EDAYAR ZINC LIMITED

ANNUAL REPORT 2021-22

BOARD OF DIRECTORS

Mrs. Visalakshi Sridhar	Managing Director (Upto 04.03.2022) (Continuing as Director)
Ms. Kirti Mishra	Director (Upto 30.12.2021)
Mr. Pradeep Sharma	Director (Upto 27.10.2021)
Mr. Gour Chandra Das	Director (Upto 27.10.2021)
Mrs. Shahina Kalla	Director (w.e.f. 16.03.2022)
Mr. Mohd. Bismith Allingal (Director till 15.03/2022)	Managing Director (w.e.f. 16.03.2022)
Mr. Abdul Salim Ali Kunju	Director

AUDITORS

M/s Udeshi Shukla & Associates,
Chartered Accountants,
B220, Pranik Chambers,
2nd Floor, Sakivihar Road,
Saki Naka, Andheri East,
Mumbai-400 072
Tel:+9167088200

SECRETARIAL AUDITORS

Aabid & Co.,
Company Secretaries,
302, 22-Business Point,
SV Road, Opp Andheri Sub-Way,
Next to DCB Bank, Andheri (West),
Mumbai - 400 058.
Mob:+91 9892158830

BANKERS

Punjab National Bank
Punjab & Sind Bank

REGISTERED OFFICE

37/2, Chinar Park, New Town,
Rajarhat Main Road,
P.O. Hatiara, Kolkata - 700157.
Tel: +91 08100326795
Fax: +91 033-40088802
Email: binanigroupcal@rediffmail.com
CIN: U74110WB2000PLC091214

CORPORATE OFFICE

Mercantile Chambers
12, J.N. Heredia Marg,
Ballard Estate, Mumbai - 400 001.
Tel: 022- 41263000
Fax: 022-22634960
Email: pb@binani.net

PLANT LOCATION

Binanipuram, Ernakulam,
Kerala - 683 502

REGISTRAR & SHARE TRANSFER AGENTS

M/s. Link Intime India Private Limited
247 Park, C-101, L.B.S. Marg,
Vikhroli (W), Mumbai-400 083.
Tel: 022 - 49186000
Fax: 022-49186060
Email: mumbai@linkintime.co.in
rnt.helpdesk@linkintime.co.in

SUBSIDIARY

R. B. G. Minerals Industries Limited
22 Shubham Enclave, Parivahan Marg,
C-Scheme, Jaipur, 302001

EDAYAR ZINC LIMITED
(Formerly Binani Zinc Ltd)
CIN U27204WB2000PLC091214
Registered Office: 37/2 Chinar Park, New Town, Rajarhat Main Road, P O Hatiara Kolkata 700 157
website: www.binaniindustries.com; Tel: 08100326795 Fax: 033 – 40088802 Email – binanigroupcal@rediffmail.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 22nd Annual General Meeting of the Members of **EDAYAR ZINC LIMITED (Formerly known as Binani Zinc Ltd)** will be held through Video Conferencing/ Other Audio Visual Means (OAVM) on Thursday, 29th September, 2022 at 12.00 Noon in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 20/2020, 14/2020 and 17/2020 dated 5th May, 2020, 8th April, 2020, 13th April, 2020 and 13th January 2021 and 2/2022 dated May 5, 2022 respectively, to transact the following businesses

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated audited Financial Statements of the Company for the Year ended 31st March, 2022 including the Audited Balance Sheet as at 31st March, 2022, together with reports of the Directors and the Auditors thereon.

2. To appoint a Director in place of Mrs. Visalakshi Sridhar (DIN – 07325198), who retires by rotation and being eligible, offers herself for reappointment.

SPECIAL BUSINESS:

3. To Appoint Mr. Vargis Jacob (DIN 08472495) as Independent Director of the Company

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

   RESOLVED THAT, pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 (the Act) read with Schedule IV thereto (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Companies Act, 2013 and such other Rules, as may be applicable and pursuant to recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Vargis Jacob (DIN - 08472495) who was appointed as an Additional Director, of the Company by the Board of Directors effective 3rd January, 2022 pursuant to Section 161 of the Act and Article 89(3) of the Articles of Association of the Company and who has consented to act as a Director and submitted requisite declarations as provided under the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a shareholder proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a period of 5(five) consecutive years with effect from 3rd January, 2022 to 2nd January, 2027.

   RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

4. To Appoint Mrs. Shahina Kalla (DIN 09544000) as Independent Director of the Company

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

   RESOLVED THAT, pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 (the Act) read with Schedule IV thereto (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Companies Act, 2013 and such other Rules, as may be applicable and pursuant to recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, Mrs. Shahina Kalla (DIN - 09544000) who was appointed as an Additional Director, of the Company by the Board of Directors effective 16th March, 2022 pursuant to Section 161 of the Act and Article 89(3) of the Articles of Association of the Company and who has consented to act as a Director and submitted requisite declarations as provided under the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a shareholder proposing her candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a period of 5(five) consecutive years with effect from 16th March, 2022 to 15th March, 2027.

   RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

5. To appoint Mr. Mohd. Bismith Allingal (DIN 08227170) as Managing Director of the Company

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

"**RESOLVED THAT** Pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company in their respective meetings held on 16th March, 2022 and subject to provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment thereof, for the time being in force] and subject to such other approvals as may be required, the Company hereby accords its approval to the appointment of Mr. Mohd. Bismith Allingal (DIN 08227170) as a Managing Director of the Company for a period of five years effective from 16th March, 2022 till 16th March, 2027 upon NIL Remuneration and Perquisites and other terms and conditions as set out in the draft Agreement to be entered into between the Company and Mr. Mohd. Bismith Allingal (a copy of which is placed before the meeting) with liberty to the Board of Directors to alter and vary the terms and conditions of the said Agreement as the Board of Directors may consider necessary and as may be agreed to by Mr. Mohd. Bismith Allingal within the overall limits as specified in Schedule V of the Companies Act, 2013 for the time being in force or any statutory modification or re-enactment thereof and /or any rules or regulations framed thereunder and the terms of the aforesaid Agreement between the Company and Mr. Mohd. Bismith Allingal shall be suitably modified to give effect to such variation or increase, as the case may be."

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps, as may be necessary, proper or expedient to give effect to this Resolution.

6. To consider in-principle approval for avail Loan with / without the option of conversion of Loan into Equity Shares

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 62(3), and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder, as amended from time to time, the provisions of the Foreign Exchange Management Act, 1999 (the "FEMA") read with Foreign Direct Investment Policy of India ("FDI Policy"), RBI guidelines issued from time to time and the Memorandum and Articles of Association of the Company and the rules, regulations/ guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such terms, conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee thereof or any other person(s) for the time being exercising the powers conferred on the Board by this Resolution) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for availing a loan upto Rs 150 crores from M/s Mina Ventures Private Limited (hereinafter referred to as the Lender) with the right to convert the amount of such outstanding loan (including interest, if any), as may be granted by the Lender into equity as also the issue and allotment of such number of equity shares of face value Rs.10/- each (Rupees Ten only) upon exercise of the right of the Lender to convert certain outstanding credit facilities to be granted by the Lender which shall not exceed the amount of principal of Rs. 150 Crores (Rupees One Hundred and Fifty Crores only) and interest, if any outstanding as on that date of conversion in accordance with the terms of the sanction letter and THAT the option to convert such loan(s) to equity shall only be exercisable at the discretion of the Board as they deem fit in the best interest of the Company and if the loan(s) are to be converted to equity, the same shall be done at a price which would be higher of

(i) Fair market value determined as on the date of conversion or

(ii) Fair value of equity shares at the time of availing the loan or face value of equity shares if the fair value is lower and in accordance with the following:-

a. The conversion right reserved as aforesaid may be exercised by the Lender on one or more occasions.

b. On receipt of the Notice of Conversion, the Company shall subject to the provisions of the financing documents, issue and allot the requisite number of fully paid up equity shares to the Lender as on the date of conversion and the Lender may accept the same in satisfaction of the part of the loans so converted.

c. The part of the loan so converted shall cease to carry interest as from the date of notice of conversion and correspondingly, the loan shall stand reduced from such date of conversion. The equity shares so allotted and issued to the Lender shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the company. Save as aforesaid, the said shares shall rank pari passu with the existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT on receipt of the Notice of conversion, the Board be and is hereby authorised to do all such acts deeds and things as may be necessary and if it deems fit may issue and allot requisite number of fully paid-up Equity shares of the Company to M/s Mina Ventures Private Limited.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept such modification and to accept such terms and conditions as may be imposed or required by the Lender arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may in the opinion of the Board be necessary to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board / Committee be and is hereby authorised to agree, make, accept and finalise all such terms condition (s), modification(s) and alterations (s) as it may deem fit within the aforesaid limits and the Board / Committee is also hereby authorised to resolve and settle all questions, difficulties or doubts that may arise with regard to such payment and to finalise and execute all agreements, documents and writings and to do all such acts, deeds and things in this connection and incidental as the Board / Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to delegate all or any of the powers herein conferred by this resolution on it to any Committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution.

For and on behalf of the Board of Directors

Abdul Salim Ali Kunju	**Mohd. Bismith Allingal**
Director	**Managing Director and CFO**
DIN: 08279794	**DIN: 08227170**

Place: Cochin
Date: August 19, 2022

NOTES:

1. In view of the ongoing threat posed by the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021 and 2/2022 dated May 5, 2022 (collectively referred to as 'MCA Circulars') has permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with these MCA the 22nd AGM of the Company is being conducted through VC/OAVM on Thursday, 29th September, 2022 at 12.00 noon (IST). The deemed venue for the 22nd AGM shall be the Registered Office of the Company.

2. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.

   Corporate Members and Institutional Investors intending to appoint their authorized representatives pursuant to Section 113 of the Companies Act, 2013 ('the Act'), to attend the AGM through VC or OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at aabid@aacs.in with a copy marked to pb@binani.net

3. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

4. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

5. As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 3 to 5 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.

6. The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts concerning the business under Item No. 3 to 5 of the Notice are annexed hereto. The relevant details, pursuant Secretarial Standard–2 on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment/ re-appointment at this AGM are also annexed. Requisite declarations have been received from the Directors seeking appointment/re-appointment.

7. The Consolidated Annual Report including the Notice of the AGM for the FY 2021-22 is being sent to all the Members whose e-mail addresses are registered with the Company / Depository Participants ('DPs') unless any Member has requested for a physical copy of the same. The Company shall send a physical copy of the Consolidated Annual Report to those Members who request the same at pb@binani.net mentioning their Folio No. / DP ID and Client ID. The Notice convening the 22nd AGM has been uploaded on the website of the Company at www.binaniindustries.com. The AGM Notice is also available on the website of Link Intime India Private Limited at www.linkintimeindia.com.

8. Book Closure: The Register of Members and the Share Transfer Books of the Company will be closed from Thursday, 22nd September, 2022 to Thursday, 29th September, 2022; (both days inclusive) for financial year ended March 31, 2022.

   For updation of PAN and other details, SEBI vide Circular dated November 3, 2021 and December 14, 2021 and June 24, 2022 has mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, e-mail address, mobile number, bank account details) and nomination details by holders of physical securities through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available at www.linkintimeindia.com PAN details are to be compulsorily linked to Aadhar by March 31, 2023 or any other date specified by Central Board of Direct Taxes. Folios wherein any of the above cited documents / details are not available, on or after April 1, 2023, shall be frozen as per the aforesaid circular. Effective from January 1, 2022, any service requests/ complaints received from a Member holding physical securities will not be processed by the Registrar till the aforesaid details/documents are provided to the Registrar. The members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination. Members holding shares of the Company in physical form are requested to go through the requirements on the website of the Company at www.binaniindustries.com to furnish the abovementioned details.

9. Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registration of nomination, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar at rnt.helpdesk@linkintime.co.in in case the shares are held in physical form, in the prescribed form, pursuant to the SEBI Circular dated November 3, 2021. Changes intimated to the DP will then be automatically reflected in the Company's records.

   As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he/ she may submit the same in Form ISR-3 or Form SH-14. The said form can be downloaded from the Company's website at www.linkintimeindia.com (under 'Investor Relations' section). Members are requested to submit the said form to their DP in case the shares are held by them in electronic form and to the RTA at rnt.helpdesk@linkintime.co.in in case the shares are held in physical form, quoting your folio no.

10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

11. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

    During the 22nd AGM, Members may access the electronic copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, by writing to the Company at pb@binani.net Other relevant documents for inspection will be available electronically, without any fee, from the date of circulation of the Notice of AGM up to the date of AGM. Members seeking to inspect such documents can send an e-mail to pb@binani.net stating their DP / Client ID or Folio Nos.

12. In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Acts, 2020 and 2021 dividend declared and paid by the Company after April 1, 2020, is taxable in the hands of shareholders. The Company is required to deduct the tax at source ("TDS") on the distribution of dividend income to its shareholders at the applicable rates. The rate for deducting TDS may vary depending on the residential status of the shareholder and the documents submitted to the Company in accordance with the provisions of the Income Tax Act 1961. Certain category of shareholders such as Mutual Funds and Insurance Companies are exempted while for other category like Foreign Portfolio Investor tax has to be deducted at 20% (plus surcharge and cess) or at a beneficial tax rate applicable under Double Taxation Avoidance Agreement (DTAA).

13. Companies require certain categories of shareholders to submit few details and required documents in order to determine the applicable rate for TDS. Say for example in respect of shareholders in category of Mutual Funds, Insurance companies, etc. companies seek certain set of documents like PAN, registration certificate, self-declaration, etc. in order to determine TDS rates. These details and documents are required to be provided by shareholders to every such company who declare dividends. Generally in respect of shareholders like Mutual Funds, Insurance companies, Foreign Portfolio Investors, etc. these details and documents are provide by their custodian on behalf of shareholders to every such company which is declaring dividend.

14. In order to make it convenient for stakeholders, NSDL as a part of its issuer services has created a platform for custodians to upload details and documents on behalf of shareholders which can be accessed by issuers through their RTAs. These details and documents of shareholders will be provided to RTA as per the beneficiary position as of the record date, which will facilitate companies in determining the applicable tax rates for TDS. For the convenience of issuers, NSDL has started providing the client level information uploaded by the custodians to all listed companies along with the list beneficial owners downloaded with RTA for dividend payment. You may therefore consider the documents shared by the custodians for computing the withholding tax on dividend paid.

15. 'The Resident Non-Individual Members i.e. Insurance companies, Mutual Funds and Alternative Investment Fund (AIF) established in India and Non-Resident Non-Individual Members i.e. Foreign Institutional Investors and Foreign Portfolio Investors may alternatively submit the relevant forms / declarations / documents through their respective custodian who is registered on NSDL platform, on or before the aforesaid timelines.'

16. This will provide an alternative to custodians to upload documents of their mutual fund/insurance companies/ FPI clients if already not done on NSDL platform, which will be auto downloaded to RTAs as per the beneficiary positions as of a record date without a need for Issuer / RTAs to track several emails received from custodians. Further, reports containing details of demat accounts for which investor documents are downloaded will be available to issuers/RTAs, thereby facilitating reconciliation.

17. Process for registering e-mail addresses to receive this Notice of AGM and Annual Report electronically and cast votes electronically:

    I. Registration and updation of e-mail addresses with RTA: The Company has made special arrangements with the RTA for registration and updation of e-mail addresses of those Members (holding shares either in electronic or physical form) who wish to receive this Notice electronically and cast votes electronically.

       Eligible Members whose e-mail addresses are not registered/ requires updation with the Company/ DPs are required to provide the same to the RTA on or before 5:00 p.m. IST on Thursday, 22nd September, 2022. Process to be followed for registration of e-mail address is as follows:

a) Visit the link: https://linkintime.co.in/emailreg/email_ register.html

b) Select the Company name viz. Edayar Zinc Limited

c) Enter the DP ID & Client ID / Physical Folio Number and PAN number. In the event the PAN details are not available on record for Physical Folio, Member to enter one of the Share Certificate numbers;

d) Upload a self-attested copy of PAN card for authentication. If PAN details are not available in the system, the system will prompt the Member to upload a self-attested copy of the PAN card for updation;

e) Enter your e-mail address and mobile number;

f) The system will then confirm the e-mail address for receiving this AGM Notice.

After successful submission of the e-mail address, NSDL will e-mail a copy of this AGM Notice and Consolidated Annual Report for FY 2021-22 along with the e-Voting user ID and password.

In case of any queries, Members may write to rnt.helpdesk@linkintime.co.in or evoting@nsdl.co.in.

II. Registration of e-mail address permanently with Company/DPs:

To support the Green Initiative, Members are requested to register their e-mail address with their concerned DPs, in respect of electronic holding and with the RTA, in respect of physical holding, by writing to them at rnt.helpdesk@linkintime.co.in . Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs / RTA to enable servicing of notices / documents / Annual Reports and other communications electronically to their e-mail address in future.

III. Alternatively, those members who have not registered their e-mail addresses are required to send an e-mail request to evoting@nsdl.co.in along with the following documents for procuring user id and password for e-Voting for the resolutions set out in this Notice:

- In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card.

- In case shares are held in demat mode, please provide DP ID-Client ID (8 digit DP ID + 8 digit Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN Card, self-attested scanned copy of Aadhar Card. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e- Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

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

18. I. Shareholders holding Shares in Physical Mode:

a. After the introduction of Rule 9A of Companies (Prospectus and Allotment of Securities) Rules, 2014 dated 10th September, 2018, physical transfer of shares of all Unlisted Public Companies w.e.f. 2nd October, 2018, have been restricted (exemptions provided in notification of the MCA dated 22/01/2019). Hence the shareholders who desire to transfer their shares are requested to dematerialize the same before transfer.

b. Non-Resident Indian Members are requested to inform RTA, immediately on: (a) Change in their residential status on return to India for permanent settlement; (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.

c. The equity shares of the Company are eligible for dematerialization with both depositories NSDL and CDSL. The ISIN of the Company is INE310H01010. The Company's shares however are not listed on any Stock Exchange.

d. Members are requested to note that in respect of the shares held in physical form, all correspondence relating to share transfers, transmissions, sub-division, consolidation of shares or any other related matters and/or change in address or updation thereof, should be addressed to Registrar and Transfer Agents of the Company, viz. Link Intime India Private Limited, having address at C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400 083. Shareholders, whose shareholding is in dematerialized form, are requested to direct their correspondence regarding change of address, registration of e-mail address and updation of bank account details to their respective Depository Participant.

Shareholders holding Shares in Dematerialized Mode: Shareholders are requested to register their e-mail ID with the relevant Depository Participant(s). In case of any queries / difficulties in registering the e-mail address, Shareholders may write to Link Intime India Pvt. Ltd. at rnt.helpdesk@linkintime.co.in

19. In terms of the aforesaid Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system provided during the meeting while participating through VC facility. Members attending the meeting through VC/OAVM shall be counted for the purpose of determining the quorum under Section 103 of the Act.

20. In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto, the Company has engaged the services of Link Intime India Private Limited to provide the facility of voting through electronic means to the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting.

21. The remote e-voting period commences on Monday, 26th September, 2022 (9:00 a.m. IST) and ends on Wednesday, 28th September, 2022 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on the cut off date i.e. Thursday, 22nd September, 2022, may cast their vote electronically. The e-voting module shall be disabled by M/s. Link Intime India Private Limited for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. However, members who have already cast their votes by remote e-voting may attend the Meeting through VC but will not be entitled to cast their votes once again at the AGM.

22. The Board of Directors has appointed Mr. Mohammad Aabid, Membership No.F6579 Certificate of Practice No. 6625 M/s Aabid & Co., Practicing Company Secretary as the Scrutinizer for the purpose of scrutinizing the remote e- voting and e-voting system provide in the Meeting in a fair and transparent manner.

    The Company shall be providing the facility of voting through E-mail which shall be sent to the designated e- mail id of the Scrutinizer i.e. aabid@aacs.in with a copy marked to rnt.helpdesk@linkintime.co.in, to those members who do not cast their vote through remote e- voting.

23. Voting rights of the members (for voting through remote e-voting or e-voting system provided in the Meeting itself shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 22nd September, 2022. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting or e- voting system provide in the Meeting.

24. Instructions for Shareholders / Members to vote during the Annual General Meeting through InstaMeet:

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: https://instameet.linkintime.co.in

► Select the **"Company"** and **'Event Date'** and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/ Company.

► Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the pb@binani.net created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.

5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/ Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/ Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

InstaMeet Support Desk

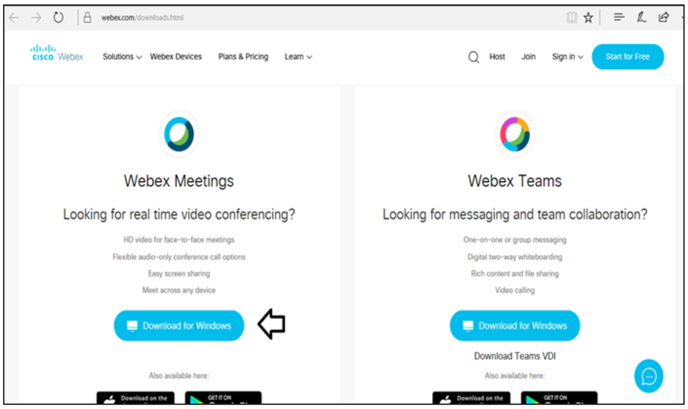
Link Intime India Private Limited

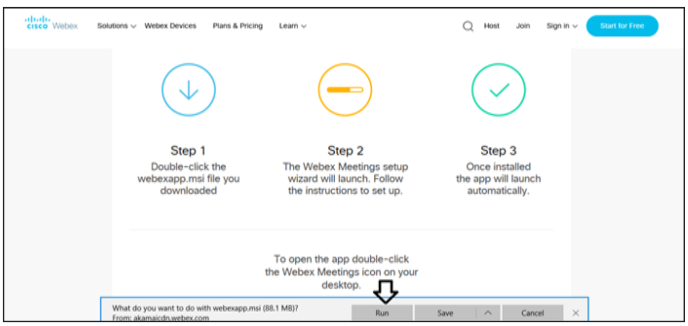
Annexure

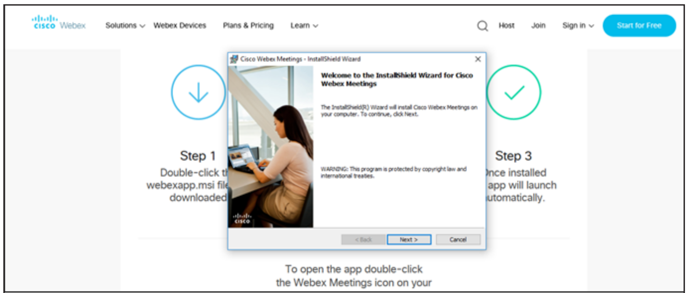
Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

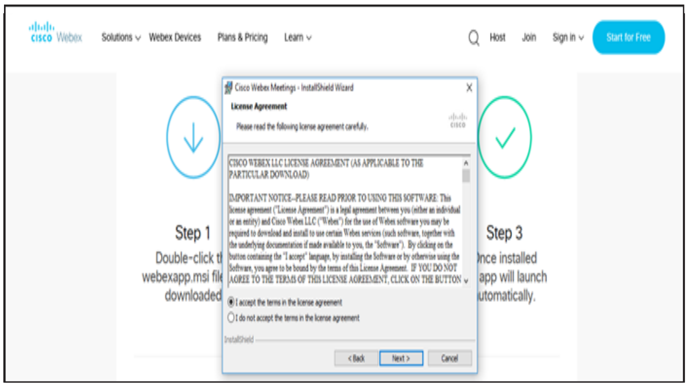
Please download and install the Webex application by clicking on the link https://www.webex.com/downloads.html/

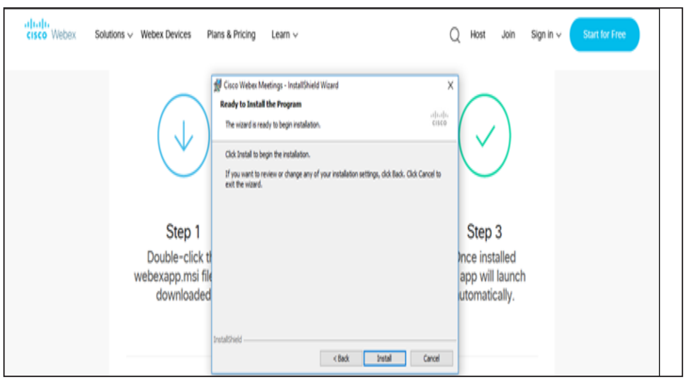






Step 1	**Enter your First Name, Last Name and Email ID and click on Join Now.**
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application. Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now





or

b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

30. The Notice for this Meeting along with requisite documents and the Annual Report for the financial year ended 2021-22 shall also be available on the website www.binaniindustries.com and also available on the website of www.linkintime.co.in

31 The results of remote e-voting and e- voting system provided in the Meeting shall be aggregated and declared on or after the Meeting of the Company by the Chairman or by any other person duly authorised in this regard.

1. The results declared along with the report of the scrutinizer shall be placed at the website of Link Intime India Private Limited immediately after the result is declared by the Chairman.

Members are requested to contact the Company's Registrar & Share Transfer Agent, i.e. M/s Link In time India Private Limited for reply to their queries/ redressal of complaints, if any, or contact Ms. Vahini Kanojiya on e-mail vahini@binani.net or Mr. Sauvik Nayak of the Company (Phone: 8100326795 ; Email: sauvik.nayak@binani.net).

2. The equity shares of the Company are eligible for dematerialization with both depositories NSDL and CDSL. The ISIN of the Company is INE310H01010.

3. Instructions for voting through electronic means (e-voting) & other instructions relating thereto are as under:

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

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL

   Existing IDeAS user can visit the e-Services website of NSDL viz... https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login"" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

   If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

   Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

   Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.

   After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

   If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.

   Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

Open the internet browser and launch the URL: https://instavote.linkintime.co.in

Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

**Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

**Shareholders holding shares in NSDL form, shall provide 'D' above*

- Set the password of your choice (The password should contain minimum 8 characters, at least one special

Character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter).

- Click "confirm" (Your password is now generated).

3. Click on 'Login' under **'SHARE HOLDER'** tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'.**

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon**.**
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).
4. After selecting the desired option i.e. Favour / Against, click on **'Submit'.** A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes',** else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at https://instavote.linkintime.co.in and register themselves as **'Custodian / Mutual Fund / Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in

- o Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

<u>User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate)</u>: Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

InstaVote Support Desk

Link Intime India Private Limited

For and on behalf of the Board of Directors

Abdul Salim Ali Kunju
Director
DIN: 08279794

Mohd. Bismith Allingal
Managing Director and CFO
DIN: 08227170

Place: Cochin
Date: August 19, 2022

ANNEXURE TO NOTICE

Statement pursuant to Section 102 (1) of the Companies Act, 2013.

Item No: 3

Mr. Jacob, aged about 61 years, is a Chartered Accountant (M.No.025287) holding Certificate of Practice for over 30 years and qualifies to be appointed as Independent Director.

Your Directors recommend the Resolution for your approval as an Ordinary Resolution.

Except Mr. Vargis Jacob, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested in this Ordinary Resolution

Item No: 4

Ms. Shahina K., aged about 46 years, is a Legal Advisor in Fortune Engineering & Energy Services LLC Dubai, UAE and has more than 20 years of work experience. Ms. Shahina has focused on development and implementation of proposals and handling company maters in the fields of manufacture sales Service and EPIC of electrical instrumentation and control system in oil and gas industry.

She holds a Bachelor of Law Degree from University of Calicut, Bachelor of Arts Degree and MBA in Human Resources Development and Finance Management from Indira Gandhi Open University, Delhi and has worked with Innovative Technologies LLC, Dubai U.A.E and with District Court, Kannur District. She qualifies to be appointed as Independent Director. The detailed profile of Ms. Shahina K is enclosed for perusal of the Directors.

Your Directors recommend the Resolution for your approval as an Ordinary Resolution.

Except Ms. Shahina, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested in this Ordinary Resolution

Item No.5

Mr. Mohd. Bismith Allingal was appointed as Director w.e.f. 15th December, 2020.

Mr. Mohd. Bismith Allingal was appointed as the Managing Director of the Company, at the meeting of the Board of Directors held on 16th March, 2022, subject to the approval of the members at the Annual General Meeting, for a period of 5 (five) years effective from 16th March, 2022 till 16th April, 2027 for NIL Remuneration and Perquisite. The Nomination and Remuneration Committee has also recommended his appointment as the Managing Director of the Company; hence the approval of the members is sought for her appointment as the Managing Director.

The information and disclosures, as required under Section-II of Part- II of Schedule V of the Companies Act, 2013, are given herein below:-

I. General Information:

(1) Nature of industry:

The company was engaged in production of various types of Zinc and Alloys and by products. The assets of the Company have been taken over by the Banks led by Punjab National Bank (PNB) under Sarfaesi. Pursuant to the One Time Settlement (OTS) being entered into by the Company with the Banks led by PNB, the Company has paid about 48% of the OTS amount. The OTS is being funded by sale of assets of the company.

(2) Date or expected date of commencement of commercial production:

Commercial Production commenced in the year 2000.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

(4) Financial performance based on given indicators:

(Rs. In lacs)

Financial Parameters	2021-22	2020-21	2019-20	2018-19	2017-18
Net Sales & Other Income	478.73	0.81	0.88	3.61	27.84
Interest & Financial Charges	4.41	0.03	0.01	0.01	0.26
Depreciation & Amortisation	5.29	5.92	344.35	374.84	380.65
Profit/ (loss) before tax	(2845.37)	(126.42)	(2661.80)	(486.51)	(618.50)
Profit/ (loss) after tax	(2845.52)	(650.31)	(2662.85)	(494.32)	(3475.85)
Exceptional items / Prior period items	0.15	523.89	1.05	7.81	2857.35
Other Comprehensive Income	-	-	-	-	-
Profit/(Loss) and other Comprehensive Income	(2845.52)	(650.31)	(2662.85)	(494.32)	(3475.85)

(5) Export performance and net Foreign Exchange

The Company has not earned foreign exchange through exports for the period under review.

(6) Foreign investments or collaborations, if any.

The Company has not made any foreign investment during the period under review.

II. Information about the appointee:

(1) Background details:

Mr. Mohammed Bismith aged about 50 years is an Engineer by profession with over 25 years of experience; He has experience of over 25 years in diversified business in the domain of Business, Strategy Liason etc. He is also a partner (30%) in Green Panel Investment LLP where Edayar Zinc Limited is also a partner (70%).

(2) Past remuneration:

Details of remuneration received from the Company in last three years:

(Rs. In Lacs)

Particulars	2021-22	2020-21	2019-20
Remuneration received	Nil	Nil	Nil

(3) Recognition or awards:
NIL

(4) Job profile and his suitability:

Mr. Mohd. Bismith as Managing Director is responsible for the day to day affairs of the Company and control of the Board of Directors of the Company.

(5) Remuneration proposed:

Mr. Mohd. Bismith Allingal is appointed as Managing Director of the Company on NIL Remuneration.

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person

Mr. Mohd. Bismith Allingal is drawing NIL remuneration in the Company.

III. OTHER INFORMATION

1. Reason of loss or inadequate profits:

Company has not been operating the plant since November 27, 2014 and incurring losses for the last three financial years.

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

Lenders to the Company have taken physical possession of the plant. You Company is working on honoring of the payments under the OTS with Banks Your Company is hopeful that Lenders, creditors and Authorities will take measured stand to safeguard interest of all stakeholders.

Your Directors recommend the Resolution for your approval as a Special Resolution. Except Mr. Mohd. Bismith Allingal, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested in this Special Resolution.

A copy of the Agreement referred to in the Resolution as Item No. 4 is available for inspection by the Members at the registered office of the Company between 11:00 a.m. to 1:00 p.m. on any working day except Saturdays and Sundays up-to the date of the Annual General Meeting.

Item No.6

In terms of the provisions of Section 180(1) (c), the shareholders of the Company have already accorded approval to the Board of Directors of the Company to borrow money/ moneys upto an amount of Rs. 850 Crores by passing a Special Resolution in the Annual General Meeting held on September 29, 2014. The Company had only working capital facilities from the Banks for which a One Time Settlement (OTS) has been agreed with the Banks and payment towards the same is underway.

The Board of Directors of the Company has been exploring various fund-raising options in order to augment the resources of the Company for funding the One Time Settlement agreed with the Banks as well as other balance liabilities estimated at approximately Rs. 200 - 250 crore out of which, the requirement is about Rs. 150 crore apart from the payment towards OTS which will be funded out of the sale of the assets, which is already underway.

M/s. Mina Ventures Pvt. Ltd. has agreed to meet the liabilities of the Company including the Bank liabilities, liabilities of the employees, contract workers and workers and statutory liabilities both present and future including contingent liabilities of EZL on non-recourse basis to Binani Industries Limited. Accordingly, an amount of Rs. 150 Crores (One Hundred and Fifty Crores only) will be brought in by Mina Ventures Private Limited. As a part of the overall capital management, Mina Ventures Private Limited would like to have the conversion option i.e. option to convert the loan into equity during the tenure of the loan.

The Board of Directors at its meeting held on August 19, 2022 have approved the above proposal on the following broad terms and conditions:

a.	The size of the Loan with option to convert into Equity shares	Subject to a cap of Rs.150 crore
b.	The nature of such Loan	Unsecured. Convertible optionally at the option of the holder at any time during the period of the loan facility.
c.	The objectives of the issue	To augment the resources for payment under the One time settlement arrived at with the Companies Bankers and settlement of other liabilities.

d.	The manner of issue of shares	By way of conversion of loan to equity.
e.	The basis on which the price has been arrived at the time of conversion	The Loan may at the option of Lender at any time after one day from the date of disbursement be converted into such number of equity shares of Rs. 10/- each at the **higher** of: (a) Fair Market Value determined as on the date of the conversion; or (b) Fair value of equity shares at the time of availing the loan or face value of equity shares if the fair value is lower. The Company and the Lender agree that the fair value is lower and therefore, face value of Rs. 10 per share would be relevant.
f.	Rate of interest till conversion, etc	Maximum 4%
g.	Terms of repayment if conversion option is not exercised.	Will be repaid in three equal annual instalments after two years from the date of receipt of the loan.
h.	The current shareholding pattern of the company	Refer Note 1 below
i.	The expected dilution in equity share capital upon conversion of the loan	Refer Note 1 below
j.	Minimum Subscription	Not applicable
k.	Fractional Shares	Fractional shares, if any, arising on conversion of the loan shall be rounded off to the next higher digit if equal to or greater than 0.5 share. Any fraction below 0.5 share shall be ignored.
l.	Ranking of equity shares arising on conversion	The Equity Shares to be allotted on conversion of the loan shall rank pari passu in all respects with the then existing Equity Shares of the Company, and shall be subject to the Memorandum and Articles of Association of the Company.
m.	Manner of issuance of Equity shares on conversion	The Equity Shares arising on conversion shall also be issued in dematerialized form.

The availing of loan with option to convert into Equity Shares is in accordance with the provisions of the Articles of Association of the Company. No preference shares have been issued by the Company. Accordingly, there is no subsisting default in the redemption of preference shares issued by the Company earlier or in the payment of dividend due on those preference shares issued earlier by the Company.

Section 62(1) of the Companies Act, 2013 inter alia provides that where at any time, a company having a share capital proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered to (i) persons who, at the date of the offer, are holders of equity shares of the company (ii) employees of the Company or (iii) any other persons in compliance with the conditions of preferential issue.

Further, Section 62(3) of the Companies Act, 2013 provides that nothing in Section 62 shall apply to the increase of the subscribed capital of a Company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the Company; provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a Special Resolution passed by the Company in General Meeting.

Pursuant to Section 62(3) of the Companies Act, 2013 and Rules made thereunder, approval of the shareholders is required by way of a Special Resolution for accepting the loan on condition that the loan would at the option of the Lender be converted into equity as also the issuance and allotment of the equity shares consequent to conversion of loan into equity, if so exercised by the Lenders.

Hence, the Board recommends the said enabling resolution for the approval of the members.

None of the Directors except Mohammad Salim Ali Kunju who is a Director & Shareholder in MVPL. MVPL Shall abstain from voting in this resolution. Key Managerial Personnel of the Company and their relatives may be deemed to be interested / concerned in this resolution, except to their respective shareholdings in the Company, if any

Note 1

The pre and post conversion shareholding pattern of the Company (assuming entire Principal amount of loan is converted) is below.

		Shareholding Pattern					
Sr. No.	Category	Existing (as of March 31, 2022)			Post Conversion		
		No. of shares	% held	% voting	No. of shares	% held	% voting
1	Mina Ventures Private Limited	3,00,00,000	30.73%	65.55%	3,00,00,000	12.12%	15.32%
2	Binani Industries Limited	6,07,88,138	62.27%	19.52%	6,07,88,138	24.55%	4.56%
	- Immobilised Shares	5,18,53,000	53.12%		5,18,53,000	20.94%	0.00%
	- Other than immobilised shares	89,35,138	9.15%	19.52%	89,35,138	3.61%	4.56%
3	Public Shareholding						
A	**Institutions**						
	Mutual Funds / UTI	149	0.00%	0.00%	149	0.00%	0.00%
	Foreign Portfolio Investors	1,793	0.00%	0.00%	1,793	0.00%	0.00%
	Financial Institutions / Banks	4,11,863	0.42%	0.90%	4,11,863	0.17%	0.21%
	Insurance Companies	2,47,373	0.25%	0.54%	2,47,373	0.10%	0.13%
	Provident Funds / Pension Funds			0.00%			0.00%
	Foreign Financial Institution	1,042	0.00%	0.00%	1,042	0.00%	0.00%
	Total (A)	**6,62,220**	**0.25%**	**1.45%**	**6,62,220**	**0.25%**	**1.45%**
B	Central Government / State Government	20	0.00%	0.00%	20	0.00%	0.00%
C	**Non-Institutions**						
	Individuals	23,63,613	2.42%	5.16%	23,63,613	0.95%	1.21%
	NBFC registered with RBI	92	0.00%	0.00%	92	0.00%	0.00%
	Trusts	103	0.00%	0.00%	103	0.00%	0.00%
	Foreign Nationals	1,163	0.00%	0.00%	1,163	0.00%	0.00%
	Hindu Undivided Family	33,077	0.03%	0.07%	33,077	0.01%	0.02%
	Non-Resident Indians (Non-repat)	3,17,591	0.33%	0.69%	3,17,591	0.13%	0.16%
	Non-Resident Indians (Repat)	1,90,409	0.20%	0.42%	1,90,409	0.08%	0.10%
	Office Bearers	2,103	0.00%	0.00%	2,103	0.00%	0.00%
	Overseas Bodies Corporates	2,582	0.00%	0.01%	2,582	0.00%	0.00%
	Clearing Member	738	0.00%	0.00%	738	0.00%	0.00%
	Bodies Corporate	32,56,233	3.34%	7.12%	32,56,233	1.32%	1.66%
	Total (C)	**61,67,704**	6.32%	13.48%	**61,67,704**	2.49%	3.15%
D	**Total Public Shareholding**	**68,29,944**	7.00%	14.92%	**68,29,944**	2.76%	3.49%
3	**Lender (loan converted into equity)**				**15,00,00,000**	60.58%	76.62%
4	**Total shares (1+ 2(D)+ 3)**	**9,76,18,082**	**100%**	**100%**	**24,76,18,082**	**100%**	**100%**
	Total Shares having voting rights	4,57,65,082			19,57,65,082		
	Total shares having no voting rights	5,18,53,000			5,18,53,000		

Post conversion of the entire loan of Rs. 15000 Lakhs into equity, MVPL holding shall increase to 91.94% (Voting Power)

For and on behalf of the Board of Directors

Abdul Salim Ali Kunju
Director
DIN: 08279794

Mohd. Bismith Allingal
Managing Director and CFO
DIN: 08227170

Place: Cochin
Date: August 19, 2022

A brief profile of Directors proposed to be appointed/reappointed

Name of the Director	**Vargis Jacob**	**Shahina Kalla**	**Mohd. Bismith Allingal**
Date of Birth	05.11.1960	17.09.1976	19.09.1969
Qualification and Expertise in Specific Functional Areas	C.A.	B.A. LLB and MBA in HR	Civil Engineer Expertise Business Strategy
Date of first appointment on the Board	03.01.2022	16.03.2022	16.03.222
Shareholding in the Company	NIL	NIL	NIL
Relationship with other Directors or with KMP	None	None	None
Number of meetings attended during 2021-22	3	-	8
Other Directorships		NIL	RBG Minerals Industries Limited Seraphic Developers and Traders Pvt. Ltd. Partner of Green Panel Investment LLP.
Membership/Chairmanship of Committees of other Boards	NIL	NIL	NIL

DIRECTORS' REPORT

Dear Members,

Your Directors present the Twenty Second Annual Report along with Audited Financial Statements for the financial year ended 31st March, 2022.

1. Financial Performance

(Rs. in Lacs)

Particulars	Year ended 31/03/2022	Year ended 31/03/2021
Total Revenue	478.73	0.81
Loss before Interest, Depreciation & Tax	(2845.37)	(120.47)
Interest and finance charges	4.41	0.03
Provision for Depreciation	5.29	5.92
Loss before Tax &Exceptional Items	(2845.37)	(126.42)
Exceptional Items	0.15	(523.89)
Provision for Tax	-	-
Loss after Tax	(2845.22)	(650.31)
Other Comprehensive income	0.00	0.00
Balance carried forward	(2845.22)	(650.31)

(Figures have been rounded off)

2. Review of Operations

During Financial Year 2021-22 (FY 2022), there has been no operations. During FY 2021 ("the year under review"), total revenue was Rs. 478.73_ lakhs (comprising of other income) as against Rs. 0.81 lacs during corresponding previous FY 2021. The Company recorded negative EBIDTA of Rs. 2845 lacs in FY 2022 vis-à-vis negative EBITDA of Rs. 125.42 lacs in the previous year.

During the year 2021-22, the Company, in line with One Time Settlement (OTS) entered into with the Banks, have dismantled the plant and machinery and sold and paid the sales proceeds towards settlement under the OTS.

The plant land was assigned by the Government of Kerala for the purpose of setting up of zinc smelter. Company has made an application use of the said land as industrial cum logistics park. The application is receiving favourable consideration. Pending receipt of the approval, the Company has requested the Lenders to inter alia link the payment under the OTS from the date of receipt of approval of change of activity from Government of Kerala. Your Company has paid Rs.9476 lakhs to the Lenders under the OTS against the principal amount of Rs.175 crore.

Lenders to the Company took physical possession of the assets for recovery of their dues on 23rd July, 2019 under Section 13(4) of The Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (SARFAESI Act 2002).

Your company is hopeful that Lenders, Creditors and Authorities will take a measured stand to safeguard interest of all stakeholders.

3. Dividend

In view of loss, no dividend is recommended.

4. Deposits

The Company has not accepted any deposits from the public within the meaning of Section 2(31) and Section 73 of the Companies Act 2013 and Rules framed thereunder. The Company however has filed the Return of Exempted Deposits in Form DPT-3 with the MCA.

5. Reserves

In view of absence of profit, no amount is proposed to be transferred to Reserves

6. Share Capital

The authorized and paid-up Equity Share Capital of the Company as on March 31, 2022 was Rs. 10,000 Lakhs and Rs. 9761.81 lakhs respectively.

During the year 2021-22 the Company issued 300 lakhs shares of Rs.10 each aggregating to Rs. 3000 lakhs to M/s Mina Ventures Private Limited who had exercised their right to convert the loan into equity.

M/s Mina Ventures Private Limited has exercised their right to conversion of loan of Rs.30 crore extended to EZL into equity at par. M/s Mina Ventures Private Limited has also agreed to meet all the liabilities of EZL including the liabilities towards Banks, Employees, Contract Employees and Workers, Statutory both present and future in consideration for immobilisation of equity shares of EZL held by the company in terms of voting rights.

Accordingly the shareholding of the EZL stands as below:-

Category	Pre-Conversion			Post Conversion		
	No. of shares	% held	% voting	No. of shares	% held	% voting
Binani Industries Limited	6,07,88,138	89.90%	89.90%	6,07,88,138	62.27%	19.52%
-Immobilized shares				5,18,53,000	53.12%	Nil

– Other than immobilized shares				89,35,138	9.15%	19.52%
Mina Ventures Private Limited				3,00,00,000	30.73%	65.55%
Public	68,29,944	10.1%	10.10%	68,29,944	7%	14.92%
Total	6,76,18,082	100%	100%	9,76,18,082	100%	100%

The Company's Assets have been taken over Sarfesi and being sold the Company does not have funds to make the payment to the Depositories. The shareholding pattern above is based on the latest available benpos. The shares of the Company are not listed in any of the stock exchanges.

7. Particulars of Loans, Guarantees, Investments or Securities under section 186 of the Act.

During the year under review, the Company has not given any Loan, made investments nor provided any fresh guarantee or securities under Section 186 of the Companies Act 2013. During the year 2021-22, the Guarantee issued for the loan availed by 3B Binani Glass Fibre Sarl got extinguished.

8. Contracts or Arrangements with Related Parties:

All transactions entered into by the Company with Related parties were in the ordinary course of business and at Arm's length basis except that Mrs. Visalakshi Sridhar the Managing Director of the Company till 04.03.2022 was associated with M/s Binani Industries Limited (holding company till 04.03.2022) and was drawing nil remuneration.

Mr. Mohammed Bismith Allingal who has been appointed as Managing Director of the Company w.e.f March 16, 2022 also draws NIL remuneration.

The Audit Committee from time to time reviewed and approved the said transactions. Disclosures as required as per Ind AS-24 are made in notes to accounts. The Company has received the entire amounts due from the holding company. With the approval of the shareholders, Green Panel Investment LLP, is supporting the company for meeting the operational requirements and settlement of liabilities. Your Company holds 70% in Green Panel Investment LLP

During the year 2021-22, the Company has not entered into any fresh material contracts with any of the related parties during the year under review. Form AOC-2 is attached as **Annexure B** which forms part of this Report.

9. Consolidated Financial Statements

In accordance with the provision of sub section (3) of Section 129 of the Companies Act 2013, the Consolidated Financial Statements of the Company including the financial details of the subsidiaries of the Company forms part of this Annual Report. The Consolidated Financial Statements have been prepared in accordance with the Accounting Standards prescribed under Section 133 of the Act.

10. Subsidiary Company

R.B.G. Minerals Industries Limited

Your Company has one subsidiary company viz., R.B.G. Minerals Industries Ltd (RBG).

RBG has not yet commenced its business operations. The transfer of Ambaji and Deri mines by the Gujarat and Rajasthan Government is still underway and the company continued to pay dead rent for the Basantgarh mines to M/s Rajasthan State Minerals and Mines Limited till the previous year. Meanwhile, RSMML has prematurely terminated the said mining lease and taken back the possession of the mining lease after forfeiting the deposited performance security of Rs.3.03 lakhs. The new management plans to re-visit the same and have discussions with the Government.

In terms of the proviso to sub section (3) of section 129 of the Act, the salient features of the financial statement of subsidiary are provided in the prescribed form AOC-1, which forms part of the Annual Report.

The Company does not have any Associate Company within the meaning of Section 2(6) of the Act.

The financial statements in respect of RBG will be kept open for inspection by the Members as provided in the Notice of the 22nd AGM of the Company. Members, interested in obtaining a copy of the audited annual financial statements of RBG may write to the Corporate Office of the Company, who shall provide a copy of the same upon receipt of such request.

RBG had entered into an agreement with Gujarat Mineral Development Corporation and Rajasthan States Mines and Minerals Limited in 2001 whereby the parties would transfer the Ambaji and Deri mines to the Company and the Company would take the Basantgarh mine on lease. The Company took the Basantgarh mine on lease and The viability was established on collective operation of the mines. The Company had purchased land for setting up of the beneficiation plant in Deri and had spent an amount of Rs. 482 lakhs which was shown in pre-operative expenses. Considering the delay the investment in the books of the Company has been provided for write off.

Green Panel Investments LLP is inter alia supporting the Company in settlement of matters relating to the Company.

11. Directors' Responsibility Statements

Pursuant to the provisions of clause (c) of sub section (3) and sub-section (5) of Section 134 of the Act, the Board of Directors of the Company hereby state and confirm that:-

(a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

(b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 2021-22 and of the profit and loss of the Company for the Financial year ended 31st March, 2022;

(c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 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;

(e) the Directors have laid down internal financial controls and the same have been followed by the company and that such internal financial controls are adequate and were operating effectively; and

(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.

12. Corporate Social Responsibility

The mandatory provisions of Section 135 of the Act, and Rules made thereunder, with respect to Corporate Social Responsibility, are not applicable to your Company.

13. Board & Committees and their Meetings

During the year under review, the Board of Directors met 8 times on 23rd June, 2021, 04th August, 2021, 2nd September, 2021, 12th November, 2021, 3rd January, 2022, 1st February, 2022, 04th March, 2022 and 16th March, 2022.

The Board has three Committees viz., Audit Committee (AC), Nomination and Remuneration Committee (NRC) and Stakeholders' Relationship Committee (SRC). The attendance of Directors in the Board and Committee meetings during FY 2021 - 22 is given below:

a. Board Meetings

Name of the Director	Number of Board meetings attended
Mrs. Kirti Mishra (upto 30.12.2021)	1
Mr. Pradeep Sharma (upto 27.10.2021)	3
Mr. Gour Chandra Das (upto 27.10.2021)	-
Mrs. Visalakshi Sridhar	8
Mr. Mohammed Bismith Allingal (MD w.e.f. 16.03.2022)	8
Mr. Abdul Salim Ali Kunju	4
Mr. Vargis Jacob (w.e.f. 03.01.2022)	3
Ms. Shahina Kalla (w.e.f. 16.03.2022)	-

b. Audit Committee

The Audit Committee has been constituted by the Board as per the provisions and terms of reference specified under Section 177 of the Companies Act 2013 and Rules made thereunder. The Audit Committee comprised of the following Members as on 31st March, 2022

Mr. Vargis Jacob	Chairman
Mr Abdul Salim Ali Kunju	Member
Mr. Mohd. Bismith Allingal	Member
Ms. Shahina Kalla	Member

The Audit Committee meetings are convened generally once a quarter and also as and when considered necessary. During the year under review, the Audit Committee met 6 times during the year under review on 23rd June, 2021, 04th August, 2021 2nd September, 2021 12th November, 2021, 1st February, 2022 and 16th March, 2022. There were no recommendations made by the Audit Committee which were not accepted by the Board. The attendance of the members of the Audit Committee during the year 2021 - 22 is given below:

Attendance of Members at the meetings of the Audit Committee

Name of the Member	Number of Meetings attended
Mr. Vargis Jacob (w.e.f. 03.01. 2022)	2
Mr Abdul Salim Ali Kunju	3
Mr. Mohd. Bismith Allingal	2
Mrs. Visalakshi Sridhar (upto 04.03. 2022)	6
Ms. Shahina Kalla (w.e.f. 16.03. 2022)	-
Mr. Pradeep Sharma (upto 27.10.2021)	3
Mr. Gour Chandra Das (upto 27.10.2021)	-

c. Stakeholders Relationship Committee (SRC)

The Stakeholders Relationship Committee has been constituted under the provisions of section 178 of the Companies Act. Presently the Committee comprises of Mr. Vargis Jacob, Chairman, Mr Abdul Salim Ali Kunju, Member, Mr. Mohd. Bismith Allingal, Member, Ms. Shahina K., Member and Ms. Visalakshi Sridhar, Member

During the year under review One (1) meeting of the Committee have been held on 23rd February, 2022 No application for issue of Duplicate shares was received and the normal transfers / transmission / replacement were approved by the Executive Committee whose minutes were approved by the Stakeholders Relationship Committee. The attendance of the members, at the meetings of the Committee is given below:

Name of the Member	No. of SRC Meetings attended
Mr. Vargis Jacob	1
Mr. Abdul Salim Ali Kunju	1
Mr. Mohd. Bismith Allingal	1
Ms. Shahina Kalla	-
Ms. Visalakshi Sridhar	1

d. Nomination & Remuneration Committee (NRC)

The Nomination and Remuneration Committee has been constituted as per the provisions of Section 178 of the Companies Act, 2013 and Rules made thereunder. The terms of reference of the Committee inter alia include matters related to appointment of Directors/Key Managerial Personnel/ Senior Management Personnel and their remuneration, evaluation of the performance of the Directors, formulating criteria to determine the qualification, positive attribute and independence of a director, etc

The Committee presently comprises as Mr. Vargis Jacob as the Chairman with Mr. Abdul Salim Ali Kunju, Ms. Visalakshi Sridhar and Ms. Shahina Kalla as Members.

There are no employees except the Managing Director who was appointed on NIL remuneration. During the year under review, the Committee met 2 times on 02nd September, 2021 and 16th March, 2022. The attendance of the members of the Nomination and Remuneration Committee for the Financial Year 2021-22 is as given below:

Name of the Member	No. of NRC Meetings attended
Mrs. Kirti Mishra	-
Mr. Pradeep Sharma	1
Mr. Gour Chandra Das	1
Mr. Vargis Jacob	1

14. Board Evaluation

The annual evaluation of Directors, the Board and also the Committees was conducted without the participation of the Director being evaluated on the basis of certain criteria recommended by the Nomination and Remuneration Committee and adopted by the Board.

Pursuant to the provisions of the Companies Act, 2013 and LODR Regulations, Independent Directors at their meeting without the participation of the Non-independent Directors and Management, considered/evaluated the Boards' performance, Performance of the Chairman and other Non-Independent Directors. The Board have undergone a formal review which comprised Board effectiveness survey, 360 degree and review of materials. This resulted in a full Board effectiveness report and Directors' feedback. This is further supported by the Chairman's Annual Director Performance Review. The Board subsequently evaluated its own performance, the working of its Committees (Audit, Nomination and Remuneration and Stakeholders Relationship Committee) and Independent Directors (without participation of the relevant Director). The criteria for performance evaluation have been detailed in the Corporate Governance Report

15. Directors& KMP

Independent Director

The Independent Directors of the Company during the year were

	Name	Remarks
1.	Ms. Kirti Mishra	Till 30.12.2021
2.	Mr. Pradeep Sharma	Till 27.10.2021
3.	Mr Gour Chandra Das	Till 27.10.2021
4.	Mr. Vargis Jacob	Appointed in the Board Meeting held on 03.01.2022
5.	Mrs. Shahina Kalla	Appointed in the Board Meeting held on 16.03.2022

Mr. Vargis Jacob and Ms. Shahina Kalla were appointed as Independent Director on 03.01.2022 and 16.03.2022 respectively. They hold office upto the date of this 22nd Annual General Meeting. The Company has received a notice in writing from a member signifying his intention to propose his candidature as a Director of the Company. Moreover the Nomination and Remuneration Committee has also recommended his appointment.

The meeting of Independent Directors was held on 2nd September, 2021 as per the terms of requirement of Schedule IV of the Act.

Independent Directors have furnished Declaration of Independence stating that they meet the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013 including any amendment thereof.

Executive Director

Mrs. Visalakshi Sridhar was appointed as Managing Director of the Company for a period of one year w.e.f. 9th April, 2021 till 9th April, 2022 for NIL remuneration, and was approved by the shareholders in their meeting held on 30th December, 2021. Pursuant to the change of control from Binani Industries Limited to Mina Ventures Private Limited, Mr. Mohammed Bismith Allingal was appointed as Managing Director of the Company w.e.f. 16th March 2022 and Mrs. Visalakshi Sridhar who was holding additional charge in addition to being Managing Director of Binani Industries Limited resigned from the Board on 04th March, 2022. The appointment of Mr. Mohammed Bismith Allingal is recommended by the Board as Managing Director at the ensuing AGM for the approval of the members.

Mr. Abdul Salim Ali Kunju was appointed as a Director of the Company w.e.f. March 26, 2021 at the meeting of the Board held on that date and was approved by the shareholders in their meeting held on 30th December, 2021. The Board recommends the appointment of Mr. Abdul Salim Ali Kunju as a Director of the Company.

A brief profile of the directors proposed to be re-appointed at the AGM is provided in the Notice of the AGM which forms part of this Annual Report.

Key Managerial Personnel:

Mr. Mohammed Bismith Allingal, Managing Director is the only Key Managerial Personnel of the Company in terms of Section 203 of the Companies Act 2013.

Remuneration to Directors

The Independent and Non-Executive Directors are paid sitting fees for attending the Board and Committee meetings. In the meeting held on 19th January, 2021 the Directors, considering the present situation have agreed for waiver of sitting fees.

Mrs.Visalakshi Sridhar and Mr. Mohammed Bismith Allingal did not receive any remuneration from the Company during the year under review as per the terms of their appointment.

16. Nomination and Remuneration Policy

Pursuant to Section 178(4) of the Act, the Board has adopted a Policy on nomination and remuneration of Directors and Key Managerial Personnel and Senior Managerial Personnel of the Company, as recommended by the Nomination and Remuneration Committee. The said Policy is enclosed as Annexure – C and forms part of this Report.

17. Auditors

M/s Udeshi Shukla & Associates, Chartered Accountants, Mumbai (Firm Registration Number – 114886W) were appointed at the AGM held in the year 2020 for a term of five years till the conclusion of the AGM to be held in the year 2025.

The Audit Committee at its meeting held on 8th August, 2022 has reviewed the performance and independence of Statutory Auditors.

M/s Udeshi Shukla & Associates have submitted their declaration of independence along with a confirmation that they continue to be eligible in terms of Section 139 read with Section 141 of the Companies Act, 2013.

18. Auditors' Observations

The Auditors, in their report have made observations under the head "Key Audit Matters" with respect to

a) Note No. 44 and 46 of the financial statements stating that the consortium of banks have sanctioned one time settlement for Rs 175 crores and as per OTS terms the mortgaged assets will be sold and the proceeds will be utilized for payment towards OTS. This event will lead to disposal of substantial assets of the company which may affect the going concern concept of the company. The zinc plant being a chemical plant was shut in 2014 and since there has been no operation, the assets got rusted and it was unviable to restart. The Bankers had also taken possession of the assets under Sarfesi and had auctioned the plant and machinery and Land. The sale of plant and machinery as scrap and land is being effected in terms of the OTS sanction.

EZL is in possession of the land assigned by the Government of Kerala in 1964 under Rules of Assignment of Govt. Land in Development area for the Industrial Purpose. The land assigned shall be used only for the purpose of for erection pf zinc smelter, acid plants and any other types of Plants, shops, warehouses, structures, residential buildings and other buildings of all kinds for their purpose and their successors and assigns. The control and stake of the Government of Kerala on the land is still in force.

As per the assignment order, the inheritor also has to carry on the same business or in case of utilizing land for a different purpose within the scope of industrial act the Company has to mandatorily obtain prior approval for change of activity from the Department of Industries, Govt. of Kerala.

An application to the Government of Kerala submitted by M/s. Edayar Zinc for change of activity from zinc smelting to industrial cum logistics hub and the application is receiving favourable and priority consideration from the Government (we understand that the Government has also communicated their stand on the matter to the Bank).

The said assignment order also states that the power of resumption vested with the Government under Rule 14 of the Rules for the assignment of Government land in development areas for industrial purposes will not be exercised by the Government without giving at least ninety days notice in writing to the Mortgagees. Also point 9 of the order states that the assignee shall be bound by the Rules for the assignment of Government land to the Industrialists in the Development Area in force from time to time. The procedure to enter into a tripartite agreement for mortgage of land and process for transfer of the land including change of ownership and control with the approval of the Government is enumerated in the said order was shared with the Bank.

A request has been made to the banks stating that the balance payment under the OTS will be made within 45-60 days from the date of receipt of approval / upon execution of the agreement for transfer with the Bank and Government of Kerala also as party.

b) Note No.45 of the financial statements stating that in the opinion of the management, there is no impairment in the value of the fixed assets to be recognized in the accounts at this stage, within the meaning of Indian Accounting Standard (Ind AS) 36– Impairment of Assets, notified by the Companies Accounting Standards Rules 2006, which is however dependent on various uncertainties over its ability to continue as a going concern, as stated therein. The Plant and Machinery and Fixed Assets of the Company are being sold on as is whereis basis as per the terms of the sanctioned OTS.

c) We draw attention to the fact that the net worth of the company has been fully eroded and this indicates the existence of a material uncertainty that cast significant doubt about the Company's ability to continue as a going concern.

Your Company has arrived at a settlement with the secured Lenders and is already in the process of negotiating and arriving at an amicable settlement with all the other stake holders as well. The Company has already paid Rs.9476 Lakhs towards the One Time Settlement; and has also entered into an agreement for sale of plant and machinery as scrap and the bank has issued a certificate of sale for a part of the plant and machinery.

19. Secretarial Auditors

Pursuant to provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had engaged M/s Aabid & Co, Practising Company Secretary, Mumbai, to conduct the secretarial audit in the Company for the financial year 2021-22.

Mrs. Visalakshi Sridhar was appointed as Company Secretary and pursuant to Binani Industries Limited ceasing to be the holding Company w.e.f. 04th March, 2022 she resigned as Company Secretary on 04th March, 2022.

The Secretarial Audit Report (In Form MR-3) is attached as Annexure - D to this Report. The Company is yet to appoint a Company Secretary. Considering the present situation of the Company, the Company has not been able to get a suitable Company Secretary.

20. Cost Auditors

As the turnover of the Company is less than the threshold limit as per Section 148 of the Companies Act 2013 read along with the said rules, there was no requirement for appointment of Cost Auditor for the financial year 2021-22.

21. Internal Financial Controls

In view of the suspension of business operation and constraint of resources, the processes and procedures are curtailed to ensure minimal administrative expenses. The Company adopted policies and procedures to extent required to ensure safeguarding of its assets, prevention of frauds, completeness of accounting records and timely preparation of reliable financial information.

The internal financial controls are reviewed periodically and its weakness found, if any, is reported to Audit Committee from time to time.

22. Internal Audit and Risk Management

The Company had carried out a risk assessment exercise, which was facilitated by a well known firm of Consultants when certain risks were identified for the Company. A mitigation plan was also drawn up. The Audit Committee reviews risks from time to time and instructs the mitigation steps, if any, required to eliminate/minimise the risk/s on on-going basis. The Audit Committee has additional oversight in the areas of financial risks and controls.

As per section 138 and other applicable rules (including any statutory modification) of the Companies Act 2013 the Company has appointed M/s Ayaz Parekh & Associates Chartered Accountants as Internal Auditors of the Company for the financial year 2021-22.

Pursuant to Section 134(3)(n) of the Companies Act, 2013, Company has formulated Risk Management Policy. The Company has already sorted out the legal issues relating to sales tax, KWA etc. There are cases pending with the National Green Tribunal for pollution and Kerala State Electricity Board apart from pending liabilities to the workmen / management employees and contract workers. Edayar Zinc Limited is working towards to make the balance payment towards the liabilities including the liability under the one time settlement out of sale of assets. Apart from the above, at present the company has not identified any element of risk which may threaten the existence of the company.

23. Vigil Mechanism

The Board has adopted a Whistle Blower Policy which provides a platform to report unethical behaviour, actual or suspected fraud, concerns and grievances regarding violation of Code of Conduct of the Company.

The policy facilitates direct reporting of concerns to the Chairman of the Audit Committee. During the year, the Company did not receive any complaints.

24. Policy against Sexual Harassment at workplace

The Company has adopted a policy against Sexual Harassment and constituted Internal Compliant Committee in terms of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, the Company did not receive any complaint.

25. Corporate Social Responsibility (CSR)

The provisions of Section135 of the Companies Act, 2013 read with Rules made there under are not applicable to your Company. However, it still provides 10 KL water per month to 540 families who reside in and around the plant for which an amount of Rs. 40 Lakhs has been spent during the year 2021-22.

26. Other disclosures as per the provisions of the Companies Act, 2013

The requirement of MGT 9 has been removed vide MCA notification dated 28 August 2020 has notified section 92(3) w.e.f 28-August-2020.

- Since the operations at plant were shut during the year under review, the Company has nothing specific to report relating to conservation of energy, Technology Absorption.

- The details of Foreign Exchange Earnings and Outgo for the year 2021-22 are as below:

(Rs in lacs)

Particulars	2021-22	2020-21
Foreign exchange earned	Nil	Nil
Foreign Exchange outgo	Nil	Nil

• In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company did not have any employee during the year under review who was in receipt of remuneration above the threshold limit specified therein and hence no details are required to be disclosed. The only employee was the Managing Director who was receiving NIL remuneration.

• The Company has entered into settlement with the workers vide Agreement dated 06/02/2018 read with amendment dated 16/03/2020 for a consolidated amount of Rs 2724.04 Lakhs. The payment under the settlement shall be on or before 120 days from the date of the Agreement and delay in payment shall attract 12% p.a. till the date of payment. The Company has received settlement agreement with Contract Labourers of the Company duly signed by the "District Labour Officer and District Conciliatory Officer" dated 11/04/2018 for an amount of Rs 2 crore; the payment for which falls due within 120 days from the date of the settlement agreement and delay in payment shall attract 7% p.a. till the date of payment. The Company has paid Rs. 1405.57 lakhs to the workers and contract workers as of March, 2022

- The Company has entered into a settlement under the Sab Ka Vishwas Scheme and settled liabilities of value Rs. 66.25 Lakhs for Rs. 12.64 Lakhs.

- Managerial staff has been retrenched as on 31st July 2015. Retrenchment compensation has been provided in the books and an amount of Rs.78.43 lakhs.

- The Company has not issued any equity shares with differential rights, sweat equity shares or granted any ESOP to its employees. Except as disclosed in thereof.

- The Company has approved fee of Rs. 0.50 Lakhs to the statutory auditors for statutory audit and tax audit and Rs. 0.35 Lakhs towards other matters.

- Issue of Equity shares with differential rights as to dividend, voting or otherwise (also see disclosure under the head Share Capital).

- Issue of shares (including sweat equity shares) to employees of the Company under any scheme.

- 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.

- The Company has followed applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings' respectively.

- During the year under review, there have not been any instances of fraud and accordingly, the Statutory Auditors have not reported any frauds either to the Audit Committee or to the Board under Section 143(12) of the Act

- There has been no change in the business of the Company during the Financial Year ended March 31, 2022.

- Ratios where there has been significant change (i.e. change of 25% or more as compared to the immediately previous Financial year) from FY 2020-21 to FY 2021-22 have been given in the notes to Accounts.- Note No.63.

- The Company has entered into an OTS with the Banks and has also settled liabilities with Sales Tax authorities, Kerala Water Tax, Service Tax and has also crystalized liabilities of workers/ employees / contract worker. As there are no operations and the payments are being made out of sale proceeds of assets, the ratios are not applicable.

- The Directors wish to express their appreciation for the continued cooperation of the Central and State Governments, bankers, Financial institutions, customers, dealers, suppliers and Shareholders. The Directors also wish to thank all the employees for their contribution, support and continued co-operation throughout the year.

For and on behalf of the Board of Directors

Abdul Salim Ali Kunju	**Mohd. Bismith Allingal**
Director	**Managing Director and CFO**
DIN: 08279794	**DIN: 08227170**

Place: Cochin
Date: August 19, 2022

ANNEXURE-A

The information required under section 197 of the Companies Act 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel Rules, 2014, a statement showing the name and other particulars of the top ten employees of the Company:

The Company did not have any employee during the year under review who was in receipt of remuneration above the threshold limit specified therein and hence no details are required to be disclosed.

The Company has entered into settlement with the workers vide agreement dated February 06, 2018 read with addendum dated March 16, 2020 for a consolidated amount of 2724 lakhs (excluding interest). The payment under the settlement shall be paid in instalments. The Company has so far paid 1405.57 Lakhs till March 2022. In the unlikely event of the scrap dismantling and sale process being faced with any temporary disruption / delay not attributable to EZL management's actions for scrap sale, then the disbursement of installments shall resume only after resumption of the dismantling and sale process after resolving the issue. Any such delay in execution shall also lead to proportionate delay in payment disbursement.

The Company has received settlement agreement with Contract Labourers of the Company duly signed by the "District Labour Officer and District Conciliatory Officer" dated 11/04/2018 for an amount of Rs.2 crore (excluding interest). The contract Labourers have been paid Rs. 95.25 Lakhs till March 2022

Managerial staff has been retrenched as on 31st July, 2015, Retrenchment compensation has been provided and payment to the extent of Rs. 78.43 Lakhs has been made till March 2022.

Annexure - B

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)

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

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

The details of the contracts or arrangements or transactions which were earlier on arms length but varied to suit business requirements is as follows:-

Name(s) of the related party	**Binani Industries Ltd ("BIL")**	**Green Panel Investment LLP**	**Mina Ventures Private Limited**	**Mr. Mohammed Bismith Allingal**
Nature of relationship	Holding Company (upto 03.04.2022) (Lost control w.e.f. 04.03.2022)	Edayar Zinc Limited holds 70% in Green Panel Investment LLP	Shareholding with voting power of 65.55 % w.e.f. March 04, 2022	Managing Director and CFO w.e.f March 04, 2022
Nature of contracts/ arrangements/ transactions	Mrs. Visalakshi Sridhar, Managing Director CFO & CS of Binani Industries Limited is appointed as Managing Director, CFO & CS into Edayar Zinc Ltd. ("EZL") Subsidiary Company (Additional Charge) Ceased to hold additional charge w.e.f. March 04, 2022	Facilitating the sale of the plant and machinery and utilization of the proceeds towards payment of liabilities as also of otherwise taking steps for facilitating fulfilment of the OTS and to do all other incidental acts	Unsecured Inter Corporate Deposit	Appointed as Managing Director and CFO at Nil remuneration
Duration of the contracts / arrangements /transactions	Ceased to hold additional charge w.e.f. March 04, 2022	Ongoing	Ongoing	5 years
Salient terms of the contracts or arrangements or transactions including the value, if any	No payment / reimbursement of Remuneration.	Has spent Rs. 3245.03 Lakhs lakhs on behalf of EZL	Receipt of monies at Nil interest	Nil
Justification for Variation done in contract during the year	Nil	Nil	Nil	Nil
Date(s) of approval by the Board	8th April, 2019 and 26th March, 2021	August 29, 2019	04.03.2022	16.03.2022
Amount paid as advances, if any / Amount payable on account of reimbursement of expenses, if any	Nil	Outstanding as of March 31, 2022 Rs. 3245.03 lakhs	Outstanding as of March 31, 2022 Rs. 500 lakhs	Nil
Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	30th December, 2021.	15th December, 2020	Approval for Being considered in the ensuring AGM being held in 2022	Being considered in the ensuring AGM being held in 2022

For and on behalf of the Board of Directors

Abdul Salim Ali Kunju
Director
DIN: 08279794

Mohd. Bismith Allingal
Managing Director and CFO
DIN: 08227170

Place: Cochin
Date: August 19, 2022

Annexure C

NOMINATION AND REMUNERATION POLICY
OF Edayar ZINC LIMITED

1. BACKGROUND

The Board of Directors ("Board") of Edayar Zinc Limited ("the Company") had constituted the Nomination and Remuneration Committee (the Committee) in terms of the provisions of Section 178 of the Companies Act, 2013 (the Act). Pursuant to the said Section, the Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a Policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees.

2. OBJECTIVES

The primary objective of the Policy is to provide a framework and set standards for the nomination, remuneration and evaluation of the Directors, Key Managerial Personnel and Officials in the cadre of the senior management. The Company aims to achieve a balance of merit, experience and skills amongst its Directors, Key Managerial Personnel and Senior Management. The Key Objectives of the Committee would be:

2.1 To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management Personnel;

2.2 To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation by the Board;

2.3 To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management Personnel;

2.4 To determine remuneration commensurate with the Company's size and financial position and trends with respect to the adopted by the peers in the industry;

2.5 To formulate a Policy which will ensure long term sustainability and retention of talented managerial personnel.

2.6 To develop a succession plan for the Board and to regularly review thereof.

3. DEFINITIONS

3.1 **Act** means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.

3.2 **Board** means Board of Directors of the Company.

3.3 **Directors** mean Directors of the Company.

3.4 **Key Managerial Personnel ("KMP")**means

3.4.1 Chief Executive Officer or the Managing Director or the Manager or in their absence a Whole time Director;

3.4.2 Company Secretary;

3.4.3 Chief Financial Officer; and

3.4.4 Such other officer as may be prescribed under the Act.

3.5 **Senior Management Personnel("SMP")** means personnel of the Company who are members of Company's core management team . This would also include all members of management one level below the Executive Directors including all functional heads.

4. ROLE OF COMMITTEE

4.1 **Terms of Reference**

4.1.1. To identify persons who are competent to become Directors and who may be appointed as Key Managerial Personnel and Senior Management Personnel in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

4.1.2 To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board the policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees. The Committee shall ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.

4.1.3 To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance.

4.1.4 To formulate criteria for evaluation of Independent Directors and the Board;

4.1.5 To carry out evaluation of every director's performance.

4.1.6 To carry out any other function, as may be mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

5. COMPOSITION AND FUNCTIONING OF THE COMMITTEE

5.1 **Composition**

5.1.1 The Committee shall be comprised of a minimum of three Non-Executive Directors, majority of them being Independent Directors.

5.1.2 Any two members of the Committee shall constitute a quorum for the Committee meetings.

5.1.3 Term of the Committee shall be continued unless terminated by the Board of Directors

5.2 **Chairperson of the Committee**

5.2.1 Chairperson of the Committee shall be an Independent Director.

5.2.2 Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.

5.2.3 In the absence of the Chairperson, the Members of the Committee present at the meeting, shall choose one amongst them to act as Chairperson.

5.3 **Frequency of Meetings:**

5.3.1 The meeting of the Committee shall be held at such regular intervals, as may be considered necessary.

5.3.2 The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

5.4 **Secretary** The Company secretary of the Company shall act as Secretary of the Committee.

5.5 **Voting**

5.5.1 Matters arising at Committee meetings, shall be decided by a majority of votes of Members present and any such decision shall for all purposes be deemed a decision of the Committee.

5.5.2 In the case of equality of votes, the Chairman of the meeting will have a casting vote.

5.6 **Interested Committee Member not to participate in the meeting.** A Member of the Committee is not entitled to be present when his/her remuneration is discussed at such meeting or when his/her performance is being evaluated.

6. POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL.

6.1 **Appointment criteria and qualifications**

6.1.1. The Committee shall identity and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or SMP and recommend to the Board his/her appointment.

6.1.2 A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient/ satisfactory for the concerned position.

6.1.3 The Company shall not appoint or continue the employment of any person as Managing Director/ Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

6.1.4 Appointment of Independent Directors shall be subject compliance of provisions of section 149 of the Companies Act, 2013, read with schedule IV and Rules made thereunder

6.2 **Term /Tenure**

6.2.1. **Managing Director / Whole-time Director**: The Company shall appoint or re-appoint any person as its Managing Director or Executive Director for a term not exceeding five years at a time . No re-appointment shall be made earlier than one year before the expiry of term.

6.2.2 **Independent Director**- An Independent Director shall hold officer for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on the Company passing of a Special Resolution by the Company and disclosure of such appointment in the Board's Report to the Shareholders.- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

6.3 **Evaluation** The Committee shall carry out evaluation of performance of every Director, KMP and SMP on yearly basis or at such frequent intervals, as its Members may decide.

6.4 **Removal** In case any Director or KMP incurs any disqualification as provided under the Actor Rules made thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of such Director or KMP subject however, to the provisions and compliance of the said Act, rules and regulations.

6.5 **Retirement** The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. As per the current Policy, a KMP or SMP (excluding the Directors) shall be liable to retire upon completion of 60 years of age. The Board if it considers to be in the Company's interest, shall have the discretion to retain KMP and SMP in the same position / remuneration or otherwise even after attaining the retirement age.

6.6 **Policy relating to the Remuneration for the Managing Directors, Whole-time Director, KMP and SMP.**

6.7 **Remuneration to the KMP and SMP:**

6.7.1. **Fixed pay:** The KMPs and SMPs shall be eligible for a monthly remuneration, as may be approved by the Board on the recommendation of the Committee. The remuneration shall include salary, allowances, perquisites and Company's contribution to Provident Fund, as the case may be, in accordance with Company's Policy as amended from time to time and approved by the Shareholders and Central Government, wherever required.

6.7.2 **Minimum Remuneration:** If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration as determined above, to its Managing Director/ Whole-time Director subject to the approval of the Central Government, wherever necessary.

6.7.3 **Provisions for excess remuneration:** If any Managing / Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he/she shall refund such sums to the Company and until such sum is refunded, hold the same in trust for the Company.

6.8 **Remuneration to Non-Executive/ Independent Director.**

6.8.1 **Remuneration:** Non-Executive / Independent Directors shall not be entitled to any remuneration.

6.8.2 **Sitting Fees:** The Non-Executive / Independent Directors will be paid Sitting Fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rupees One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

6.9 **General**

6.9.1 The remuneration to the KMPs and SMPs will be determined by the Committee and recommended to the Board for approval. The remuneration shall be subject to the approval of the Shareholders of the Company and Central Government, wherever required.

6.9.2 Upon evaluation of the performance, Annual Increments in the remuneration may be recommended by the Committee to the Board which shall be within the limits approved by the Shareholders, wherever applicable.

6.9.3 Where any insurance is taken by the Company for its Directors, KMPs and SMPs for protecting them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to such persons. Provided that if such person is provided to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

Annexure - D

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2022

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Edayar Zinc Limited
37/2 Chinar Park, New Town,
Rajarhat Main Road, P.O. Hatiara,
Kolkata 700 157 West Bengal

We have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **Edayar Zinc Limited** (hereinafter called the "Company") Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expression/opinion thereon.

Based on our verifications of the 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, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on31st March, 2022complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the Books, Papers, and Minute Books, Forms and Returns filed and other records maintained by the Company for the Financial Year ended on 31st March, 2022accordingto the provisions of:

(i) The Companies Act, 2013 (the Act) and the Rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder.

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.

(iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder is not applicable to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

  a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

  b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

  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/ The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

  e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

  f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations 1993 regarding the Companies Act and dealing with client;

  g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

  h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998/2018;

  Since the Company is an unlisted company, the above-mentioned SEBI Act, Regulations and Guidelines are not applicable to the Company.

We have also examined Compliance with the applicable clauses of Secretarial Standards issued by the Institute of Company Secretaries of India.

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

1. Whereas as per the provisions of Section 203(4) of the Companies Act, 2013, if the office of any whole-time key managerial personnel is vacated, the resulting vacancy shall be filled-up by the Board at a meeting of the Board within a period of six months from the date of such vacancy, however Mrs. Visalakshi Sridhar has resigned with effect from 4th March, 2022 but the Company has not yet appointed any Company Secretary and the company even has time to appoint the same.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including 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.

Adequate notices are given to all Directors to schedule the Board Meetings, Agenda and detailed notes on agenda were sent at least seven days in advance and a system exist for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.

We further report that during the audit period, the following specific events were held:

1. Mr. Mohd. Bismith Allingal appointed as Chief Financial Officer of the Company in the Board meeting held on 16th March, 2022.

2. Mr. Mohd. Bismith Allingal appointed as Managing Director of the Company effective from 16.03.2022.

3. Mr. Mohd. Bismith Allingal (DIN-08227170) re-appointed as Director of the Company who was liable to retire by rotation in the Board meeting held on 30th December, 2021.

4. Ms. Shahina K. (DIN 09544000) appointed as an Additional Director, (Independent) of the Company in the Board meeting held on 16th March, 2022.

5. Mr. Vargis Jacob (DIN 08472495) appointed as Independent Director of the Company in the Board meeting held on 03rd January, 2022.

6. Mr. Gour Chandra Das resigned from the Board of directors of the company w.e.f. 27th October, 2021.

7. Mr. Pradeep Sharma resigned from the Board of directors of the company w.e.f. 27th October, 2021.

8. Alteration and substitution of the main object of the Memorandum of Association of the company was approved in the Board meeting held on 12th November, 2021 and was also approved by Shareholders at the Annual General Meeting held on 30th December, 2021.

9. The Board of Directors considered and approved the allotment of 3,00,00,000 Equity Shares of Rs. 10/- each at par to M/s Mina Ventures Private Limited (MVPL) in demat mode in the Board meeting held on 04th March, 2022.

   MVPL has agreed to meet the liabilities of EZL including the Bank liabilities, liabilities of the employees, contract workers and workers and statutory liabilities both present and future including contingent liabilities of EZL on non-recourse basis to BIL.

   In lieu of the above, Binani Industries Limited (BIL) has immobilized 5,18,53,000 representing 53.12% of the post issue share capital of Edayar Zinc Limited in terms of voting power. Binani Industries Limited holds 19.52% as voting power.

10. Mrs. Visalakshi Sridhar (DIN- 07325198) re-appointed as Managing Director of the Company for a period of one year effective from 9th April, 2021 to 9th April, 2022.

11. Mrs. Visalakshi Sridhar (DIN- 07325198) resigned from the position of Managing Director of the Company with effect from 04th March, 2022 but She continues as a Director in the company.

12. Mrs. Visalakshi Sridhar resigned from the position of Chief Financial Officer(CFO) with effect from 04th March, 2022.

13. Mrs. Visalakshi Sridhar resigned from the position of Company Secretary with effect from 04th March, 2022.

14. M/s. Aabid & Co., Company Secretaries, appointed as the Secretarial Auditors of the Company for the Financial Year 2021-22.

15. M/s. Ayaz Parekh & Associates, Chartered Accountants, reappointed as the Internal Auditors of the Company for the Financial year 2021-22.

16. Designation of Mr. Abdul Salim Ali Kunju (DIN 08279794) changed from Additional director to Director with effect from 30th December, 2021.

17. Mr. Kirti Mishra (DIN 07824918) retired from directorship with effect from 30th December, 2021.

Note:

1. We have conducted online verification & examination of records, as facilitated by the Company.

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

For **Aabid & Co.**
Company Secretaries
CS Shweta Dinesh Sharma
Partner
Membership No.: 23466
COP No.: 22002
UDIN: A023466D000808107

Place: Mumbai
Date: 18th August, 2022

ANNEXURE-I

To,
The Members,
Edayar Zinc Limited
37/2 Chinar Park, New Town,
Rajarhat Main Road, P.O. Hatiara,
Kolkata 700 157 West Bengal

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

1. Maintenance of secretarial records 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 Secretarial records. The verification was done on a 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 Management Representation about the compliance 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 a 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.

INDEPENDENT AUDITOR'S REPORT

Independent auditor's report to the members of Edayar Zinc Limited

Opinion

We have audited the accompanying standalone Ind AS financial statements of **Edayar Zinc Limited** ("the Company"), which comprise the balance sheet as at March 31, 2022, and the Statement of Profit and Loss (Including Other Comprehensive Income), the statement of cash flows & the statement of changes in equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the *Basis of Qualified Opinion* section of our report, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended,("Ind AS") and other accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2022, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for qualified opinion

1. *The net worth of the company has been fully eroded. This indicates the existence of a material uncertainty that cast significant doubt about the Company's ability to continue as a going concern.*

2. *The consortium of banks have sanctioned one time settlement and as per OTS terms substantial mortgaged assets have been sold and it may affect the going concern concept of the company.*

3. *The OTS Settlement was rescheduled by the consortium, which has also been delayed and as per the rescheduled terms, the company is liable to pay interest there on which to the tune of Rs 2544.91 lakhs as mentioned in note no 33A has not been provided for in the books of accounts. The Company has also not provided Interest of Rs 108.99 lakhs payable on unsecured loan from holding company as mentioned in note no 61 , had these provisions been done then the loss for the year and debit balance in other equity would have been more by Rs 2653.90 lakhs.*

Subject to above qualifications, we have conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the standalone Ind AS financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone Ind AS financial statements under the provisions of the Act and the rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

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

Reporting of Key Audit Matters as per SA 701, Key Audit Matters are not applicable to the company as it is an unlisted company.

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's responsibility for the standalone financial statements

The Company's board of directors are responsible for the matters stated in section 134 (5) of 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 (financial position), profit or loss(financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The board of directors are also responsible for overseeing the Company's financial reporting process.

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

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

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls 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 management.

a. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS 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 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 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 Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

(c) The balance sheet, the statement of profit and loss, the statement of cash flows and the statement of changes in equity 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 Ind AS specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;

(e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) We have been informed that the company has discontinued its operations since 2014 and in absence of any activity and manpower; no internal financial control policies have been separately framed. In absence of any such defined policies we cannot comment on the effectiveness of the internal financial control.

(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;

   (a) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note No 41.1, 41.2, 44, 47, 49 and 50 in the standalone Ind AS Financial Statements.

   (b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

   (c) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund and therefore the question of delay in transferring such sums does not arise.

   (d) (i) The management has represented that, to the best of it's 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

   (ii) The management has represented, that, to the best of it's 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 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

(iii) Based on audit procedures considered reasonable and appropriate in the circumstances followed by us and as per information and explanation provided to us, nothing has come our notice that can cause to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.

(e) The company has not declared or paid dividend during the year.

For **Udeshi Shukla & Associates**
Chartered Accountants
FRN: 114886W

CA. Paresh Vijaysinh Udeshi
Partner
MRN: 042082

Place: Mumbai
Date: August 08, 2022
UDIN: 22042082ARDXQH1278

Annexure A to the Auditor's Report

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

1. (a) (A) All the assets of the company except land have been sold/demolished during the year hence this clause is not applicable except for land for which proper records showing full particulars including quantitative details and situation of fixed assets have been maintained.

   (B) The Company does not have any intangible assets hence this clause is not applicable.

   (b) In the absence of any physical verification report of fixed assets we are not in position to comment on the frequency of verification of fixed assets.

   (c) The assets have been taken over by the consortium bankers and title deeds have not been produced before us for verification, hence we are not in a position to comment on this clause.

   (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company the company has not revalued its Property. The company does not have any Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

   (e) According to the information and explanations given to us no proceedings have been initiated or are pending against the company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

2. (a) The company has during the year written off/scrapped its entire Inventory and there was no inventory at year end. In the absence of any physical verification report of Inventory we are not in position to comment on reasonableness of the frequency of verification and the discrepancies noticed on physical verification of inventory as compared to book records.

   (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, during any point of time of the year, the company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets hence reporting on clause (ii)(b) of paragraph 3 of the said Order is not applicable to the Company

3. During the year the company has made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties:

   a. during the year the company has provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity

Rs in lakhs

To whom	the aggregate amount during the year	balance outstanding at the balance sheet date
parties other than subsidiaries, joint ventures and associates	-	-
subsidiaries, joint ventures and associates	7.23	4.11

4. According to the information and explanations given to us and based on the legal opinion obtained by the company, we are of the opinion that the Company has complied with the provisions specified under section 185 and section 186 of the Act with respect of loans, investments, guarantees or security made by it during the year under audit.

5. The Company has not accepted any deposits or amounts which are deemed to be deposits under the directives of the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under, where applicable. Accordingly, the provisions of clause 3(v) of the Order are not applicable.

6. The maintenance of cost records has been prescribed by the Central Government under Section 2(13) read with section 148 of the Act. We have been informed that as the plant has not operated during the year and as there is no production, the maintenance of cost records under section 148 of the Act may not be necessary.

7. (a) As per the information and explanations furnished to us and according to our examination of the records of the Company, the Company, *except for statutory dues of Goods and Services Tax amounting to Rs 439.88 lakhs as mentioned in note No. 60 and the amount payable for workers as per the settlement with the workers vide Agreement dated 06/02/2018 and Addenum dated 16/03/2020 as mentioned in Note No. 25(a) in the standalone Ind AS Financial Statements,* has been generally regular in depositing undisputed statutory *dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities;.*

Except for import duties amounting to Rs. 2,944.68 lakhs which is not paid pending the final assessment thereof and *Goods and Services Tax* of Rs 439.88 lakhs, there are no other arrears of undisputed statutory dues outstanding at the last day of the financial year for a period of more than six months from the date on which they became payable

(b) According to the information and explanations given to us and the records of the Company examined by us, the following disputed amounts of tax demanded (including those related to the erstwhile Zinc Division of the holding company Binani Industries Limited) have not been deposited with the authorities as at 31st March, 2022 as per the details given below.

Name of the Statute	Nature of Dues	Amount (₹ in lakhs)	Amount paid under protest (₹ in lakhs)	Year to which the amount relates	Forum where dispute is pending
Central Excise Act, 1944	Excise duty including penalty (Service tax credit on carriage outwards)	90.88		2007-08	Customs, Excise and Service Tax, Appellate Tribunal, Bangalore
	Custom Duty	77.32		Appeal No. C/22692/2014	Customs, Excise and Service Tax, Appellate Tribunal, Cochin
	Custom Duty	155.8		Appeal No. C/22693/2014	Customs, Excise and Service Tax, Appellate Tribunal, Cochin
	Custom Duty	0.91		Appeal No. C/22694/2014	Customs, Excise and Service Tax, Appellate Tribunal, Cochin
Indian Customs Act, 1962	Customs duty (Concessional Duty)	78.4		1984-85*	Asst. Commissioner of Customs, Kochi
	Custom Duty (Item Classification)	2.11		Various	Customs, Excise & Service Tax Appellate Tribunal, Chennai
	Custom Duty (Item Classification)	11.09		1993-94*	Customs, Excise & Service Tax Appellate Tribunal, Chennai

* Relates to the erstwhile Zinc Division of Binani Industries Limited.

8. According to the information and explanation given to us, company has no transactions, not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961);

9. a. According to the information and explanations given to us and the records of the Company examined by us, the Company has defaulted in repayment of dues to banks, particulars of which are as follows:

Name of bank	Nature of Instrument	Period of default (in Days)	Amount of Default (₹ in lakhs)
Punjab National Bank	Letter of credit	2934	4,141.12
Oriental Bank of Commerce	Letter of credit	2933	4,881.83
Punjab National Bank	Letter of credit	2859	4,581.98
Oriental Bank of Commerce	Letter of credit	2792	5,401.33
Punjab National Bank	Letter of credit	2663	4,645.19
Punjab National Bank	Bank Guarantee Invoked	2367	115.82
Punjab National Bank	Bank Guarantee Invoked	2367	16.10
Punjab National Bank	Bank Guarantee Invoked	2367	13.63

Oriental Bank of Commerce	Bank Guarantee Invoked	2367	157.13
Oriental Bank of Commerce	Bank Guarantee Invoked	2218	20.30
Oriental Bank of Commerce	Bank Guarantee Invoked	2218	30.30

Note: LC devolved and bank guarantees invoked have been included in the Cash Credit balance.

b. As per information and explanations given to us, the company has not been declared willful defaulter by the consortium of banks, however the consortium of bankers has sanctioned and accepted the company's offer of one time settlement.

c. The company has not availed any term loan during the year and for default of earlier loans, one time settlement offer has been accepted by the consortium of bankers hence we are not in a position to comment as to whether term loans obtained in earlier years were applied for the purpose for which the loans were obtained;

d. The company has not raised any short term funds during the year and for default of earlier loans, one time settlement offer has been accepted by the consortium of bankers hence we are not in a position to comment as to whether funds raised on short term basis have been utilised for long term purposes;

e. According to the information and explanation given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures;

f. According to the information and explanation given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies;

10. a. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year;

b. According to the information and explanation given to us, the Company has converted loan of Rs 3000 lakhs into equity shares and as per information and explanations provided to us to the best of our knowledge and judgment, the requirements of section 42 and section 62 of the companies Act 2013 have been complied with and the funds had been utilized for the purpose they were raised.

11. a. According to the information and explanation given to us, any fraud by the company or any fraud on the company has not been noticed or reported during the year;

b. According to the information and explanation given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;

c. According to the information and explanation given to us, no whistle-blower complaints, received during the year by the company;

12. In our Opinion and according to the information and explanations given to us, the Company is not a Nidhi company, accordingly provisions of the Clause 3(xii) of the Order is not applicable to the company:

13. According to the information and explanations given to us and based on the records of the company examined by us, all the transactions with the related parties entered into by the Company, are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details of the same have been disclosed in the Financial Statements as required by the applicable accounting standards and Companies Act 2013.

14. (a) According to the information and explanations given to us, the company has an internal audit system commensurate with the size and nature of its business;

(b) We have considered the reports of the Internal Auditors for the period under audit;

15. According to the information and explanations given to us and based on the records of the company examined by us, the Company has not entered into any non-cash transactions with directors or persons connected with him and accordingly, the provisions of clause3(xv) of the Order is not applicable

16. According to the information and explanations given to us, we are of the opinion that the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, accordingly the provisions of clause 3(xvi) of the Order are not applicable

17. According to the information and explanations given to us and based on the audit procedures conducted, the company has incurred cash losses of Rs 2845.21 lakhs in the financial year and of Rs 650.31 lakhs in the immediately preceding financial year;
18. There has been no resignation of the statutory auditors during the year and accordingly, the provisions of clause 3(xviii) of the Order is not applicable;
19. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, and considering the fact that the assets of the company are being liquidated and also the fact that the company has asked for renewal of its OTS offer, we are of the opinion that there exists a material uncertainty as on the date of the audit report that the company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;
20. The provisions of Section 135 towards corporate social responsibility are not applicable on the company, accordingly the provisions of clause 3(xx) of the Order is not applicable.
21. The reporting under clause (xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Udeshi Shukla & Associates**
Chartered Accountants
FRN: 114886W

CA. Paresh Vijaysinh Udeshi
Partner
MRN: 042082

Place: Mumbai
Date: August 08, 2022
UDIN: 22042082ARDXQH1278

BALANCE SHEET AS AT 31st March, 2022

(All amounts in INR lakhs, unless otherwise stated)

Particulars	Note No.	31st March, 2022	31st March, 2021
ASSETS			
Non Current Assets			
Property, Plant and Equipment	4	338.56	343.85
Capital Work-in-Progress	4	364.78	2,752.27
Other Intangible assets	5	-	-
Financial Assets			
(i) Investments	6	18.20	18.20
Tax Assets	7	24.59	17.36
Other Non Current Assets	8	244.42	244.42
Total Non Current Assets		**990.55**	**3,376.10**
Current assets			
Inventories	9	0.00	2,636.06
Financial Assets			
(i) Cash and cash equivalents	10	5.29	5.29
(ii) Bank Balance other than cash and cash equivalents	10.1	-	4.41
(iii) Trade Receivables	11	4,632.18	1,508.17
(iv) Loans	12	4.11	0.00
(v) Other Financial Assets	13	1,382.23	1,374.08
Other Current Assets	14	2,210.96	2,211.00
Total Current Assets		**8,234.77**	**7,739.01**
Assets Held for Sale		**1,178.00**	**2,471.41**
Total Assets		**10,403.32**	**13,586.53**
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	15	9,761.81	6,761.81
Other Equity	16	(25,282.65)	(22,437.44)
Total Equity		**(15,520.86)**	**(15,675.63)**
LIABILITIES			
Current liabilities			
Financial Liabilities			
(i) Borrowings	17	18,829.42	21,369.84
(ii) Trade payables	18	156.77	156.77
(iii) Other Financial Liabilities	19	2,863.08	3,746.51
Other current liabilities	20	916.61	816.04
Provisions	21	3,158.30	3,173.00
Total Liabilities		**25,924.18**	**29,262.16**
Total Equity and Liabilities		**10,403.32**	**13,586.53**
Summary of Significant Accounting Policies	2 & 3		
The accompanying notes are an integral part of the financial statements.			

As per our report of even date attached
For Udeshi Shukla & Associates
Chartered Accountants
Firm Registration No : 114886W

CA Paresh Vijaysinh Udeshi
Partner
Membership No. 042082

Place : Mumbai
Date : August 08, 2022

For and on behalf of the Board of Directors

Mohd. Bismith Allingal
MD & CFO
DIN 08227170

Abdul Salim Ali Kunju
Director
DIN 08279794

Place : Cochin
Date : August 08, 2022

STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

Particulars	Note No.	31st March, 2022	31st March, 2021
Revenue From Operations	22	-	-
Other Income	23	478.73	0.81
Total Income		**478.73**	0.81
EXPENSES			
Changes in inventories	24	2,636.06	-
Employee benefits expense	25	-	-
Finance costs	26	4.41	0.03
Depreciation and amortization expense	27	5.29	5.92
General, administration and other expenses	28 & 28i	67.80	121.28
Impariment Loss		610.53	-
Total expenses		**3324.09**	**127.23**
Profit/(Loss) before exceptional items and tax		**(2845.36)**	**(126.42)**
Exceptional Items	29	-	523.89
Profit/(Loss) before Tax		**(2845.36)**	**(650.31)**
Tax expense:			
Current tax		-	-
Deferred Tax charged / (Credit)		-	-
Profit /(Loss) for the Year (A)		**(2845.36)**	**(650.31)**
Prior Period Income	23.1	**0.15**	
OTHER COMPREHENSIVE INCOME			
Items that will not be reclassified subsequently to profit or loss			
Re-measurement of Post Employment Benefit Obligation		-	-
Tax Expense		-	-
Total Other Comprehensive Income (B)		-	-
Total Comprehensive Income (A + B)		**(2845.21)**	**(650.31)**
Earnings per Equity Share :			
Basic	30	(2.91)	(0.96)
Diluted		(4.07)	(0.96)
Nominal value per Equity Share		10.00	10.00
Summary of Significant Accounting Policies	2 & 3		
The accompanying notes are an integral part of the financial statements.			

As per our report of even date attached
For Udeshi Shukla & Associates
Chartered Accountants
Firm Registration No : 114886W

CA Paresh Vijaysinh Udeshi
Partner
Membership No. 042082

Place : Mumbai
Date : 08/08/2022

For and on behalf of the Board of Directors

Mohd. Bismith Allingal
MD & CFO
DIN 08227170

Abdul Salim Ali Kunju
Director
DIN 08279794

Place : Cochin
Date : 08/08/2022

STATEMENT OF CHANGES IN EQUITY

(All amounts in INR lakhs, unless otherwise stated)

(A) Equity share capital

For the year ended 31 March 2022	**31 March 2022**	
Equity shares of INR 6761.81 each issued, subscribed and fully paid	**No. of shares**	**Amount in Rs.**
Balance as at 1 April 2021		
Changes in Equity Share Capital due to prior period	**6,761.81**	**67,61,80,820.00**
Restated balance as at 1 April 2021	**-**	
Changes in equity share capital during the current year	**3,000**	**30,00,00,000.00**
Balance as at 31 March 2022	**9,761.81**	**97,61,80,820.00**

For the year ended 31 March 2021	31 March 2021	
Equity shares of INR 6761.81 each issued, subscribed and fully paid	**No. of shares**	**Amount**
Balance as at 1 April 2020	6,761.81	6,76,18,082
Changes in Equity Share Capital due to prior period errors		
Restated balance as at 1 April 2020		
Changes in equity share capital during the previous year		
Balance as at 31 March 2021	6,761.81	6,76,18,082.00

NOTES ATTACHED TO AND FORMING PART OF FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

(B) Other equity

For the year ended 31 March 2022

Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserve and Surplus				Debt Instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income (specify nature)	Money received against share warrants	Total
			Capital Reserve	Securities Premium	Other Reserves (specify nature)	Retained Earnings								
Balance as at 1 April 2021	-	-	0.00	0.00	0.00	**(22437.44)**	-	-	-	-	-	-	-	(22,437.44)
Changes in accounting policy or prior period errors														-
Restated balance as at April 2021	-	-	0.00	0.00	0.00	(22437.44)	-	-	-	-	-	-	-	(22,437.44)
Profit for the year						(2845.21)								(2,845.21)
Other comprehensive income														-
Total Comprehensive Income	-	-	0.00	0.00	0.00	(2845.21)	-	-	-	-	-	-	-	(2,845.21)
Transactions with owners in their capacity as owners:														-
Dividends														-
Dividend Distribution Tax														-
Forfeiture of share options														-
Any other change (to be specified)														-
Balance as at 31 March 2022	-	-	0.00	0.00	0.00	(25282.65)	-	-	-	-	-	-	-	(25,282.65)

NOTES ATTACHED TO AND FORMING PART OF FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

For the year ended 31 March 2021

Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserve and Surplus				Debt Instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income (specify nature)	Money received against share warrants	Total
			Capital Reserve	Securities Premium	Other Reserves (specify nature)	Retained Earnings								
Balance as at 1 April 2020						(21787.13)								(21,787.13)
Changes in accounting policy or prior period errors														-
Restated balance as at 1 April 2020	-	-	-	-	-	**(21787.13)**	-	-	-	-	-	-	-	(21,787.13)
Profit for the year						(650.31)								(650.31)
Other comprehensive income														-
Total Comprehensive Income	-	-	-	-	-	**(650.31)**	-	-	-	-	-	-	-	(650.31)
Transactions with owners in their capacity as owners:														0.00
Dividends														0.00
Dividend Distribution Tax														0.00
Transfer to retained earnings														0.00
Forfeiture of share options														0.00
Any other change (to be specified)														0.00
Balance as at 31 March 2021	-	-	-	-	-	(22437.44)	-	-	-	-	-	-	-	(22,437.44)

Note: Remeasurment of defined benefit plans and fair value changes relating to own credit risk of financial liabilities designated at fair value through profit or loss shall be recognised as a part of retained earnings with separate disclosure of such items alongwith the relevant amounts in the Notes or shall be shown as a separate column under Reserves and Surplus .

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

For and on behalf of the Board of Directors

As per our report of even date attached
For Udeshi Shukla & Associates
Chartered Accountants
Firm Registration No : 114886W

CA Paresh Vijaysinh Udeshi
Partner
Membership No. 042082

Place : Mumbai
Date :August 08, 2022

Mohd. Bismith Allingal
MD & CFO
DIN 08227170

Abdul Salim Ali Kunju
Director
DIN 08279794

Place : Cochin
Date : August 08, 2022

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

	Particulars	31st March, 2022	31st March, 2021
A	**Cash Flow From Operating Activities**		
	Earnings before exceptional and extraordinary items and tax	(2845.21)	(126.42)
	Adjustments for:		
	Depreciation / Amortization /Impairment	5.29	5.92
	Interest and Finance Charges	4.41	0.03
	Sundry Balances written off / Liabilities no longer required written back & other income	0.00	0.00
	Write off of Investments in Subsidiary	0.00	523.50
	Loss / (profit) on reptriation of capital of foreign subsidy	0.00	0.00
	Unrealised (Gain) / Loss on Exchange Rate Fluctuation (Net)	0.00	0.00
	Impariment of Assets	610.53	0.00
	Loss/(Profit) on sale/discard of Fixed Assets	0.00	0.00
	Dimunition in value of Investments	0.00	0.00
	Interest and Dividend Income	0.00	(0.81)
	Exceptional Item	0.00	(523.89)
	Operating Profit Before Working Capital Changes	**(2224.98)**	**(121.67)**
	Change in operating assets and liabilities		
	(Inventories)/Decrease in Inventories	0.00	0.00
	(Increase)/Decrease in trade receivables and other assets	(3,124.01)	(1,508.17)
	(Increase)/Decrease in other Financial Assets	2,616.62	47.26
	(Increase)/Decrease in trade payables and other payables	(797.55)	(227.60)
	Cash Generated from Operations	**(3529.92)**	**(1810.18)**
	Net Cash from/(used in) Operating Activities	**(3529.92)**	**(1810.18)**
B	**Cash Flow from Investing Activities**		
	Purchase of Fixed Assets (including capital work - in progress)	0.00	0.00
	Sale of Fixed Assets / Refund from CWIP Suppliers	3,070.34	2,243.95
	Investment in subsidiary	0.00	0.00
	Intercorporate Deposits (given)/received back(net)	0.00	0.00
	Interest and Dividend Income Received	-	0.81
	Net Cash from/(used in) Investing Activities	**3070.34**	**2244.76**
C	**Cash Flow from Financing Activities**		
	Proceeds / (Repayment) from Short Term Borrowings (Net)	(2540.42)	(434.54)
	Increase in Share Capital	3000.00	
	Finance cost	0.00	(0.03)
	Net Cash from / (used in)Financing Activities	**459.58**	**(434.57)**
D	**Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)**	0.00	0.00
E	Opening Cash & Cash Equivalents	5.29	5.29
F	**Closing Cash & Cash Equivalents (D+E)**	**5.29**	**5.29**

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

Reconciliation of Cash Flow statements as per the cash flow statement	31st March, 2022	31st March, 2021
Cash Flow statement as per above comprises of the following		
Cash and cash equivalents	5.29	5.29
Balances as per statement of cash flows	**5.29**	**5.29**

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

As per our report of even date attached
For Udeshi Shukla & Associates
Chartered Accountants
Firm Registration No : 114886W

CA Paresh Vijaysinh Udeshi
Partner
Membership No. 042082

Place : Mumbai
Date : August 08, 2022

For and on behalf of the Board of Directors

Mohd. Bismith Allingal
MD & CFO
DIN 08227170

Abdul Salim Ali Kunju
Director
DIN 08279794

Place : Cochin
Date : August 08, 2022

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022

1. Company information

Edayar Zinc Limited ("the Company") is primarily engaged in the business of manufacturing of zinc and its by-products. The company is a public limited company domiciled in India and incorporated under the provisions of the Companies Act 1956. The registered office of the Company is located at 37/2, Chinar Park, New Town, Rajarhat Main Road, P.O. Hatiara, Kolkata, West Bengal - 700157.

The financial statements are approved for issue by the Company's board of directors on **August 08th, 2022.**

2. Basis of Preparation of financial statements

Compliance with Indian Accounting Standards

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and relevant provisions of the Companies Act, 2013 ("the Act"). The policies set out below have been consistently applied during the year presented.

These financial statements for the year ended 31 March 2021 are the first financials statement of the Company prepared in accordance with Ind AS.

Historical cost convention

The financial statements have been prepared under the historical cost convention, as modified by the following:

- Certain financial assets and financial liabilities (including derivative instruments) at fair value;
- Defined benefit plans – plan assets that are measured at fair value; and
- Land included in PPE are measured at Carrying Value

The financial statements are presented in INR, which is also the Company's functional currency and all amounts are rounded to the nearest Lacs, unless otherwise stated.

3. Summary of significant accounting policies

The financial statements have been prepared using the significant accounting policies and measurement basis summarised below. These were used throughout all periods presented in the financial statements, except where the Company has applied certain accounting policies and exemptions upon transition to Ind AS.

3.1 Current versus non-current classification

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

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- 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 current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities 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 for processing and their realisation in cash and cash equivalents. The company has identified twelve months as its operating cycle.

3.2 Foreign currency

Initial recognition

Foreign currency transactions are recorded in the functional currency, by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction.

Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

Exchange differences

Exchange differences arising on the settlement of monetary items or on reporting such monetary items of Company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise. The gain or loss arising on translation of non-monetary items measured at cost is treated in line with the recognition of the gain or loss on the change in the value of the item (i.e., translation differences on items whose gain or loss is recognised in OCI or statement of profit & loss are also recognised in OCI or statement of profit & loss, respectively).

3.3 Fair Value Measurement

The Company discloses fair values of financial instruments measured at amortised cost in the financial statements.

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:

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

The Company must be able to access the principal or the most advantageous market at the measurement date.

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 significant to the fair value measurement as a whole:

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

For assets and liabilities that are recognised in the financial statements on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. Valuation process and assumption used to measure the fair value of Assets and Liabilities is disclosed.

3.4 Revenue recognition

Revenue from sales of goods

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods supplied, stated net of discounts, returns and value added taxes and inclusive of excise duty. The Company recognizes revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met, as described below.

Revenue from sale of goods is recognized when all the following conditions have been satisfied:

(a) The company has transferred to the buyer the significant risks and rewards of the ownership of the goods;

(b) The company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;

(c) The amount of revenue can be measured reliably;

(d) It is probable that the economic benefits associated with the transaction will flow to the company; and

(e) The cost incurred or to be incurred in respect of the transaction can be measured reliably.

Other Revenue is recognized as follow:

Finance Income:

Finance income is recognised as it accrues using the Effective Interest Rate (EIR) method. EIR is the rate that exactly discounts the estimated future cash payment or receipts over the expected life of the financial instruments or a shorter period, where appropriate, to the net carrying amount of the financial asset or liability. Finance income is included in other income in the profit & Loss Account.

Royalty Income:

Royalties is recognized on an accrual basis in accordance with the substance of the relevant agreement.

Dividend

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

3.5 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are included in the cost of that asset. Qualifying asset are 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 respective assets. All other borrowing costs are expensed in the statement of profit & loss 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. Borrowing costs is reduced to the extent of income arising from temporary parking of funds in fixed deposits and mutual funds.

The capitalisation of borrowing costs is suspended if there are prolonged periods when active development is interrupted. Interest expense for such period has been charged to statement of profit & loss account.

3.6 Property, Plant and equipment (PPE)

Recognition and initial measurement

Freehold land is carried at fair value. All other items of property, plant and equipment acquired or constructed are initially recognized at cost net of recoverable taxes, duties, trade discounts and rebates, less accumulated depreciation and impairment of loss, if any. The cost of Tangible Assets comprises of its purchase price, borrowing costs and adjustment arising for exchange rate variations attributable to the assets, including any cost directly attributable to bringing the assets to their working condition for their intended use. The present value of the initial estimated cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision is met.

Expenditure incurred on assets which are not ready for their intended use comprising direct cost, related incidental expenses and attributable borrowing cost (net of revenues during constructions) are disclosed under Capital Work-in-Progress.

Spare parts are recognised when they meet the definition of property, plant and equipment, otherwise, such items are classified as inventory.

Subsequent measurement (depreciation and useful lives)

When significant parts of plant and equipment are required to be replaced at regular intervals, the company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repairs and maintenance costs are recognized in the statement of profit & loss as and when incurred.

Depreciation on property, plant and equipment (except Office equipment & Transport Equipment) is provided on the straight line method, and others are provided on written down value method, computed on the basis of useful life prescribed in Schedule II to the Companies Act, 2013, on a pro-rata basis from the date the asset is ready to put to use.

The residual values, useful lives and method of depreciation are reviewed at the end of each financial year and adjusted prospectively, if appropriate.

Lease hold land is amortised over the lease period from the date of receipt of advance possession or execution of lease deed, whichever is earlier.

De-recognition

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in statement of profit & loss when the asset is derecognized.

Transition to Ind AS:

On transition to Ind AS, the company has elected to continue with the carrying value of all of its property, plant and equipment, recognized as at April 1, 2015 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

3.7 Intangible assets

Recognition and initial measurement

Intangible assets are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price.

The useful lives of intangible assets are assessed to be finite. Intangible assets are amortised over their useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end. The intangibles are depreciated on a straight line basis over a period of 5 Years.

The residual values, useful lives and method of depreciation of are reviewed at the end of each financial year and adjusted prospectively, if appropriate.

Depreciation and Amortisation of the assets commences when the assets are ready for their intended use. Depreciation and amortisation ceases when the net book value of the asset is zero or the asset is no longer in use.

Gains or losses arising from derecognizing of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss at the moment that the asset is derecognised.

3.8 Impairment of non-financial assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

For assets an assessment is made at each reporting period end or whenever triggering event occurs as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Company makes an estimation of the recoverable amount.

A previously recognised impairment loss is reversed only if there has been a change in the estimations used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, or had no impairment loss been recognised for the asset in prior years.

3.9 Inventories

Raw Materials, Stores and Spares and work in process is valued at lower of weighted average cost (net of Cenvat) and Net Realizable Value (NRV)

Finished Goods have been valued at lower of cost and net realisable value. Cost for this purpose includes direct cost, attributable overheads and excise duty.

By-products are valued at estimated selling price.

NRV is the estimated selling price in the ordinary course of business less the estimated cost of completion and estimated cost necessary to make the sale.

3.10 Trade Receivable

Trade receivables are amounts due from customers for sale of goods or services performed in the ordinary course of business. Trade receivables are recognized initially at fair value. They are subsequently measured at amortised cost using the effective interest method, net of provision for impairment. The carrying value less impairment provision of trade receivables, are assumed to be approximate to their fair values.

3.11 Cash and cash equivalents

Cash and cash equivalents include cash at bank and in hand and deposits held at call with banks.

For the purpose of the cash flows statements, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management. In the balance sheet, bank overdrafts are shown within borrowings in current liabilities.

3.12 Financial Instruments

a) Investments and other financial assets

i. Initial recognition and measurement

The Company recognizes financial assets when it becomes a party to the contractual provisions of the instrument. All financial assets are recognized at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets, which are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

ii. Subsequent measurement

For purposes of subsequent measurement, the Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

Fair value through other comprehensive income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss. Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss (FVTPL): Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss in the period in which it arises. Interest income from these financial assets is included in other income.

Equity investments

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established. Changes in the fair value of financial assets at fair value through profit or loss are recognised in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

Investment in subsidiaries

Investment in subsidiaries is carried at cost less impairment (if any).

iii. Derecognition

A financial asset is derecognised only when:

i. the rights to receive cash flows from the asset have expired, or

ii. the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows to one or more recipient

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

iv. Impairment of Financial Assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

The impairment methodology for each class of financial assets stated above is as follows:

Debt investments measured at amortised cost and FVOCI: Debt investments at amortised cost and those at FVOCI where there has been a significant increase in credit risk, lifetime expected credit loss provision method is used and in all other cases, the impairment provision is determined as 12 months expected credit losses.

Trade receivables and lease receivables from customers: The Company applies the simplified approach to providing for expected credit losses prescribed by Ind AS 109, which requires the use of the lifetime expected loss provision for all trade receivables and lease receivables.

v. Offsetting Financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

b. Derivative financial instruments

The Company uses derivative financial instruments, such as forward currency contracts, option contract and cross currency swap, to hedge its foreign currency risks and interest rate risks. Such derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value with changes in fair value recognized in the statement of profit and loss, under financial income or financial cost, in the period when they arise.

c. Share Capital:

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

d. Financial Liabilities

i. Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definition of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

ii. Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

iii. Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

1) **Borrowings:** Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the statement of profit and loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Preference shares, which are mandatorily redeemable on a specific date, are classified as liabilities. The dividends on these preference shares are recognized in profit or loss as finance costs.

Trade and other payable: These amounts represent obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade and payables are subsequently measured at amortized cost using the effective interest method.

2) **Financial Guarantee Contracts**:

Financial Guarantee Contracts are recognized as a financial liability at the time the guarantee is issued. The liability is initially is measured at fair value and subsequently at the higher of the amount determined in accordance with IND AS 37 and the amount initially recognized less cumulative amortization, where appropriate.

The fair value of financial guarantee is determined as the present value of the differences in net cash flows between the contractual payments under the debt instruments and the payments that would be required without the guarantee, for the estimated that would be payable to third party for assuming the obligation.

There is a restriction in the agreement executed with the financial instruments for charging of guarantee commission for guarantees given.

iv Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

3.14 Income tax

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

3.14 Employee Benefits

a) Short-term / long term obligations

All employee benefits payable wholly within twelve months of rendering the service including performance incentives and compensated absences are classified as 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 charged off to the Statement of Profit and Loss/ Capital Work-in-Progress, as applicable. The employee benefits which are not expected to occur within twelve months are classified as long term benefits and are recognised as liability at the net present value.

b) Defined contribution plan

Contributions to defined contribution schemes such as provident fund, Employees State Insurance and Pension Plans are charged off to the Statement of Profit and Loss/ Capital Work-in-Progress, as applicable, during the year in which the employee renders the related service.

c) Defined benefit plan

i) Gratuity :

The liability or asset recognized in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets.

The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bond and that have terms to maturity approximating to the terms of the related gratuity.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through Other Comprehensive Income (OCI) in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

ii) Other Long term employee benefits:

The company has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognized in the statement of profit or loss in the period in which the absences occur.

The Company has a scheme for payment of Loyalty on retirement to eligible employees. The scheme is unfunded. The expected cost of loyalty obligation is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method. Expense on loyalty obligation is recognized in the statement of profit or loss in the period in which they occur.

3.15 Provisions, contingent liabilities and contingent assets

Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

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 recognized as a finance cost.

Contingent liabilities

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

Contingent Assets

Contingent assets is disclosed where an inflow of economic benefit is probable.

3.16 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

3.17 Cash flow statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

3.18 Critical accounting estimates and judgements

Preparing the financial statements under Ind AS requires management to take decisions and make estimates and assumptions that may impact the value of revenues, costs, assets and liabilities and the related disclosures concerning the items involved as well as contingent assets and liabilities at the balance sheet date. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Company make estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

(a) Impairment of Non-Financial Assets

The Company assesses at each reporting date whether there is an 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 CGU's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate the cash inflow that is largely independent of those from other asset or group of assets. Where 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 the value in use, the estimated future cash flow are discounted to their present value using a pre-tax discount rate that reflects current market assessment 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 shares prices for publicly traded subsidiaries or other available fair value indicators.

(b) Impairment of Financial Assets

The impairment provisions for financial assets are based on assumption about risk of default and expected loss rate. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

(c) Defined benefit obligations

The present value of the defined benefit obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost (income) for post employments plans include the discount rate. Any changes in these assumptions will impact the carrying amount of such obligations.

The Company determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the defined benefit obligations. In determining the appropriate discount rate, the Company considers the interest rates of government bonds of maturity approximating the terms of the related plan liability.

(d) Income taxes

There are transactions and calculations for which the ultimate tax determination is uncertain and would get finalized on completion of assessment by tax authorities. Where the final tax outcome is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Deferred tax on temporary differences reversing within the tax holiday period is measured at the tax rates that are expected to apply during the tax holiday period, which is the lower tax rate or the nil tax rate.

(e) Recoverability of advances /receivables

At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.

3.19 Ind AS 7, 'Statement of Cash Flows

The Ministry of Corporate Affairs has issued the Companies (Indian Accounting Standards) (Amendment) Rules, 2017 (the 'Amendment rules') on 17 March 2017, notifying amendment to Ind AS 7, 'Statement of Cash Flows'.

The amendment to Ind AS 7 introduces an additional disclosure that will enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes.

NOTES ATTACHED TO AND FORMING PART OF FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

NOTE NO. 4 - PROPERTY, PLANT AND EQUIPMENT AND WORK IN PROGRESS

Particulars	Leasehold Land	Buildings	Plant and Machinery	Furniture and Fixtures	Motor Vehicle	Total PPE	Capital Work in Progress
As at and Year ended March 31, 2021							
Gross carrying amount							
As at April 01, 2020	274.74	1,625.32	22,950.70	204.32	146.37	25,201.45	2,752.27
Additions / Deletion	-	(1,111)	(22,781)	(152)	(146)	(24,190)	-
As at March 31, 2021	274.74	514.37	170.14	52.62	0.00	1,011.87	2,752.27
Accumulated Depreciation and Impairment							
At at April 01, 2020	-	1,274.48	18,518.63	199.38	144.41	20,136.89	-
Depreciation charged during the year		5.27	0.59	0.05	0.00	5.92	-
Additions /(Deletion)		(821.75)	(18,359.87)	(148.76)	(144.41)	(19,474.79)	
As at March 31, 2021	-	458.00	159.35	50.67	0.00	668.02	-
Net carrying amount as on March 31, 2021	**274.74**	**56.37**	**10.79**	**1.95**	**0.00**	**343.85**	**2,752.27**
As at year ended March 31, 2021							
Gross carrying amount							
As at April 01, 2021	274.74	514.37	170.14	52.62	0.00	1,011.87	2,752.27
Additions /(Deletion)							(2,387.48)
As at March 31, 2022	**274.74**	**514.37**	**170.14**	**52.62**	**0.00**	**1,011.87**	**364.78**
Accumulated Depreciation and Impairment							
At at April 01, 2021	-	458.00	159.35	50.67	-	668.02	**-**
Additions /(Deletion)							
Depreciation charged during the period		4.69	0.60	0.00	0.00	5.29	**-**
As at March 31, 2022	**0.00**	**462.69**	**159.95**	**50.67**	**0.00**	**673.31**	**-**
Net carrying amount as on March 31, 2022	**274.74**	**51.68**	**10.19**	**1.95**	**0.00**	**338.56**	**364.78**

***** The Projects in progress is net of some equipments taken away by the suppliers on account of non payment of their dues.

NOTES

4.1 (a) Furniture and Fixtures include office equipment, the amount of which is not material

4.1 (b) The plant was not operational during the entire financial year. However, normal depreciation has been charges to all the assets. The mortgaged assets viz Land & Building, Plant and Machinery including the inventory has been physically taken over by the consortium of banks led by Punjab National Bank in July 2019. The Company has entered into a One Time Settlement with the Banks wherein the OTS will be paid out of sale proceeds of the mortgaged assets. The approval for utilisation of the proceeds in terms of Section 26E of the SARFESI Act 2002 was obtained vide DRT III order dated February 13, 2020 and an agreement has been executed for sale of the movable and immovable plant and machinery and inventory as scrap for value.

4.1. c) The company is not holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988). During the year the Company has not revalued its Property Plant and Equipment, The Company does not have any Right of use assets)

4.1. d) The Company has not revalued its Property Plant and Equipment and Capital work in progress during the year.

4.1. e) CWIP represents the assets seized by the customs authorities. The Company has closed all projects which were in progress

NOTES ATTACHED TO AND FORMING PART OF FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

NOTE NO.5 - INTANGIBLE ASSETS

Particulars	Computer Software	Total
As at Year ended March 31, 2020		
Gross carrying amount		
As at April 01, 2020	8.41	8.41
Additions	-	-
As at March 31, 2021	**8.41**	**8.41**
Accumulated Depreciation and Impairment		
At at April 01, 2020	8.41	8.41
Depreciation charged during the year	0.00	0.00
As at March 31, 2021	**8.41**	**8.41**
Net carrying amount as on March 31, 2021	**0.00**	**0.00**
As at Year ended March 31, 2021		
Gross carrying amount		
As at April 01, 2021	8.41	8.41
Additions	-	-
As at March 31, 2022	**8.41**	**8.41**
Accumulated Depreciation and Impairment		
At at April 01, 2021	8.41	8.41
Depreciation charged during the period	0.00	0.00
As at March 31, 2022	**8.41**	**8.41**
Net carrying amount as on March 31, 2022	**0.00**	**0.00**

5.1 The Company has not revalued its intangible assets during the year.

NOTES ATTACHED TO AND FORMING PART OF FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

NOTE NO. 6 - NON-CURRENT INVESTMENTS

Particulars	Face value	31st March, 2022		31st March, 2021	
		No. of shares/Units	Rupees	No. of shares/Units	Rupees
Investment in equity instruments (fully paid-up)					
Unquoted					
Others					
Investment in Equity Instruments of Subsidiaries, fully paid up					
50,00,000 (Previous Year 50,00,000 Shares of Rs.10/- each) in R.B.G. Minerals Industries Limited	10	50,00,000	0.00	50,00,000	0.00
			-		-
Investment in Associates					
70% Share in Green Panel Investment LLP			0.70		0.70
Other Investments					
Investment in Equity Instruments of Other Companies, fully paid up					
1,75,000 (Previous Year 1,75,000 Shares of Rs.10/- each) in Kerala Enviro Infrastructure Limited	10	1,75,000	17.50	1,75,000	17.50
Total			**18.20**		**18.20**
Total Non-Current Investments			**18.20**		**18.20**
Aggregate amount of Quoted Investment - At Market Value			-		-
Aggregate amount of Unquoted Investment - At Cost			18.20		18.20
Aggregate amount of impairment in the value of investments			-		-

NOTE NO. 7 - TAX ASSETS (NET)

Particulars	31st March, 2022	31st March, 2021
Unsecured, Considered good		
Advance Tax / TDS	234.69	227.45
Provision for Income Tax	(210.10)	(210.10)
Total	**24.59**	**17.36**

NOTE NO. 8 - OTHER NON-CURRENT ASSETS

Particulars	31st March, 2022	31st March, 2021
Capital Advances	244.42	244.42
Total	**244.42**	**244.42**

NOTE NO. 9 - INVENTORIES

Particulars	31st March, 2022	31st March, 2021
Raw Materials	0.00	1,421.18
Work-In Process	0.00	304.09
Finished Goods	0.00	6.96
Stores and Spares	0.00	903.83
Total	**0.00**	**2,636.06**

NOTES ATTACHED TO AND FORMING PART OF FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

Note No. 9.1 BREAK - UP OF INVENTORIES OF FINISHED GOODS

Particulars	31st March, 2022	31st March, 2021
Sulphuric Acid	-	3.97
Zinc Alloy	-	2.99
Total	**-**	**6.96**

Note No. 9.2 BREAK - UP OF INVENTORIES OF WORK IN PROCESS

Particulars	31st March, 2022	31st March, 2021
Calcine	-	299.99
Zinc Dust	-	4.10
Total	**-**	**304.09**

Note No. 9.3

Raw materials and WIP valuation – Bankers led by Punjab National bank has taken Physical possession of the assets. Also refer to note 4.1(b)

Note No. 9.4

Finished Goods Valuation – Bankers led by Punjab National bank has taken Physical possession of the assets . Also refer to note 4.1(b))

NOTE NO. 10 - CASH AND CASH EQUIVALENTS

Particulars	31st March, 2022	31st March, 2021
Balances with banks (Refer Note below)		
- in current accounts	5.23	5.23
Cash on hand	0.06	0.06
Total	**5.29**	**5.29**

Note:

All the Bank Accounts of the Company have been attached by the Income Tax Department towards recovery of dues in respect of Assessment year 2015-16. Company has submitted response to the notice received and the decision is awaited.

NOTE NO 10.1 - BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS

Particulars	31st March, 2022	31st March, 2021
Balances with banks in Deposit Accounts to the extent held as security against Letter of Credit facilities & Guarantees includes interest accrued on the deposits.	*-	4.41
Total	**-**	**4.41**

Note:

The Bankers have adjusted the amount against their dues.

NOTE NO. 11 - TRADE RECEIVABLES

Particulars	31st March, 2022	31st March, 2021
Trade Receivables		
(a) Secured, Considered Good		
(b) Unsecured, Considered Good	4,632.18	1,508.17
(c) Which has significant increase in credit risk		
(d) Credit impaired		
Total	**4,632.18**	**1,508.17**

NOTES ATTACHED TO AND FORMING PART OF FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

11.1 Trade Receivables Ageing

As at 31st March 2022 (Rs.in lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade receivables – considered good	603.47	3,072.03	956.68	0.00	0.00	4,632.18
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Undisputed Trade Receivables – credit impaired	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed Trade Receivables–considered good	0.00	0.00	0.00	0.00	0.00	0.00
(v) Disputed Trade Receivables – which have significant increase in credit risk	0.00	0.00	0.00	0.00	0.00	0.00
(vi) Disputed Trade Receivables – credit impaired	0.00	0.00	0.00	0.00	0.00	0.00

As at 31st March 2021 **(Rs.in lakhs)**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade receivables – considered good	1,508	0	0	0	0	1,508.17
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	0	0	0	0	0	-
(iii) Undisputed Trade Receivables – credit impaired	0	0	0	0	0	-
(iv) Disputed Trade Receivables–considered good	0	0	0	0	0	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	0	0	0	0	0	-
(vi) Disputed Trade Receivables – credit impaired	0	0	0	0	0	-

NOTE NO. 12 - LOANS AND ADVANCES

Particulars	**31st March, 2022**	**31st March, 2021**
Unsecured, considered good		
Loans & Advances to Related Parties (Unsecured Considered Good)		
Due from Subsidiary Companies (Refer Note No. 35C)	4.11	0.00
Due from Holding Company (Refer Note No. 35C)	0.00	0.00
Total	**4.11**	**0.00**

NOTE NO. 13 - OTHER FINANCIAL ASSETS

Particulars	**31st March, 2022**	**31st March, 2021**
Deposits	121.03	121.75
Advances Recoverable in Cash or Kind	1,261.20	1,252.34
Total	**1,382.23**	**1,374.08**

NOTES ATTACHED TO AND FORMING PART OF FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

NOTE NO. 14 - OTHER CURRENT ASSETS

Particulars	31st March, 2022	31st March, 2021
Balance with Customs and Excise Authorities	2,208.53	2,208.53
Balance with Revenue Authorities	2.42	2.47
Total	**2,210.95**	**2,211.00**

NOTE NO. 15 - EQUITY SHARE CAPITAL

Particulars		31st March, 2022	31st March, 2021
Authorised:			
10,00,00,000 (Previous Year 7,50,00,000) Equity Shares Par Value of Rs.10/- per Share	1,00,00,00,000.00	10,000.00	7,500.00
Total	**1,00,00,00,000.00**	**10,000.00**	**7,500.00**
Issued, Subscribed and Fully Paid up:			
9,76,18,082 (Previous Year 6,76,18,082) Equity Shares Par Value of Rs.10/- per Share		9,761.81	6,761.81
Total		**9,761.81**	**6,761.81**

15(i) - RECONCILIATION OF NUMBER OF SHARES

Particulars	31st March, 2022		31st March, 2021	
	No. of Shares	Amount	No of Shares	Amount
Number of shares outstanding at the beginning of the year	6,76,18,082	6,761.81	6,76,18,082	6,761.81
Allotment of Shares during the year	3,00,00,000	3,000.00	0	0.00
Number of shares outstanding at the end of the year	9,76,18,082	9,761.81	6,76,18,082	6,762

15(ii) - Terms/Rights attached to Equity Shares

The Company has only one class of equity shares having a par value of Rs.10 per share. Howerver with the shareholders permission 51853000 shares have been immoblised Binani Industries Ltd in terms of voting power. Each holder of equity shares is entitled to one vote per share. The company declares and pay dividend in Indian Rupees. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended March 31, 2022, the amount of dividend proposed for distribution to equity shareholders is Rs. NIL per share (previous year – Rs. Nil per share)

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

NOTES ATTACHED TO AND FORMING PART OF FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

15(iii) - Details of Shareholders holding more than 5% shares in the Company as at the end of the period:

Name of Shareholder	31st March, 2022		31st March, 2021	
	% of Voting	No of Shares	% of Voting	No of Shares
Binani Industries Limited	19.52%	89,35,138	89.90%	6,07,88,138
Binani Industries Limited- immobilised shares (does not have voting rights)		5,18,53,000	0	0
Mina Ventures Private Limited	65.55%	3,00,00,000	0	0

Shareholding of Promoters with voting power	31st March, 2022		31st March, 2021		
	No. of shares held	% held	No. of shares held	% held	Change (%)
Binani Industries Limited	**89,35,138**	**19.52%**	6,07,88,138	89.90%	70.38%
Mina Ventures Private Limited	**3,00,00,000**	**65.55%**			-65.55%
Total	**3,89,35,138**	**85.08%**	**6,07,88,138**	**89.90%**	**4.82%**

M/s Mina Ventures Private Limited (MVPL) has exercised their right to conversion of loan of Rs.3000 lakhs extended to the Company into equity at par. M/s Mina Ventures Private Limited has also agreed to meet all the liabilities of EZL including the liabilities towards Banks, Employees, Contract Employees and workers, statutory both present and future without any recourse to Binani Industries Limited in consideration for immobilisation of equity shares of EZL held by Binani Industries Limited (BIL) in terms of voting rights. MVPL has also agreed to replace the corporate guarantee extended by BIL to the Banks

Note 16 : Other Equity

	31st March 2022		31st March 2021	
Particulars	**Reserves and Surplus**	**Attributable to the equity holders of the parent**	**Reserves and Surplus**	**Attributable to the equity holders of the parent**
	Retained Earnings		**Retained Earnings**	
Balance as on 31st March,2021 (P.Y. 31st, March 2020)	**(22437.44)**	**(22437.44)**	**(21787.13)**	**(21787.13)**
Profit /(Loss) for the year	(2845.21)	(1865.04)	(650.31)	(650.31)
Other Comprehensive Income for the year	-	-	-	-
Total Comprehensive Income for the year	(2845.21)	(1865.04)	(650.31)	(650.31)
Balance as at 31st March 2022 (P.Y. 31st March, 2021)	**(25,282.65)**	**(24,302.47)**	**(22,437.44)**	**(22,437.44)**

NOTE NO. 17 - CURRENT BORROWINGS

Particulars	31st March, 2022	31st March, 2021
Secured		
Cash Credit from Banks	17,626.08	19,842.44
Less: Deposit for OTS	(2,975.81)	(2,216.35)
	14,650.27	17,626.09
Unsecured		
Loans from Related Party	3,679.15	3,308.29
Loans from Holding company	500.00	435.46
Total	**18,829.42**	**21,369.84**

NOTES ATTACHED TO AND FORMING PART OF FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

17(a) Punjab National Bank and Oriental Bank of Commerce (now merged with Punjab National Bank) has declared the account as NPA w.e.f. June 30,2014 and in case of Punjab & Sind Bank, it was w.e.f. September 30,2014. Interest on bank loan has not been charged in books from April 01, 2016. The company has entered into an One Time Settlement with the Lenders for Rs.17500 lakhs payable over a period with interest. The interest as per sanction letter dated 04th March, 2022 is Rs.2544.91 lacs As the delay on account of covid & reason beyond the control of the Company propose to apply for waiver of interest. The interest payable is backended and no interest is being provided. The exact benefit of the OTS will be recognised upon realization.

17(b) During the year 2021-22, an amount of Rs.2975.00 lakhs (previous year Rs. 2201.00 lakhs) has been repaid towards the One Time Settlement (Total Amount paid under the OTS Rs.9476 lakhs as of March 31, 2022). As per the DRT order dated August 12,2016, the Company has paid Rs.323.75 lakhs till March 31,2019 and the same has been adjusted by the banks against their dues. In addition, the Banks in FY 2019 adjusted the Fixed deposit proceeds of Rs.216.99 lakhs against their dues. The company had requested the Banks to adjust the same against the Principal dues. The OTS has been arrived at after adjusting the amounts paid as per the DRT order.

17(c) Cash credit / Temporary over draft are secured by paripassu first charge by was hypothecation of the whole of the current assets of the company viz. stocks of raw materials, packing aerials, stock in process, semi finished and finished goods, consumables stores and spares export / local bills receivable, book debts, movable plant and machinery, stores and spares relating to the machinery and other movables belonging to the company, both present and future paripassu second charge on the fixed assets of the Company located at Binanipuram, Kerala and by way of Corporate Guarantee of Binani Industries Limited, the Holding Company.

17(d) Period and amount of default as on the balance sheet date in respect of devolved letter of credit and bank guarantee invoked excluding interest is below:-

17(e) Period and amount of default as on the balance sheet date in respect of loans devolved letter of credit and bank guarantee invoked (excluding interest) :

Particulars	31st March, 2022 (₹ in lakhs)	Period (In months)
L/C Devolved during 2013-14 *	4,141.12	85
	4,881.83	85
L/C Devolved during 2014-15 *	4,581.98	82
	5,401.33	80
	4,645.19	76
B/G Invoked during 2015-16	115.82	66
	16.10	66
	13.63	66
	157.13	66
	20.30	61
	30.30	61
B/G Invoked during 2019-20 (K VAT)	46.13	15

Cash credit includes outstanding as on March 31, 2021 against the L/Cs devolved of Rs. 16587.21 lakhs (PY Rs.16587.21 lakhs) and Rs. 399.41 lakhs against Bank Guarantee (PY Rs.353.28 lakhs). The settlement under the OTS has not been accounted for.

* The amount represents full amount of LCs opened. A portion of the amount was paid out of margin Money deposit available with the Banks.

NOTE NO. 18 - TRADE PAYABLES

PARTICULARS	31st March, 2022	31st March, 2021
Trade Payables (including acceptances & Provisions)	156.77	156.77
Total	**156.77**	**156.77**

NOTES ATTACHED TO AND FORMING PART OF FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

Particulars	Amount
(i) Principal amount remaining unpaid to MSME suppliers as on 31st March 2022 **ref note no.18(ii) & (iii)**	5.58
(ii) Interest due on unpaid principal amount to MSME suppliers as on 31st March 2022	4.69
(iii) The amount of interest paid along with amounts of payment made to the MSME suppliers beyond appointed date	-
(iv) The amount of interest due and payable for the year (without adding the interest under MSME Development Act)	-
(v) The amount of interest accrued and remaining unpaid as on 31st March 2022	-
(vi) The amount of interest due and payable to be disallowed under Income Tax Act, 1961	-
Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors. The assets have been taken over by the Banks under Sarfesi. The MSME creditors are unsecured.	

Note 18.1 Trade Payables Ageing

As at 31st March 2022 **(Rs.in lakhs)**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Years	1-2 Years	2-3 Years	More than 3 Years	
i) MSME		-	-	-	-
(ii) Others				156.77	156.77
iii) Disputed dues – MSME	-	-	-	-	-
(iv)Disputed dues - Others	-	-	-	-	-

As at 31st March 2021 **(Rs.in lakhs)**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Years	1-2 Years	2-3 Years	More than 3 Years	
i) MSME	-	-	-	-	-
(ii) Others				156.77	156.77
iii) Disputed dues – MSME	-	-	-	-	-
(iv)Disputed dues - Others	-	-	-	-	-

18 Amount Due to Micro and Small Enterprises

(i) The Company has initiated the process of identifying the suppliers who qualify under the definition of micro and small enterprises, as defined under the Micro, Small and Medium Enterprises Development Act, 2006. Company could identified two MSME as mentioned in note 18 (ii) (a) and 18 (iii)

(ii) (a) Chemical Process Ltd filed petition before Micro small and medium Enterprises Facilitation Council, Konkan Division under section 18 (1) of Micro, Small and medium Enterprises Development Act 2006 claiming outstanding amount of Rs. 281.72 lacs against the supply of product as per the contract dated 21st June 2013 for "Design, engineering, fabrication, testing, supply, supervision, commissioning assistance of FRP reactor for Tamzinco Project. BZL filed reply before the Facilitation Council on the ground that BZL is a sick company and its case is registered with the BIFR. BZL further stated that protection under section 22 (1) of SICA is available immediately after registration of reference with BIFR. Since BZL proceedings are still pending with BIFR, proceedings under Micro, Small and medium Enterprises Development Act 2006 can only be initiated with prior consent from BIFR or the appellate authority. This was turned down.

(ii) (b) M/s Chemical Process EquipmentsPvt Limited an MSE had approached Mico and Samll Enterprises Facilitation Council, Mumbai Region, Directorate of Industries, Government of Maharashtra for their claims and the latter has vide their order dated January 10, 2018 ordered the Company that "Respondent is required to pay to the Petitioner Rs. 281.72 lakhs alongwith interest on each and every due amount of the invoice when become payable after deducton of 30 days till the realization of the amount to the Petitioner. " As banks have taken action under SARFESI and is under symbolic possession of the Banks w.e.f 21st July 2016 and physical possession from 23rd July 2019, no interest has been charged or considered in the Profit and Loss Accounts statements.

NOTES ATTACHED TO AND FORMING PART OF FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

(iii) LADCO Galvanizers Pvt Limited has filed case with MSME counsel having registered office at SIPCOT. The amount outstanding is Rs. 5.58 lakhs as per our books of accounts. However they have claimed an outstanding of Rs. 5.62 lacs and interest of Rs. 4.69 lacs. matter is sub- judice. As banks have taken action under SARFESI and is under symbolic possession of the Banks w.e.f 21st July 2016 and physical possession from 23rd July 2019, no interest has been charged or considered in the Profit and Loss Accounts statements

NOTE NO. 19 - OTHER FINANCIAL LIABILITIES

PARTICULARS	31st March, 2022	31st March, 2021
Security Deposit	**61.48**	61.48
Creditors for Capital Goods	**288.22**	297.22
Advance from Customers	**80.79**	80.79
Retention Money Received	**265.10**	265.10
Others	**608.81**	701.76
Liabilities towards Employee's dues	**1,558.68**	2,340.16
Total	**2,863.08**	**3,746.52**

NOTE NO. 20 - OTHER CURRENT LIABILITIES

PARTICULARS	31st March, 2022	31st March, 2021
Other Liabilities - Refer note below 20(a)	916.61	2,316.04
Total	**916.61**	**2,316.04**

20(a) - OTHER LIABILITIES

Particulars	31st March, 2022	31st March, 2021
Customs Duty on Zinc Concentrate	475.19	474.88
Other Current Liability	0.00	0.00
Other Statutory Dues	441.42	1841.17
Total	**916.61**	**2,316.04**

NOTE NO. 21 - PROVISIONS

Particulars	31st March, 2022	31st March, 2021
Provision for Employee Benefits		
- Provision for leave encashment (unfunded)	29.64	29.64
-Provision for gratuity (unfunded)	255.00	255.00
- Provision for Loyalty	202.57	202.57
Total Provision	487.2	487.2
Less: Employee Benefits paid	-14.71	0.00
	472.5	487.2
Provision for Other Liabilities	2,685.80	2,685.80
Total	**3,158.28**	**3,173.00**

NOTES ATTACHED TO AND FORMING PART OF FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

NOTE NO. 21(a)

The Company has not operated the plant from November 27,2014. An application for closure of the plant was made to the Government of Kerala on Jun 12, 2015 and the same was rejected without granting us an opportunity to the heard. On October 16, 2015, the Labour secretary rejected the review petition filed under Section 25(O)(5) of the Industrial disputes Act, 1947. Consequently, the Company filed a writ Mandamus in High court of Kerala seeking directive to refer the matter for adjudication. Under the circumstance, the entire provisions for employee benefits have been classified as short term liability. Some of the employees have filed a case for payment of their full and final dues. During the year, the Company has paid Rs. 796.18 Lakhs towards dues towards the workers, contract workers and management staff against the settlement and the total amount paid so far is Rs.1405.57 lakhs.

NOTE NO. 22 - REVENUE FROM OPERATIONS

Particulars	31st March, 2022	31st March, 2021
Sale of Products - Refer NoteNo. 21(a) & (b)		
Sulphuric Acid	0.00	0.00
Stores and Spares	0.00	0.00
Total	**0.00**	**0.00**

NOTE NO. 22(a)

In the matter of Kerala state Pollution control Board, High Court of Kerala State Pollution Control Board order dated March 27,2019 constituted a committee with the district collector at the helm of affairs and removal of all hazardous materials is being done in a phased manner. A detailed report shall be filed as to steps taken in this regard by the Pollution control Board. (also see Note 21(C))

NOTE NO. 22(b)

For the year 2017-18 sale of Sulphuric acid and waste oils was effected pursuant to Kerala State Pollution Control Board order No PCB/ESC/CO-11/07 dated February 25,2017 directing the sales/ disposal of certain materials including Sulphuric acid, diesel oils etc. In terms of the said order, the Company sold Sulphuric acid and waste oils and the proceeds has been recognized as income in the books of 2017-18.

NOTE NO. 22(C)

Pursuant to the order dated December 06,2018, of the honorable High court of Kerala, Ernakulam, in respect of WP © No. 22772 of 2018, the Kerala State Pollution control Board (KSPCB) has sold

a. 2792.79 MT of Zinc Sulphate Solution (Strong), 623 .53 MT of Zinc Sulphate (Weak) and 275.69 MT of Zinc Sulphate Crystals amounting to Rs. 187.29 Lakhs plus GST of Rs. 33.71 Lakhs (Total Sales of Rs. 221 Lakhs) in 2019-20.
b. 1171.39 MT of zinc sulphate solution (strong) and 250 kg of copper sulphate amounting to Rs. 70.32 lakhs plus GST of Rs.12.66 lakhs (Total sales of Rs.82.98 lakhs) in 2018-19.

Bill has been issued by KSPCB and separate GST number in the name of KSPCB has been obtained. The sale proceeds have been deposited by KSPCB in a separate account opened by them in their name. Pending receipt of necessary documents / complete information from them, we have not recognized sale of goods in FY 2018-19 and FY 2019-20. The Company has made request for receiving the proceeds.

NOTE NO. 23 - OTHER INCOME

Particulars	31st March, 2022	31st March, 2021
Interest Income from Banks	0.00	0.00
Interest Income - Others	78.83	0.00
Interest on Income Tax Refund	0.00	0.00
Liabilities no longer required written back	0.00	0.00
Tax on Dividend Income	0.00	0.81
Misc. Income	0.00	0.00
Scrap Sale-Inventories	399.91	0.00
Total	**478.73**	**0.81**

NOTES ATTACHED TO AND FORMING PART OF FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

23.1 Prior Period Income:-	31st March, 2022	31st March, 2021
Interest Income from Banks	0.09	0.00
Tax on Dividend Income	0.07	0.00
Total	**0.15**	0.00

NOTE NO. 24 - CHANGES IN INVENTORIES OF RAW MATERIALS, WORK-IN PROCESS, FINISHED GOODS & STORES & SPARE PARTS (Refer Note No 9)

Particulars	31st March, 2022	31st March, 2021
Inventories as at the beginning of the year		
Raw Material	1,421.18	1,421.18
Work -In Process	304.09	304.09
Finished Goods	6.96	6.96
Stores & Spares	903.83	903.83
Total	**2,636.06**	2,636.06
Inventories as at the end of the year		
Raw Material	0.00	1,421.18
Work -In Process	0.00	304.09
Finished Goods	0.00	6.96
Stores & Spares	0.00	903.83
Total	**0.00**	2,636.06
Changes in Inventories		
Raw Material	1,421.18	0.00
Work -In Process	304.09	0.00
Finished Goods	6.96	0.00
Stores & Spares	903.83	0.00
Total	2,636.06	0.00

NOTE NO. 25 - EMPLOYEE BENEFIT EXPENSES

Particulars	31st March, 2022	31st March, 2021
Salaries and Wages	0.00	0.00
Contribution to Provident and Other Funds	0.00	0.00
Total	**0.00**	**0.00**

NOTE NO. 25(a)

The company has entered into settlement with the workers vide agreement dated February 06, 2018 read with the Addenum dated 16/03/2020 for a consolidated amount of Rs. 2724.04 lakhs with applicable Interest. Against this amount the Company has as of March 31, 2022 paid Rs. 1405.57 Lakhs

NOTE NO. 25(b)

The company is in receipt of a settlement agreement with contract laborers duly signed by the District Labour Officer and district Conciliatory Officer dated April 11, 2018 for an amount of Rs 2 crore; the payment for which falls due within 120 days from the date of the settlement agreement and delay in payment shall attract interest @ 7% p.a. till the date of payment. Against this amount the Company has as of March 31, 2022 paid Rs.95.25 Lakhs

NOTES ATTACHED TO AND FORMING PART OF FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

NOTE NO. 25(c)

Managerial staff have been retrenched as on July 31, 2015. Retrenchment compensation has been provided in the books. Against this amount the Company has as of March 31, 2022 paid Rs.78.43 Lakh

NOTE NO. 26 - FINANCE COST

Particulars	31st March, 2022	31st March, 2021
Bank Charges	4.41	0.03
Total	**4.41**	**0.03**

NOTE NO. 27 - DEPRECIATION AND AMORTISATION EXPENSES

Particulars	31st March, 2022	31st March, 2021
Depreciation on Tangible Assets	5.29	5.92
Depreciation on Intangible Assets	0.00	0.00
Total	**5.29**	**5.92**

NOTE NO. 28 - GENERAL, ADMINISTRATION AND OTHER EXPENSES

Particulars	31st March, 2022	31st March, 2021
Power and Fuel	1.44	1.80
Payment of Bldg Tax	0.00	0.00
Repaires & Maintenance - Electrical	0.00	0.00
Repaires & Maintenance - Others	1.07	13.16
Repaires & Maintenance - Plant & Mach	0.00	0.07
Repairs & Maintenance - IT	0.00	0.00
Service Charges	0.00	0.89
Advertisement Exp.	1.28	0.00
INTEREST OTHERS	0.00	0.00
Postage & Courier Charges	0.00	0.00
Printing & Stationary Expenses	0.06	0.00
Internet Expenses	0.00	0.18
Rent	0.00	43.10
INTERNAL AUDIT FEES	0.40	0.00
Rates and Taxes	0.00	0.85
Director's Sitting Fees	0.00	0.00
Security Expenses	0.00	3.66
Secretarial Charges	6.05	18.23
Professional Fees	0.60	4.90
Legal Fees	13.59	2.28
Water Charges	0.74	21.12
Filing and Registration Fees	8.02	0.14
Telephone Expenses	0.00	1.20

NOTES ATTACHED TO AND FORMING PART OF FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

Travelling and Conveyance Expenses	0.17	0.12
Interest Expenses	0.11	0.00
Electricity Charges	0.00	0.00
Share of Loss in Green Panel Investment LLP	0.00	0.00
Misc Expenses	33.78	8.72
Loss on Sale of Inventries	0.00	0.00
A	**67.30**	**120.42**

NOTE NO. 28(i) - AUDITOR'S REMUNERATION

Particulars	31st March, 2022	31st March, 2021
Payment to Auditors		
Statutory Auditors		
a) Audit Fees	0.50	0.50
b) Other Matters	0.00	0.35
B	**0.50**	**0.85**
Total (A + B)	**67.80**	**121.28**

NOTE NO. 28(ii) - Misc Expenses

Particulars	31st March, 2022	31st March, 2021
Hotel Exps	0.02	0.02
Survey Charges	1.17	0.00
Late Fees-GST	0.08	0.00
Interest on Gst	1.14	0.00
Other Misc Exps	31.37	31.37
Total	**33.78**	**31.38**

NOTE NO. 28(iii)

In the financial year 2017-18, KSEB has raised a demand vide letter dated 19/02/2018 for payment of ₹ 4935 lakhs being arrears of electricity charges w.e.f. April 2014. The Company was also eligible for a refund of ₹ 22.92 lakhs based on Government of Kerala refund of Electricity Duty Order No. GO(Ms.) No.10/2016/PD dated 22/04/2016. KSEB was to correct the bills and accounts consequent upon High Court Order dated 25th March 2013 (WA No. 336 of 2010). The Company has requested for reduction in the contract demand in February 2015 for reduction to 1500 KVA and thereafter requested for further reduction to 300 KVA pursuant to the spot inspection done by KSEB in October 2015. The Kerala Electricity Supply code, 2014 contains provisions for disposal of application for reduction of contract demand in a time bound manner i.e. 45 days in case of EHT connection. Regulation 60 of the said code also states that if the applicant fails to avail supply due to reasons beyond its control, the applicant shall not be liable to pay any compensation or charges for such failure. KSEBs letter dated 05/04/2016 stated As per Regulation in Supply Code 2014, the licensor is bound to reduce the Contract Demand as requested by the consumer. The KSEB has already directed the agreement authority to reduce the Contract Demand and the compliance from the agreement authority in this regard is not received till date. Thereafter the bills already issued will be revised and the excess payment made if any, will be adjusted in the arrears. Due to reasons beyond the control, the Company could not operate the plant and therefore could not utilize the contract demand. Therefore the Company should not be held liable for xed component of the contract demand. The charges on the contract demand are penalty in nature. The Company has requested KSEB to withdraw the same from the month of February 2015 Kerala State Electricity Board have been raising electricity bills based on minimum payable contract demand (75% of 18mva) even though the plant has been shut since November 2014. The Company has made written representations before the Board to reduce the contract demand to 1.5mva from February 2015 and has been

NOTES ATTACHED TO AND FORMING PART OF FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

paying based on minimum payable of this contract demand from July 2015 onwards. KSEB has appointed a committee to study the matter which has recommended relaxation of CD as 300kva. Company therefore submitted fresh application in December 2015. The Company has been effecting payments based on 300kva CD. KSEB has given a written confirmation that bills will be reworked as soon as they complete their internal procedures. KSEB has raised a demand vide letter dated 19th February 2018 for payment of ₹ 49,35,29,508/- being arrears of electricity charges w.e.f April 2014. The notice states that in case the amount is not paid on or before March 24, 2018, supply shall be dismantled without any further notice. There is a cash deposit of ₹ 7.08 crore in October 2017 bill apart from Cash deposit in bund pump bill of ₹ 1.17 lakhs It is however, not clear as to whether or not KSEB has adjusted the amount especially when we have shifted to LT from EHT. Refund of Electricity Duty was approved as per Government of Kerala GO (Ms.) No.10/2016/PD dated April 22, 2016 of ₹ 22.92 lakhs. High Court vide Order dated 25th March 2013 (WA No.336 of 2010) stated that installation of additional rectifier and consequent no increase in the contract demand as rectifier is only a power transmitting equipment. Accordingly, KSEB was to revise the Bills for the period June 2004 till March 2013. Pending reconciliation / clarification / refund from KSEB, the income / demand has not been recognized in the books of accounts. The Company vide its letter dated 28th November, 2018 raised a counter claim of ₹ 6.42 Crores to KSEB.

Against the Writ Petition filed by the Company, the High Court of Kerala vide order dated November 26, 2020, ordered an interim stay upon payment of Rs. 529 lakhs. This amount has been paid. The matter is sub-judice.

In in Pre-82 concession judgement dated March 08, 2019 the High court of Kerala, the High Court of Kerala has allowed the appeal filed by the Company reserving the rights of KSEB to issue fresh bills for the old smelting furnace if and only if the consumption readings are available separately. The COmpany had remitted the current charge amount for the period January 1987 to December 1991 at concessional rate. The current charges for the ld smelting furnace for the period January 1987 till December 1991 at normal tariff as per the old smelting furnance readings agggreated to Rs.19,56,475/-. KSEB had levied interest on the same and has demanded Rs. 1,23,99,226 (including interest of Rs.1,04,42,751/-) as of December 04, 2021. KSEB has demanded remittance on or before January 30, 2022.As the demands of KSEB is already sub-judice no payment has been paid. The Company has made a provision of Rs. 15 Crore for the KSEB/ other likely demands.

NOTE NO. 28(iv)

In the matter of writ fled by Mr. P E Shamsudheen in which the Kerala High Court on 4th January 2016 passed interim order against shifting of plant, machineries and equipment from factory till disposal of writ petition. Mr. P E Shamsudheen has vide Order dated 27th March, 2019 withdrawn the petition.

Kerala Water Authority had demanded payment of the following:-

Particulars	**Amount (Rs.)**
Deposit for supplying of water to existing residences (516 in number) in ward No. 15 of Kadungallor Panchayat as per agreement dated 9th March 2005. (Net of deposit of Rs. 16,02,635 vide cheque dated 8/8/2006 of South Indian Bank)	35,98,645.00
Incremental deposit as per revision of water charges for 10KL for 516 connections for the period October 2010 till march 2018*	9,28,800.00
Dues for water connection upto February 15, 2018	8,31,139.00
Additional demand of kadungaloor Panchayat as discussed in meeting dated 28th December 2017 where the beneficiaries are increasing the number of beneficiaries to 550 from 516 (calculation to be understood)	6,85,440.00
Additional deposit for future tariff increases	52,01,280.00
Pending water dues of 516 families after deduction of payment by EZL till November 2017	21,44,523.00
Total	**1,33,89,827.00**

* Delay in deposit of this amount would entail payment of Rs.10,320 per month.

NOTES ATTACHED TO AND FORMING PART OF FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

1. The company has already paid for the deposit of water charges for supply of 10KL per month for 540 houses in Edayar Kadungalloor Panchayat ward No.28 (former ward No.15). Total amount paid as deposit is Rs. 31.56 lakhs. The amount has been reconciled with the Kerala Water Authority

2. During the year 2020-21, the Company paid Rs. 11 lakhs (arrived at after considering the deposit of Rs.31.56 lakhs which was missed to be recognized by the KWA) to the Kerala Water Authority and presently there is nothing due as on date.

3. The incremental deposit for water in excess of 10 KL per month will be claimed by the KWA from the beneficiaries.

NOTE NO. 29 - EXCEPTIONAL ITEMS

Particulars	31st March, 2022	31st March, 2021
Provision for Write Off (Impairment)	0.00	523.89
Prior Period Items	0.00	0.00
Loss on Sale of Fixed Assets	0.00	0.00
Loss on Sale of Inventories	0.00	0.00
Diminution in Value of Investment	0.00	0.00
Unutilised Tax credit	0.00	0.00
Total	**0.00**	**523.89**

RBG Minerals Industries Limited was formed for the purpose of setting up a beneficiation plant and extraction of lead, copper and zinc concentrates. The Company had an underlying MOU with the Rajasthan and Gujarat Government for transfer of Deri and Ambaji mines in 20021. The Company took Basantgarh mine on lease from RSMML and has been paying dead rent. The Gujarat and Rajasthan Government have not transferred the mine in the name of the Company.

With the new mining policy the chances of transferring of mine by the Government seems frail. RSMML is also following up for starting work on the mine as per the lease deed. The Company hence proposes to settle /pay the overdue dead rent dues of Rs.7 lakhs and surrender the mine. Given the position, the investment has been written off in the books The New Management Plans to revisit the same and have discussion with Government.

Note No. 30 Earnings Per Share (Basic/Diluted) - Before Excluding Extraordinary Items

Particulars	31st March, 2022	31st March, 2021
Loss for the year as per Statement of Profit and Loss (Rs.Lakhs)	(2,845.21)	(650.31)
Weighted Average number of Equity Shares of Rs.10/- each (fully paid)	9,76,18,082	6,76,18,082
Earnings Per Share (Basic)	(2.91)	(0.96)
Earnings Per Share (Diluted)	(4.07)	(0.96)

NOTE NO. 31

Bankers led by Punjab National bank have taken physical possession of the following mortgaged assets on 23r July, 2019. Land and Building and Plant and Machinery situated at Edayar Zinc Limited including an extant of 95.34 acres of land in Binanipuram, Kadungaloor Village Parur Taluka, Ernakulam District admeasuring area of Land :- 95.34 acres Industrial Building admeasuring area 117483 sq. .meters along with inventory and current assets

NOTE NO. 32

EZL filed Insurance Claim before the consumer dispute Kerala State Commission against Oriental Insurance Co. Ltd. seeking order directing Oriental Insurance to pay an amount of Rs. 71.12 lakhs.

Oriental insurance company rejected EZL's claim citing non-disclosure of material facts by EZL ie. Non-disclosure that DG set was old. EZL's contention is that EZL have asked Oriental Insurance Co. Ltd to cover the existing DG set & not a new one.

NOTES ATTACHED TO AND FORMING PART OF FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

NOTE NO. 33

In respect of capital goods imported at concessional rate of duty under the EPCG Scheme, the Company received notice no. DRI/BZL/CHN/SCN-08/2016 from DRI dated 29/11/2016 for an export obligation of Rs. 965.02 lakhs which is required to be met at different dates before November 2019. In the event of non-fulfilment of the export obligation, the Company will be liable to refund the availment of concessional customs duties and penalties as applicable. The DRI authorities had come to the plant and seized the imported capital goods which was in carton, which is included in CWIP.

DRI vide order dated 01/02/2018 have ordered payment due of Rs. 1.95 crore as follows which would be made good by enforcing the Bond executed at the time of clearance of the consignment. The value of bonds issued at the time of Import is Rs. 1.32 crore (see break-up below). This apart, the goods imported of value Rs. 3.65 crores have been confiscated.

CALCULATION OF PENALTY UNDER DRI ORDER dated February 01, 2019			
	Rs.	Rs.	Rs.
Rejection of Concessional duty			86,63,267
Interest from date of clearance of consignment			
Date of Licence (considered as date of BoE)	08-11-2013	08-11-2013	
Balance Sheet date	30-06-2019	30-06-2019	
Interest from date of clearance of consignment	18%	18%	
Interest Amount			88,00,930
Fine			30,00,000
Penalty			10,00,000
Total payable under the DRI order (EPCG)			**2,14,64,197**
Bonds Issue in favour of President of India			
Bond dated			
25th February 2014	65,12,000	65,12,000	
17th April 2014	58,16,000	58,16,000	
28th November 2013	8,86,000	8,86,000	**1,32,14,000**

Reconciliation of sale of asstes

NOTE NO. 33

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NOTES ATTACHED TO AND FORMING PART OF FINANCIAL STATEMENTS
(All amounts in INR lakhs, unless otherwise stated)

CALCULATION OF PENALTY UNDER DRI ORDER dated February 01, 2018		
	Rs.	**Rs.**
Rejection of Concessional duty	-	86,63,267.00
Interest from date of clearance of consignment	-	
Date of Licence (considered as date of BoE)	41,497.00	-
Balance Sheet date	3/31/2019	-
Interest from date of clearance of consignment	0.18	-
Interest Amount	-	84,12,151.00
Fine	-	30,00,000
Penalty	-	10,00,000
Total payable under the DRI order (EPCG)	-	**2,10,75,418**
Bonds Issue in favour of President of India		
Bond dated		
25th February 2014	65,12,000	-
17th April 2014	58,16,000	-
28th November 2013	8,86,000	**1,32,14,000**

Vide order dated February 24, 2021 the office of Directorate of Foreign and General Trade has levied a fiscal penalty of Rs. 50 lakhs. The Company has filed an appeal with DGFT Bangalore for setting aside the order and waiver of penalities

33.A As per letter dated 04th March, 2022 PNB alongwith other consortium banks have approved the OTS revival and extention request and as per the letter the balance OTS of all was to be paid by 31st July, 2022 which has not been adhered to by the company due to which the company is liable to pay delay interest of Rs. 2544.91 lacs over and above the OTS amount. The Company has not made any provision for this interest in the books of accounts. The Company proposes to apply for waiver of the interest as the delay is on account of Covid & resons beyond the control of the Company.

NOTE NO. 34- ASSETS PLEDGED AS SECURITY

The carrying amounts of assets pledged as security for current and non-current borrowings are:

Particulars	31st March, 2022	31st March, 2021
Current (Second charge/ Exclusive Charge)		
Financial Assets		
First Charges		
Cash and cash equivalents	5.29	5.29
Other Bank balances	-	4.41
Loans	4.11	-
Other financial assets	1,382.23	1,374.08
Other current assets	2,210.95	2,211.00
Non Financial Assets		
Inventories	-	2,636.06
Total current assets pledged as security	**3,602.58**	**6,230.84**
Non-Current (Second charge/ Exclusive Charge)		
First Charges		
Factory Land (95.34 Acres) *	29.70	29.70
Buildings, Plant & Equipments & Furnitures *	63.82	63.82
Total non-current assets pledged as security	**93.52**	**93.52**
Total assets pledged as security	**3,696.10**	**6,324.36**

NOTES ATTACHED TO AND FORMING PART OF FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

* The Company had given third party first charge on Fixed Assets in favour of EXIM Bank of India who is lender to Binani Industries Limited (Holding company) for the loan of Rs. 31670.17 lakhs (outstanding as on March 31, 2018). Binani Cement Limited another subsidairy of Binani Industries Limited has also given corporate gaurantee for the said facility. Exim Bank invoked the guarantee of Binani Cement Limited and as per the NCLAT order dated 14th November 2018, Exim Bank of India was paid off by Ultratech Nathdwara Cement Limited (Formerly known as Binani Cement Limited). The Guarantees no more exist.

The Company has entered into an agreement with

a. Fine Fab Engineering Constructions for sale of inventory and plant and machinery as scrap for Rs. 426 lakhs. The Company has issued invoices for Rs. 6605.87 lakhs incl GST & Rs.5713.65 lacs exculding GST.

The balance amount of materials available at the factory(as per the report of the Bank appointed Monitoring Agency) which is yet to be sold is Rs. 1178 lakhs.

b. The said parcel of Industrial land mortgaged with the Banks was assigned by the Government of Kerala for a specific purpose. The Company has made application for change of activity from zinc smelting to industrial cum logistics park. Pending approval of the Government of Kerala, a request has been made to the Banks for recommencement of payment under the OTS from the date of receipt of approval or sell the land to Mina Ventures Private Limited under Sarfesi Act 2002 read with DRT order of February 13, 2022.

c. During the year the company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. There is hence no requirement of filing quarterly returns or statements by the company with such banks or financial institutions

NOTE NO. 35 - RELATED PARTY DISCLOSURE AS PER AS 18 ISSUED UNDER ACCOUNTING STANDARD RULES 2006 (AS AMENDED)

A) Names of Related Parties and description of relationship:

a) **Holding Company** : Mina Ventures Private Limited w.e.f. March 04, 2022
M/s Mina Ventures Private Limited has exercised their right to conversion of loan of Rs.3000 lakhs extended to the Company into equity at par. M/s Mina Ventures Private Limited has also agreed to meet all the liabilities of EZL including the liabilities towards Banks, Employees, Contract Employees and workers, statutory both present and future in consideration for immobilisation of equity shares of EZL held by Binani Industries Limited in terms of voting rights.

Accordingly, the shareholding of the Company stands as below:-

Name of Shareholder	% of Voting	No of Shares
Binani Industries Limited	19.52%	89,35,138
Binani Industries Limited- immobilised shares (does not have voting rights)		5,18,53,000
Mina Ventures Private Limited	65.55%	3,00,00,000

b) **Subsidiaries :** R.B.G. Minerals Industries Limited (WOS), Green Panel Investment LLP (70%) is associate

c) **Fellow Subsidiaries (including step down subsidiaries) :** Nil

d) **Key Management Personnel & Enterprises where Promoters have got significant influence:**

(Excluding holding company, subsidiaries and fellow subsidiaries) Mr. Braj Binani and Triton Trading Company Private Limited till March 04, 2022.

Mohammad Bismith Alliangal-R.B.G. Minerals Ind. Ltd., Edayar Zinc Ltd., Serafic Developers and Traders Pvt. Ltd., Green Panel Investment LLP.

Visalakshi Sridhar, Managing Director, CFO and Company Secretary till 04th March, 2022. Mr. Mohammed Bismith Allingal Managing Director, CFO wef 16th March, 2022

NOTES ATTACHED TO AND FORMING PART OF FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

e) **Directors:**

Name of Directors	Designation	Period
Mrs. Kirti Mishra	Director	upto 30.12.2021
Mr. Gour chandra Das	Director	upto 30.12.2021
Mr. Pradeep Sharma	Director	upto 30.12.2021
Mrs. Visalakshi Shridhar	Managing Director, CFO and Company Secretary	upto 04.03.2022
Mr. Mohd. Bismith Allingal	Managing Director & CFO	w.e.f. 16.03.2022
Mr. Abdul Salim Ali Kundu	Director	w.e.f 26.03.2021
Mrs. Shahina Kalla	Director	w.e.f. 16.03.2022
Mr. Vargis Jacob	Director	w.e.f. 03.01.2022
Mrs. Visalakshi Shridhar	Director	w.e.f. 04.03.2022

	Particulars	31st March, 2022	31st March, 2021
B)	**TRANSACTIONS**		
	Directors Sitting Fees		
	- Mr. Pradeep Sharma	**0.00**	0.25
	- Mrs. Kirti Mishra	**0.00**	0.35
	- Mr. Gour Chandra Das	**0.00**	0.25
	Service Charges Expenses		
	- Triton Trading Company Limited	**0.00**	0.00
	- Binani Industries Limited	**0.00**	11.80
	Loans & Advances Paid / Repaid / Received		
	- Loans and Advances received from Binani Industries Ltd		3.90
	- Loans and advances given to R B G Minerals Industries Ltd	**4.11**	0.00
	- Loans and Advances from Green Panel Investment LLP	**3,245.03**	1,777.91
	Allotment of Shares to Mina Ventures Pvt. Ltd.	3,000.00	0.00

	Particulars	31st March, 2022	31st March, 2021
C)	**BALANCES AS ON 31.03.2022**		
	Assets:		
	Investment in Equity		
	- R B G Minerals Industries Ltd	**0.00**	**0.00**
	Investment in Associates		
	- Green Panel Investment LLP	**0.70**	0.70
	Other Financial Asset w		
	Short Term Loans & Advances Given		
	- R B G Minerals Industries Ltd	**4.11**	0.00
	Liabilities:		
	Current Borrowings (Unsecured)		
	- Binani Industries Limited**	**434.12**	435.46
	- Green Panel Investment LLP	**3,245.03**	1,808.29
	- Mina Ventures Private Limited	**500.00**	1,500.00

NOTES ATTACHED TO AND FORMING PART OF FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

Particulars	31st March, 2022	31st March, 2021
Trade Payable		
- Triton Trading Company Limited	**0.00**	12.96
- Binani Industries Limited	**0.00**	11.80
- Nirbhay Management Services Pvt Ltd		-0.01
Other Financial Liabilities		
Directors Sitting Fees		
- Mr. Lokanathan Venkatachalam	**0.00**	0.09
- Mr. Pradeep Sharma	**0.00**	0.68
- Mrs. Aparna Sahay	**0.00**	0.50
- Mrs. Kirti Mishra	**0.00**	1.04
- Mr. Mahesh Gupta	**0.00**	0.72
- Mr. Gour Chandra Das	**0.00**	0.77

** Ceased to a significant influence March 04th 2022 due to imbolisation of voting rights of 51853000 shares .

NOTE NO. 36 - FAIR VALUE MEASUREMENTS

Financial instruments by category

Particulars	31st March, 2022			31st March, 2021		
	FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost
Financial Assets						
Investments						
- Equity instruments	-	-	18.20	-	-	18.20
- Associates	-	-	0.70	-	-	0.70
Loans	-	-	-	-	-	-
Cash and cash equivalents	-	-	5.29	-	-	5.29
Other bank balances	-	-	-	-	-	4.41
Other financial assets	-	-	1,382.23	-	-	1,374.08
Total Financial Assets	**-**	**-**	**1,406.42**	-	-	**1,402.68**
Financial Liabilities						
Borrowings	-	-	18,829.42	-	-	21,369.84
Trade payables	-	-	156.77	-	-	156.77
Other financial liabilities	-	-	2,863.08	-	-	3,746.51
Total Financial Liabilities	**-**	**-**	**21,849.27**	-	-	**25,273.12**

NOTE NO. 37 - FINANCIAL RISK MANAGEMENT

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Managing Board.Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowings.The Company manages market risk through a treasury department, which evaluates and exercises independent control over the entire process of market risk management. The treasury department recommend risk management objectives and policies, which are approved by Senior Management and the Audit Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures like foreign exchange forward contracts, borrowing strategies and ensuring compliance with market risk limits and policies.

NOTES ATTACHED TO AND FORMING PART OF FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

The Company's risk management is carried out by Finance department under policies approved by the board of directors. The Company finance department identifies, evaluates and hedges financial risks in close co-operation with the Company's operating units. The board provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity.

(A) Credit risk

The company is exposed to credit risk, which is the risk that counter party will default on its contractual obligation resulting in a financial loss to the group. Credit risk arises from cash and cash equivalents, financial assets carried at amortised cost, derivative products and deposits with banks and financial institutions, as well as credit exposures to trade/non-trade customers including outstanding receivables.

(i) Credit risk management

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets. Individual risk limits are set and periodically reviewed on the basis of such information.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as: i) Actual or expected significant adverse changes in business, ii) Actual or expected significant changes in the operating results of the counter party, iii) Financial or economic conditions that are expected to cause a significant change to the counter party's ability to meet its obligations, iv) Significant increase in credit risk on other financial instruments of the same counter party,v) Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements

Financial assests are written off when there is no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the statement of profit and loss.

The Company measures the expected credit loss of trade receivables and loan from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no additional provision considered.

Ageing of Account receivables

	As at 31st March, 2022	As at 31st March 2021
Not due		
0-180 Days	603.47	1,508.17
181-360 Days	3,072.03	-
1 years to 2 years	956.68	-
More than 2 years	-	-
Total	**4,632.18**	1,508.17

Financial Assets are considered to be of good quality and there is no significant increase in credit risk.

(B) LIQUIDITY RISK

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, group treasury maintains flexibility in funding by maintaining availability under committed credit lines

Management monitors rolling forecasts of the company's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows. This is generally carried out at Corporate in accordance with practice

NOTES ATTACHED TO AND FORMING PART OF FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

and limits set by the Holding Company Management . These limits vary by location to take into account the liquidity of the market in which the entity operates. In addition, the group's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

(i) Financing arrangements

The group does not have access to any undrawn borrowing bank facilities at the end of the reporting period:

	31st March, 2022	31st March, 2021
Floating rate		
Expiring within one year (bank overdraft and other facilities)	0.00	0.00
Expiring beyond one year (bank loans)	-	-
Total	**0.00**	0.00

The credit facilities sanctioned by the Bank become NPA in the year 2014-15 and Banks have cancelled the working capital facilities and taken physical possession of the assets charged under Sarfesi, 2002. Also refer to note on One Time settlment with the banks

(ii) Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for:

- all non-derivative financial liabilities

  The amounts disclosed in the table are the contractual undiscounted cash flows.

I) Maturity patterns of Borrowings

As at 31st March, 2022	0-180 Days	181-360 Days	1 years to 5 years	More than 5 years	Total
Short term borrowings	18,829.42	-	-	-	18,829.42
Total	**18,829.42**	**-**	**-**	**-**	**18,829.42**

As at 31st March, 2021	0-180 Days	181-360 Days	1 years to 5 years	More than 5 years	Total
Short term borrowings	21,369.84	-		-	21,369.84
Total	**21,369.84**	**-**	**-**	**-**	**21,369.84**

II) Maturity patterns of other Financial Liabilities

As at 31st March, 2022	0-180 Days	181-360 Days	1 years to 2 years	More than 2 years	Total
Trade Payable		-	-	156.77	156.77
Other Financial liability (Current and Non Current)		-	-	2,863.08	2,863.08
Payable related to Capital goods	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**3,019.85**

As at 31st March, 2021	0-180 Days	181-360 Days	1 years to 2 years	More than 2 years	Total
Trade Payable		-	-	156.77	156.77
Other Financial liability (Current and Non Current)		-	-	3,746.51	3,746.51
Payable related to Capital goods	-	-	-	-	-
Total	**-**	**-**	**-**	**3,903.28**	**3,903.28**

NOTES ATTACHED TO AND FORMING PART OF FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

(C) Market risk

(i) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company holds monetary assets and liabilities which are in currency other than its functional currency.

(a) Foreign currency risk exposure:

The Company has following unhedged foreign currency risk (all in Foreign Currency Lakhs) at the end of the reporting period expressed in INR, are as follows

Particulars	31st March, 2022	31st March, 2021
Financial assets		
Receivables (USD)	-	-
Net exposure to foreign currency risk (assets)	-	-
Financial liabilities		
Trade Payable (USD)	-	-
Net exposure to foreign currency risk (liabilities)	-	-

(b) Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

Particulars	2021-22		2020-21	
	1% Increase	1% Decrease	1% Increase	1% Decrease
USD	-	-	-	-
Total	-	-	-	-

NOTE NO. 38 - CAPITAL MANAGEMENT

(a) Risk management

The Company aim to manages its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to our shareholders.

The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares or sell the assets to reduce the debt.

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

NOTES ATTACHED TO AND FORMING PART OF FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

NOTE NO. 39 - CONTINGENT LIABILITIES AND COMMITMENTS:

(a) Contingent Liabilities

Particulars	31st March, 2022	31st March, 2021
Contingent Liabilities:		
Claims against the company not acknowledged as debt (Disputed Tax/duty and other demands)	6,824.19	6,948.01
Total	**6,824.19**	**6,948.01**

39.1 Details of Guarantees :

Particulars	31st March, 2022	31st March, 2021
Other Bank Guarantees	0.00	109.50
Total	**0.00**	**109.50**

39.2 Note on EZL - KAVT status for the period 2005-06 till 2014-2015

In the recent past, company applied for revision of assessment for all the years from 2005-06 till 2014-15 by approaching appellate tribunal and its kerala high court for direction to the department to consider C forms / F forms not presented / not considered because of non availability of state check post data during original assessment time under the Amnesty Scheme. KVAT department accepted our application and the amount of Rs. 541.40 lakhs was paid in full under the amnesty scheme.

NOTES ATTACHED TO AND FORMING PART OF FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

NOTE NO. 40 : Income taxes

The major components of income tax expense for the Year ended 31st March 2022 and 31 March 2021 are:

(a) Statement of profit and loss:

Particulars	31st March, 2022	31st March, 2021
(a) Income tax expense		
Current tax		
Current tax on profits for the year	-	-
Adjustments for current tax of prior periods		-
Total current tax expense	-	-
Deferred tax		
Decrease (increase) in deferred tax assets	-	-
(Decrease) increase in deferred tax liabilities	-	-
Total deferred tax expense/(benefit)	-	-
Income tax expense	-	-

(b) The reconciliation of tax expense and the accounting profit multiplied by tax rate :

	31st March, 2022	31st March, 2021
Profit before income tax expense	(2,845.36)	(650.31)
Enacted income tax rate in India	26.00%	26.00%
Income tax expense as per enacted rate	(739.79)	(169.08)
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Expenses disallowed since business not commenced		
Depreciation	-	-
Other items	-	-
DTA not recognised	739.79	169.08
Adjustments for current tax of prior periods	-	-
Tax losses for which no deferred income tax was recognised	-	-
Income tax expense	-	-

Note: Deferred Income Tax Asset is not recognised in the books.

Note 41

In the year 2004 KSEB had imposed penalty of Rs.20 lakhs per month for unauthorized additional load. The Single Bench of the Hon'ble High Court of Kerala, had in December 2009, disposed the Company's Petition against the Order of the Appellate Authority (Dy. Chief Engineer KSEB) and quashed the order levying penalty for un-authorised additional load. Matter was remanded with a direction to take a decision afresh in accordance with Law considering the bonafide conduct of the Company. The Single Judge held that the Company had obtained all the necessary approvals & energization order from Electrical Inspectorate as stipulated in the conditions of supply of KSEB and since there was no violation, the penal charges are not payable. However matter was remanded. Company filed appeal against remand before the Division Bench. Division Bench held in Company's favor completely. Hence no provision is considered necessary at this stage. (also refer note 27(ii))

41.1 In respect of electricity charges payable for certain years in the prior period, KSEB had withdrawn the concessional tariff eligible for the Company. Though initially the tariff concession was extended, it was subsequently withdrawn by KSEB, on the specific plea that the capacity expansion (which was the criteria for eligibility) was not achieved before due date. KSEB raised claim for Rs. 816.88 Lakhs for those years, which was provided for. The Company had taken up the matter before the Hon'ble High Court of Kerala, which was

NOTES ATTACHED TO AND FORMING PART OF FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

admitted. KSEB withdrew its earlier order and sought permission for de novo determination, which was accepted by the Single Judge. Company went before Division Bench to issue necessary orders for accepting Company's eligibility. Hearings have been completed and reserved for judgement. Since the matter is pending for nearly three decades and based on the legal advice obtained, the said amount of Rs. 816.88 lakhs provided for, was considered no longer payable and written back in the accounts of the Company in the year 2003-04. The Company, as legally advised, is hopeful of a favourable decision on final settlement of the issues involved in the matter and hence no provision is made for the said amount, which is included under contingent liabilities. (also refer note 27(ii))

NOTE NO. 42

SEGMENT REPORTING

The Company operates in a single segment i.e. 'Production and Sales of Zinc and allied products in India'. The company's entire Zinc sales are in India. Hence no additional disclosures under Ind AS "Operating Segments" are required in these financial statements.

NOTE NO. 43

RISK MANAGEMENT TRANSACTIONS

43.1 The Company undertakes hedging against the risk in commodity prices (zinc prices) through derivative instruments in London Metal Exchange. The gain/losses are recognized in the Statement of Profit and Loss on settlement of the transaction. During the year 2021-22, the Company has not undertaken any fresh hedging activities.

43.2 In pursuance of the announcement dated 29/03/2008 of the Institute of Chartered Accountants of India on accounting for derivatives, mark to market gains (net) on outstanding derivative instruments as at 31/03/2021 stood at Nil (Previous Year Nil).

NOTE NO. 44

The consortium of Banks led by Punjab National Bank have sanctioned a One Time settlement during 2019-20 for Rs. 175 crore. The Banks had taken physical possession of the mortgaged assets in July 2019. As per the terms of the One Time Proposal, the mortgaged assets will be sold and the proceeds will be utilised for payment towards the One Time settlement. The Debt recovery Tribunal has vide order dated February 13, 2020 permitted the sale of assets mortgaged either by the Banks or by the Company with the permission of the Banks under the provisions of the SARFESI Act and the Banks shall issue a Certificate of sale thereof. Further the Banks have been permitted appropriation of the sale proceeds of the said secured assets on a first priority in terms of section 26E of the SARFESI Act and the notification dated December 24, 2019 issued in respect thereof by the Ministry of Finance (Department of Financial Services) where the debts of the banks are to be paid on a priority to all other debts, all revenues, taxes, cesses and other rates payable to the Central Government/ State Government/ localauthority. During the year 2019-20 the application filed by Punjab National bank before the Hon'ble National Company Law Tribunal, Kolkata for admission of the Company's matter under the Insolvency and Bankruptcy Code, 2016 (IBC) has been disposed off as withdrawn vide order dated December 04, 2019 as the Company has arrived at an One Time Settlement with the Banks.As part of the Corporate Insolvency Resolution Process in Binani Cement Limited and order dated November 14, 2018 of NCLAT, Binani Cement Limited has already paid the dues to EXIM bank who had invoked the Corporate Guarantee issued by Binani Cement Limited.

EZL is in possession of the land assigned by the Government of Kerala in 1964 under Rules of Assignment of Govt. Land in Development area for the Industrial Purpose. The land assigned shall be used only for the purpose of for erection pf zinc smelter, acid plants and any other types of Plants, shops, warehouses, structures, residential buildings and other buildings of all kinds for their purpose and their successors and assigns. The control and stake of the Government of Kerala on the land is still in force. As per the assignment order, the inheritor also has to carry on the same business or in case of utilizing land for a different purpose within the scope of industrial act the Company has to mandatorily obtain prior approval for change of activity from the Department of Industries, Govt. of Kerala. An application to the Government of Kerala submitted by M/s. Edayar Zinc for change of activity from zinc smelting to industrial cum logistics hub and the application is receiving favourable and priority consideration from the Government (we understand that the Government has also communicated their stand on the matter to the Bank). The said assignment order also states that the power of resumption vested with the Government under Rule 14 of the Rules for the assignment of Government land in development areas for industrial purposes will not be exercised by the Government without giving at least ninety days notice in writing to the Mortgagees. Also point 9 of the order states that the assignee shall be bound by the Rules for the assignment of Government land to the Industrialists in the Development Area in force from time to time. The procedure to enter into a tripartite agreement for mortgage of land and process for transfer of the land including change of ownership and control with the approval of the Government is enumerated in the said order was shared with the Bank. A request has been made to the banks stating that the balance payment under the OTS will be made within 45-60 days from the date of receipt of approval / upon execution of the agreement for transfer with the Bank and Government of Kerala also as party.

NOTES ATTACHED TO AND FORMING PART OF FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

NOTE NO. 45

The management has reconised impairment loss of Rs.610.53 lacs in financial statement in accordance with the provisions of Indian Accounting Standard – IND AS 36 (Impairment of Assets).

NOTE NO. 46

The company has entered into One Time Settlement (OTS) with the Banks wherein the OTS will be paid out of sale proceeds of the mortgaged assets. The company has obtained an order from DRT-III for utilization of the sale proceeds in terms of Section 26E of the SARFAESI Act 2002. Sale is being done as per the OTS sanction and DRT order . As of March 31, 2022 an amount of Rs. 9476 lakhs has been paid under the OTS.

NOTE NO. 47

ADVANCE FOR SALE OF LAND

The agreement with M/s Rhea Realty Private Limited for sale of land is pending before the Honourable High Court of Kerala. This is pursuant to the order of the Paravoor Civil Court in the subject matter. While discussions are underway, in the matter of dispute on the sale agreement, Rs. 100 lakhs was received from M/s Megalith Builders Private Limited (a related party of M/s Rhea Realty Private Limited) as further advance for land sale as a goodwill gesture.

NOTE NO. 48

The Company has assessed the possible effects that may result from the pandemic relating to COVID-19 on the carrying amount of receivables, investments and other assets and liabilities. Based on the current indicators of the future economic conditions, the company expects to recover the carrying amount of all its assets. The impact of COVID-19 pandemic may be different from that estimated as at the date of approval of these financial results and the company will continue to closely monitor any material changes to the future economic conditions.

NOTE NO. 49

Some applications have been made to National Green Tribunal, Chennai for remediation of hazardously contaminated sites in Edayar in Kadungallor village Ernakulam District. The Company has been also made as respondent. The report of the Central Pollution Control Board vide its report of October 16, 2020 has estimated the cost of remediation of Edayar contaminated area to be Rs.47.88 crore. In para 7 of the report it tates that as per the terms of National Clean Energy Funds (NCEF) scheme central funding for assessment and remediation of contaminated area was limited to 40% of the total project cost and the remaining was to be borne by the state government through Polluter Pays Principle which was approved in principle for funding state's share of 60%. However, report also states that NCEF project of MOEF &CC has been discontinued and that the Giverment of Kerala or the KSPCB may issue necessary directtions for arrangment of funds from the Polluter. As there are other factories too in the same vicinity, the KSPCB has stated that the fresh report on remediation has to be done based on sampling and testing. The matter is sub-judice.

NOTE NO. 50

A writ Pettion was filed against the company in the High court of Kerala at Ernakulam for removal of hazardous substances from the factory premises by P E Shamsudheen. As there has been delay in complete removal of the hazardous substances and other waste materials, the High court of Kerala vide order dated April 04, 2022 has levied a sum of Rs.10,000 per day in the account of Juvenile Justice Balanidhi Account. The Company is representing the same as the delay is on account of practical difficulties and that substantial amount of hazardous chemicals have been removed.

NOTE NO. 51

Relationship with Struck Off Companies :- There are no transactions which have been entered with Struck off companies and corresponding balances remaining outstanding as on 31st March 2022. The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

NOTE NO.52

Details of benami property held :- The Company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.

NOTES ATTACHED TO AND FORMING PART OF FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

NOTE NO. 53

Wilful defaulter :- The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

NOTE NO. 54

Registration of charges or satisfaction with the Registrar of Companies :- The Company had created third party security in favour of Exim Bank of India on behalf of 3B Binani Glass Fibre Sarl. The loan has been repaid but No due certificate is pending to be received. Apart from this the Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

NOTE NO. 55

Compliance with the number of layers of companies:- The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

NOTE NO. 56

Details of crypto currency or virtual currency:- The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

NOTE NO. 57

Undisclosed income :- There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

NOTE NO. 58

Utilisation of borrowed funds and share premium :- The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

NOTE NO. 59

Compliance with approved Scheme(s) of Arrangements: There has been no Scheme of Arrangements that has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013, which the company has not disclosed .

NOTE NO. 60

GST Liability of Rs. 439.88 lac is payable as on 31/03/2022 and GST registration has been cancelled w.e.f. Sept, 2021

Note No. 61

During the year as per the terms of the loan taken from Mina ventures pvt. Ltd. (the lender), has excerised the its rights to convert the loan into equity shares amounting to Rs 3000 lacs. As per the terms of the loan the company was liablie to pay interest @ 4% p.a. which amount to Rs. 108.99 lacs payabel till 31st March, 2022, however the same has not been provided for in the books of accounts. The Company has sought for waiver of interest.

Note No. 62

No events other than mentioned above or transactions have occurred since the date of Balance Sheet or are pending that would have a material effect on the financial statements for the year ended, other than those reflected or fully disclosed in the books of accounts.

NOTE NO. 64

All the Balances are subject to confirmation.

NOTE NO. 65

Figures of previous years regrouped or restated wherever necessary.

Notes forming part of the financial statements for the year ended 31st March 2022

Note 66	**Ratio**		FY 21-22	FY 20-21				
Sr. No	**Particular**	**Numerator / Denominator**	**(Rs.in lakhs)**	**(Rs.in lakhs)**	**Ratio FY21-22**	**Ratio FY 20-21**	**% Variance**	Reasons for variance of more than 25%
(a)	Current Ratio (in time)	Current Assets	8,234.77	7,739.01	0.32	0.26	20.11%	
		Current Liabilities	25,924.18	29,262.16				
(b)	Debt-Equity Ratio (in time)	Borrowing	18,829.42	21,369.84	-1.21	-1.36	-0.11	
	Borrowing / Equity	Equity	-15,520.85	-15,675.63				
(c)	Debt Service Coverage Ratio (in time)	PAT + Depr. + Annual Interest on Loans & Liabilities/ Annual interest on Loans & Liabilities + Repayment of Liabilities	-2,840.07	-644.39	- VE	#DIV/0!	- VE	the Company has entered into an OTS with the Banks.Hence DSCR coverage does not apply The amounts advanced by Binani Industries ltd. carries NIL interest.
(d)	Return on Equity Ratio (%)	Net Profit after taxes	-2,845.21	-650.31	- VE	- VE	- VE	The company is in the process of selling the asssets. The loss is on account of imparement and loss on account of sale of stock.
	Net Profit after taxes/ Tangible Net worth	Tangible Networth	-15,520.85	-15,675.63				
(e)	Inventory Turnover Ratio (in time)				Not applicable	Not applicable		
(f)	Trade Receivables Turnover Ratio (in time)	Revenue from operation	-	-	-	-		There has been no operations
	Revenue from operation/ Average Trade receivable	Average Trade Receivable	3,070.18	754.09				
(g)	Trade Payables Turnover Ratio (in time)	Purchases	-	-	-	-		There has been no operations
	Purchases /Average Trade payables	Average Trade payables	156.77	156.77				
(h)	Net Capital Turnover Ratio (in time)	Revenue from operation	-	-	-	-		There has been no operations
	Revenue from operation/ working capital	working capital	-17,689.41	-21,523.15				
(i)	Net Profit Ratio (%)	Net profit	-2,845.36	-650.31	#DIV/0!	#DIV/0!	#DIV/0!	There has been no operations
	Net profit/ Revenue from operation	Revenue from operation	-	-				
(j)	Return on Capital employed (%)	Profit before interest & Tax	-2,845.36	-650.31	-1.72	-0.23	6.53	There has been no operations
	Profit before interest & Tax / Average capital employed	Average capital employed	1,654.28	2,847.11				
(k)	Return on Investment (%)	Net Profit after taxes	-2,845.36	-650.31	0.18	0.04	3.42	There has been no operations
	Net Profit after taxes/ Share holder equity	Share holder equity	-15,520.85	-15,675.63				

Notes forming part of the financial statements for the year ended 31st March 2022

Note:-

1) Current Ratio:

The current ratio is a liquidity ratio that measures a company's ability to pay short-term obligations or those due within one year.

The current ratio is called current because, unlike some other liquidity ratios, it incorporates all current assets and current liabilities. The current ratio is sometimes called the working capital ratio.

	Particulars	As At 31st March, 2022	As At 31st March, 2021
A.	Current Assets	8,234.77	7,739.01
B.	Current Liabilities	25,924.18	29,262.16

2) Debt Equity Ratio :

The debt-to-equity (D/E) ratio is used to evaluate a company a Company's Financial Average and is calculated by dividing a company's total liabilities by its shareholder equity.

It is a measure of the degree to which a company is financing its operations through debt versus wholly owned funds.

	Particulars	As At 31st March, 2022	As At 31st March, 2021
A.	Company's Total Liabilities	18,829.42	-15,520.85
B.	Shareholder Equity	-15,520.85	-15,675.63

3) Debt Service Coverage Ratio

It is a measurement of a firm's available cash flow to pay current debt obligations. The DSCR shows investors where the company has enough income to pay its debts.

	Particulars	As At 31st March, 2022	As At 31st March, 2021
A.	EBIT (Earnings before Interest & Tax)	-2,840.07	-644.39
B.	Total Debt Service (Current Debt Obligation)	-	-

Here, EBIT=Total Income - Total Expenses (Excl. Finance Cost)

Total Debt Service (Current Debt Obligation) = Short Term Borrowings

4) Return on Equity Ratio:-

Return on equity (ROE) is the measure of company's net income divided by its shareholders equity. ROE is a gauge of corporation's profitability and how efficiently it generates those profits. ROE is expressed as a percentage and can be calculated for any company if net income and equity are both positive numbers.

	Particulars	As At 31st March, 2022	As At 31st March, 2021
A.	Net Income (Before Dividend to Eq. Shareholders)	-2,845.21	-650.31
B.	Average Shareholders Equity	-15,520.85	-15,675.63

5) Inventory Turnover Ratio :- Not Applicable

6) Trade Receivables Turnover Ratio :

Collecting its accounts receivables. This ratio measures how well a company uses and manages the credit it extends to

	Particulars	As At 31t March, 2022	As At 31st March, 2021
A.	Revenue from operation	-	-
B.	Average Trade receivable	3,070.18	754.09

Notes forming part of the financial statements for the year ended 31st March 2022

7) Trade Payable Turnover Ratio :

The accounts payable turnover ratio is a short-term liquity measure used to quantity the rate at which a company paid off its suppliers. Accounts, payable turnover shows how many times a company pays off its accounts payable during the year.

	Particulars	As At 31t March, 2022	As At 31st March, 2021
A.	Total Supply Purchases	-	-
B.	Average Trade Payable	156.77	156.77

8) Net Capital Turnover Ratio :-

Working Capital turnover ratio is a formula that calculate how efficiently a company use working capital to generate sales. This ratio demonstrates company's ability to use it working capital to generate income.

	Particulars	As At 31t March, 2022	As At 31st March, 2021
A.	Net Annual Sale	-	-
B.	Working Capital	-17,689.41	-21,523.15

9) Net Profit Ratio (%)

The net profit percentage is the ratio of after tax profits to net sales. It reveals the remaining profit after all costs of production, administration, and financing have been deducted from sales, and income taxes recognized.

	Particulars	As At 31t March, 2022	As At 31st March, 2021
A.	Net Profit	-2,845.36	-650.31
B.	Net Sales	-	-

The measure is commonly reported on a trend line, to judge performance over time. It is also used to compare the results of a business with its competitors.

10) Return on Capital employed :

Return on capital employed (ROCE) profitability ratio, measures how efficiently a company using its capital to generate profits.

	Particulars	As At 31t March, 2022	As At 31st March, 2021
A.	Profit before interest & Tax	-2,845.36	-650.31
B.	Average capital employed	1,654.28	2,847.11

Here,

Capital Employed = Total Assets - Current Liberalities

11) Return on Investment

Return on Investment (ROI) is a performance measure used to evaluate the efficiency or profitability of an investment or compare the efficiency of an investment or compare the efficiency of a number of different investments. ROI directly tires to measure the amount of return on a particular investment, relative to the investment's cost.

	Particulars	As At 31st March, 2022	As At 31st March, 2021
A.	Net Profit after taxes	-2,845.36	-650.31
B.	Share holder equity	-15,520.85	-15,675.63

As per our report of even date attached
For Udeshi Shukla & Associates
Chartered Accountants
Firm Registration No : 114886W

CA Paresh Vijaysinh Udeshi
Partner
Membership No. 042082

Place : Mumbai
Date : August 08, 2022

For and on behalf of the Board of Directors

Mohd. Bismith Allingal
MD & CFO
DIN 08227170

Abdul Salim Ali Kunju
Director
DIN 08279794

Place : Cochin
Date : August 08, 2022

INDEPENDENT AUDITOR'S REPORT

Independent auditor's report to the members of Edayar Zinc Limited

Opinion

We have audited the accompanying consolidated Ind AS financial statements of **Edayar Zinc Limited** ("the Company"), which comprise the balance sheet as at March 31, 2022, and the Statement of Profit and Loss (Including Other Comprehensive Income), the statement of cash flows & the statement of changes in equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the *Basis of Qualified Opinion* section of our report, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended,("Ind AS") and other accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2022, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for qualified opinion

1. *The net worth of the company has been fully eroded. This indicates the existence of a material uncertainty that cast significant doubt about the group's ability to continue as a going concern.*
2. *The consortium of banks have sanctioned one time settlement and as per OTS terms substantial mortgaged assets of holding company have been sold and it may affect the going concern concept of the group.*
3. *The OTS Settlement was rescheduled by the consortium, which has also been delayed and as per the rescheduled terms, the holding company is liable to pay interest there on to the tune of Rs 2544.91 lakhs as mentioned in note no 53A has not been provided for in the books of accounts. The Company has also not provided Interest of Rs 108.99 lakhs payable on unsecured loan from holding company as mentioned in note no 73 , had these provisions been done then the loss for the year and debit balance in other equity would have been more by Rs 2653.90 lakhs.*
4. The Holding Company has written off its investment in the subsidiary to the tune of Rs 500Lakhs and has also written off advance to subsidiary of Rs 18.5 lakhs, however corresponding effect has not been given in the books of subsidiary due to which the impact of Rs 518.50 lakhs being the difference between holding company and subsidiary company has been given in other equity.

Subject to above qualifications, we have conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the standalone Ind AS financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone Ind AS financial statements under the provisions of the Act and the rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

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

Reporting of Key Audit Matters as per SA 701, Key Audit Matters are not applicable to the company as it is an unlisted company.

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidatedInd AS financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's responsibility for the consolidated financial statements

The Company's board of directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these consolidated Ind AS financial statements that give a true and fair view of the state of affairs (financial position), profit or loss(financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The board of directors are also responsible for overseeing the Company's financial reporting process.

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

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

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls 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 management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of theconsolidated Ind AS financial statements, including the disclosures, and whether theconsolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of areasonably knowledgeable user of the financial statements may be influenced. Weconsider quantitative materiality and qualitative factors in (i) planning the scope of ouraudit work and in evaluating the results of our work; and (ii) to evaluate the effect of anyidentified misstatements in the 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 theconsolidated Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

As required by 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 of the aforesaid consolidated financial statements;

(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 Consolidated Balance sheet, the Consolidated Statement of Profit and Loss, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

(d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Ind AS specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2022 taken on record by the Board of Directors of the Holding Company and as reported by the statutory auditors of the Subsidiary, none of the directors of the companies in the Group and its Subsidiaries are disqualified as on March 31, 2022 from being appointed as a director of the respective company in terms of Section 164(2) of the Act;

(f) We have been informed that the company has discontinued its operations since 2014 and in absence of any activity and manpower; no internal financial control policies have been separately framed. In absence of any such defined policies we cannot comment on the effectiveness of the internal financial control.

(g) With respect to the matters to be included in the Auditor's Report in accordance with requirement of Section 197(16) of the Act, as amended, as the Holding Company has not paid any remuneration to its directors, there is no question as to whether the remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;

  (i) The consolidated financial statements disclose the impact of pending litigations on its financial position in its financial statements – Refer Note 44, 47, 50, 58 and 59 in the consolidated Ind AS Financial Statements.

  (ii) The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as required under the applicable law or accounting standards;

  (iii) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund and therefore the question of delay in transferring such sums does not arise.

  (iv) a. The respective Managements of the Company, its subsidiary which are companies incorporated in India, whose financial statements have been audited, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

  b. The respective Managements of the Company, its subsidiary which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

c. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its subsidiary which are companies incorporated in India, whose financial statements have been audited respectively, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

(v) Since the Holding Company has not declared or paid any dividend during the year, the question of commenting on whether the same is in accordance with Section 123 of the Companies Act, 2013 does not arise.

2. With respect to the matters specified in clause (xxi) of paragraph and paragraph 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO report issued by us and the auditors of respective companies included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, as provided to us by the Management of the Holding Company, we report that there are no qualifications or adverse remarks in these CARO reports of the said respective companies included in the consolidated financial statement except that on clause 3(i)(a)(B)(b)& (c),3(vii)(a), 3(ix)(a) of the Order as given in our CARO report of the standalone financial statements of the Holding Company and 3(i)(a)(B)(b)& (c) as given in our CARO report of the standalone financial statements of the subsidiary company.

For Udeshi Shukla & Associates
Chartered Accountants
FRN: 114886W

CA. Paresh Vijaysinh Udeshi
Partner
MRN: 042082

Mumbai – June 23, 2022
Date: August 08, 2022

UDIN:22042082ARFNGY7446

CONSOLIDATED BALANCE SHEET AS AT MARCH 31ST, 2022

(All amounts in INR lakhs, unless otherwise stated)

Rs. In Lakhs

Particulars	Note No.	As at March 31st, 2022	As at March 31st, 2021
I ASSETS			
NON-CURRENT ASSETS			
Property, plant and equipment	4	**504.19**	**509.48**
Capital Work-in-Progress	4	**364.78**	**3,234.70**
Goodwill	5	**-**	
Other intangible assets	5		
Financial Assets			
i.Investments	6	**18.20**	**18.20**
Trade Receivables			
Loans			
ii.Other Financial Assets	7	**3.87**	**3.87**
Tax assets (net)	9	**24. 71**	**17.92**
Deferred Tax Assets (Net)	-	**-**	**-**
Other non-current assets	8	**249.52**	**249.52**
Total Non Current Assets		**1,165.27**	**4,033.69**
CURRENT ASSETS			
Inventories	10	**-**	**2,636.06**
Financial Assets			
i.Investments		**-**	**-**
ii.Trade receivables	11	**4,632.18**	**1,508.17**
iii.Cash and cash equivalents	12	**5.34**	**5.34**
iv.Bank balances other than cash and cash equivalents	12.1	**-**	**4.41**
v. Loans	13	**-**	**-**
v.Other financial Assets	14	**1,382.47**	**1,374.57**
Other current assets	15	**2,211.20**	**2,211.25**
Total Current Assets		**8,231.20**	**7,739.80**
Assets Held for Sale		**1,178.00**	**2,471.41**
Total Assets		**10,574.47**	**14,244.87**
II EQUITY AND LIABILITIES			
Equity Shareholders' funds			
Equity Share Capital	16	**9,761.81**	**6,761.81**
Other Equity	17	**(25,146.09)**	**(21,808.48)**
Total Equity		**(15,384. 05)**	**(15,046.67)**
LIABILITIES			
Non-current liabilities			
Deferred Tax Liabilities (Net)		**26.96**	**26.96**
Total Non Current Liabilities		**26.96**	**26.96**
Current Liabilities			
Financial Liabilities			
i.Borrowings	18	**18,829.42**	**21,369.84**
ii.Trade payable	19	**163.98**	**164.13**
iii.Other Financial liabilities	20	**2863.27**	**2,241.50**
Other current liabilities	21	**916.67**	**2,316.11**
Provisions	22	**3158.45**	**3,173.00**

CONSOLIDATED BALANCE SHEET AS AT MARCH 31ST, 2022

(All amounts in INR lakhs, unless otherwise stated)

Rs. In Lakhs

Particulars	Note No.	As at March 31st, 2022	As at March 31st, 2021
Employee Benefit obligation		-	-
Liabilities associated with group(s) of assets held for disposal			
Total Current Liabilities		**25,931.79**	**29,264.58**
Total Liabilities		**25,958.75**	**29,291.54**
Total		**10,574.47**	**14,244.87**

Summary of Significant Accounting Policies 1
The accompanying notes are integral part of the financial statements.
As per our report of even date attached

For Udeshi Shukla & Associates
Chartered Accountants
Firm Registration No : 114886W

CA Paresh Vijaysinh Udeshi
Partner
Membership No. 042082

Place : Mumbai
Date : 08/08/2022

For and on behalf of the Board of Directors

Mohd. Bismith Allingal
MD & CFO
DIN 08227170

Abdul Salim Ali Kunju
Director
DIN 08279794

Place : Cochin
Date : August 08, 2022

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31 2022

(All amounts in INR lakhs, unless otherwise stated)

				Rs. In Lakhs
	PARTICULARS	Note No.	**As at March 31st, 2022**	As at March 31st, 2021
I	**INCOME**			
	Revenue from operations	23	**-**	-
	Other Income	24	**478.73**	0.81
	TOTAL INCOME		**478.73**	0.81
II	**EXPENSES**			
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	25	**2,636.06**	-
	Employee benefits expenses	26	**-**	**-**
	Depreciation and amortization expense	27	**5.29**	**5.92**
	Finance cost	28	**4.41**	**0.04**
	Other expenses	29	**68.63**	**121.53**
	Impariment Loss	29i	**610.53**	
	TOTAL EXPENSES		**3,324.93**	**127.49**
III	**Loss before exceptional items & Tax**		**(2,846.19)**	(126.68)
IV	Exceptional items (Net)	30	**486.14**	
V	**Loss before tax**		**(3332.33)**	(126.68)
	Prior Period Income		**0.15**	-
VI	Tax expense:			
	- Current Tax		**0.05**	-
	- Tax of earlier periods		**-**	-
	- Deferred Tax charge (net)		**-**	-
	- MAT Credit Entitlement		**-**	-
	Total Tax Expenses		**0.05**	-
VII	**Loss for the Year**		**(3332.38)**	(126.68)
	Other Comprehensive income			
VIII	**Items that will not be reclassified to profit or loss**			
	i).Re-measurement to Post employment benefit Obligation (Gain)/ Loss		**-**	-
	ii).Income tax relating on this Items		**-**	-
	Other Comprehensive income for the year (net of tax)		**-**	-
	Total Comprehensive Income/(Loss) for the Year		**(3332.23)**	(126.68)
XI	**Loss Attributable to:**			
	Owners		**(2998.67)**	(114.00)
	Non controlling interests		**333.56**	**(12.68)**
	Total	A	**(3332.23)**	(126.68)
XII	**Other Comprehensive Income Attributable to:**			
	Re-measurement of Post Employment Benefit Obligation		**-**	-
	Tax Expense			
	Total	B	**-**	-
	Total	A+B	**(3332.23)**	**(126.68)**
XIV	**Earning per equity share of Rs.10 each:**			
	Basic	31	**(3.41)**	(3.91)
	Diluted		**(4.77)**	(3.91)
	Nominal Value per equity shares (in Rs.)		**10.00**	10.00

Summary of Significant Accounting Policies
The accompanying notes are integral part of the financial statements.
As per our report of even date attached

For and on behalf of the Board of Directors

For Udeshi Shukla & Associates
Chartered Accountants
Firm Registration No : 114886W

CA Paresh Vijaysinh Udeshi
Partner
Membership No. 042082
Place : Mumbai
Date : August 08, 2022

Mohd. Bismith Allingal
MD & CFO
DIN 08227170

Abdul Salim Ali Kunju
Director
DIN 08279794

Place : Cochin
Date : August 08, 2022

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

Rs. In lakhs

	Particulars	31st March, 2022	31st March, 2021
A	**Cash Flow From Operating Activities**		
	Earnings before exceptional and extraordinary items and tax	(3332.18)	(126.68)
	Adjustments for:	-	-
	Depreciation / Amortization /Impairment	5.29	5.92
	Interest and Finance Charges	4.41	0.04
	Sundry Balances written off / Liabilities no longer required written back & other income	-	-
	Impairment of Assets	1097.48	-
	Loss / (profit) on reptriation of capital of foreign subsidy	-	-
	Unrealised (Gain) / Loss on Exchange Rate Fluctuation (Net)	-	-
	Gain on Acturial Valuation	-	-
	Interest and Dividend Income	-	(1.23)
	Exceptional Items	-	0.00
	Operating Profit Before Working Capital Changes	(2225.00)	(121.95)
	Change in operating assets and liabilities		
	(Inventories)/Decrease in Inventories	-	-
	(Inventories)/Decrease in trade receivables and other assets	(3124.04)	(1508.36)
	(Inventories)/Decrease in other financial assets	2616.62	47.26
	(Inventories)/Decrease in trade Payables and other payables	(1801.84)	(224.41)
	Exchange Fluctuation Unrealised on account of consolidation	-	-
	Cash Generated from Operations	(4534.26)	(1807.52)
	Extra-ordinary Item	-	-
	Direct Taxes Paid (including TDS)	-	(0.06)
	Net Cash from/(used in) Operating Activities	(4533.76)	(1807.58)
		-	-
B	**Cash Flow from Investing Activities**	-	-
	Purchase of Fixed Assets (including capital work - in progress)	3070.36	(2.77)
	Sale of Fixed Assets / Refund from CWIP Suppliers	-	2,243.55
	Investment in Associates	-	-
	Loans and advances (to)/received subsidiaries	4.02	-
	Interest and Dividend Income Received	(0.21)	1.23
	Net Cash from/(used in) Investing Activities	3074.17	2242.01
C	**Cash Flow from Financing Activities**		
	Increase in Share Capital	3,000.00	-
	Increase in Others liabilities	-	-
	Interest & Finance Charges paid	-	(0.04)
	Dividend Paid / Dividend Distribution Tax Paid	-	-
	Proceeds / (Repayment) from Short Terms Borrowings (Net)	(1,540.41)	(434.54)
	Net Cash from / (used in)Financing Activities	1459.59	(434.58)
D	**Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)**	0.00	(0.15)
E	Opening Cash & Cash Equivalents	5.34	5.43
F	**Closing Cash & Cash Equivalents (D+E)**	5.34	5.28

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

	Reconciliation of Cash Flow statements as per the cash flow statement	31st March, 2022	31st March, 2021
	Cash Flow statement as per above comprises of the following		
	Cash and cash equivalents	5.34	5.28
	Bank overdrafts	-	-
	Balances as per statement of cash flows	5.34	5.28

Note : Cash and Cash Equivalents at the end of the period includes Rs. 63.50 Lakhs (P Y Rs.59.70 Lakhs) under lien which is not available for use.

As per our separate report of even date attached

For and on behalf of the Board of Directors

For Udeshi Shukla & Associates
Chartered Accountants
Firm Registration No : 114886W

Mohd. Bismith Allingal
MD & CFO
DIN 08227170

Abdul Salim Ali Kunju
Director
DIN 08279794

CA Paresh Vijaysinh Udeshi
Partner
Membership No. 042082

Place : Cochin
Date : August 08, 2022

Place : Mumbai
Date : August 08, 2022

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022

1. Company information

The Consolidated financial statements of Edayar Zinc Limited ("the Company") and its subsidiary R. B. G. Minerals Industries Limited, Green Panel Investments LLP collectively referred to as the 'Group' have been prepared in accordance with Ind AS 101, "Consolidated Financial Statements" notified under the Companies

(Accounting Standard) Rules, 2006.

The financial statements are approved for issue by the Company's board of directors on **August 8th, 2022**.

2. **Basis of Preparation of financial statements**

Compliance with Indian Accounting Standards

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and relevant provisions of the Companies Act, 2013 ("the Act"). The policies set out below have been consistently applied during the year presented.

These financial statements for the year ended 31 March 2020 are prepared in accordance with Ind AS.

Historical cost convention

The financial statements have been prepared under the historical cost convention, as modified by the following:

- Certain financial assets and financial liabilities (including derivative instruments) at fair value;
- Defined benefit plans – plan assets that are measured at fair value; and
- Land included in PPE are measured at Carrying Value

The financial statements are presented in INR, which is also the Company's functional currency and all amounts are rounded to the nearest Lakhs, unless otherwise stated.

3. Summary of significant accounting policies

The financial statements have been prepared using the significant accounting policies and measurement basis summarised below. These were used throughout all periods presented in the financial statements, except where the Company has applied certain accounting policies and exemptions upon transition to Ind AS.

1.1 Current versus non-current classification

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

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- 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 current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or

- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities 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 for processing and their realisation in cash and cash equivalents. The company has identified twelve months as its operating cycle.

3.2 Foreign currency

Initial recognition

Foreign currency transactions are recorded in the functional currency, by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction.

Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

Exchange differences

Exchange differences arising on the settlement of monetary items or on reporting such monetary items of Company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise. The gain or loss arising on translation of non-monetary items measured at cost is treated in line with the recognition of the gain or loss on the change in the value of the item (i.e., translation differences on items whose gain or loss is recognised in OCI or statement of profit & loss are also recognised in OCI or statement of profit & loss, respectively).

3.3 Fair Value Measurement

The Company discloses fair values of financial instruments measured at amortised cost in the financial statements.

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:

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

The Company must be able to access the principal or the most advantageous market at the measurement date.

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 significant to the fair value measurement as a whole:

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

For assets and liabilities that are recognised in the financial statements on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. Valuation process and assumption used to measure the fair value of Assets and Liabilities is disclosed.

3.4 Revenue recognition

Revenue from sales of goods

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods supplied, stated net of discounts, returns and GST. The Company recognizes revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met, as described below.

Revenue from sale of goods is recognized when all the following conditions have been satisfied:

(a) The company has transferred to the buyer the significant risks and rewards of the ownership of the goods;

(b) The company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;

(c) The amount of revenue can be measured reliably;

(d) It is probable that the economic benefits associated with the transaction will flow to the company; and

(e) The cost incurred or to be incurred in respect of the transaction can be measured reliably.

Other Revenue is recognized as follow:

Finance Income:

Finance income is recognised as it accrues using the Effective Interest Rate (EIR) method. EIR is the rate that exactly discounts the estimated future cash payment or receipts over the expected life of the financial instruments or a shorter period, where appropriate, to the net carrying amount of the financial asset or liability. Finance income is included in other income in the profit & Loss Account.

Interest Income

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate application.

Royalty Income:

Royalty is recognized on an accrual basis in accordance with the substance of the relevant agreement.

Dividend

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

3.6 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are included in the cost of that asset. Qualifying asset are 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 respective assets. All other borrowing costs are expensed in the statement of profit & loss 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. Borrowing costs is reduced to the extent of income arising from temporary parking of funds in fixed deposits and mutual funds.

The capitalisation of borrowing costs is suspended if there are prolonged periods when active development is interrupted. Interest expense for such period has been charged to statement of profit & loss account.

3.6 Property, Plant and equipment (PPE)

Recognition and initial measurement

Freehold land is carried at cost. All other items of property, plant and equipment acquired or constructed are initially recognized at cost net of recoverable taxes, duties, trade discounts and rebates, less accumulated depreciation and impairment of loss, if any. The cost of Tangible Assets comprises of its purchase price, borrowing costs and adjustment arising for exchange rate variations attributable to the assets, including any cost directly attributable to bringing the assets to their working condition for their intended use. The present value of the initial estimated cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision is met.

Expenditure incurred on assets which are not ready for their intended use comprising direct cost, related incidental expenses and attributable borrowing cost (net of revenues during constructions) are disclosed under Capital Work-in-Progress.

Spare parts are recognised when they meet the definition of property, plant and equipment, otherwise, such items are classified as inventory.

Subsequent measurement (depreciation and useful lives)

When significant parts of plant and equipment are required to be replaced at regular intervals, the company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repairs and maintenance costs are recognized in the statement of profit & loss as and when incurred.

Depreciation on property, plant and equipment (except Office equipment & Transport Equipment) is provided on the straight line method, and others are provided on written down value method, computed on the basis of useful life prescribed in Schedule II to the Companies Act, 2013, on a pro-rata basis from the date the asset is ready to put to use.

The residual values, useful lives and method of depreciation are reviewed at the end of each financial year and adjusted prospectively, if appropriate.

Lease hold land is amortised over the lease period from the date of receipt of advance possession or execution of lease deed, whichever is earlier.

De-recognition

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in statement of profit & loss when the asset is derecognized.

3.7 Intangible assets

Recognition and initial measurement

Intangible assets are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price.

The useful lives of intangible assets are assessed to be finite. Intangible assets are amortised over their useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end. The intangibles are depreciated on a straight line basis over a period of 5 Years.

The residual values, useful lives and method of depreciation of are reviewed at the end of each financial year and adjusted prospectively, if appropriate.

Depreciation and Amortisation of the assets commences when the assets are ready for their intended use. Depreciation and amortisation ceases when the net book value of the asset is zero or the asset is no longer in use.

Gains or losses arising from derecognizing of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss at the moment that the asset is derecognised.

3.8 Impairment of non-financial assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

For assets an assessment is made at each reporting period end or whenever triggering event occurs as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Company makes an estimation of the recoverable amount.

A previously recognised impairment loss is reversed only if there has been a change in the estimations used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, or had no impairment loss been recognised for the asset in prior years.

3.9 Inventories

Raw Materials, Stores and Spares and work in process is valued at lower of weighted average cost (net of ITC) and Net Realizable Value (NRV)

Finished Goods have been valued at lower of cost and net realisable value. Cost for this purpose includes direct cost, attributable overheads.

By-products are valued at estimated selling price.

NRV is the estimated selling price in the ordinary course of business less the estimated cost of completion and estimated cost necessary to make the sale.

3.10 Trade Receivable

Trade receivables are amounts due from customers for sale of goods or services performed in the ordinary course of business. Trade receivables are recognized initially at fair value. They are subsequently measured at amortised cost using the effective interest method, net of provision for impairment. The carrying value less impairment provision of trade receivables, are assumed to be approximate to their fair values.

3.11 Cash and cash equivalents

Cash and cash equivalents include cash at bank and in hand and deposits held at call with banks.

For the purpose of the cash flows statements, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management. In the balance sheet, bank overdrafts are shown within borrowings in current liabilities.

3.12 Financial Instruments

a) Investments and other financial assets

i. Initial recognition and measurement

The Company recognizes financial assets when it becomes a party to the contractual provisions of the instrument. All financial assets are recognized at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets, which are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

ii. Subsequent measurement

For purposes of subsequent measurement, the Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and

- those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

Amortised cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

Fair value through other comprehensive income (FVOCI):

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss. Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss (FVTPL):

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss in the period in which it arises. Interest income from these financial assets is included in other income.

Equity investments

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established. Changes in the fair value of financial assets at fair value through profit or loss are recognised in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

Investment in subsidiaries

Investment in subsidiaries is carried at cost less impairment (if any).

iii. De-recognition

A financial asset is derecognised only when:

i. the rights to receive cash flows from the asset have expired, or

ii. the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows to one or more recipient

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

iv. Impairment of Financial Assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

The impairment methodology for each class of financial assets stated above is as follows:

Debt investments measured at amortised cost and FVOCI:

Debt investments at amortised cost and those at FVOCI where there has been a significant increase in credit risk, lifetime expected credit loss provision method is used and in all other cases, the impairment provision is determined as 12 months expected credit losses.

Trade receivables and lease receivables from customers: The Company applies the simplified approach to providing for expected credit losses prescribed by Ind AS 109, which requires the use of the lifetime expected loss provision for all trade receivables and lease receivables.

v. Offsetting Financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

a. Derivative financial instruments

The Company uses derivative financial instruments, such as forward currency contracts, option contract and cross currency swap, to hedge its foreign currency risks and interest rate risks. Such derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value with changes in fair value recognized in the statement of profit and loss, under financial income or financial cost, in the period when they arise.

b. Share Capital:

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

c. Financial Liabilities

i. Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definition of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

ii. Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

iii. Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

1) **Borrowings:**

Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the statement of profit and loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Preference shares, which are mandatorily redeemable on a specific date, are classified as liabilities. The dividends on these preference shares are recognized in profit or loss as finance costs.

2) **Trade and other payable:**

These amounts represent obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade and payables are subsequently measured at amortized cost using the effective interest method.

3) **Financial Guarantee Contracts**:

Financial Guarantee Contracts are recognized as a financial liability at the time the guarantee is issued. The liability is initially is measured at fair value and subsequently at the higher of the amount determined in accordance with IND AS 37 and the amount initially recognized less cumulative amortization, where appropriate.

The fair value of financial guarantee is determined as the present value of the differences in net cash flows between the contractual payments under the debt instruments and the payments that would be required without the guarantee, for the estimated that would be payable to third party for assuming the obligation.

There is a restriction in the agreements executed with the financial instruments for charging of guarantee commission for guarantees given.

iv. De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

3.13 Income tax

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

3.14 Employee Benefits

a) Short-term / long term obligations

All employee benefits payable wholly within twelve months of rendering the service including performance incentives and compensated absences are classified as 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 charged off to the Statement of Profit and Loss/ Capital Work-in-Progress, as applicable. The employee benefits which are not expected to occur within twelve months are classified as long term benefits and are recognised as liability at the net present value.

b) Defined contribution plan

Contributions to defined contribution schemes such as provident fund, Employees State Insurance and Pension Plans are charged off to the Statement of Profit and Loss/ Capital Work-in-Progress, as applicable, during the year in which the employee renders the related service.

c) Defined benefit plan

i) Gratuity :

The liability or asset recognized in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets.

The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bond and that have terms to maturity approximating to the terms of the related gratuity.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through Other Comprehensive Income (OCI) in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

ii) Other Long term employee benefits:

The company has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognized in the statement of profit or loss in the period in which the absences occur.

The Company has a scheme for payment of Loyalty on retirement to eligible employees. The scheme is unfunded. The expected cost of loyalty obligation is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method. Expense on loyalty obligation is recognized in the statement of profit or loss in the period in which they occur.

3.15 Provisions, contingent liabilities and contingent assets

Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

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 recognized as a finance cost.

Contingent liabilities

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

Contingent Assets

Contingent assets is disclosed where an inflow of economic benefit is probable.

3.16 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

3.17 Cash flow statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

3.18 Critical accounting estimates and judgements

Preparing the financial statements under Ind AS requires management to take decisions and make estimates and assumptions that may impact the value of revenues, costs, assets and liabilities and the related disclosures concerning the items involved as well as contingent assets and liabilities at the balance sheet date. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Company make estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

(a) Impairment of Non-Financial Assets

The Company assesses at each reporting date whether there is an 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 CGU's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate the cash inflow that is largely independent of those from other asset or group of assets. Where 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 the value in use, the estimated future cash flow are discounted to their present value using a pre-tax discount rate that reflects current market assessment 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 shares prices for publicly traded subsidiaries or other available fair value indicators.

(b) Impairment of Financial Assets

The impairment provisions for financial assets are based on assumption about risk of default and expected loss rate. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

(c) Defined benefit obligations

The present value of the defined benefit obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost (income) for post employments plans include the discount rate. Any changes in these assumptions will impact the carrying amount of such obligations.

The Company determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the defined benefit obligations. In determining the appropriate discount rate, the Company considers the interest rates of government bonds of maturity approximating the terms of the related plan liability.

(d) Income taxes

There are transactions and calculations for which the ultimate tax determination is uncertain and would get finalized on completion of assessment by tax authorities. Where the final tax outcome is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Deferred tax on temporary differences reversing within the tax holiday period is measured at the tax rates that are expected to apply during the tax holiday period, which is the lower tax rate or the nil tax rate.

Recoverability of advances /receivables

At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.

3.19 Standards issued but not yet effective and have not been adopted early by the Company

a.) Ind AS 7, 'Statement of Cash Flows

The Ministry of Corporate Affairs has issued the Companies (Indian Accounting Standards) (Amendment) Rules, 2017 (the 'Amendment rules') on 17 March 2017, notifying amendment to Ind AS 7, 'Statement of Cash Flows'.

The amendment to Ind AS 7 introduces an additional disclosure that will enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes.

These amendments shall come into force on the 1st day of April, 2017 and Company shall apply the amendments in its financial statements for annual periods beginning on or after 1 April 2017.

During initial application of the amendment in Ind AS 7, Company will have to give reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities.

These amendments are mandatory for the reporting period beginning on or after April 01, 2017.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

Note 4. PROPERTY, PLANT AND EQUIPMENT

Particulars	Leasehold Land	Freehold Land	Buildings	Mapes and Periodicals	Survey Instruments	Plant and Machinery	Furniture & Office Equipments, Other Equipments	Motor Vehicle	Total PPE	CWIP	Total
Year ended 31 March 2020											
Gross carrying amount											
Opening Gross Block as on April 01, 2020	306.59	133.60	1,625.32	2.76	0.68	22,950.70	204.32	146.37	25,370.34	3,231.92	28,602.26
Additions	-	-	-	-	-	-	-	-	-	2.78	
Deductions and adjustments		-	1,110.95	-	-	22,780.56	151.70	146.37	24,189.58		24,189.58
Closing Gross Carrying amount- As at March 31, 2021	**306.59**	**133.60**	**514.37**	**2.76**	**0.68**	**170.14**	**52.62**	**-**	**1,180.76**	**3,234.70**	**4,412.68**
Depreciation and impairment											
Accumulated Depreciation as on April 01, 20120	-	-	1,274.48	2.62	0.64	18,518.63	199.38	144.41	20,140.16	-	20,140.16
Depreciation Charge for the year 2020-21	-	-	5.28	-	-	0.59	0.05	-	5.92	-	5.92
Depreciation Charge on Disposals/transfers for the year 2020-21	-	-	821.75	-	-	18,359.87	148.76	144.41	19,474.79	-	**19,474.79**
As at March 31, 2021	**-**	**-**	**458.01**	**2.62**	**0.64**	**159.35**	**50.67**	**-**	**671.29**	**-**	**671.29**
Net carrying amount as on 31st March 2021	**306.59**	**133.60**	**56.36**	**0.14**	**0.03**	**10.79**	**1.95**	**-**	**509.48**	**3,234.70**	**3,741.39**
Year ended 31 March 2021											
Gross carrying amount											
Opening Gross Block as on April 01, 2021	**306.59**	**133.60**	**514.37**	**2.76**	**0.68**	**170.14**	**52.62**	**-**	**1,180.76**	**3,234.70**	**4,412.68**
Additions	-	-	-	-	-	-	-	-	-		-
Deductions and adjustments											
	306.59	**133.60**	**514.37**	**2.76**	**0.68**	**170.14**	**52.62**	**-**	**1,180.76**	**3,234.70**	**4,412.68**
Depreciation and impairment											
Accumulated Depreciation as on April 01, 2021	**-**	**-**	**458.01**	**2.62**	**0.64**	**159.35**	**50.67**	**-**	671.29	**-**	**671.29**
Depreciation Charge for the year 2021-22			4.69			0.60			5.29		**5.29**
Depreciation Charge on Disposals/transfers for the year 2021-22	-								-	2,869.92	
As at March 31, 2022	-	-	462.70	2.62	0.64	159.95	50.67	-	676.58		**2,869.92**
Net carrying amount as on 31st March 2022	**306.59**	**133.60**	**51.67**	**0.14**	**0.04**	**10.19**	**1.95**	**-**	**504.18**	**364.78**	**1,542.76**

***The projects in progress is net of some equipments taken away by the suppliers on account of non payment of their dues**

NOTES:

4.1(a) Furniture and Fixtures include office equipment, the amount of which is not material

4.1 (b) The plant was not operational during the entire financial year. However, normal depreciation has been charges to all the assets. The mortgaged assets viz Land & Building, Plant and Machinery including the inventory has been physically taken over by the consortium of banks led by Punjab National Bank in July 2019. The Company has entered into a One Time Settlement with the Banks wherein the OTS will be paid out of sale proceeds of the mortgaged assets. The approval for utilisation of the proceeds in terms of Section 26E of the SARFESI Act 2002 was obtained vide DRT III order dated February 13, 2020 and an agreement has been executed for sale of the movable and immovable plant and machinery and inventory as scrap for value.

4.1. (c) The company is not holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988). During the year the Company has not revalued its Property Plant and Equipment, The Company does not have any Right of use assets)

4.1. d) The Company has not revalued its Property Plant and Equipment and Capital work in progress during the year.

4.1. (e) CWIP represents the assets seized by the customs authorities. The Company has closed all projects which were in progress

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

5. INTANGIBLE ASSETS

Rs. In Lakhs

Particular	Goodwill	Computer Software	Total
Net Carrying Amount as at March 31, 2020			
Gross carrying amount			
As at April 01, 2020	**5.39**	**8.41**	**13.80**
Additions		-	**-**
Adjustments- Binani Cement Loss of control		-	**-**
As at March 31, 2021	**5.39**	**8.41**	**13.80**
Accumulated amortisation and impairment			
As at April 01, 2020	5.39	8.41	13.80
Depreciation charged During the year		-	-
Foreign currency translation reserve		-	-
Impairment charge		-	-
Adjustments- Binani Cement Loss of control		-	-
As at March 31, 2021	**5.39**	**8.41**	**13.80**
Net Carrying Amount as at March 31, 2021	**-**	**-**	**-**
Gross carrying amount			
As at April 01, 2021	**-**	**-**	**-**
Additions		-	**-**
Foreign currency translation reserve		-	**-**
Sales/Transfers/Adjustments during the period		-	**-**
As at March 31, 2021	**-**	**-**	**-**
Accumulated amortisation and impairment			
As at April 01, 2021	-	-	-
Depreciation charged During the year		-	-
Foreign currency translation reserve		-	-
Impairment charge	-	-	-
Adjustments- Binani Cement Loss of control		-	-
As at March 31, 2022	**-**	**-**	**-**
Net Carrying Amount as at March 31, 2022	**-**	**-**	**-**

5.1 The Company has not revalued its intangible assets during the year.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

Note - 6 NON CURRENT INVESTMENT Rs. In Lakhs

Particulars	Face value	As at 31st March 2022		As at 31st March 2021	
		No of shares /Units	Amount	No of shares /Units	Amount
NON CURRENT INVESTMENTS					
Invetsment in Equity Instruments (Fully paid up)					
Unquoted					
Other Investment					
Investment in Equity Instrument of Other Companies, Fully paid up					
175000 (previous year 175000 shares of Rs.10 each) Kerala Enviro Infrastructure Limited	10	1,75,000	**17.50**	1,75,000	**17.50**
Investment in Associates					
70% Share in Green Panel Investment LLP			**0.70**		**0.70**
Total			**18.20**		**18.20**
The value is taken at cost					

Note - 7 OTHER FINANCIAL ASSETS Rs. In Lakhs

Particular	Non Current		Current	
	As at March 31,2022	As at March 31,2021	**As at March 31,2022**	As at March 31,2021
Security Deposit				
-Term Deposits				
Advance Recoverable in Cash				
Interest Receivable				
Insurance and Other Claims Receivable				
Others (including Unbilled Revenue)	**4.08**	3.87		
Total	**4.08**	3.87	**-**	-

Note 8:-. OTHER NON CURRENT ASSETS Rs. In Lakhs

Particular	Non Current		Current	
	As at March 31,2022	As at March 31,2021	**As at March 31,2022**	As at March 31,2021
Capital advances	**244.42**	244.42	-	-
Other Advances and Prepaids		-	-	-
Balances with statutory authorities	**5.10**	5.10	-	0.22
Total Other Assets	**249.52**	249.52	**-**	0.22

Note - 9 TAX ASSETS (NET) Rs. In Lakhs

Particular	Non Current		Current	
	As at March 31,2022	As at March 31,2021	**As at March 31,2022**	As at March 31,2021
Advance Payment of Income Tax (Net)	**24.59**	17.36	**0.06**	-
Total	24.59	17.36	**0.06**	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

Note 10:- INVENTORIES Rs. In Lakhs

Particular	As at March 31,2022	As at March 31,2021
Raw Material and Packing Material	-	1,421.18
Stock - In - Process	-	304.09
Finished Goods	-	6.96
Stores and Spares parts and Fuel	-	903.83
Stores and Spares- in transit	-	-
Loose Tools	-	-
Total inventories	-	2,636.06

10.1 Method of valuation of Inventories - Refer Note 10.4 & 10.5

10.2 BREAK - UP OF INVENTORIES OF FINISHED GOODS Rs. In Lakhs

Particulars	As at March 31,2022	As at March 31,2021
Zinc Ingots		0.00
Sulphuric Acid		3.97
Zinc Alloy		2.99
Total	**0.00**	6.96

10.3 BREAK - UP OF INVENTORIES OF WORK IN PROGRESS Rs. In Lakhs

Particulars	As at March 31,2022	As at March 31,2021
Calcine	0.00	299.99
Zinc Dust	-	4.10
Total	**0.00**	304.09

10.4 Raw materials and WIP valuation – Bankers led by Punjab National bank has taken Physical possession of the assets. Also refer to note 4.1(b)

10.5 Finished Goods Valuation – Bankers led by Punjab National bank has taken Physical possession of the assets . Also refer to note 4.1(b)

NOTE NO. 11 -TRADE RECEIVABLES Rs. In Lakhs

Particulars	As at March 31,2022	As at March 31,2021
Unsecured Considered, Considered Good	4,632.18	1,508.17
Other Debts	-	-
Total	**4,632.18**	**1,508.17**

11.1 Trade Receivables

As at 31st March 2022 **(Rs.in lakhs)**

Particulars		Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i)	Undisputed Trade receivables – considered good	603.47	3,072.03	956.68		-	4,632.18
(ii)	Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii)	Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv)	Disputed Trade Receivables–considered good	-	-	-	-	-	-
(v)	Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi)	Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

As at 31st March 2021 **(Rs.in lakhs)**

Particulars		Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i)	Undisputed Trade receivables – considered good	1,508.17					1,508.17
(ii)	Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii)	Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv)	Disputed Trade Receivables–considered good	-	-	-	-	-	-
(v)	Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi)	Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

Note 32 (d) Relationship with Struck Off Companies

There are no transactions which have been entered with Struck off companies and corresponding balances remaining outstanding as on 31st March 2022.

Note 12. CASH AND CASH EQUIVALENTS Rs. In Lakhs

Particular	**As at March 31,2022**	As at March 31,2021
Balances with banks		
- in current accounts	5.28	5.28
- in deposits account with original maturity of less than three months	-	-
- Cheques, Drafts on hand	-	-
Cash on hand	0.06	0.06
Total cash and cash equivalents	**5.34**	5.34

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

Note :-12.1 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

Rs. In Lakhs

Particular	**As at March 31,2022**	As at March 31,2021
Deposits with original maturity of more than three months but less than twelve months	-	-
Unclaimed dividend	-	-
Restricted Bank Balances	-	-
Bank Deposits Other Restrictive Balances	-	4.41
Bank Deposits Held as Margin Money	-	-
Total cash and cash equivalents other than (iii) above	**-**	4.41

The Bankers have adjusted the amount against their dues on 15th February 2019.

Note - 13 LOANS

Rs. In Lakhs

Particular	Non Current		Current	
	As at March 31,2022	As at March 31,2021	**As at March 31,2021**	As at March 31,2021
Unsecured, Considered Good				
Loans and advances to related parties (unsecured Considered good)				
Due from Holding Company				
- Inter Corporate Deposit with RBG Minerals Industries Ltd.	**-**		**-**	
Total	**-**	**-**	**-**	**-**

Note - 14 OTHER FINANCIAL ASSETS

Rs. In Lakhs

Particular	Non Current		Current	
	As at March 31,2022	As at March 31,2021	**As at March 31,2022**	As at March 31,2021
Security Deposit			121.03	120.94
-Term Deposits			-	
Advance Recoverable in Cash			1,261.20	1,239.34
Interest Receivable			0.14	0.33
Insurance and Other Claims Receivable			-	
Others (including Unbilled Revenue)			0.06	
Total	**-**	-	**1,382.43**	1,374.57

Note 15:-. OTHER CURRENT ASSETS

Rs. In Lakhs

Particular	Non Current		Current	
	As at March 31,2022	As at March 31,2021	**As at March 31,2022**	As at March 31,2021
Capital advances	-	-	-	-
Other Advances and Prepaids	-	-	-	-
Balances with statutory authorities			2,211.20	2,211.25
Total Other Assets	-	-	**2,211.20**	2,211.25

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

Note no. 16 - EQUITY SHARE CAPITAL

Rs. In Lakhs

PARTICULARS	Year Ended 31st March, 2022	Year Ended 31st March, 2021
Authorised		
10,00,00,000 (Previous Year 7,50,00,000) Equity Shares par value of Rs. 10 each	**10,000.00**	7,500.00
Total	**10,000.00**	7,500.00
Issued Subscribed and Fully paid up :		
6,76,18,082 (Previous year 6,76,18,082) equity shares par value of Rs. 10 each	**9,761.81**	6,761.81
Total	**9,761.81**	6,761.81

Note no. 16 (i) - RECONCILIATION OF NUMBER OF SHARES

Rs. In Lakhs

PARTICULARS	Year Ended 31st March, 2022		Year Ended 31st March, 2021	
No of shares Outstaning at the beginning of the year	**6,76,18,082**	**6,761.81**	6,76,18,082	6,761.81
Allotment of Shares during the year	3,00,00,000	**3,000.00**	-	-
No of shares Outstaning at the end of the year	**9,76,18,082**	**9,761.81**	6,76,18,082	6,761.81

16(ii) - Terms/Rights attached to Equity Shares

"The Company has only one class of equity shares having a par value of Rs.10 per share. However with the shareholders permission 51853000 shares have been immoblised this shares are held by Binani Industries Ltd. and not they carry any voting rights. Except for immobilesed shareholders, all other holders of equity shares are entitled to one vote per share. The company declares and pay dividend in Indian Rupees. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting."“During the year ended March 31, 2022, the amount of dividend proposed for distribution to equity shareholders is Rs. NIL per share (previous year – Rs. Nil per share)" "In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders."

16(iii) - Details of Shareholders holding more than 5% shares in the Company as at the end of the period:

Name of Shareholder	31st March, 2022		31st March, 2021			
	% of Voting	**No of Shares**	% of Voting	No of Shares	**% of Holding**	No of Shares
Binani Industries Limited	19.52%	89,35,138	89.90%	6,07,88,138	89.90%	6,07,88,138
Binani Industries Limited- immobilised shares (does not have voting rights)	-	5,18,53,000	-	-	-	-
Mina Ventures Private Limited	65.55%	3,00,00,000	-	-	-	-

Shareholding of Promoters with voting power	31st March, 2022		31st March, 2021			
	No. of shares held	**% held**	**No. of shares held**	**% held**	% held	Change (%)
Binani Industries Limited	**89,35,138**	**19.52%**	6,07,88,138	-	89.90%	70.38%
Mina Ventures Private Limited	**3,00,00,000**	**65.55%**	-	-	-	-65.55%
Total	**3,89,35,138**	**85.08%**	**6,07,88,138**	**-**	**89.90%**	**4.82%**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

M/s Mina Ventures Private Limited (MVPL) has exercised their right to conversion of loan of Rs.3000 lakhs extended to the Company into equity at par. M/s Mina Ventures Private Limited has also agreed to meet all the liabilities of EZL including the liabilities towards Banks, Employees, Contract Employees and workers, statutory both present and future without any recourse to Binani Industries Limited in consideration for immobilisation of equity shares of EZL held by Binani Industries Limited (BIL) in terms of voting rights. MVPL has also agreed to replace the corporate guarantee extended by BIL to the Banks

NOTE NO. 17 - OTHER EQUITY

Rs. In Lakhs

Particular	Reserves and Surplus Profit and Loss Accounts		Attributable to the equity holders of the parent	Attributable to the equity holders of the parent
	31st March, 2022	31st March, 2021	**31st March, 2022**	31st March, 2021
Balance at the beginning of the reporting period	**(21,808.49)**	(21,681.81)	(21,808.49)	(21,681.81)
Changes in accounting policy or prior period errors	**-**	-		
Restated balance at the beginning of the reporting period	**-**	-		
Total Comprehensive Income for the year	**-**	-		
Transfer to retained earnings / profit & (Loss) for the year	**(3,332.23)**	(126.68)	(2,184. 38)	(126.68)
Balance at the end of the reporting period	**25,140.72**	(21,808.49)	(23,992. 87)	(21,808.49)

Note 18:- CURRENT BORROWINGS

Rs. In Lakhs

Particular	31 March 2022	31 March 2021
Secured		
Cash Credit from Bank	**14,650.25**	**17,626.09**
Secured		
Unsecured		
Other Loan	**4,179.15**	**3,743.75**
Total current borrowings	**18,829.40**	**21,369.84**

18(i) (a) Punjab National Bank and Oriental Bank of Commerce (now merged with Punjab National Bank) has declared the account as NPA w.e.f. June 30,2014 and in case of Punjab & Sind Bank, it was w.e.f. September 30,2014. Interest on bank loan has not been charged in books from April 01, 2016. The company has entered into an One Time Settlement with the Lenders for Rs.17500 lakhs payable over a period of twelve months with interest as per RBI circular. The interest payable is backended and no interest is being provided. The exact benefit of the OTS will be recognised upon realisation.

18(i) (b) During the year 2019-20, an amount of Rs. 4271.90 lakhs has been repaid towards the One Time Settlement. As per the DRT order dated August 12,2016, the Company has paid Rs.323.75 lakhs till March 31,2019 and the same has been adjusted by the banks against their dues. In addition, the Banks in FY 2019 adjusted the Fixed deposit proceeds of Rs.216.99 lakhs against their dues. The company had requested the Banks to adjust the same against the Principal dues. The OTS has been arrived at after adjusting the amounts paid as per the DRT order.

18(i) (c) Cash credit / Temporary over draft are secured by paripassu first charge by was hypothecation of the whole of the current assets of the company viz. stocks of raw materials, packing aerials, stock in process, semi finished and finished goods, consumables stores and spares export / local bills receivable, book debts, movable plant and machinery, stores and spares relating to the machinery and other movables belonging to the company, both present and future paripassu second charge on the fixed assets of the Company located at Binanipuram, Kerala and by way of Corporate Guarantee of Binani Industries Limited, the Holding Company.

18(i) (d) Period and amount of default as on the balance sheet date in respect of devolved letter of credit and bank guarantee invoked excluding interest is below:-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

18(i) (e) Period and amount of default as on the balance sheet date in respect of loans devolved letter of credit and bank guarantee invoked (excluding interest) :

Particulars	**31st March, 2022 (Rs. in Lakhs)**	Period (In months)
L/C Devolved during 2013-14 *	4,141.12	85
	4,881.83	85
L/C Devolved during 2014-15 *	4,581.98	82
	5,401.33	80
	4,645.19	76
B/G Invoked during 2015-16	115.82	66
	16.10	66
	13.63	66
	157.13	66
	20.30	61
	30.30	61
B/G Invoked during 2019-20 (K VAT)	46.13	15

Cash credit includes outstanding as on March 31, 2022 against the L/Cs devolved of Rs. 16587.21 lakhs (PY Rs.16587.21 lakhs) and Rs. 399.41 lakhs against Bank Guarantee (PY Rs.353.28 lakhs).

* The amount represents full amount of LCs opened. A portion of the amount was paid out of margin Money deposit available with the Banks.

Note:-19. TRADE PAYABLES Rs. In Lakhs

Particular	**Current**	
	31 March 2022	31 March 2021
Trade payables for goods	**164.18**	164.13
Trade payables for Services		
Total trade payables	**164.18**	**164.13**

Note 19.1 Trade Payables Ageing

As at 31st March 2022 **(Rs.in lakhs)**

Particulars	**Outstanding for following periods from due date of payment**				**Total**
	Less than 1 Years	**1-2 Years**	**2-3 Years**	**More than 3 Years**	
i) MSME		-	-	-	-
(ii) Others				164.18	164.18
iii) Disputed dues – MSME	-	-	-	-	-
(iv)Disputed dues - Others	-	-	-	-	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

As at 31st March 2021 **(Rs.in lakhs)**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Years	1-2 Years	2-3 Years	More than 3 Years	
i) MSME	-	-	-	-	-
(ii) Others				164.13	164.13
iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Particulars	Amount
(i) Principal amount remaining unpaid to MSME suppliers as on 31st March 2022 ref. note no. 19 (ii) a & (iii) b	5.58
(ii) Interest due on unpaid principal amount to MSME suppliers as on 31st March 2022	4.69
(iii) The amount of interest paid along with amounts of payment made to the MSME suppliers beyond appointed date	-
(iv) The amount of interest due and payable for the year (without adding the interest under MSME Development Act)	-
(v) The amount of interest accrued and remaining unpaid as on 31st March 2022	-
(vi) The amount of interest due and payable to be disallowed under Income Tax Act, 1961	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

19 (a) Amount Due to Micro and Small Enterprises

(i) The Company has initiated the process of identifying the suppliers who qualify under the definition of micro and small enterprises, as defined under the Micro, Small and Medium Enterprises Development Act, 2006. Company could identified two MSME as mentioned in note 19 (ii) (a) and 19 (iii)

(ii) (a) Chemical Process Ltd filed petition before Micro small and medium Enterprises Facilitation Council, Konkan Division under section 18 (1) of Micro, Small and medium Enterprises Development Act 2006 claiming outstanding amount of Rs. 281.72 lacs against the supply of product as per the contract dated 21st June 2013 for “Design, engineering, fabrication, testing, supply, supervision, commissioning assistance of FRP reactor for Tamzinco Project. BZL filed reply before the Facilitation Council on the ground that BZL is a sick company and its case is registered with the BIFR. BZL further stated that protection under section 22 (1) of SICA is available immediately after registration of reference with BIFR. Since BZL proceedings are still pending with BIFR, proceedings under Micro, Small and medium Enterprises Development Act 2006 can only be initiated with prior consent from BIFR or the appellate authority. This was turned down.

(ii) (b) M/s Chemical Process Equipments Pvt Limited an MSE had approached Mico and Samll Enterprises Facilitation Council, Mumbai Region, Directorate of Industries, Government of Maharashtra for their claims and the latter has vide their order dated January 10, 2018 ordered the Company that “Respondent is required to pay to the Petitioner Rs. 281.72 lakhs alongwith interest on each and every due amount of the invoice when become payable after deducton of 30 days till the realization of the amount to the Petitioner. “ As banks have taken action under SARFESI and is under symbolic possession of the Banks w.e.f 21st July 2016 and physical possession from 23rd July 2019, no interest has been charged or considered in the Profit and Loss Accounts statements.

(iii) (c) LADCO Galvanizers Pvt Limited has filed case with MSME counsel having registered office at SIPCOT. The amount outstanding is Rs. 5.58 lakhs as per our books of accounts. However they have claimed an outstanding of Rs. 5.62 lacs and interest of Rs. 4.69 lacs. matter is sub- judice. As banks have taken action under SARFESI and is under symbolic possession of the Banks w.e.f 21st July 2016 and physical possession from 23rd July 2019, no interest has been charged or considered in the Profit and Loss Accounts statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

Note:-20. OTHER FINANCIAL LIABILITIES Rs. In Lakhs

Particular	31 March 2022		31 March 2021	
	Non-Current	Current	Non-Current	Current
Security and other deposits		61.48		61.48
Advance from Holding Company		-		-
Current maturities of long-term debt		-		-
Creditors for capital expenditure		288.22		297.22
Advance from Custmer		80.89		80.89
Retention Money Payable	-	265.10	-	265.10
Employees dues payable		1,558.68		-
Deposit by Promoters		-		-
Others		608.52		3,036.81
Total other financial liabilities	-	2,862.89	-	3,741.50

Note:-21. OTHER CURRENT LIABILITIES Rs. In Lakhs

Particular	31 March 2022	31 March 2021
Government Grants		
Advance from Customers	-	-
Other Liabilities (including Statutory dues and payable for Capital expenditure)	916.61	2,316.10
Total other current liabilities	916.61	2,316.10

Note 22:- PROVISIONS Rs. In Lakhs

Particular	31 March 2022		31 March 2021	
	Non-Current	Current	Non-Current	Current
Other Provisions				
Provision for regulatory matters	-			
Provision for Site Restoration Obligations	-	-		-
For Current Tax		0.06		
Others Provision	-	-		-
Employee Benefit Obligations				
For Gratuity (Refer Note -36)	-	255.00		255.00
For leave encashment	-	29.64		29.64
For other Retirement benefits	-	2,873.81		2,888.37
For Bonus		-		-
Total employee benefit obligations	-	3,158.51	-	3,173.01

NOTE NO. 22 (a)

The Company has not operated the plant from November 27,2014. An application for closure of the plant was made to the Government of Kerala on Jun 12, 2015 and the same was rejected without granting us an opportunity to the heard. On October 16, 2015, the Labour secretary rejected the review petition filed under Section 25(O)(5) of the Industrial disputes Act, 1947. Consequently, the Company filed a writ Mandamus in High court of Kerala seeking directive to refer the matter for adjudication. Under the circumstance, the entire provisions for employee benefits has been classified as short term liability. Some of the employees have filed a case for payment of their full and final dues. During the year, the Company has paid Rs. 796.18 Lakhs towards dues towards the workers, contract workers and management staff against the settlement and the total amount paid so far is Rs.1405.57 lakhs.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

Note 23 :- REVENUE FROM OPERATIONS Rs. In Lakhs

PARTICULARS	Year Ended 31st March, 2022	Year Ended 31st March, 2021
Revenue From Sale of Products		
Unwrought Zinc	-	-
Aluminum & Zinc Alloys	-	-
Sulphuric Acid	-	-
Other operating revenues	-	-
Total Revenue from Operations	-	-

NOTE NO. 23(a)

In the matter of Kerala state Pollution control Board, High Court of Kerala State Pollution Control Board order dated March 27,2019 constituted a committee with the district collector at the helm of affairs and removal of all hazardous materials is being done in a phased manner. A detailed report shall be filed as to steps taken in this regard by the Pollution control Board. (also see Note 23(C))

NOTE NO. 23(b)

For the year 2017-18 sale of sulphuric acid and waste oils was effected pursuant to Kerala State Pollution Control Board order No PCB/ESC/CO-11/07 dated February 25,2017 directing the sales/ disposal of certain materials incuding sulphiruc acid, diesel oils etc. In terms of the said order, we have sold sulphuric acid and waste oils and the proceeds has been recognised as income in the books of 2017-18.

NOTE NO. 23(C)

Pursuant to the order dated December 06,2018, of the honourable High court of Kerala, Ernakulam, in respect of WP © No. 22772 of 2018, the Kerala State Pollution control Board (KSPCB) has sold a. 2792.79 MT of Zinc Sulphate Solution (Strong), 623 .53 MT of Zinc Sulphate (Weak) and 275.69 MT of Zinc Sulphate Crystals amounting to Rs. 187.29 Lakhs plus GST of Rs. 33.71 Lakhs (Total Sales of Rs. 221 Lakhs) in 2019-20. b. 1171.39 MT of zinc sulphate solution (strong) and 250 kg of copper sulphate amounting to Rs. 70.32 lakhs plus GST of Rs.12.66 lakhs (Total sales of Rs.82.98 lakhs) in 2018-19. Bill has been issued by KSPCB and separate GST number in the name of KSPCB has been obtained. The sale proceeds have been deposited by KSPCB in a separate account opened by them in their name. pending receipt of necessary documents / complete information from them, we have not recognised sale of goods in FY 2018-19 and FY 2019-20.

Note 24 :- OTHER INCOME Rs. In Lakhs

PARTICULARS	Year Ended 31st March, 2022	Year Ended 31st March, 2021
Dividend Income	-	0.81
Interest Income	78.83	-
Liabilities No longer required Written Back	-	-
Gain on Acturial Valuation		
Interest on Income Tax refund	-	-
Other Miscellaneous Income	399.91	-
Total Other Income	**478.74**	**0.81**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

Prior Period Income:-

PARTICULARS	Year Ended 31st March, 2022	Year Ended 31st March, 2021
Interest Income From Banks	**0.09**	-
Tax on Dividend Income	**0.07**	-
	0.16	-

NOTE NO. 25 - CHANGES IN INVENTORIES OF RAW MATERIALS, WORK-IN PROCESS, FINISHED GOODS & STORE & SPARE PARTS (Refer Note No 10)

Rs. In Lakhs

Particulars	Year Ended 31st March, 2022	Year Ended 31st March, 2021
Inventories as at the beginning of the year		
Raw Materials	1,421.18	1,421.18
Work -In Process	304.09	304.09
Finished Goods	6.96	6.96
Store & Spare Parts	903.83	903.83
Total	**2,636.06**	2,636.06
Inventories as at the end of the year		
Raw Materials	-	1421.18
Work -In Process	-	304.09
Finished Goods	-	6.96
Store & Spare Parts	-	903.83
Total	**-**	2,636.06
Changes in Inventories		
Raw Materials	1,421.18	-
Work -In Process	304.09	-
Finished Goods	6.96	-
Store & Spare Parts	903.83	-
Total	**2,636.06**	-

Note 26:- EMPLOYEE BENEFIT EXPENSE

Rs. In Lakhs

PARTICULARS	Year Ended 31st March, 2022	Year Ended 31st March, 2021
Salaries and Wages	**-**	**-**
Contribution to Provident and other Funds	**-**	**-**
Workmen and Staff welfare expenses	**-**	-
Total Employee Benefit Expense	**-**	-

NOTE NO. 26(a)

The company has entered into settlement with the workers vide agreement dated February 06, 2018 read with the Addenum dated 16/03/2020 for a consolidated amount of Rs. 2724.04 lakhs with applicable Interest. Against this amount the Company has paid as on March 31, 2022 Rs. 1405.57 Lacs

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

NOTE NO. 26(b)

The company is in receipt of a settlement agreement with contract labourers duly signed by the District Labour Officer and district Conciliatory Officer dated April 11, 2018 for an amount of Rs 2 crore; the payment for which falls due within 120 days from the date of the settlement agreement and delay in payment shall attract interest @ 7% p.a. till the date of payment. Against this amount the Company has as of March, 31, 2022 paid Rs. 95.25 lacs.

NOTE NO. 26(c)

Managerial staff has been retrenched as on 31st July, 2015, Retrenchment compensation has been provided. Against this amount the Company has as of March 31, 2022 paid Rs. 78.43 lacs.

Note 27 :- DEPRECIATION AND AMORTISATION EXPENSES

PARTICULARS	Year Ended 31st March, 2022	Year Ended 31st March, 2021
Depreciation on Tengible Assets	**5.29**	5.92
Depreciation on intengible Assets	**-**	-
Total Depreciation and Amortisation	**5.29**	5.92

Note 28 :- FINANCE COST

Rs. In Lakhs

PARTICULARS	Year Ended 31st March, 2022	Year Ended 31st March, 2021
Interest expenses	**-**	-
Other borrowing costs	**4.41**	0.01
Total Finance Cost	**4.41**	0.01

Note 29 :- GENERAL ADMINISTRATION AND OTHER EXPENSE

Rs. In Lakhs

PARTICULARS	Year Ended 31st March, 2021	Year Ended 31st March, 2021
Power & Fuel	**1.44**	1.80
Freight & Forwarding	**-**	-
Freight And Loading Expenses On Clinker Transfer	**-**	-
Consumption Of Stores And Spares	**-**	-
Repairs And Maintenance		
Buildings	**-**	-
Plant And Machinery	**-**	0.07
Others	**1.07**	13.16
Other Operating Expenses	**-**	-
Rent		0.18
Rates And Taxes	**-**	43.10
Printing & Stationary	**0.06**	
Insurance	**-**	-
Advertisement And Sales Promotion	**1.28**	0.89
Commission To Selling Agents	**-**	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

Travelling & Conveyance	**0.17**	1.20
Communication Cost	**-**	0.14
Legal And Professional Fees	**14.20**	23.13
Directors Fee	**-**	0.85
Secretarial Charges	**6.05**	3.66
Payment To Auditors **(Refer Note - 30 (i))**	**1.00**	0.85
Foreign Exchange Fluctuation (Gain) / Loss (Net)	**-**	-
Filing & Registration Fees		21.12
Loss On Sale / Discard Of Fixed Assets	**610.53**	-
Interest Expenses		0.12
Water Charges	**0.74**	2.28
Miscellaneous Expenses	**42.63**	8.72
Total Other Expenses	**68.64**	121.27

Note 29 (i):- AUDITORS REMUNARATION

Rs. In Lakhs

Particular	**31 March 2022**	31 March 2021
Payment to auditors		
Statutory auditors		
a) For Audit fees	**1.00**	0.50
b) For Taxation Matters	**0.00**	-
c) For Other Services	**0.00**	0.35
d) Out of pocket expenses	**0.00**	-
Total	**1.00**	0.85

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

NOTE NO. 29(ii)

In the financial year 2017-18, KSEB has raised a demand vide letter dated 19/02/2018 for payment of Rs. 4935 lakhs being arrears of electricity charges w.e.f. April 2014. The Company was also eligible for a refund of Rs. 22.92 lakhs based on Government of Kerala refund of Electricity Duty Order No. GO(Ms.) No.10/2016/PD dated 22/04/2016.

KSEB was to correct the bills and accounts consequent upon High Court Order dated 25th March 2013 (WA No. 336 of 2010).

The Company has requested for reduction in the contract demand in February 2015 for reduction to 1500 KVA and thereafter requested for further reduction to 300 KVA pursuant to the spot inspection done by KSEB in October 2015.

The Kerala Electricity Supply code, 2014 contains provisions for disposal of application for reduction of contract demand in a time bound manner i.e. 45 days in case of EHT connection. Regulation 60 of the said code also states that if the applicant fails to avail supply due to reasons beyond its control, the applicant shall not be liable to pay any compensation or charges for such failure.

KSEB's letter dated 05/04/2016 stated " As per Regulation in Supply Code 2014, the licensor is bound to reduce the Contract Demand as requested by the consumer. The KSEB has already directed the agreement authority to reduce the Contract Demand and the compliance from the agreement authority in this regard is not received till date. Thereafter the bills already issued will be revised and the excess payment made if any, will be adjusted in the arrears."

Due to reasons beyond the control, the Company could not operate the plant and therefore could not utilize the contract demand. Therefore the Company should not be held liable for fixed component of the contract demand. The charges on the contract demand are penalty in nature. The Company has requested KSEB to withdraw the same from the month of February 2015.

Kerala State Electricity Board have been raising electricity bills based on minimum payable contract demand (75% of 18mva) even though the plant has been shut since November 2014. The Company has made written representations before the Board to reduce the contract demand to 1.5mva from February 2015 and has been paying based on minimum payable of this contract demand from July 2015 onwards. KSEB has appointed a committee to study the matter which has recommended refixation of CD as 300kva. Company therefore submitted fresh application in December 2015. The Company has been effecting payments based on 300kva CD. KSEB has given a written confirmation that bills will be reworked as soon as they complete their internal procedures.

KSEB has raised a demand vide letter dated 19th February 2018 for payment of Rs. 49,35,29,508/- being arrears of electricity charges w.e.f April 2014. The notice states that in case the amount is not paid on or before March 24, 2018, supply shall be dismantled without any further notice. There is a cash deposit of Rs. 7.08 crore in October 2017 bill apart from Cash deposit in bund pump bill of Rs. 1.17 lakhs It is however, not clear as to whether or not KSEB has adjusted the amount especially when we have shifted to LT from EHT. Refund of Electricity Duty was approved as per Government of Kerala GO (Ms.) No.10/2016/PD dated April 22, 2016 of Rs. 22.92 lakhs. High Court vide Order dated 25th March 2013 (WA No.336 of 2010) stated that installation of additional rectifier and consequent no increase in the contract demand as rectifier is only a power transmitting equipment. Accordingly, KSEB was to revise the Bills for the period June 2004 till March 2013. Pending reconciliation / clarification / refund from KSEB, the income / demand has not been recognized in the books of accounts.

The Company vide its letter dated 28th November, 2018 raised a counter claim of Rs. 6.42 Crores to KSEB.

Against the Writ Petition filed by the Company, the High Court of Kerala vide order dated November 26, 2020, ordered an interim stay upon payment of Rs. 529 lakhs. This amount has been paid. The matter is sub-judice.

In in Pre-82 concession judgement dated March 08, 2019 f the High court of Kerala, the High Court of Kerala has allowed the appeal filed by the Company reserving the rights of KSEB to issue fresh bills for the old smelting furnace if and only if the consumption readings are available separately. The COmpany had remitted the current charge amount for the period January 1987 to December 1991 at concessional rate. The current charges for the ld smelting furnace for the period January 1987 till December 1991 at normal tariff as per the old smelting furnance readings agggreated to Rs.19,56,475/-. KSEB had levied interest on the same and has demanded Rs. 1,23,99,226 (including interest of Rs.1,04,42,751/-) as of December 04, 2021. KSEB has demanded remittance on or before January 30, 2022.As the demands of KSEB is already sub-judice no payment has been paid. The Company has made a provision of Rs. 15 Crore for the KSEB/ other likely demands.

NOTE NO. 29(iii)

In the matter of writ filed by Mr. P.E. Shamsudheen in which the Kerala High Court on 4th January, 2016 passed interim order against shifting of plants, machineries and equipment from factory till disposal of writ petition. The matter is subjudice.

Kerala Water Authority has demanded payment of the following:-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

Particulars	Amount (Rs.)
Deposit for supplying of water to existing residences (516 in number) in ward No. 15 of Kadungallor Panchayat as per agreement dated 9th March 2005. (Net of deposit of Rs. 16,02,635 vide cheque dated 8/8/2006 of South Indian Bank)	35,98,645
Incremental deposit as per revision of water charges for 10KL for 516 connections for the period October 2010 till march 2018*	9,28,800
Dues for water connection upto February 15, 2018	8,31,139
Additional demand of kadungaloor Panchayat as discussed in meeting dated 28th December 2017 where the beneficiaries are increasing the number of beneficiaries to 550 from 516 (calculation to be understood)	6,85,440
Additional deposit for future tariff increases	52,01,280
Pending water dues of 516 families after deduction of payment by EZL till November 2017	21,44,523
Total	**1,33,89,827**

* Delay in deposit of this amount would entail payment of Rs.10,320 per month.

1. The company has already paid for the deposit of water charges for supply of 10KL per month for 540 houses in Edayar Kadungalloor Panchayat ward No.28 (former ward No.15). Total amount paid as deposit is Rs. 31.56 lakhs. The amount has been reconciled with the Kerala Water Authority
2. KWA is demanding incremental deposit.

NOTE NO. 30 - EXCEPTIONAL ITEMS

Particulars	31st March, 2022	31st March, 2021
Salary & Wages payable as per Agreement		
Unutilised Tax credit		
Prior Period Items	**0.15**	0.00
Total	**0.15**	-

NOTE NO. 31 - EARNINGS PER SHARE (BASIC/DILUTED)

Earnings Per Share (Basic/Diluted) - Before Excluding Extraordinary Items Rs. In Lakhs

Particulars	31 March 2022	31 March 2021
Loss for the year as per Statement of Profit and Loss (Rs.Lakhs)	**(3,332.53)**	(2,643.68)
Share Capital at the close of the year	**9,76,18,082**	6,76,18,082
Weighted Average number of Equity Shares of Rs.10/- each (fully paid) (In Numbers)	**9,76,18,082**	6,76,18,082
Earnings Per Share (Basic) (Rs)	**(3.41)**	(3.91)
Earnings Per Share (Diluted) (Rs)	**(4.77)**	(3.91)

NOTE NO. 32 - PRINCIPLES OF CONSOLIDATION

Subsidiaries / step down subsidiaries and Joint Venture considered for consolidation :

The financial statements of all Indian Subsidiaries including Indian Step down subsidiaries and Joint venture are consolidated on the basis of their stand alone / consolidated accounts available for the year ended 31st March, 2022

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

i The Consolidated Financial Statements include the financial statements of the following overseas / Indian subsidiaries and overseas step down subsidiaries:

Name of company	Relation with Holding Company	Country of Incorporation	% of Share Holding	Accounting Year / Period considered for consolidation
R.B.G. Minerals Industries Limited	Subsidiary of Edayar Zinc Limited	India	100%	April'21 - March'22

ii Additional information as required by Paragraph 2 of the General Instructions for preparation of Consolidated financial statements to Schedule III to the Companies Act, 2013

	31 March 2022				31 March 2021			
Name of the Entity	**Net Assets i.e. total assets minus total liabilities**		**Share in Profit or Loss**		Net Assets i.e. total assets minus total liabilities		Share in Profit or Loss	
	As % of consolidated net assets	**Amount (₹ in Lakhs)**	**As % of consolidated net assets**	**Amount (₹ in Lakhs)**	As % of consolidated net assets	Amount (₹ in Lakhs)	As % of consolidated net assets	Amount (₹ in Lakhs)
1	2	3	4	5	2	3	4	5
Binani Zinc Limited	100.77%	(15520.84)	99.96%	(650.31)	104.20%	(15025.32)	100.01%	(2662.85)
R.B.G. Minerals Industries Ltd	-0.77%	118.13	0.04%	(0.26)	-4.20%	605.36	-0.01%	0.15
TOTAL	**100.00%**	**(15402.71)**	**100.00%**	**(650.57)**	100.00%	(14419.96)	100.00%	(2662.70)

NOTE NO. 33 - CONSOLIDATED STATEMENT OF NET ASSETS AND PROFIT OR LOSS FOR THE YEAR ENDED 31st March, 2022

Name of the entity	**Net Assets, i.e. total assets minus total liabilities**		**Share in profit or loss**	
	As % of consolidated net assets	**Amount**	**As % of consolidated profit or loss**	**Amount**
1	**2**	**3**	**4**	**5**
Parent				
Edayar Zinc Limited	100.77%	(15,520.84)	22.86%	(650.31)
Subsidiaries				
Indian				
1 R.B,G, Minerals Industries Limited	-0.77%	118.13	(0.02%)	(0.26)
	100.00%	**(15,402.71)**	**22.86%**	**(650.57)**
Elimination/ Consolidation Adjustments		(500.00)		
Non-controlling interest in subsidiary		-		-
TOTAL		**(15,902.71)**		**(650.57)**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

NOTE NO. 33 - CONSOLIDATED STATEMENT OF NET ASSETS AND PROFIT OR LOSS FOR THE YEAR ENDED 31st March, 2022

Rs. In Lakhs

Name of the entity	Net Assets, i.e. total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount
1	2	3	4	5
Parent				
Edayar Zinc Limited	100.77%	(15,520.84)	100.01%	(2,845.21)
Subsidiaries				
Indian				
1 R.B,G, Minerals Industries Limited	-0.77%	118.13	(0.02%)	0.15
	100.00%	**(15,402.71)**	**100.01%**	**(2,845.06)**
Elimination/ Consolidation Adjustments		(500.00)		
Non-controlling interest in subsidiary		-		-
TOTAL		**(15,902.71)**		**(2,845.06)**

NOTE NO. 34 - ASSETS PLEDGED AS SECURITY

The carrying amounts of assets Pledged as security for current and non-current borrowings are:

Rs. In Lakhs

Particulars	31st March, 2022	31st March, 2021
Current (First charge/ Second charge/ Exclusive Charge)		
Financial Assets		
First Charges		
Trade receivables	**-**	**-**
Cash and cash equivalents	**5.34**	**5.34**
Other Bank balances	**-**	**4.41**
Loans	**-**	**-**
Other financial assets	**1,382.43**	**1,374.57**
Other current assets	**2,211.20**	**2,211.25**
Non Financial Assets		
Inventories	**-**	**2,636.06**
Total current assets pledged as security	**3,598.96**	**6,231.62**
Non-Current (First charge/ Second charge/ Exclusive Charge)		
First Charges		
Factory Land (108.59 Acres)	**29.70**	**29.70**
Buildings,Plant & Equipments **& Furnitures ***	**5,537.8**	**5,506.1**
Total non-current assets pledged as security	**5,567.54**	**5,535.81**
Total assets pledged as security	**9,166.50**	**11,767.43**

* The Company had given third party first charge on Fixed Assets in favour of EXIM Bank of India who is lender to Binani Industries Limited (Holding company) for the loan of Rs. 31670.17 lakhs (outstanding as on March 31, 2018). Binani Cement Limited another subsidairy of Binani Industries Limited has also given corporate gaurantee for the said facility. Exim Bank invoked the gaurantee of Binani Cement Limited and as per the NCLAT order dated 14th November 2018, Exim Bank of India was paid off Ultratech Nathdwara Cement Limited (Foremerly known as Binani Cement Limited). The Guarantees no more exist.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

The Company has entered into an agreement with

a. Fine Fab Engineering Constructions for sale of inventory and plant and machinery as scrap for Rs. 426 lakhs. The Company has issued invoices for Rs. 6605.87 lakhs incl GST & Rs.5713.65 lacs exculding GST.

   The balance amount of materials available at the factory(as per the report of the Bank appointed Monitoring Agency) which is yet to be sold is Rs. 1178 lakhs.

b. The said parcel of Industrial land mortgaged with the Banks was assigned by the Government of Kerala for a specific purpose. The Company has made application for change of activity from zinc smelting to industrial cum logistics park. Pending approval of the Government of Kerala, a request has been made to the Banks for recommencement of payment under the OTS from the date of receipt of approval or sell the land to Mina Ventures Private Limited under Sarfesi Act 2002 read with DRT order of February 13, 2022.

CONSOLIDATED STATEMENT SHOWING RELATED PARTY DISCLOSURE AS PER AS 18 ISSUED UNDER ACCOUNTING STANDARD RULES 2006 (AS AMENDED)

NOTE NO. 35 - RELATED PARTY TRANSACTIONS FOR THE YEAR ENDED ENDED 31ST MARCH, 2022

Rs. In Lakhs

Particulars	Basis/ Details	Subsidiaries / Fellow Subsidiaries	Holding Company	Key Management Personel / Enterprises where KMPs have got significant influence	Total
A. TRANSACTIONS					
Directors Sitting Fees					
- Mr. Pradeep Sharma				-	-
				(0.25)	-0.25
- Mrs. Kirti Mishra				-	-
				(1.30)	(1.30)
- Mr. Gour Chandra Das				-	-
				(0.25)	(0.25)
Service Charges Expenses					
- Triton Trading Company Limited	Service Charges for Guest house expenses		-	-	-
			(0.33)		(0.33)
Binani Industries Limited					-
			(11.80)		**(11.80)**
- Nirbhay Management Services Pvt Ltd	As per terms of Contract for providing legal, secretarial, accounting, direct and indirect taxes, HR and Administration services as per Board Resolution dtd 24.02.2014		-		-
Loans & Advances Received / Paid					
- Binani Industries Ltd	Advances received towards recurring expenses	-			-
			(3.90)		(3.90)
- R.B.G. Minerals Industries Ltd.			-		-
			-		-
- Green Panel Investment LLP	Advances received towards recurring expenses	-	**3,245.03**		**3,245.03**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

Particulars	Basis/ Details	Subsidiaries / Fellow Subsidiaries	Holding Company	Key Management Personel / Enterprises where KMPs have got significant influence	Total
			(1,808.29)		(1,808.29)
Loans & Advances Repaid					
- Binani Industries Ltd	Advances returned		**0.00**		**-**
			-		-
B. BALANCES AS ON 31.03.2020					
Assets:					
Short Term Loans & Advances (Including ICD'S) **					
Binani Industries Limited					
- Inter Corporate Deposit		-			-
R.B.G. Minerals Industries Ltd.		4.11			4.11
- Accrued Interest on ICD		**-**			-
Liabilities:					
Current Borrowing (Unsecured)					
- Binani Industries Ltd			**435.46**		**435.46**
			431.56		431.56
- Green Panel Investment LLP			**1,808.29**		**1,808.29**
			30.38		30.38
Trade Payables		**-**			
- Triton Trading Company Private Limited.			-		-
			(12.96)		(12.96)
- Nirbhay Management Services Pvt Ltd		**-**			-
			(0.01)		(0.01)
Allotment of Shares to Mina Ventures Pvt. Ltd.			3,000.00		

Note :

(Figures in brackets pertain to previous year)

The recurring expenses to maintain Edayar Zinc Limited is being funded by Binani Industries Limited.

* Jointly and Severally with the Holding Company and Fellow subsidiaries

*** Pursuant to Amalgamation of Binani Metals Limited with Binani Industries Limited w.e.f. 01.04.2015 [Appointed Date] vide H' onble Calcutta High Court order dated 21.01.2016, Nirbhay Management Services Private Limited and Narsingh Management Services Private Limited became fellow subsidiaries of the Company.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

1 As per NCLAT order dated 14th November 2018 issued in respect of Binani Cement Ltd (now known as Ultratech Nathadwara Cement Ltd.) IBC proceedings, the loan availed by Binani Industries Ltd. and 3B Binani Glassfibre Sarl and 3B Fibreglass Norway AS was paid by Binani Cement Ltd (now known as Ultratech Nathadwara Cement Ltd.) in its capacity as Corporate Gaurantor.

Based on legal opinion received by the Company on NCLAT order where no assignment aubrogation of debt/ Guarantes is permitted, debts paid by Binani Cement Ltd (now known as Ultratech Nathadwara Cement Ltd.) pursuant to the order, all the guarantees of the Company given to Binani Industries Limited, 3B Binani Glassfibre Sarl and 3b Fibreglass Norway AS stands discharged.

3 Binani Industries Limited has lost control on Binani Cement Limited wef 24th July 2017, the date of admission under the CIRP of IBC.

Names of related parties and description of relationship:

a Holding Company: Mina Ventures Private Limited w.e.f. March, 04 2022

b Fellow Subsidiary (including step down subsidiaries):NIL

c Subsidiaries: R.B.G. Minerals Industries Limited (WOS), Green Panel Investment LLP (70%) is associate

d Key Management Personnel & Enterprises where Promoters have got significant influence:

(excluding holding company, subsidiaries and fellow subsidiaries) Mrs. Visalakshi Sridhar- Managing Director, CFO & Company Secretary till 04th March, 2022. Mr. Mohammad Bismith Allingal Managing Director, CFO w.e.f. 16th March, 2022 R.B.G. Minerals Ind. Ltd., Edayar Zinc Ltd., Serafic Developers and Traders Pvt. Ltd., Green Panel Investment LLP.

NOTE NO. 36

Financial risk management

The Company's business activities expose it to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Company's senior management has overall responsibility for the establishment and oversight of the Company's risk management framework. In order to minimise any adverse effects on the financial performance of the group, derivative contracts are entered to hedge certain foreign currency exposures and variable interest rate exposures. Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk :

Risk	Exposure arising from	Measurement	Management
Credit Risk	Cash and cash equivalents, trade receivables, derivative financial instruments, financial assets measured at amortised cost.	Aging analysis Credit rating	Diversification of bank deposits, credit limits and letters of credit
Liquidity Risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market risk – foreign exchange	Future commercial transactions Recognised financial assets and liabilities not denominated in Indian rupee (INR)	Cash flow forecasting Sensitivity analysis	Forward foreign exchange contracts, Cross CurrencySwap, Call Spread
Market risk – interest rate	Long-term borrowings at variable rates	Sensitivity analysis	Interest rate swaps
Market risk – security prices	Investments in equity securities	Sensitivity analysis	Portfolio diversification

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

The group's risk management is carried out by a central treasury department (group treasury) under policies approved by the board of directors. Group treasury identifies, evaluates and hedges financial risks in close cooperation with the group's operating units. The board provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity.

The Group's use of leverage and borrowings can increase the Group's exposure to these risks, which in turn can also increase the potential returns the Group can achieve. The finance team manages these exposures on an individual securities level.

(A) Credit risk

The company is exposed to credit risk, which is the risk that counterparty will default on its contractual obligation resulting in a financial loss to the group. Credit risk arises from cash and cash equivalents, financial assets carried at amortised cost, derivative products and deposits with banks and financial institutions, as well as credit exposures to trade/non-trade customers including outstanding receivables.

(i) Credit risk management

Credit risk is managed at subsidiary entity level and parent entity/group level depending on the policy surrounding credit risk management. For banks and financial institutions, only high rated banks/institutions are accepted. Generally all policies surrounding credit risk have been managed at parent entity or group level except for those surrounding accounts receivable balances.

The Group's policy to manage this risk is to invest in debt securities that have a minimum credit rating of BBB as designated by well-known rating agencies. Within the above limits, the Group may also invest in unrated assets where a rating is assigned by a valuation expert using an approach that is consistent with the approach used by that rating agency. The analysis below summarises the credit quality of the Group's debt portfolio at 31 March.

The company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition.

Macro economic information (such as market interest rates or growth rates) is incorporated as part of the internal rating model. Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 30 days past due in making a contractual payment. A default on a financial asset is when the counterparty fails to make contractual payments within 60 days of when they fall due. Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the group. The group categorises a receivable for write off when a debtor fails to make contractual payments greater than 120 days past due. Where receivables have been written off, the company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

(Ii) Provision for expected credit losses(ECL)

Internal rating	Description	Category	Basis of recognition of ECL provision		
			Investments	Loans and deposits	Trade receivables
1	Assets where the counter party has strong capacity to meet the obligation and where the risk of default is negligible or nil	High quality assets	12 months ECL	12 months ECL	Life time ECL (simplified approach)
2	Assets where there has been a significant increase in credit risk since initial recognition.	Sub-standard assets	Life time ECL	Life time ECL	
3	Assets are written off when there is no reasonable expectation of recovery. The group categorises a loan	Doubtful assets, credit impaired	Asset is written off		

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

NOTE NO. 37 - FAIR VALUE MEASUREMENTS

Financial instruments by category Rs. In Lakhs

	31 March 2022		31 March 2021			
	FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost
Financial assets						
Investments						
- Equity instruments	-	-	**18.20**		-	**17.50**
- Associates	-	-	**0.70**		-	**0.70**
Loans	-	-	**-**		-	**-**
Cash and cash equivalents	-	-	**5.34**		-	**5.34**
Other bank balances	-	-	**-**		-	**4.41**
Other financial assets	-	-	**1,382.43**		-	**1,374.57**
Total financial assets	**-**	**-**	**1,406.68**	**-**	**-**	**1,402.53**
Financial liabilities						
Borrowings	-	-	**18,829.40**	-	-	**21,369.84**
Trade payables	-	-	**164.18**	-	-	**164.13**
Other financial liabilities	-	-	**2,862.89**	-	-	**2,241.50**
Total financial liabilities	**-**	**-**	**21,856.47**	**-**	**-**	**23,775.47**

NOTE NO. 38 - FINANCIAL RISK MANAGEMENT

Financial risk management

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Managing Board.Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowings.The Company manages market risk through a treasury department, which evaluates and exercises independent control over the entire process of market risk management. The treasury department recommend risk management objectives and policies, which are approved by Senior Management and the Audit Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures like foreign exchange forward contracts, borrowing strategies and ensuring compliance with market risk limits and policies.

The Company's risk management is carried out by Finance department under policies approved by the board of directors. The Company finance department identifies, evaluates and hedges financial risks in close co-operation with the Company's operating units. The board provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity.

(A) Credit risk

The company is exposed to credit risk, which is the risk that counter party will default on its contractual obligation resulting in a financial loss to the group. Credit risk arises from cash and cash equivalents, financial assets carried at amortised cost, derivative products and deposits with banks and financial institutions, as well as credit exposures to trade/non-trade customers including outstanding receivables.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

(i) Credit risk management

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets. Individual risk limits are set and periodically reviewed on the basis of such information.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:i) Actual or expected significant adverse changes in business,ii) Actual or expected significant changes in the operating results of the counter party,iii) Financial or economic conditions that are expected to cause a signiÀÛIÜcant change to the counter party's ability to meet its obligations,iv) Significant increase in credit risk on other financial instruments of the same counter party,v) Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements

Financial assests are written off when there is no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the statement of profit and loss.

The Company measures the expected credit loss of trade receivables and loan from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no additional provision considered.

NOTE NO. 39

(A) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, group treasury maintains flexibility in funding by maintaining availability under committed credit lines Management monitors rolling forecasts of the company's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows. This is generally carried out at Corporate in accordance with practice and limits set by the Holding Company Management . These limits vary by location to take into account the liquidity of the market in which the entity operates. In addition, the group's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

(i) Financing arrangements

The group does not have access to any undrawn borrowing bank facilities at the end of the reporting period:

Rs. In Lakhs

	31 March 2022	31 March 2021
Floating rate		
Expiring within one year (bank overdraft and other facilities)	-	-
Expiring beyond one year (bank loans)		
	0.00	0.00

The Bank Account has already become NPA in the year 2014-15 and Banks have cancelled the working capital facilities and taken physical possession of the assets charged. Also refer to note on One Time settlment with the banks

(ii) Maturities of financial liabilities

The tables below analyse the company's financial liabilities into relevant maturity groupings based on their contractual maturities for:

- all non-derivative financial liabilities, and
- net and gross settled derivative financial instruments for which the contractual maturities are essential for an understanding of the timing of the cash flows.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Contractual maturities of financial liabilities	Less than 3 months	3 months to 6 months	6 months to 1 year	Between 1 and 2 years	Between 2 year and 5 years
31 March 2022					
Non-derivatives					Rs. In Lakhs
Borrowings	18,829.40				
Trade payables	164.18				
Advance from Holding Company					
Security and other deposits					
Retention money payable	-				
Creditors for capital expenditure	164.18				
Advance from Customers	-				
Creditors for supplies and services					
Employees dues payable	3,158.51				
Others	608.52				
Total non-derivative liabilities	**22,924.79**				**-**

Contractual maturities of financial liabilities	Less than 3 months	3 months to 6 months	6 months to 1 year	Between 1 and 2 years	Between 2 year and 5 years
31 March 2021					
Non-derivatives					Rs. In Lakhs
Borrowings	21,369.84				
Trade payables	164.13				
Advance from Holding Company	-				
Security and other deposits	61.48				
Retention money payable	265.10				
Creditors for capital expenditure	297.22				
Advance from Customers	80.89				
Creditors for supplies and services					
Employees dues payable	-				
Others	3,036.81				
Total non-derivative liabilities	**25,275.47**				**-**

(B) Market risk

(i) Foreign currency risk

The group does not have material revenue from overseas operations. However, the entity makes imports of coal, EPC contract materials and capital goods. Further the group holds monetary assets in the form of investments in currency other than its functional currency i.e. Indian Rupee. The group has long term monetary liabilities which are in currency other than its functional currency. Currency exposure arising from the net assets of the Company's foreign operations is managed primarily through borrowings denominated in the relevant foreign

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

currencies. Foreign currency risk, as defined in Ind AS 107, arises as the value of future transactions, recognised monetary assets and monetary liabilities denominated in other currencies fluctuate due to changes in foreign exchange rates.

While the company has direct exposure to foreign exchange rate changes on the price of non-Indian Rupee-denominated securities and borrowings, it may also be indirectly affected by the impact of foreign exchange rate changes on the earnings of companies in which the Group invests. For that reason, the below sensitivity analysis may not necessarily indicate the total effect on the Group's net assets attributable to holders of equity shares of future movements in foreign exchange rates.

The above risks may affect the Company's income and expenses, or the value of its financial instruments. The objective of the Company's management of market risk is to maintain this risk within acceptable parameters, while optimising returns. The Company's exposure to, and management of, these risks is explained below:

It is the policy of the Group to enter into forward foreign exchange contracts to cover specific foreign currency payments and receipts within 10 days of exposure generated.

NOTE NO. 40

NOTES ATTACHED TO AND FORMING PART OF FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

(A) Equity share capital

For the year ended 31 March 2022	**31 March 2022**	
Equity shares of INR 6761.81 each issued, subscribed and fully paid	**No. of shares**	**Amount**
Balance as at 1 April 2021		
Changes in Equity Share Capital due to prior period	**6,761.81**	**67,61,80,820.00**
Restated balance as at 1 April 2021	**-**	
Changes in equity share capital during the current year	**3,000.00**	**30,00,00,000.00**
Balance as at 31 March 2022	**9,761.81**	**97,61,80,820.00**
For the year ended 31 March 2021	31 March 2021	
Equity shares of INR 6761.81 each issued, subscribed and fully paid	No. of shares	Amount
Balance as at 1 April 2020	6,761.81	6,76,18,082.00
Changes in Equity Share Capital due to prior period errors		
Restated balance as at 1 April 2020		
Changes in equity share capital during the previous year		
Balance as at 31 March 2021	6,761.81	6,76,18,082.00

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

For the year ended 31 March 2022

Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserve and Surplus				Debt Instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income (specify nature)	Money received against share warrants	Total
			Capital Reserve	Securities Premium	Other Reserves (specify nature)	Retained Earnings								
Balance as at 1 April 2021	-	-	0.00	0.00	0.00	**(21808.49)**	-	-	-	-	-	-	-	(21,808.49)
Changes in accounting policy or prior period errors														-
Restated balance as at April 2021	-	-	0.00	0.00	0.00	(21,808.49)	-	-	-	-	-	-	-	(21,808.49)
Profit for the year						(3,332.23)								(3,332.23)
Other comprehensive income														-
Total Comprehensive Income	-	-	0.00	0.00	0.00	(3,332.23)	-	-	-	-	-	-	-	(3,332.23)
Transactions with owners in their capacity as owners:														-
Dividends														-
Dividend Distribution Tax														-
Forfeiture of share options														-
Any other change (to be specified)														-
Balance as at 31 March 2022	-	-	0.00	0.00	0.00	(25,140.72)	-	-	-	-	-	-	-	(25,140.72)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

For the year ended 31 March 2021

Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserve and Surplus				Debt Instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income (specify nature)	Money received against share warrants	Total
			Capital Reserve	Securities Premium	Other Reserves (specify nature)	Retained Earnings								
Balance as at 1 April 2020						(21681.81)								(21,681.81)
Changes in accounting policy or prior period errors														-
Restated balance as at 1 April 2020	-	-	-	-	-	**(21681.81)**	-	-	-	-	-	-	-	(21,681.81)
Profit for the year						(126.68)								(126.68)
Other comprehensive income														-
Total Comprehensive Income	-	-	-	-	-	**(126.68)**	-	-	-	-	-	-	-	(126.68)
Transactions with owners in their capacity as owners:														0.00
Dividends														0.00
Dividend Distribution Tax														0.00
Transfer to retained earnings														0.00
Forfeiture of share options														0.00
Any other change (to be specified)														0.00
Balance as at 31 March 2021	-	-	-	-	-	(21808.49)	-	-	-	-	-	-	-	(21,808.49)

Note: Remeasurment of defined benefit plans and fair value changes relating to own credit risk of financial liabilities designated at fair value through profit or loss shall be recognised as a part of retained earnings with separate disclosure of such items alongwith the relevant amounts in the Notes or shall be shown as a separate column under Reserves and Surplus .

See accompanying notes to the financial statements 1-81

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

As per our separate report of even date attached

For and on behalf of the Board of Directors

For Udeshi Shukla & Associates
Chartered Accountants
Firm Registration No : 114886W

CA Paresh Vijaysinh Udeshi
Partner
Membership No. 042082

Place : Mumbai
Date : August 08, 2022

Mohd. Bismith Allingal
MD & CFO
DIN 08227170

Abdul Salim Ali Kunju
Director
DIN 08279794

Place : Cochin
Date : August 08, 2022

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

NOTE NO. 41 - CAPITAL MANAGEMENT

(a) Risk management

The company's objectives when managing capital are to safeguard the company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the company monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including 'current and non-current borrowings' as shown in the consolidated balance sheet) less cash and cash equivalents. Total capital is calculated as 'equity' as shown in the consolidated balance sheet plus net debt.

Particulars	31st March, 2022	31st March, 2021
Borrowings	18,829.40	21,369.84
Provisions	3,158.51	3,173.01
Trade Payables	164.18	164.13
Other Payables	2,862.89	3,741.50
Other financial liabilities	916.61	2,316.10
Less Cash and Cash Equivalents	(5.34)	(9.75)
Trade receivables	4,632.18	1,508.17
Other Financial Assets	(4.08)	(3.87)
Other Non-Current Assets	(244.42)	(244.42)
Net Debt	**30,309.93**	**32,014.71**
Equity Share Capital	9,761.81	6,761.81
Other Equity	(25,145.86)	(21,808.48)
Total Equity	**(15,384.05)**	**(15,046.67)**
Net debt to equity ratio	**(1.97)**	**(2.13)**

NOTE NO. 42 - CONTINGENT LIABILITIES AND COMMITMENTS:

(a) Contingent Liabilities

Particulars	31st March, 2022	31st March, 2020
Contingent Liabilities:		
Claims against the company not acknowledged as debt (Disputed Tax/duty and other demands)	**6,824.19**	6,948.01
Guarantees given to Financial Institutions and Banks (Refer Note 42.1)	**0.00**	0.00
Commitments:		
*Estimated amount of Contracts remaining to be executed on capital account and not provided for	**-**	-
Other commitments		
Total	**6,824.19**	9,189.29

* The project is on hold and hence unable to estimate.

42.1 Details of Guarantees :

Particulars	31st March, 2022	31st March, 2021
Other Bank Guarantees	**0.00**	0.00
Total	**0.00**	0.00

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

* As per NCLAT order dated 14th November 2018 issued in respect of Binani Cement Ltd (now known as Ultratech Nathadwara Cement Ltd.) IBC proceedings, the loan availed by Binani Industries Ltd. and 3B Binani Glassfibre Sarl and 3B Fibreglass Norway AS was paid by Binani Cement Ltd (now known as Ultratech Nathadwara Cement Ltd.) in its capacity as Corporate Gaurantor.

Based on legal opinion received by the Company on NCLAT order where no assignment aubrogation of debt/ Guarantes is permitted, debts paid by Binani Cement Ltd (now known as Ultratech Nathadwara Cement Ltd.) pursuant to the order, all the guarantees of the Company given to Binani Industries Limited, 3B Binani Glassfibre Sarl and 3b Fibreglass Norway AS stands discharged.

42.2 Note on EZL - KAVT status for the period 2005-06 till 2014-2015

In the recent past, company has attempted for revision of assessment for all the years from 2005-06 till 2014-15 by approaching appellate tribunal and its kerala high court for direction to the department to consider C forms / F forms not presented / not considered because of non availability of state check post data during original assessment time. Now KVAT department is in the process of revision an the following details are available for arriving at potential liability, if paid availing amnesty. KVAT department accepted our application and the amount of Rs.541.40 lacs was paid in full unde the amnesty scheme.

Several demands were pending. Amnesty scheme was available for application by July 31,2019.

Amnesty scheme states that 40% of the tax amount is payable one shot and all interest and penalty is waived

40% if paid within one month of the order, 50% if delayed ad paid before March 31, 2021.

The Company expects the demand for Rs. 408 lakhs which will be further reduced with the BGs encashed of about Rs. 155 lakhs approx. (PNB Rs109 lakhs and CBoI Rs. 46 lakhs). The department is checking their records for the receipt of monies. For CBoI we have provided the proof of payment.

Figures in INR

Year	Particulars	Tax amount	Interest as on assessment date	Total demand	Revised tax / revised interest	Amount as per amnesty scheme
2005-06	KVAT	12,64,476	8,97,777	21,62,253	21,62,253	5,05,790
2007-08	KVAT	1,64,06,117	2,01,79,524	3,65,85,641	3,65,85,641	65,62,447
2007-08	CST	36,70,911	25,32,928	62,03,839	62,03,839	14,68,364
2008-09	KVAT	1,48,61,687	74,30,843	2,22,92,530	2,22,92,530	59,44,684
2009-10	KVAT	62,21,866	31,22,155	93,44,021	93,44,021	24,88,746
2010-11	KVAT	87,73,925	46,09,901	1,33,83,826	1,33,83,826	35,09,570
2011-12	KVAT	18,21,94,992	70,66,375	18,92,61,367	58,75,433	23,50,173
2011-12	CST	72,21,700	68,60,615	1,40,82,315	72,21,700	28,88,580
2012-13	KVAT	65,28,354	39,82,296	1,05,10,650	1,05,10,650	26,11,341
2012-13	CST	21,78,96,869	12,61,44,885	34,40,41,754	72,12,264	28,84,905
2013-14	KVAT	26,79,419	5,62,678	32,42,097	32,42,097	10,71,767
2013-14	CST	17,64,37,531	7,93,96,889	25,58,34,420	66,79,657	26,71,862
2014-15	CST	4,88,94,243	1,66,24,043	6,55,18,286	1,48,46,568	59,38,627
	Total	**69,30,52,090**	**27,94,10,909**	**97,24,62,999**	**14,55,60,479**	**4,08,96,856**

The Company has made a provision of for the expected liability as per the amnesty scheme.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

NOTE NO. 43 : INCOME TAXES

The major components of income tax expense for the years ended 31 March 2022 and 31 March 2021 are:

(a) Statement of profit and loss:

	31 March 2022	31 March 2021
(a) Income tax expense		
Current tax		
Current tax on profits for the year	-	-
Adjustments for current tax of prior periods	-	-
Total current tax expense	-	-
Deferred tax		
Decrease (increase) in deferred tax assets	-	-
(Decrease) increase in deferred tax liabilities	-	-
Total deferred tax expense/(benefit)	-	-
Income tax expense	-	-

(b) The reconciliation of tax expense and the accounting profit multiplied by tax rate :

	31 March 2022	31 March 2021
Profit before income tax expense	**(3,332.53)**	**(126.68)**
Enacted income tax rate in India	**25.17%**	25.75%
Income tax expense as per enacted rate	**(838.73)**	(32.62)
Tax effect of amounts which are not deductible(taxable) in calculating taxable income:		
Expenses disallowed since business not commenced		
Depreciation	-	-
Other items	-	-
DTA not recognised	**838.73**	**32.62**
Adjustments for current tax of prior periods	-	-
Tax losses for which no deferred income tax was recognised	-	-
Income tax expense	-	-

Note: Deferred Income Tax Asset is not recognised in the books.

44 In the year 2004 KSEB had imposed penalty of Rs.20 lakhs per month for unauthorized additional load. The Single Bench of the Hon'ble High Court of Kerala, had in December 2009, disposed the Company's Petition against the Order of the Appellate Authority (Dy. Chief Engineer KSEB) and quashed the order levying penalty for unauthorised additional load. Matter was remanded with a direction to take a decision afresh in accordance with Law considering the bonafide conduct of the Company. The Single Judge held that the Company had obtained all the necessary approvals & energization order from Electrical Inspectorate as stipulated in the conditions of supply of KSEB and since there was no violation, the penal charges are not payable. However matter was remanded. Company filed appeal against remand before the Division Bench. Division Bench held in Company's favor completely. Hence no provision is considered necessary at this stage. (also refer note 29(ii))

In respect of electricity charges payable for certain years in the prior period, KSEB had withdrawn the concessional tariff eligible for the Company. Though initially the tariff concession was extended, it was subsequently withdrawn by KSEB, on the specific plea that the capacity expansion (which was the criteria for eligibility) was not achieved before due date. KSEB raised claim for Rs. 816.88 Lakhs for those years, which was provided for. The Company had taken up the matter before the Hon'ble High Court of Kerala, which was

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

admitted. KSEB withdrew its earlier order and sought permission for de novo determination, which was accepted by the Single Judge. Company went before Division Bench to issue necessary orders for accepting Company's eligibility. Hearings have been completed and reserved for judgement. Since the matter is pending for nearly three decades and based on the legal advice obtained, the said amount of Rs. 816.88 lakhs provided for, was considered no longer payable and written back in the accounts of the Company in the year 2003-04. The Company, as legally advised, is hopeful of a favourable decision on final settlement of the issues involved in the matter and hence no provision is made for the said amount, which is included under contingent liabilities. (also refer note 29(ii))

NOTE NO. 45 - SEGMENT REPORTING

The Company operates in a single segment i.e. 'Production and Sales of Zinc and allied products in India'. The company's entire Zinc sales are in India. Hence no additional disclosures under Ind AS "Operating Segments" are required in these financial statements.

NOTE NO. 46 - RISK MANAGEMENT TRANSACTIONS

46 The Company undertakes hedging against the risk in commodity prices (zinc prices) through derivative instruments in London Metal Exchange. The gain/losses are recognized in the Statement of Profit and Loss on settlement of the transaction. However, during the year 2019-20, the Company has not undertaken any fresh hedging activities.

46 In pursuance of the announcement dated 29/03/2008 of the Institute of Chartered Accountants of India on accounting for derivatives, mark to market gains (net) on outstanding derivative instruments as at 31/03/2021 stood at Nil (Previous Year Nil).

NOTE NO. 47

The consortium of Banks led by Punjab National Bank have sanctioned a One Time settlement during 2019-20 (PNB vide sanction letter dated 29.08.2019, Oriental bank of Commerce vide their letter dated 07.10.2019 and Punjab and Sind Bank vide their letter dated 23.09.2019) for Rs. 175 crore. The Banks had taken physical possession of the mortgaged assets in July 2019. As per the terms of the One Time Proposal, the mortgaged assets will be sold and the proceeds will be utilised for payment towards the One Time settlement. The Debt recovery Tribunal has vide order dated February 13, 2020 permitted the sale of assets mortgaged either by the Banks or by the Company with the permission of the Banks under the provisions of the SARFESI Act and the Banks shall issue a Certificate of sale thereof. Further the Banks have been permitted appropriation of the sale proceeds of the said secured assets on a first priority in terms of section 26E of the SARFESI Act and the notification dated December 24, 2019 issued in respect thereof by the Ministry of Finance (Department of Financial Services) where the debts of the banks are to be paid on a priority to all other debts, all revenues, taxes, cesses and other rates payable to the Central Government/ State Government /local authority.During the year the application filed by Punjab National bank before the Hon'ble National Company Law Tribunal, Kolkata for admission of the Company's matter under the Insolvency and Bankruptcy Code, 2016 (IBC) has been disposed off as withdrawn vide order dated December 04, 2019 as the Company has arrived at an One Time Settlement with the Banks.As part of the Corporate Insolvency Resolution Process in Binani Cement Limited and order dated November 14, 2018 of NCLAT, Binani Cement Limited has already paid the dues to EXIM bank who had invoked the Corporate Guarantee issued by Binani Cement Limited. EZL is in possession of the land assigned by the Government of Kerala in 1964 under Rules of Assignment of Govt. Land in Development area for the Industrial Purpose. The land assigned shall be used only for the purpose of for erection pf zinc smelter, acid plants and any other types of Plants, shops, warehouses, structures, residential buildings and other buildings of all kinds for their purpose and their successors and assigns. The control and stake of the Government of Kerala on the land is still in force. As per the assignment order, the inheritor also has to carry on the same business or in case of utilizing land for a different purpose within the scope of industrial act the Company has to mandatorily obtain prior approval for change of activity from the Department of Industries, Govt. of Kerala. An application to the Government of Kerala submitted by M/s. Edayar Zinc for change of activity from zinc smelting to industrial cum logistics hub and the application is receiving favourable and priority consideration from the Government (we understand that the Government has also communicated their stand on the matter to the Bank). The said assignment order also states that the power of resumption vested with the Government under Rule 14 of the Rules for the assignment of Government land in development areas for industrial purposes will not be exercised by the Government without giving at least ninety days notice in writing to the Mortgagees. Also point 9 of the order states that the assignee shall be bound by the Rules for the assignment of Government land to the Industrialists in the Development Area in force from time to time. The procedure to enter into a tripartite agreement for mortgage of land and process for transfer of the land including change of ownership and control with the approval of the Government is enumerated in the said order was shared with the Bank.

EZL is in possession of the land assigned by the Government of Kerala in 1964 under Rules of Assignment of Govt. Land in Development area for the Industrial Purpose. The land assigned shall be used only for the purpose of for erection pf zinc smelter, acid plants and any other types of Plants, shops, warehouses, structures, residential buildings and other buildings of all kinds for their purpose and their successors and assigns. The control and stake of the Government of Kerala on the land is still in force. As per the assignment order, the inheritor also has to carry on the same business or in case of utilizing land for a different purpose within the scope of industrial act the Company has to

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

mandatorily obtain prior approval for change of activity from the Department of Industries, Govt. of Kerala. An application to the Government of Kerala submitted by M/s. Edayar Zinc for change of activity from zinc smelting to industrial cum logistics hub and the application is receiving favourable and priority consideration from the Government (we understand that the Government has also communicated their stand on the matter to the Bank). The said assignment order also states that the power of resumption vested with the Government under Rule 14 of the Rules for the assignment of Government land in development areas for industrial purposes will not be exercised by the Government without giving at least ninety days notice in writing to the Mortgagees. Also point 9 of the order states that the assignee shall be bound by the Rules for the assignment of Government land to the Industrialists in the Development Area in force from time to time. The procedure to enter into a tripartite agreement for mortgage of land and process for transfer of the land including change of ownership and control with the approval of the Government is enumerated in the said order was shared with the Bank. A request has been made to the banks stating that the balance payment under the OTS will be made within 45-60 days from the date of receipt of approval / upon execution of the agreement for transfer with the Bank and Government of Kerala also as party.

NOTE NO. 48

The management has reconised impairment loss of Rs.610.53 lacs in financial statement in accordance with the provisions of Indian Accounting Standard – IND AS 36 (Impairment of Assets).

NOTE NO. 49

The company has entered into One Time Settlement (OTS) with the Banks wherein the OTS will be paid out of sale proceeds of the mortgaged assets. The company has obtained an order from DRT-III for utilisation of the sale proceeds in terms of Section 26E of the SARFAESI Act 2002 and has also entered into agreement with M/s Fine Fab Engineering and Constructions in February 2020. M/s. Fine Fab Engineering and Constructions has paid an amount of Rs. 4.26 Crores including GST and the bank has issued a Sale Certificate. However, movement of assets has not happened and invoices have not been issued on account of Covid -19 and complete / partial lockdown

NOTE NO. 50 - ADVANCE FOR SALE OF LAND

The agreement with M/s Rhea Realty Private Limited for sale of land is pending before the Honourable High Court of Kerala. This is pursuant to the order of the Paravoor Civil Court in the subject matter. While discussions are underway, in the matter of dispute on the sale agreement, Rs. 100 lakhs was received from M/s Megalith Builders Private Limited (a related party of M/s Rhea Realty Private Limited) as further advance for land sale as a goodwill gesture.

NOTE NO. 51

Bankers led by Punjab National bank have taken physical possession of the following mortgaged assets on 23r July, 2019. Land and Building and Plant and Machinery situated at Edayar Zinc Limited including an extant of 95.34 acres of land in Binanipuram, Kadungaloor Village Parur Taluka, Ernakulam District admeasuring area of Land :- 95.34 acres Industrial Building admeasuring area 117483 sq. .meters along with inventory and current assets

NOTE NO. 52

EZL filed Insurance Claim before the consumer dispute Kerala State Commission against Oriental Insurance Co. Ltd. seeking order directing Oriental Insurance to pay an amount of Rs. 71.12 lakhs.

Oriental insurance company rejected EZL's claim citing non-disclosure of material facts by EZL ie. Non-disclosure that DG set was old. EZL's contention is that EZL have asked Oriental Insurance Co. Ltd to cover the existing DG set & not a new one.

NOTE NO. 53

In respect of capital goods imported at concessional rate of duty under the EPCG Scheme, the Company received notice no. DRI/BZL/CHN/SCN-08/2016 from DRI dated 29/11/2016 for an export obligation of Rs. 965.02 lakhs which is required to be met at different dates before November 2019. In the event of non-fulfilment of the export obligation, the Company will be liable to refund the availment of concessional customs duties and penalties as applicable. The DRI authorities had come to the plant and seized the imported capital goods which was in carton, which is included in CWIP.

DRI vide order dated 01/02/2018 have ordered payment due of Rs. 1.95 crore as follows which would be made good by enforcing the Bond executed at the time of clearance of the consignment. The value of bonds issued at the time of Import is Rs. 1.32 crore (see break-up below). This apart, the goods imported of value Rs. 3.65 crores have been confiscated.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

CALCULATION OF PENALTY UNDER DRI ORDER		
Order dated February 01, 2018		
	Rupees	Rupees
Rejection of Cocenssional duty		86,63,267
Interest from date of clearance of consignment		
Date of License (considered as date of BoE)	08-11-2013	
Balance Sheet date	31-03-2018	
Interest from date of clearance of consignment	18%	
Interest Amount		84,12,151
Fine		30,00,000
Penalty		10,00,000
Total payable under the DRI order (EPCG)		2,10,75,418
Bonds Issue in favour of President of India		
Bond dated		
25th February, 2014	65,12,000	
17th April, 2014	58,16,000	
28th November, 2013	8,86,000	
		1,32,14,000

53A As per letter dated 04th March, 2022 PNB alongwith other consortium banks have approved the OTS revival and extention request and as per the letter the balance OTS of all was to be paid by 31st July, 2022 which has not been adhered to by the company due to which the company is liable to pay delay interest of Rs. 2544.91 lacs over and above the OTS amount. The Company has not made any provision for this interest in the books of accounts. The Company proposes to apply for waiver of the interest as the delay is on account of Covid & resons beyond the control of the Company.

NOTE NO. 54

The Company has assessed the possible effects that may result from the pandemic relating to COVID-19 on the carrying amount of receivables, investments and other assets and liabilities. Based on the current indicators of the future economic conditions, the company expects to recover the carrying amount of all its assets. The impact of COVID-19 pandemic may be different from that estimated as at the date of approval of these financial results and the company will continue to closely monitor any material changes to the future economic conditions

NOTE NO. 55

GST Liability of Rs. 439.88 lac is payable as on 31/03/2022 and GST registration has been cancelled w.e.f. Sept, 2021

NOTE NO. 56

No events or transactions have occurred since the date of Balance Sheet or are pending that would have a material effect on the financial statements for the year ended, other than those reflected or fully disclosed in the books of accounts.

NOTE NO.57

RBG Minerals Industries Limited was formed for the purpose of setting up a beneficiation plant and extraction of lead, copper and zinc concentrates. The Company had an underlying MOU with the Rajasthan and Gujarat Government for transfer of Deri and Ambaji mines in 20021. The Company took Basantgarh mine on lease from RSMML and has been paying dead rent. The Gujarat and Rajasthan Government have not transferred the mine in the name of the Company.

With the new mining policy the chances of transferring of mine by the Government seems frail. RSMML is also following up for starting work on the mine as per the lease deed. The Company hence proposes to settle /pay the overdue dead rent dues of Rs.7 lakhs and surrender the mine. Given the position, the investment has been written off in the books in EZL.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

NOTE NO.58

A writ Pettion was filed against the company in the High court of Kerala at Ernakulam for removal of hazardous substances from the factory premises by P E Shamsudheen. As there has been delay in complete removal of the hazardous substances and other waste materials, the High court of Kerala vide order dated April 04, 2022 has levied a sum of Rs.10,000 per day in the account of Juvenile Justice Balanidhi Account. The Company is representing the same as the delay is on account of practical difficulties and that substantial amount of hazardous chemicals have been removed.

NOTE NO.59

Some applications have been made to National Green Tribunal, Chennai for remediation of hazardously contaminated sites in Edayar in Kadungallor village Ernakulam District. The Company has been also made as respondent. The report of the Central Pollution Control Board vide its report of October 16, 2020 has estimated the cost of remediation of Edayar contaminated area to be Rs.47.88 crore. In para 7 of the report it tates that as per the terms of National Clean Energy Funds (NCEF) scheme central funding for assessment and remediation of contaminated area was limited to 40% of the total project cost and the remaining was to be borne by the state government through Polluter Pays Principle which was approved in principle for funding state's share of 60%. However, report also states that NCEF project of MOEF &CC has been discontinued and that the Giverment of Kerala or the KSPCB may issue necessary directtions for arrangment of funds from the Polluter. As there are other factories too in the same vicinity, the KSPCB has stated that the fresh report on remediation has to be done based on sampling and testing. The matter is sub-judice.

NOTE NO.60

A writ Pettion was filed against the company in the High court of Kerala at Ernakulam for removal of hazardous substances from the factory premises by P E Shamsudheen. As there has been delay in complete removal of the hazardous substances and other waste materials, the High court of Kerala vide order dated April 04, 2022 has levied a sum of Rs.10,000 per day in the account of Juvenile Justice Balanidhi Account. The Company is representing the same as the delay is on account of practical difficulties and that substantial amount of hazardous chemicals have been removed.

NOTE NO. 61

Relationship with Struck Off Companies :- There are no transactions which have been entered with Struck off companies and corresponding balances remaining outstanding as on 31st March 2022.

NOTE NO. 62

Details of benami property held :- The Company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.

NOTE NO. 63

Wilful defaulter :- The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

NOTE NO. 64

Relationship with struck off companies :- The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956,

NOTE NO. 65

Registration of charges or satisfaction with the Registrar of Companies :- The Company had created third party security in favour of Exim Bank of India on behalf of 3B Binani Glass Fibre Sarl. The loan has been repaid but No due certificate is pending to be received. Apart from this the Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

NOTE NO. 66

Compliance with the number of layers of companies:- The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2022

(All amounts in INR lakhs, unless otherwise stated)

NOTE NO. 67

Details of crypto currency or virtual currency:- The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

NOTE NO. 68

Undisclosed income :- There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

NOTE NO. 69

Utilisation of borrowed funds and share premium :- The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

NOTE NO. 70

Compliance with approved Scheme(s) of Arrangements: There has been no Scheme of Arrangements that has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013, which the company has not disclosed.

NOTE NO. 71

No events other than mentioned above or transactions have occurred since the date of Balance Sheet or are pending that would have a material effect on the financial statements for the year ended, other than those reflected or fully disclosed in the books of accounts.

NOTE NO. 72

GST Liability of Rs. 439.88 lac is payable as on 31/03/2022 and GST registration has been cancelled w.e.f. Sept, 2021

NOTE NO. 73

During the year as per the terms of the loan taken from Mina ventures pvt. Ltd. (the lender), has excerised the its rights to convert the loan into equity shares amounting to Rs 3000 lacs. As per the terms of the loan the company was liablie to pay interest @ 4% p.a. which amount to Rs. 108.99 lacs payabel till 31st March, 2022, however the same has not been provided for in the books of accounts. The Company has sought for waiver of interest.

Notes forming part of the financial statements for the year ended 31st March 2022

Note 74	Ratio		FY 21-22	FY 20-21				
Sr. No	**Particular**	**Numerator / Denominator**	**(Rs.in lakhs)**	**(Rs.in lakhs)**	**Ratio FY21-22**	**Ratio FY 20-21**	**% Variance**	Reasons for variance of more than 25%
(a)	Current Ratio (in time)	Current Assets	8,231.15	7,739.80	0.32	0.26	20.02%	
		Current Liabilities	25,931.59	29,264.58				
(b)	Debt-Equity Ratio (in time)	Borrowing	18,829.40	21,369.84	-1.22	-1.42	-0.14	
	Borrowing / Equity	Equity	-15,384.05	-15,046.67				
(c)	Debt Service Coverage Ratio (in time)	PAT + Depr. + Annual Interest on Loans & Liabilities/Annual interest on Loans & Liabilities + Repayment of Liabilities	-2,840.90	-120.76	- VE	#DIV/0!	- VE	the Company has entered into an OTS with the Banks.Hence DSCR coverage does not apply The amounts advanced by Binani Industries ltd. carries NIL interest.
(d)	Return on Equity Ratio (%)	Net Profit after taxes	-3,332.53	-126.68				The company is in the process of selling the asssets. The loss is on account of imparement and loss on account of sale of stock.
	Net Profit after taxes/ Tangible Net worth	Tangible Networth	-15,384.05	-15,046.67				
(e)	Inventory Turnover Ratio (in time)				Not applicable	Not applicable		
(f)	Trade Receivables Turnover Ratio (in time)	Revenue from operation	-	-	-	-		There has been no operations
	Revenue from operation/ Average Trade receivable	Average Trade Receivable	5,386.27	1,508.17				
(g)	Trade Payables Turnover Ratio (in time)	Purchases	-	-	-	-		There has been no operations
	Purchases /Average Trade payables	Average Trade payables	246.25	242.84				
(h)	Net Capital Turnover Ratio (in time)	Revenue from operation	-	-	-	-		There has been no operations
	Revenue from operation/ working capital	working capital	-17,700.44	-21,524.78				
(i)	Net Profit Ratio (%)	Net profit	-3,332.53	-126.68	#DIV/0!	#DIV/0!	#DIV/0!	There has been no operations
	Net profit/ Revenue from operation	Revenue from operation	-	-				
(j)	Return on Capital employed (%)	Profit before interest & Tax	-2,846.19	-126.68	-0.83	-0.02	40.23	There has been no operations
	Profit before interest & Tax / Average capital employed	Average capital employed	3,445.35	6,323.17				
(k)	Return on Investment (%)	Net Profit after taxes	-3,332.53	-126.68	0.22	0.01	24.73	There has been no operations
	Net Profit after taxes/ Share holder equity	Share holder equity	-15,384.05	-15,046.67				

Note:-

1) Current Ratio:

The current ratio is a liquidity ratio that measures a company's ability to pay short-term obligations or those due within one year.

The current ratio is called current because, unlike some other liquidity ratios, it incorporates all current assets and current liabilities. The current ratio is sometimes called the working captial ratio.

	Particulars	As At 31t March, 2022	As At 31st March, 2021
A.	Current Assets	8,231.15	7,739.80
B.	Current Liabilities	25,931.59	29,264.58

2) Debt Equity Ratio :

The debt-to-equity (D/E) ratio is used to evaluate a company a Company's Financial Avarage and is calculated by dividing a company's total liabilities by its shareholder equity.

It is a measure of the degree to which a company is financing its operations through debt versus wholly owned funds.

	Particulars	As At 31t March, 2022	As At 31st March, 2021
A.	Company's Total Liabilities	18,829.40	-15,384.05
B.	Shareholder Equity	-15,384.05	-15,046.67

3) Debt Service Coverage Ratio

It is a mesurement of a firm's avaiblable cash flow to pay current debt obligations. The DSCR shows investors where the company has enough income to pay its debts.

	Particulars	As At 31t March, 2022	As At 31st March, 2021
A.	EBIT (Earnings before Interest & Tax)	-2,840.90	-120.76
B.	Total Debt Service (Current Debt Obligation)	-	-

Here, EBIT=Total Income - Total Expenses (Excl. Finance Cost)

Total Debt Service (Current Debt Obligation) = Short Term Borrowings

4) Return on Equity Ratio:-

Return on equity (ROE) is the measure of company's net income divided by its shareholders equity. ROE is a gauge of corporation's profitability and how efficiently it generates those profits. ROE is expressed as a precentage and can be calcuated for any company if net income and equity are both positive numbers.

	Particulars	As At 31t March, 2022	As At 31st March, 2021
A.	Net Income (Before Dividend to Eq. Shareholders)	-3,332.53	-126.68
B.	Average Shareholders Equity	-15,384.05	-15,046.67

5) Inventory Turnover Ratio :- Not Applicable

6) Trade Receivables Turnover Ratio :

Collectiing its accounts receivables. This ratio measures how well a company uses and manages the credit it extends to

	Particulars	As At 31t March, 2022	As At 31st March, 2021
A.	Revenue from operation	-	-
B.	Average Trade receivable	5,386.27	1,508.17

7) Trade Payable Turnover Ratio :

The accounts payable trunover ratio is a short-term liquity measure used to quanitfy the rate at which a company paid off its suppliers. Accounts, payabel turnover shows how many times a company pays off its accounts payable during the year.

	Particulars	As At 31t March, 2022	As At 31st March, 2021
A.	Total Supply Purchases	-	-
B.	Average Trade Payable	246.25	242.84

8) Net Capital Turnover Ratio :-

Working Capital turnover ratio is a formula that calculate how efficiently a company use working capital to generate sales. This ratio demonstrates company's ability to use it working captial to generate income.

	Particulars	As At 31t March, 2022	As At 31st March, 2021
A.	Net Annual Sale	-	-
B.	Working Capital	-17,700.44	-21,524.78

9) Net Profit Ratio (%)

The net profit precentage is the ratio of after tax profits to net sales. It reveals the remaining profit after all costs of production, administration, and financing have been deducted from sales, and income taxes recognized.

	Particulars	As At 31t March, 2022	As At 31st March, 2021
A.	Net Profit	-3,332.53	-126.68
B.	Net Sales	-	-

The measure is commonly reported on a trend line, to judge performance over time. It is also used to compare the results of a business with its compttiors.

10) Return on Capital employed :

Return on capital employed (ROCE) profitability ratio, measures how efficiently a company using its capital to generate profits.

	Particulars	As At 31t March, 2022	As At 31st March, 2021
A.	Profit before interest & Tax	-2,846.19	-126.68
B.	Average capital employed	3,445.35	6,323.17

Here,

Captial Employed = Total Assets - Current Laiblities

11) Return on Investment

Return on Investment (ROI) is a performance measure used to evaluate the efficiency or profitability of an investment or compare the efficiency of an investment or compare the efficeincy of a number of different investments. ROI directly tires to measure the amount of return on a praticular investment, relative to the investment's cost.

	Particulars	As At 31t March, 2022	As At 31st March, 2021
A.	Net Profit after taxes	-3,332.53	-126.68
B.	Share holder equity	-15,384.05	-15,046.67

NOTE NO. 75

Figures of previous years regrouped or restated wherever necessary. All the Balances are subject to confirmation.

As per our report of even date attached

For Udeshi Shukla & Associates
Chartered Accountants
Firm Registration No : 114886W

CA Paresh Vijaysinh Udeshi
Partner
Membership No. 042082

Place : Mumbai
Date : August 08, 2022

For and on behalf of the Board of Directors

Mohd. Bismith Allingal
MD & CFO
DIN 08227170

Abdul Salim Ali Kunju
Director
DIN 08279794

Place : Cochin
Date : August 08, 2022

Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures.

Part "A": Subsidiaries

(₹in lakhs)

SL No	Nameofthe subsidiary	Reporting period	Reporting currency	Share capital	Reserves & surplus	Total assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	%of shareholding
1	RBG Minerals Industries Limited	April2021 to March 2022	INR	500	-381.93	175.26	57.19	NIL	NIL	(486.96)	(0.00)	(486.96)	NIL	100%
2	Green Panel Investment LLP	April2021 to March 2022	INR	1	0	293.29	293.29	NIL	NIL	NIL	NIL	NIL	NIL	70%

As per our report of even date attached
For Udeshi Shukla & Associates
Chartered Accountants
Firm Registration No : 114886W

CA Paresh Vijaysinh Udeshi
Partner
Membership No. 042082

Place : Mumbai
Date : August 08, 2022

For and on behalf of the Board of Directors

Mohd. Bismith Allingal
MD & CFO
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Abdul Salim Ali Kunju
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Place : Cochin
Date : August 08, 2022