespective of whether the goods are sold or not. Since the recovery of excise duty flows to the Company on its own account, revenue includes excise duty.

However, sales tax/ value added tax (VAT)/Goods and Service Tax (GST) is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognised.

***Sale of products***

Revenue from the sale of products is recognised when the significant risks and rewards of ownership of the products have passed to the buyer, usually on delivery of the products. Revenue from the sale of products is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

***Interest Income***

For all financial assets measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

**x. Employee Benefit Expenses****Short Term Employee Benefits**

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

**Post- Employment Benefits****Defined Contribution Plans**

The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related services.

The gratuity liability is paid in terms of insurance premium and the company does not have any liability once the contribution in terms of premium is paid.

**xi. Foreign currencies**

The Company's standalone financial statements are prepared in Indian Rupee which is also Company's functional currency.

***Transactions and balances***

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing at the time of the transaction, i.e. spot rate.

Monetary assets and liabilities denominated in foreign currencies are translated using the exchange rate at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in the statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

**xii. Taxes on Income**

Tax on Income comprises current and deferred tax. It is recognised in statement of profit and loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

**Current tax**

Tax on income for the current period is determined on the basis on estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments / appeals. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**Deferred tax**

Deferred tax is recognized for the future tax consequences of deductible temporary differences between the carrying values of assets and liabilities and their respective tax bases at the reporting date, using the tax rates and laws that are enacted or substantively enacted as on reporting date. Deferred tax liability are generally recorded for all temporary timing differences. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences can be utilised. Deferred tax relating to items recognized outside the statement of profit and loss is recognized outside the statement of profit and loss, either in other comprehensive income or directly in equity. The carrying amount of deferred tax assets is reviewed at each reporting date.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The Company recognizes tax credits in the nature of MAT credit as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which tax credit is allowed to be carried forward. In the year in which the Company recognizes tax credits as an asset, the said asset is created by way of tax credit to the Statement of profit and loss. The Company reviews such tax credit asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period. Deferred tax includes MAT tax credit.

**xiii. Dividend distribution**

The Company recognises a liability to make cash distributions to equity holders of the parent when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

**xiv. Provisions, contingent liability and contingent Assets**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liability arises when the Company has:

- a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity; or
- b) a present obligation that arises from past events but is not recognised because:
  - (i) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or

- (ii) the amount of the obligation cannot be measured with sufficient reliability.

Contingent liabilities are not recorded in the financial statement but, rather, are disclosed in the note to the financial statements.

Contingent assets are disclosed when an inflow of economic benefits is probable.

**xv. Earning per share**

The basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. In computing dilutive earnings per share, only potential equity shares that are dilutive and that would, if issued, either reduce future earnings per share or increase loss per share, are included.

**4. Key accounting estimates**

**i. Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value are measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions relating to these factors could affect the reported fair value of financial instruments.

**ii. Impairment of non-financial assets**

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cashflow (DCF) model. The cash flows are derived from the budget and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

**iii. Taxes**

Deferred tax assets are recognised for unused tax credits to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

**iv Property, Plant and Equipment**

Useful life of Property, Plant and Equipment is taken as stated in Schedule II of Companies Act, 2013. The carrying values of Property, plant and equipment have been disclosed in Note 4.

**v Intangible assets**

Useful life of Intangible assets is taken as stated in Schedule II of Companies Act, 2013. The carrying values of Intangible assets have been disclosed in Note 4.

**vi Allowance for doubtful trade receivables**

Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts.

Estimated irrecoverable amounts are derived based on a provision matrix which takes into account various factors such as customer specific risks, geographical region, product type, currency fluctuation risk, repatriation policy of the country, country specific economic risks, customer rating, and type of customer, etc. The allowances for doubtful trade receivables were NIL as at March 31, 2023 (as at March 31, 2021 : Rs. NIL).

Individual trade receivables are written off when the management deems them not to be collectable.

**BOBSHELL ELECTRODES LIMITED**

**Notes to Standalone Financial Statements for the year ended 31st March, 2023**

(Rs. In Lakhs)

**NOTE - 6 - PROPERTY, PLANT AND EQUIPMENT:**

Description of Assets	Gross Block				Depreciation				Net Block	
	As at 01-04-2022	Additions	Deletions/ Adjustments	As at 31-03-2023	Upto 31-03-2022	For the period	Deletions/ Adjustments	Upto 31-03-2023	As at 31-03-2023	As at 31-03-2022
Freehold Land	53.41			53.41	-	-	-	-	53.41	53.41
Factory Buildings	59.91			59.91	45.49	2.42	-	47.91	12.00	14.42
Office Buildings	18.74			18.74	7.42	0.66	-	8.08	10.66	11.32
Plant and Equipments	22.58			22.58	-	-	-	-	22.58	22.58
Office Equipments	6.29			6.29	2.48	0.37	-	2.85	3.44	3.81
Furniture and Fixtures	4.79			4.79	3.69	0.02	-	3.71	1.08	1.10
Vehicles - Owned	66.39	-	-	66.39	14.46	7.29	-	21.75	44.64	51.93
Computer	1.47	-	-	1.47	0.72	-	-	0.72	0.75	0.75
<b>Total</b>	<b>233.57</b>	<b>-</b>	<b>-</b>	<b>233.57</b>	<b>74.25</b>	<b>10.77</b>	<b>-</b>	<b>85.03</b>	<b>148.54</b>	<b>159.32</b>
<b>Previous Year</b>	<b>209.57</b>	<b>41.18</b>	<b>17.18</b>	<b>233.57</b>	<b>80.94</b>	<b>9.39</b>	<b>16.08</b>	<b>74.25</b>	<b>159.32</b>	<b>128.63</b>

(Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>NOTE - 7 - DEFERRED TAX ASSETS (NET):</b>		
Opening Balance	16.29	16.29
Less: Deferred Tax Liability	-	-
Add: Deferred Tax Assets	0.06	-
Closing Balance	16.35	16.29
<b>TOTAL</b>	<b>16.35</b>	<b>16.29</b>
<b>NOTE - 8 - INVENTORIES:</b>		
Raw Materials	33.47	30.21
Packing Materials	1.37	1.25
Finished Goods	1.04	2.46
<b>TOTAL</b>	<b>35.87</b>	<b>33.92</b>
<b>NOTE - 9 - TRADE RECEIVABLE:</b>		
<b>Trade receivable</b>		
Secured & considered good	-	-
Unsecured & considered good	58.71	29.10
	-	-
Note - Trade Receivable Ageing Schedule is given separately.		
<b>TOTAL</b>	<b>58.71</b>	<b>29.10</b>

**BOBSHELL ELECTRODES LIMITED**

**Notes to Standalone Financial Statements for the year ended 31st March, 2023**

**NOTE - 9 - TRADE RECEIVABLE: (CONTD.....)**

**Trade Receivables ageing Schedule**

(Rs. in Lakhs)

**As at 31st March, 2023**

Particulars	Outstanding for following periods from invoice date					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Receivables - considered good	37.19	2.29	4.21	0.75	14.27	58.71
(ii) Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-

**As at 31st March, 2022**

Particulars	Outstanding for following periods from invoice date					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Receivables - considered good	9.34	4.35	0.99	0.63	13.80	29.10
(ii) Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-

\*Considering the availability of data, the above ageing is considered from the date of recording the transaction instead of due date.

(Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>NOTE - 10 - CASH AND CASH EQUIVALENTS:</b>		
<b>Cash and Cash Equivalents</b>		
Balance With Bank		
- On current accounts	36.06	33.92
Cash on Hand	0.35	1.93
<b>Cash and Cash Equivalents - Total</b>	<b>36.41</b>	<b>35.85</b>
<b>Other Bank Balances</b>		
- Deposit with original maturity for more than 12 months	68.32	70.86
<b>TOTAL</b>	<b>104.73</b>	<b>106.71</b>
<b>NOTE - 11 - SHORT TERM LOANS AND ADVANCES:</b>		
<b>Unsecured and considered good, unless otherwise stated</b>		
<b>A. Security Deposit</b>		
Unsecured, Considered Good	9.43	8.11
	-	-
<b>TOTAL</b>	<b>9.43</b>	<b>8.11</b>
<b>NOTE - 12 - OTHER CURRENT ASSETS:</b>		
Balance with Government Authorities		
- Advance Tax/TDS receivable	0.71	0.65
<b>TOTAL</b>	<b>1.48</b>	<b>1.61</b>

**BOBSHELL ELECTRODES LIMITED**

**Notes to Standalone Financial Statements for the year ended 31st March, 2023**

(Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>NOTE - 13 - SHARE CAPITAL :</b>		
<b>Authorised Share Capital</b>		
70,00,000 Equity Shares of Rs. 10 Each	700.00	700.00
<b>Issued , Subscribed and Paid-Up</b>		
60,06,000 Equity Shares of Rs. 10 Each Fully Paid Up	600.60	600.60
<p>The company has only 1 class of shares referred to as Equity shares having face value of Rs.10/- Each holder of Equity share is entitled to 1 vote per share.</p> <p>In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exists currently. The distribution will be in proportion to the number of shares held by the shareholders.</p>		

Details of Share Holders Holding more than 5%	No. of shares as at 31st March, 2023	No. of shares as at 31st March, 2022	% Held to total Shares	% Held to total Shares
Shailesh M Joshi	550,000	550,000	9.16 %	9.16 %
<b>The Reconciliation of the number of shares outstanding and the amount of share capital</b>				
	No. of shares as at 31st March, 2023	No. of shares as at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
Shares at the beginning of the year	6,006,000	6,006,000	600.60	600.60
Addition	-	-	-	-
Deletion	-	-	-	-
Shares at the end of the year	6,006,000	6,006,000	600.60	600.60

Shares held by promoters at the end of the year Sr. Promoter Name No.	As at 31st March, 2023		
	No. of Shares	% of total shares	% change during the year
1 Shailesh M. Joshi	550,000	9.158%	-
2 Shri M.T. Joshi	259,700	4.324%	-
3 Dr. Harish M. Joshi	70,000	1.166%	-
4 K B Pandya	60,000	0.999%	-
5 Kashyap P. Pathak	50,000	0.833%	-
6 Divyang Shastri	30,000	0.500%	-
7 B H Joshi	19,600	0.326%	-
8 Shrenik R Patwa	8,000	0.133%	-
9 Hindustan Credit Capital Limited	7,400	0.123%	-
10 Tristar Organics Limited	4,700	0.078%	-
11 Hamendra Shah	900	0.015%	-
12 Dr. Nina P. Vaidya	100	0.002%	-
13 Mudraben P. Pathak	100	0.002%	-
14 Narendra Dixit	100	0.002%	-
<b>Total</b>	<b>1,060,600</b>	<b>0</b>	

**BOBSHELL ELECTRODES LIMITED**

**Notes to Standalone Financial Statements for the year ended 31st March, 2023**

**NOTE - 13 - SHARE CAPITAL : (CONTD.....)**

Shares held by promoters at the end of the year Sr. Promoter Name No.	As at 31st March, 2022		
	No. of Shares	% of total shares	% change during the year
1 Shailesh M. Joshi	550,000	9.16%	-
2 Shri M.T. Joshi	259,700	4.324%	-
3 Dr. Harish M. Joshi	70,000	1.166%	-
4 K B Pandya	60,000	0.999%	-
5 Kashyap P. Pathak	50,000	0.833%	-
6 Divyang Shastri	30,000	0.500%	-
7 B H Joshi	19,600	0.326%	-
8 Shrenik R Patwa	8,000	0.133%	-
9 Hindustan Credit Capital Limited	7,400	0.123%	-
10 Tristar Organics Limited	4,700	0.078%	-
11 Hamendra Shah	900	0.015%	-
12 Dr. Nina P. Vaidya	100	0.002%	-
13 Mudraben P. Pathak	100	0.002%	-
14 Narendra Dixit	100	0.002%	-
<b>Total</b>	<b>1,060,600</b>	<b>0</b>	<b>-</b>

**In the period of five years immediately preceding March 2022:**

The company has not allotted any equity shares as fully paid up without payment being received in cash or as bonus shares or bought back any equity shares.

(Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>NOTE - 14 - OTHER EQUITY:</b>		
<b>Security Premiums :</b>		
Balance at the beginning of the year	-	-
Changes due to accounting policy or prior period errors	-	-
<b>Balance at the end of the year</b>	-	-
<b>Retained Earnings :</b>		
<b>Balance at the beginning of the year</b>	<b>(303.85)</b>	<b>(322.43)</b>
Changes due to accounting policy or prior period errors		
Add: Profit for the year	(65.06)	18.57
Ind AS Impact on Finance Cost	0.00	0.00
Other comprehensive (loss)/Income for the year (net of taxes)	-	-
<b>Balance at the end of the year</b>	<b>(368.91)</b>	<b>(303.85)</b>
<b>TOTAL</b>	<b>(368.91)</b>	<b>(303.85)</b>

(3) Retained Earnings : Surplus in statement of Retained Earnings are the profits / (losses) that the company has earned / incurred till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings include re-measurement loss / (gain) on defined benefit plans, net of taxes that will not be reclassified to the statement of profit and loss. Retained earnings is a free reserve available to the company and eligible for distribution to shareholders, in case where it is having positive balance representing net earnings till date.

**BOBSHELL ELECTRODES LIMITED**

**Notes to Standalone Financial Statements for the year ended 31st March, 2023**

(Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>NOTE - 15 - BORROWINGS:</b>		
<b>Non-current borrowing (A)</b>		
<b>Secured</b>		
<b>Term Loans facilities from bank</b>		
Term Loan Secured from Banks *	15.78	30.86
Term Loan Secured from Others - Financial Institutes	-	-
<b>Unsecured</b>		
Loans from Directors & Other Related Parties	-	-
	<b>15.78</b>	<b>30.86</b>
<b>Total Non-current borrowing (A)</b>	<b>15.78</b>	<b>30.86</b>
<b>Current maturities of long term debt</b>		
<b>Secured</b>		
<b>Term Loans facilities from bank</b>		
Term Loan Secured from Banks *	15.33	15.08
Term Loan Secured from Others - Financial Institutes	-	-
<b>Total Current borrowings</b>	<b>15</b>	<b>15.08</b>
<b>Total Borrowings</b>	<b>15.78</b>	<b>30.86</b>
Aggregate secured loan	0.45	15.78
Aggregate unsecured loan		
<b>NOTE - 17 - TRADE PAYABLES:</b>		
Outstanding dues of creditors other than micro and small enterprises	100.17	26.22
<b>TOTAL</b>	<b>100.17</b>	<b>26.22</b>

**Trade Payables ageing Schedule:**

(Amount in Rs.)

**As at 31st March, 2023**

Particulars	Outstanding for following periods from invoice date				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	100.17	-	-	-	100.17
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

**As at 31st March, 2022**

Particulars	Outstanding for following periods from invoice date				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	26.22	-	-	-	26.22
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

**BOBSHELL ELECTRODES LIMITED**

**Notes to Standalone Financial Statements for the year ended 31st March, 2023**

(Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>NOTE - 18 - OTHER FINANCIAL LIABILITY:</b>		
Bank O/d balances	23.53	-
<b>TOTAL</b>	<b>23.53</b>	<b>-</b>
<b>NOTE - 19 - OTHER FINANCIAL LIABILITIES:</b>		
Other Payables		
Payable to Statutory Authorities	2.72	-
<b>TOTAL</b>	<b>2.72</b>	<b>-</b>
<b>NOTE - 20 - PROVISIONS:</b>		
Provision for Employee Benefits	1.23	1.23
<b>TOTAL</b>	<b>1.23</b>	<b>1.23</b>
<b>NOTE - 21 - REVENUE FROM OPERATIONS:</b>		
Sales	211.25	511.37
Share of Profit Associates	-	-
<b>TOTAL</b>	<b>211.25</b>	<b>511.37</b>
<b>NOTE - 22 - OTHER INCOME:</b>		
Interest received on FD	3.65	3.77
<b>TOTAL</b>	<b>3.65</b>	<b>3.77</b>
<b>NOTE - 23 - COST OF MATERIAL CONSUMED:</b>		
Opening Raw Material Inventory	31.46	24.63
Add: Purchase During the year	96.22	309.12
Less: Closing Stock of Raw Material	34.83	31.46
<b>TOTAL</b>	<b>92.85</b>	<b>302.29</b>
<b>NOTE - 24 - CHANGES IN INVENTORIES OF FINISHED GOODS:</b>		
Opening stock	2.46	0.83
Less : Closing stock	1.04	2.46
<b>TOTAL</b>	<b>1.42</b>	<b>(1.62)</b>
<b>NOTE - 25 - EMPLOYEE BENEFITS EXPENSES:</b>		
Salary, Wages and Bonus	90.29	86.03
Staff Welfare Expense	0.66	0.30
<b>TOTAL</b>	<b>90.95</b>	<b>86.33</b>
<b>NOTE - 26 - FINANCE COST:</b>		
Interest paid to Banks and Financial Institutions	1.91	1.07
Delayed payment of Statutory liability	-	0.00
<b>TOTAL</b>	<b>1.91</b>	<b>1.07</b>

**BOBSHELL ELECTRODES LIMITED**

**Notes to Standalone Financial Statements for the year ended 31st March, 2023**

(Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>NOTE - 27 - OTHER EXPENSES:</b>		
Conveyance Expense	2.58	2.27
Factory Expense	2.50	3.97
Insurance Expenses	2.01	1.44
Legal and Professional Charges	2.17	3.86
Miscellaneous Expenses	17.91	26.06
Directors Remuneration	42.00	42.00
Office Expenses	1.90	1.63
Payments to Auditors	-	-
- Statutory Audit Fees	0.70	0.70
- Internal Audit Fees	-	-
Power and Fuel	5.99	6.54
Printing & Stationery Expense	0.08	0.09
Rent, Rates and Taxes	0.27	0.25
Repairs		
- Vehicle	0.27	0.83
Selling & Distribution Expenses	0.01	0.04
Stores and Spares Consumed	0.33	0.77
Transportation Expense	2.08	5.34
Traveling Expenses	1.32	2.74
<b>TOTAL</b>	<b>82.12</b>	<b>99.01</b>

**NOTE - 28 - EARNINGS PER SHARE (EPS):**

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

The following reflects the income and share used in the basic and diluted EPS computation:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
<b>Profit/(Loss) after tax</b>	<b>(65.06)</b>	<b>18.60</b>
Nominal value of equity share (Amount in Rs.)	10.00	10.00
Total number of equity shares	6,006,000	6,006,000
Weighted average number of equity shares for basic and diluted EPS (nominal value of equity share Rs. 10)	6,006,000	6,006,000
<b>Earnings per equity share (Amount in Rs.)</b>		
Basic and diluted earnings per share	-1.08	0.31

**BOBSHELL ELECTRODES LIMITED**

**Notes to Standalone Financial Statements for the year ended 31st March, 2023**

**NOTE - 29 - RELATED PARTY TRANSACTIONS:**

As per the Indian Accounting Standard on “Related Party Disclosures” (Ind AS 24), the related parties of the Company are as follows :

**Name of related parties and their relationship :**

Name of the Party	Relationship
Shailesh M. Joshi	Key Managerial Person
Mudraben Pathak	

(Rs. in Lakhs)

Nature of transactions with related Parties	Year ended March 31, 2023	Year ended March 31, 2022
<b>Key managerial personnel</b>		
<b>Directors Remuneration (including perquisites &amp; incentive)</b>		
Shailesh M. Joshi	42.00	42.00
<b>Outstanding balances at the end of the year</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
<b>Key managerial personnel</b>		
<b>Directors Remuneration Payable (including perquisites &amp; incentive)</b>		
Shailesh M. Joshi	52.79	2.38

**NOTE - 30 - RATIO ANALYSIS AND ITS ELEMENTS:**

Particulars	Numerator	Denominator	As at March 31, 2023	As at March 31, 22	% change from March 31, 2022 to March 31, 2023
Current ratio	Current Assets	Current Liabilities	1.47	4.22	-65%
Debt- Equity Ratio	Current borrowings + Non-Currenet Borrowings + lease payments	Shareholder's Equity	0.17	0.10	63%
Debt Service Coverage ratio	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + other adjustments	Debt service = Interest & Lease Payments + Principal Repayments	-3.09	27.12	-111%
Return on Equity ratio	Net Profits after taxes – Preference Dividend	Average Shareholder's Equity	-0.25	0.06	-480%
Inventory Turnover ratio	Cost of material consumed	Average Inventory	2.70	10.13	-73%
Trade Receivable Turnover Ratio	Net credit sales = Gross credit sales - sales return	Average Trade Receivable	4.81	12.76	-62%
Trade Payable Turnover Ratio	Net credit purchases = Gross credit purchases - purchase return	Average Trade Payables	1.52	21.00	-93%

**BOBSHELL ELECTRODES LIMITED**

**Notes to Standalone Financial Statements for the year ended March 31, 2023**

**NOTE - 30 - RATIO ANALYSIS AND ITS ELEMENTS: (CONTD.....)**

Particulars	Numerator	Denominator	As at March 31, 2023	As at March 31, 22	% change from March 31, 2022 to March 31, 2023
Net Capital Turnover Ratio	Net sales = Total sales - sales return	Average working capital = Current assets – Current liabilities	6.28	7.47	-16%
Net Profit ratio	Net Profit after tax	Net sales = Total sales - sales return	-0.31	0.04	-947%
Return on Capital Employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability + Lease Payments	-0.27	0.06	-531%

**Reasons for change more than 25% in above ratios:**

Particulars	Reasons for % change from March 31, 2022 to March 31, 2023
Current ratio	Due to change in current liabilities the ratio has change.
Debt- Equity Ratio	Due to decrease in equity the ratio has change.
Debt Service Coverage ratio	As the operating income is decreased due to this ratio has decreased.
Return on Equity ratio	Due to loss incurred during the year.
Inventory Turnover ratio	Due to decrease in Purchases of current year.
Trade Receivable Turnover Ratio	Sales decreased during the year.
Trade Payable Turnover Ratio	Purchase decreased during the year.
Net Capital Turnover Ratio	Due to decreased in sales ratio has change.
Net Profit ratio	Due to loss incurred during the year.
Return on Capital Employed	Profit decreased during the year.

As per our Report of even date attached  
**MAAK & Associates**  
 Chartered Accountants  
 FRN: 135024W

CA Marmik G Shah  
 Partner  
 Membership No. 133926  
 UDIN: 23133926BGWESW4004  
 Date: 30-05-2023  
 Place: Ahmedabad

For and on Behalf of the Board of Directors of  
 Bobshell Electrodes Limited

Shailesh M Joshi  
 Managing Director  
 DIN: 01453505

Mudraben Pathak  
 Director  
 DIN : 06688937

Jenish Joshi  
 Chief Financial Officer  
 PAN: ABTPJ5628D

Parakh S Patel  
 CS  
 DIN: BGGPP0763A

## ATTENDANCE SHEET

I/ We the Under signed being Shareholders/ Members holding shares in the Company do hereby record my/ our Presence at the **29th Annual General Meeting** of the Company **BOBSHELL ELECTRODES LIMITED** on **Thursday the 21st September 2023 at 10:00 A.M.** at THE PRESIDENT, Opp. Municipal Market, Off C. G. Road, Navrangpura, Ahmedabad 380009, Gujarat, India. Our particulars are as under:

Ledger Folio Number (In case the shares are held in Physical form) DP ID and Client ID (In case of Shares held in Dematerialized form)	Name And Address of 1st / Sole Shareholder. Or 2nd or 3rd Joint Holter. (Only 1st or Sole Holder is entitled to Attend the AGM or in his absence 2nd or 3rd Holder in order of Preference is entitled to attend the AGM.	Number and Class of Shares Held.	Specimen Signature (As per Company Records or as per Records lodged with the Depository Participant

**Form No. MGT- 11**

### PROXY FORM

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

**29th Annual General Meeting- Thursday, 21th September, 2023**

Name of Members : \_\_\_\_\_

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

E-mail Address : \_\_\_\_\_ Folio No. | Client ID : \_\_\_\_\_ DP Id : \_\_\_\_\_

I/We, being the Shareholders/member(s) holding \_\_\_\_ shares of the **BOBSHELL ELECTRODES LIMITED** hereby appoint

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

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

E-mailid : \_\_\_\_\_

Signature : \_\_\_\_\_ or failing him/her

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

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

E-mailid : \_\_\_\_\_

Signature : \_\_\_\_\_ or failing him/her

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

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

E-mailid : \_\_\_\_\_

Signature : \_\_\_\_\_ or failing him/her

Resolution No.	Subject matter of the resolution
1	Adoption of the audited financial statements for the financial year ended March 31, 2021 together with the reports of the Board of Directors' and Auditors' thereon.
2	TO RE-APPOINT Mr. Shailesh M. Joshi (DIN 01453505), who retires by rotation.
3	To Ratify Appointment of MAAK & Associates as Statutory Auditors of the Company.
4	Sale of undertaking under Section 180 (1) (a) of the Companies Act, 2013.

Affix  
Revenue  
Stamp

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2021

\_\_\_\_\_  
Signature of Third proxy

**Notes:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

## MAP ROUTE TO THE AGM VENUE:



**BOOK POST**

If undelivered, please return to :



**BOBSHELL ELECTRODES LIMITED**

**CORPO. OFFICE :**

**802, SWAGAT, C. G. ROAD, ELLISBRIDGE,  
AHMEDABAD-380006.**