

General information about company

Scrp code	538365
NSE Symbol	INCREDIBLE
MSEI Symbol	NOTLISTED
ISIN	INE452L01012
Name of the entity	INCREDIBLE INDUSTRIES LIMITED (FORMERLY ADHUNIK INDUSTRIES LIMITED)
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory Textual Information(1)

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

Yes

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	RAMA SHANKAR GUPTA	AGSPG0764B	07843716	Executive Director	Chairperson	MD	11-03-1970	No				Active	NA		15-07-2019	15-11-2022			1	0	3	0		
2	Mr	NIKET AGARWAL	AQTPA6828R	07233888	Non-Executive - Non Independent Director	Not Applicable		29-08-1987	No				Active	NA		14-11-2019				1	0	0	0		
3	Mr	ASIT BARAN DASGUPTA	ACXPD6190M	02476594	Non-Executive - Independent Director	Not Applicable		01-01-1941	No				Active	Yes	16-09-2019	18-09-2014	16-09-2019		102.14	1	1	1	1		
4	Mrs	SONAM AGARWAL	ANIPB7759E	08054202	Non-Executive - Independent Director	Not Applicable		27-04-1987	No				Active	NA		12-02-2018	12-02-2023		61.2	1	1	3	1		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mrs	SHILPI MODI	AOXPA9359K	02706881	Non-Executive - Independent Director	Not Applicable		01-01-1989	No				Active	NA		06-12-2018			51.26	1	1	2	0		
6	Mr	SANJAY KALOYA	AYEPK3564F	07970640	Non-Executive - Non Independent Director	Not Applicable		22-08-1971	No				Active	NA		24-03-2021				1	0	1	1		

Text Block

Textual Information(1)

- 1) For disclosing number of membership and post of Chairmanship in Audit / Stakeholder Committee held in listed entities including this listed entity as per Regulation 26(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we relied on FAQ No. 13 issued by NSE (Ref. No.- NSE/CML/2023/31 Dated- 10/04/2023) for Corporate Governance filing. Thus, we had included the number of membership and post of chairmanship held in Audit/Stakeholder Committee of all Public Limited Companies whether listed or not.
- 2) The members of the Company had re-appointed Mr. Rama Shankar Gupta as Managing Director of the Company w.e.f. 15th November, 2022 for the period of 3 (Three) years after expiry of his present term on 14/11/2022 in the 43rd Annual General Meeting held on 21st September, 2022.
- 3) The members of the Company had re-appointed Mrs. Sonam Agarwal as an Independent Woman Director of the Company w.e.f. 12th February, 2023 for the period of 5 (Five) years upto 11th February, 2028 after expiry of her present term on 11/02/2023 by passing a Special Resolution in the 43rd Annual General Meeting held on 21st September, 2022.
- 4) In our company, Mr. Rama Shankar Gupta is holding the position of Chairman and Managing Director, both at the same time. On the basis of that, we conclude that Chairperson is related to Managing Director.
- 5) Regarding the initial date of appointment of Independent Director Mr. Asit Baran Dasgupta, the Company had relied on FAQ no. 6 issued by NSE (Ref. No.- NSE/CML/2023/31 Dated- 10/04/2023) and based on that the initial date of appointment of Mr. Asit Baran Dasgupta is mentioned as 18th September, 2014 i.e. the date on which he was appointed for first term as Independent Director under Companies Act, 2013.
- 6) Regarding of tenure of Independent Director Mr. Asit Baran Dasgupta, the Company had relied on FAQ no. 10 issued by NSE (Ref. No.- NSE/CML/2023/31 Dated- 10/04/2023) and based on that the tenure of Mr. Asit Baran Dasgupta is shown as 102.14.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02476594	ASIT BARAN DASGUPTA	Non-Executive - Independent Director	Chairperson	26-06-2013		Textual Information(1)
2	08054202	SONAM AGARWAL	Non-Executive - Independent Director	Member	12-02-2018		
3	02706881	SHILPI MODI	Non-Executive - Independent Director	Member	06-12-2018		
4	07843716	RAMA SHANKAR GUPTA	Executive Director	Member	16-07-2019		

Sr Text Block

Textual Information(1)	1) Regarding the date of appointment of member in the committee, the Company had relied on FAQ no. 19 issued by NSE (Ref. No.- NSE/CML/2023/31 Dated- 10/04/2023) and based on that the date of appointment of Mr. Asit Baran Dasgupta in Audit Committee is shown as 26/06/2013.
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Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08054202	SONAM AGARWAL	Non-Executive - Independent Director	Chairperson	12-02-2018		
2	02706881	SHILPI MODI	Non-Executive - Independent Director	Member	06-12-2018		
3	07970640	SANJAY KALOYA	Non-Executive - Non Independent Director	Member	25-03-2021		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07970640	SANJAY KALOYA	Non-Executive - Non Independent Director	Chairperson	25-03-2021		
2	08054202	SONAM AGARWAL	Non-Executive - Independent Director	Member	12-02-2018		
3	07843716	RAMA SHANKAR GUPTA	Executive Director	Member	16-07-2019		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sl	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	07843716	RAMA SHANKAR GUPTA	MANAGEMENT AND FINANCE COMMITTEE	Executive Director	Chairperson	
2	07233888	NIKET AGARWAL	MANAGEMENT AND FINANCE COMMITTEE	Non-Executive - Non Independent Director	Member	
3	07970640	SANJAY KALOYA	MANAGEMENT AND FINANCE COMMITTEE	Non-Executive - Non Independent Director	Member	

Annexure 1**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	10-11-2022				Yes	6	6	3
2	07-12-2022		26		Yes	6	6	3
3		08-02-2023	62		Yes	6	6	3
4		30-03-2023	49		Yes	6	6	3

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	10-11-2022				Yes	4	4	3	0
2	Audit Committee	07-12-2022	26			Yes	4	4	3	0
3	Audit Committee	08-02-2023	62			Yes	4	4	3	0
4	Audit Committee	30-03-2023	49			Yes	4	4	3	0
5	Stakeholders Relationship Committee	08-02-2023				Yes	3	3	2	0
6	Nomination and remuneration committee	07-12-2022				Yes	3	3	2	0

Annexure 1**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes of material transaction with related party			Textual Information(1)

Text Block

S. No.	Name of Related party	Nature of Relationship	Nature, particulars and material terms of the Contract	Amount (Rs. in Crores)
1	Adhunik Corporation Ltd	Enterprises over which Key Management Personnel/ Shareholders/ Relatives have significant influence	Sale of Finished Goods/By Products (Ex-Factory / FOR)	6.90
2	Adhunik Corporation Ltd	Enterprises over which Key Management Personnel/ Shareholders/ Relatives have significant influence	Purchase of Raw Materials (Ex-Factory / FOR)	105.58

Textual Information(1)

Note-The above Related Party transactions were entered into by the Company during the period 01/01/2023 to 31/03/2023 and executed at arms length price basis only.

Annexure 1

VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	RAMA SHANKAR GUPTA
2	Designation	Managing Director

Annexure II**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://www.incredibleindustries.co.in/menu-details.php?cat=investor-services&sub=details-of-business
2	Terms and conditions of appointment of independent directors	Yes		https://www.incredibleindustries.co.in/download/2152655897.pdf
3	Composition of various committees of board of directors	Yes		https://www.incredibleindustries.co.in/committees-of-board-of-directors
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.incredibleindustries.co.in/download/21592457630.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.incredibleindustries.co.in/download/21592457662.pdf
6	Criteria of making payments to non-executive directors	Yes		https://www.incredibleindustries.co.in/download/21526534549.pdf
7	Policy on dealing with related party transactions	Yes		https://www.incredibleindustries.co.in/download/21650358708.pdf
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.incredibleindustries.co.in/menu-details.php?cat=corporate-governance&sub=familiarisation-programme-for-independent-directors

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.incredibleindustries.co.in/investor-grievance.php
11	email address for grievance redressal and other relevant details	Yes		https://www.incredibleindustries.co.in/investor-grievance.php
12	Financial results	Yes		https://www.incredibleindustries.co.in/menu-details.php?cat=financials&sub=financial-results
13	Shareholding pattern	Yes		https://www.incredibleindustries.co.in/menu-details.php?cat=investor-services&sub=shareholding-pattern
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	Yes		https://www.incredibleindustries.co.in/
17	Advertisements as per regulation 47 (1)	Yes		https://www.incredibleindustries.co.in/menu-details.php?cat=investor-services&sub=newspaper-publication
18	Credit rating or revision in credit rating obtained	Yes		https://www.incredibleindustries.co.in/menu-details.php?cat=investor-services&sub=credit-rating
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://www.incredibleindustries.co.in/
21	Materiality Policy as per Regulation 30	Yes		https://www.incredibleindustries.co.in/download/21526556618.pdf
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		https://www.incredibleindustries.co.in/

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	

Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II		
1	Name of signatory	RAMA SHANKAR GUPTA
2	Designation	Managing Director

Annexure II

III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

Annexure II		
1	Name of signatory	RAMA SHANKAR GUPTA
2	Designation	Managing Director

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	AMIT AGRAWAL		
Designation	CFO		
Place	KOLKATA		
Date	20-04-2023		

Text Block

Textual Information(1)	The Company had not provided any loan (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) directly or indirectly to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them.
Textual Information(3)	NIL.

Signatory Details	
Name of signatory	RAMA SHANKAR GUPTA
Designation of person	Managing Director
Place	KOLKATA
Date	20-04-2023

