



Scrip Code: 522004

20<sup>th</sup> July, 2022

Dear Sir / Madam,

**Subject: 78<sup>th</sup> AGM Notice, Annual Report 2021-2022, Book Closure and E-voting Details**

This is to inform you that the 78<sup>th</sup> Annual General Meeting of BATLIBOI LIMITED will be held on Friday, 12<sup>th</sup> August, 2022 at 4:00 p.m. IST through Video Conference ('VC') / other audio visual means ('OAVM'). Pursuant to Regulation 34(1) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), we are submitting herewith the Annual Report of the Company along with the Notice of AGM for the financial year 2021-2022 which is being sent to the members through electronic mode.

Further, we would like to inform you that pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42 of SEBI (LODR) Regulations, 2015, the Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 6<sup>th</sup> August, 2022 to 12<sup>th</sup> August, 2022 (both days inclusive) for the purpose of Annual General Meeting. Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is providing e-voting facility to its members. The members holding shares as on the cut-off date i.e. 5<sup>th</sup> August, 2022 may cast their vote electronically to transact the business set out in the Notice of AGM.

The details of e-voting, required under Rule 20 of the Companies (Management and Administration) Rules, 2014, are given hereunder:

1. Cut-off date for E-voting: 5<sup>th</sup> August, 2022
2. Date and time of commencement of e-Voting: Tuesday, 9<sup>th</sup> August, 2022 at 9.00 A.M.
3. Date and time of end of e-Voting: Thursday, 11<sup>th</sup> August, 2022 at 5.00 P.M. IST.
4. E-Voting shall not be allowed beyond 5.00 P.M. IST on Thursday, 11<sup>th</sup> August, 2022.
5. The Notice of AGM and Annual Report is available on Company's website [www.batliboi.com](http://www.batliboi.com),
6. Name of the Agency providing E-voting Platform: Central Depository Services (India) Ltd (CDSL)





7. In case of any queries regarding e-voting, members may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@edslindia.com](mailto:helpdesk.evoting@edslindia.com).

Kindly take the above on your records.

Thanking you

Yours Faithfully,

For Batliboi Limited

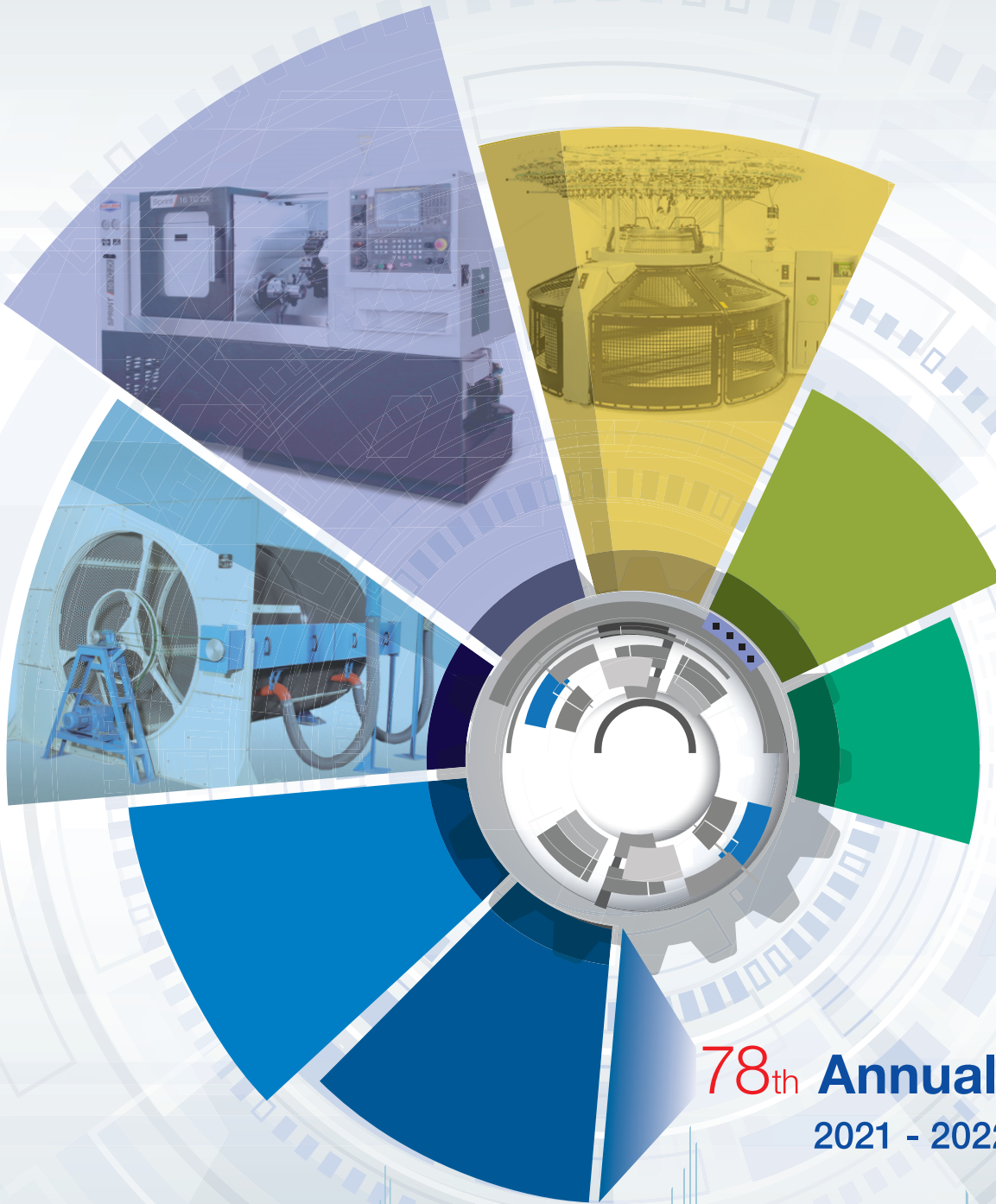
*Pooja Mane*

Pooja Mane  
Company Secretary  
Encl:a/a





**Batliboi Ltd.**



**78<sup>th</sup> Annual Report**  
2021 - 2022





# Some of our Products

## Products manufactured

### Machine Tools



■ Turning Center



■ Vertical Machining Center



■ Vertical Turning Lathe



■ CNC Drilling Machine

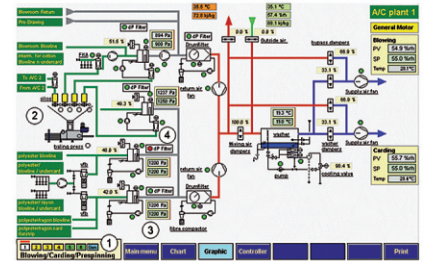


■ Portable Radial Drilling Machine with Universal Head

### Air Engineering



■ Prefabricated Chamber



■ Control System

## Products marketed

### Textile Machinery



■ Circular Knitting Machine  
Mayer & Cie, Germany



■ Contamination Sorter  
Loptex, Italy



■ Print Colour Kitchen Automation  
Fimat, Italy



■ "BD" Open End Spinning Machine  
Saurer, Switzerland

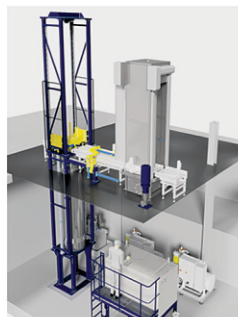
### Machine Tools



■ CNC Table Type Horizontal Boring Machine  
CCH, Taiwan



■ Horizontal Boring Machines  
SMT, Czech Republic



■ Cold Isostatic Press  
EPSI, Belgium



■ Wind Tower 4 Roll, High Productive Line  
DAVI - Promau, Italy



### Green Initiative

Members of Batliboi Ltd. will have a significant impact on the environment by supporting the Green Initiative cause undertaken by your Company by agreeing to receive physical correspondence including the Annual Reports in electronic mode.

*\*Please refer to page 217*



## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Mr. Nirmal Bhogilal	Chairman & Whole Time Director
Mr. Sanjiv Joshi	Managing Director
Mr. E.A. Kshirsagar	Independent Director
Mr. Subodh Bhargava	Independent Director
Mr. Ameet Hariani	Independent Director
Mr. George Verghese	Independent Director
Mrs. Sheela Bhogilal	Non Executive Director
Mr. Kabir Bhogilal	Whole Time Director (Appointed w.e.f 11.02.2022)

### CORPORATE MANAGEMENT

Mr. Nirmal Bhogilal	Chairman & Whole Time Director
Mr. Sanjiv Joshi	Managing Director
Mr. Kabir Bhogilal	Whole Time Director (Appointed w.e.f 11.02.2022)
Mr. Ghanshyam Chechani	Chief Financial Officer
Mr. Daniel Vaz	C.E.O. Air Engineering Group
Mr. Abhay Sidham	C.E.O. Textile Machinery Group
Ms. Pooja Mane	Company Secretary (Appointed w.e.f. 06.08.2021)
Mr. Ganpat Sawant	Company Secretary (Resigned w.e.f. 10.06.2021)

### REGISTERED & CORPORATE OFFICE

Bharat House, 5<sup>th</sup> Floor, 104, Bombay Samachar Marg, Fort, Mumbai-400 001

### CIN

L52320MH1941PLC003494

### FACTORY

P.O. Fateh Nagar, Surat Navsari Road, Udhna-394 220

### AUDITORS

#### Statutory Auditors

M/s Mukund M. Chitale & Co.  
Chartered Accountants

#### Cost Auditor

M/s NNT & Co.  
Cost Accountants

### REGISTRAR & SHARE TRANSFER AGENT

#### Datamatics Business Solutions Limited

Plot No. B-5, Part-B Cross Lane, MIDC, Andheri (E), Mumbai-400 093

### BANKERS

Bank of Baroda  
Punjab National Bank  
Canara Bank  
Indusind Bank Limited  
State Bank of India

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**NOTICE**

**NOTICE** is hereby given that the 78<sup>th</sup> Annual General Meeting of **BATLIBOI LIMITED**, will be held on Friday, 12<sup>th</sup> August, 2022 at 4.00 p.m. IST through Video Conferencing('VC')/ other Audio Visual Means ('OAVM') facility to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt:
  - (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2022, together with the Reports of the Board of Directors and the Auditors thereon; and
  - (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2022 and the Report of the Auditors thereon.
2. Re-appointment of Mr. Sanjiv Joshi- Managing Director (DIN: 08938810) as a Director liable to retire by rotation.
3. To re-appoint M/s. Mukund M. Chitale & Co., Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.

To consider and if thought fit, to pass, with or without any modification(s), the following Resolution as an **ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013(the Act), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to recommendation of the Audit Committee and the Board of Directors, M/s. Mukund M. Chitale & Co. Chartered Accountants (Firm Regn. No. 106655W) be and are hereby re-appointed as the Statutory Auditors of the Company for term of five consecutive years, who shall hold office from the conclusion of this 78<sup>th</sup> Annual General Meeting till the conclusion of the 83<sup>rd</sup> Annual General Meeting to be held in the year 2027 at such remuneration plus reimbursement of out-of pocket, travelling and living expenses etc., as may be mutually agreed between the Board of Directors of the Company and the said Auditors.”

**SPECIAL BUSINESS:**

4. **To ratify the Remuneration of Cost Auditors for the financial year 2022-23.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and such other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration of 65,000/- (Rupees Sixty Five Thousand), as recommended by the Audit Committee and approved by the Board of Directors payable to M/s. N.N.T. & Co, Cost Auditors (Firm Registration No. R/100911) as Cost Auditors to conduct the audit of the relevant Cost records of the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, for the financial year ending 31<sup>st</sup> March, 2023 be and is hereby ratified and confirmed.”

**RESOLVED FURTHER THAT** Board of Directors and Company Secretary be and are hereby authorized to give effect to this resolution and to do all such deeds and things as may be necessary to give effect to this resolution”.

### 5. To approve revision in remuneration of Mr. Kabir Bhogilal as Whole Time Director of the Company.

To consider and if thought fit to pass the following resolution as an **Special Resolution**

**RESOLVED THAT** in partial modification of resolution passed in this regard by the members of the Company through Postal Ballot held on Monday, April 26, 2022 and in accordance with the provisions of sections 196, 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), re-enactments thereof for the time being in force), and on the recommendation of the Nomination and Remuneration Committee and approval of the Board, the consent of the members be and is hereby accorded for the revision in remuneration of Mr. Kabir Bhogilal, Whole Time Director, with effect from June 01, 2022 for the remaining period for receiving remuneration ending on 10<sup>th</sup> February, 2025 with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Kabir Bhogilal, Whole Time Director with effect from June 01, 2022 shall be as under:

**Salary:** Rs. 80,925 p.m. (in the scale of Rs. 80,000 p.m. to Rs. 2,00,000/- p.m.)

**Perquisites and allowances:** In addition to above, Mr. Kabir Bhogilal will also be entitled to Allowances and Perquisites which shall include HRA (House Rent Allowance), SCA (Special Compensatory Allowance) and other benefits.

**RESOLVED FURTHER THAT** in the event of any statutory amendment or modification to the Companies Act, 2013, the Board of Directors be and are hereby authorized to vary and alter the terms of appointment including salary, commission, perquisites, allowances etc. payable to Mr. Kabir Bhogilal within such prescribed limit or ceiling and as agreed by and between the Company and Mr. Kabir Bhogilal without any further reference to the Company in the General Meeting.

**RESOLVED FURTHER THAT** except for the aforesaid revision in remuneration, all other terms and conditions of his appointment as Whole Time Director of the Company, as approved by the resolution passed through Postal Ballot of the Company held on April 26, 2022 shall remain unchanged.

**RESOLVED FURTHER THAT** the Board, and /or the Company Secretary of the Company be and is hereby authorized to do all acts, and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

### 6. Approval of Material Related Party Transactions to be entered into by the Company with Batliboi Environmental Engineering Limited

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

**"RESOLVED THAT** pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or amendments or re-enactment(s) thereof, approval of the Members be and is hereby accorded, to enter into contracts/ arrangements/ transactions with Batliboi Environmental Engineering Limited, a 'Related Party' as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(zb) of the Listing Regulations for purchase, sale, transfer or receipt of products, goods, materials, services, rents, common sharing expenses, product development, reimbursement/recovery costs, reimbursement of corporate service charges and on account of transfer price



or other obligations, if any, on such terms and conditions as may be mutually agreed upon between the Company and Bataliboi Environmental Engineering Limited, for an amount not exceeding in aggregate of Rs. 34 Crores for financial year 2022-2023.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to finalize the terms and conditions as may be considered necessary, expedient or desirable, in order to give effect to this resolution."

#### NOTES:

1. The details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), in respect of Director seeking re-appointment and the Explanatory Statement in respect of appointment of Director is annexed hereto.
2. The Register of Members will remain closed from Saturday, 6<sup>th</sup> August, 2022 to Friday, 12<sup>th</sup> August, 2022 (both days inclusive). Friday, 5<sup>th</sup> August, 2022 shall be the cut-off date as on which the right of voting of the Members shall be reckoned and a person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
3. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in dematerialized form and with the Company in case the shares are held by them in physical form.
4. As per Regulation 40 of SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
5. CDSL e-Voting system – for remote e-Voting
  - i) As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 20/2020, 14/2020, 17/2020, 02/2021, 02/2022 hereinafter collectively referred as "MCA Circulars" and SEBI vide its Circular No. SEBI/ HO/ CFD/ CMD1/ CIR/ P/ 2020/ 79, SEBI/HO/CFD/ CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 hereinafter collectively referred as "SEBI Circulars". The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
  - ii) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
  - iii) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
  - iv) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

- v) Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-Voting.
- vi) In line with the Ministry of Corporate Affairs (MCA) Circulars the Notice calling the AGM and the Annual Report for the financial year 2021-22 has been uploaded on the website of the Company at [www.batliboi.com](http://www.batliboi.com). The Notice can also be accessed on the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com)
- vii) The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars
- viii) In continuation of this Ministry's General Circular No. 02/2022, dated 05th May, 2022 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2022, to conduct their AGMs on or before 31.12.2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020.

### 6. Instructions for Shareholders for remote e-Voting are as under:

- i) **The voting period begins on Tuesday, 9<sup>th</sup> August, 2022 at 9.00 a.m. and ends on Thursday, 11<sup>th</sup> August, 2022 at 5.00 p.m.**

During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) on Friday, August 5, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.



Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"><li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li></ol>

Type of shareholders	Login Method
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

(iv) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.





5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li></ul>

(v) After entering these details appropriately, click on “SUBMIT” tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the EVSN for the Batliboi Limited on which you choose to vote.

(ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote

(xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system

(xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investors@batliboi.com](mailto:investors@batliboi.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [investors@batliboi.com](mailto:investors@batliboi.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [investors@batliboi.com](mailto:investors@batliboi.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.



9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investors@batliboi.com](mailto:investors@batliboi.com) / [investorsgry@datamatics.bpm.com](mailto:investorsgry@datamatics.bpm.com).
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

12. The Statutory Registers and documents in accordance with the Companies Act, 2013 will be available for inspection in electronic mode.
13. The result of the voting shall be displayed on the Notice Board of the Company at its Registered Office and Corporate Office. The result along with the Scrutiniser's Report shall also be placed on the website of the Company [www.batliboi.com](http://www.batliboi.com) and of CDSL.
14. Members may also write to the Company Secretary in case of grievances connected with voting by electronic means at the mail id: [investors@batliboi.com](mailto:investors@batliboi.com).

**By order of Board of Directors**

**Pooja Mane**  
**Company Secretary**  
**ACS - 35790**

**Place: Mumbai**  
**Date: 27.05.2022**

**Registered Office:**  
Bharat House, 5<sup>th</sup> Floor,  
104, Bombay Samachar Marg,  
Fort, Mumbai - 400 001.  
[www.batliboi.com](http://www.batliboi.com)

## EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

### Item No. 4

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint cost auditors to audit the cost records of the Company.

The Board on the recommendation of the Audit Committee has approved the appointment of M/s. N.N.T & Co, Cost Accountant to conduct the audit of the cost records of the Company for the Financial Year 2022-23 at a remuneration of Rs. 65,000/- p.a. plus out of pocket expenses incurred, if any in connection with the cost audit.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditor for the financial year 2022-23

None of the Directors / Key Managerial Personnel of the Company/ their relatives are in any way concerned or interested financially or otherwise, in the Resolution as set out at Item No.4 of the Notice

The Board recommends the Ordinary Resolution as set out at Item No. 4 of the Notice for the approval of the Members.

### Item No. 5

Pursuant to provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, through Postal Ballot held on Monday, April 26, 2022 members approved the appointment of Mr. Kabir Bhogilal as Whole Time Director of the Company for a term of 5 (five) years, from February 11, 2022 to February 10, 2027 on the terms and conditions as detailed in the draft Agreement including remuneration for the period of 3 (three) years from February 11, 2022 to February 10, 2025

Further, the Board of Directors in its Meeting held on 27<sup>th</sup> May, 2022 based on the recommendation of the Nomination and Remuneration Committee Meeting have revised remuneration in scaled manner of Mr. Kabir Bhogilal, Whole Time Director, as set out in the resolution at Item No. 5 of the Notice, which is under the limit specified in Schedule V of the Companies Act, 2013 with effect from June 01, 2022 for the remaining period of receiving remuneration ending on February 10, 2025, subject to approval of Members at this Annual General Meeting.

Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole Time Director of the Company as approved by the members of the Company shall remain unchanged.

The other details of Mr. Kabir Bhogilal in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are annexed to this Notice.

The terms of the remuneration as detailed in the Agreement are as under:

**Basic Salary:** Rs. 80,925 p.m (in the scale of Rs. 80,000/- p.m. to Rs. 2,00,000/- p.m.)





**Allowances and Perquisites:** Rs. 1,74,160/- p.m. (in the scale of Rs. 1,70,000 p.m. to Rs. 3,40,000/- p.m.)

**SCA (Special Compensatory Allowance):** Rs. 1,01,250 p.m. (in the scale of Rs. 1,00,000/- p.m. to Rs. 2,00,000/- p.m.)

**Other benefits:**

He shall be entitled for Group Personal Accident Policy covered as per Company Policy.

**Retirement Benefits :**

He shall be entitled to Gratuity, L.T.A and Provident Fund contribution.

Statement pursuant to Part II, Section II (B) (IV) of Schedule V of the Companies Act, 2013 is annexed herewith.

The agreement mentioned herein above shall be made available for inspection in physical or electronic form during normal business hours (9:00 A.M. IST to 5:00 P.M. IST) on all working days except Saturdays, Sundays and Public Holidays up to the last date of the e-voting of the Company at the registered office of the Company.

Except Mr. Kabir Bhogilal, Mr. Nirmal Bhogilal and Mrs. Sheela Bhogilal, None of the Directors / Key Managerial Personnel of the Company/ their relatives is in any way concerned or interested financially or otherwise, in the Resolution as set out at Item No.5 of the Notice

The Board recommends the Special Resolution set out at Item No.5 for the approval of the Members.

**Statement pursuant to Part II, Section II (B) (IV) of Schedule V**

**I. General Information**

(1)	Nature of Industry	:	1. Manufacturing of Machine Tools, Textile Machinery, Air Conditioning & Humidification Plants & Equipments; 2. Marketing of various kinds of Machine tools, Industrial Machinery & Equipments; 3. Manufacturing and Contracting in the field of Air Conditioning.
(2)	Date or expected date of commencement of commercial production	:	N.A.  As the Company was initially incorporated as Private Company on 6 <sup>th</sup> December, 1941 and the commercial production being carried on for more than 65 years.
(3)	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	:	N.A.

(4)	Financial performance based on given indicators	:	<div>The financial performance is as detailed below:-</div> <table><thead><tr><th></th><th>2021-22 (Rs. In Lacs)</th><th>2020-21 (Rs. In Lacs)</th></tr></thead><tbody><tr><td>Turnover</td><td>14,606.94</td><td>9,404.72</td></tr><tr><td>Profit/Loss</td><td>(620.29)</td><td>(590.69)</td></tr><tr><td>Net worth</td><td>11,096.40</td><td>11,719.63</td></tr><tr><td>Dividend</td><td>Nil</td><td>Nil</td></tr></tbody></table>		2021-22 (Rs. In Lacs)	2020-21 (Rs. In Lacs)	Turnover	14,606.94	9,404.72	Profit/Loss	(620.29)	(590.69)	Net worth	11,096.40	11,719.63	Dividend	Nil	Nil
	2021-22 (Rs. In Lacs)	2020-21 (Rs. In Lacs)																
Turnover	14,606.94	9,404.72																
Profit/Loss	(620.29)	(590.69)																
Net worth	11,096.40	11,719.63																
Dividend	Nil	Nil																
(5)	Export performance and net foreign exchange collaborations	:	<table><thead><tr><th></th><th>2021-22 (Rs. In Lacs)</th><th>2020-21 (Rs. In Lacs)</th></tr></thead><tbody><tr><td>Sale for Export Purposes (indirect Exports)</td><td>1343.47</td><td>630.12</td></tr><tr><td>Foreign Exchange Collaboration</td><td>-</td><td>-</td></tr></tbody></table>		2021-22 (Rs. In Lacs)	2020-21 (Rs. In Lacs)	Sale for Export Purposes (indirect Exports)	1343.47	630.12	Foreign Exchange Collaboration	-	-						
	2021-22 (Rs. In Lacs)	2020-21 (Rs. In Lacs)																
Sale for Export Purposes (indirect Exports)	1343.47	630.12																
Foreign Exchange Collaboration	-	-																
(6)	Foreign Investments or Collaborators, if any	:	<table><thead><tr><th></th><th>2021-22 (Rs. In Lacs)</th><th>2020-21 (Rs. In Lacs)</th></tr></thead><tbody><tr><td>Investment made Foreign Subsidiary</td><td>-</td><td>-</td></tr></tbody></table>		2021-22 (Rs. In Lacs)	2020-21 (Rs. In Lacs)	Investment made Foreign Subsidiary	-	-									
	2021-22 (Rs. In Lacs)	2020-21 (Rs. In Lacs)																
Investment made Foreign Subsidiary	-	-																

## II. Information about the Appointee

(1)	Background details. (a) Name (b) Age	:	Mr. Kabir Bhogilal 40 Years
(2)	Past Remuneration.(FY 2021-22)	:	<p>Mr. Kabir Bhogilal received remuneration of Rs.43.27 lakhs during the year 2021-22.</p> <p>He was appointed as Whole Time Director of the Company from February 11, 2022 prior to which he held the office in the Company as CXO-Corporate Strategy</p>
(3)	Recognition or awards	:	B.A (Business Admin). He is having 15 years of experience in Strategic Management, International Marketing and Business development.
(4)	Job profile	:	He would be responsible and accountable to grow profitably the operations of Batliboi Ltd., by defining and executing growth strategies and increasing market share through paid enhanced team performance globally.
(5)	Remuneration proposed	:	As per the details given in Explanatory Statement

(6)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (it would be w.r.t the country of his origin)	:	The remuneration proposed to be paid to Mr. Kabir Bhogilal is in line with industry average. The nature of Company's business is also very complex with foreign subsidiaries in Canada. All these factors justify the payment of said remuneration.
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	:	Mr. Kabir Bhogilal being a part of promoter group and relative of director may be regarded as concerned or interested in his own appointment. Mr. Nirmal Bhogilal, Chairman & Whole-time Director is a promoter of the Company. Further, Mrs. Sheela Bhogilal, Director and part of promoter group being his relative is also interested in the same.
(8)	Date of First Appointment on the Board	:	11 <sup>th</sup> Februray, 2022
(9)	Shareholding	:	4,54,176 Shares
(10)	Relationship with other Directors / Key Managerial Personnel inter-se	:	Mr. Nirmal Bhogilal and Mrs. Sheela Bhogilal are parents of Kabir Bhogilal
(11)	Number of meetings of the Board attended during the financial year (FY 2021-22)	:	NIL/ NA
(12)	Other Directorship, Membership. and Chairmanship (along with listed entities from which the person has resigned in the past three years)	:	Other Directorship: <ul style="list-style-type: none"> <li>• Batliboi Limited</li> <li>• Batliboi Environmental Engineering Limited</li> <li>• Batliboi International Limited.</li> <li>• Batliboi Impex Limited</li> </ul>
		:	Membership and Chairmanship in Committee:- <ul style="list-style-type: none"> <li>• Batliboi Environmental Engineering Limited (BEEL)</li> </ul> Audit Committee – Member

### III. Other information

(1)	Reason of loss or inadequate profits	:	Lower turnover due to global scenario in markets.
(2)	Steps taken or proposed to be taken for improvement	:	Proposed to consolidate & monetize the assets thus improving the cash flow & profitability.
(3)	Expected increase in productivity and profits in measurable terms	:	Targeted increase in production and cost rationalization.

## Item No. 6

The Company, in ordinary course of its business enters into transactions inter-alia sale & purchase of goods / services, product development, corporate services and such other forms of transaction as set out in the resolution at Item No. 6 of the Notice with Batliboi Environmental Engineering Limited a related party of the Company. These transactions are at arm's length basis and strategically and operationally beneficial to the Company and necessary approvals as required in compliance of the provisions under the Act/ SEBI LODR, 2015 have already been obtained from the Audit Committee/ Board.

As the shareholders are aware that the Company during the current financial year has registered adequate performance i.e. increase of revenue during the financial year 2021-22, due to several factors including favorable market conditions. This has resulted in increased production and consequently increased transactions with the vendors / suppliers / agents / business associates including the related parties.

It may be noted that as per the amended definition provided in the explanation to Regulation 23(1) of SEBI LODR, 2015 which is effective April 01, 2022, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs.1,000 Crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Further, all Material Related Party Transactions require prior approval of the Members through a Resolution and no related party shall vote to approve such resolution whether an entity is a related party to the particular transaction or not.

The transactions with Batliboi Environmental Engineering Limited for Financial Year 2022-23 are estimated to be Rs. 34 Crore (Rupees Thirty Four Crores) and this amount exceeds the threshold limit of 10% (ten per cent) of the annual consolidated turnover of the company i.e 19.65 crore (Rupees Nineteen Crore Sixty Five Lakhs), one of the criteria prescribed above in the amended definition of Material Related Party Transactions and therefore it is a Material Related Party Transaction.

Approval of the Members of the Company is therefore required in terms of Regulation 23 of the SEBI (LODR), 2015 by way of passing of an Ordinary Resolution for approval to the aforesaid Material Related Party Transactions to be entered for Financial Year 2022-2023

Except Mr. Kabir Bhogilal, Mr. Nirmal Bhogilal, Mrs. Sheela Bhogilal and Mr Sanjiv Joshi None of the Directors / Key Managerial Personnel of the Company/ their relatives is in any way concerned or interested financially or otherwise, in the Resolution as set out at Item No.6 of the Notice

The Board recommends the Ordinary Resolution set out at Item No.6 for the approval of the Members.

**By order of Board of Directors**

**Pooja Mane**  
**Company Secretary**  
**ACS - 35790**

**Place: Mumbai**  
**Date: 27.05.2022**

**Registered Office:**  
Bharat House, 5<sup>th</sup> Floor,  
104, Bombay Samachar Marg,  
Fort, Mumbai - 400 001  
[www.batliboi.com](http://www.batliboi.com)



**ANNEXURE TO ITEM NO. 2 & 5 OF THE NOTICE**

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India.

Name of the Director	Mr. Sanjiv Joshi (DIN: 08938810)	Mr. Kabir Bhogilal (DIN: 02692222)
Date of Birth	05.01.1963	27.08.1981
Nationality	Indian	British
Date of first appointment on the Board	07.11.2020	11.02.2022
Qualifications	Bachelor of Mechanical Engineering	B.A (Business Admin).
Expertise in specific functional Area	He is having 40 years of experience in managing capital goods industry, especially Machine Tools.	He is having 15 years of experience in Strategic Management, International Marketing and Business development.
Number of Shares held in the Company	Nil	4,54,176 Shares
Number of Board Meetings attended during the year	4	Not Applicable
List of Directorships held in other Companies*	<ul style="list-style-type: none"><li>Batliboi Limited</li><li>Batliboi International Limited</li><li>Batliboi Environmental Engineering Limited</li></ul>	Other Directorship: <ul style="list-style-type: none"><li>Batliboi Limited</li><li>Batliboi Environmental Engineering Limited</li><li>Batliboi International Limited.</li><li>Batliboi Impex Limited</li></ul>
Chairman/Member in the Committee of the Boards of Companies in which he is a Director*	<ul style="list-style-type: none"><li>Batliboi Limited</li></ul>	Membership and Chairmanship in Committee:- <ul style="list-style-type: none"><li>Batliboi Environmental Engineering Limited (BEEL)</li><li>Audit Committee – Member</li></ul>
Relationship between Directors inter-se	Nil	Mr. Nirmal Bhogilal and Mrs. Sheela Bhogilal are parents of Kabir Bhogilal

\*Directorship includes Directorship of other Indian Public Companies and committee memberships includes only Audit Committee and Stakeholders Relationship Committee of Public Limited Companies (Whether Listed or not).  
[www.batliboi.com](http://www.batliboi.com)

## DIRECTORS' REPORT

Dear Members,

Your Directors take pleasure in presenting the 78<sup>th</sup> Annual Report together with the Audited Accounts for the financial year ended 31<sup>st</sup> March, 2022.

### 1. FINANCIAL RESULTS

(Rs. In Lakhs)

Particulars	For the Year ended			
	31.03.2022	31.03.2021	31.03.2022	31.03.2021
	Standalone	Standalone	Consolidated	Consolidated
Revenue from operations	14,606.94	9,404.72	19,658.53	15198.74
Other Income	266.55	367.51	213.50	376.36
<b>Total Income</b>	<b>14,873.49</b>	<b>9,772.23</b>	<b>19,872.03</b>	<b>15575.10</b>
<b>PBDIT</b>	<b>621.15</b>	<b>442.86</b>	<b>969.18</b>	<b>743.22</b>
Less: Finance Cost	793.71	842.70	828.53	910.94
Less: Depreciation	297.72	292.64	368.03	438.92
<b>Profit/(Loss) Before Tax &amp; Exceptional Items</b>	<b>(470.28)</b>	<b>(692.48)</b>	<b>(227.38)</b>	<b>(606.64)</b>
Exceptional items: Income/(expenses)	-	-	-	1399.97
<b>PBT</b>	<b>(470.28)</b>	<b>(692.48)</b>	<b>(227.38)</b>	<b>793.33</b>
Provision of Taxation : Current Tax	-	-	-	-
Deferred Tax	(80.07)	94.63	(60.99)	94.79
Mat credit (Reversal)	(111.89)	-	(111.89)	-
Less: Current Year & Earlier Year Tax	1.92	-	70.26	75.44
Other Comprehensive Income	43.87	7.16	101.60	46.64
Tax adjustments in respect of earlier years	-	-	-	-
<b>PAT</b>	<b>(620.29)</b>	<b>(590.69)</b>	<b>(368.92)</b>	<b>859.32</b>

### 2. REVIEW OF OPERATIONS AND OUTLOOK

Despite the challenging environment, lockdown restrictions and uncertainties posed by COVID-19 pandemic, your Company on a standalone basis had approximately 55% more income for the year ended March 31, 2022 and on consolidated basis nearly 30% more income than the previous year. This was achieved as there was a better stability in operations in comparison to previous year where the operations were affected due to the pandemic. Finance costs reduced nearly by 10% on account of improvement in working capital.

During the year operations on a standalone basis and consolidated basis resulted in a loss mainly due to operations in first quarter and partly due to operations in the second quarter which were affected by the lockdown and pandemic. However the loss before tax both on standalone and consolidated basis was much lower than the previous FY i.e 2020-21. Barring any further lockdowns in the year due to the Pandemic we are cautiously optimistic of all our operations during 2022-23.

### 3. DIVIDEND

In view of the operating loss, your Directors do not recommend any Dividend for the year ended 31<sup>st</sup> March, 2022.



#### 4. TRANSFER TO RESERVE

The loss for the Year is Rs. 620.29 Lakhs is debited to the Profit and Loss account.

#### 5. SHARE CAPITAL

During the financial year 2021-2022, there is no change in the Authorized, Issued, Subscribed and Paid-up share capital of the Company. As on 31<sup>st</sup> March, 2022, the Company is having Authorized share capital of Rs. 30.01 Crores comprising of 4,61,70,400 Equity Shares of Rs. 5 each and 6,92,480 Preference shares of Rs. 100 each. The Issued, Subscribed and Paid-Up Equity Share Capital of the Company as on 31<sup>st</sup> March, 2022 is Rs. 14.36 Crores and the Issued, Subscribed and Paid-Up Preference Share Capital of the Company as on 31<sup>st</sup> March, 2022 is Rs. 6.92 Crores.

During the year under review, the Company has issued neither shares with differential rights as to dividend, voting or otherwise nor issued shares (including sweat equity shares) neither to the employees nor to Directors of the Company, under any Scheme.

#### 6. SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENTS

##### SUBSIDIARY COMPANIES

##### 1) Quickmill Inc., Canada

Quickmill Inc. headquartered in Peterborough, Ontario, Canada is engaged in the design, manufacture, sales and service of a line of large sized Gantry Drilling and Milling machines globally. Customers are mainly from Energy, Heat Transfer, Steel Service sectors, large Industrial machinery manufacturers and job shop manufacturing sectors.

The total income increased by 8% for the Financial Year 2021-22 as compared to 2020-21. The contribution of QuickMill Inc., Canada to the total turnover of the Company was 35% . The operations were profitable.

Since the global economy has begun revival and barring any further global lockdowns due to further waves of the Pandemic, the company is cautiously optimistic for 2022-23.

##### CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company with its Subsidiaries forms part of the Annual Report and the Accounts in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and applicable Accounting Standards prescribed by The Institute of Chartered Accountants of India.

The Board of Directors of the Company reviewed the affairs of subsidiaries of the Company. In accordance with Section 129(3) of the Companies Act, 2013, the Company has prepared consolidated financial statements of the Company and all its subsidiaries, which forms part of the Annual Report. Further a statement containing salient features of the financial statements of the Company's subsidiaries is given in Form No. AOC-1 at the end of this Report. The Company will make available the accounts of subsidiaries to any member of the Company on request.

#### 7. DIRECTORS AND KEY MANAGERIAL PERSONNEL

As per the provisions of Companies Act, 2013, Mr. Sanjiv Joshi, Managing Director (DIN: 08938810) will retire at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. Your Directors recommends his re-appointment.

During the year under review, Ms. Pooja Mane was appointed as Company Secretary & Compliance Officer w.e.f August 6, 2021 in place of Mr. Ganpat Sawant who has resigned from the post of Company Secretary & Compliance Officer w.e.f June 10, 2021.

Mr. Kabir Bhogilal was appointed by Board of directors as an Additional Whole Time Director w.e.f. 11<sup>th</sup> February, 2022 and further his appointment was approved by shareholders through Postal Ballot on April 26, 2022.

## 8. INDEPENDENT DIRECTORS DECLARATION

The Independent Directors have submitted the Declaration of Independence, as required pursuant to Section 149 of the Companies Act, 2013 and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 stating that they meet the criteria of independence as provided therein and also none of the Directors of the Company are disqualified under Section 164(2) of the Companies Act, 2013.

## 9. BOARD EVALUATION

In compliance with the Companies Act, 2013 and Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), the annual performance evaluation of the Non-Independent Directors, Chairman and the Board as a whole (including its Committees) was carried out in the separate meeting of Independent Directors.

Independent Directors, in their separate meeting, held on 11<sup>th</sup> February, 2022 reviewed performance of the Non Independent Directors, Board as a whole including committees. All the directors present participated in the discussion & suggested areas of improvement/changes. Assessment of Independent directors was shared with the Chairman of the Board. Independent Directors, in their separate meeting, also reviewed the performance of the Chairman after taking into account the views of all the Directors.

Criteria of performance evaluation of the Board and Directors are laid down by Nomination and Remuneration Committee (NRC) of the Company. The NRC decided to continue existing method of performance evaluation through circulation of performance evaluation sheets. An assessment sheet based on SEBI Guidance Note dated January 05, 2017, containing the parameters of performance evaluation along with rating scale was circulated to the Directors. Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, the Board has carried out performance evaluation of its own, evaluation of working of the Committees and performance evaluation of all Directors in aforesaid manner

## 10. FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

The familiarization program seeks to update the Directors on the roles, responsibilities, rights and duties under the Act and other statutes.

The policy on Company's familiarization program for Independent Directors is posted on the Company's website. [www.batliboi.com](http://www.batliboi.com).

## 11. NOMINATION AND REMUNERATION POLICY

The Nomination and Remuneration policy is posted on the Company's website [www.batliboi.com](http://www.batliboi.com). The more details about the Nomination and Remuneration policy is provided in corporate governance report.

## 12. NUMBER OF MEETINGS OF THE BOARD

A calendar of Meetings is prepared and circulated in advance to the Directors.

During the year, four (4) Board Meetings and four (4) Audit Committee Meetings were held. The details of which are given in Corporate Governance Report that forms part of this Annual Report.

### 13. CORPORATE GOVERNANCE

In terms of Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), a Report on Corporate Governance along with Compliance Certificate issued by Statutory Auditor's of the Company forms integral part of this Report.

### 14. EMPLOYEE STOCK OPTION SCHEME

The Company has implemented Employees Stock Option Plan (ESOP) with a view to encourage, reward and retain the employees and to give them an opportunity to participate in the growth of the Company in accordance with SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 [applicable till October 27, 2014] and SEBI (Share Based Employee Benefits) Regulations, 2014 [applicable from October 28, 2014] duly approved by the Members at their Extra Ordinary General Meeting held on 13<sup>th</sup> December, 2011. During the year 2,21,666 Options were lapsed, which have been added back to the available bank and the same will be used for re-issue of options.

The disclosures as required under Regulation 14 of SEBI (Share Based Employee Benefits) Regulations, 2014 and Section 62(1) (b) of the Companies Act, 2013 read with Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 are set out in '**Annexure A**' to this Report.

A Certificate from the Statutory Auditors of the Company as required under Regulation 13 of SEBI (Share Based Employee Benefits) Regulations, 2014 shall be placed at the ensuing Annual General Meeting for inspection by the Members.

### 15. FIXED DEPOSITS

The Company has not accepted any deposits from the public/members under Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 during the year.

### 16. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

Particulars of Loans, Guarantees given and Investments made during the year covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

### 17. RELATED PARTY TRANSACTIONS

All Related Party transactions that were entered into during the financial year were on the arm's length basis and were in ordinary course of business and in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There are no materially significant related party transactions between the Company and the Promoters, Directors, Key Managerial Personnel, Subsidiaries, relatives or other designated persons, which may have a potential conflict with the interest of the Company at large. Accordingly, particulars of contracts or arrangements with related parties referred to in Section 188(1) along with the justification for entering into such contract or arrangement in form AOC-2 in terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 is not applicable to the Company.

All Related Party Transactions were placed before the Audit Committee and have been approved by the Board. Omnibus approval is obtained for the transactions that are foreseen and repetitive in nature.



Your Company has formulated a policy on related party transactions, which is also available on Company's website. [www.batliboi.com](http://www.batliboi.com).

The Board of Directors at its Meeting held on May 27, 2022 has modified the Policy on Related Party Transaction in line with Sixth Amendment of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2021. The updated policy have been uploaded on the Company's website.

## **18. AUDIT COMMITTEE COMPOSITION**

The details pertaining to composition of Audit Committee are included in Corporate Governance report, which form part of this Report.

## **19. VIGIL MECHANISM / WHISTLE BLOWER POLICY**

In accordance with the provisions of Section 177(9) of the Companies Act, 2013, read with Rule 7 of the Companies (Meeting of the Board and its Powers) Rules, 2014 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted vigil mechanism policy in place to enable the Directors and employees to have direct access to the Chairman / Managing Director or the Members of the Audit Committee. The details of the vigil mechanism is explained in the Corporate Governance Report and also posted on the website of the Company at [www.batliboi.com](http://www.batliboi.com).

## **20. HUMAN RESOURCE**

The company is deeply indebted to all its employees at all levels for the manner in which they have managed all the various activities may it be production, marketing and sales, finance, administration etc during the year when the entire nation was affected by second and third wave of Covid-19 pandemic.

Relations between management and employees at all levels including the union remain cordial and pro-active and despite the restrictions due to the pandemic continuous improvement in productivity and processes at all functions were undertaken.

## **21. CORPORATE SOCIAL RESPONSIBILITIES (CSR)**

Pursuant to Section 135 of the Companies Act, 2013, every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any financial year shall constitute a Corporate Social Responsibility (CSR) Committee of the Board. Your Company does not fall under the provisions of aforesaid Section; therefore, CSR Committee has not been constituted.

## **22. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management Discussion and Analysis Report as required under Companies Act, 2013, Regulation 34 (2) (e) read with Schedule-V of Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) is given in this Annual Report for the year under review.

## **23. AUDITORS**

### **Statutory Auditors and Statutory Audit Report**

Pursuant to the provisions of section 139 of the Companies Act, 2013, the members at the Annual General Meeting of the Company held on 29<sup>th</sup> June, 2017 appointed Mukund M. Chitale & Co., Chartered Accountants (Firm registration no 106655W), as statutory auditors of the Company from the conclusion of Seventy Third

Annual General Meeting till the conclusion of Seventy Eighth Annual General Meeting covering one term of five consecutive years. In view of the amendment to the said section 139 through the Companies (Amendment) Act, 2017 notified on 7 May 2018, ratification of auditors' appointment is no longer required.

M/s. Mukund M. Chitale & Co. Chartered Accountants, Mumbai (ICAI), Firm Registration No. 106655W are proposed to be appointed as Statutory Auditors for second term of five consecutive years, who shall hold office from the conclusion of this 78<sup>th</sup> Annual General Meeting till the conclusion of the 83<sup>rd</sup> Annual General Meeting to be held in the year 2027. M/s. Mukund M. Chitale & Co., have confirmed their eligibility under Section 139 and 141 of the Companies Act, 2013 and the rules framed there under for appointment as Auditors of the Company

The Statutory Auditors M/s. Mukund M. Chitale & Co., Chartered Accountants have issued their reports on Standalone & Consolidated Financial Statements for the financial year 2021-2022.

The statutory audit report for the year 2021-2022 does not contain any qualification, reservation or adverse remark or disclaimer made by statutory auditor.

No frauds have been reported by the Statutory Auditors during the financial year 2021-2022 pursuant to the provisions of Section 143(12) of the Companies Act, 2013.

### **Cost Auditors**

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Board has, on the recommendation of the Audit Committee, appointed M/s. N.N.T. & Co. at a remuneration of Rs. 65,000/- (Rupees Sixty Five Thousand Only) plus taxes as applicable and re-imbursement of out of pocket expenses as may be incurred for conducting the Cost Audit for the financial year 2022-2023. Prop. Nikita Talati is having Membership no. is M/28904. Their Firm Registration No. R/100911.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, a resolution seeking Members ratification for the remuneration payable to the Cost Auditor forms part of the Notice convening the ensuing Annual General Meeting.

Maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is required by the Company and accordingly such accounts and records are made and maintained. The Company has filed the Cost Audit Report for the financial year ended 31<sup>st</sup> March, 2021 submitted by M/s. Talati & Associates. The Cost Audit Report for the financial year ended 31<sup>st</sup> March, 2022 will be filed in due course.

### **Secretarial Auditors and Secretarial Audit Report**

M/s. D. S. Momaya & Co, Practicing Company Secretaries, were appointed as Secretarial Auditors of your Company to conduct a Secretarial Audit of records and documents of the Company for financial year ended 31<sup>st</sup> March, 2022. Secretarial Audit Report is provided in Annexure-B to this Report.

## **24. COMPLIANCE WITH SECRETARIAL STANDARDS**

The Company confirms compliance with the applicable requirements of Secretarial Standards 1 and 2.

## 25. TRANSFER TO INVESTOR EDUCATION & PROTECTION FUND

In terms of the erstwhile provisions of Section 205C of the Companies Act, 1956, the Company had transferred Unpaid or Unclaimed dividend and interest thereon which remained unclaimed or unpaid for a period of 7 years from the date it become due for payment to the Investors Education & Protection Fund (IEPF) established by the Central Government. The list of Unclaimed Dividend transferred to IEPF is uploaded on Company's website at [www.batliboi.com](http://www.batliboi.com). As on 31<sup>st</sup> March, 2022, the Company do not have any unpaid dividend due to be transferred to Investor Education and Protection Fund.

Thus, any claimant of dividend transferred above shall be entitled to claim the dividend from Investor Education and Protection Fund (IEPF) in accordance with such rules, procedure and submission of documents as prescribed by the Central Government in this regard.

## 26. CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology, absorption and foreign exchange earnings and outgo as stipulated in Section 134(3) (m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are given in the 'Annexure C' forming part of this Report.

## 27. LISTING

Presently, 2,87,15,883 Equity Shares are listed on BSE Limited, Mumbai, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 (Scrip Code: 522004) and the Company has been paid the Annual listing fees for the financial year 2022-2023.

## 28. SAFETY AUDIT

As per the Company's practice, safety audit is conducted once in a year. Accordingly, Safety Audit was conducted by an Independent Consultant.

## 29. DISCLOSURE ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company is an equal opportunity employer and consciously strives to build a work culture that promotes dignity of all employees. As required under the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, and Rules framed there under, the Company has implemented a policy on prevention, prohibition and redressal of Sexual harassment of Women at workplace. All employees (permanent, contractual, temporary, trainees) are covered under this policy. Accordingly, an Internal Complaint Committee has been formed and the policy on 'Anti-Sexual Harassment' is posted on the website of the Company at [www.batliboi.com](http://www.batliboi.com).

Matters handled by Internal Complaint Committee during the year 2021-2022, are as follows:-

- Number of complaints on sexual harassment received during the year: NIL
- Number of complaints disposed off during the year: N.A.
- Number of cases pending for more than 90 days: N.A.
- Nature of action taken by the Employer: N.A.
- Number of Workshops: NIL

**30. ANNUAL RETURN**

The Annual Return in Form MGT-7 for the financial year ended 31<sup>st</sup> March, 2022, shall be filed within 60 days of ensuing Annual General Meeting and will be available on the website of the Company at [www.batliboi.com](http://www.batliboi.com)

The Company has placed a copy of annual return of the financial year 2020-2021 on its website at [www.batliboi.com](http://www.batliboi.com)

**31. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

There have been no significant and material orders passed by the regulators or courts or tribunals affecting the going concern status and the Company's operations in future.

**32. PARTICULARS OF EMPLOYEES**

Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of the employees of the Company are annexed to this report as 'Annexure D'.

In terms of 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, none of the employees are in receipt of remuneration in excess of the limits set out in the said Rules. Statement showing the names of the top ten employees in terms of remuneration drawn is annexed to this report as 'Annexure E'.

**33. INTERNAL FINANCIAL CONTROL**

The Audit Committee has established and maintained an effective Internal Control over financial reporting. Standard operating practices have been laid down and are being followed. The criterion is also being audited and management has taken effective steps to ensure adequate control over financial reporting.

**34. RISK MANAGEMENT**

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. In line with corporate best practices, your Company assesses the risks in the internal and external environment which will monitor, evaluate and execute all mitigation actions in this regards and takes all measures necessary to effectively deal with incidences of risk. Adequate risk management framework capable of addressing the risks is in place.

**35. MATERIAL CHANGES AND COMMITMENTS DURING THE YEAR**

There is no material change and commitment during the year.

**36. DIRECTORS' RESPONSIBILITY STATEMENT**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:-

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for year ended 2022;

- c) they have taken proper and sufficient care, to the best of their knowledge and ability, 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) they have prepared the Annual Accounts on a going concern basis;
- e) that proper internal financial controls were in place and that such internal financial controls were adequate and were operating effectively; they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating efficiently.
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating efficiently

### 37. CAUTIONARY STATEMENT

Certain Statements in this Annual Report may constitute “forward-looking statements”. These forward looking statements are subject to a number of risks, uncertainties and other factors which could cause actual results to differ materially from those suggested by forward looking statements. Important factors that could influence the Company's operation can be affected by global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments in India and in countries in which the Company conducts business, litigation, industrial relations and other incidental factors.

### 38. ACKNOWLEDGEMENTS

Your Directors take this opportunity to express and place on record their appreciation for the continued support, cooperation, trust and assistance extended by shareholders, employees, customers, principals, vendors, agents, bankers, financial institutions, suppliers, distributors and other stakeholders of the Company.

**For and on behalf of the Board of Directors**

**Nirmal Bhogilal**  
**Chairman**  
**(DIN: 00173168)**

**Sanjiv Joshi**  
**Managing Director**  
**(DIN: 08938810)**

**Place: Mumbai**  
**Date: 27.05.2022**





# ANNEXURE 'A' TO THE DIRECTORS REPORT

## Details of ESOP (Batliboi Stock option Plan through Direct Allotment Route)

### I. Date of shareholders approval for the ESOP is 13<sup>th</sup> December, 2011

Total Number of options approved under ESOP is 28,68,255

Exercise price for the below option is Rs. 15.75 per shares.

Year of Grant	2011-12 1 <sup>st</sup> Lot	2012-13 2 <sup>nd</sup> Lot	2014-15 3 <sup>rd</sup> Lot	2015-16 4 <sup>th</sup> Lot	2017-18 5 <sup>th</sup> Lot	2018-19 6 <sup>th</sup> Lot	Total
Total No of Options Approved/Granted	10,00,000	1,00,000	3,50,000	2,50,000	1,00,000	4,50,000	22,50,000
Vesting Requirement	The Options granted would vest in to the eligible employee in three (3) Installments, 1/3 of option granted will vest after 36 Months from the date of grant of option and 1/3 after 48 Months and remaining 1/3 after 60 Months from the date of grant of option.						
Exercise Price or Pricing Formula	The exercise price shall be the closing price of the Company's Equity shares quoted on the Stock Exchange immediately prior to the date of Grant of the Options, which for this purpose shall be the date on which the Remuneration/Compensation committee meets to make its recommendations for the grant of Options. The Committee may, at its sole discretion, consider a discount to such closing price.						
Source of shares	Primary						
Maximum Term of Option Granted	5 years from vesting of option						
Variations in the terms of Options	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Method used to account for ESOS	Fair Value						
Number of options outstanding at the beginning of the options	141666	NIL	200000	NIL	NIL	325000	666666
No of options granted during the year	N.A	NA	N.A	N.A	N.A	N.A	N.A
No of Options Forfeited/ Lapsed during the year	(141666)	NIL	(80000)	NIL	NIL	NIL	(221666)
No of Options Vested during the year	NIL	NIL	NIL	NIL	NIL	108334	108334
No of Options Exercised during the year	NIL	NIL	NIL	NIL	NIL	NIL	NIL
No of shares arising as results of exercise of option	N.A	NA	N.A	N.A	NA	N.A	N.A
Money realized by exercise of options (INR), if scheme is implemented directly by the company	N.A	NA	N.A	N.A	NA	N.A	N.A
Option vested - to be exercised in future	NIL	NIL	120000	NIL	NIL	108334	228334
Options to be vested	NIL	NIL	NIL	NIL	NIL	216666	216666
Number of options outstanding at the end of the year	NIL	NIL	120000	NIL	NIL	325000	445000

## II. Option movement during the Year

Year of Grant	2011-12 1 <sup>st</sup> Lot	2012-13 2 <sup>ND</sup> Lot	2014-15 3 <sup>rd</sup> Lot	2015-16 4 <sup>th</sup> Lot	2017-18 5 <sup>th</sup> Lot	2018-19 6 <sup>th</sup> Lot	Total
Number of options outstanding at the beginning of the options	141666	NIL	200000	NIL	NIL	325000	666666
No of options granted during the year	N.A	NA	N.A	N.A	N.A	N.A	N.A
No of Options Forfeited/ Lapsed during the year	(141666)	NIL	(80000)	NIL	NIL	NIL	(221666)
No of Options Vested during the year	NIL	NIL	NIL	NIL	NIL	108334	108334
No of Options Exercised during the year	NIL	NIL	NIL	NIL	NIL	NIL	NIL
No of shares arising as results of exercise of option	N.A	NA	N.A	N.A	NA	N.A	N.A
Money realized by exercise of options (INR), if scheme is implemented directly by the company	N.A	NA	N.A	N.A	NA	N.A	N.A
Option vested - to be exercised in future	NIL	NIL	120000	NIL	NIL	108334	228334
Options to be vested	NIL	NIL	NIL	NIL	NIL	216666	216666
Number of options outstanding at the end of the year	NIL	NIL	120000	NIL	NIL	325000	445000

## III. Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to –

Name of Employee	Designation	Number of Options granted during the year	Exercise Price (Rs.)
NIL	NIL	NIL	NIL

## IV. A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information: N.A

- the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model;
- the method used and the assumptions made to incorporate the effects of expected early exercise;
- how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and
- whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.



**ANNEXURE 'B' TO THE DIRECTORS REPORT**  
**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2022**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Members,  
**Batliboi Limited,**  
Bharat House, 5<sup>th</sup> floor, 104  
B S Marg Fort Mumbai - 400001.

We have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **Batliboi Limited (CIN: L52320MH1941PLC003494)** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the **Batliboi Limited** books, papers, minute books, forms and returns filed and scanned copies of the documents, evidences of submission provided and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2022** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Batliboi Limited** for the financial year ended on **31<sup>st</sup> March 2022**, according to 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 there under to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **Not Applicable**
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;- **Not Applicable**

- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;- **Not Applicable**
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;- **Not Applicable** and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable**
- (vi) Following Laws applicable specially to the Company:
  - (a) Environment (Protection) Act, 1986
  - (b) Air (Prevention and Control of Pollution) Act, 1981
  - (c) Water (Prevention and Control of Pollution) Act, 1974
  - (d) Hazardous Wastes (Management and Handling) Rules, 1989
  - (e) Labour Laws to the extent applicable
  - (f) Factories Act, 1948
  - (g) Industries (Development & Regulation) Act, 1951
  - (h) Trade Marks Act, 1999
  - (i) The Legal Metrology Act, 2009
  - (j) Competition Act, 2002
  - (k) The Bombay Shop & Establishment Act, 1948.
- (vii) We have also examined compliance with the applicable clauses of the following:
  - (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
  - (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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

**We further report that,** the company has filed the forms and returns with Ministry of Corporate Affairs / Registrar of Companies under Companies Act 2013 or other authorities under other applicable laws within the prescribed time.

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

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

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

**We further report that,** the compliance of COVID-19 guidelines issued by Central Government /State Government/ Local authorities has duly complied by the Company.



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

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

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

We further report that during the audit period, there were no other instances of

- a. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.
- b. Merger / amalgamation / reconstruction, etc.
- c. Foreign technical collaborations.

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

**Place: Navi Mumbai**

**Date: 27.05.2022**

**UDIN:F007195D000407287**

**For D. S. Momaya & Co.  
Company Secretaries**

**CS Divya Momaya  
Proprietor  
FCS No. 7195/ CP No. 7885**

## Annexure- I to Secretarial Audit Report

To,  
The Members,  
**Batliboi Limited,**

Our Secretarial Audit Report for the Financial Year ended 31st March, 2022 is to be read along with this letter.

### **Management's Responsibility**

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

### **Auditor's Responsibility**

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

### **Disclaimer**

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

**Place: Navi Mumbai**  
**Date: 27.05.2022**

**For D. S. Momaya & Co.**  
**Company Secretaries**

**CS Divya Momaya**  
**Proprietor**  
**FCS No. 7195/ CP No. 7885**



**ANNEXURE 'C' TO THE DIRECTORS REPORT****A. CONSERVATION OF ENERGY****Manufacturing facilities at UDHNA**

The steps taken by the company for utilizing alternate sources of energy: LED lights are installed in shop and assembly and this is ongoing process.

Steps Taken or impact on conservation of energy: Usual Switching off of utilities when not required

The capital investment on energy conservation equipment: The investment made was not of capital nature. It was of routine repair and maintenance.

**B. TECHNOLOGY ABSORPTION****I. Efforts made towards Technology Absorption:**

Company made efforts in introducing new technologies and developed new Products for Machine Tools and Air Engineering, which included regularly training of employees on New products and technologies introduced and sold by the Company.

**II. Benefits derived like product improvement, cost reduction, product development or import substitution on ongoing basis:****Textile Air Engineering :**

- 1) Laser machine was installed to improve quality, productivity and response time of production and cost. It will also reduce cost in 2022-23.
- 2) Shot blasting machine is under installation. It will improve surface finish of painted equipment.
- 3) Alternate sources have been developed for gear box and motors
- 4) Design developments have been made for various products to improve quality and efficiency. This is continuous process

**Machine Tool Group**

- 1) Installation of CH 80 vertical machining centre for productivity improvement.
- 2) Installation of CH 150 vertical machine centre for cost reduction and quality
- 3) Three new models of CNC turning centres introduced to improve market share

**III. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- NIL****IV. the expenditure incurred on Research and Development.- Rs. 1.60 crores****C. FOREIGN EXCHANGE EARNINGS AND OUTGO**

During the year ended 31<sup>st</sup> March, 2022, Foreign Exchange earnings were Rs. 1407.42 Lakhs and the Foreign exchange outgo was Rs.358.90 Lakhs.

**Annexure “D” to the Directors’ Report****Disclosure pursuant to Section 197 (12) of Companies Act, 2013 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

1. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the year 2021-22:

<b>Name of the Directors</b>	<b>Nature of Directorship</b>	<b>Ratio</b>	<b>Percentage increase in remuneration</b>
Mr. Nirmal Bhogilal	Chairman & Whole-Time Director	2.30:1	-
Mr. Sanjiv Joshi	Managing Director	19.81:1	-
Mr. E. A. Kshirsagar	Non-Executive Independent Director	-	-
Mr. Subodh Bhargava	Non-Executive Independent Director	-	-
Mr. Ameet Hariani	Non-Executive Independent Director	-	-
Mrs. Sheela Bhogilal	Non-Executive Non Independent Director	-	-
Mr. George Verghese	Non-Executive Independent Director	-	-
Mr. Kabir Bhogilal	Whole-Time Director	17.30:1	7%
Mr. Ghanshyam Chechani	Chief Financial Officer	NA	-
Mr. Ganpat Sawant (Resigned w.e.f June 10, 2021)	Company Secretary	NA	-
Ms. Pooja Mane (Appointed w.e.f August 06, 2021)	Company Secretary	NA	-

2. The percentage increase in the median remuneration of employees in the financial year: 22.50% for a period of three years
3. The number of permanent employees on the rolls of company: 332
4. Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:
- Average increase in the remuneration of the employees other than the Managerial Personnel is in line with the industry practice and is within the normal range. Further, there is marginal increase in the revenue in comparison with previous year and also reduction in cost due to economy measures under taken.
5. Affirmation that the remuneration is as per the remuneration policy of the company:
- The remuneration is as per the remuneration policy of the Company

**For and on behalf of the Board of Directors**

**Sanjiv Joshi**  
**Managing Director**  
**(DIN No. 08938810)**

**Place: Mumbai**  
**Date: 27.05.2022**

**ANNEXURE 'E' TO THE DIRECTORS REPORT**  
Statement pursuant to Rules 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sr. No	Name of the Employee	Designation of the Employee	Remuneration received in Rs.	Nature of Employment Weather contractual or otherwise	Qualification and Experience of the employee	Total Experience (years)	Date of Commencement of Employment	Age of employee	The last employment held by such employee before joining the company	the percent of equity shares held by the employee in the company with the meaning of clause (iii) of sub rule (2)	Whether such employee is a director or manager of the company, if so name of the director or manager
1	DANIEL VAZ	CEO-TAE	60,46,133 (Including Gratuity and Retirement Benefits)	Permanent	B.Tech [Aeronautical] (1985) / P-G Dip. in Mktg. Mgt. (1995) / Dip. in International Trade(1988)	37	02/01/2003	61	Kilburn Engineering	NIL	NO
2	JAI GOPAL AHUJA	General Manager- BTMG	11,29,910 (Including Gratuity and Retirement Benefits)	Permanent	B Tech. (Textile)	38	29/11/1999	61	-	NIL	NO
3	SANJIV JOSHI	Managing Director	49,56,000	Permanent	B.E. (Mechanical)	38	07/11/2020	61	Batilboi Environmental Engineering Ltd	NIL	NO
4	KABIR BHOGILAL*	Whole Time Director	43,27,400	Permanent	B.A.	19	01/08/2007	41	Associates Consultant	454176 Shares (1.58%)	Yes Nirmal Bhogilal and Sheela Bhogilal are parents of Kabir Bhogilal)
5	SIDHAM A.V.	CEO-BTMG	40,67,207	Permanent	Dip. in Engg. (Textile)(1986)	35	22/01/1990	57	Prakash Cottan Mill	NIL	NO
6	MANISH KAPOOR	Vice President-TAE	33,03,532	Permanent	BE Electronics, Diploma in Management	25	01/08/2018	50	Aesa Air Engineering Private Limited	NIL	NO
7	GHANSHYAM CHECHANI	CFO	25,25,400	Permanent	B.COM & CA	25	23/03/2021	54	JSW Global	NIL	NO
8	PRAMOD M. KOKATE	General Manager - BAE	25,20,467	Permanent	B.E. (Mechanical)	33	24/10/1989	54	-	NIL	NO
9	RAJKUMAR VISHNU KATKAR	Deputy General Manager - BTMG	25,20,467	Permanent	B Tech. (Textile)	25	20/09/2012	45	ATE	NIL	NO
10	K M DHILAWALA	Vice President-MTU	21,64,593	Permanent	BE Mechanical	39	18/10/1982	64	-	NIL	NO

\*Mr.Kabir Bhogilal was appointed as Whole Time Director of the Company from February 11, 2022 prior to which he held the office in the Company as CXO-Corporate Strategy

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management of Batliboi Limited presents the analysis of performance of your Company for the year ended 2021-2022 and its outlook for the future. This outlook is based on assessment of the current business environment and the expectations, estimates and projections of the Directors and Management of the Company. It may vary due to future economic and political development, both in the Indian and international economies and due to other factors beyond control.

### A. PERFORMANCE AND OUTLOOK

#### 1. Batliboi Textile Engineering Group

##### **Business Structure**

The Textile Engineering Group comprises of Air Engineering and Textile Machinery.

Air Engineering Division is a leading manufacturer of complete systems for humidification and waste collection for Textile Spinning, Weaving and Knitting plants.

Textile Machinery Division supplies high quality imported and indigenous machinery from leading global manufacturers to the Spinning, Knitting, Processing and Garmenting Sectors.

##### **Air Engineering Group:**

##### **Industry structure and developments**

The textile industry was buoyant and was undergoing capacity expansion with some new green field projects. Because of competition and unusual global increase in raw material prices margins remained under pressure.

##### **Opportunities and threats**

##### **Opportunities:**

The textile industry continues to do well and with introduction of the PLI scheme prospects of business continue to remain satisfactory and encouraging.

The textile industry in Bangladesh, Uzbekistan and nations in South East Asia are also offering good prospects for business.

##### **Threats Risk & Concern:**

The industry is dependent on global demand for textiles and cotton prices. Uncertainty of this could have an impact on this industry.

##### **Outlook**

With healthy order backlog the Company is optimistic.

##### **Internal Control System and their Adequacy**

The division has adequate internal controls in place.



## **Textile Machinery Group**

### **BTMG Performance and Outlook**

The textile machinery division caters to spinning, knitting and processing requirements of textile industry. The textile industry has done extremely well in the year under review with substantial expansion resulting in large investments. This division receives the benefits of this.

### **Opportunities, Threats and Outlook:-**

#### **Opportunities:**

- Expected investments in areas of Open End Spinning, Home textiles, Knits Casual wear, Technical Textiles for both domestic market as well export opportunities.
- Increased focus on high productive automated sustainable technologies.
- PLI Scheme

#### **Threats Risk & Concern:**

- Slow-down in European business due to Russia and Ukraine war situation investment decisions could be deferred.

#### **Outlook:**

We are cautiously optimistic barring any unforeseen circumstances of the above threat and resurgence of the pandemic.

## **2. Batliboi Machine Tool Group (BMTG)**

### **Business Structure**

The Machine Tool Group is engaged in manufacturing, selling/trading, and servicing of various types of metal forming and metal cutting machine tools.

**Manufacturing:** Batliboi manufactures CNC machines viz. Turning Centers, Vertical Machining Center, Vertical Turning Lathes and Double Column Machining Centers.

**Trading:** The Company is also engaged as an agency house representing various overseas reputed companies from Czech Republic, Belgium, Italy, Germany, South Korea, China and Taiwan as well local manufacturers of Metal Cutting and Metal Forming machine tools.

### **BMTG-MTT**

#### **Industry structure and developments**

Demand for Heavy Machine Tools came down drastically.

#### **Opportunities, Threats & Outlook**

##### **Opportunities**

With easing of pandemic and government initiatives of Make in India in all sectors of manufacturing industry it is expected that capital investment for machine tools will improve.

## **Threats, Risks and concerns**

Delay in decision making due to government policies may defer capital expenditure spending.

## **Outlook**

We are cautiously optimistic barring any unforeseen circumstances of the above threat and resurgence of the pandemic.

## **Internal Control system and their adequacy**

The division has adequate internal controls in place.

## **BMTG-MTU**

### **Business Structure**

#### **Manufacturing:**

Batliboi manufactures CNC machines viz. Turning Centers, Vertical Machining Center, Vertical Turning Lathes and Double Column Machining Centers.

### **Developments and Performance**

This division was able to improve market share with improvement in quality and introduction of three new models.

#### **Opportunities,**

With easing of pandemic and government initiatives of Make in India in all sectors of manufacturing industry it is expected that capital investment for machine tools will improve.

## **Threats, Risks and concerns**

Delay in decision making due to government policies as well as financing available for MSME sector may defer capital expenditure spending.

### **3. Quickmill Inc.**

#### **Business Structure;**

This 100% subsidiary of the company is headquartered in Peterborough, Canada and is engaged in the manufacture and sale of large size Gantry Drilling & Milling machines. It caters to the global market for the Energy, Structural Steel, Aviation, large equipment manufacturing and Job shop manufacturing sectors.

#### **Development & Performance;**

In spite of the pandemic it had a profitable year with increased revenue.

#### **Opportunities, threats & Outlook**

Barring any further disruptions from any further waves of the Pandemic the company expects to improve its performance as demand for capital goods has improved especially in North America, its main market





## B. HUMAN RESOURCES / INDUSTRIAL RELATIONS

The total number of permanent employees in the Company was 332 as on 31st March, 2022 . All employees fully participated in the vaccination program initiated by the Company.

The Company has in place Health, Safety and Environment policy for its manufacturing operations. The same is reviewed by the Board from time to time and appropriate actions are taken as directed.

Sr No	Summary of Training Program (2021-2022)	Date
1	Awareness about grinding safety	01/02/2022
2	General Safety Rules	15/02/2022
3	Housekeeping, team work and communication	22/03/2022

## CORPORATE GOVERNANCE REPORT

The Report on Corporate Governance for the financial year ended 31<sup>st</sup> March, 2022 containing, inter-alia, the matters as specified in Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is presented hereunder:

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance helps to serve corporate purposes by providing a framework within which stakeholders can pursue the objectives of the organization most effectively. The Company's philosophy on Corporate Governance is aimed at strengthening the confidence of the shareholders in the Company and building a long term relationship of trust with them by maintaining transparency and periodical disclosures. The Company believes in maintaining high standards of quality and ethical conduct in its operations.

The Company's Philosophy on Corporate Governance envisages the attainment of the high level of transparency and accountability in the functioning of the Company and the conduct of its business internally and externally, including its interaction with employees, shareholders, deposit-holders, creditors, consumers, institutional and other lenders and places due emphasis on regular compliance.

### 2. BOARD OF DIRECTORS

The Board of Directors (the "Board") of the Company is broad-based and consists of eminent individuals from industry, management, technical, financial, and legal field. The Company is managed by the Board of Directors in co-ordination with the Senior Management team. The composition and strength of the Board is reviewed from time to time for ensuring that it remains aligned with statutory as well as business requirements.

The Board comprises of an optimum combination of Executive, Non - Executive, Independent and Women Director as required under Companies Act, 2013 and Listing Regulations. As on 31<sup>st</sup> March, 2022, the Board comprises of eight (8) Directors, out of which Four (4) are Non - Executive Independent Directors, one (1) is non - executive woman director and three (3) are Executive Directors. The Chairman of the Board is an Executive Director.

The Composition, category, other Directorships and Committee memberships held by them are as under:

Name of Director	Category	*Directorship(s) held in other Indian Public Ltd Companies including Batliboi Ltd	**No. of membership of Board Committees	**No. of Board Committees for which Chair-person	No. of Shares held
Mr. Nirmal Bhogilal (DIN: 00173168)	Promoter Executive/ Chairman	3	3	1	11729713
Mr. Sanjiv Joshi (DIN: 08938810)	Executive/Managing Director	3	1	0	-
Mr. Subodh Bhargava (DIN: 00035672)	Non-Executive/ Independent	1	1	0	-
Mr. Ameet Hariani (DIN: 00087866)	Non-Executive/ Independent	9	4	3	-

Name of Director	Category	*Directorship(s) held in other Indian Public Ltd Companies including Batliboi Ltd	**No. of membership of Board Committees	**No. of Board Committees for which Chair-person	No. of Shares held
Mr.Eknath Kshirsagar (DIN: 00121824)	Non-Executive/ Independent	4	0	4	-
Mrs. Sheela Bhogilal (DIN: 00173197)	Promoter/ Non-Executive	2	0	0	841022
Mr. George Verghese (DIN: 00173251)	Non-Executive/ Independent	1	0	0	-
#Mr. Kabir Bhogilal (DIN: 02692222)	Executive/ Whole Time Director	4	1	0	454176

Note:

\*Excludes directorship in Private Companies, foreign companies, companies incorporated under Section 8 of the Companies Act, 2013 and alternate directorships.

\*\*For the purpose of considering the limit of Committee Memberships and Chairmanships of a Director, Audit Committee and Stakeholders Relationship Committee of Public Companies have been considered including Batliboi Limited. Committee Membership(s) & Chairmanship are counted separately.

#Mr. Kabir Bhogilal was appointed as a Whole Time Director w.e.f. 11<sup>th</sup> February, 2022

Name of other listed entities where Directors of the Company are Directors and the category of Directorship:

Sr. No	Name of Director	Name of listed entities in which the concerned Director is a Director	Category of Directorship
1.	Mr. Nirmal Bhogilal (DIN: 00173168)	Solara Active Pharma Sciences Ltd	Non-Executive Independent Director
		Eimco Elecon (India) Ltd	Non-Executive Independent Director
2.	Mr. Sanjiv Joshi (DIN: 08938810)	-	-
3.	Mr. Subodh Bhargava (DIN: 00035672)	-	-
4.	Mr. Ameet Hariani (DIN: 00087866)	Ras Resorts & Apart Hotels Ltd.	Non-Executive Independent Director
		Mahindra Lifespace Developers Ltd.	Non-Executive Independent Director
5.	Mr.Eknath Kshirsagar (DIN: 00121824)	Hawkins Cookers Ltd.	Non-Executive Independent Director
		JM Financial Ltd.	Non-Executive Independent Director
6.	Mrs. Sheela Bhogilal (DIN: 00173197)	-	-
7.	Mr. George Verghese (DIN: 00173251)	-	-
8.	Mr. Kabir Bhogilal# (DIN: 02692222)	-	-

#Mr. Kabir Bhogilal was appointed as a Whole Time Director w.e.f. 11<sup>th</sup> February, 2022

No Director is inter-se, related to any other director on the Board except Mr. Nirmal Bhogilal and Mrs. Sheela Bhogilal, who are related to each other as spouse and as parents to Mr. Kabir Bhogilal. No Director holds directorship in more than 20 companies or in more than 10 public companies.

### **Attendance of each Director at the Board Meetings and the Last Annual General Meeting.**

During the year ended 31<sup>st</sup> March, 2022, Four (4) Meetings of the Board of Director were held respectively on 28<sup>th</sup> May, 2021, 06<sup>th</sup> August, 2021, 12<sup>th</sup> November, 2021, and 11<sup>th</sup> February, 2022

Details of attendance of the directors at Board Meeting held in F.Y. 2021-22 and last Annual General Meeting held on 06<sup>th</sup> August, 2021.

<b>Sr. No.</b>	<b>Name of Director</b>	<b>No. of Board Meetings attended</b>	<b>AGM held on 06<sup>th</sup> August, 2021</b>
1.	Mr. Nirmal Bhogilal	4	Present
2.	Mr. Sanjiv Joshi	4	Present
3.	Mr. Ameet Hariani	4	Present
4.	Mr. EknathKshirsagar	4	Present
5.	Mr. Subodh Bhargava	4	Present
6.	Mr.George Verghese	4	Present
7.	Mrs.Sheela Bhogilal	4	Present
8.	#Mr. Kabir Bhogilal	0	N.A.

#Mr. Kabir Bhogilal was appointed as a Whole Time Director w.e.f 11<sup>th</sup> February, 2022 and since his appointment there was no other Board Meeting held till the conclusion of Financial Year.

### **Skills / Expertise / Competencies of the Board of Directors**

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with the Board Members:

- i) Knowledge on Company's businesses, policies and culture (including the Mission, Vision and Values), major risks / threats and potential opportunities and knowledge of the industry in which the Company operates
- ii) Behavioral skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company
- iii) Business Strategy, Sales & Marketing, Corporate Governance, Forex Management, Administration, Decision Making,
- iv) Financial and Management skills
- v) Technical / Professional skills and specialized knowledge in relation to Company's business

Given below is a list of core skills, expertise and competencies of the individual Directors:

Sr. No.	Name of Director	Knowledge on Company's businesses, policies and culture knowledge of the industry	Behavioral skills	Business Strategy, Sales & Marketing, Corporate Governance, Forex Management, Administration, Decision Making	Financial and Management	Technical/ Professional skills
1.	Mr. Nirmal Bhogilal	√	√	√	√	√
2.	Mr. Sanjiv Joshi	√	√	√	√	√
3.	Mr. Ameet Hariani	√	√	√	√	√
4.	Mr. Eknath Kshirsagar	√	√	√	√	√
5.	Mr. Subodh Bhargava	√	√	√	√	√
6.	Mr. George Verghese	√	√	√	√	√
7.	Mrs. Sheela Bhogilal	√	√	√	√	√
8.	Mr. Kabir Bhogilal	√	√	√	√	√

### Board procedures

Before each meeting, the Company sends to the Board of Directors, Agenda for the meeting, along with Minutes of Board/Committee meetings, comprehensive notes and information which is material for facilitating effective discussion and decision making at their meetings. Apart from this, financial MIS containing details of annual operating plans, budgets, updates, capital expenditure budgets and updates and other material information is presented as set out in Regulation 17 read with Part A of Schedule II of Listing Regulations to the Board and the Board Committees. The same are reviewed at length by the Board.

### 3. INDEPENDENT DIRECTORS

Independent Directors play an important role in the governance process of the Board. They bring together their expertise and experience on the deliberations of the Board which enriches the decision making process of the Board with different point of view and experiences and prevents conflict of interest in the decision making process.

The Independent Directors of the Company have been re-appointed for the consecutive period of five years commencing from 1<sup>st</sup> August, 2019 except Mr. George Verghese have been re-appointed for the consecutive period of five years commencing from 9<sup>th</sup> August, 2021. All the Independent Directors have furnished declarations stating that they meet the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, they fulfill the conditions of independence as specified in the Act and the Listing Regulations and are independent of the management. The terms and conditions for appointment of independent directors and a sample letter of appointment issued to them are posted on the Company's website: [www.batliboi.com](http://www.batliboi.com).

## **Familiarization Program for Independent Directors:-**

The Company familiarises its independent directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. The Company has also formulated a policy on Familiarisation Program for Independent Director which is published on the website of the Company and can be accessed through the website [www.batliboi.com](http://www.batliboi.com).

## **Meeting of Independent Directors:-**

The meeting of Independent Directors was held on 11<sup>th</sup> February, 2022 inter-alia to,

- Review the performance of Non - independent directors and Board of director as a whole; including committees of the Board.
  - Review the performance of the Chairperson.
  - Assess the quality, quantity and timeliness of flow of information between management and board of directors;
- Mr. Eknath Kshirsagar, Mr. Subodh Bhargava, Mr. Ameet Hariani and Mr. George Verghese were present in the meeting.

Assessment of Independent directors was shared with the Chairman of the Board, who had one to one feedback session with them.

## **4. COMMITTEES OF THE BOARD**

### **A. AUDIT COMMITTEE**

Audit Committee of the Company comprises of three Independent Directors. The Company Secretary of the Company acts as a Secretary to the Committee. The Composition of the Audit Committee and the details of meetings attended by the Committee members during the financial year ended 31<sup>st</sup> March, 2022 are given below:

Sr. No.	Name of the Member	Nature of membership	No. of Meetings during the financial Year 2021-2022	
			Held	Attended
1.	Mr. E. A. Kshirsagar	Chairman	4	4
2.	Mr. Subodh Bhargava	Member	4	4
3.	Mr. Ameet Hariani	Member	4	4

The Committee invites the Managing Director, Whole Time Director, Chief Financial Officer Statutory Auditor and Internal Auditor to attend the meeting. The members of the Audit Committee are financially literate and have experience in financial management. During the year ended 31<sup>st</sup> March, 2022, four (4) Audit Committee meetings were held on 28<sup>th</sup> May, 2021, 06<sup>th</sup> August, 2021, 12<sup>th</sup> November, 2021, and 11<sup>th</sup> February, 2022. The Company Secretary acts as the Secretary to the Audit Committee.

The terms of reference of the Audit Committee includes the following:

1. Overseeing the Company's financial reporting process and the disclosure of its financial Information to ensure that the financial statements are correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;



4. Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:
  - a. Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Act.
  - b. Changes, if any, in accounting policies and practices and reasons for the same.
  - c. Major accounting entries involving estimates based on the exercise of judgment by management.
  - d. Significant adjustments made in the financial statements arising out of audit findings.
  - e. Compliance with listing and other legal requirements relating to financial statements.
  - f. Disclosure of any related party transactions;
  - g. Modified opinion(s) in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the whistle blower mechanism;
19. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
20. To carry out any other function as is mentioned in the terms of reference of the audit committee.

The Audit committee shall mandatorily review the following information:

- (1) Management discussion and analysis of financial condition and results of operations;
  - (2) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
  - (3) Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - (4) Internal audit reports relating to internal control weaknesses; and
  - (5) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
  - (6) Statement of deviations:
    - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
    - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7).
21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
  22. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders

### **B. STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The Stakeholders Relationship Committee is governed by the provisions of Regulation 20 of Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **Functions**

The Committee meets to approve inter alia, transfer / transmission of shares, issue of duplicate share certificates and for considering and resolving the grievances of security holders of the company including redressal of investor complaints such as transfer or credit of securities, non- receipt of dividend / notice / annual reports, etc. and reviewing the following:

- a. Measures taken for effective exercise of voting rights by the Shareholders;
- b. Adherence to service standard adopted by the Company i.r.o. various services rendered by the Company's RTA;

- c. Measures and initiatives taken by the Company for reducing quantum of unclaimed dividends and ensuring timely receipt of annual report/ dividend warrant/ statutory notices by the shareholders of the Company.

Details of share transfers / transmissions approved by the Committee are placed at the Board Meetings from time to time. The Company maintains continuous interaction with the Registrar & Share Transfer Agents and takes proactive steps and actions for resolving complaints/queries of the shareholders/investors and also takes initiative in solving critical issues.

The Committee consists of three members and is chaired by a Non-Executive Independent Director.

#### Composition and meetings attended:

The Composition of the Committee and the number of meetings attended by the Committee members during the year ended 31<sup>st</sup> March, 2022 are given below:

Sr. No.	Name of the Member	Designation	No. of Meetings during the financial Year 2021-22	
			Held	Attended
1.	Mr. Ameet Hariani	Chairman	4	4
2.	Mr. Nirmal Bhogilal	Member	4	4
3.	Mr. Sanjiv Joshi	Member	4	4

During the year ended 31<sup>st</sup> March, 2022, Four (4) Stakeholders Relationship Committee meetings were held. The days on which the said meetings were held are as follows:

28<sup>th</sup> May, 2021, 06<sup>th</sup> August, 2021, 12<sup>th</sup> November, 2021, and 11<sup>th</sup> February, 2022.

Statement of various complaints received and resolved during the financial year 2021-22 is as follows:

Nature of Complaint	Opening balance as on April 01, 2021	Received during the year.	Resolved during the year	Closing Balance as on 31.03.2022
Non receipt of share certificates sent for Transfer, Demat, Deletion of name, Transmission, Transposition, Consolidation of folios & Share certificates / Non Receipt of Exchange certificates/dividend warrants	NIL	0	0	NIL

#### Compliance Officer:

Ms. Pooja Mane, Company Secretary of the Company acts as the Compliance Officer of the Company.

Mr. Ganpant Sawant resigned from the office of Company Secretary w.e.f June 10, 2021 and Ms. Pooja Mane was appointed as Company Secretary and Compliance officer of the Company from August 06, 2021

## C. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee comprises of three Independent Directors.

The Composition of the Nomination and Remuneration Committee and the details of meetings attended by its members are given below:

Sr. No.	Name of the Member	Designation	No. of Meetings held during the financial Year 2021-22	
			Held	Attended
1.	Mr. E. A. Kshirsagar	Chairman	3	3
2.	Mr. Subodh Bhargava	Member	3	3
3.	Mr. George Verghese *	Member	3	2

\*Due to the resignation of Mr. Vijay Kirloskar on 27th April, 2021 the Nomination and Remuneration Committee was re-constituted at the Board Meeting held on 28th May 2021 and Mr. George Verghese was appointed as the member of Nomination and Remuneration Committee.

During the year ended 31<sup>st</sup> March, 2022, Three (3) Nomination and Remuneration Committee meetings were held on 28<sup>th</sup> May, 2021, 06<sup>th</sup> August, 2021 and 11<sup>th</sup> February, 2022.

The broad terms of reference of the nomination and remuneration committee includes:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommending a policy to the Board, relating to the remuneration for the Directors, Key Managerial Personnel and other employees
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - a. use the services of an external agencies, if required;
  - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c. consider the time commitments of the candidates.
- Devise a policy on Board diversity.
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Recommend to the Board appointment of Key Managerial Personnel ("KMP" as defined by the Act) and executive team members of the Company (as defined by this Committee).
- Oversee familiarization programmes for directors.
- Grant of stock option to the eligible employees
- Administering the Employee Stock option Plan of the Company.
- Exercising the powers and performing the duties as prescribed under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

### Nomination & Remuneration Policy

The Nomination and Remuneration policy was revised on 30<sup>th</sup> January, 2016 in line with Part D Schedule II of SEBI (Listing Obligation & disclosure Requirements) Regulations, 2015

The compensation of the Managing Director, Chairman and Key Managerial Personnel is recommended by the Nomination & Remuneration Committee and is approved by the Board. It is directed towards rewarding performance based on review of achievements.

#### The Main objective of the Nomination & Remuneration policy is:

- Determining qualifications, positive attributes required for appointment of Directors, Key Managerial Personnel and Senior Management and also the criteria for determining the independence of a Director;
- Appointment, tenure, removal/retirement of Directors, Key Managerial Personnel and Senior Management;
- Determining remuneration (fixed and performance linked) payable to the Directors, Key Managerial Personnel and Senior Management; and
- Evaluation of the performance of the Board and its constituents. The key principles governing this Remuneration Policy are, as follows:

### Employees Stock Option Plan

Pursuant to the resolution passed by the members at the Extra-Ordinary General Meeting held on 13<sup>th</sup> December, 2011, the Company had formulated Employees Stock Option Plan (ESOP) with a view to encourage the employees to participate in the growth of the Company. Out of 28,68,255 options reserved under the ESOP, the Nomination and Remuneration Committee had granted 22,50,000 Options and 2,21,666 options lapsed during the year which were added back to the option reserved under ESOP. Option to be vested in future as on 31<sup>st</sup> March, 2022 is 2,16,666 No shares have been allotted under ESOP in the Financial Year 2021-22.

### Criteria of making payment to Non-Executive Directors of the Company

Company only pays sitting fees to its Non-Executive Directors (NEDs). Sitting Fees for attending Board Meeting and various Committee Meetings of the Company:

Particulars	Board Meeting	Audit Committee Meeting and Nomination and Remuneration Committee	Stakeholders Relationship Committee and Executive Committee
Sitting Fees	Rs. 15,000	Rs. 10,000	Rs. 5,000

The Company also reimburses out of pocket expenses incurred by the Directors for attending meetings.

### Pecuniary Relationship with the Non-Executive Directors:

None of the Non-Executive Directors has any pecuniary relationship or transaction with the Company.

Details of Remuneration and Sitting fees paid to the Directors during the financial year ended 31<sup>st</sup> March, 2022 are given below:-

(Figures in Rs.)

Name of the Director	Salary including perquisite*	Benefits	Commission	Sitting Fees	Details of fixed component and performance linked incentives, along with the performance criteria	Stock option details	Total	Service contract/ Notice period/ Severance fees
Mr. Nirmal Bhogilal	5,75,711	-	-	-	-	-	5,75,711	Five years contract and Notice Period Six months.
Mr. Sanjiv Joshi	49,56,000	-	-	-	-	-	49,56,000	Five years contract and Notice Period Six months.
Mr. Eknath Kshirsagar	-	-	-	1,30,000	-	-	1,30,000	For a term of upto five consecutive years.
Mr. Subodh Bhargava	-	-	-	1,30,000	-	-	1,30,000	For a term of upto five consecutive years.
Mr. Ameet Hariani	-	-	-	1,20,000	-	-	1,20,000	For a term of upto five consecutive years.
Mr. George Verghese	-	-	-	80,000	-	-	80,000	For a term of upto five consecutive years.
Mrs. Sheela Bhogilal	-	-	-	60,000	-	-	60,000	Liable to retire by rotation.
Mr. Kabir Bhogilal#	5,85,408	-	-	-	-	-	5,85,408	Five years contract and Notice Period Six months.

\* The perquisites include retirement benefits also.

#Mr. Kabir Bhogilal was appointed as a Whole Time Director w.e.f 11<sup>th</sup> February, 2022



### Performance Evaluation of the Independent Directors

Pursuant to the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), the Board has carried out the annual performance evaluation of independent directors in the Board meeting held on 27<sup>th</sup> May, 2022. A structured questionnaire was prepared covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance for the performance evaluation of Independent directors.

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations the Board has carried out performance evaluation of its own, evaluation of working of the committees & performance of all the Directors in the aforesaid manner.

### D. EXECUTIVE COMMITTEE

The Composition of the Committee and the number of meetings attended by the Committee members during the year ended 31<sup>st</sup> March, 2022 are given below:

Sr. No.	Name of the Member	Designation	No. of Meetings during the financial Year 2021-22	
			Held	Attended
1.	Mr. Nirmal Bhogilal	Chairman	14	14
2.	Mrs. Sheela Bhogilal	Member	14	13
3.	Mr. Sanjiv Joshi	Member	14	11
4.	Mr. K K Shah	Member	14	11

During the year ended 31<sup>st</sup> March, 2022, Fourteen (14) Executive Committee meetings were held. The days on which the said meetings were held are as follows:

01<sup>st</sup> April, 2021, 01<sup>st</sup> May, 2021, 03<sup>rd</sup> May, 2021, 01<sup>st</sup> June, 2021, 01<sup>st</sup> July, 2021, 01<sup>st</sup> September, 2021, 2<sup>nd</sup> November, 2021, 18<sup>th</sup> November, 2021, 22<sup>nd</sup> December, 2021, 10<sup>th</sup> January, 2022, 03<sup>rd</sup> February, 2022, 22<sup>nd</sup> February, 2022, 03<sup>rd</sup> March, 2022 and 28<sup>th</sup> March, 2022

#### Terms of Reference of the Executive Committee:

- To borrow money / Inter - Corporate Deposits.
- To grant loans or give guarantee or provide security in respect of loans
- To give authorization to execute/register the agreement/document of any nature
- To issue Specific Power of Attorney
- To authorize to appear, file, submit, execute any prescribed document/agreement to statutory/regulatory/ judicial or equivalent authorities
- To allot shares and issue share certificates
- To authorize to apply/execute for any kind of regulatory/statutory licenses/approvals.
- To authorize to transfer unpaid dividend to IEPF
- To authorize officials to appear before court / tribunal or any other authority on behalf of the company.
- Any other matter which can be delegated to the Executive Committee

The Committee consists of four members and is chaired by Executive Director.

## 5. GENERAL BODY MEETINGS:

Location and time, where last three Annual General Meetings were held are given below:

Financial Year	Date	Location of the Meeting	Time
2020-21	06 <sup>th</sup> August, 2021	Through Video Conferencing	3:00 P.M
2019-20	03 <sup>rd</sup> September, 2020	Through Video Conferencing	3.00 P.M
2018-19	31 <sup>st</sup> July, 2019	Maharashtra Chamber of Commerce, Industry & Agriculture, Babasaheb Dahanukar Hall, Oricon House, 6th Floor, 12, K Dubhash Marg, Kala Ghoda, Fort, Mumbai – 400001	3.00 P.M

- During the year, following special resolutions were passed:
  1. Re-appointment of Mr. Nirmal Bhogilal (DIN: 00173168) as a Whole-Time Director
  2. Re-appointment of Mr. George Verghese (DIN: 00173251) as an Independent Director of the Company
  3. Appointment of Mr. Sanjiv Joshi (DIN: 08938810) as a Managing Director
- At the AGM held on 03<sup>rd</sup> September, 2020, following special resolutions were passed:
  1. To create security by way of charge, mortgage, hypothecation or pledge of the moveable or immovable assets or properties of the Company
- At the AGM held on 31<sup>st</sup> July, 2019, following special resolutions were passed:
  1. Re-appointment of Mr. Ameet Hariani (DIN:00087866) as an Independent Director of the Company
  2. Re-appointment of Mr. Eknath Kshirsagar (DIN: 00121824) as an Independent Director of the Company
  3. Re-appointment of Mr. Subodh Bhargava (DIN: 00035672) as an Independent Director of the Company
  4. Re-appointment of Mr. Vijay Kirloskar (DIN: 00031253) as an Independent Director of the Company
- No Extraordinary General Meeting was held during the period under review.
- In the year 2021-22, following resolutions were passed by way of Postal Ballot:
  1. Appointment of Mr. Kabir Bhogilal (DIN: 02692222) as a Whole Time Director

The Company had sought the approval of the shareholders by way of a Special Resolution through notice of postal ballot dated **February 11, 2022** for appointment of Mr. Kabir Bhogilal as a Whole Time Director, which was duly passed and the results of which were announced on April 27, 2022. D.S. Momaya & Co., Practising Company Secretaries, was appointed as the Scrutinizer to scrutinize the postal ballot process only by voting through electronic means (remote e-voting) in a fair and transparent manner.



**Procedure for postal ballot:** The postal ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and read with the Circular No (1) 11/2020 dated March 24, 2020, (2) No 14/2020 dated April 8, 2020, (3) No 17/2020 dated April 13, 2020, (4) No 22/2020 dated June 15, 2020, (5) No. 33/2020 dated September 28, 2020, (6) No.39/2020 dated December 31, 2020, (7) No.10/2021 dated June 23, 2021 and (8) No.20/2021 dated December 08, 2021, issued by the Ministry of Corporate Affairs.

## 6. MEANS OF COMMUNICATION:

The quarterly, half-yearly and annual results are uploaded on the stock exchange website and also on the website of the Company [www.batliboi.com](http://www.batliboi.com). The results are also published in newspaper as under:

Year Ended 31 <sup>st</sup> March 2022	The Free Press Journal and Navshakti
Quarter / Nine Months ended 31 <sup>st</sup> December, 2021	The Free Press Journal and Navshakti
Quarter / Half year ended 30 <sup>th</sup> September, 2021	The Free Press Journal and Navshakti
Quarter Months ended 30 <sup>th</sup> June, 2021	The Free Press Journal and Navshakti

### Website of the Company;

The separate section of investor relation on the Company's website [www.batliboi.com](http://www.batliboi.com) has been provided, where information on quarterly, half yearly and yearly compliances are available. The Annual Report is also available on website of the Company.

## 7. GENERAL SHAREHOLDER INFORMATION:

- i) **Annual General Meeting** : Date and Time: 12th August, 2022 at 04:00 p.m. through Video Conferencing
- ii) **Financial Year** : 12 months ended 31st March, 2022
- iii) **Dividend Payment date** : N.A
- iv) **Stock Exchange** : BSE Limited  
P. J. Towers, Dalal Street, Mumbai - 400001
- v) **Stock Code** : 522004
- vi) **Registered Office** : Bharat House, 5 Floor, 104, Bombay Samachar Marg, Fort, Mumbai – 400 001.
- vii) **Date of Book Closure** : Saturday, 6th August 2022 to Friday, 12th August, 2022  
(both days inclusive)
- viii) **Listing** : Company's Equity shares are listed on BSE Ltd. P. J. Towers, Dalal Street, Mumbai - 400001.  
  
: The Company has paid Annual Listing fees to BSE Limited and Annual Custodian fees to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited CDSL for the Financial Year ended 31st March, 2022.

# Batliboi Ltd.

ix) Demat ISIN Number in NSDL / : INE 177C01022  
CDSL for Equity Shares.:

x) Scores : The Company is registered with SEBI Scores.

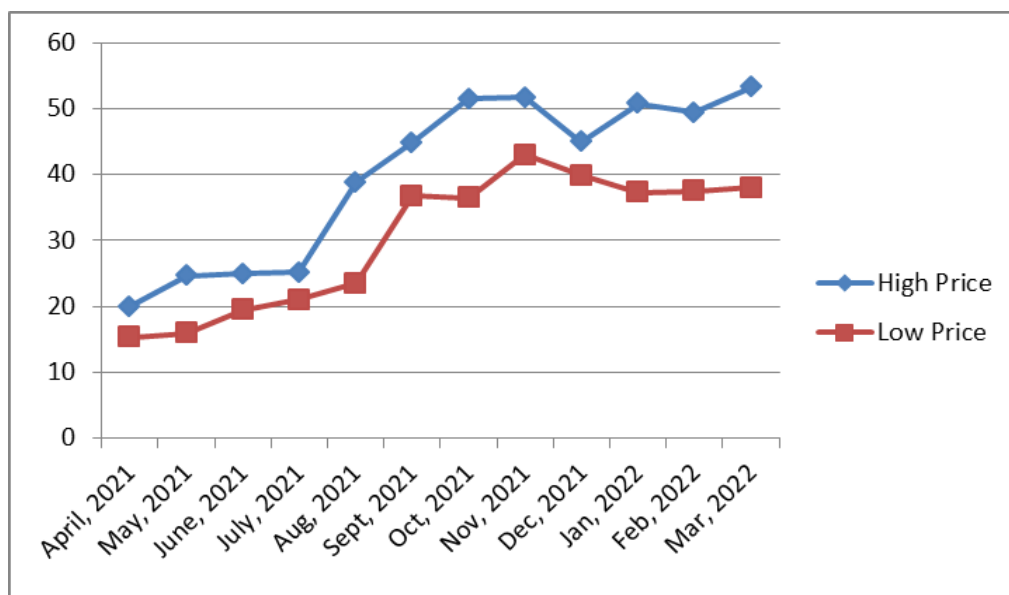
xi) Market Price Data : During the year ended 31 March, 2022, the highest market price and the lowest price for the Company's equity shares of face value of Rs.5/- recorded on BSE Ltd. were as follows:

## Price Range

Rate (Rs.)

BSE		
Month	High Price	Low Price
April, 2021	20.00	15.35
May, 2021	24.65	16.00
June, 2021	24.95	19.45
July, 2021	25.20	21.00
Aug, 2021	38.90	23.50
Sept, 2021	44.90	36.80
Oct, 2021	51.50	36.5
Nov, 2021	51.75	43.00
Dec, 2021	45.00	39.90
Jan, 2022	50.75	37.35
Feb, 2022	49.40	37.50
Mar, 2022	53.25	38.00

## Monthly high low (BSE)




i) **Distribution of Shareholding as on 31<sup>st</sup> March, 2022**

Sr. No.	Shares Range		Shares	% To Capital	No. Of Holders	% to total
	From	To				
1	1	1000	1692371	5.89	9632	94.30
2	1001	2000	400603	1.40	254	2.49
3	2001	4000	399723	1.39	135	1.32
4	4001	6000	320969	1.12	64	0.63
5	6001	8000	154362	0.54	22	0.22
6	8001	10000	247016	0.86	26	0.26
7	10001	20000	620900	2.16	42	0.41
8	20001	And above	24879939	86.64	39	0.38
<b>TOTAL</b>			<b>28715883</b>	<b>100.00</b>	<b>10214</b>	<b>100.00</b>

ii) **Shareholding Pattern as on 31<sup>st</sup> March 2022 (Face Value Rs.5/-)**

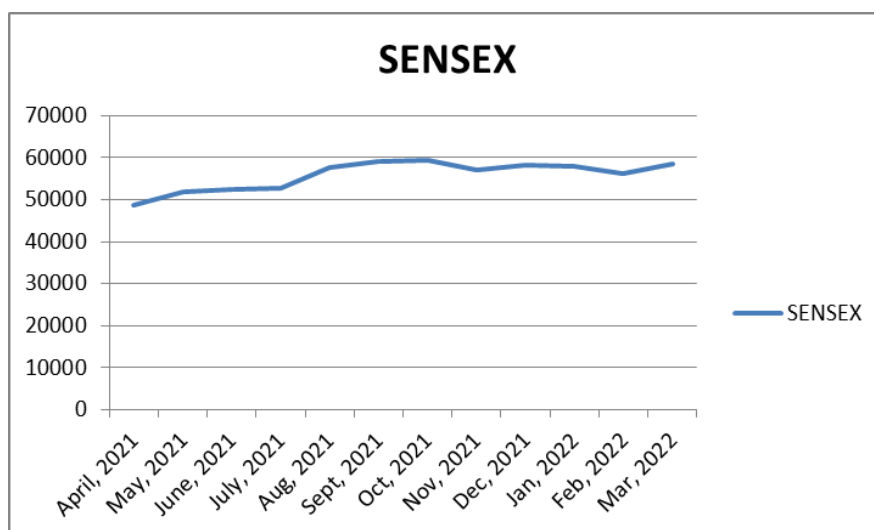
Category	No. of Shares	%
Promoter and Promoters Group	2,15,10,567	74.91
Financial Institution / Banks	800	0.00
Bodies Corporate	1006049	3.50
Foreign Investors(FIIs/NRIs/OCBs/Foreign Bank/ Foreign Corporate Bodies)	903283	3.14
Directors and their Relatives	0	0.00
Public	5295184	18.43
<b>Total</b>	<b>2,87,15,883</b>	<b>100.00</b>

iii) Registrar and Transfer Agents	:	Datamatics Business Solution Ltd., Plot No. A/16 & 17, MIDC Part B, Cross Lane, Marol, Andheri (East) Mumbai 400093. Tel no: 66712151 to 56
iv) Share Transfer System	:	Transfer of Shares held in Physical form is processed by Datamatics Business Solution Ltd and approved by the Managing Director or the Company Secretary pursuant to powers delegated by the Board of Directors.
v) Dematerialization of Shares	:	The Shares of the Company have been put on Compulsory Demat. As on 31 <sup>st</sup> March 2022, 1.79% shares are in physical form.
vi) Outstanding GDR/ ADR	:	NIL
vii) Commodity price risk or foreign exchange risk and hedging activities	:	NO
viii) Plant Location	:	P. O. Fateh Nagar, Surat Navsari Road, Udhna 394 220.

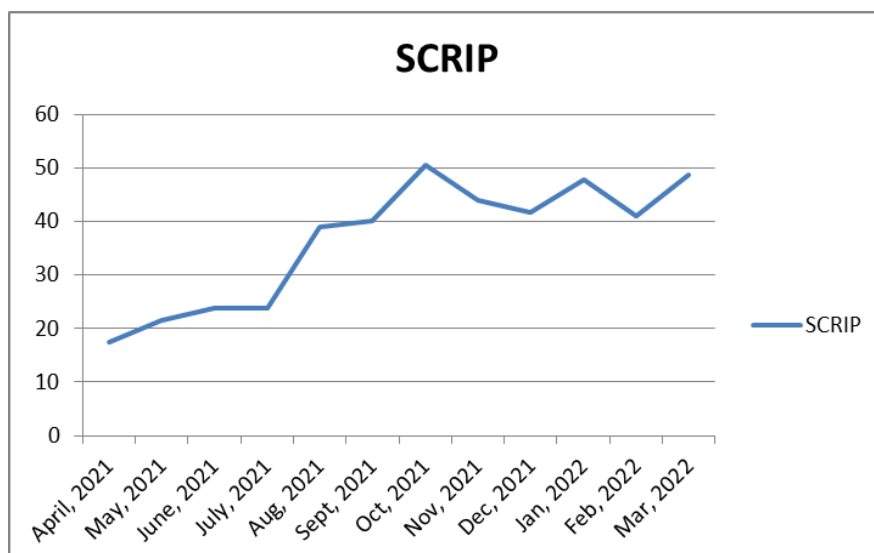
ix) Address for Correspondence	:	Bharat House, 5 <sup>th</sup> Floor 104, Mumbai Samachar Marg Fort, Mumbai 400001 Email id:- <a href="mailto:investors@batliboi.com">investors@batliboi.com</a> Telephone: 66378200 / 256 Fax : +91 (22) 22675601 Email id:- <a href="mailto:investors@batliboi.com">investors@batliboi.com</a> Website:- <a href="http://www.batliboi.com">www.batliboi.com</a>
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x) **Performance in comparison to broad-based indices**

**“Table A”**



**“Table B”**



Performance in comparison to Broad-Based indices can be understood from Table A and Table B



**xi) Commodity price risk or foreign exchange risk and hedging activities:**

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be given.

**8. OTHER DISCLOSURES:**

- a. Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large;

All the transactions entered during the financial year 2021-22 were in ordinary course of business and pricing was done on arms length basis.

The Audit Committee, during the financial year 2021-22 has approved the related party transaction along with granting omnibus approval in line with the related party policy approved.

The Audit Committee reviews on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approval granted. Pursuant to the Regulation 23 of Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), the Company has formulated a policy on Related Party Transaction which is published on the website of the Company at [www.batliboi.com](http://www.batliboi.com).

There were no materially significant transactions with related parties during the year which were in conflict with the interest of the Company. Suitable disclosure has been made in the notes to the financial statements.

- b. Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years;

There were no strictures or penalties were imposed on the Company by the Stock Exchange or the board or any statutory authority, on any matter related to Capital Market.

- c. Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel has been denied access to the audit committee;

With a view to maintain the high standards of transparency in Corporate Governance and in compliance with the Section 177 of the Companies Act, 2013 and Regulation 22 of Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), the Company has adopted Whistle blower policy and effective vigil mechanism system.

The Whistle blower mechanism enables employees and Directors to raise their concerns about any malpractice, impropriety or abuse at an early stage and in the right way, without fear of victimization, subsequent discrimination or disadvantage. The policy is intended to encourage and enable the employees and Directors to raise concerns within the Company than overlooking the issues keeping the organizations' interest in mind. The details of the policy are posted on the website. [www.batliboi.com](http://www.batliboi.com)

A Committee has been constituted which looks into the complaints raised and has not received any complaint for the financial year 2021-22. The Committee reports to Audit Committee and the Board.

- d. Subsidiary Companies

The Company has 3 subsidiaries namely Queen Project (Mauritius) Ltd, Quickmill Inc., and 760 Rye Street Inc.

Pursuant to the Regulation 24 of Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) the Company has adopted a policy for determining "material subsidiary" which is published on the website of the Company at [www.batliboi.com](http://www.batliboi.com).

Further the Audited Annual Financial Statements of Subsidiary Companies are tabled at the Audit Committee and Board Meetings of the Company and the Copies of the Minutes of the Board Meetings of Subsidiary are tabled at the subsequent Board Meeting of the Company.

- e. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements;

The Company has complied with all the applicable mandatory requirements relating to Corporate Governance under the Listing Regulations.

The status of adoption of Non - mandatory requirement provided under Schedule II (E) of the Listing Regulation is as below;

### **i. The Board**

This Clause is not applicable to the Company as the Chairman of the Board is an Executive Director.

### **ii. Shareholder Rights**

The Company publishes its quarterly/half yearly and annual financial results in English and Marathi newspapers. The financial results and significant events, if any, are communicated by the Company to the Stock Exchanges and are also uploaded on its website i.e. [www.batliboi.com](http://www.batliboi.com)

### **iii. Modified opinion(s) in audit report**

The Auditors report is with unmodified opinion.

### **iv. Separate posts of Chairman and Chief Executive Officer (CEO)**

The Company is having Executive Chairman Mr. Nirmal Bhogilal and Mr. Sanjiv Joshi as Managing Director.

### **v. Reporting of Internal Auditor**

The Company has appointed M/s CNK & Associates Chartered accountant as Internal Auditor of the Company report directly to the Audit Committee of the Company

- f. The Company has laid down the procedures to inform Board Members about the risk assessment and minimization procedures. The Board is periodically informed about business and other risks and its minimization procedures. Further there are no disclosures to be made with regards to commodity price risks and commodity hedging activities.
- g. The Quarterly Report on Corporate Governance Report, Statement of Investor Complaints, Shareholding pattern and financial results are posted on the Company's website [www.batliboi.com](http://www.batliboi.com)
- h. A certificate from a Company Secretary in practice has been received stating that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/Ministry of Corporate Affairs or any such statutory authority.

- i. During the year, details of fees paid/payable to the Statutory Auditors and all entities in the network firm/ network entity of which the Statutory Auditor is a part, by the Company and its subsidiaries, are given below:

(in Lakhs)

Particulars	By the Company*	By the Subsidiaries*	Total Amount
Audit Fees	42.42	-	42.42
Tax Matters	-	-	-
Certification	4.20	-	4.20
Reimbursement	-	-	-
Other Services	-	-	-
<b>Total</b>	<b>46.62</b>	<b>-</b>	<b>46.62</b>

\*The above fees are exclusive of applicable tax.

- j. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has complied with the applicable provisions of the aforesaid Act and the Rules framed thereunder, including constitution of the Internal Complaints Committee (ICC). The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the same is available on the Company's website at [www.batliboi.com](http://www.batliboi.com).

Status of complaints as on 31<sup>st</sup> March 2022:

1. Number of complaints filed during the financial year : NIL
2. Number of complaints disposed off during the financial year : NIL
3. Number of complaints pending at the end of the financial year : NIL

- k. The Company has complied with all the requirements of corporate governance as specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.
- l. Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/ companies in which directors are interested by name and amount':

	Particulars	Amount
a.	Loan and advances by Batliboi Ltd. to firms/companies in which directors are interested	Nil
b.	Loan and advances by Subsidiaries of Batliboi Limited to firms/companies in which directors are interested	
(i)	Quickmill Inc.	Nil
(ii)	760Rye Street Inc.	\$4,56,000

## 9. PREVENTION OF INSIDER TRADING

The Securities and Exchange Board of India (SEBI) notified SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 which came into effect from 01<sup>st</sup> April, 2019. Pursuant thereto, the Board of Directors of the Company has approved and adopted a new Code of Conduct for Prevention of Insider Trading which is posted on Company's website at [www.batliboi.com](http://www.batliboi.com)

This code prohibits the purchase or sale of Company's shares by the Director's, designated employees and connected persons, while in possession of unpublished price sensitive information in relation to the Company when the trading window is closed.

All the Board of Directors, designated employees and connected persons have affirmed their compliance with the Code.

## 10. CEO / CFO CERTIFICATION:

The MD and the CFO of the Company have submitted their Compliance Certificate to the Board of Directors in terms of Regulation 17(8) of Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) which is provided in this report.

## 11. RISK MANAGEMENT

The Company has procedures to inform Board of Directors about risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risk through the means of properly defined framework.

## 12. COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

As required by Schedule V of the Listing Regulations, the Auditor certificate on corporate governance is attached to this report.

## 13. RECONCILIATION OF SHARE CAPITAL AUDIT

As required by the Securities & Exchange Board of India (SEBI), quarterly audit of the Company's share capital is being carried out by an independent external auditor with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The Reconciliation of Share Capital Audit Report in terms of Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 obtained from M/s. Jayshree Dagli and Associates, Practicing Company Secretaries, Mumbai for quarter ended June 30, 2021 and M/s D.S. Momaya & Co, Practicing Company Secretaries, Navi Mumbai for remaining quarters of the Financial Year is filed with BSE Limited within the time specified in the regulations and is also placed before the Board of Directors for their noting.

## 14. CODE OF CONDUCT

The Board has laid down a Code of Conduct for all the Board Members and Senior Management of the Company which is posted on the website of the Company. As per the requirement of Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) the Board Members and Senior Management have affirmed compliance with the Code of Conduct.

The Code lays down the standard of conduct which is expected to be followed by the Directors and by the employees in their business dealings and in particular on matters relating to integrity in work place, in business practices and in dealing with stakeholders.

For and on behalf of the Board of Directors

**SANJIV JOSHI**  
**Managing Director**  
**(DIN: 08938810)**



To  
The Board of Directors,  
Batliboi Limited

**CERTIFICATE**  
***(Pursuant to Regulation 17(8) of SEBI (LODR), Regulations, 2015)***

We, the undersigned in our respective capacities as Managing Director and the Chief Financial Officer of Batliboi Limited ("the Company") to the best of our knowledge and belief hereby certify that:

- a. We have reviewed the financial statements and the cash flow statement for the financial year ended 31<sup>st</sup> March, 2022 and that to the best of our knowledge and belief, we state that:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative to the Code of Conduct adopted by the Company.
- c. We hereby declare that all the members of the Board of Directors have confirmed compliance with the Code of Conduct of the Company.
- d. We are responsible for establishing and managing internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to the financial reporting of the Company and we have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
- e. We have indicated, based in our most recent evaluation, wherever applicable, to the Auditors and the Audit Committee:
  - i. Significant changes, if any, in internal control over financial reporting during the year;
  - ii. Significant changes, if any, in the accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over the financial reporting.

Yours Faithfully,

**For Batliboi Limited**

**Sanjiv Joshi**  
**Managing Director**

**Place: Mumbai**  
**Date: 27.05.2022**

**For Batliboi Limited**

**Ghanshyam Chechani**  
**Chief Financial Officer**

## AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members  
The Batliboi Limited.

### INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

1. This certificate is issued in accordance with the terms of our engagement with The Batliboi Limited. ('the Company').
2. We have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31<sup>st</sup> March 2022, as per Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations').

### MANAGEMENTS' RESPONSIBILITY

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

### AUDITOR'S RESPONSIBILITY

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC), Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### OPINION

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 (the 'Listing Regulations').
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For Mukund M. Chitale & Co**  
**Chartered Accountants**  
**Firm Reg. No. 106655W**

**A. V. Kamat**  
**Partner**  
**M. No. – 039585**  
**Place: Mumbai**

**Date: 27th May 2022**  
**UDIN: 22039585AJSTFW5522**

**INDEPENDENT AUDITOR'S REPORT**

To the Members of Batliboi Limited

**Report on the Audit of the Standalone Ind AS Financial Statements****1. Opinion**

We have audited the Standalone Ind AS financial statements of Batliboi Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2022, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Standalone Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the 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 31st March, 2022, the loss and total other comprehensive income, changes in equity and its cash flows for the year ended on that date.

**2. Basis for Opinion**

We 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 Companies Act, 2013 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 on Standalone Ind AS financial statements.

**3. Emphasis of Matter**

We draw attention to Note 37 of the Standalone Ind AS financial statements, as regards to management's assessment of the financial impact of COVID – 19 pandemic situations on the Standalone Ind AS financial statements, the assessment thereof by the management of the Company based on its internal, external and macro factors, involving certain estimation uncertainties.

Our Opinion is not modified in respect of this matter.

**4. Key Audit Matters**

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

We have determined the matters described below to be the key audit matters to be communicated in our report.



Sr. No.	Key Audit Matter	Auditor's Response
1)	<p><u>Evaluation of Impairment of Investment made in Subsidiary –</u></p> <p>The Company has made investment in equity and preference shares of its wholly owned subsidiary Queen Project Mauritius Limited.</p> <p>It had impaired the investment in the subsidiary on the date of transition to Ind AS in view of the losses in its subsidiaries. The management has tested the impairment of its investment in subsidiaries as per Ind AS 109 -Financial Instruments as on 31<sup>st</sup> March, 2022. Based on internal analysis and estimation of the projected cash flow, the Company has not made any further impairment to the carrying amount of the investment value as on 31<sup>st</sup> March 2022.</p>	<p>We have carried out the following audit procedures to test the impairment of investment and checked the recognition, measurement and disclosure in respect of the same –</p> <ul style="list-style-type: none"> <li>a) Focused our testing on the impairment of investment in subsidiary and the key assumptions and estimates made by management.</li> <li>b) Audit procedures included an assessment of the controls over the impairment assessment process, evaluated the design of internal controls relating to the testing of impairment of assets and also tested the operating effectiveness of the aforesaid controls.</li> <li>c) Obtained understanding of management's estimation of recoverable amount of investment in subsidiary which have been determined by value in use.</li> <li>d) Verified and tested the future projected cash flow estimated by management to determine the value in use and recoverable amounts including assessment of the key cash flow assumptions based on historical performance and industry information.</li> <li>e) Assessed the appropriateness of the recognition, measurement and related disclosures of investment in Queens Projects Mauritius Limited.</li> </ul>
2)	<p><u>Evaluation of Contingent Liabilities –</u></p> <p>The Company has disclosed the contingent liability on account of sales tax, excise duty, TDS and claims not acknowledged as debts against the company relating to various business operations and human resource cases. The management has applied significant judgment to determine the possible outcome of these disputes and no provision relating to these liabilities has been taken in the financial statement as on 31<sup>st</sup> March 2022.</p> <p>Refer note 24 (a) of the Standalone Ind AS Financial Statements for disclosure of Contingent Liabilities.</p>	<p>We have carried out the following audit procedures:</p> <ul style="list-style-type: none"> <li>a) Evaluated the design and tested the operating effectiveness of the relevant controls, through combination of procedures involving inquiry and observation, reperformance and inspection of evidence in respect of operation of these controls to assess how the Company monitors the disputed tax liabilities, court cases, related developments and their assessment of the potential impact on the Company.</li> <li>b) For uncertain disputed taxes and court cases, obtained details of tax assessments, appeal order, court status, court orders and demands from management.</li> <li>c) Evaluated the management's underlying assumptions of the validity and adequacy of provisions for uncertain disputed taxes, court cases and evaluating the basis of determination of the possible outcome of the disputes. Also considered legal precedence and other rulings and read, where applicable, external advice sought by the Company for these uncertain disputed taxes, court cases and reviewed related correspondence in evaluating management's position on these uncertain disputed taxes and court cases.</li> </ul>

**5. Information other than the Standalone Ind AS financial statements and Auditor's report thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Directors Report, Corporate Governance Report and Management Discussion and Analysis, but does not include the Standalone Ind AS financial statements and our auditor's report thereon. The Annual report is expected to be made available to us after the date of this auditor's report.

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 Standalone Ind AS 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 in the audit or otherwise appears to be materially misstated.

When we read the other information included in the above reports, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance and determine the actions under the applicable laws and regulations.

**6. Responsibilities of Management and Those Charged with Governance for the Standalone Ind AS Financial Statements**

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

In preparing the Standalone Ind AS 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.

**7. Auditor's Responsibilities for the Audit of the Standalone Ind AS 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 Standard on Auditing 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 Standard on Auditing, we exercise professional judgment and maintain professional skepticism 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.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Ind AS 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 financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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.

### **8. Report on Other Legal and Regulatory Requirements**

- i) 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.

- ii) 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 Standalone Ind AS 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 Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flow and 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 Indian Accounting Standards 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 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
  - 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 Company has disclosed the impact of pending litigations on its financial position in its Standalone Ind AS financial statements – Refer Note 24(a) to the Standalone Ind AS financial statements.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;
    - iv. (a) The Management has represented that no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 40(i)(a) to Standalone Ind AS financial statements);

- (b) The Management has represented that no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 40(i)(b) to Standalone Ind AS financial statements); and
- (c) Based on audit procedures that have been considered reasonable and appropriate in the circumstances; nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Company has not paid dividend during the year and has not declared any dividend for the year, accordingly compliance with provisions of Section 123 of the Companies Act, 2013 is not applicable.

For Mukund M. Chitale & Co.  
Chartered Accountants  
Firm Reg. No. 106655W

Place: Mumbai  
Date: 27<sup>th</sup> May 2022

A. V. Kamat  
Partner  
M. No. – 039585  
UDIN - 22039585AJSSSQ3362

**Annexure A to the Independent Auditor's Report of even date on the Standalone Ind AS Financial Statements of Batliboi Limited****Referred to in paragraph [8(i)] under Report on Other Legal and Regulatory Requirements of our report of even date**

According to the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- i) a) A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of Right-of-use Assets.  
  
B) The Company has maintained proper records showing full particulars including quantitative details and situation of Intangible Assets.
- b) As per information and explanations given to us the Property, Plant and Equipment and Right-of-Use Assets have been physically verified by the management at reasonable intervals. In our opinion, the frequency of verification is reasonable having regard to the size of the operations of the Company and on the basis of explanations received no material discrepancies were noticed during the verification.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties included in Property, Plant and Equipment are held in the name of the Company.
- d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or Intangible Assets during the year
- e) According to the information and explanations given to us, no proceedings have been initiated or is pending against the Company during the year for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii) a) As per information and explanations given to us the inventory has been physically verified by the management at reasonable intervals. In our opinion, the frequency, coverage and procedure of verification by the management is reasonable and appropriate having regard to the size of the Company and nature of its business. The discrepancies noticed on verification between the physical stocks and the book records were not material and have been appropriately dealt with.
- b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rs. 5 crore, in aggregate, during the year, from banks on the basis of security of its current assets. We have observed differences / reconciliation items in the quarterly statements of current assets filed by the Company with such banks or financial institutions as compared to the books of account maintained by the Company. However, we have not carried out a specific audit of such statements. The details of such differences / reconciliation items are given in Note no. 22 (e) of the Standalone Ind AS financial statements of the Company.
- iii) The Company has not made any investments in or granted any loans or advances in nature of loans, secured and unsecured, to companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties. During the year, the Company has provided/renewed corporate guarantee in respect of credit facilities availed by one of its related parties from bank in respect of which:

- a) During the year the Company has not provided loans or advances in the nature of loans or stood guarantee, provided security to its subsidiaries or any other entity except for it has provided/renewed corporate guarantee in respect of credit facilities availed by one of its related parties from bank amounting to Rs. 1,140.24 lakhs as at 31st March 2022.
- b) The Company has not made any investment or provided any loans or advances in nature of loans during the year. In our opinion, guarantees provided, during the year is, prima facie, not prejudicial to the Company's interest.
- c) The Company has not provided loans or advances in the nature of loans hence reporting under paragraph 3(iii)(c) to (f) of the Order is not applicable to the Company.
- iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act in respect of loans, investments, guarantees, and security.
- v) The Company has not accepted any deposits from the public within the meaning of the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under hence reporting under paragraph 3(v) of the Order is not applicable to the Company.
- vi) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under Section 148(1) (d) of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed accounts and cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- vii) a) According to the records of the Company, during the year there have been delays on several occasions in depositing undisputed statutory dues such as provident fund, employee's state insurance, income tax, goods and service tax, duty of customs, cess and other statutory dues applicable to the Company with the appropriate authorities for certain part of the year which has been paid alongwith interest after the respective due dates. There were no undisputed amounts payable which are outstanding as on 31st March 2022 for a period of more than six months from the date they became payable.
- b) There are no dues of income tax, sales tax, service tax and duty of excise which have not been deposited on account of any dispute except the amount mentioned in the table given below:

Name of the Statute	Nature of Dues	Disputed Amount (In Lakhs)	Period to which it pertains	Forum where pending
Sales Tax Act of various states (Refer Note Below)	Sales Tax	65.23	F.Y. 1987 to F.Y. 2000	Sales Tax Appellate/Revisional Authority-up to Commissioner Level
	Sales Tax	53.08	-----"-----	Sales Tax Appellate Tribunal
Central Excise Act 1941 (Refer Note Below)	Excise Duty	2.47	F.Y 1995-97	Central Excise Appellate Tribunal



Name of the Statute	Nature of Dues	Disputed Amount (In Lakhs)	Period to which it pertains	Forum where pending
Customs Act	Custom Duty	36.04	F.Y. 2019-20	Additional Director General of Foreign Trade
Income Tax Act 1961	TDS	117.61	Prior to F.Y. 2015-16 to F.Y. 2021-22	Reflecting on TDS CPC website
<b>Total Rs</b>		<b>274.43</b>		

Note - The Company has filed appeals against the respective order and has paid Rs. 40.40 Lakhs against the dispute.

viii) According to the information and explanations given to us, there are no transactions which have not been recorded in the books of account but have been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

- ix) a) According to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings or in the payment of interest thereon to any lender.
- b) Basis the information and explanation provided to us, the Company has not been declared a willful defaulter by any bank or financial institution or other lender.
- c) According to the information and explanations given to us and to the best of our knowledge and belief, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained, other than temporary deployment pending application of proceeds.
- d) On an overall examination of the financial statements of the Company, funds raised on short-term basis do not seem to have been used during the year for long-term purposes.
- e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- f) According to the information and explanations given to us, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries.
- x) a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under paragraph 3 (x)(a) of the Order is not applicable to the Company.
- b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and hence reporting under paragraph 3 (x)(b) of the Order is not applicable to the Company.
- xi) a) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the Standalone Ind AS financial statements and according to the information and explanations given by the management, we report that no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

- b) No report under sub-section (12) of section 143 of the Act has been filed in Form ADT- 4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report by the Statutory auditors.
- c) According to the information and explanations given to us and to the best of our knowledge, there were no whistle blower complaints received by the Company during the year.
- xii) The Company is not a Nidhi Company and hence reporting under paragraph 3 (xii) of the Order is not applicable to the Company.
- xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and the details have been disclosed in the notes to the Standalone Ind AS financial statements, as required by the applicable accounting standards.
- xiv) a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.  
b) We have taken into consideration, the internal audit reports for the period under audit issued to the Company till the date while determining the nature, timing and extent of audit procedures.
- xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with them as referred to in section 192 of the Act. Thus, paragraph 3(xv) of the Order is not applicable to the Company.
- xvi) a) According to the information and explanation given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India (RBI) Act, 1934. Hence, reporting under paragraph 3(xvi)(a) and (b) of the Order is not applicable to the Company.  
b) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India and hence reporting under paragraph 3 (xvi)(c) of the Order is not applicable.  
c) According to the information and explanations given to us, there is no CIC in the Group.
- xvii) The Company has incurred cash losses in the current financial year and in the immediately preceding financial year amounting to Rs. 310.15 Lakhs and Rs. 301.14 Lakhs respectively.
- xviii) There has been no resignation of the Statutory Auditors of the Company during the year.
- xix) According to the information and explanations given to us and 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, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of Balance Sheet as and when they fall due within a period of one year from the Balance Sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.



xx) Provisions of Section 135 of the Companies Act, 2013 is not applicable to the Company hence reporting under paragraph 3(xx)(a) and (b) is not applicable to the Company.

For Mukund M. Chitale & Co.  
Chartered Accountants  
Firm Reg. No. 106655W

Place: Mumbai  
Date: 27<sup>th</sup> May 2022

A. V. Kamat  
Partner  
M. No. – 039585  
UDIN - 22039585AJSSSQ3362

## **Annexure B to the Independent Auditors' Report of even date on the Standalone Ind AS financial statements of Batliboi Limited**

**Referred to in paragraph [8(ii)(f)] under Report on Other Legal and Regulatory Requirements of our report of even date**

### **Report on the Internal Financial Control Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

#### **Opinion**

We have audited the internal financial controls over financial reporting of Batliboi Limited ("the Company") as of 31st March, 2022 in conjunction with our audit of the Standalone Ind AS financial statements of the Company for the year ended on that date.

In our opinion, to the best of our information and according to the explanations given to us the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022 based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India.

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

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

#### **Auditors' Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Standalone Ind AS financial



statements, whether due to fraud or error.

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

### **Meaning of Internal Financial Controls Over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the Company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone Ind AS financial statements.

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

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

For Mukund M. Chitale & Co.  
Chartered Accountant  
Firm Reg. No. 106655W

Place: Mumbai  
Date: 27<sup>th</sup> May 2022

A. V. Kamat  
Partner  
M. No. – 039585  
UDIN - 22039585AJSSSQ3362

## BALANCE SHEET AS AT 31ST MARCH, 2022

(Rs. In Lakhs)

Particulars		Notes	As at 31-Mar-22	As at 31-Mar-21
<b>ASSETS</b>				
<b>1</b>	<b>Non-current assets</b>			
(a)	Property, Plant and Equipment	5	18,444.44	18,599.04
(b)	Capital work-in-progress	5	160.56	23.79
(c)	Right of use assets	6	179.70	99.03
(d)	Other Intangible assets	5	15.06	28.29
(e)	Financial Assets			
i.	Investments	7	537.16	571.03
ii.	Trade receivables	8.1	376.78	190.43
iii.	Loans	8.2	0.40	0.76
(f)	Other non-current assets	8.3	100.62	102.13
	<b>Total Non current Assets</b>		<b>19,814.72</b>	<b>19,614.50</b>
<b>2</b>	<b>Current assets</b>			
(a)	Inventories	9.1	2,243.62	1,511.98
(b)	Financial Assets			
i.	Trade receivables	9.2	1,144.71	1,055.52
ii.	Cash and cash equivalents	9.3	8.47	6.14
iii.	Bank balances other than (ii) above	9.4	34.39	53.34
iv.	Loans	10.1	1.02	7.93
v.	Others	10.2	278.10	317.34
(c)	Current Tax Assets (Net)	10.3	60.63	61.76
	<b>Total current Assets</b>		<b>3,770.94</b>	<b>3,014.01</b>
<b>3</b>	<b>Non Current Asset Held for Sale</b>	11	1,779.39	1,779.39
	<b>Total Assets</b>		<b>25,365.05</b>	<b>24,407.90</b>
<b>EQUITY AND LIABILITIES</b>				
<b>1</b>	<b>Equity</b>			
(a)	Equity Share capital	12.1	1,435.79	1,435.79
(b)	Other Equity	12.2	9,660.61	10,283.84
	<b>Total Equity</b>		<b>11,096.40</b>	<b>11,719.63</b>
<b>2</b>	<b>Non-current liabilities</b>			
(a)	Financial Liabilities			
i.	Borrowings	13.1	3,602.36	3,787.59
ii.	Lease Liabilities	34	123.93	66.41
iii.	Trade payables			
	Total outstanding dues of micro enterprises and small enterprises	13.2	11.90	26.32
	Total outstanding dues of creditors other than micro enterprises and small enterprises	13.2	192.86	299.57
iv.	Other financial liabilities	13.3	414.11	378.22
(b)	Provisions	13.4	367.32	376.84
(c)	Deferred tax liabilities (Net)	14	1,298.35	1,090.97
	<b>Total Non-current liabilities</b>		<b>6,010.83</b>	<b>6,025.92</b>
<b>3</b>	<b>Current liabilities</b>			
(a)	Financial Liabilities			
i.	Borrowings	15.1	3,007.10	3,104.67
ii.	Lease Liabilities	34	68.02	43.67
iii.	Trade payables			
	Total outstanding dues of micro enterprises and small enterprises	15.2	479.81	398.36
	Total outstanding dues of creditors other than micro enterprises and small enterprises	15.2	1,656.64	1,330.11
(b)	Other current liabilities	15.3	2,958.57	1,680.52
(c)	Provisions	15.4	87.68	105.02
	<b>Total Current liabilities</b>		<b>8,257.82</b>	<b>6,662.35</b>
	<b>Total Equity and Liabilities</b>		<b>25,365.05</b>	<b>24,407.90</b>

The Notes on Accounts form integral part of Financial Statements 1 to 42

As per our report of even date

For **Mukund M. Chitale & Co.**

Chartered Accountants

Firm Reg. No : 106655W

**A.V. Kamat**

(Partner)

M. No. 039585

Place : Mumbai

Date : 27th May 2022

For and On Behalf of the Board of Directors

**NIRMAL BHOGILAL**

Chairman

DIN No. 00173168

**GHANSHYAM CHECHANI**

Chief Financial Officer

**SANJIV JOSHI**

Managing Director

DIN No. 08938810

**POOJA MANE**

Company Secretary


**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2022**

(Rs. In Lakhs)

Particulars	Notes	Year ended 31-03-2022	Year ended 31-03-2021
<b>INCOME</b>			
I Revenue From Operations	16	14,606.94	9,404.72
II Other Income	17	266.55	367.51
<b>III Total Income (I+II)</b>		<b>14,873.49</b>	<b>9,772.23</b>
<b>IV EXPENSES</b>			
Cost of materials consumed	18.1	5,765.65	3,862.76
Purchases of Stock-in-Trade	18.2	4,035.97	1,696.71
Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	18.3	(333.57)	227.89
Employee benefits expense	19	2,262.40	1,653.52
Finance costs	20	793.71	842.70
Depreciation and amortization expense	5 & 6	297.72	292.64
Other expenses	21	2,521.89	1,888.49
<b>Total expenses (IV)</b>		<b>15,343.77</b>	<b>10,464.71</b>
<b>V Profit/(loss) before exceptional items and tax (III-IV)</b>		<b>(470.28)</b>	<b>(692.48)</b>
<b>VI Exceptional Items</b>		-	-
<b>VII Profit/(loss) before tax (V-VI)</b>		<b>(470.28)</b>	<b>(692.48)</b>
<b>VIII Tax expense:</b>			
(1) Current tax		-	-
(2) Earlier year tax		(1.92)	-
(3) Deferred tax credit / (charge)	14	(80.07)	94.63
(4) Mat credit Reversed		(111.89)	-
<b>IX Profit (Loss) for the year</b>		<b>(664.16)</b>	<b>(597.85)</b>
<b>X Other Comprehensive Income</b>			
A) (i) Items that will not be reclassified to profit or loss			
Actuarial gain/(loss) on employee defined benefits		59.28	9.68
(ii) Income tax relating to items that will not be reclassified to profit or loss			
Deferred Tax impact on above	14	(15.41)	(2.52)
B) (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
<b>XI Total Comprehensive Income for the year (IX+X) (Comprising Profit (Loss) and Other Comprehensive Income for the year)</b>		<b>(620.29)</b>	<b>(590.69)</b>
<b>XII Earnings per equity share:</b>	28		
(1) Basic		(2.31)	(2.08)
(2) Diluted		(2.31)	(2.08)

The Notes on Accounts form integral part of Financial Statements 1 to 42

As per our report of even date

For **Mukund M. Chitale & Co.**

Chartered Accountants

Firm Reg. No : 106655W

**A.V. Kamat**

(Partner)

M. No. 039585

Place : Mumbai

Date : 27th May 2022

For and On Behalf of the Board of Directors

**NIRMAL BHOGILAL**

Chairman

DIN No. 00173168

**GHANSHYAM CHECHANI**

Chief Financial Officer

**SANJIV JOSHI**

Managing Director

DIN No. 08938810

**POOJA MANE**

Company Secretary



## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2022

### A) Equity Share Capital

(Rs. In Lakhs)

Particulars	Note	Amounts
As at 1st April 2020		1,435.79
Changes in Equity Share capital during the year		-
As at 31st March, 2021		1,435.79
Changes in Equity Share capital during the year		-
As at 31st March, 2022	12.1	1,435.79

### B) Other Equity

(Rs. In Lakhs)

Particulars	Reserves and Surplus								Total
	Capital Reserve	Capital Redemption Reserve	Securities Premium	General Reserve	Employee Stock Option Reserve	Investment Allowance Reserve	Other Comprehensive Income	Retained Earnings	
As at 1st April 2020	25.00	160.60	396.59	1,162.92	63.87	63.05	(57.49)	9,078.47	10,893.01
Profit / (Loss) for the year	-	-	-	-	-	-	-	(597.85)	(597.85)
Accrual of Employee Compensation cost	-	-	-	-	(18.48)	-	-	-	(18.48)
Total Comprehensive Income for the year	-	-	-	-	-	-	7.16	-	7.16
As at 31st March 2021	25.00	160.60	396.59	1,162.92	45.39	63.05	(50.33)	8,480.62	10,283.84
Profit / (Loss) for the year	-	-	-	-	-	-	-	(664.16)	(664.16)
Accrual of Employee Compensation cost	-	-	-	-	(2.94)	-	-	-	(2.94)
Total Comprehensive Income for the year	-	-	-	-	-	-	43.87	-	43.87
As at 31st March 2022	25.00	160.60	396.59	1,162.92	42.45	63.05	(6.46)	7,816.46	9,660.61

The Notes on Accounts form integral part of Financial Statements 1 to 42

As per our report of even date

**For Mukund M. Chitale & Co.**  
Chartered Accountants  
Firm Reg. No : 106655W

For and On Behalf of the Board of Directors

**NIRMAL BHOGILAL**  
Chairman  
DIN No. 00173168

**SANJIV JOSHI**  
Managing Director  
DIN No. 08938810

**A.V. Kamat**  
(Partner)  
M. No. 039585

**GHANSHYAM CHECHANI**  
Chief Financial Officer

**POOJA MANE**  
Company Secretary

Place : Mumbai  
Date : 27th May 2022


**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2022**
**(Rs. In Lakhs)**

	Year Ended 31-03-2022		Year Ended 31-03-2021	
<b>I. CASH FLOW ARISING FROM OPERATING ACTIVITIES:</b>				
<b>Net Profit / (Loss) Before Tax</b>	<b>(470.28)</b>		<b>(692.48)</b>	
<b>Add Back:</b>				
a) Depreciation	297.72		292.64	
b) Interest Expense	668.65		716.72	
c) Interest on Lease Liabilities	11.83		11.82	
d) Loss on Sale/Disposal of Assets	3.69		5.13	
e) Bad Debts	13.17		27.31	
f) Provision for Doubtful Debts/Advances	6.77		193.18	
g) Gratuity and Leave Encashment Provision	95.07		74.79	
h) Foreign Exchange Loss	29.97		16.89	
i) Employee Stock Option Reserve	(2.93)	1,123.94	(18.49)	1,319.99
<b>Deduct:</b>				
a) Interest Income	14.77		4.88	
b) Unclaimed Credit Balances Appropriated	140.12	154.89	175.88	180.76
<b>Operating Profit Before Working Capital Changes</b>	<b>498.77</b>		<b>446.75</b>	
Add/ Deduct :				
a) Decrease/ (Increase) in Inventories	(731.64)		392.60	
b) Decrease/ (Increase) in Trade Receivables and Advances	(288.22)		(184.21)	
c) Decrease/ (Increase) in Other Current Assets	74.62		93.74	
d) Increase/ (Decrease) in Trade and Other Payables	1,677.89	732.65	(105.77)	196.36
	<b>1,231.42</b>		<b>643.11</b>	
Income Taxes Paid / (Refund) (net)	0.79		11.73	
<b>Net Cash Inflow / (Outflow) from Operations (A)</b>	<b>1,230.63</b>		<b>631.38</b>	
<b>II. CASH FLOW ARISING FROM INVESTING ACTIVITIES:</b>				
a) Interest Income	14.77		4.88	
b) Proceeds from Sale of Fixed Assets	14.88		0.01	
c) Acquisition of Fixed Assets	(233.68)		(36.35)	
d) Decrease/ (Increase) in Bank Deposits	18.94	(185.09)	38.65	7.19
<b>Net Cash Inflow / (Outflow) in Course of Investing Activities(B)</b>	<b>(185.09)</b>		<b>7.19</b>	

	Year Ended 31-03-2022		Year Ended 31-03-2021	
<b>III. CASH FLOW ARISING FROM FINANCING ACTIVITIES:</b>				
a) Proceeds from/ (Repayment of) in Long Term Borrowings	(222.66)		216.94	
b) Proceeds from/ (Repayment of) in Short Term Borrowings	(97.57)		(121.23)	
c) Payment of Lease Liabilities (including interest on lease liabilities)	(62.17)		(59.80)	
d) Interest Paid	(660.81)	(1,043.21)	(709.91)	(674.00)
<b>Net Cash Inflow/(Outflow) in Course of Financing Activities (C)</b>		<b>(1,043.21)</b>		<b>(674.00)</b>
<b>Net Increase/(Decrease) in Cash/Cash Equivalents (A+B+C)</b>		<b>2.33</b>		<b>(35.43)</b>
Add: Cash/Cash Equivalents at the beginning of the year		6.14		41.57
Cash/Cash Equivalents at the end of the year		<b>8.47</b>		<b>6.14</b>
<b>Consists of:</b>				
Cash in Hand		4.58		3.63
Bank Balance		3.89		2.51
<b>Closing Cash at the end of the year</b>		<b>8.47</b>		<b>6.14</b>

## Note - 1

As required by Ind AS 7 "Statement of Cash Flows", reconciliation between opening and closing balances in the balance sheet for liabilities arising from financing activities is given in note 36 of the financial statements.

The Notes on Accounts form integral part of Financial Statements 1 to 42

As per our report of even date

**For Mukund M. Chitale & Co.**  
Chartered Accountants  
Firm Reg. No : 106655W

**A.V. Kamat**  
(Partner)  
M. No. 039585

Place : Mumbai  
Date : 27th May 2022

For and On Behalf of the Board of Directors

**NIRMAL BHOGILAL**  
Chairman  
DIN No. 00173168

**GHANSHYAM CHECHANI**  
Chief Financial Officer

**SANJIV JOSHI**  
Managing Director  
DIN No. 08938810

**POOJA MANE**  
Company Secretary



## NOTES FORMING PART OF FINANCIAL STATEMENTS

### Note No. 1

#### Company Overview

Bataliboi Limited is engaged in manufacture and trading of machine tool and textile engineering machines. The Registered Office of the Company is situated in Mumbai. Its shares are listed on Bombay Stock Exchange (BSE).

### Note No. 2

#### Basis for preparation and measurement:

i. Basis of preparation:

The Financial Statements are prepared in accordance with and in compliance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (Act) read with Rule 4A of Companies (Accounts) Second Amendment Rules, 2015, Companies (Indian Accounting Standards) Rules, 2015 and the other relevant provisions of the Act and Rules thereunder.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

ii. Basis of measurement:

The financial statements have been prepared on accrual basis and in accordance with historical cost convention basis, except for certain financial assets and financial liabilities which have been measured at fair value in accordance with Ind AS. All assets and liabilities are classified into current and non-current generally based on the nature of product/activities of the Company and the normal time between acquisition of assets/liabilities and their realisation/settlement in cash or cash equivalent. The Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

iii. Presentation of Financial Statements:

The Balance Sheet, Statement of Profit and Loss, Statement of Changes in equity and Cash Flow Statement are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 ("the Act"). The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified Accounting Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

iv. Functional and presentation Currency:

The Company's presentation and functional currency is Indian Rupees (₹) and all values are rounded off to the nearest lakhs (INR 00,000), except when otherwise indicated.

### Note No. 3

#### Use of Judgement, Assumptions and Estimates

The preparation of the Company's financial statements requires management to make informed judgements, reasonable assumptions and estimates that affect the amounts reported in the financial statements and notes

## NOTES FORMING PART OF FINANCIAL STATEMENTS

thereto. Uncertainty about these could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in the future periods. These assumptions and estimates are reviewed periodically based on the most recently available information. Changes in accounting estimates are reflected in the financial statements in the period in which changes are made and if material, their effects are disclosed in the notes to the financial statements.

In the assessment of the Company, the most significant effects of use of judgments and/or estimates on the amounts recognized in the financial statements relate to the following areas:

- Financial instruments;
- Useful lives of property, plant and equipment;
- Valuation of inventories;
- Measurement of recoverable amounts of assets / cash-generating units;
- Assets and obligations relating to employee benefits;
- Evaluation of recoverability of deferred tax assets;
- Leases;
- Assets Held for sale; and
- Provisions and Contingencies.

### **Note No. 4.1**

#### **SIGNIFICANT ACCOUNTING POLICIES:**

##### **A. Property, plant & equipment**

- a) The cost of an item of property, plant and equipment is recognized as an asset only if it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably.
- b) Property, plant and equipment are stated at cost net of tax / duty credit availed, less accumulated depreciation and accumulated impairment loss, if any.
- c) The initial cost of an asset comprises its purchase price or construction cost (including import duties and non-refundable taxes), any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management estimate of any decommissioning obligation (if any) and the applicable borrowing cost till the asset is ready for its intended use.
- d) Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.
- e) Where the cost of a part of asset ("asset component") is significant to total cost of the asset and useful life of that part is different from the useful life of the remaining asset, useful life of that significant part is determined separately and such asset component is depreciated over its separate useful life.
- f) An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds if any and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised.

**NOTES FORMING PART OF FINANCIAL STATEMENTS**

- g) Spare parts which meet the definition of property plant and equipment are capitalized as property, plant and equipment. In other cases, the spare parts are inventorised on procurement and charged to Statement of Profit and Loss on issue/consumption.
- h) When significant parts of property, plant and equipment are required to be replaced at intervals, the Company derecognises the replaced part and recognises the new part with its own associated useful life and it is depreciated accordingly. All other repair and maintenance cost are recognised in the Statement of Profit and Loss as and when incurred.
- i) Property, Plant and Equipment which are not ready for intended use as on date of Balance Sheet are disclosed as 'Capital Work in Progress'.
- j) On transition to Ind AS Land, Building and Plant and Machinery has been measured at fair value as deemed cost as per the option available to the Company in accordance with Ind AS 101 – First Time Adoption of Indian Accounting Standard.

**B. Depreciation**

- a) i) For Manufacturing unit at Udhna and Windmill:

Depreciation on property, plant and equipment is provided on the straight line basis over the useful lives of assets (after retaining the residual value of up to 10% for factory building, plant and machinery and 5% for other assets). The useful lives determined are in line with the useful lives as prescribed in the Schedule II of the Act except in case of Factory Building. In case of Factory Building depreciation is provided over their remaining useful life as on the date of transition to Ind AS.

- ii) For all other units:

Depreciation on tangible assets is provided on Written Down Value Method over the useful lives of the assets as specified in Schedule II to the Companies Act, 2013. Intangible assets are amortised on Straight Line Method over a period of 3 years. Improvement to Leasehold Properties are amortised on Straight Line Method over the period of lease.

- b) The residual values and useful lives of property, plant and equipment are reviewed at each financial year end and changes, if any, are accounted in the period in which the estimates are revised.
- c) The Company depreciates components of the main asset that are significant in value and have different useful lives as compared to the main asset separately.
- d) The spare parts are depreciated over the estimated useful life based on internal technical assessment.
- e) Expenditure on major repairs and overhauls which qualify for recognition in the item of Property, Plant and Equipment and which result in additional useful life, is depreciated over the extended useful life of the asset as determined by technical evaluation.
- f) Depreciation is charged on additions / deletions on pro-rata monthly basis including the month of addition/deletion.

**C. Leases**

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

## NOTES FORMING PART OF FINANCIAL STATEMENTS

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term. Right-of-use assets are tested for impairment whenever there is an indication that their carrying value may not be recoverable. Impairment loss if any is recognized in the Statement of profit and loss account.

The lease liability is measured at amortized cost, at the present value of the future lease payments. The lease payments are discounted using the Company's incremental borrowing rate. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less. The Company recognises the lease payments associated with these leases as an expense over the lease term.

### D. Inventories

Inventories are stated at cost or net realizable value, whichever is lower. Cost of inventories comprises of expenditure incurred in the normal course of business in bringing inventories to their present location, including appropriate overheads apportioned on a reasonable and consistent basis and is determined on the following basis:

- a) Raw materials and finished goods on weighted average basis.
- b) Work in progress at raw material cost plus cost of conversion and other cost including manufacturing overheads net of recoverable taxes incurred in bringing them to their respective present location and condition.
- c) Stores and loose tools on weighted average basis.

Obsolete, slow moving, surplus and defective stocks are identified and where necessary, provision is made for such stocks.

### E. Revenue Recognition

Revenue from contracts with customers:

Revenue from contract with customers is recognized upon transfer of control of promised goods or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those goods or services. Performance obligations are satisfied at the point of time when the customer obtains the controls of the goods.

Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, returns and value added tax. Transaction price is recognized based on the price specified in the contract. Revenue excludes taxes collected from customers.



## NOTES FORMING PART OF FINANCIAL STATEMENTS

### Service Income:

Income from annual maintenance services is recognized proportionately over the period of contract as the performance is discharged by the Company and it has the enforceable right to get the payment for the services rendered.

### Revenue from Works Contract:

Revenue from works contracts with customer is recognised as the performance obligation is satisfied by transferring a promised good (i.e. an asset) to a customer. For performance obligation satisfied over time, the revenue recognition is made by measuring the progress towards complete satisfaction of performance obligation. The progress is measured by measuring the performance completed to date, considering the proportion of actual cost incurred to-date, to the total estimated cost attributable to the performance obligation. Expected loss, if any, on the contract is recognized as an expense in the period in which it is foreseen, irrespective of the stage of completion of the contract.

### Interest Income:

Interest income is recognized using Effective Interest Rate (EIR) method.

### Dividend Income:

Revenue is recognized when the Company's right to receive the payment has been established.

## **F. Employee Benefits**

Short term employee benefits are recognized as an expense at an undiscounted amount in the Statement of Profit and Loss for the year in which the related services are rendered.

The Company's post-employment benefit consists of provident fund, gratuity and superannuation fund. The Company also provides for leave encashment which is in the nature of long term benefit.

Company's contributions to Provident Fund administered by Regional Provident Fund Authorities and ESIC and Labour Welfare Fund in the case of employees at manufacturing unit at Udhna, which are defined contribution plan, are recognized as an expense in the Statement of Profit and Loss for the year in which the services are rendered and the Company has no further obligation beyond making the contributions.

The Company's contribution to the Provident Fund for employees other than working at manufacturing unit at Udhna, which is a defined benefit plan, is remitted to separate trust established for this purpose and charged to Statement of Profit and Loss. Shortfall, if any, in the fund assets of the Provident Fund Trust, based on the Government specified minimum rate of return, is made good by the Company and charged to Statement of Profit and Loss.

The Company's contribution to Superannuation Fund for Managers/Officers, which is a defined contribution plan, is made to and administered by Life Insurance Corporation of India and is charged to Profit and Loss Account.

The Company operates defined benefit plan for Gratuity. The cost of providing such defined benefit is determined using the projected unit credit method of actuarial valuation made at the end of the year.

Obligations on leave encashment are provided using the projected unit credit method of actuarial valuation made at the end of the year.

Actuarial gains and losses are recognized in other comprehensive income for gratuity and leave encashment.

## NOTES FORMING PART OF FINANCIAL STATEMENTS

Remeasurements, 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 recognized immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognized in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognizes related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognizes the following changes in the net defined benefit obligation as an expense in the Statement of Profit and Loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income.

### G. Share-based payment arrangements

The stock options granted pursuant to the company's Stock Options Scheme, are measured at the fair value of the options of the grant date. The fair value of the options is treated as discount and accounted as employee compensation cost over the vesting period on a straight line basis.

The amount recognized as expense each year is arrived at based on the number of grants expected to vest. If a grant lapses after the vesting period, the cumulative discount recognized as expense in respect of such grant is transferred to the employee stock option reserve within equity.

### H. Borrowing costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs that are attributable to the acquisition or construction of qualifying assets (i.e. an asset that necessarily takes a substantial period of time to get ready for its intended use) are capitalized as a part of the cost of such assets till the month in which the asset is ready for use. All other borrowing costs are charged to the Statement of Profit and Loss.

### I. Segment Accounting

The Company operates in 'Industrial Equipment' segment and there are no other reportable segments as defined under Ind AS 108.

### J. Foreign Currency Transactions

#### Monetary items:

Transactions in foreign currencies are initially recorded at their respective exchange rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at spot rates of exchange at the reporting date.

## NOTES FORMING PART OF FINANCIAL STATEMENTS

Exchange differences arising on settlement or translation of monetary items including exchange differences arising on a monetary item that forms part of the company's net investment in a foreign operation, are recognised in Statement of Profit and Loss.

### **Non – Monetary items:**

Non-monetary items that are measured in terms of historical cost are recorded at the exchange rates at the dates of the initial transactions.

### **K. Provisions, Contingent Liabilities and Contingent assets**

- a) Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. These are reviewed at each balance sheet date and adjusted to reflect the current best estimate. The expenses relating to a provision are recognized in the Statement of Profit and Loss net of any reimbursement.
- b) If the effect of time value of money is material, provisions are shown at present value of expenditure expected to be required to settle the obligation, by discounting 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.
- c) Contingent liabilities are possible obligations arising from past events and whose existence will only be confirmed by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company, or present obligations where it is not probable that an outflow of resources will be required to settle the obligation, or the amount of the obligation cannot be measured with sufficient reliability. Contingent liabilities are not recognized in the financial statements but are disclosed unless the possibility of an outflow of economic resources is considered remote.
- d) Contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Contingent Assets are not recognized but reviewed at each balance sheet date and disclosure is made in the notes where inflow of economic benefit is probable.

### **L. Fair Value measurement**

- a) The Company measures financial instruments at fair value at each Balance Sheet date.
- b) Fair value is the price that would be received on selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Company has access at that date.
- c) While measuring the fair value of an asset or liability, the Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure the fair value using observable market data as far as possible and minimising the use of unobservable inputs. Fair values are categorised into 3 levels as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices that are observable for the assets or liability, either directly (i.e. as prices for similar item) or indirectly (i.e. derived from prices).

Level 3: Inputs that are not based on observable market data (unobservable inputs).

## NOTES FORMING PART OF FINANCIAL STATEMENTS

### M. Financial Instruments

#### i. Financial Assets other than derivatives

The initial recognition of financial assets is made only when the company becomes a party to the contractual provisions of the instrument. Initial measurement of financial assets is made at fair values including transaction costs that are attributable to the acquisition of the financial asset.

The subsequent measurement of a financial asset is made at amortised cost if the asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and the contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Amortised cost is net of any write down for impairment loss (if any) using the Effective Interest Rate (EIR) method taking into account any discount or premium and fees or costs that are an integral part of the EIR.

Investments in subsidiaries are accounted for and measured at cost (fair value as deemed cost on first time adoption) in financial statements.

Investments in equity other than subsidiaries are accounted for and measured at fair value through profit or loss.

A financial asset is derecognised either partly or fully to the extent the rights to receive cash flows from the asset have expired and / or the control on the asset has been transferred to a third party. On de-recognition, any gains or losses are recognised in the Statement of Profit and Loss.

#### ii. Financial Liabilities other than derivatives

The initial recognition of financial liabilities is made only when the company becomes a party to the contractual provisions of the instrument. Initial measurement of financial liabilities is made at fair values net of transaction costs that are attributable to the liability.

After initial recognition, financial liabilities are subsequently measured at amortised cost using the effective interest rate method ("EIR"). Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

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 and Loss.

#### iii. Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require specified payments to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation. Where guarantees in relation to loans or other payables of subsidiary and related party are provided for no compensation, the fair values are accounted for as contributions and recognised as fees receivable under "other financial assets" or as a part of the cost of the investment, depending on the contractual terms.

## NOTES FORMING PART OF FINANCIAL STATEMENTS

### iv. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

### N. Classification of Assets and Liabilities as Current and Non-Current:

All assets and liabilities are classified as current if they are expected to be realised / settled within twelve months after the reporting period. All other assets and liabilities are considered as non-current.

### O. Impairment

#### Non-financial Assets

At each Balance Sheet date, an assessment is made of whether there is any indication of impairment. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the recoverable amount of assets. The recoverable amount is the higher of fair value less costs of disposal in respect of the asset or Cash-Generating Units (CGU) and their value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount and impairment loss is charged to profit and loss.

#### Financial Assets

The Company assesses at each date of Balance Sheet whether a financial asset or group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through loss allowance. The Company recognises lifetime expected losses for all contract assets and /or all trade receivables that do not contain a significant financing component. For all other financial assets, expected credit losses are measured at an amount equal to the 12 – month expected credit losses if the credit risk on the financial asset had not increased significantly since initial recognition or at an amount equal to the life time expected credit losses if the credit risk on the financial asset had increased significantly since initial recognition.

### P. Non Current Asset Held for Sale

Non-Current assets are classified as held for sale if their carrying amount is intended to be recovered principally through sale rather than through continuing use. The condition for classification of held for sale is met when the non-current asset is available for immediate sale and the same is highly probable of being completed within one year from the date of classification as held for sale. Non-Current assets held for sale are measured at the lower of carrying amount and fair value less cost to sell. Non-current assets that ceases to be classified as held for sale are measured at the lower of carrying amount before the non-current asset was classified as held for sale adjusted for any depreciation/ amortization and its recoverable amount at the date when the non-current assets no longer meets the "Held for sale" criteria.

### Q. Taxes on Income

#### Current Tax

Income-tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, by the end of reporting period.

## NOTES FORMING PART OF FINANCIAL STATEMENTS

Minimum Alternate Tax ('MAT') paid under the provisions of the Income Tax Act, 1961 is recognised as current tax in the Statement of Profit and Loss. The credit available under the Act in respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set off against the normal tax liability. Such an asset is reviewed at each Balance Sheet date.

### Deferred tax

Deferred tax (both assets and liabilities) is calculated using the Balance Sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. The amount of deferred tax assets is reviewed at each reporting date.

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

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Current tax and Deferred Tax items are recognised in correlation to the underlying transaction either in the Statement of Profit and Loss, other comprehensive income or directly in equity.

### R. Earnings per share

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

Diluted earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period, adjusted for the effect of all dilutive potential equity shares.

### S. Cash and Cash equivalents

Cash and cash equivalents include cash at bank, cash, cheques and draft on hand. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

### Cash Flows

Cash flows are reported using the indirect method, where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

## NOTES FORMING PART OF FINANCIAL STATEMENTS

### Note No. 4.2

#### Recent pronouncements

Ministry of Corporate Affairs (MCA) notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 23<sup>rd</sup> March 2022, MCA amended the Companies (Indian Accounting Standards) Rules, 2022. The effective date for adoption of these amendments is annual period beginning on or after 1<sup>st</sup> April 2022. The amendments are as below.

#### (i) Ind AS 16 – Property, plant and equipment

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

#### (ii) Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets

The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of Property, plant and equipment used in fulfilling the contract). Although effective date for adoption for this amendment is 1<sup>st</sup> April, 2022, early adoption is permitted. The Company has evaluated the amendment and the impact is not expected to be material on its financial statements.

#### (iii) Ind AS 103 - Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities, in the 'Conceptual Framework for Financial Reporting' under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India, at the acquisition date. These changes do not significantly change the existing requirements of Ind AS 103. The amendment does not have impact on the Company's financial statements.

#### (iv) Ind AS 109 - Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity should include when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The amendment removes the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The Company does not expect the amendment to have any material impact on its financial statements.



**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**  
**Note 5 - PROPERTY PLANT AND EQUIPMENT**

PARTICULARS <sup>1</sup>	GROSS BLOCK (AT COST)			DEPRECIATION / AMORTISATION			(Rs. In Lakhs)	
	As At 01-04-2021	Additions	Deductions/ Sales	As At 31-03-2022	As At 01-04-2021	For The Year	Deductions/ Adjustment	As At 31-03-2022
<b>(i) Tangible Assets</b>								
Land (Freehold)	16,056.75	-	-	16,056.75	-	-	-	16,056.75
Buildings on Freehold Land	2,163.73	8.29	-	2,172.02	627.79	122.55	-	1,421.68
Improvement to Leasehold Property	-	12.85	-	12.85	-	0.67	-	12.18
Plant and Machinery	1,312.69	61.74	238.77	1,135.66	405.00	83.09	220.41	867.99
Furniture, Fixtures, fans and Electrical fittings	96.61	3.16	0.66	99.11	51.23	8.04	0.63	40.47
Office Equipment/ Computers etc.	101.93	10.86	4.27	108.52	72.50	12.62	4.10	27.49
Vehicles	50.13	-	1.90	48.23	26.28	5.97	1.90	17.88
<b>Total Tangible Assets</b>	<b>19,781.84</b>	<b>96.90</b>	<b>245.60</b>	<b>19,633.14</b>	<b>1,182.80</b>	<b>232.94</b>	<b>227.04</b>	<b>1,188.70</b>
<b>(ii) Capital WIP</b>								
Capital Work in Progress	23.79	136.77	-	160.56	-	-	-	160.56
<b>Total Capital WIP</b>	<b>23.79</b>	<b>136.77</b>	<b>-</b>	<b>160.56</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>160.56</b>
<b>(iii) Intangible Assets</b>								
Software	37.34	-	-	37.34	9.05	13.23	-	22.28
<b>Total Intangible Assets</b>	<b>37.34</b>	<b>-</b>	<b>-</b>	<b>37.34</b>	<b>9.05</b>	<b>13.23</b>	<b>-</b>	<b>22.28</b>
<b>TOTAL</b>	<b>19,842.97</b>	<b>233.67</b>	<b>245.60</b>	<b>19,831.04</b>	<b>1,191.85</b>	<b>246.17</b>	<b>227.04</b>	<b>1,210.98</b>
								<b>18,620.06</b>

- 1) Refer Note 22(a) for details of Property, Plant and Equipment's that has been pledged as a security/mortgaged with various Banks against-working capital borrowings.
- 2) Title deeds of all the immovable properties are held in the name of the Company.
- 3) The Company does not hold any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- 4) The Company has not carried out any revaluation of its Property, Plant and Equipment and Intangible Assets during the year.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### NOTE : 5 PROPERTY PLANT AND EQUIPMENT

(Rs. In Lakhs)

PARTICULARS'	GROSS BLOCK (AT COST)			DEPRECIATION / AMORTISATION			NET BLOCK	
	As At 01-04-2020	Additions	Deductions/ Sales	As At 31-03-2021	As At 01-04-2020	For The Year	Deductions/ Adjustment	As At 31-03-2021
<b>(i) Tangible Assets</b>								
Land (Freehold)	16,056.75	-	-	16,056.75	-	-	-	16,056.75
Buildings on Freehold Land	2,163.73	-	-	2,163.73	503.09	124.70	-	1,535.94
Plant & Machinery	1,389.09	-	76.40	1,312.69	389.82	87.50	72.32	907.69
Furniture, Fixtures, fans and Electrical fittings	96.39	4.08	3.86	96.61	45.03	9.83	3.63	45.38
Office Equipment/ Computers etc.	112.56	5.22	15.85	101.93	73.58	13.94	15.02	29.43
Vehicles	50.13	-	-	50.13	19.00	7.28	-	23.85
<b>Total Tangible Assets</b>	<b>19,868.65</b>	<b>9.30</b>	<b>96.11</b>	<b>19,781.84</b>	<b>1,030.52</b>	<b>243.25</b>	<b>90.97</b>	<b>18,599.04</b>
<b>(ii) Capital WIP</b>								
Capital Work in Progress	9.47	14.32	-	23.79	-	-	-	23.79
<b>Total Capital WIP</b>	<b>9.47</b>	<b>14.32</b>	<b>-</b>	<b>23.79</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>23.79</b>
<b>(iii) Intangible Assets</b>								
Software	11.64	25.70	-	37.34	4.47	4.58	-	28.29
<b>Total Intangible Assets</b>	<b>11.64</b>	<b>25.70</b>	<b>-</b>	<b>37.34</b>	<b>4.47</b>	<b>4.58</b>	<b>-</b>	<b>28.29</b>
<b>(iv) Intangible Assets under development</b>								
Intangible Assets under development	12.97	18.85	31.82	-	-	-	-	-
<b>Total Intangible Assets under development</b>	<b>12.97</b>	<b>18.85</b>	<b>31.82</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>TOTAL</b>	<b>19,902.73</b>	<b>68.17</b>	<b>127.93</b>	<b>19,842.97</b>	<b>1,034.99</b>	<b>247.83</b>	<b>90.97</b>	<b>18,651.12</b>

1) Refer Note 22(a) for details of Property, Plant and Equipment's that has been pledged as a security/mortgaged with various Banks against working capital borrowings.

2) Title deeds of all the immovable properties are held in the name of the Company.

3) The Company does not hold any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

4) The Company has not carried out any revaluation of its Property, Plant and Equipment and Intangible Assets during the previous financial year.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 5A - Disclosure in respect of Capital Work in Progress :

(Rs. In Lakhs)

Capital Work in Progress	Amount in CWIP for a period of 31st March 2022				TOTAL
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Projects in progress	136.77	-	-	-	136.77
Projects temporarily suspended	-	14.32	-	9.47	23.79
<b>Total</b>	<b>136.77</b>	<b>14.32</b>	<b>-</b>	<b>9.47</b>	<b>160.56</b>

### Note 5B - Disclosure in respect of Capital Work in Progress :

(Rs. In Lakhs)

Capital Work in Progress	Amount in CWIP for a period of 31st March 2021				TOTAL
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Projects in progress	14.32	-	-	-	14.32
Projects temporarily suspended	-	-	9.47	-	9.47
<b>Total</b>	<b>14.32</b>	<b>-</b>	<b>9.47</b>	<b>-</b>	<b>23.79</b>

### Note 6 - RIGHT-OF-USE ASSET

(Rs. In Lakhs)

PARTICULARS	GROSS CARRYING AMOUNT				DEPRECIATION				NET CARRYING VALUE
	As At 01-04-2021	Additions	Adjustment / Deductions	As At 31-03-2022	As At 01-04-2021	For The Year	Deductions	As At 31-03-2022	As At 31-03-2022
Right- of -use asset - Office Premises	207.19	147.63	15.41	339.41	108.16	51.55	-	159.71	179.70
<b>Total Tangible Assets</b>	<b>207.19</b>	<b>147.63</b>	<b>15.41</b>	<b>339.41</b>	<b>108.16</b>	<b>51.55</b>	<b>-</b>	<b>159.71</b>	<b>179.70</b>

PARTICULARS	GROSS CARRYING AMOUNT				DEPRECIATION				NET CARRYING VALUE
	As At 01-04-2020	Additions	Adjustment / Deductions	As At 31-03-2021	As At 01-04-2020	For The Year	Deductions	As At 31-03-2021	As At 31-03-2021
Right- of -use asset - Office Premises	179.75	34.26	6.82	207.19	63.35	44.81	-	108.16	99.03
<b>Total Tangible Assets</b>	<b>179.75</b>	<b>34.26</b>	<b>6.82</b>	<b>207.19</b>	<b>63.35</b>	<b>44.81</b>	<b>-</b>	<b>108.16</b>	<b>99.03</b>



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### NOTE 7 : INVESTMENTS

(Rs. In Lakhs)					
Particulars	Numbers 31-Mar-22	Numbers 31-Mar-21	Face Value (Each Rs.)	As at 31-Mar-22	As at 31-Mar-21
<b>Investment in Equity Instruments Measured at Cost :</b>					
<u>In fully paid Shares of Wholly Owned Subsidiary Company (Un-Quoted):</u>					
Queen Project Mauritius Ltd.					
Ordinary shares of MUR 10 per share	32,088	32,088	MUR 10	-	-
<u>In fully paid Equity Shares (Un-Quoted):</u>					
Batliboi Environmental Engineering Ltd.	19,08,930	19,08,930	10.00	-	-
<b>Investment in Preference Instruments Measure at Fair Value through Profit and Loss:</b>					
<u>In fully paid Shares of Wholly Owned Subsidiary Company (Un-Quoted):</u>					
Queen Project Mauritius Ltd.					
Redeemable Non-Cumulative Preference Shares of MUR 10 per share	1,61,41,654	1,61,41,654		531.89	565.76
<u>In fully paid Equity Shares (Un-Quoted):</u>					
Andhra Pradesh State Financial Corporation	5	5	100.00	0.01	0.01
Precision Tooling Systems Ltd.	1,500	1,500	10.00	0.15	0.15
Shree Vardhan Co.op. Bank Ltd.	200	200	25.00	0.05	0.05
Patan Co-operative Bank Ltd.	200	200	25.00	0.06	0.06
The Saraswat Co.op. Bank Ltd.	5	5	10.00	-	-
Shamrao Vitthal Co.op. Bank Ltd.	20,000	20,000	25.00	5.00	5.00
<b>SUB-TOTAL</b>				<b>5.27</b>	<b>5.27</b>
<b>TOTAL</b>				<b>537.16</b>	<b>571.03</b>
<b>GRAND TOTAL</b>				<b>537.16</b>	<b>571.03</b>
<b>Aggregate value of Un-Quoted Investments</b>				<b>537.16</b>	<b>571.03</b>

(Rs. In Lakhs)		
Particulars	As at 31-Mar-22	As at 31-Mar-21
<b>NOTE 8.1 : TRADE RECEIVABLES - NON CURRENT</b>		
Considered Good - Secured	-	-
Considered Good - Unsecured <sup>a</sup>	376.78	190.43
Considered Credit Impaired	427.72	420.95
Less: Provision for Trade Receivables Credit Impaired	(427.72)	(420.95)
	<b>376.78</b>	<b>190.43</b>

a) Includes amount of Rs.272.93 Lakhs (Previous Year Rs. 139.49 Lakhs) due from related parties.

b) There are no unbilled non current trade receivables as at 31st March 2022 (P.Y. Rs. Nil)

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### c) Ageing for Trade receivables - Non Current- as at 31st March, 2022

(Rs. In Lakhs)

S.No.	Particulars	Outstanding for the following periods from due date of payment					Total
		Less than 6 months	6 months - 1 years	1-2 years	2-3 years	More than 3 years	
<b>1</b>	<b>Undisputed Trade Receivables</b>						
i)	Considered good	-	-	133.75	228.08	2.95	364.78
ii)	Which have Significant increase in credit risk	-	-	-	-	-	-
iii)	Credit Impaired	-	-	-	63.54	332.15	395.69
<b>2</b>	<b>Disputed Trade Receivables</b>						
i)	Considered good	-	-	-	-	12.00	12.00
ii)	Which have Significant increase in credit risk	-	-	-	-	-	-
iii)	Credit Impaired	-	-	-	-	32.03	32.03
		-	-	<b>133.75</b>	<b>291.62</b>	<b>379.13</b>	<b>804.50</b>
	Less : Provision for Trade Receivables Credit Impaired	-	-	-	63.54	364.18	427.72
	<b>Total</b>	-	-	<b>133.75</b>	<b>228.08</b>	<b>14.95</b>	<b>376.78</b>

### Ageing for Trade receivables - Non Current- as at 31st March, 2021

(Rs. In Lakhs)

S.No.	Particulars	Outstanding for the following periods from due date of payment					Total
		Less than 6 months	6 months - 1 years	1-2 years	2-3 years	More than 3 years	
<b>1</b>	<b>Undisputed Trade Receivables</b>						
i)	Considered good	-	-	27.73	148.67	2.03	178.43
ii)	Which have Significant increase in credit risk	-	-	-	-	-	-
iii)	Credit Impaired	-	-	18.37	66.49	304.06	388.92
<b>2</b>	<b>Disputed Trade Receivables</b>						
i)	Considered good	-	-	-	-	12.00	12.00
ii)	Which have Significant increase in credit risk	-	-	-	-	-	-
iii)	Credit Impaired	-	-	-	-	32.03	32.03
		-	-	<b>46.10</b>	<b>215.16</b>	<b>350.12</b>	<b>611.38</b>
	Less : Provision for Trade Receivables Credit Impaired	-	-	18.37	66.49	336.09	420.95
	<b>Total</b>	-	-	<b>27.73</b>	<b>148.67</b>	<b>14.03</b>	<b>190.43</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Particulars	(Rs. In Lakhs)	
	As at 31-Mar-22	As at 31-Mar-21
<b><u>NOTE 8.2 : LOAN - NON CURRENT</u></b>		
Considered Good - Secured	-	-
Considered Good - Unsecured		
- Staff Loan	0.40	0.76
	<b>0.40</b>	<b>0.76</b>
<b><u>NOTE 8.3 : OTHER NON CURRENT ASSETS</u></b>		
Unsecured Considered Good Unless Specified Otherwise		
Security and Other Deposits	96.33	96.08
Advance given to creditors	4.29	6.05
	<b>100.62</b>	<b>102.13</b>
<b><u>Note 9.1 : INVENTORIES</u></b>		
Raw Materials	1,208.39	810.32
Work-in-Progress	898.90	623.69
Finished Goods	136.33	77.97
	<b>2,243.62</b>	<b>1,511.98</b>
<b><u>Note 9.2 : TRADE RECEIVABLES - CURRENT</u></b>		
Considered Good - Secured	-	-
Considered Good - Unsecured <sup>a</sup>	1,144.71	1,055.52
Considered Credit Impaired	-	-
	<b>1,144.71</b>	<b>1,055.52</b>

a) Includes amount of Rs. 192.34 Lakhs (Previous Year Rs. 244.75 Lakhs) due from related parties.

b) There are no unbilled current trade receivables as at 31st March 2022 (P.Y. Rs. Nil).

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### c) Ageing for Trade receivables - Current- as at 31st March, 2022

(Rs. In Lakhs)

S.No.	Particulars	Not Due	Outstanding for the following periods from due date of payment					Total
			Less than 6 months	6 months - 1 years	1-2 years	2-3 years	More than 3 years	
<b>1</b>	<b>Undisputed Trade Receivables</b>							
i)	Considered good	24.95	984.46	135.30	-	-	-	1,144.71
ii)	Which have Significant increase in credit risk	-	-	-	-	-	-	-
iii)	Credit Impaired	-	-	-	-	-	-	-
<b>2</b>	<b>Disputed Trade Receivables</b>							
i)	Considered good	-	-	-	-	-	-	-
ii)	Which have Significant increase in credit risk	-	-	-	-	-	-	-
iii)	Credit Impaired	-	-	-	-	-	-	-
	<b>Total</b>	<b>24.95</b>	<b>984.46</b>	<b>135.30</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,144.71</b>

### Ageing for Trade receivables - Current- as at 31st March, 2021

(Rs. In Lakhs)

S.No.	Particulars	Not Due	Outstanding for the following periods from due date of payment					TOTAL
			Less than 6 months	6 months - 1 years	1-2 years	2-3 years	More than 3 years	
<b>1</b>	<b>Undisputed Trade Receivables</b>							
i)	Considered good	103.88	850.16	101.48	-	-	-	1,055.52
ii)	Which have Significant increase in credit risk	-	-	-	-	-	-	-
iii)	Credit Impaired	-	-	-	-	-	-	-
<b>2</b>	<b>Disputed Trade Receivables</b>							
i)	Considered good	-	-	-	-	-	-	-
ii)	Which have Significant increase in credit risk	-	-	-	-	-	-	-
iii)	Credit Impaired	-	-	-	-	-	-	-
	<b>Total</b>	<b>103.88</b>	<b>850.16</b>	<b>101.48</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,055.52</b>

Particulars	As at 31-Mar-22	As at 31-Mar-21
<b>Note 9.3 : CASH AND CASH EQUIVALENTS</b>		
<u>Cash and Cash Equivalents :</u>		
Cash and Cheques on hand	4.58	3.63
<u>Balances with Scheduled Banks :</u>		
In Current Account	3.89	2.51
	<b>8.47</b>	<b>6.14</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Particulars	(Rs. In Lakhs)	
	As at 31-Mar-22	As at 31-Mar-21
<b>Note 9.4 : OTHER BANK BALANCES</b>		
Fixed Deposits with Banks having maturity of less than one Year	14.12	34.19
Fixed Deposits towards Margin on Guarantees/LC's (Deposit receipts pledged with the Banks)	20.27	19.15
	<b>34.39</b>	<b>53.34</b>

### NOTE 10.1 : LOANS - CURRENT

Considered Good - Secured	-	-
Considered Good - Unsecured		
Staff Loan	1.02	7.93
	<b>1.02</b>	<b>7.93</b>

### NOTE 10.2 : OTHERS - CURRENT

Balances with Government Authorities	14.79	27.49
Earnest Money Deposit	22.39	17.81
Prepaid Expenses	45.37	37.07
Advances given to Creditors	85.95	97.54
Other Advances Recoverable in Cash or Kind	31.48	37.96
SEIS Entitlement Receivable <sup>a</sup>	78.12	99.47
	<b>278.10</b>	<b>317.34</b>

- a) This represents transferable Duty Credit Scrip receivable from the authorities under Service Exports from India Scheme(SEIS) based on past performance of the Company in line with the terms specified by Directorate General of Foreign Trade. The Company has received approval of SEIS Licence on 23rd May 2022 amounting to Rs. 78.12 lakhs and amount of Rs. 21.35 lakhs has been written off to statement of profit and loss during the year on account of change in incentive rate notified by the Directorate General of Foreign Trade.

### NOTE 10.3 : CURRENT TAX ASSETS (NET)

Taxes Paid in Advance and Deducted at Source (Net of Provision for Tax)	60.63	61.76
	<b>60.63</b>	<b>61.76</b>

### NOTE 11 : NON CURRENT ASSET HELD FOR SALE

Land	1,625.70	1,625.70
Building	152.69	152.69
Capital Work in Progress	1.00	1.00
	<b>1,779.39</b>	<b>1,779.39</b>

In financial year 2018-19 the Company had decided to sell a part of Land, Building and Capital work in progress amounting to Rs. 1,779.39 Lakhs out of the total factory land and building located in Surat. The part of Land and Building was classified and presented as "held for sale" and was carried at the lower of carrying value and fair value as at 31st March 2019.



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

During the year, the Company had entered into Memorandum of Understanding(MOU) with the proposed buyer for the sale of this part of the asset on 14th August 2021. Subsequently, the MOU with the proposed buyer for the sale of this part of the asset did not materialise and the parties to the MOU called off the deal. The advance received towards the proposed sales amounting to Rs. 406.80 lakhs has been refunded in April 2022 to the proposed buyer by the Company. The management of the Company is looking for a new buyer and is hopeful to finalise and execute the deal in near future. Based on these current development, the Company has evaluated the current position and has concluded that the carrying value of the “asset held for sale” is lower than the fair value of the asset.

### Note 11A - Disclosure in respect of Capital Work in Progress :

(Rs. In Lakhs)

Capital Work in Progress	Amount in CWIP for a period of 31st March 2022				TOTAL
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Projects permanently suspended	-	-	-	1.00	1.00
<b>Total</b>	-	-	-	<b>1.00</b>	<b>1.00</b>

(Rs. In Lakhs)

Capital Work in Progress	Amount in CWIP for a period of 31st March 2021				TOTAL
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Projects permanently suspended	-	-	-	1.00	1.00
<b>Total</b>	-	-	-	<b>1.00</b>	<b>1.00</b>

### Note 12.1 - EQUITY SHARE CAPITAL

(Rs. In Lakhs)

Particulars	As at 31-Mar-22	As at 31-Mar-21
Authorised Capital		
4,61,70,400 Equity Shares of Rs. 5/- each	2,308.52	2,308.52
(Previous Year : 4,61,70,400 Equity Shares of Rs. 5/- each)		
<b>TOTAL</b>	<b>2,308.52</b>	<b>2,308.52</b>
Issued Subscribed and fully paid up		
2,87,15,883 Equity Shares of Rs. 5/-	1,435.79	1,435.79
(Previous Year : 2,87,15,883 Equity Shares of Rs. 5/-)		
	<b>1,435.79</b>	<b>1,435.79</b>

### Rights, preferences and restrictions

The Company has only one class of equity shares having a face value of Rs 5/- per share. Each shareholder is eligible for one vote per share held. In the event of liquidation the equity shareholders are eligible to receive remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholdings.



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Equity Shares

The reconciliation of the number of shares outstanding at the beginning and at the end of year is as under:

Particulars	As at 31-Mar-22	As at 31-Mar-21
Opening Number of Equity Shares	2,87,15,883	2,87,15,883
Add: Equity Shares issued during the year	-	-
<b>Closing Number of Equity Shares</b>	<b>2,87,15,883</b>	<b>2,87,15,883</b>

The details of Shareholders holding more than 5% Equity Shares is as under:

Name of Share holder	As at 31-Mar-22 No. of Shares	As at 31-Mar-21 No. of Shares
Mr.Nirmal Bhogilal	1,17,29,713	1,17,29,713
% Shareholding	40.85%	40.85%
Bhogilal Family Trust	70,00,000	70,00,000
% Shareholding	24.38%	24.38%

The details of shareholding of promoters is set out below :

Promoters Name	As at 31st March 2022		As at 31st March 2021		% of changes
	Number of shares	% of total Shares	Number of shares	% of total Shares	
Nirmal Pratap Bhogilal	1,17,29,713	40.85%	1,17,29,713	40.85%	-
<b>Total</b>	<b>1,17,29,713</b>	<b>40.85%</b>	<b>1,17,29,713</b>	<b>40.85%</b>	<b>-</b>

### Note 12.2 : OTHER EQUITY

Particulars	(Rs. In Lakhs)	
	As at 31-Mar-22	As at 31-Mar-21
a) Capital Reserve	25.00	25.00
b) Capital Redemption Reserve	160.60	160.60
c) Securities Premium	396.59	396.59
d) General Reserve	1,162.92	1,162.92
e) Employee Stock Option Reserve		
Balance as at the beginning of the year	45.39	63.87
Add : Accrual of Employee Compensation cost	(2.94)	(18.48)
Balance as at the end of the year	42.45	45.39

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Particulars	As at 31-Mar-22	As at 31-Mar-21
f) Investment Allowance Reserve	63.05	63.05
g) Retained Earnings		
Balance as at the beginning of the year	8,480.62	9,078.47
Add : Profit/(Loss) for the year	(664.16)	(597.85)
Balance as at the end of the year	7,816.46	8,480.62
h) Other Comprehensive Income		
Balance as at the beginning of the year	(50.33)	(57.49)
Add : Remeasurement gain /(loss) on defined benefit plan	43.87	7.16
Balance as at the end of the year	(6.46)	(50.33)
<b>Total</b>	<b>9,660.61</b>	<b>10,283.84</b>

(Rs. In Lakhs)

Particulars	As at 31-Mar-22	As at 31-Mar-21
<b>NOTE 13.1 : BORROWINGS - NON CURRENT</b>		
<b>Secured Term Loans</b>		
<u>Working Capital Loans</u>		
From Banks <sup>a</sup>	236.11	323.00
Less: Maturity within 1 year - (Refer Note 15.1)	(83.33)	(138.95)
	152.77	184.05
<b>From Financial Institutions</b>		
<u>Vehicle Loan (Secured by Hypothecation of Vehicle)</u>		
From Tata Motors Finance Limited	-	3.98
Less: Maturity within 1 year - (Refer Note 15.1)	-	(3.98)
Repayable in various EMI's by December 2021		
From Kotak Mahindra Prime Ltd.	3.71	5.31
Less: Maturity within 1 year (Refer Note 15.1)	(1.77)	(1.60)
Repayable in various EMI's by March 2024		
	1.94	3.71
<b>Unsecured Loans, Measured at Amortised Cost</b>		
<b>Loans &amp; Advances from Related Parties</b>		
Loan from Directors		
<b>Repayment terms</b>		
Repayable after one year	1,830.40	1,840.25
Other Loans taken from related party		
<b>Repayment terms</b>		
Repayable after one year	25.97	35.97



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rs. In Lakhs)

Particulars	As at 31-Mar-22	As at 31-Mar-21
<b>Inter Corporate Deposits<sup>b</sup></b>	1,100.00	1,210.00
Less: Maturity within 1 year (Refer Note 15.1)	(132.00)	968.00
(Repayable from 25th July 2021 to 27th March 2025. Rate of Interest 15.75% (P.Y. 15% and 15.75%))		(110.00)
5% - 5 Year Redeemable Non-Cumulative Preference Share of Rs. 100/- each fully paid from Related Party.	623.28	623.61
[6,92,480, 5% Non Cumulative Preference Shares of Rs. 100 each (4,78,000 Redeemable on 27th March, 2026 and 2,14,480 redeemable on 19th June 2026. P.Y. - 4,78,000 Redeemable on 27th March, 2026 and 2,14,480 redeemable on 19th June 2026.)]		
	<b>3,602.36</b>	<b>3,787.59</b>

The reconciliation of the number of shares outstanding at the beginning and at the end of year is as under :

Mr.Nirmal Bhogilal

Particulars	31-Mar-22	31-Mar-21
Opening Number of Preference Shares	6,92,480	6,92,480
Add: Transferred during the year	-	-
<b>Closing Number of Preference Shares</b>	<b>6,92,480</b>	<b>6,92,480</b>

Details of Shareholder holding more than 5% Preference Shares are as under:

Particulars	31-Mar-22	31-Mar-21
Mr. Nirmal Bhogilal	6,92,480	6,92,480
% Shareholding	100%	100%

### a) Details of Working capital Term Loan taken from Banks

Bank Name	Interest Rate and Repayment Term	Security Given	Outstanding as on 31.03.2022	Repayable within one year	Repayable after one year
State Bank of India	@ 7.65 % p.a. and repayable upto 6th November 2024	Guaranteed Emergency Credit Line Secured by Guarantee given by Government and mortgage over factory premises	86.11	33.33	52.77
Bank of Baroda	@ 7.50 % p.a. and repayable upto 30th March 2025	Guaranteed Emergency Credit Line Secured by Guarantee given by Government and mortgage over factory premises	150.00	50.00	100.00
<b>Total</b>			<b>236.11</b>	<b>83.33</b>	<b>152.77</b>

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

Bank Name	Interest Rate and Repayment Term	Security Given	Outstanding as on 31.03.2021	Repayable within one year	Repayable after one year
State Bank of India	@ 6.95 % p.a and repayable upto 30th July 2022	Emergency Credit Line secured by security given for working capital borrowings on cash credit line as mentioned in Note 22 (a)	44.73	33.33	11.40
Punjab National Bank	@ 7.85 % p.a. and repayable upto 28th July 2022	Emergency Credit Line secured by security given for working capital borrowings on cash credit line as mentioned in Note 22 (a)	28.60	21.27	7.34
Punjab National Bank	@ 7.50 % p.a. and repayable upto 30th Aug 2024	Guaranteed Emergency Credit Line Secured by Guarantee given by Government and mortgage over factory premises and current assets.	51.22	9.90	41.33
Bank of Baroda	@ 7.55 % p.a. and repayable upto 1st July 2022	Emergency Credit Line secured by security given for working capital borrowings on cash credit line as mentioned in Note 22 (a).	66.67	50.00	16.67
Canara Bank	@ 7.65 % p.a. and repayable upto 30th August 2022	Emergency Credit Line secured by security given for working capital borrowings on cash credit line as mentioned in Note 22 (a).	6.00	4.00	2.00
State Bank of India	@ 7.65 % p.a. and repayable upto 6th November 2024	Guaranteed Emergency Credit Line Secured by Guarantee given by Government and mortgage over factory premises.	100.64	11.11	89.53
Indusind Bank	@ 7.65 % p.a. and repayable upto 1st February 2023	Emergency Credit Line secured by security given for working capital borrowings on cash credit line as mentioned in Note 22 (a).	25.13	9.34	15.79
<b>Total</b>			<b>323.00</b>	<b>138.95</b>	<b>184.05</b>

b) Includes amount taken from related party amount of Rs.Nil lakhs (P.Y. amount Rs.30.00 Lakhs @ 15% repayable by 25th July 2022).The amount of loan of Rs. 30 Lakhs is shown as a part of Inter Corporate Deposit in Note 15.1.

<b>(Rs. In Lakhs)</b>		
Particulars	As at 31-Mar-22	As at 31-Mar-21
<b>NOTE 13.2 : TRADE PAYABLES - NON CURRENT</b>		
Due to Micro Small and Medium Enterprises (Refer Note 23) <sup>a</sup>	11.90	26.32
Others <sup>b</sup>	192.86	299.57
	<b>204.76</b>	<b>325.89</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

- a) Includes amount of Rs. Nil Lakhs (Previous Year - Rs. 3.84 Lakhs) due to related parties.
- b) Includes amount of Rs. 66.71 Lakhs (Previous Year - Rs. 52.25 Lakhs) due to related parties.
- c) Trade Payables - Non Current has been disclosed based on the management expectation to settled the same beyond 12 months from the reprting date.

### Ageing schedule of Trade Payables outstanding as at 31st March 2022: (Rs. In Lakhs)

Particulars	Outstanding for the following periods from due date of payment				TOTAL
	Less than 1 Years	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	-	1.13	2.61	8.16	11.90
(ii) Others	-	41.71	38.77	91.36	171.84
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	21.02	21.02
<b>Total</b>	-	<b>42.84</b>	<b>41.38</b>	<b>120.54</b>	<b>204.76</b>

### Ageing schedule of Trade Payables outstanding as at 31st March 2021: (Rs. In Lakhs)

Particulars	Outstanding for the following periods from due date of payment				TOTAL
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	-	10.27	4.72	11.33	26.32
(ii) Others	-	93.40	53.54	116.10	263.04
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	36.53	36.53
<b>Total</b>	-	<b>103.67</b>	<b>58.26</b>	<b>163.96</b>	<b>325.89</b>

Particulars	(Rs. In Lakhs)	
	31-Mar-22	31-Mar-21
<b>NOTE 13.3 : OTHER FINANCIAL LIABILITIES - NON CURRENT</b>		
Advances and Deposits from Customers	329.46	301.42
Interest accrued and due on loans*	84.65	76.80
	<b>414.11</b>	<b>378.22</b>

\* Includes amount of Rs. 84.65 Lakhs (Previous Year - Rs. 76.80 Lakhs) due to related parties.

### NOTE 13.4 : PROVISIONS - NON CURRENT

Provisions for Employee Benefits:

- Gratuity (Note 27)	266.22	268.24
- Leave Encashment (Note 27)	101.10	108.60
	<b>367.32</b>	<b>376.84</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

**Note No: 14**

### DEFERRED TAX LIABILITIES (NET)

Item wise details of deferred tax liabilities (Net) are as under

(Rs.in Lakhs)				
Particulars	Opening Balance	Recognised in Profit and Loss Credit/ (Charge)	Recognised in Other Comprehensive Income Credit/ (Charge)	Closing Balance
<b>For the year ended 31st March 2022</b>				
<b>Deferred tax liabilities</b>				
Difference between accounting and tax depreciation off Property, Plant and Equipment	(3,192.09)	149.09	-	(3,043.00)
- On account of fair Value of Land Rs. 58.56 Lakhs (Refer Note - (a) below)				
- On account of other depreciable Property, Plant and Equipment Rs. 90.53 Lakhs				
<b>Total deferred tax liabilities (A)</b>	<b>(3,192.09)</b>	<b>149.09</b>	<b>-</b>	<b>(3,043.00)</b>
<b>Deferred tax assets</b>				
Expenses allowed on payment basis	43.94	3.88	(3.58)	44.24
Provision for Investments	683.40	-		683.40
Provision for Doubtful debts, doubtful advances and inventory obsolescence	109.44	1.76		111.20
Provision for Capital WIP	73.14	-	-	73.14
Unabsorbed Depreciation	231.14	19.94	-	251.08
Unabsorbed Business Loss	829.74	(254.74)	(11.83)	563.16
<b>Total deferred tax assets (B)</b>	<b>1,970.80</b>	<b>(229.16)</b>	<b>(15.41)</b>	<b>1,726.22</b>
<b>Deferred Tax Liabilities (NET) (A+B = C)</b>	<b>(1,221.29)</b>	<b>(80.07)</b>	<b>(15.41)</b>	<b>(1,316.78)</b>
Minimum Alternate tax (D)	<b>130.32</b>	(111.89)	-	18.43
<b>Deferred Tax Liabilities (NET) (C+D)</b>	<b>(1,090.97)</b>	<b>(191.96)</b>	<b>(15.41)</b>	<b>(1,298.35)</b>
<b>For the year ended 31st March 2021</b>				
<b>Deferred tax liabilities</b>				
Difference between accounting and tax depreciation off Property, Plant & Equipment	(3,236.96)	44.87	-	(3,192.09)
- On account of fair Value of Land Rs. 43.92 Lakhs (Refer Note - (a) below)				
- On account of other depreciable Property, Plant and Equipment Rs. 0.95 Lakhs				
<b>Total deferred tax liabilities (A)</b>	<b>(3,236.96)</b>	<b>44.87</b>	<b>-</b>	<b>(3,192.09)</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rs.in Lakhs)

Particulars	Opening Balance	Recognised in Profit and Loss Credit/(Charge)	Recognised in Other Comprehensive Income Credit/(Charge)	Closing Balance
<b>Deferred tax assets</b>				
Expenses allowed on payment basis	56.86	(12.38)	(0.54)	43.94
Provision for Investments	683.40	-		683.40
Provision for Doubtful debts, doubtful advances and inventory obsolescence	59.22	50.22		109.44
Provision for Capital WIP	73.14	-	-	73.14
Unabsorbed Depreciation	212.88	18.26	-	231.14
Unabsorbed Business Loss	838.06	(6.34)	(1.98)	829.74
<b>Total deferred tax assets (B)</b>	<b>1,923.56</b>	<b>49.76</b>	<b>(2.52)</b>	<b>1,970.80</b>
<b>Deferred Tax Liabilities (NET) (A+B = C)</b>	<b>(1,313.40)</b>	<b>94.63</b>	<b>(2.52)</b>	<b>(1,221.29)</b>
Minimum Alternate tax (D)	<b>130.32</b>	-	-	130.32
<b>Deferred Tax Liabilities (NET) (C+D)</b>	<b>(1,183.08)</b>	<b>94.63</b>	<b>(2.52)</b>	<b>(1,090.97)</b>

### Note :

a) The Company had exercised the option of fair value as deemed cost for Property, Plant and Equipment on the date of transition to Ind-AS i.e; 1st April 2016. Ind AS required entities to account for deferred taxes using the Balance Sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the Balance Sheet and its tax Base. Accordingly deferred tax liability on account of fair valuing of Land was calculated in previous year.

Under Section 55(2)(b)(i) of Income Tax Act 1961, "fair market value of capital assets means where the capital asset became the property of the assessee before the 1st day of April, 2001, the cost of acquisition of the asset to the assessee or the fair market value of the asset on the 1st day of April, 2001, shall be considered at the option of the assessee."

Accordingly deferred tax liability on account of fair value of Land is calculated and reviewed at each reporting date as required by Ind AS - 12 'Income Taxes' for changes in respect of temporary differences which have been recognised in previous periods. In F.Y. 2018-19, the Company has opted to choose the fair market value of the land as on 01.04.2001 as its cost of acquisition in accordance with Section 55(2)(b)(i) of Income Tax Act 1961. This has resulted in creation of deferred tax credit during the year of Rs. 58.56 Lakhs (P.Y. Rs. 43.92 Lakhs) which is part of deferred tax (charge)/credit of Rs. (80.07) Lakhs (P.Y. Rs. 94.63 Lakhs) for the year ended 31st March 2022.

b) Deferred tax Asset on unabsorbed depreciation, unabsorbed business losses and other temporary differences available as per the Income Tax Act, 1961 had been recognised, since it is probable that taxable profit will be available to adjust them in future years. Unabsorbed depreciation can be carried forward and set off against the profits for infinite number of years under the Income Tax Act, 1961 and profitability projections based on current margins show sufficient profits for set off in future.

c) The Taxation Laws (Amendment) Act, 2019 was enacted on 11th December 2019. It amended the Income Tax Act, 1961 and the Finance Act (No. 2) Act, 2019. It provides domestic companies with an option to opt for lower tax rate, provided they do not claim certain deductions. The Company has not exercised the option to opt for lower tax rate and has presently considered the rate existing prior to the amendment. The Company shall evaluate the option to opt for lower tax rate once it utilises the entire carried forward losses and MAT credit available under the Income Tax Act.



**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

Reconciliation of effective tax rate as a numerical reconciliation between tax expense and the product of account profit multiplied by the applicable tax rate

	<b>(Rs.in Lakhs)</b>	
<b>Particulars</b>	<b>2021-22</b>	<b>2020-21</b>
Profit / (Loss) before tax	(470.28)	(692.48)
Applicable tax rate	26.00%	26.00%
Tax using the applicable tax rate	-	-
Tax effect of:		
Add: Non deductible tax expenses	542.08	742.34
Less: Deductible tax expenses	337.91	408.54
Taxable Income	(266.11)	(358.68)
Tax expense recognised in the Statement of Profit and Loss	-	-
Weighted average Tax rate	0.00%	0.00%

The tax rate of 26% is applicable to the next financial year.

Tax expense recognised in the statement of profit and loss / Other comprehensive Income (OCI) are as below:

	<b>(Rs.in Lakhs)</b>	
<b>Particular</b>	<b>2021-22</b>	<b>2020-21</b>
Current Tax Expense	-	-
Deferred tax expense/ ( Asset) relating to		
- Origination and reversal of temporary differences	(265.93)	48.19
- Different tax rates	58.56	43.92
<b>Total</b>	<b>(207.37)</b>	<b>92.11</b>
Tax expenses including deferred tax credit/ (charge) recognised in the statement of profit and loss	(191.96)	94.63
Deferred tax liability/ ( asset) relating to remeasurement of the defined benefit plan recognised in OCI	(15.41)	(2.52)

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rs. In Lakhs)

Particulars	As at 31-Mar-22	As at 31-Mar-21
<b>NOTE 15.1 : BORROWINGS - CURRENT</b>		
<b>SECURED</b>		
Loans repayable on demand		
From Banks		
Cash Credit and Working Capital Borrowings (Refer Note - 22 (a))	1,608.52	1,684.51
Term Loan from Banks and Financial institutions <sup>a</sup>	178.25	160.63
<b>UNSECURED</b>		
Inter Corporate Deposits <sup>b</sup>	813.23	1,005.00
Loan from Directors <sup>c</sup>	190.00	-
Current maturities of Long Term Borrowings (Refer Note 13.1)	217.10	254.53
	<b>3,007.10</b>	<b>3,104.67</b>

### a) Details of Working capital Term Loan from Banks and Financial Institutions

Name of Bank/ Financial Institution	Interest rate and Repayment term	Security Given	Outstanding as at 31-Mar-22	Outstanding as at 31-Mar-21
Punjab National Bank	@ 13.35 % and repayable upto 28th April 2021	FITL Borrowing no additional security given	-	6.22
Indusind Bank	@ 14.50 % and repayable upto 7th April 2021	FITL Borrowing no additional security given	-	2.70
Punjab National Bank	@ 7.85 % and repayable upto 28th June 2022	ECL Borrowing no additional security given	6.95	-
Indusind Bank	@ 8.60 % and repayable upto 1st February 2023	ECL Borrowing no additional security given	15.66	-
Canara bank	@ 7.65 % and repayable upto 25th August 2022	FITL Borrowing no additional security given	1.93	-
State bank of india	@ 6.95% and repayable upto 30th July 2022	FITL Borrowing no additional security given	2.82	-
Oxyzo Financial Services Pvt Ltd.	@ 14.00 % and repayable in 22nd March 2023	Secured By Bank Guarantee given by Punjab National Bank on behalf of the Company of Rs. 150.00 lakhs	150.89	151.71
<b>Total</b>			<b>178.25</b>	<b>160.63</b>

b) includes amount taken from related party amount of Rs.590.26 lakhs @ 15% interest - repayable within 90 days (P.Y. amount Rs.745.37 Lakhs @ 15.00% interest - repayable within 90 days).

c) Rate of Interest - 12% p.a. on Rs. 75 Lakhs and balance amount of Rs.115 Lakhs are interest free loan from directors.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rs. In Lakhs)

Particulars	As at 31-Mar-22	As at 31-Mar-21
<b>NOTE 15.2 : TRADE PAYABLES - CURRENT</b>		
Due to Micro Small and Medium Enterprises (Refer Note 23) *	479.81	398.36
Others#	1,656.64	1,330.11
	<b>2,136.45</b>	<b>1,728.47</b>

\* Includes amount of Rs. 39.72 (Previous Year - Rs. 18.64 Lakhs) due to related parties

# Includes amount of Rs.46.33 Lakhs (Previous Year - Rs. 92.46 Lakhs) due to related parties.

### Ageing schedule of Trade Payables outstanding as at 31<sup>st</sup> March 2022:

Particulars	Outstanding for the following periods from due date of payment				TOTAL
	Less than 1 Years	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	479.81	-	-	-	479.81
(ii) Others	1,656.64	-	-	-	1,656.64
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
<b>Total</b>	<b>2,136.45</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,136.45</b>

### Ageing schedule of Trade Payables outstanding as at 31<sup>st</sup> March 2021:

Particulars	Outstanding for the following periods from due date of payment				TOTAL
	Less than 1 Years	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	398.36	-	-	-	398.36
(ii) Others	1,330.11	-	-	-	1,330.11
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
<b>Total</b>	<b>1,728.47</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,728.47</b>

Particulars	As at 31-Mar-22	As at 31-Mar-21
<b>NOTE 15.3 : OTHER CURRENT LIABILITIES</b>		
Advances and Deposits#	2,302.77	1,120.49
Statutory Liabilities	94.14	73.40
Employee Related Liabilities *	320.84	259.05
Interest accrued and due on loans**	12.60	-
Other Liabilities	228.22	227.58
	<b>2,958.57</b>	<b>1,680.52</b>

# Includes amount of Rs. 325.32 Lakhs (Previous Year - Rs. 217.64 Lakhs) advance received from related parties.

\* Includes amount of Rs. 64.07 Lakhs (Previous Year - Rs. 44.90 Lakhs) due to related parties.

\*\* Includes amount of Rs. 12.60 Lakhs (Previous Year - Rs. Nil) due to related parties.



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Particulars	(Rs. In Lakhs)	
	As at 31-Mar-22	As at 31-Mar-21
<b>NOTE 15.4 : PROVISIONS - CURRENT</b>		
Provisions for Employee Benefits:		
- Gratuity (Note 27)	14.09	57.79
- Leave Encashment (Note 27)	29.89	20.08
Warranty Provisions (Note 32)	43.70	27.15
	<b>87.68</b>	<b>105.02</b>

Particulars	(Rs. In Lakhs)	
	As at 31-Mar-22	As at 31-Mar-21
<b>NOTE 16: REVENUE FROM OPERATIONS</b>		
Sale of Products	12,825.61	8,204.90
Sale of Services	1,585.26	1,003.83
Other Operating Revenue	196.07	195.99
	<b>14,606.94</b>	<b>9,404.72</b>
<b>NOTE 17 : OTHER INCOME</b>		
Credit Balances Written Back (net)	140.12	175.87
Interest Income		
- on fixed deposits	1.85	4.87
- on financials instruments measured at amortised cost (Net)	10.18	63.40
- others	2.74	2.41
Other Income	111.66	120.96
	<b>266.55</b>	<b>367.51</b>

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

	<b>(Rs. In Lakhs)</b>			
<b>Particulars</b>	<b>Year ended 31-Mar-22</b>		<b>Year ended 31-Mar-21</b>	
<b><u>NOTE 18.1 : COST OF MATERIALS CONSUMED</u></b>				
Raw Materials Consumed	5,359.18		3,635.63	
Cost of Services Rendered	35.07		39.88	
Job Work Charges Incurred	371.40		187.25	
	<b>5,765.65</b>		<b>3,862.76</b>	
<b><u>NOTE 18.2 : PURCHASE OF STOCK IN TRADE</u></b>				
Purchases of Stock in Trade	4,035.97		1,696.71	
	<b>4,035.97</b>		<b>1,696.71</b>	
<b><u>NOTE 18.3 : CHANGE IN INVENTORY OF FINISHED GOODS, WORK IN PROGRESS &amp; STOCK IN TRADE</u></b>				
Stock at Close :				
Work-in-Process	898.90		623.69	
Finished Goods	136.33		77.97	
	<b>1,035.23</b>		<b>701.66</b>	
Less :				
Stock at Commencement :				
Work-in-Process	623.69		765.36	
Finished Goods	77.97		164.19	
	<b>701.66</b>	<b>(333.57)</b>	<b>929.55</b>	<b>227.89</b>
<b><u>NOTE 19 : EMPLOYEE BENEFIT EXPENSES</u></b>				
Salaries, Wages, Allowances and Bonus	1,925.11		1,438.45	
Contribution to Provident and Other Funds (Note 27)	93.25		94.19	
Expenses on Employee Stock Option Scheme (ESOP)	(2.94)		(18.48)	
Provision for Gratuity & Leave Encashment (Note 27)	95.07		74.78	
Staff Welfare Expenses	151.91		64.58	
	<b>2,262.40</b>		<b>1,653.52</b>	

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS****(Rs. In Lakhs)**

Particulars	Year ended 31-Mar-22	Year ended 31-Mar-21
<b>NOTE 20 : FINANCE COST</b>		
Interest Expenses	668.65	716.72
Interest on Lease Liabilities	11.83	11.82
Bank Charges and other borrowing cost	113.23	114.16
	<b>793.71</b>	<b>842.70</b>
<b>NOTE 21 : OTHER EXPENSES</b>		
Rent	18.35	12.99
Rates and Taxes	282.67	156.97
Power and Fuel	65.52	68.61
Insurance	24.32	24.32
Sales Commission	69.14	66.86
Exhibitions/ Advertisement Expenses	70.18	6.68
Printing and Stationery	13.98	12.70
Travelling and Conveyance	205.31	154.81
Audit, Legal and Professional Charges	310.06	222.06
Vehicle Maintenance	69.20	55.25
Packing and Cartage	239.47	164.96
Stores & Loose Tools Consumed	258.78	165.92
Repairs to Machinery	70.24	57.30
Repairs to Buildings	21.17	21.72
Repairs to Other Assets	45.08	29.12
Jobwork Charges	352.21	224.20
Directors' Sitting Fees	5.20	6.20
Loss on Sale / Assets Written Off (Net)	3.69	5.13
Bad Debts	13.17	27.31
Provision for Doubtful Debts/Advances (net) *	6.77	193.18
Exchange Difference Loss	29.97	16.89
Reversal of SEIS Entitlement recoverable	21.35	-
Miscellaneous Expenses	326.06	195.31
	<b>2,521.89</b>	<b>1,888.49</b>

\* Includes amounts of Rs. Nil lakhs (P.Y. Rs. 158.08 lakhs) provided in financial year 2020-21 by the Company for doubtful recovery of dues from AESA Air Engineering SA, France against total recoverable amount of Rs. 158.08 lakhs on loss of control over the said step down subsidiary which had gone into liquidation proceeding (Refer No. 38).

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS****Note No 22:**

- a) Working capital borrowings from consortium banks on cash credit overdraft/ short term loan and non-fund-based facilities are secured by first pari passu charge on stock of raw materials, stock in process, semi-finished and finished goods, consumable stores and spares, bills receivable, books debts and other moveable current assets (both present and future) of the Company and second pari passu charge on the Property, Plant and Equipment's of the Company (both present and future) at Udhna, Surat. Credit facilities including sub limits extended by consortium banks to Batliboi Environmental Engineering Limited (BEEL) are secured by 2<sup>nd</sup> pari passu charge on the Property, Plant and Equipment's of the Company (both present and future) at Udhna Surat.
- b) The Company has used the borrowings from banks and financial institutions for the purpose for which it was obtained.
- c) There has not been any default in repayment of borrowings and interest during the current and previous financial years except for below mentioned one-off delay in financial year 2020-21 due to certain discrepancy in system of the lender Company, which was cleared on 27<sup>th</sup> May,2021:

Name of the Lender	Amounts in Rs. Lakhs	Period of Default
Tata Motors Finance Limited	0.42	390 days

- d) The Company is not declared wilful defaulter by any bank or financials institution or other lender.
- e) The quarterly statements of current assets filed by the Company with banks are in agreement with the books of accounts of the Company except for certain immaterial differences which has been duly reconciled and presented here below:

**(Rs. in Lakhs)**

Quarter Ended	Value as per quarterly statements filed with Banks	Value as per Ind AS books of account	Difference	Reason for difference
June 2021	2,919.57	2,848.39	71.18	Due to estimated overhead loading on the work in progress and finished goods and receivables stated prior to adjustment of Excepted Credit Loss provisioning (ECL).
September 2021	3,002.23	2,933.90	68.33	
December 2021	3,594.78	3,570.64	24.14	
March 2022	3,879.20	3,771.52	107.68	

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note No 23:

Disclosure required under section 22 of the Micro, small and medium enterprises development Act, 2006:

		(Rs. In Lakhs)	
Sr. No.	Particulars	As at 31st March 2022	As at 31st March 2021
1	Principal amount due and remaining unpaid – Current	491.71	424.68
2	Interest due on above and the unpaid interest	25.60	35.17
3	Interest Paid	-	-
4	Payment made beyond the appointed day during the year	1,245.76	316.94
5	Interest due and payable for the period of delay *	34.32	38.75
6	Interest accrued and remaining unpaid	25.60	35.17
7	Amount of further interest remaining due and payable in succeeding years	25.60	35.17

\* Not claimed by Suppliers

### NOTE 24 - CONTINGENT LIABILITIES AND COMMITMENTS:

#### a) Contingent Liabilities (to the extent not provided for)

		(Rs.in Lakhs)	
Particulars		As at 31st March 2022	As at 31st March 2021
<b>A. CONTINGENT LIABILITIES NOT PROVIDED FOR:</b>			
Disputed Sales Tax/Excise Demands *		120.78	120.78
*The Company has filed appeals against the respective orders and has paid Rs. 40.40 Lakhs against the dispute in earlier years.			
TDS Demands (Prior to F.Y. 2015-16 till F.Y. 2021-22)		117.61	115.92
Custom Duty demands (F.Y. 2019-20)		36.04	36.04
<b>B. CLAIMS NOT ACKNOWLEDGED AS DEBTS:</b>		168.21	193.21
<b>C. GUARANTEES GIVEN:</b>			
Corporate Guarantee given to banks and financial institutions for credit facilities/performance guarantees extended by them to Batliboi Environmental Engineering Limited (BEEL), a related party.		3,140.24	3,154.08
Guarantees given by the Company's bankers on behalf of BEEL specific guarantee facility given in matter of one of its vendors (which is part of Corporate Guarantee shown in above row of Rs. 3,140.24 Lakhs (P.Y. Rs. 3,154.08 Lakhs)		858.54	513.01
Guarantees given on behalf of the Company by its bankers.		353.18	356.38
<b>D.</b> Amount, if any, arising out of liquidation of AESA Air Engineering SA, France (a step-down subsidiary) (Refer Note 38)			



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

- i) The Company does not expect any reimbursement in respect of the above contingent liabilities.
- ii) It is not practicable to estimate the timing of cash outflows, if any, in respect of matters as specified above in note 24.a, above pending resolution of the appellate proceedings.
- iii) In respect of guarantees as specified in note 24.c given by the Company to the bankers of BEEL, one of the related party, BEEL has given counter guarantees to the bank on behalf of the Company.

### b) Commitments:

- i) Estimated amount of Contracts remaining to be executed on Capital Account and not provided for is Rs. Nil (31<sup>st</sup> March 2021: Rs. 36.78 Lakhs).

## **NOTE 25- RELATED PARTY DISCLOSURES:**

### **A) List of Related Parties \*:**

List of related parties where control exists and related parties with whom transactions have taken place and relationship:

- i) Subsidiary Companies:
  - a) Queen Projects (Mauritius) Ltd – Mauritius.
  - b) Quickmill Inc.- Canada <sup>1</sup>
  - c) 760 Rye Street Inc., Canada <sup>1</sup>
  - d) Vanderma Holdings Ltd – Cyprus \*
  - e) Aesa Air Engineering SA- France \*\*
  - f) Aesa Air Engineering PTE Ltd – Singapore \*\*
  - g) Aesa Air Engineering Ltd – China \*\*
  - h) Aesa Air Engineering Pvt Ltd India \*\*

<sup>1</sup> These are step down subsidiaries.

\* This was step down subsidiary Upto 22<sup>nd</sup> January 2021- the subsidiary got deregistered on 25<sup>th</sup> April 2021.

\*\* These were step down subsidiaries which went into liquidation w.e.f. 18<sup>th</sup> November 2020.(Note 38)

### ii) Key Management Personnel and their relatives:

- a) Mr. Nirmal Bhogilal, Chairman
- b) Mr. Vivek Sharma, Managing Director (Upto 30<sup>th</sup> September 2020)
- c) Mr. Sanjiv Joshi, Managing Director (w.e.f. 7<sup>th</sup> November 2020)
- d) Mrs. Sheela Bhogilal, Director
- e) Mr. Ketan Vyas, Chief Financial Officer (Upto 29<sup>th</sup> September 2020)
- f) Mr. Ghanshyam Chechani, Chief Financial Officer (w.e.f. 23<sup>rd</sup> March 2021)
- g) Mr. Kabir Bhogilal, Chief X Officer/Director (Upto 10<sup>th</sup> February 2022 / w.e.f. 11<sup>th</sup> February 2022)
- h) Mrs. Maya Bhogilal
- i) Mr. Ganpat Sawant, Company Secretary (Upto 10<sup>th</sup> June 2021)
- j) Mrs. Pooja Mane, Company Secretary (w.e.f. 6<sup>th</sup> August 2021)

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

## iii) Independent / Non-Executive Directors

- a) Mr. Ameet Hariani
- b) Mr. Eknath.Kshirsagar
- c) Mr. George Verghese
- d) Mr. Subodh Bhargava
- e) Mr. Vijay Kirloskar (Upto 27<sup>th</sup> April 2021)

## iv) Enterprises over which Key Management Personnel are able to exercise significant influence:

- a) Batliboi Environmental Engineering Ltd
- b) Batliboi International Limited
- c) Batliboi Impex Ltd
- d) Batliboi Renewable Energy Solutions Pvt Ltd (formerly known as Batliboi Enxco Pvt Ltd)
- e) Sustime Pharma Ltd
- f) Spartan Electricals
- g) Bhagmal Investments Pvt Ltd
- h) Delish Gourment Pvt Ltd
- i) Hitco Investments Pvt Ltd
- j) Nirbhag Investment Pvt Ltd
- k) Pramaya Shares and securities Pvt Ltd
- l) Bhogilal Trusteeship Pvt Ltd

## v) Entities in which management personnel are trustees:

- a) Bhogilal Leherchand Foundation
- b) Leherchand Uttamchand Trust Fund
- c) Shekhama Family Trust
- d) Bhogilal Family Trust

\*Related party relationships on the basis of the requirements of Indian Accounting Standard (Ind AS) – 24 disclosed above is as identified by the Company and relied upon by the auditors.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**
**B) Transactions and Outstanding Balances:**
**(Rs. In Lakhs)**

Sr. No.	Particulars	Subsidiary Companies		Entities in which Key Management Personnel or their relatives have significant influence		Key Management Personnel & their Relatives	
		2021-22	2020-21	2021-22	2020-21	2021-22	2020-21
<b>I)</b>	<b>Transactions</b>						
i.	Purchase of goods/ material/ services	-	8.42	581.55	381.74	5.90	-
ii	Sale of goods/ materials/ services/ recovery of expenses	53.36	33.57	1,137.80	640.12	-	-
iii	Rent/License fee received(paid)	-	-	(11.52)	(9.78)	(5.40)	(5.40)
iv	Interest Paid (Received)	-	-	98.43	129.60	15.34	8.04
v	Loans and Advance Received/ (Refunded)(Net)	-	-	1,331.50	2,577.00	190.00	-
vi	Loans and Advances in cash or kind Given /(refunded) (Net)	-	-	(1,535.25)	(2,650.00)	-	-
vii	Remuneration	-	-	-	-	126.09	72.64
viii	Director Sitting Fees	-	-			5.20	6.20
<b>II)</b>	<b>Outstanding Balances as at</b>						
a	Loans Received	-	-	616.23	811.34	2,020.40	1,840.25
b	Receivable (for goods, services and other items) -						
	i) Trade Receivables	-	-	465.27	384.24		-
	Payables (for goods, services and other items)						
c	i) Interest accrued and due on loans	-	-	6.03	-	91.22	76.80
	ii) Employee Related Liabilities	-	-	-	-	64.07	44.90
	iii) Trade Payables	-	-	122.94	140.11	29.82	27.08
d	Advance Received	-	-	325.32	217.64	-	-
e	Outstanding investment in preference shares	531.89	565.76	-	-	-	-
f	Outstanding Guarantee	-	-	3,140.24	3,154.08	-	-

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### C) Disclosure of material transactions between the company and related parties and the status of outstanding balances:

(Rs In Lakhs)				
Particulars	Enterprise / Key Management	Relationship	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
Purchase of Goods/ materials/ services/ /payment of expenses	Batliboi Environmental Engineering Ltd	Entities in which key management personnel and/or their relatives have significant influence	386.09	217.90
	Batliboi International Ltd		16.06	20.94
	Batliboi Impex Ltd		72.79	85.42
	Batliboi Renewable Energy Solutions Pvt Ltd		-	2.90
	Spartan Electricals		95.95	33.87
	Hitco Investments Pvt Ltd		10.66	20.71
	Hariani & Co	Key Managerial Person	5.90	-
	Aesa Air Engineering Pvt Ltd	Subsidiary	-	8.42
Sale of goods/ materials/services /recovery of expenses	Batliboi Environmental Engineering Ltd	Entities in which key management personnel and/or their relatives have significant influence	788.87	587.83
	Batliboi International Ltd		324.15	34.94
	Batliboi Renewable Energy Solutions Pvt Ltd		17.53	16.58
	Spartan Electricals		1.35	0.56
	Batliboi Impex Ltd		5.90	0.21
	Quickmill Inc.	Subsidiary	53.36	33.57
Rent/License fees received/(paid)	Batliboi Renewable Energy Solutions Pvt Ltd	Entities in which key management personnel and/or their relatives have significant influence	(3.29)	(0.82)
	Spartan Electricals		(2.23)	(2.96)
	Nirmal Bhogilal (Guest House)	Chairman	(5.40)	(5.40)
	Shekhama Family Trust	Trusts in which management personnel are trustees	(6.00)	(6.00)
Interest Paid/ (Received)	Batliboi International Ltd	Entities in which key management personnel and/or their relatives have significant influence	3.62	8.77
	Hitco Investments Pvt Ltd		94.81	120.83
	Sheela Bhogilal	Key Managerial Person	15.34	8.04

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Loans and advances received	Batliboi Renewable Energy Solutions Pvt Ltd	Entities in which key management personnel and/or their relatives have significant influence	-	100.00
	Hitco Investments Pvt Ltd		1,331.50	2,477.00
	Nirmal Bhogilal		80.00	-
	Kabir Bhogilal		35.00	-
	Sheela Bhogilal		75.00	-
Loans and advances repaid	Batliboi Renewable Energy Solutions Pvt Ltd	Entities in which key management personnel and/or their relatives have significant influence	-	100.00
	Hitco Investments Pvt Ltd		1,535.25	2,550.00
	Nirmal Bhogilal		-	-
Remuneration paid to Key Management Personnel and their Relatives	Kabir Bhogilal	Chief X Officer/Director	43.27	15.43
	Vivek Sharma	Managing Director	-	20.53
	Ketan Vyas	Chief Financial Officer	-	10.95
	Ganpat Sawant	Company Secretary	1.88	6.85
	Sanjiv Joshi	Managing Director	49.56	17.54
	Pooja Mane	Company Secretary	4.93	-
	Ghanshyam Chechani	Chief Financial Officer	26.45	1.34
Director Sitting Fees	Mrs. Sheela Bhogilal	Director	0.60	0.75
	Mr. Ameet Hariani	Independent / Non Executive Director	1.20	1.15
	Mr. Eknath Kshirsagar	Independent / Non Executive Director	1.30	1.55
	Mr. George Verghese	Independent / Non Executive Director	0.80	0.75
	Mr. Subodh Bhargava	Independent / Non Executive Director	1.30	1.55
	Mr. Vijay Kirloskar	Independent / Non Executive Director	-	0.45



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Outstanding balances

(Rs. In Lakhs)

Sr.No.	Particulars	2021-22	2020-21
<b>Outstanding Loans and Advances Received</b>			
<b>A)</b>	<b>Entities in which key management personnel and/or their relatives have significant influence</b>		
i)	Batliboi International Ltd	25.97	35.97
ii)	Hitco Investments Pvt Ltd	590.26	775.37
<b>B)</b>	<b>Key Management Personnel and their relatives</b>		
i)	Nirmal Bhogilal	1,843.40	1,773.25
ii)	Sheela Bhogilal	142.00	67.00
iii)	Kabir Bhogilal	35.00	-
<b>Outstanding Receivable for goods, services and other items</b>			
<b>A)</b>	<b>Entities in which key management personnel and/or their relatives have significant influence</b>		
i)	Batliboi Environmental Engineering Ltd	305.09	237.35
ii)	Batliboi International Ltd	155.24	138.10
iii)	Batliboi Impex Ltd	4.48	7.74
iv)	Spartan Electricals	-	1.05
v)	Batliboi Renewable Energy Solutions Pvt Ltd	0.46	-
<b>Outstanding Payables for goods, services and other items</b>			
<b>A)</b>	<b>Entities in which key management personnel and/or their relatives have significant influence</b>		
i)	Batliboi Environmental Engineering Ltd	28.82	6.11
ii)	Batliboi International Ltd	3.46	0.44
iii)	Batliboi Renewable Energy Solutions Pvt Ltd	2.09	64.99
iv)	Spartan Electricals	39.72	22.49
v)	Hitco Investments Pvt Ltd	6.72	6.37
vi)	Pramaya Shares and securities Pvt Ltd	1.27	-
vii)	Nirbhag Investment Pvt Ltd	1.30	-
<b>B)</b>	<b>Key Management Personnel and their relatives</b>		
i)	Nirmal Bhogilal	102.00	99.13
ii)	Sheela Bhogilal	49.96	35.68
iii)	Kabir Bhogilal	15.63	5.03
iv)	Ganpat Sawant	-	0.78
v)	Hariani & Co	0.54	2.52
vi)	Sanjiv Joshi	14.46	4.30
vii)	Ghanshyam Chechani	1.39	1.34
viii)	Pooja Mane	1.13	-

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Sr.No.	Particulars	2021-22	2020-21
<b>C)</b>	<b>Management personnel are trustees and Related</b>		
i)	Shekhama Family Trust	45.59	39.71
	<b>Outstanding Advance received</b>		
<b>A)</b>	<b>Entities in which key management personnel and/or their relatives have significant influence</b>		
i)	Batliboi International Ltd	228.23	217.64
ii)	Batliboi Renewable Energy Solutions Pvt Ltd	47.13	-
iii)	Spartan Electricals	49.96	-
	<b>Outstanding Investment in preference shares</b>		
<b>A)</b>	<b>Subsidiary Companies</b>		
i)	Queen Projects (Mauritius) Ltd	531.89	565.76
	<b>Outstanding Guarantees/collateral security</b>		
<b>A)</b>	<b>Subsidiary Companies / Entities in which key management personnel and/or their relatives have significant influence</b>		
i)	Batliboi Environmental Engineering Ltd	3,140.24	3,154.08

### NOTE 26 - FINANCIAL DERIVATIVE INSTRUMENTS:

- a. Derivative contracts entered into by the Company and outstanding as at 31<sup>st</sup> March 2022 for Hedging currency and interest related risks.

Nominal number of derivative contracts entered by the company and outstanding is given below:

		(Rs. In Lakhs)	
Sr. No.	Particulars	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
1	Interest Rate Swaps	-	-
2	Currency Swaps	-	-

- b. Foreign Currency payables and receivables that are not hedged by derivative instruments as on 31<sup>st</sup> March 2022 and 31<sup>st</sup> March 2021:

Particulars	31 <sup>st</sup> March 2022 (In Lakhs)		31 <sup>st</sup> March 2021 (In Lakhs)	
	(In FCY Lakhs)	(In Rs. Lakhs)	(In FCY Lakhs)	(In Rs. Lakhs)
<b>Foreign Currency Receivable exposure:</b>				
Euro	7.43	624.69	5.82	345.09
US Dollar	0.71	53.44	0.07	5.05
Japan Yen	14.93	9.25	-	-
<b>Foreign Currency Payable exposure</b>				
EURO	-	-	0.01	0.77
US Dollar	-	-	0.53	38.47



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

- c. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

### **NOTE 27 - "EMPLOYEE BENEFITS" :**

The Company has classified the various benefits provided to employees as under:

#### **a. Defined Contribution Plans:**

The Company has recognized the following amounts in the Statement of Profit and Loss which are included under contribution to Provident Fund and Other Funds:

Particulars	(Rs in Lakhs)	
	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
Contribution to Provident Fund	78.98	76.09
Contribution to ESIC	5.93	5.59
Contribution to Superannuation Fund	8.34	12.51
<b>Total</b>	<b>93.25</b>	<b>94.19</b>

#### **Provident Fund:**

The Fair value of the assets of the provident fund trust as of the Balance Sheet date is greater than the obligation, including interest and also the returns on these plan assets including the amount already provided are sufficient to take care of provident fund interest obligations, over and above the fixed contributions.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**
**b. Defined Benefit Plans:**

(Rs in Lakhs)

Sr. No.	Particulars	Gratuity (Non-Funded)		Leave Encashment (Non funded)		Compensated Absences (Non funded)	
		31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
<b>1</b>	<b>Change in Benefit Obligation -</b>						
	Liability at the beginning of the year	326.03	336.69	117.13	119.37	11.55	12.36
	Interest cost	20.09	22.04	7.31	7.79	0.71	0.81
	Current Service Cost	27.24	21.78	19.79	19.79	19.93	2.57
	Benefit Paid	(47.49)	(46.87)	(31.72)	(31.94)	(-)	(-)
	Actuarial (gain) / Loss on obligation	(45.56)	(7.61)	7.71	2.12	(21.42)	(4.19)
	Liability at the end of the year	280.31	326.03	120.22	117.13	10.77	11.55
<b>2</b>	<b>Changes in the Fair Value of Plan Assets -</b>						
	Present Value of Plan Assets as at the beginning of the year	-	-	-	-	-	-
	Expected Return on Plan Assets	-	-	-	-	-	-
	Actuarial (Gain)/Loss	-	-	-	-	-	-
	Employers' Contributions	47.49	46.87	31.72	31.94	-	-
	Benefits Paid	(47.49)	(46.87)	(31.72)	(31.94)	-	-
	Present Value of Planned Assets as at end of the year	-	-	-	-	-	-
<b>3</b>	<b>Amount Recognized in the Balance Sheet including a reconciliation of the Present Value of Defined Benefit Obligation and the Fair Value of Assets</b>						
	Present Value of Defined Benefit Obligation as at the end of the year	280.31	326.03	120.22	117.13	10.77	11.55
	Fair Value of Plan Assets as at the end of the year	-	-	-	-	-	-
	Net Liability recognized in the Balance Sheet as at the end of the year	280.31	326.03	120.22	117.13	10.77	11.55
<b>4</b>	<b>Expenses Recognized in the Profit and Loss Account</b>						
	Service Cost	27.24	21.78	19.79	19.79	19.93	2.57
	Interest Cost	20.09	22.04	7.31	7.79	0.71	0.81
	Expected Return on Plan Assets	-	-	-	-	-	-

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Sr. No.	Particulars	Gratuity (Non-Funded)		Leave Encashment (Non funded)		Compensated Absences (Non funded)	
		31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
	Curtailment Cost/(Credit)	-	-	-	-	-	-
	Settlement Cost/(Credit)	-	-	-	-	-	-
	Total Expenses recognized in the Profit and Loss A/c	47.33	43.82	27.10	27.58	20.64	3.38
<b>5</b>	<b>Actual Return on Plan Assets</b>						
	Estimated Contribution to be made in the next annual year						
	The composition of plan assets: i.e. percentage of each category of plan assets to total fair value of plan assets:						
a)	Govt of India Securities	-	-	-	-	-	-
b)	Corporate Bonds	-	-	-	-	-	-
c)	Special Deposit Scheme	-	-	-	-	-	-
d)	Equity Shares of Listed Companies	-	-	-	-	-	-
e)	Property	-	-	-	-	-	-
f)	Insurance Managed Funds	-	-	-	-	-	-
g)	Others	-	-	-	-	-	-
	<b>Total</b>	-	-	-	-	-	-
<b>6</b>	<b>Amount recognised in Other Comprehensive Income (OCI)</b>						
	Actuarial (Gains) / Losses on Obligations for the period	(45.56)	(7.61)	7.71	2.12	(21.43)	(4.19)
	Re-measurement(Return on Plan Assets Excluding Interest Income)	-	-	-	-	-	-
	Change in Asset Ceiling	-	-	-	-	-	-
	<b>Net (Income) / Expenses for the period recognized in OCI</b>	(45.56)	(7.61)	7.71	2.12	(21.43)	(4.19)

## 7 Principal Actuarial Assumptions at the Balance Sheet Date

Retirement age	58 years for employees at Manufacturing facilities at Udhna and 60 years at other locations					
Discount rate	7.36% p.a.	6.76% p.a.	7.36%p.a.	6.76% p.a.	7.36%p.a.	6.76%p.a.
Mortality	Indian Assured Lives Mortality (2006-2008) Ultimate					
Salary escalation	4% p.a.	4% p.a.	4% p.a.	4% p.a.	4% p.a.	4%p.a.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

	Gratuity (Non-Funded)		Leave Encashment (Non funded)		Compensated Absences (Non funded)	
	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
<b>Projected benefits payable in future years from the date of reporting</b>						
1st following year	14.07	57.78	6.92	17.87	5.59	22.08
Sum of years 2 to 5	132.69	112.87	27.62	24.49	34.63	23.37
Sum of years 6 to 10	76.97	83.92	28.06	30.44	32.20	30.71
<b>Sensitivity Analysis on PBO</b>						
Delta effect of 1% increase in rate of discounting	261.62	304.72	88.44	105.96	9.80	105.56
Delta effect of 1% decrease in rate of discounting	301.74	350.74	108.96	130.49	11.90	127.33
Delta effect of 1% increase in rate of salary escalation	301.18	350.15	109.12	130.61	11.93	127.55
Delta effect of 1% decrease in rate of salary escalation	261.32	304.21	88.17	105.69	9.76	105.22

**NOTE NO. 28: Earning per share**

Particulars	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
Profit/ (Loss) after Tax – (Rs in Lakhs)	(664.16)	(597.85)
No. of Equity shares of Rs.5 each outstanding	2,87,15,883	2,87,15,883
Weighted Average Number of Equity Shares Outstanding during the year		
For Basic	2,87,15,883	2,87,15,883
For Diluted	2,87,15,883	2,87,15,883
<b>EPS (Rs.)</b>		
Basic	(2.31)	(2.08)
Diluted	(2.31)	(2.08)

**NOTE 29 - FAIR VALUE MEASUREMENTS:**

The following disclosures are made as required by Ind AS -113 pertaining to Fair value measurement:

**a. Accounting classification and fair values**

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rs. In Lakhs)

Particulars	As at 31-Mar-22			As at 31-Mar-21			Fair Value Measurement Hierarchy
	Amortised Cost	FVPL	At Cost	Amortised Cost	FVPL	At Cost	
<b><u>FINANCIAL ASSETS</u></b>							
Investments	-	531.89	5.27	-	565.76	5.27	Level 2
Trade receivables	1,521.49	-	-	1,245.95	-	-	
Cash and cash equivalents	8.47	-	-	6.14	-	-	
Bank balances other than above	34.39	-	-	53.34	-	-	
Loans	1.42	-	-	8.69	-	-	
Others	378.72	-	-	419.47	-	-	
<b>Total Financial Assets</b>	<b>1,944.49</b>	<b>531.89</b>	<b>5.27</b>	<b>1,733.59</b>	<b>565.76</b>	<b>5.27</b>	
<b><u>FINANCIAL LIABILITIES</u></b>							
Borrowings	6,609.46	-	-	6,892.26	-	-	Level 2
Trade payables	2,341.21	-	-	2,054.36	-	-	
Other financial liabilities	3,564.63	-	-	2,168.82	-	-	
<b>Total Financial Liabilities</b>	<b>12,515.30</b>	<b>-</b>	<b>-</b>	<b>11,115.44</b>	<b>-</b>	<b>-</b>	

### b. Measurement of fair values:

The following tables shows the valuation techniques used in measuring Level 2 fair values.

Type	Valuation technique
Fixed Rate Borrowings	Discounted cash flows: The valuation model considers the present value of expected payment discounted using appropriate discounting rates.

### c. Financial risk management

The Company has exposure to the Credit risk, Liquidity risk and Market risk arising from financial instruments.

**Risk Management Framework:** The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established the Risk Management Committee (RMC), which is responsible for developing and monitoring the Company's risk management policies.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits to control / monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

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 approved by the Board of Directors.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS****d. Credit Risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables.

Trade receivables: 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.

The following table provides information about the exposure to credit risk and measurement of loss allowance using lifetime expected credit loss for trade receivables:

<b>(Rs. In Lakhs)</b>					
<b>Particulars</b>	<b>Up to 6 months</b>	<b>6 months. to 1 year.</b>	<b>1 year to 3 years</b>	<b>More than 3 years</b>	<b>Total</b>
<b>As at 31st March 2022</b>					
Gross Carrying Amount	1,009.41	135.30	425.37	379.13	1,949.21
Specific Provision	-	-	63.54	364.18	427.72
Carrying Amount	1,009.41	135.30	361.83	14.95	1521.49
<b>As at 31st March 2021</b>					
Gross Carrying Amount	954.04	101.48	261.26	350.12	1,666.90
Specific Provision	-	-	84.86	336.09	420.95
Carrying Amount	954.04	101.48	176.40	14.03	1,245.95

**Cash and cash equivalents:**

The Company held cash and cash equivalents of Rs 8.47 lakhs as at 31<sup>st</sup> March 2022 (31st March 2021: Rs. 6.14 lakhs). The cash and cash equivalents are held with reputed banks.

**e. Liquidity Risk:**

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

<b>(Rs. In Lakhs)</b>						
<b>Particulars</b>	<b>Contractual cash flows</b>					
	<b>Carrying amount</b>	<b>Up to 1 year</b>	<b>1-2 years</b>	<b>2-5 years</b>	<b>More than 5 years</b>	<b>Total</b>
<b>As on 31st March 2022</b>						
Non-derivative financial liabilities						
Borrowings	6,609.46	3,007.10	481.28	667.41	2,453.67	6,609.46
Interest	97.25	12.60	-	-	84.65	97.25
Trade payables	2,341.21	2,136.45	204.76	-	-	2,341.21

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

As on 31st March 2021						
Non-derivative financial liabilities						
Borrowings	6,892.26	3,104.67	224.88	1,098.85	2463.86	6,892.26
Interest	76.80	-	-	-	76.80	76.80
Trade payables	2,054.36	1,809.51	244.85	-	-	2,054.36

### f. Market Risk

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates and commodity prices, will affect the Company's income or the value of its financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables, long term debt and commodity prices. The Company is exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and commodity price risk.

### g. Interest rate risk:

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest-bearing investments because of fluctuations in the interest rates, in cases where the borrowings are measured at fair value through the Statement of profit and loss. Cash flow interest rate risk is the risk that the future cash flows of floating interest-bearing investments will fluctuate because of fluctuations in the interest rates.

#### Exposure to Interest rate risk:

The Company's interest rate risk arises from borrowings. The interest rate profile of the Company's interest-bearing long term financial instruments is as follows:

(Rs In Lakhs)

Particulars	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
Fixed-rate instruments	2,499.26	2,810.88
Variable-rate instruments	1,608.52	1,684.52
<b>Total</b>	<b>4,107.78</b>	<b>4,495.40</b>

### h. Currency risk:

The Company is exposed to currency risk on account of its operating and financing activities. The functional currency of the Company is Indian Rupee.

To the extent the exposures on purchases and borrowings are not economically hedged by the foreign currency denominated receivables, the Company uses derivative instruments, like, foreign exchange forward contracts to mitigate the risk of changes in foreign currency exchange and principal only swap rates. Company does not use derivative financial instruments for trading or speculative purposes.

The Company evaluates exchange rate exposure arising from foreign currency transactions and the Company follows established risk management policies including the use of derivatives like foreign exchange forward contracts to hedge exposure.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Exposure to currency risk:

The currency profile of financial assets and financial liabilities as on 31<sup>st</sup> March 2022 and 31<sup>st</sup> March 2021 are as below:

(Rs. In Lakhs)

Particulars	Total	INR	JPY	EURO	USD	MUR
<b>As at 31 March 2022</b>						
Financial assets						
Cash and cash equivalents	8.47	8.47	-	-	-	-
Loans and advances	279.52	275.78	-	-	3.74	-
Other current financial assets	34.39	34.39	-	-	-	-
Trade and other receivables	1,521.49	990.04	9.25	472.50	49.70	-
Other Non-current financial asset	637.78	105.89	-	-	-	531.89
<b>Exposure for assets (A)</b>	<b>2,481.65</b>	<b>1,414.57</b>	<b>9.25</b>	<b>472.50</b>	<b>53.44</b>	<b>531.89</b>
Financial liabilities						
Long term borrowings	3,602.36	3,602.36	-	-	-	-
Short term borrowings	3,007.10	3,007.10	-	-	-	-
Trade and other payables	2,341.21	2,341.21	-	-	-	-
Other Current financial liabilities	3,026.59	3,026.59				-
Other Non-Current financials Liabilities	538.04	538.04	-	-	-	-
<b>Exposure for liabilities (B)</b>	<b>12,515.30</b>	<b>12,515.30</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net exposure (A-B)</b>	<b>(10,033.65)</b>	<b>(11,100.73)</b>	<b>9.25</b>	<b>472.50</b>	<b>53.44</b>	<b>531.89</b>

(Rs. In Lakhs)

Particulars	Total	INR	EURO	USD	MUR
<b>As at 31st March 2021</b>					
Financial assets					
Cash and cash equivalents	6.14	6.14	-	-	-
Loans and advances	326.03	326.04	-	-	-
Other current financial assets	53.34	53.34	-	-	-
Trade and other receivables	1,245.95	895.81	345.08	5.05	-
Other Non-current financial asset	673.16	107.40	-	-	565.76
<b>Exposure for assets (A)</b>	<b>2,304.62</b>	<b>1,388.73</b>	<b>345.08</b>	<b>5.05</b>	<b>565.76</b>
Financial liabilities					
Long term borrowings	3,787.59	3,787.59	-	-	-
Short term borrowings	3,104.67	3,104.67	-	-	-
Trade and other payables	2,054.36	2,015.89	-	38.47	-
Other Current financial liabilities	1,724.19	1,723.42	0.77	-	-
Other Non Current financials Liabilities	444.63	444.63	-	-	-
<b>Exposure for liabilities (B)</b>	<b>11,115.44</b>	<b>11,076.20</b>	<b>0.77</b>	<b>38.47</b>	<b>-</b>
<b>Net exposure (A-B)</b>	<b>(8,810.82)</b>	<b>(9,687.47)</b>	<b>344.31</b>	<b>(33.42)</b>	<b>565.76</b>



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Sensitivity analysis:

A reasonably possible change in foreign exchange rate by 4% would have increased or decreased impact on Profit / (Loss) (before tax) as below:

Particulars	(Rs in Lakhs)	
	For the year ended 31 <sup>st</sup> March 2022	For the year ended 31 <sup>st</sup> March 2021
Movement in exchange rate	4%	4%
<u>Impact on profit and loss</u>		
JPY- INR	0.37	-
EURO – INR	18.90	20.00
USD – INR	2.14	1.34
MUR – INR	20.12	22.55

### Note No. 30: Disclosure relating to Revenue from Contract

#### a) Disaggregation of revenue into Customer Categories and Geographical areas for the year ended 31<sup>st</sup> March, 2022:

Revenue disaggregation by industry vertical is as follows:

Industry Vertical	(Rs. In Lakhs)	
	Year Ended 31st March 2022	Year Ended 31st March 2021
Machine Tools	5,351.13	3,869.60
Textile Engineering	9,187.53	5,455.65
Others	68.28	79.47
<b>Total Rs.</b>	<b>14,606.94</b>	<b>9,404.72</b>

Revenue disaggregation by geography is as follows:

Geography	(Rs. In Lakhs)	
	Year Ended 31st March 2022	Year Ended 31st March 2021
India	13,263.47	8,774.60
Foreign	1,343.47	630.12
<b>Total Rs.</b>	<b>14,606.94</b>	<b>9,404.72</b>

#### b) Performance Obligation under contract with customers:

Performance obligations are satisfied at the point of time when the customer obtains the control of the goods. All the unsatisfied performance obligations as on 31<sup>st</sup> March 2022 which are part of contract is expected to be completed within duration of one year.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS****Note No. 31: Capital Management**

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations.

	<b>(Rs. In Lakhs)</b>	
<b>Particulars</b>	<b>31st March 2022</b>	<b>31st March 2021</b>
Loans and Borrowings	6,609.46	6,892.26
Trade Payables	2,341.21	2,054.36
Other Financial Liability	3,564.63	2,168.82
Less: Cash and Cash Equivalents	8.47	6.14
<b>Net Debts</b>	<b>12,506.83</b>	<b>11,109.30</b>
Equity	11,096.40	11,719.63
Capital and net debt	23,603.23	22,828.93
<b>Gearing ratio</b>	<b>53%</b>	<b>49%</b>

**Note No 32: Disclosure for provisions:**

The aforesaid provisions are made for warranty cover related to goods sold and jobs executed (Refer Note 15.4):

	<b>(Rs. In Lakhs)</b>				
<b>Provisions</b>	<b>Opening Amount</b>	<b>Additional provision</b>	<b>Amount utilized</b>	<b>Amount reversed</b>	<b>Closing balance</b>
2021-22	27.15	16.55	-	-	43.70
2020-21	27.42	0.99	-	1.26	27.15

**Note No 33: Employees Stock Option Plan (ESOP)**

Pursuant to the resolution passed in the extra ordinary general meeting in the year 2011-12, the Company has reversed 28,68,255 options to the eligible employees of the Company and its subsidiaries under the Employees Stock Option Scheme. The exercise price of all the options is Rs. 15.75 per option. Summary of stock options as on 31<sup>st</sup> March 2022 is as follows:

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Name of Plan	Number of Options	Exercise Price
ESOP 2011-12 - Phase 1	10,00,000	Rs. 15.75
ESOP 2012-13 - Phase 2	1,00,000	Rs. 15.75
ESOP 2014-15 - Phase 3	3,50,000	Rs. 15.75
ESOP 2015-16 - Phase 4	2,50,000	Rs. 15.75
ESOP 2017-18 - Phase 5	1,00,000	Rs. 15.75
ESOP 2018-19 - Phase 6	4,50,000	Rs. 15.75

Number and weighted average exercise prices of stock options for each of the following groups of options -	Number of Options		Weighted Average Exercise Price (In Rs.)	
	2021-22	2020-21	2021-22	2020-21
- Outstanding at the beginning of the Year	6,66,666	11,83,333	15.75	15.75
- Granted during the Year	-	-	15.75	15.75
- Forfeited/Lapsed during the Year	2,21,666	5,16,667	-	-
- Exercised during the Year	-	-	-	-
- Outstanding at the end of the Year and	4,45,000	6,66,666	15.75	15.75
- Exercisable at the end of the Year	2,28,334	3,41,666	15.75	15.75
Number of Option Vested during the Year	1,08,333	-		
Total number of shares arising as a result of exercise	-			
Money realised by exercise of options (Rs.)	-			
For stock options exercised during the period the weighted average share price at the date of exercise. If options were exercised on a regular basis throughout the period, the weighted average share price during the period. (Rs.)	No options were exercised during the year.			
For stock options outstanding at the end of the period, the range of exercise prices and weighted average remaining contractual life (vesting period + exercise period). If the range of the exercise prices is wide, the outstanding of those options should be divided into ranges that are meaningful for assessing the number and timing of additional shares that may be issued and cash that may be received upon exercise of those options.	Range of exercise Prices (Rs.)		Weighted average contractual life (Years)	
	2021-22	2020-21	2021-22	2020-21
ESOP 2011-12 - Phase 1	15.75	15.75	-	0.81
ESOP 2014-15 - Phase 3	15.75	15.75	1.44	2.44
ESOP 2018-19 - Phase 6	15.75	15.75	5.15	6.15
For liabilities arising from employee share-based payment plans	Carrying amount as at 31 <sup>st</sup> March 2022 – Rs. 42.45 lakhs (31 <sup>st</sup> March 2021 – Rs. 45.39 Lakhs)			
- Total carrying amount at the end of the period				
- Total intrinsic value at the end to the period for which the right of the employee to cash or other assets had vested by the end of the period.	No cash settled awards given out			
Diluted earnings per share (EPS) pursuant to issue of shares on exercise of option.	No options were exercised during the year			

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS****Note No 34: Leases**

Set out below are the carrying amounts of lease liabilities and the movement:

(Rs. In Lakhs)

Particulars	2021-22	2020-21
Opening Balance	110.08	130.62
Modifications	132.21	27.44
Interest on Lease Liabilities	11.83	11.82
Repayments	(62.17)	(59.80)
<b>Closing balance</b>	<b>191.95</b>	<b>110.08</b>
Current	68.02	43.67
Non-Current	123.93	66.41
<b>Total</b>	<b>191.95</b>	<b>110.08</b>

The maturity analysis of undiscounted lease liabilities are as follows:

(Rs. In Lakhs)

Particulars	2021-22	2020-21
Less than 1 year	87.37	54.49
1 to 5 years	148.96	72.57
More than 5 years	-	-
<b>Total</b>	<b>236.33</b>	<b>127.06</b>

The following amounts are recognized in the statement of profit and loss:

(Rs. In Lakhs)

Particulars	2021-22	2020-21
Depreciation expense on right-of-use asset (Note 6)	51.55	44.81
Interest expense on lease liability (Note 20)	11.83	11.82
Expense relating to short term leases including service charges (included in other expense as rent)	18.35	12.99
<b>Total</b>	<b>81.73</b>	<b>69.62</b>

The Company had total cash outflows for leases of Rs.50.34 Lakhs (PY Rs. 47.98 Lakhs) (excluding interest) for the year ended 31<sup>st</sup> March 2022. The Company did not have any non-cash additions to right-of-use assets and lease liabilities for the year ended 31<sup>st</sup> March 2022. Further, there are no future cash outflows relating to leases that have not yet commenced.

**Note No.35**

Audit, Legal and Professional Charges (excluding Service Tax/ GST) shown under other expenses (Note 21), includes the following payments to auditors:

Rs. (In Lakhs)

Particulars	2021-22	2020-21
a) Audit Fees	14.50	14.50
b) Certification	4.20	4.00
c) Reimbursement	-	0.26
<b>Total</b>	<b>18.70</b>	<b>18.76</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note No. 36:

Reconciliation between opening and closing balance in the Balance Sheet for liabilities arising from financing activities as required by Ind AS 7 “Statement of Cash Flows” is as under:

(Rs. In Lakhs)

Particulars	31st March 2022	31st March 2021
Cash and Cash Equivalents	8.47	6.14
Current Borrowings (including interest)	(3,019.70)	(3,104.67)
Non-Current Borrowings (including interest)	(3,687.01)	(3,864.39)
<b>Net Debt</b>	<b>(6,698.24)</b>	<b>(6,962.92)</b>

(Rs. In Lakhs)

Particulars	Other Assets	Liabilities from financing activities		Total
	Cash and Bank Balance	Non - Current Borrowings	Current Borrowings	
<b>Net Debts as at 31st March 2021</b>	<b>6.14</b>	<b>(3,864.39)</b>	<b>(3,104.67)</b>	<b>(6,962.92)</b>
Cash Flows	2.33	186.00	74.01	<b>262.34</b>
Interest Expense	-	(46.60)	(622.05)	<b>(668.65)</b>
Interest Paid	-	27.80	633.01	<b>660.81</b>
Other non-cash movements -	-	-	-	-
- Fair Value adjustments	-	10.18	-	<b>10.18</b>
<b>Net Debts as at 31st March 2022</b>	<b>8.47</b>	<b>(3,687.01)</b>	<b>(3,019.70)</b>	<b>(6,698.24)</b>

Particulars	Other Assets	Liabilities from financing activities		Total
	Cash and Bank Balance	Non - Current Borrowings	Current Borrowings	
<b>Net Debts as at 31st March 2020</b>	<b>41.57</b>	<b>(3,895.16)</b>	<b>(2,744.06)</b>	<b>(6,597.65)</b>
Cash Flows	(35.43)	(24.59)	(361.84)	<b>(421.86)</b>
Interest Expense	-	(139.33)	(577.39)	<b>(716.72)</b>
Interest Paid	-	131.29	578.62	<b>709.91</b>
Other non-cash movements -	-	-	-	-
- Acquisitions/ disposal	-	-	-	-
- Fair Value adjustments	-	63.40	-	<b>63.40</b>
<b>Net Debts as at 31st March 2021</b>	<b>6.14</b>	<b>(3,864.39)</b>	<b>(3,104.67)</b>	<b>(6,962.92)</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### **Note No. 37: Assessment of implication of COVID – 19 pandemic on Standalone financial statement**

The spread and ongoing impact of COVID -19 pandemic is causing significant disturbance and slowdown of economic activity. During the year ended 31st March 2022, uncertainties caused by the pandemic has resulted in limited availability of workforce, disrupted supply chain and delayed offtake from customers. The Company has evaluated the impact of this pandemic on its business operations, liquidity and financial position based on internal and external information available up to the date of approval of these Standalone financial statements and expects to recover the carrying values of its assets.

The impact assessment of COVID -19 is a continuing process given the uncertainties associated with its nature and duration and accordingly the impact may be different from that estimated as at the date of approval of these Standalone financial statements. The Company will continue to monitor any material changes to future economic conditions.

### **Note No. 38**

The Board of Directors of AESA Air Engineering SA, France which is a step-down subsidiary, had filed Judiciaire Redressment under French Law on 6th July 2020. The French Court had passed an interim order on 18th November 2020 taking cognizance of the situation and pronounced the 'liquidation judiciaire' of AESA Air Engineering SA France including its three step down subsidiaries and appointed a Liquidator. Thus the Company had no control over the said step-down subsidiary companies and hence it cease to be step down subsidiary of the Company from financial year 2020-21.

### **Note No. 39: Code on Social Security,2020**

The Code on Social Security, 2020 ("Code") relating to employee benefits during the employment and post-employment benefits has been published in the Gazette of India on 28th September 2020. The Ministry of Labour and Employment has released draft rules for the Code on 13th November 2020. The effective date from which these changes are applicable is yet to be notified. The Company will assess and record the impact, if any when the rules are notified, and the Code becomes effective.

### **Note No. 40: Additional Regulatory Disclosures:**

- i) a) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).
- b) The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- ii) For the year ended 31st March 2022, there are no instances of transactions not recorded in the books of account, which have been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- iii) The Company has not traded or invested in Crypto currency or Virtual Currency during the year.
- iv) 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 FORMING PART OF THE FINANCIAL STATEMENTS

- v) The Company has not undertaken any transactions with companies struck off under section 248 of Companies Act, 2013 or section 560 of the Companies Act, 1956.
- vi) There is no charge form filed beyond the statutory period for registration of charges or satisfaction with Registrar of Companies.
- vii) The Company has not granted any loans or advances in the nature of loans to its promoters, directors, Key Managerial Personnel's and the related parties, either severally or jointly with any other person, that are repayable on demand and/or without specifying any terms or period of repayment.

### viii) Analytical Ratios:

Ratio	Numerator	Denominator	As at 31.03.2022	As at 31.03.2021	% Variance	Reason for Variance for more than 25%
(a) Current Ratio (in times)	Total Current Assets	Total Current Liabilities	0.46	0.45	0.94%	NA
(b) Debt-Equity Ratio (in times)	Total Debt and lease liabilities	Total Equity	0.61	0.60	2.59%	NA
(c) Debt Service Coverage Ratio (in times)	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + other non-cash adjustments	Debt Service = Interest and lease payments + principal repayments	0.35	0.73	(51.35%)	Note 1
(d) Return on Equity Ratio (in %)	Net Profit after tax	Average Total Equity	(5.82%)	(4.97%)	17.09%	NA
(e) Inventory Turnover Ratio (in times)	Sales of Products	Average Inventory	6.83	4.80	42.21%	Note 2
(f) Trade Receivables turnover ratio (in times)	Revenue from rendering of operations	Average Accounts Receivable	10.56	7.44	41.85%	Note 2
(g) Trade payables turnover ratio (in times)	Purchases	Average Trade Payables	4.46	2.38	87.06%	Note 3
(h) Net capital turnover ratio (in times)	Revenue from rendering of operations	Average working capital (i.e. Total current assets less Total current liabilities)	(3.59)	(2.58)	39.11%	Note 2
(i) Net profit ratio (in %)	Net Profit after tax	Revenue from rendering of operations	(4.55%)	(6.36%)	(28.47%)	Note 2
(j) Return on Capital employed (in %)	Profit before tax and interest	Capital employed = Net worth + Lease liabilities + Deferred tax liabilities	1.10%	0.12%	795.25%	Note 2

#### Notes:

- Reduction in interest expense and non-cash adjustments as compared to last has resulted in reduction of the ratio.
- Increase in revenue from operations and improvement in operating margin has resulted in improvement of the respective ratios.
- Improvement in operations as compared to last year resulted increase in purchases during the year has resulted in increase in ratio.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### **Note No. 41: Events after reporting date**

There have been no significant events after the reporting date that require disclosure in these financial statements.

### **Note No. 42:**

Previous year's figures have been reclassified and re grouped to confirm to current years classification and grouping.

### **Signature on notes on accounts**

#### **For Mukund M. Chitale & Co.**

Chartered Accountants  
Firm Reg. No : 106655W

#### **A.V. Kamat**

(Partner)  
M. No. 039585

Place : Mumbai  
Date : 27th May 2022

#### **For and On Behalf of the Board of Directors**

#### **NIRMAL BHOGILAL**

Chairman  
DIN No. 00173168

#### **SANJIV JOSHI**

Managing Director  
DIN No. 08938810

#### **GHANSHYAM CHECHANI**

Chief Financial Officer

#### **POOJA MANE**

Company Secretary





## INDEPENDENT AUDITOR'S REPORT

To the Members of Batliboi Limited

### Report on the Audit of the Consolidated Ind AS Financial Statements

#### 1. Opinion

We have audited the Consolidated Ind AS financial statements of Batliboi Limited ("the Holding Company") and its subsidiaries (the Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31<sup>st</sup> March 2022, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows for the year then ended, and notes to the Consolidated Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the 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 Consolidated state of affairs of the Group as at 31<sup>st</sup> March, 2022, the Consolidated loss and consolidated total other comprehensive income, Consolidated changes in equity and its Consolidated cash flows for the year ended on that date.

#### 2. Basis for Opinion

We conducted our audit of the Consolidated Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements section of our report. We are independent of the Group 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 Consolidated Ind AS financial statements under the provisions of the Companies Act, 2013 ("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 on Consolidated Ind AS financial statements.

#### 3. Emphasis of Matter

We draw attention to Note 40 of the Consolidated Ind AS financial statements, as regards to Group's assessment of the financial impact of COVID – 19 pandemic situations on the Consolidated Ind AS financial statements, the assessment thereof by the Group based on its internal, external and macro factors, involving certain estimation uncertainties.

Our Opinion is not modified in respect of this matter.

**4. Key Audit Matters**

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

We have determined the matters described below to be the key audit matters to be communicated in our report which is based on audit procedures performed by us.

<b>Sr. No.</b>	<b>Key Audit Matter</b>	<b>Auditor's Response</b>
1)	<p><u>Evaluation of Contingent Liabilities –</u></p> <p>The Holding Company has disclosed the contingent liability on account of sales tax, excise duty, TDS and claims not acknowledged as debts against the Holding Company relating to various business operations and human resource cases. The management has applied significant judgment to determine the possible outcome of these disputes and no provision relating to these liabilities has been taken in the Consolidated Ind AS financial statements as on 31<sup>st</sup> March 2022.</p> <p>Refer note 26 (a) of the Consolidated Ind AS Financial Statements for disclosure of Contingent Liabilities.</p>	<p>We have followed the following audit procedures:</p> <p>a) Evaluated the design and tested the operating effectiveness of the relevant controls, through combination of procedures involving inquiry and observation, reperformance and inspection of evidence in respect of operation of these controls to assess how the Holding Company monitors the disputed tax liabilities, court cases, related developments and their assessment of the potential impact on the Holding Company.</p> <p>b) For uncertain disputed taxes and court cases, obtained details of tax assessments, appeal order, court status, court orders and demands from management of the Holding Company.</p> <p>c) Evaluated the Holding Company management's underlying assumptions of the validity and adequacy of provisions for uncertain disputed taxes, court cases and evaluating the basis of determination of the possible outcome of the disputes. Also considered legal precedence and other rulings and read, where applicable, external advice sought by the Holding Company for these uncertain disputed taxes, court cases and reviewed related correspondence in evaluating management's position on these uncertain disputed taxes and court cases.</p>

**5. Information other than the Consolidated Ind AS financial statements and Auditor's report thereon**

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Directors Report, Corporate Governance Report and Management Discussion and Analysis, but does not include the Consolidated Ind AS financial statements and our auditor's report thereon. The Annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the Consolidated 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 Consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Ind AS financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the other information included in the above reports, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance of the Holding Company and determine the actions under the applicable laws and regulations.

## **6. Responsibilities of Management and Those Charged with Governance for the Consolidated Ind AS Financial Statements**

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated Ind AS financial statements that give a true and fair view of the Consolidated financial position, Consolidated financial performance, Consolidated total comprehensive income, Consolidated changes in equity and Consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the Companies included in the Group are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated Ind AS financial statements, the respective Board of Directors of the Companies included in the Group are responsible for assessing the Group'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 Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Companies included in the Group are also responsible for overseeing the Company's financial reporting process.

## **7. Auditor's Responsibilities for the Audit of the Consolidated Ind AS 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 Standard on auditing 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 Standard on auditing, we exercise professional judgment and maintain professional skepticism 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 Holding 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 Group 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 Consolidated Ind AS 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Ind AS financial statements, including the disclosures, and whether the Consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the Consolidated Ind AS financial statements of such entities included in the Consolidated Ind AS financial statements. For the other entities included in the Consolidated Ind AS financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company 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 Consolidated 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.

**8. Other Matters**

We did not audit the financial statements / financial information of three subsidiary companies (including 2 Step-down subsidiaries), whose financial statements include excluding consolidation eliminations reflect total assets of Rs. 9,316.29 Lakhs as at 31<sup>st</sup> March 2022, total revenue of Rs. 5,129.86 Lakhs, total profit/(loss) after tax of Rs. 143.67 Lakhs and net cash inflows amounting to Rs. 610.49 Lakhs for the year then ended, as considered in the Consolidated Ind AS financial statements. These financial statements/ financial information have been audited by other auditor whose reports have been furnished to us by the Management and our opinion on the Consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiaries company and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the report of the other auditor.

Our opinion on the Consolidated Ind AS financial statements and our report on Other Legal and Regulatory requirements below is not modified in respect to our reliance on the work done and the reports of the other auditors.

**9. Report on Other Legal and Regulatory Requirements**

- i. 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.
- ii. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditor on separate financial statement and the other financial information of subsidiary companies, as noted in the 'Other Matter' paragraph, we report to the extent applicable 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 Consolidated Ind AS financial statements.
  - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Ind AS financial statements have been kept so far as appears from our examination of those books and the reports of the other auditor.
  - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this report are in agreement with the relevant books of account maintained for preparation of Consolidated Ind AS Financial Statements.
  - d. In our opinion, the aforesaid Consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- e. On the basis of the written representations received from the directors of the Holding Company as on 31<sup>st</sup> March 2022 taken on record by the board of directors of the Holding Company, none of the Directors are disqualified as on 31<sup>st</sup> March 2022, from being appointed as a director in terms of sub-section 2 of Section 164 of the Act. According to information and explanations provided to us, sub-section 2 of section 164 of the Act is not applicable to subsidiary companies as these are not incorporated in India.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'. According to information and explanations provided to us, clause (i) sub-section 3 of section 143 of the Act is not applicable to subsidiary companies as these are not incorporated in India.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- 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 and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, as noted in the 'Other matter' paragraph:
  - i. The Group has disclosed the impact of pending litigations on its financial position in its Consolidated Ind AS financial statements – Refer Note 26(a) to 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;
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India.
  - iv. (a) The Management has represented that 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 Holding 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. Reporting under Rule 11(e) is not applicable to any of the Subsidiary Companies in the Group as they are incorporated outside India hence reporting under the said clause has been only with respect to the Holding Company. (Refer Note 43 (i)(a) to Consolidated Ind AS financial statements);

- (b) The Management has represented that 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 Holding 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. Reporting under Rule 11(e) is not applicable to any of the Subsidiary Companies in the Group as they are incorporated outside India hence reporting under the said clause has been only with respect to the Holding Company. (Refer Note 43 (i)(b) to Consolidated Ind AS financial statements); and
- (c) Based on audit procedures that have been considered reasonable and appropriate in the circumstances; nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Holding Company has not paid dividend during the year and has not declared any dividend during the year, accordingly compliance with provisions of Section 123 of the Companies Act, 2013 is not applicable. Reporting under Rule 11(f) is not applicable to any of the Subsidiary Companies in the Group as they are incorporated outside India hence reporting under the said clause has been only with respect to the Holding Company.

For **Mukund M. Chitale & Co.**  
Chartered Accountants  
Firm Reg. No. 106655W

Place: Mumbai  
Date: 27<sup>th</sup> May 2022

**A. V. Kamat**  
M. No. - 039585  
Partner  
UDIN - 22039585AJSTCQ1878

## Annexure A to the Independent Auditor's Report

Annexure referred to in para 9(i) to the Independent Auditor's Report of even date to the members of Batliboi Limited on the Consolidated Ind AS financial statements for the year ended 31<sup>st</sup> March 2022.

- (xxi) According to the information and explanations given to us and based on our examination of the records of the Holding Company, the Order is not applicable to the subsidiaries of the Holding Company as none of the subsidiaries are incorporated in India and hence the paragraph 3(xxi) of the Order is not applicable to the Group.

**For Mukund M. Chitale & Co.**

Chartered Accountants

Firm Reg. No. 106655W

**(A. V. Kamat)**

Partner

M. No. 039585

UDIN - 22039585AJSTCQ1878

Place: Mumbai

Date: 27<sup>th</sup> May 2022



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

Annexure referred to in para 9(ii)(f) to the Independent Auditor's Report of even date to the members of Bataliboi Limited on the Consolidated Ind AS financial statements for the year ended 31<sup>st</sup> March 2022.

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

#### **Opinion**

We have audited the internal financial controls over financial reporting of Bataliboi Limited ("the Holding Company"), as of 31<sup>st</sup> March 2022 in conjunction with our audit of the Consolidated Ind AS financial statements for the year ended on that date.

In our opinion the Holding Company which is incorporated in India, has in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2022, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

The respective Board of Directors of the Holding Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective group's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Consolidated Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, and the audit evidence obtained by the other auditors in terms of their reports referred to in Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls Over Financial Reporting**

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

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

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

**For Mukund M. Chitale & Co.**  
Chartered Accountants  
Firm Reg. No. 106655W

Place: Mumbai  
Date: 27<sup>th</sup> May 2022

**(A.V. Kamat)**  
Partner  
M. No. 039585  
UDIN - 22039585AJSTCQ1878


**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2022**

			(Rs. In Lakhs)	
	Particulars	Notes	As at 31-Mar-22	As at 31-Mar-21
	<b>ASSETS</b>			
<b>1</b>	<b>Non-current assets</b>			
(a)	Property, Plant and Equipment	7	19,182.37	19,344.33
(b)	Capital work-in-progress	7	160.56	23.79
(c)	Right of use assets	8	179.70	99.03
(d)	Other Intangible assets	7	18.58	30.84
(e)	Financial Assets			
	i. Investments	9	5.27	
	ii. Trade receivables	10.1	376.93	190.43
	iii. Loans	10.2	0.40	0.76
(f)	Other non-current assets	10.3	100.62	102.13
	<b>Total Non current Assets</b>		<b>20,024.43</b>	<b>19,796.58</b>
<b>2</b>	<b>Current assets</b>			
(a)	Inventories	11.1	3,422.82	2,744.17
(b)	Financial Assets			
	i. Trade receivables	11.2	1,879.51	1,654.89
	ii. Cash and cash equivalents	11.3	1,168.88	537.55
	iii. Bank balances other than (ii) above	11.4	34.39	53.34
	iv. Loans	12.1	1.02	7.93
	v. Others Current Assets	12.2	353.75	410.52
(c)	Current Tax Assets (Net)	12.3	3.91	8.28
	<b>Total current Assets</b>		<b>6,864.28</b>	<b>5,416.68</b>
<b>3</b>	<b>Non Current Asset Held for Sale</b>	13	1,779.39	1,779.39
	<b>Total Assets</b>		<b>28,668.10</b>	<b>26,992.65</b>
	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>Equity</b>			
(a)	Equity Share capital	14.1	1,435.79	1,435.79
(b)	Other Equity	14.2	11,114.70	11,486.56
	<b>Total Equity</b>		<b>12,550.49</b>	<b>12,922.35</b>
<b>2</b>	<b>LIABILITIES</b>			
<b>2</b>	<b>Non-current liabilities</b>			
(a)	Financial Liabilities			
	i. Borrowings	15.1	4,225.36	4,413.51
	ii. Lease Liabilities	36	123.93	66.41
	iii. Trade payables			
	(a) Total outstanding dues of micro enterprises and small enterprises	15.2	11.90	26.32
	(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	15.2	193.01	299.57
	iv. Other financial liabilities	15.3	414.12	378.22
(b)	Provisions	15.4	367.32	376.85
(c)	Deferred tax liabilities (Net)	16	1,277.35	1,089.06
	<b>Total Non-current liabilities</b>		<b>6,612.99</b>	<b>6,649.94</b>
<b>3</b>	<b>Current liabilities</b>			
(a)	Financial Liabilities			
	i. Borrowings	17.1	3,036.37	3,137.75
	ii. Lease Liabilities	36	68.02	43.67
	iii. Trade payables			
	(a) Total outstanding dues of micro enterprises and small enterprises	17.2	479.81	398.36
	(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	17.2	2,399.30	1,800.82
(b)	Other current liabilities	17.3	3,305.21	1,792.96
(c)	Provisions	17.4	215.91	246.80
	<b>Total Current liabilities</b>		<b>9,504.62</b>	<b>7,420.36</b>
	<b>Total Equity and Liabilities</b>		<b>28,668.10</b>	<b>26,992.65</b>

The Notes on Accounts form integral part of Financial Statements 1 to 45

As per our report of even date

For **Mukund M. Chitale & Co.**  
Chartered Accountants  
Firm Reg. No : 106655W

**A.V. Kamat**  
(Partner)  
M. No. 039585

Place : Mumbai  
Date : 27th May 2022

For and On Behalf of the Board of Directors

**NIRMAL BHOGILAL**  
Chairman  
DIN No. 00173168

**GHANSHYAM CHECHANI**  
Chief Financial Officer

**SANJIV JOSHI**  
Managing Director  
DIN No. 08938810

**POOJA MANE**  
Company Secretary

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

			(Rs. In Lakhs)	
	Particulars	Notes	Year Ended 31-03-2022	Year ended 31-03-2021
	<b>INCOME</b>			
I	Revenue From Operations	18	19,658.53	15,198.74
II	Other Income	19	213.50	376.36
III	<b>Total Income (I+II)</b>		<b>19,872.03</b>	<b>15,575.10</b>
IV	<b>EXPENSES</b>			
	Cost of materials consumed	20.1	8,317.25	6,248.25
	Purchases of Stock-in-Trade	20.2	4,035.96	2,110.71
	Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	20.3	(169.52)	403.37
	Employee benefits expense	21	3,754.09	3,397.76
	Finance costs	22	828.53	910.94
	Depreciation and amortization expense	7 & 8	368.03	438.92
	Other expenses	23	2,965.07	2,671.79
	<b>Total expenses (IV)</b>		<b>20,099.41</b>	<b>16,181.74</b>
V	Profit/(loss) before exceptional items and tax		(227.38)	(606.64)
VI	Exceptional Items	41 (a)	-	1,399.97
VII	<b>Profit/(loss) before tax (V-VI)</b>		<b>(227.38)</b>	<b>793.33</b>
VIII	Tax expense:			
	(1) Current tax		(68.34)	(75.44)
	(2) Earlier year tax		(1.92)	-
	(4) Deferred tax credit / (charge)	16	(60.99)	94.79
	(3) Mat credit Reversed		(111.89)	-
IX	<b>Profit (Loss) for the year (VII-VIII)</b>		<b>(470.52)</b>	<b>812.68</b>
X	<b>Other Comprehensive Income</b>			
	A (i) Items that will not be reclassified to profit or loss		59.28	9.68
	(ii) Income tax relating to items that will not be reclassified to profit or loss	16	(15.41)	(2.52)
	B (i) Items that will be reclassified to profit or loss			
	Effects of changes in rates of foreign currency monetary items		57.73	39.48
XI	<b>Total Comprehensive Income for the year (Comprising Profit (Loss) and Other Comprehensive Income for the year)</b>	<b>41 (b)</b>	<b>(368.92)</b>	<b>859.32</b>
XII	Earnings per equity share:	30 & 41		
	(1) Basic		(1.64)	2.83
	(2) Diluted		(1.64)	2.83

The Notes on Accounts form integral part of Financial Statements 1 to 45

As per our report of even date

For **Mukund M. Chitale & Co.**

Chartered Accountants

Firm Reg. No : 106655W

**A.V. Kamat**

(Partner)

M. No. 039585

Place : Mumbai

Date : 27th May 2022

For and On Behalf of the Board of Directors

**NIRMAL BHOGILAL**

Chairman

DIN No. 00173168

**GHANSHYAM CHECHANI**

Chief Financial Officer

**SANJIV JOSHI**

Managing Director

DIN No. 08938810

**POOJA MANE**

Company Secretary


**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2022**
**A) Equity Share Capital**

(Rs. In Lakhs)

Particulars	Note	Amounts
<b>As at 1st April 2020</b>		<b>1,435.79</b>
Changes in Equity Share capital during the year		-
<b>As at 31st March 2021</b>		<b>1,435.79</b>
Changes in Equity Share capital during the year		-
<b>As at 31st March, 2022</b>	14.1	<b>1,435.79</b>

**B) Other Equity**

(Rs. In Lakhs)

Particulars	Reserves and Surplus									
	Capital Reserve	Capital Redemption Reserve	Securities Premium	General Reserve	Employee Stock Option Reserve	Investment Allowance Reserve	Other Comprehensive Income		Retained Earnings	Total
							Foreign Currency Translation Reserves	Others		
As at 1st April 2020	25.00	160.60	396.59	1,162.92	63.87	63.05	(19.63)	(57.49)	8,762.41	10,557.32
Tax Paid on Dividend	-	-	-	-	-	-	-	-	(18.46)	(18.46)
Profit / (Loss) for the year	-	-	-	-	-	-	-	-	812.68	812.68
Accrual of Employee Compensation cost	-	-	-	-	(18.49)	-	-	-	-	(18.49)
Total Comprehensive Income for the year	-	-	-	-	-	-	39.48	7.16	-	46.64
Foreign Currency translation reserve reclassified to profit and loss on liquidation of subsidiary							106.87			106.87
As at 31st March 2021	25.00	160.60	396.59	1,162.92	45.38	63.05	126.72	(50.33)	9,556.63	11,486.56
Tax Paid on Dividend	-	-	-	-	-	-	-	-	-	-
Profit / (Loss) for the year	-	-	-	-	-	-	-	-	(470.52)	(470.52)
Accrual of Employee Compensation cost	-	-	-	-	(2.94)	-	-	-	-	(2.94)
Total Comprehensive Income for the year	-	-	-	-	-	-	57.73	43.87	-	101.60
Foreign Currency translation reserve reclassified to profit and loss on liquidation and loss of control of subsidiaries	-	-	-	-	-	-	-	-	-	-
As at 31st March 2022	25.00	160.60	396.59	1,162.92	42.44	63.05	184.45	(6.46)	9,086.11	11,114.70

The Notes on Accounts form integral part of Financial Statements 1 to 45

As per our report of even date

For **Mukund M. Chitale & Co.**

Chartered Accountants  
Firm Reg. No : 106655W

**A.V. Kamat**  
(Partner)  
M. No. 039585

Place : Mumbai  
Date : 27th May 2022

For and On Behalf of the Board of Directors

**NIRMAL BHOGILAL**  
Chairman  
DIN No. 00173168

**GHANSHYAM CHECHANI**  
Chief Financial Officer

**SANJIV JOSHI**  
Managing Director  
DIN No. 08938810

**POOJA MANE**  
Company Secretary

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

(Rs. In Lakhs)				
Particulars	Year Ended 31-Mar-22		Year Ended 31-Mar-21	
<b>I. CASH FLOW ARISING FROM OPERATING ACTIVITIES:</b>				
<b>Net Profit / (Loss) Before Tax</b>	<b>(227.38)</b>		<b>793.33</b>	
<b>Add back:</b>				
a) Depreciation	368.03		438.92	
b) Interest Expense	689.60		744.76	
c) Interest on Lease Liabilities	11.83		16.57	
d) Loss on Sale/Disposal of Assets	3.69		5.14	
e) Provision for Doubtful Debts/Advances	6.77		193.18	
f) Bad Debts	13.17		27.31	
g) Gratuity and Leave Encashment Provision	95.07		74.78	
h) Foreign Exchange Loss	39.73		49.84	
i) Gain on derecognition of assets and liabilities on loss of control of subsidiaries	-		1,399.97	
j) Employee Stock Option Reserve	(2.93)	1,224.96	(18.49)	2,931.98
<b>Deduct:</b>				
a) Interest Income	1.89		4.88	
b) Unclaimed Credit Balances Appropriated	140.12		175.87	
c) Foreign Currency translation reserve reclassified to profit and loss on liquidation and loss of control of subsidiaries	-	142.01	(106.87)	73.88
<b>Operating Profit Before Working Capital Changes</b>	<b>855.57</b>		<b>3,651.43</b>	
Add/ Deduct :				
a) Decrease/ (Increase) in Inventories	(678.65)		1,358.05	
b) Decrease/ (Increase) in Trade Receivables and Advances	(463.87)		1,167.14	
c) Decrease/ (Increase) in Other Current Assets	58.64		683.38	
d) Increase/ (Decrease) in Trade and Other Payables	2,256.45	1,172.57	(7,057.60)	(3,849.03)
	<b>2,028.14</b>		<b>(197.60)</b>	
Income Taxes (Paid)/ Refund received (net)	(66.02)		(69.73)	
<b>Net Cash Inflow / (Outflow) from Operations (A)</b>	<b>1,962.12</b>		<b>(267.33)</b>	
<b>II. CASH FLOW ARISING FROM INVESTING ACTIVITIES:</b>				
a) Interest Income	1.89		4.88	
b) Proceeds from Sale of Fixed Assets	14.86		0.01	
c) Acquisition of Fixed Assets	(297.58)		666.99	
d) Decrease/ (Increase) in Bank Deposits	18.95	(261.88)	38.66	710.54
<b>Net Cash Inflow / (Outflow) in Course of Investing Activities(B)</b>	<b>(261.88)</b>		<b>710.54</b>	



Particulars	Year Ended 31-Mar-22	Year Ended 31-Mar-21
<b>III. CASH FLOW ARISING FROM FINANCING ACTIVITIES:</b>		
a) Proceeds from/ (Repayment of) in Long Term Borrowings	(223.59)	245.51
b) Proceeds from/ (Repayment of) in Short Term Borrowings	(101.39)	(125.55)
c) Payment of Lease Liabilities (including interest on lease liabilities)	(62.17)	(91.30)
d) Interest Paid	(681.76)	(737.95)
	(1,068.91)	(709.29)
<b>Net Cash Inflow/(Outflow) in Course of Financing Activities (C)</b>	<b>(1,068.91)</b>	<b>(709.29)</b>
<b>Net Increase/(Decrease) in Cash/Cash Equivalents (A+B+C)</b>	<b>631.33</b>	<b>(266.08)</b>
Add: Cash/Cash Equivalents at the beginning of the year	537.55	803.63
Cash/Cash Equivalents at the end of the year	<b>1,168.88</b>	<b>537.55</b>
<b>Consists of:</b>		
Cash in Hand	4.58	3.63
Bank Balance	1,164.30	533.92
<b>Closing Cash at the end of the year</b>	<b>1,168.88</b>	<b>537.55</b>

#### Note - 1

As required by Ind AS 7 "Statement of Cash Flows", reconciliation between opening and closing balances in the Consolidated Balance Sheet for liabilities arising from financing activities is given in note 38 of the consolidated financial statements.

The Notes on Accounts form integral part of Financial Statements 1 to 45

As per our report of even date

**For Mukund M. Chitale & Co.**

Chartered Accountants  
Firm Reg. No : 106655W

For and On Behalf of the Board of Directors

**NIRMAL BHOGILAL**

Chairman  
DIN No. 00173168

**SANJIV JOSHI**

Managing Director  
DIN No. 08938810

**A.V. Kamat**

(Partner)  
M. No. 039585

Place : Mumbai  
Date : 27th May 2022

**GHANSHYAM CHECHANI**

Chief Financial Officer

**POOJA MANE**

Company Secretary

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### Note No. 1

#### Company Overview

Batliboi Ltd (the Holding Company) and its subsidiaries (collectively referred to as “the Group”), is engaged in manufacture and trading of machine tool and textile engineering machines. The Holding Company is a public limited Company incorporated and domiciled in India. The Registered Office of the Holding Company is situated in Mumbai. Its shares are listed on Bombay Stock Exchange (BSE).

### Note No. 2

#### Basis for preparation and measurement

i. Basis of preparation:

The Consolidated Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (Act) read with Rule 4A of Companies (Accounts) Second Amendment Rules, 2015, Companies (Indian Accounting Standards) Rules, 2015 and the other relevant provisions of the Act and Rules thereunder.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

ii. Basis of measurement:

The Consolidated financial statements have been prepared on accrual basis and in accordance with historical cost convention basis, except for certain financial assets and financial liabilities which have been measured at fair value in accordance with Ind AS. All assets and liabilities are classified into current and non-current generally based on the nature of product/activities of the Group and the normal time between acquisition of assets/liabilities and their realisation/settlement in cash or cash equivalent. The Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

iii. Presentation of Consolidated Financial Statements:

The Consolidated Balance Sheet, Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in equity and Consolidated Cash Flow Statement are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 (“the Act”). The disclosure requirements with respect to items in the Consolidated Balance Sheet and Consolidated Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the Consolidated financial statements along with the other notes required to be disclosed under the notified Accounting Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

iv. Functional and presentation Currency:

The Holding Company’s presentation and functional currency is Indian Rupees (₹) and all values are rounded off to the nearest lakhs (INR 00,000), except when otherwise indicated.



## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### Note No. 3

#### Basis of Consolidation

#### Subsidiaries:

The Consolidated financial statements have been prepared on the following basis:

- Subsidiary Companies are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiary companies are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.
- Changes in Company's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Company's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the company.
- The acquisition method of accounting is used to account for business combinations by the Group.
- The financial statements of Subsidiary Companies used in consolidation are drawn up to the same reporting date as of the Holding Company i.e. year ended 31st March 2022.
- The financial statements of the Holding Company and its subsidiary companies have been combined on a line-by-line basis by adding together the fair values of like items of assets, liabilities, revenues and expenses.
- Intra group balances and intra group transactions and resulting profits are eliminated in full. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset.
- Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.
- The Consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible in the same manner as the Company's separate financial statements.

The following subsidiary companies are considered in the Consolidated Financial Statements.

Sr. No.	Name of the Subsidiary Company	Country Domiciled/ Incorporated	% of holding either directly or through subsidiaries		Date since it became subsidiary
			As at 31st March 2022	As at 31st March 2021	
1	Queen Projects (Mauritius) Ltd	Mauritius	100%	100%	10.04.2007
2	Quickmill Inc <sup>1</sup>	Canada	100%	100%	12.04.2007
3	760 Rye Street Inc <sup>1</sup>	Canada	100%	100%	15.04.2009
4	Vanderma Holdings Ltd <sup>2 3</sup>	Cyprus	-	-	10.04.2007
5	AESA Air Engineering S.A. <sup>2 4</sup>	France	-	-	06.07.2007

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

Sr. No.	Name of the Subsidiary Company	Country Domiciled/ Incorporated	% of holding either directly or through subsidiaries		Date since it became subsidiary
			As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021	
6	AESA Air Engineering Private Ltd. <sup>2 4</sup>	India	-	-	06.07.2007
7	ASEA Air Engineering Pte. Ltd <sup>2 4</sup>	Singapore	-	-	06.07.2007
8	AESE Air Engineering Ltd. China <sup>2 4</sup>	China	-	-	06.07.2007

- 1 These are step down subsidiaries.
- 2 These were step down subsidiaries.
- 3 Vanderma Holding Ltd went into voluntary liquidation and all its assets and liabilities had been transferred at book value on 22nd January 2021 to Queens Projects (Mauritis) Limited and Vanderma Holding Ltd got de-registered on 25th April 2021 and thereafter the same is not consolidated effective from 22nd January 2021.
- 4 AESA Air Engineering SA France had filed Judiciaire Redressment under the French Law on 6th July 2020. The French Court had passed an interim order on 18th November 2020 taking cognizance of the situation and pronounced the 'liquidation judicial' of AESA Air Engineering SA France including its three step down subsidiaries and appointed a Liquidator as intimated by the Company vide its letter dated 29th March 2021. Consequently, the parent company lost control over these four step down subsidiaries and these are not consolidated effective from 29th March 2021.

**Note No. 4****Business Combinations**

The Holding Company accounts for its business combinations under acquisition method of accounting. Acquisition related costs are recognised in profit and loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the condition for recognition are recognised at the fair values at the acquisition date.

Purchase consideration paid in excess of the fair values of net assets acquired is recognised as goodwill. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair values of the net assets and contingent liabilities, the excess is recognised as capital reserve.

The interest of non-controlling shareholders is initially measured either at fair value or at the non-controlling interests' proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity of subsidiaries.

Business combinations arising from transfer of interests in entities that are under the common control are accounted at historical cost. The difference between any consideration given and the aggregate historical carrying amounts of assets and liabilities of the acquired entity are recorded in shareholders' equity.

**Note No. 5****Use of Judgement, Assumptions and Estimates**

The preparation of the Group's Consolidated financial statements requires management to make informed

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

judgements, reasonable assumptions and estimates that affect the amounts reported in the Consolidated financial statements and notes thereto. Uncertainty about these could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in the future periods. These assumptions and estimates are reviewed periodically based on the most recently available information. Changes in accounting estimates are reflected in the Consolidated financial statements in the period in which changes are made and if material, their effects are disclosed in the notes to the Consolidated financial statements.

In the assessment of the Holding Company, the most significant effects of use of judgments and/or estimates on the amounts recognized in the Consolidated financial statements relate to the following areas:

- Financial instruments;
- Useful lives of property, plant & equipment;
- Valuation of inventories;
- Measurement of recoverable amounts of assets / cash-generating units;
- Assets and obligations relating to employee benefits;
- Evaluation of recoverability of deferred tax assets;
- Leases;
- Assets Held for Sale; and
- Provisions and Contingencies.

### **Note No.6.1**

## **SIGNIFICANT ACCOUNTING POLICIES**

### **A. Property, Plant and Equipments -**

- a) The cost of an item of property, plant and equipment is recognized as an asset only if it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably.
- b) Property, plant and equipment are stated at cost net of tax / duty credit availed, less accumulated depreciation and accumulated impairment loss, if any.
- c) The initial cost of an asset comprises its purchase price or construction cost (including import duties and non-refundable taxes), any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management, estimate of any decommissioning obligation (if any) and the applicable borrowing cost till the asset is ready for its intended use.
- d) Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.
- e) Where the cost of a part of asset ("asset component") is significant to total cost of the asset and useful life of that part is different from the useful life of the remaining asset, useful life of that significant part is determined separately, and such asset component is depreciated over its separate useful life.
- f) An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds if any and the carrying amount of the asset) is included in the Consolidated Statement of Profit and Loss when the asset is derecognised.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

- g) Spare parts which meet the definition of property plant and equipment are capitalized as property, plant and equipment. In other cases, the spare parts are inventorised on procurement and charged to Consolidated Statement of Profit and Loss on issue/consumption.
- h) When significant parts of property, plant and equipment are required to be replaced at intervals, the Group derecognises the replaced part and recognises the new part with its own associated useful life and it is depreciated accordingly. All other repair and maintenance cost are recognised in the Consolidated Statement of Profit and Loss as and when incurred.
- i) Property, Plant and Equipment which are not ready for intended use as on date of Consolidated Balance Sheet are disclosed as 'Capital Work in Progress'.
- j) On transition to Ind AS Land, Building and Plant and Machinery has been measured at fair value as deemed cost as on the date of transition as per the option available to the Holding Company in accordance with Ind AS 101 – First Time Adoption of Indian Accounting Standard.

**B. Depreciation**a) Depreciation policy in case of Holding Company:i. For Manufacturing unit at Udhna and Windmill -

Depreciation on property, plant and equipment in Holding Company's books is provided on the straight-line basis over the useful lives of assets (after retaining the residual value of up to 10% for factory building, plant and machinery and 5% for other assets). The useful lives determined are in line with the useful lives as prescribed in the Schedule II of the Act except in case of Factory Building. In case of Factory Building depreciation is provided over their remaining useful life as on the date of transition to Ind AS.

ii. For all other units:

Depreciation on tangible assets is provided on Written Down Value Method over the useful lives of the assets as specified in Schedule II to the Companies Act, 2013. Intangible assets are amortised on Straight Line Method over a period of 3 years. Improvement to Leasehold Properties are amoritised on Straight Line Method over the period of lease.

b) Depreciation policy in case of Overseas Subsidiaries:

Depreciation on Property, Plant and Equipment of the overseas subsidiaries is provided over its economic life determined by the management of the respective subsidiaries and are determined in accordance with laws applicable in countries where such operations are domiciled as given below:

Assets	Quick mill Inc., Canada	760 Rye street INC, Canada	Aesa Air Engineering, SA France* #
Building	-	4% on written Down Value	15 years Straight line
Leasehold Improvements	50% on Written Down Value	-	-
Machinery &Equipment	20% on Written Down Value	-	3-10 years Straight line
Furniture and fixture	20% on Written Down Value	-	10 years Straight line
Computers/office Equipment	30% on Written Down Value		1-7.5 years Straight line
Computer software	100% on Straight line	-	1-3 years Straight line

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

Assets	Quick mill Inc., Canada	760 Rye street INC, Canada	Aesa Air Engineering, SA France* #
Vehicles/Transport Equipment	-	-	1-4 years Straight line
Other tangible assets	-	-	2-5 years Straight line
Other Intangible assets	-	-	4-10 years Straight line
Trade Mark	5 Years on Straight line	-	-
Development Cost	3 Years on Straight line	-	-

\*Aesa Air Engineering ,SA France and its subsidiaries.

# Depreciation charged to Consolidated Statement of profit and loss for the period upto 30<sup>th</sup> June 2020 for the financial year 2020-21 with respect to AESA Air Engineering SA France and its subsidiaries.

There are no Property, Plant and Equipment in any of the other subsidiaries except for the above mentioned subsidiaries.

- The residual values and useful lives of property, plant and equipment are reviewed at each financial year end and changes, if any, are accounted in the period in which the estimates are revised.
- The group depreciates components of the main asset that are significant in value and have different useful lives as compared to the main asset separately.
- The spare parts are depreciated over the estimated useful life based on internal technical assessment.
- Expenditure on major repairs and overhauls which qualify for recognition in the item of Property, Plant and Equipment and which result in additional useful life, is depreciated over the extended useful life of the asset as determined by technical evaluation.
- Depreciation is charged on additions / deletions on pro-rata monthly basis including the month of addition / deletion.

### C. Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term. Right-of-use assets are tested for impairment whenever there is an indication that their carrying value may not be recoverable. Impairment loss if any is recognized in the Consolidated Statement of Profit and Loss.

The lease liability is measured at amortized cost, at the present value of the future lease payments. The lease payments are discounted using the Holding Company's incremental borrowing rate. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less. The Group recognises the lease payments associated with these leases as an expense over the lease term.

### D. Inventories

Inventories are stated at cost or net realizable value, whichever is lower. Cost of inventories comprises of expenditure incurred in the normal course of business in bringing inventories to their present location, including appropriate overheads apportioned on a reasonable and consistent basis and is determined on the following basis:

- a) Raw materials and finished goods on weighted average basis.
- b) Work in progress at raw material cost plus cost of conversion.
- c) Stores and loose tools on weighted average basis.

Obsolete, slow moving, surplus and defective stocks are identified and where necessary, provision is made for such stocks.

### E. Revenue Recognition

#### Revenue from contracts with customers:

Revenue from contract with customers is recognized upon transfer of control of promised goods or services to customers in an amount that reflects the consideration which the Group expects to receive in exchange for those goods or services. Performance obligations are satisfied at the point of time when the customer obtains the control of the goods.

Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, returns and value added tax. Transaction price is recognized based on the price specified in the contract. Revenue excludes taxes collected from customers.

#### Service Income:

Income from annual maintenance services is recognized proportionately over the period of contract as the performance is discharged by the Group and it has the enforceable right to get the payment for the services rendered.

#### Revenue from Works Contract:

Revenue from works contracts with customer is recognised as the performance obligation is satisfied by transferring a promised good (i.e. an asset) to a customer. For performance obligation satisfied over time, the revenue recognition is made by measuring the progress towards complete satisfaction of performance obligation. The progress is measured by measuring the performance completed to date, considering the proportion of actual cost incurred to-date, to the total estimated cost attributable to the performance obligation. Expected loss, if any, on the contract is recognized as an expense in the period in which it is foreseen, irrespective of the stage of completion of the contract.

#### Interest Income:

Interest income is recognized using Effective Interest Rate (EIR) method.

#### Dividend Income:

Revenue is recognized when the Company's right to receive the payment has been established.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### F. Employee Benefits

Short term employee benefits are recognized as an expense at an undiscounted amount in the Consolidated Statement of Profit and Loss for the year in which the related services are rendered.

The Holding Company's post-employment benefit consists of provident fund, gratuity and superannuation fund. The Holding Company also provides for leave encashment which is in the nature of long-term benefit.

The Holding Company's contributions to Provident Fund administered by Regional Provident Fund Authorities and ESIC and Labour Welfare Fund in the case of employees at manufacturing unit at Udhna, which are defined contribution plans, are recognized as an expense in the Consolidated Statement of Profit and Loss for the year in which the services are rendered and the Holding Company has no further obligation beyond making the contributions.

The Holding Company's contribution to the Provident Fund for employees other than working at manufacturing unit at Udhna, which is a defined benefit plan, is remitted to separate trust established for this purpose and charged to Consolidated Statement of Profit and Loss. Shortfall, if any, in the fund assets of the Provident Fund Trust, based on the Government specified minimum rate of return, is made good by the Holding Company and charged to Consolidated Statement of Profit and Loss. The Holding Company's contribution to Superannuation Fund for Managers/Officers, which is a defined contribution plan, is made to and administered by Life Insurance Corporation of India and is charged to Consolidated Statement of Profit and Loss.

The Holding Company operates defined benefit plan for Gratuity. The cost of providing such defined benefit is determined using the projected unit credit method of actuarial valuation made at the end of the year.

Obligations on leave encashment are provided using the projected unit credit method of actuarial valuation made at the end of the year.

Actuarial gains and losses are recognized in other comprehensive income for gratuity and leave encashment.

Remeasurements, 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 recognized immediately in the Consolidated Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognized in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Holding Company recognizes related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Holding Company recognizes the following changes in the net defined benefit obligation as an expense in the Consolidated Statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income.

In case of one of the foreign subsidiary contributions towards pension plan to employees which are charged to Consolidated statement of profit and loss in the period when the Company is obligated to make contributions for services rendered by the employee. The subsidiaries have no further obligation beyond making the contribution. The difference between the accrual amounts and actuarial valuations are not expected to be material.



## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### G. Share-based payment arrangements

The stock options granted pursuant to the Holding Company's Stock Options Scheme, are measured at the fair value of the options of the grant date. The fair value of the options is treated as discount and accounted as employee compensation cost over the vesting period on a straight-line basis.

The amount recognized as expense each year is arrived at based on the number of grants expected to vest. If a grant lapses after the vesting period, the cumulative discount recognized as expense in respect of such grant is transferred to the employee stock option reserve within equity.

### H. Borrowing costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs that are attributable to the acquisition or construction of qualifying assets (i.e. an asset that necessarily takes a substantial period of time to get ready for its intended use) are capitalized as a part of the cost of such assets till the month in which the asset is ready for use. All other borrowing costs are charged to the Consolidated Statement of Profit and Loss.

### I. Segment Accounting

The Group operates in 'Industrial Equipment' segment and there are no other reportable segments as defined under Ind AS 108.

### J. Foreign Currency Transactions

The functional currency of the Holding company is the Indian Rupees whereas the functional currency of foreign subsidiaries is the currency of their countries of domicile.

#### **Non – Monetary items:**

Non-monetary items that are measured in terms of historical cost are recorded at the exchange rates at the dates of the initial transactions.

#### **Monetary items:**

Transactions in foreign currencies are initially recorded at their respective exchange rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items including exchange differences arising on a monetary item that forms part of the Holding Company's net investment in a foreign operation are recognised initially in OCI. These exchange differences are reclassified from equity to profit or loss on disposal of the net investment.

On Consolidation, all assets and liabilities of foreign operations are translated into INR at the rate of exchange prevailing at the reporting date and their Statements of profit or loss are translated at exchange rates prevailing at the dates of the transactions. For practical reasons, the group uses an average rate to translate income and expense items, if the average rate approximates the exchange rates at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognised in profit or loss.



**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS****K. Provisions, Contingent Liabilities and Contingent assets**

- a) Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expenses relating to a provision are recognized in the Consolidated Statement of Profit and Loss net of any reimbursement.
- b) If the effect of time value of money is material, provisions are shown at present value of expenditure expected to be required to settle the obligation, by discounting 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.
- c) Contingent liabilities are possible obligations arising from past events and whose existence will only be confirmed by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group, or present obligations where it is not probable that an outflow of resources will be required to settle the obligation, or the amount of the obligation cannot be measured with sufficient reliability. Contingent liabilities are not recognized in the Consolidated financial statements but are disclosed unless the possibility of an outflow of economic resources is considered remote.
- d) Contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Contingent Assets are not recognized but reviewed at each Balance Sheet date and disclosure is made in the notes where inflow of economic benefit is probable.

**L. Fair Value measurement**

- a) The Group measures financial instruments at fair value at each Balance Sheet date.
- b) Fair value is the price that would be received on selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Holding Company has access at that date.
- c) While measuring the fair value of an asset or liability, the Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure the fair value using observable market data as far as possible and minimising the use of unobservable inputs. Fair values are categorised into 3 levels as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices that are observable for the assets or liability, either directly (i.e. as prices for similar item) or indirectly (i.e. derived from prices).

Level 3: Inputs that are not based on observable market data (unobservable inputs).

**M. Financial Instruments****i. Financial Assets other than derivatives**

The initial recognition of financial assets is made only when the Group becomes a party to the contractual provisions of the instrument. Initial measurement of financial assets is made at fair values including transaction costs that are attributable to the acquisition of the financial asset.

The subsequent measurement of a financial asset is made at amortised cost if the asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and the contractual

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Amortised cost is net of any write down for impairment loss (if any) using the effective interest rate (EIR) method taking into account any discount or premium and fees or costs that are an integral part of the EIR.

Investments in subsidiaries are accounted for and measured at cost (fair value as deemed cost on first time adoption) in Standalone financial statements.

Investments in equity other than subsidiaries are accounted for and measured at fair value through profit or loss.

A financial asset is derecognised either partly or fully to the extent the rights to receive cash flows from the asset have expired and / or the control on the asset has been transferred to a third party. On de-recognition, any gains or losses are recognised in the Consolidated Statement of Profit and Loss.

### ii. Financial Liabilities other than derivatives

The initial recognition of financial liabilities is made only when the Group becomes a party to the contractual provisions of the instrument. Initial measurement of financial liabilities is made at fair values net of transaction costs that are attributable to the liability.

After initial recognition, financial liabilities are subsequently measured at amortised cost using the Effective Interest Rate method ("EIR"). Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Consolidated Statement of Profit and Loss.

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 Consolidated Statement of Profit and Loss.

### iii. Financial guarantee contracts

Financial guarantee contracts issued by the group are those contracts that require specified payments to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation. Where guarantees in relation to loans or other payables of related party are provided for no compensation, the fair values are accounted for as contributions and recognised as fees receivable under "other financial assets" or as a part of the cost of the investment, depending on the contractual terms.

### iv. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

## N. Classification of Assets and Liabilities as Current and Non-Current:

All assets and liabilities are classified as current if they are expected to be realised / settled within twelve months after the reporting period. All other assets and liabilities are considered as non-current.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS****O. Impairment****Non-financial Assets**

At each Balance Sheet date, an assessment is made of whether there is any indication of impairment. If any indication exists, or when annual impairment testing for an asset is required, the group estimates the recoverable amount of assets. The recoverable amount is the higher of fair value less costs of disposal in respect of the assets or Cash-Generating Units (CGU) and their value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount and the impairment loss is charged to Consolidated Profit and Loss.

**Financial Assets**

The Group assesses at each date of Balance Sheet whether a financial asset or group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through loss allowance. The Group recognises lifetime expected losses for all contract assets and /or all trade receivables that do not contain a significant financing component. For all other financial assets, expected credit losses are measured at an amount equal to the 12 – month expected credit losses if the credit risk on the financial asset had not increased significantly since initial recognition or at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset had increased significantly since initial recognition.

**P. Non-Current Asset Held for Sale**

Non-current assets are classified as held for sale if their carrying amount is intended to be recovered principally through sale rather than through continuing use. The condition for classification of held for sale is met when the non-current asset is available for immediate sale and the same is highly probable of being completed within one year from the date of classification as held for sale. Non-current assets held for sale are measured at the lower of carrying amount and fair value less cost to sell. Non-current assets that cease to be classified as held for sale are measured at the lower of carrying amount before the non-current asset was classified as held for sale adjusted for any depreciation/ amortization and its recoverable amount at the date when the non-current assets no longer meet the “Held for sale” criteria.

**Q. Income Taxes**

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognised in the Consolidated Statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly or indirectly in equity respectively.

**Current Income Taxes**

Income-tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, by the end of reporting period.

The Current Income tax expense includes income taxes payable by the Holding Company and its subsidiaries in India and overseas. The current tax payable by the Company and its subsidiaries in India is Indian Income tax payable on worldwide Income.

The Current Income tax expense for overseas subsidiaries has been computed based on the tax laws applicable to each subsidiary in the respective jurisdiction in which it operates.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

Advance taxes and provisions for current income taxes are presented in the Consolidated Balance sheet after offsetting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying units intends to settle the asset and liability on net basis.

Minimum Alternate Tax ('MAT') paid under the provisions of the Income Tax Act, 1961 is recognised as current tax in the Consolidated Statement of Profit and Loss. The credit available under the Act in respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that the Holding Company will pay normal income tax during the period for which the MAT credit can be carried forward for set off against the normal tax liability. Such an asset is reviewed at each Balance Sheet date.

### Deferred taxes

Deferred income tax is recognized using the Balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of goodwill or on asset and liability in a transaction that is not a business combination and effects neither accounting nor taxable profit or loss at the time of the transactions.

Deferred income tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax liabilities are recognized for all taxable temporary differences except in respect of taxable temporary differences associated with investments in subsidiaries where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets and liabilities are measured using substantively enacted rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax assets and liabilities are off set when they relate to incomes taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on net basis.

Deferred tax assets include Minimum Alternate tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognized as asset in the Consolidated Balance Sheet when the asset can be measured reliability and it is probable that the future economic benefit associated with the asset will be realized.

### R. Earnings per share

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

Diluted earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period, adjusted for the effect of all dilutive potential equity shares.

### S. Cash and Cash equivalents

Cash and cash equivalents include cash at bank, cash, cheques and draft on hand. The group considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### Cash Flows

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

### Note No.6.2

#### Recent pronouncements

Ministry of Corporate Affairs (MCA) notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 23<sup>rd</sup> March 2022, MCA amended the Companies (Indian Accounting Standards) Rules, 2022. The effective date for adoption of these amendments is annual period beginning on or after 1<sup>st</sup> April 2022. The amendments are as below.

#### (i) Ind AS 16 – Property, plant and equipment

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the Group is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Group does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its Consolidated financial statements.

#### (ii) Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets

The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of Property, plant and equipment used in fulfilling the contract). Although effective date for adoption for this amendment is 1<sup>st</sup> April, 2022, early adoption is permitted. The Group has evaluated the amendment and the impact is not expected to be material on its Consolidated financial statements.

#### (iii) Ind AS 103 - Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities, in the 'Conceptual Framework for Financial Reporting' under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India, at the acquisition date. These changes do not significantly change the existing requirements of Ind AS 103. The amendment does not have impact on the Group's Consolidated financial statements.

#### (iv) Ind AS 109 - Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity should include when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The amendment removes the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The Group does not expect the amendment to have any material impact on its Consolidated financial statements.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

Note 7 - PROPERTY PLANT AND EQUIPMENT

PARTICULARS <sup>1</sup>	GROSS BLOCK (AT COST)			DEPRECIATION / AMORTISATION				NET BLOCK	
	As At 01-04-2021	Additions/ Sales	Deductions/ Exchange Difference	As At 31-03-2022	As At 01-04-2021	For The Year	Deductions/ Adjustment	Exchange Difference	As At 31-03-2022
<b>(i) Tangible Assets</b>									
Land (Freehold)	16,156.12	-	4.16	16,160.28	-	-	-	-	16,160.28
Buildings on Freehold Land	2,974.70	8.29	33.99	3,016.98	967.40	141.79	-	14.63	1,123.82
Improvement to Leasehold Property	-	12.85	-	12.85	-	0.67	-	0.67	12.18
Plant & Machinery	2,098.59	61.75	238.75	1,954.53	1,131.35	95.24	220.41	30.73	1,036.91
Furniture, Fixtures, fans and Electrical fittings	586.53	3.18	0.66	609.56	510.18	14.41	0.62	19.36	543.33
Office Equipment/ Computers etc.	877.88	42.42	33.17	949.20	764.41	44.22	4.10	29.65	834.18
Vehicles	50.13	-	1.90	48.23	26.28	5.97	1.90	-	30.35
<b>Total Tangible Assets</b>	<b>22,743.95</b>	<b>128.49</b>	<b>245.58</b>	<b>22,751.63</b>	<b>3,399.62</b>	<b>302.30</b>	<b>227.03</b>	<b>94.37</b>	<b>3,569.26</b>
<b>(ii) Capital WIP</b>									
Capital Work in Progress	23.79	136.77	-	160.56	-	-	-	-	160.56
<b>Total Capital WIP</b>	<b>23.79</b>	<b>136.77</b>	<b>-</b>	<b>160.56</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>160.56</b>
<b>(iii) Intangible Assets</b>									
Software	37.32	-	-	37.32	9.05	13.23	-	-	22.28
Trademarks and Development Costs	151.92	1.79	6.40	160.11	149.35	0.95	-	6.27	156.57
<b>Total Intangible Assets</b>	<b>189.24</b>	<b>1.79</b>	<b>6.40</b>	<b>197.43</b>	<b>158.40</b>	<b>14.18</b>	<b>-</b>	<b>6.27</b>	<b>178.85</b>
<b>TOTAL</b>	<b>22,956.98</b>	<b>267.05</b>	<b>245.58</b>	<b>23,109.62</b>	<b>3,558.02</b>	<b>316.48</b>	<b>227.03</b>	<b>100.64</b>	<b>3,748.11</b>
									<b>19,361.51</b>

- 1) Refer Note 24 for details of Property, Plant and Equipments that has been pledged as a security/mortgaged with various Banks against working capital borrowings.
- 2) Title deeds of all the immovable properties are held in the name of the Holding and a Subsidiary Company.
- 3) The Holding Company does not hold any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- 4) The Holding Company has not carried out any revaluation of its Property, Plant and Equipment and Intangible Assets during the year.



# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## Note 7 - PROPERTY PLANT AND EQUIPMENT

	GROSS BLOCK (AT COST)							DEPRECIATION / AMORTISATION					NET BLOCK	
	As At 01-04-2020	Additions/	Deductions/ Sales	Derecognition on loss of control of subsidiary	Exchange Difference	As At 31-03-2021	As At 01-04-2020	For The Year	Deductions/ Adjustment	Derecognition on loss of control of subsidiary	Ex-change Differ-ence	As At 31-03-2021	As At 31-03-2021	
PARTICULARS <sup>1</sup>														
	(i) <u>Tangible Assets</u>													
	Land (Freehold)	16,290.29	-	-	148.15	13.98	16,156.12	-	-	-	-	-	16,156.12	
	Buildings on Freehold Land	4,119.38	7.33	-	1,242.62	90.61	2,974.70	1,885.36	155.00	-	1,116.10	43.14	967.40	2,007.30
	Plant & Machinery	2,159.09	-	76.40	44.14	60.04	2,098.59	1,092.33	98.04	72.33	41.85	55.16	1,131.35	967.24
	Furniture, Fixtures, fans and Electrical fittings	583.48	13.78	3.87	38.77	31.91	586.53	497.35	20.35	3.64	38.09	34.21	510.18	76.35
	Office Equipment/ Computers etc.	1,066.19	43.55	15.85	311.92	95.91	877.88	950.37	50.27	15.01	301.59	80.37	764.41	113.47
	Vehicles	65.37	4.22	-	10.20	(9.26)	50.13	27.41	7.89	-	0.61	(8.41)	26.28	23.85
	Total Tangible Assets	24,283.80	68.88	96.12	1,795.80	283.19	22,743.95	4,452.82	331.55	90.98	1,498.24	204.47	3,399.62	19,344.33
	(ii) <u>Capital WIP</u>													
Capital Work in Progress	36.45	14.32	-	28.05	1.07	23.79	-	-	-	-	-	-	23.79	
Total Capital WIP	36.45	14.32	-	28.05	1.07	23.79	-	-	-	-	-	-	23.79	
(iii) <u>Intangible Assets</u>														
Software	11.62	25.70	-	-	-	37.32	4.47	4.58	-	-	-	9.05	28.27	
Trademarks and Development Costs	137.36	1.94	-	-	12.62	151.92	100.41	38.35	-	-	10.59	149.35	2.57	
Total Intangible Assets	148.98	27.64	-	-	12.62	189.24	104.88	42.93	-	-	10.59	158.40	30.84	
(iv) <u>Intangible Assets under development</u>														
Intangible Assets under development	12.97	18.85	31.82	-	-	-	-	-	-	-	-	-	-	
Total Intangible Assets under development	12.97	18.85	31.82	-	-	-	-	-	-	-	-	-	-	
TOTAL	24,482.20	129.69	127.94	1,823.85	296.88	22,956.98	4,557.70	374.48	90.98	1,498.24	215.06	3,558.02	19,398.96	

1) Refer Note 24 for details of Property, Plant and Equipments that has been pledged as a security/mortgaged with various Banks against working capital borrowings.

2) Title deeds of all the immovable properties are held in the name of the Holding and a Subsidiary Company.

3) The Holding Company does not hold any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

4) The Holding Company has not carried out any revaluation of its Property, Plant and Equipment and Intangible Assets during the previous financial year.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS****Note 7A - Disclosure in respect of Capital Work in Progress :**

Capital Work in Progress	Amount in CWIP for a period ended 31st March 2022				TOTAL
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Projects in progress	136.77	-	-	-	136.77
Projects temporarily suspended	-	14.32	-	9.47	23.79
<b>Total</b>	<b>136.77</b>	<b>14.32</b>	<b>-</b>	<b>9.47</b>	<b>160.56</b>

**Note 7B - Disclosure in respect of Capital Work in Progress :**

Capital Work in Progress	Amount in CWIP for a period ended 31st March 2021				TOTAL
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Projects in progress	14.32	-	-	-	14.32
Projects temporarily suspended	-	-	9.47	-	9.47
<b>Total</b>	<b>14.32</b>	<b>-</b>	<b>9.47</b>	<b>-</b>	<b>23.79</b>



# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## Note 8 - RIGHT-OF-USE ASSET

PARTICULARS	GROSS CARRYING AMOUNT				DEPRECIATION			NET CARRYING VALUE
	As At 01-04-2021	Additions	Adjustment / Deductions	As At 31-03-2022	As At 01-04-2021	For The Year	Adjustment /Deductions	As At 31-03-2022
Right- of -use asset - Office Premises	207.18	147.63	15.41	339.40	108.15	51.55	-	179.70
<b>Total</b>	<b>207.18</b>	<b>147.63</b>	<b>15.41</b>	<b>339.40</b>	<b>108.15</b>	<b>51.55</b>	<b>-</b>	<b>179.70</b>

(Rs. In Lakhs)

PARTICULARS	GROSS CARRYING AMOUNT						DEPRECIATION						NET CARRYING VALUE
	As At 01-04-2020	Additions	Adjustment /Deductions	Derecognition on loss of control of subsidiary	Exchange difference	As At 31-03-2021	As At 01-04-2020	For The Year	Deductions	Derecognition on loss of control of subsidiary	Exchange difference	As At 31-03-2021	As At 31-03-2021
Right-of-use asset - Office Premises	404.54	34.26	6.83	234.81	10.02	207.18	134.08	64.44	-	93.55	3.18	108.15	99.03
Total	404.54	34.26	6.83	234.81	10.02	207.18	134.08	64.44	-	93.55	3.18	108.15	99.03

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 9 : INVESTMENTS

(Rs. In Lakhs)

Particulars	Numbers 31-Mar-22	Numbers 31-Mar-21	Face Value (Each Rs.)	As at 31-Mar-22	As at 31-Mar-21
<u>In fully paid Equity Shares (Un-Quoted):</u>					
Andhra Pradesh State Financial Corporation	5	5	100.00	0.01	0.01
Precision Tooling Systems Ltd.	1,500	1,500	10.00	0.15	0.15
Shree Vardhan Co.op. Bank Ltd.	200	200	25.00	0.05	0.05
Patan Co-operative Bank Ltd.	200	200	25.00	0.06	0.06
The Saraswat Co.op. Bank Ltd.	5	5	10.00	-	-
Shamrao Vitthal Co.op. Bank Ltd.	20,000	20,000	25.00	5.00	5.00
<b>SUB-TOTAL</b>				<b>5.27</b>	<b>5.27</b>
<b>Aggregate value of Un-Quoted Investments</b>				<b>5.27</b>	<b>5.27</b>

### NOTE 10.1 : TRADE RECEIVABLES - NON CURRENT

(Rs. In Lakhs)

Particulars	As at 31-Mar-22	As at 31-Mar-21
Considered Good - Secured		
Considered Good - Unsecured <sup>a</sup>	376.93	190.43
Considered Credit Impaired	427.72	420.95
Less: Provision for Trade Receivables Credit Impaired	(427.72)	(420.95)
	<b>376.93</b>	<b>190.43</b>

a) Includes amount of Rs.272.93 Lakhs (Previous Year Rs. 139.49 Lakhs) due from related parties.

b) There are no unbilled non current trade receivables as at 31st March 2022 (P.Y. Rs. Nil)

### c) Ageing for Trade receivables - Non Current- as at 31st March, 2022

Sr. No.	Particulars	Outstanding for the following periods from due date of payment					Total
		Less than 6 months	6 months - 1 years	1-2 years	2-3 years	More than 3 years	
<b>1</b>	<b>Undisputed Trade Receivables</b>						
i)	- Considered good	-	-	133.90	228.08	2.95	364.93
ii)	- Which have Significant increase in credit risk	-	-	-	-	-	-
iii)	- Credit Impaired	-	-	-	63.54	332.15	395.69
<b>2</b>	<b>Disputed Trade Receivables</b>						
i)	- Considered good	-	-	-	-	12.00	12.00
ii)	- Which have Significant increase in credit risk	-	-	-	-	-	-
iii)	- Credit Impaired	-	-	-	-	32.03	32.03
		-	-	<b>133.90</b>	<b>291.62</b>	<b>379.13</b>	<b>804.65</b>
	Less : Provision for Trade Receivables Credit Impaired	-	-	-	63.54	364.18	427.72
	<b>Total</b>	-	-	<b>133.90</b>	<b>228.08</b>	<b>14.95</b>	<b>376.93</b>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### Ageing for Trade receivables - Non Current- as at 31st March, 2021

Sr. No.	Particulars	Outstanding for the following periods from due date of payment					Total
		Less than 6 months	6 months - 1 years	1-2 years	2-3 years	More than 3 years	
<b>1</b>	<b>Undisputed Trade Receivables</b>						
i)	- Considered good	-	-	27.73	148.67	2.03	178.43
ii)	- Which have Significant increase in credit risk	-	-	-	-	-	-
iii)	- Credit Impaired	-	-	18.37	66.49	304.06	388.92
<b>2</b>	<b>Disputed Trade Receivables</b>						
i)	- Considered good	-	-	-	-	12.00	12.00
ii)	- Which have Significant increase in credit risk	-	-	-	-	-	-
iii)	- Credit Impaired	-	-	-	-	32.03	32.03
		-	-	<b>46.10</b>	<b>215.16</b>	<b>350.12</b>	<b>611.38</b>
	Less : Provision for Trade Receivables Credit Impaired	-	-	18.37	66.49	336.09	420.95
<b>Total</b>		-	-	<b>27.73</b>	<b>148.67</b>	<b>14.03</b>	<b>190.43</b>

(Rs. In Lakhs)

Particulars	As at 31-Mar-22	As at 31-Mar-21
<b><u>NOTE 10.2 : LOAN - NON CURRENT</u></b>		
Staff Loans	0.40	0.76
	<b>0.40</b>	<b>0.76</b>
<b><u>NOTE 10.3 : OTHER NON CURRENT ASSETS</u></b>		
Unsecured Considered Good Unless Specified Otherwise		
Security and Other Deposits	96.33	96.08
Advance given to creditors	4.29	6.05
	<b>100.62</b>	<b>102.13</b>
<b><u>Note 11.1 : INVENTORIES</u></b>		
Raw Materials	1,865.69	1,356.56
Work-in-Progress	1,420.80	1,309.64
Finished Goods	136.33	77.97
	<b>3,422.82</b>	<b>2,744.17</b>
<b><u>Note 11.2 : TRADE RECEIVABLES - CURRENT</u></b>		
Considered Good - Secured	-	-
Considered Good - Unsecured <sup>a</sup>	1,879.51	1,654.89
Considered Credit Impaired	-	-
Less: Provision for Trade Receivables Credit Impaired	-	-
	<b>1,879.51</b>	<b>1,654.89</b>

a) Includes amount of Rs. 192.34 Lakhs (Previous Year Rs.244.75 Lakhs) due from related parties.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### b) Ageing for Trade receivables - Current- as at 31st March, 2022

S.No.	Particulars	Un-billed	Not Due	Outstanding for the following periods from due date of payment					TOTAL
				Less than 6 months	6 months - 1 years	1-2 years	2-3 years	More than 3 years	
<b>1</b>	<b>Undisputed Trade Receivables</b>								
i)	- Considered good	367.99	24.96	1,290.75	195.81	-	-	-	1,879.51
ii)	- Which have Significant increase in credit risk	-	-	-	-	-	-	-	-
iii)	- Credit Impaired	-	-	-	-	-	-	-	-
<b>2</b>	<b>Disputed Trade Receivables</b>								
i)	- Considered good	-	-	-	-	-	-	-	-
ii)	- Which have Significant increase in credit risk	-	-	-	-	-	-	-	-
iii)	- Credit Impaired	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>367.99</b>	<b>24.96</b>	<b>1,290.75</b>	<b>195.81</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,879.51</b>

### Ageing for Trade receivables - Current- as at 31st March, 2021

<b>1</b>	<b>Undisputed Trade Receivables</b>								
i)	- Considered good	463.65	103.97	985.82	101.45	-	-	-	1,654.89
ii)	- Which have Significant increase in credit risk	-	-	-	-	-	-	-	-
iii)	- Credit Impaired	-	-	-	-	-	-	-	-
<b>2</b>	<b>Disputed Trade Receivables</b>								
i)	- Considered good	-	-	-	-	-	-	-	-
ii)	- Which have Significant increase in credit risk	-	-	-	-	-	-	-	-
iii)	- Credit Impaired	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>463.65</b>	<b>103.97</b>	<b>985.82</b>	<b>101.45</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,654.89</b>

### Particulars

#### Note 11.3 : CASH AND CASH EQUIVALENTS

Cash and Cash Equivalents :

Cash and Cheques on hand

Balances with Scheduled Banks :

In Current Account

#### Note 11.4 : BANK BALANCES OTHER THAN (ii) ABOVE

Fixed Deposits with Banks having maturity of less than one Year

Fixed Deposits towards Margin on Guarantees/LC's (Deposit receipts pledged with the Banks)

	As at 31-Mar-22	As at 31-Mar-21
	4.58	3.63
	1,164.30	533.92
	<b>1,168.88</b>	<b>537.55</b>
	14.11	34.19
	20.28	19.15
	<b>34.39</b>	<b>53.34</b>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Rs. In Lakhs)		
Particulars	As at 31-Mar-22	As at 31-Mar-21
<b>NOTE 12.1 : LOANS - CURRENT</b>		
Considered Good - Secured	-	-
Considered Good - Unsecured		
- Staff Loan	1.02	7.93
	<b>1.02</b>	<b>7.93</b>
<b>NOTE 12.2 : OTHERS CURRENT ASSETS</b>		
Balances with Government Authorities	14.80	27.51
Earnest Money Deposit	28.99	24.14
Prepaid Expenses	45.37	43.52
Advances given to Creditors	154.99	177.92
Other Advances Recoverable in Cash or Kind	31.48	37.96
SEIS Entitlement Receivable <sup>a</sup>	78.12	99.47
	<b>353.75</b>	<b>410.52</b>

a) This represents transferable Duty Credit Scrip receivable from the authorities under Service Exports from India Scheme(SEIS) based on past performance of the Holding Company in line with the terms specified by Directorate General of Foreign Trade. The Holding Company has received approval of SEIS Licence on 23rd May 2022 amounting to Rs. 78.12 lakhs and amount of Rs. 21.35 lakhs has been written off to Consolidated Statement of profit and loss during the year on account of change in incentive rate notified by the Directorate General of Foreign Trade.

(Rs. In Lakhs)		
Particulars	As at 31-Mar-22	As at 31-Mar-21
<b>NOTE 12.3 : CURRENT TAX ASSETS (NET)</b>		
Taxes Paid in Advance and Deducted at Source (Net of Provision for Tax)	3.91	8.28
	<b>3.91</b>	<b>8.28</b>
<b>NOTE 13 : NON CURRENT ASSET HELD FOR SALE</b>		
Land	1,625.70	1,625.70
Building	152.69	152.69
Capital Work in Progress	1.00	1.00
	<b>1,779.39</b>	<b>1,779.39</b>

In financial year 2018-19 the Holding Company had decided to sell a part of Land, Building and Capital work in progress amounting to Rs. 1,779.39 Lakhs out of the total factory land and building located in Surat. The part of Land and Building was classified and presented as "held for sale" and was carried at the lower of carrying value and fair value as at 31st March 2019.

During the year, the Holding Company had entered into Memorandum of Understanding(MOU) with the proposed buyer for the sale of this part of the asset on 14th August 2021. Subsequently, the MOU with the proposed buyer for the sale of this part of the asset did not materialise and the parties to the MOU called off the deal. The advance received towards the proposed sales amounting to Rs. 406.80 lakhs has been refunded in April 2022 to the proposed buyer by the Holding Company. The management of the Holding Company is looking for a new buyer and is hopeful to finalise and execute the deal in near future. Based on these current development, the Holding Company has evaluated the current position and has concluded that the carrying value of the "asset held for sale" is lower than the fair value of the asset.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### Note 13A - Disclosure in respect of Capital Work in Progress :

(Rs. In Lakhs)

Capital Work in Progress	Amount in CWIP for a period of 31st March 2022				TOTAL
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Projects permanently suspended	-	-	-	1.00	1.00
<b>Total</b>	-	-	-	<b>1.00</b>	<b>1.00</b>

(Rs. In Lakhs)

Capital Work in Progress	Amount in CWIP for a period of 31st March 2021				TOTAL
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Projects permanently suspended	-	-	-	1.00	1.00
<b>Total</b>	-	-	-	<b>1.00</b>	<b>1.00</b>

### Note 14.1 - EQUITY SHARE CAPITAL

(Rs. In Lakhs)

Particulars	As at 31-Mar-22	As at 31-Mar-21
Authorised Capital		
4,61,70,400 Equity Shares of Rs. 5/- each	2,308.52	2,308.52
(Previous Year : 4,61,70,400 Equity Shares of Rs. 5/- each)		
<b>TOTAL</b>	<b>2,308.52</b>	<b>2,308.52</b>
Issued Subscribed and fully paid up		
2,87,15,883 Equity Shares of Rs. 5/-	1,435.79	1,435.79
(Previous Year : 2,87,15,883 Equity Shares of Rs. 5/-)		
	<b>1,435.79</b>	<b>1,435.79</b>

### Rights, preferences and restrictions

The Holding Company has only one class of equity shares having a face value of Rs 5/- per share. Each shareholder is eligible for one vote per share held. In the event of liquidation the equity shareholders are eligible to receive remaining assets of the Holding Company after distribution of all preferential amounts, in proportion to their shareholdings.

### Equity Shares

The reconciliation of the number of shares outstanding at the beginning and at the end of year is as under:

Particulars	As At 31-Mar-22	As At 31-Mar-21
Opening Number of Equity Shares	2,87,15,883	2,87,15,883
Add: Equity Shares issued during the year	-	-
<b>Closing Number of Equity Shares</b>	<b>2,87,15,883</b>	<b>2,87,15,883</b>



## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

The details of Shareholders holding more than 5% Equity Shares is as under:

Name of Share holder	As At 31-Mar-22	As At 31-Mar-21
	No. of Shares	No. of Shares
Mr.Nirmal Bhogilal	1,17,29,713	1,17,29,713
% Shareholding	40.85%	40.85%
Bhogilal Family Trust	70,00,000	70,00,000
% Shareholding	24.38%	24.38%

The details of shareholding of promoters is set out below :

Promoters Name	As at 31st March 2022		As at 31st March 2021		% of changes
	Number of shares	% of total Shares	Number of shares	% of total Shares	
Nirmal Pratap Bhogilal	1,17,29,713	40.85%	1,17,29,713	40.85%	-
<b>Total</b>	<b>1,17,29,713</b>	<b>40.85%</b>	<b>1,17,29,713</b>	<b>40.85%</b>	<b>-</b>

### Note 14.2 : OTHER EQUITY

(Rs. In Lakhs)

Particulars	As at 31-Mar-22	As at 31-Mar-21
a) Capital Reserve	25.00	25.00
b) Capital Redemption Reserve	160.60	160.60
c) Securities Premium	396.59	396.59
d) General Reserve	1,162.92	1,162.92
e) Employee Stock Option Reserve		
Balance as at the beginning of the year	45.38	63.87
Add : Accrual of Employee Compensation cost	(2.94)	(18.49)
Balance as at the end of the year	42.44	45.38
f) Investment Allowance Reserve	63.05	63.05
g) Retained Earnings		
Balance as at the beginning of the year	9,556.63	8,762.41
Less : Tax Paid on Dividend	-	(18.46)
Add : Profit/(Loss) for the year	(470.52)	812.68
Balance as at the end of the year	9,086.11	9,556.63
h) Other Comprehensive Income		
Balance as at the beginning of the year	76.39	(77.12)
Add/(Less) : Remeasurement gain /(loss) on defined benefit plan	43.87	7.16
Add/(Less) : Changes in foreign currency translation reserve	57.73	39.48
Less : Foreign Currency translation reserve reclassified to profit and loss on liquidation and loss of control of subsidiaries	-	106.87
Balance as at the end of the year	177.99	76.39
<b>Total</b>	<b>11,114.70</b>	<b>11,486.56</b>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

	(Rs. In Lakhs)			
Particulars	As at 31-Mar-22		As at 31-Mar-21	
<b>NOTE 15.1 : BORROWINGS - NON CURRENT</b>				
<b>Secured Term Loans</b>				
<u>Working Capital Loans</u>				
From Banks <sup>a</sup>	236.11		323.00	
Less: Maturity within 1 year - (Refer Note 17.3)	(83.33)	152.78	(138.95)	184.05
<b>From Financial Institutions</b>				
<u>Vehicle Loan (Secured by Hypothecation of Vehicle)</u>				
From Tata Motors Finance Limited	-		3.98	
Less: Maturity within 1 year - (Refer Note 17.3)	-	-	(3.98)	-
Repayable in various EMLs by December 2021				
From Kotak Mahindra Prime Ltd.	3.71		5.31	
Less: Maturity within 1 year (Refer Note 17.3)	(1.77)	1.94	(1.60)	3.71
Repayable in various EMLs by March 2024				
Foreign Currency Term Loan (Refer No. 24)	652.25		653.20	
Less: Maturity within 1 year (Refer Note 17.3)	(29.26)	622.99	(27.27)	625.93
Repayable in various EMLs by July 2039				
<b>Unsecured Loans, Measured at Amortised Cost</b>				
<b>Loans &amp; Advances from Related Parties</b>				
Loan from Directors				
<b>Repayment terms</b>				
Repayable after one year		1,830.40		1,840.26
Other Loans taken from related party				
<b>Repayment terms</b>				
Repayable after one year		25.97		35.97
<b>Inter Corporate Deposits<sup>b</sup></b>	1,100.00		1,210.00	
Less: Maturity within 1 year (Refer Note 17.3)	(132.00)	968.00	(110.00)	1,100.00
(Repayable from 25th July 2021 to 27th March 2025. Rate of Interest 15.75% (P.Y. 15% and 15.75%)(Rate of Interest - 2.95% p.a. (P.Y. 2.95% p.a.))				
<b>Redeemable Non Cumulative Preference Share</b>				
5% - 5 Year Redeemable Non-Cumulative Preference				
Share of Rs. 100/- each fully paid from Related Party.		623.28		623.59
[6,92,480, 5% Non Cumulative Preference Shares of Rs. 100 each (4,78,000 Redeemable on 27th March, 2026 and 2,14,480 redeemable on 19th June 2026.				
P.Y. - 4,78,000 Redeemable on 27th March, 2026 and 2,14,480 redeemable on 19th June 2026.]]				
	<b>4,225.36</b>		<b>4,413.51</b>	



**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

The reconciliation of the number of shares outstanding at the beginning and at the end of year is as under :

Particulars	31-Mar-22	31-Mar-21
Mr.Nirmal Bhogilal		
Opening Number of Preference Shares	6,92,480	6,92,480
Add: Transferred during the year	-	-
Closing Number of Preference Shares	6,92,480	6,92,480

**Details of Shareholder holding more than 5% Preference Shares are as under:**

Particulars	31-Mar-22	31-Mar-21
Mr. Nirmal Bhogilal	6,92,480	6,92,480
% Shareholding	100%	100%

**a) Details of Working capital Term Loan taken from Banks**

Bank Name	Interest Rate and Repayment Term	Security Given	Outstanding as on 31.03.2022	Repayable within one year	Repayable after one year
State Bank of India	@ 7.65 % p.a. and repayable upto 6th November 2024	Guaranteed Emergency Credit Line Secured by Guarantee given by Government and mortgage over factory premises	86.11	33.33	52.78
Bank of Baroda	@ 7.50 % p.a. and repayable upto 30th March 2025	Guaranteed Emergency Credit Line Secured by Guarantee given by Government and mortgage over factory premises	150.00	50.00	100.00
<b>Total</b>			<b>236.11</b>	<b>83.33</b>	<b>152.78</b>

Bank Name	Interest Rate and Repayment Term	Security Given	Outstanding as on 31.03.2021	Repayable within one year	Repayable after one year
State Bank of India	@ 6.95 % p.a. and repayable upto 30th July 2022	Emergency Credit Line secured by security given for working capital borrowings on cash credit line as mentioned in Note No. 24	44.73	33.33	11.40
Punjab National Bank	@ 7.85 % p.a. and repayable upto 28th July 2022	Emergency Credit Line secured by security given for working capital borrowings on cash credit line as mentioned in Note No. 24	28.60	21.26	7.34

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

Bank Name	Interest Rate and Repayment Term	Security Given	Outstanding as on 31.03.2021	Repayable within one year	Repayable after one year
Punjab National Bank	@ 7.50 % p.a. and repayable upto 30th Aug 2024	Guaranteed Emergency Credit Line Secured by Guarantee given by Government and mortgage over factory premises and current assets	51.22	9.90	41.32
Bank of Baroda	@ 7.55 % p.a. and repayable upto 1st July 2022	Emergency Credit Line secured by security given for working capital borrowings on cash credit line as mentioned in Note No. 24	66.67	50.00	16.67
Canara Bank	@ 7.65 % p.a. and repayable upto 30th August 2022	Emergency Credit Line secured by security given for working capital borrowings on cash credit line as mentioned in Note No. 24	6.00	4.00	2.00
State Bank of India	@ 7.65 % p.a. and repayable upto 06th November 2024	Guaranteed Emergency Credit Line Secured by Guarantee given by Government and mortgage over factory premises	100.64	11.11	89.53
Indusind Bank	@ 7.65 % p.a. and repayable upto 01st February 2023	Emergency Credit Line secured by security given for working capital borrowings on cash credit line as mentioned in Note No. 24	25.14	9.35	15.79
<b>Total</b>			<b>323.00</b>	<b>138.95</b>	<b>184.05</b>

b) includes amount taken from related party amount of Rs.Nil lakhs (P.Y. amount Rs.30.00 Lakhs @ 15% repayable by 25th July 2021). The amount of loan of Rs. 30 Lakhs is shown as a part of Inter Corporate Deposit in Note 17.1.

(Rs. In Lakhs)		
Particulars	As at 31-Mar-22	As at 31-Mar-21
<b>NOTE 15.2 : TRADE PAYABLES - NON CURRENT</b>		
Due to Micro Small and Medium Enterprises <sup>a</sup>	11.90	26.32
Others <sup>b</sup>	193.01	299.57
	<b>204.91</b>	<b>325.89</b>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

- a) Includes amount of Rs. Nil Lakhs (Previous Year - Rs. 3.84 Lakhs) due to related parties.
- b) Includes amount of Rs. 66.71 Lakhs (Previous Year - Rs. 52.25 Lakhs) due to related parties.
- c) Trade Payables - Non Current has been disclosed based on the management expectation to settled the same beyond 12 months from the reprting date.

### Ageing schedule of Trade Payables outstanding as at 31st March 2022:

Particulars	Outstanding for the following periods from due date of payment				TOTAL
	Less than 1 Years	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	-	1.13	2.61	8.16	<b>11.90</b>
(ii) Others	-	41.87	38.77	91.36	<b>172.00</b>
(iii) Disputed dues – MSME	-	-	-	-	<b>-</b>
(iv) Disputed dues - Others	-	-	-	21.01	<b>21.01</b>
<b>Total</b>	<b>-</b>	<b>43.00</b>	<b>41.38</b>	<b>120.53</b>	<b>204.91</b>

### Ageing schedule of Trade Payables outstanding as at 31st March 2021:

Particulars	Outstanding for the following periods from due date of payment				TOTAL
	Less than 1 Years	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	-	10.27	4.72	11.33	<b>26.32</b>
(ii) Others	-	93.40	53.54	116.10	<b>263.04</b>
(iii) Disputed dues – MSME	-	-	-	-	<b>-</b>
(iv) Disputed dues - Others	-	-	-	36.53	<b>36.53</b>
<b>Total</b>	<b>-</b>	<b>103.67</b>	<b>58.26</b>	<b>163.96</b>	<b>325.89</b>

Particulars	31-Mar-22	31-Mar-21
<b>NOTE 15.3 : OTHER FINANCIAL LIABILITIES - NON CURRENT</b>		
Advances and Deposits from Customers	329.47	301.42
Interest accrued and due on loans*	84.65	76.80
	<b>414.12</b>	<b>378.22</b>

\* Includes amount of Rs. 84.65 Lakhs (Previous Year - Rs. 76.80 Lakhs) due to related parties.

### NOTE 15.4 : PROVISIONS - NON CURRENT

Provisions for Employee Benefits:

Gratuity (Refer Note 29)	266.22	268.25
Leave Encashment (Refer Note 29)	101.10	108.60
	<b>367.32</b>	<b>376.85</b>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### Note No: 16-DEFERRED TAX LIABILITIES (NET)

Item wise details of deferred tax liabilities (Net) are as under

(Rs.in Lakhs)				
Particulars	Opening Balance	Recognised in Profit and Loss Credit/(Charge)	Recognised in Other Comprehensive Income Credit/(Charge)	Closing Balance
<b>For the year ended 31st March 2022</b>				
<b>Deferred tax liabilities</b>				
Difference between accounting and tax depreciation off Property, Plant & Equipment	(3,190.17)	168.18	-	(3,021.99)
- On account of fair Value of Land Rs. 58.56 Lakhs (Refer Note - (a) below)				
- On account of other depreciable Property, Plant and Equipment Rs. 109.62 Lakhs				
<b>Total deferred tax liabilities (A)</b>	<b>(3,190.17)</b>	<b>168.18</b>	<b>-</b>	<b>(3,021.99)</b>
<b>Deferred tax assets</b>				
Expenses allowed on payment basis	43.94	3.88	(3.58)	44.24
Provision for Investments	683.40	-		683.40
Provision for Doubtful debts, doubtful advances and inventory obsolescence	109.45	1.75		111.20
Provision for Capital WIP	73.14	-	-	73.14
Unabsorbed Depreciation	231.13	19.94	-	251.07
Unabsorbed Business Loss	829.73	(254.74)	(11.83)	563.16
<b>Total deferred tax assets (B)</b>	<b>1,970.79</b>	<b>(229.17)</b>	<b>(15.41)</b>	<b>1,726.21</b>
<b>Deferred Tax Liabilities (NET) (A+B = C)</b>	<b>(1,219.38)</b>	<b>(60.99)</b>	<b>(15.41)</b>	<b>(1,295.78)</b>
Minimum Alternate tax (D)	<b>130.32</b>	(111.89)	-	<b>18.43</b>
<b>Deferred Tax Liabilities (NET) (C+D)</b>	<b>(1,089.06)</b>	<b>(172.88)</b>	<b>(15.41)</b>	<b>(1,277.35)</b>
<b>For the year ended 31st March 2021</b>				
<b>Deferred tax liabilities</b>				
Difference between accounting and tax depreciation off Property, Plant & Equipment	(3,235.20)	45.03		(3,190.17)
- On account of fair Value of Land Rs. 43.92 Lakhs (Refer Note - (a) below)				
- On account of other depreciable Property, Plant and Equipment Rs. 1.11 Lakhs				
<b>Total deferred tax liabilities (A)</b>	<b>(3,235.20)</b>	<b>45.03</b>	<b>-</b>	<b>(3,190.17)</b>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Rs.in Lakhs)

Particulars	Opening Balance	Recognised in Profit and Loss Credit/(Charge)	Recognised in Other Comprehensive Income Credit/(Charge)	Closing Balance
<b>Deferred tax assets</b>				
Expenses allowed on payment basis	56.86	(12.38)	(0.54)	43.94
Provision for Investments	683.40	-		683.40
Provision for Doubtful debts, doubtful advances and inventory obsolescence	59.22	50.23		109.45
Provision for Capital WIP	73.14	-	-	73.14
Unabsorbed Depreciation	212.88	18.25	-	231.13
Unabsorbed Business Loss	838.05	(6.34)	(1.98)	829.73
<b>Total deferred tax assets (B)</b>	<b>1,923.55</b>	<b>49.76</b>	<b>(2.52)</b>	<b>1,970.79</b>
<b>Deferred Tax Liabilities (NET) (A+B = C)</b>	<b>(1,311.65)</b>	<b>94.79</b>	<b>(2.52)</b>	<b>(1,219.38)</b>
Minimum Alternate tax (D)	<b>130.32</b>	-	-	130.32
<b>Deferred Tax Liabilities (NET) (C+D)</b>	<b>(1,181.33)</b>	<b>94.79</b>	<b>(2.52)</b>	<b>(1,089.06)</b>

### Note :

a) The Holding Company had exercised the option of fair value as deemed cost for Property, Plant and Equipment on the date of transition to Ind-AS i.e; 1st April 2016. Ind AS required entities to account for deferred taxes using the Balance Sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the Balance Sheet and its tax Base. Accordingly deferred tax liability on account of fair valuation of Land was calculated in previous year.

Under Section 55(2)(b)(i) of Income Tax Act 1961, "fair market value of capital assets means where the capital asset became the property of the assessee before the 1st day of April, 2001, the cost of acquisition of the asset to the assessee or the fair market value of the asset on the 1st day of April, 2001, shall be considered at the option of the assessee."

Accordingly deferred tax liability on account of fair value of Land is calculated and reviewed at each reporting date as required by Ind AS - 12 'Income Taxes' for changes in respect of temporary differences which have been recognised in previous periods. In F.Y. 2018-19, the Holding Company has opted to choose the fair market value of the land as on 01.04.2001 as its cost of acquisition in accordance with Section 55(2)(b)(i) of Income Tax Act 1961. This has resulted in creation of deferred tax credit during the year of Rs. 58.56 Lakhs (P.Y. Rs. 43.92 Lakhs) which is part of deferred tax (charge)/credit of Rs. (60.99) Lakhs (P.Y. Rs. 94.79 Lakhs) for the year ended 31st March 2022.

b) Deferred tax Asset on unabsorbed depreciation, unabsorbed business lossess and other temporary differences available as per the Income Tax Act, 1961 had been recognised, since it is probable that taxable profit will be available to adjust them in future years. Unabsorbed depreciation can be carried forward and set off against the profits for infinite number of years under the Income Tax Act, 1961 and profitability projections based on current margins show sufficient profits for set off in future.

c) The Taxation Laws (Amendment) Act, 2019 was enacted on 11th December 2019. It amended the Income Tax Act, 1961 and the Finance Act (No. 2) Act, 2019. It provides domestic companies with an option to opt for lower tax rate, provided they do not claim certain deductions. The Holding Company has not exercised the option to opt for lower tax rate and has presently considered the rate existing prior to the amendment. The Holding Company shall evaluate the option to opt for lower tax rate once it utilises the entire carried forward losses and MAT credit available under the Income Tax Act.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

Reconciliation of effective tax rate as a numerical reconciliation between tax expense and the product of account profit multiplied by the applicable tax rate

	<b>(Rs.in Lakhs)</b>	
<b>Particulars</b>	<b>2021-22</b>	<b>2020-21</b>
Profit / (Loss) before tax	(227.38)	793.33
Applicable tax rate	26.00%	26.00%
Tax using the applicable tax rate	-	-
Tax effect of:		
Add: Non deductible tax expenses	542.08	742.34
Less: Deductible tax expenses	337.91	1,808.51
Taxable Income	(23.21)	(272.84)
Tax expense recognised in the statement of profit and loss	68.34	75.44
Weighted average Tax rate %	(30.06)	9.51

The tax rate of 26% is applicable to the next financial year.

Tax expense recognised in the statement of profit and loss / Other comprehensive Income (OCI) are as below:

	<b>(Rs.in Lakhs)</b>	
<b>Particular</b>	<b>2021-22</b>	<b>2020-21</b>
Current Tax Expense	(68.34)	(75.44)
Deferred tax expense/ ( Asset) relating to		
- Origination and reversal of temporary differences	(246.85)	48.35
- Different tax rates	58.56	43.92
<b>Total</b>	<b>(188.29)</b>	<b>92.27</b>
Tax expenses including deferred tax credit/ (charge) recognised in the Consolidated Statement of profit and loss	(172.88)	94.79
Deferred tax liability/ (asset) relating to remeasurement of the defined benefit plan recognised in OCI	(15.41)	(2.52)



## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Rs. In Lakhs)

Particulars	As at 31-Mar-22	As at 31-Mar-21
<b>NOTE 17.1 : BORROWINGS - CURRENT</b>		
<b>SECURED</b>		
Loans repayable on demand		
From Banks		
Cash Credit and Working Capital Borrowings (Refer Note - 24)	1,608.52	1,690.32
Term Loan from Banks and Financial institutions <sup>a</sup>	178.25	160.63
<b>UNSECURED</b>		
Inter Corporate Deposits <sup>b</sup>	813.23	1,005.00
Loan from Directors <sup>c</sup>	190.00	-
Current maturities of Long Term Loan - Secured (Refer Note 15.1)	246.36	281.80
	<b>3,036.37</b>	<b>3,137.75</b>

a) Details of Working capital Term Loan from Banks and Financial Institutions

Name of Bank/ Financial Institution	Interest rate and Repayment term	Security Given	Outstanding as at 31-Mar-22	Outstanding as at 31-Mar-21
Punjab National Bank	@ 13.35 % and repayable upto 28th April 2021	FITL Borrowing no additional security given	-	6.23
Indusind Bank	@ 14.50 % and repayable upto 7th April 2021	FITL Borrowing no additional security given	-	2.69
Punjab National Bank	@ 7.85 % and repayable upto 28th June 2022	ECL Borrowing no additional security given	6.95	-
Indusind Bank	@ 8.60 % and repayable upto 1st February 2023	ECL Borrowing no additional security given	15.66	-
Canara bank	@ 7.65 % and repayable upto 25th August 2022	FITL Borrowing no additional security given	1.93	-
State bank of india	@ 6.95% and repayable upto 30th July 2022	FITL Borrowing no additional security given	2.82	-
Oxyzo Financial Services Pvt Ltd.	@ 14.50 % and repayable in 30th Sept 2021	Secured by Bank Guarantee given by Punjab National Bank on behalf of the company of Rs. 150.00 lakhs	150.89	151.71
<b>Total</b>			<b>178.25</b>	<b>160.63</b>

b) includes amount taken from related party amount of Rs.590.26 lakhs @ 15% interest - repayable within 90 days (P.Y. amount Rs.745.37 Lakhs @ 15.00% interest - repayable within 90 days).

c) Rate of Interest - 12% p.a. on Rs. 75 Lakhs and balance amount of Rs.115 Lakhs are interest free loan from directors.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Rs. In Lakhs)

Particulars	As at 31-Mar-22	As at 31-Mar-21
<b>NOTE 17.2 : TRADE PAYABLES - CURRENT</b>		
Due to Micro Small and Medium Enterprises (Refer Note 25) *	479.81	398.36
Others <sup>#</sup>	2,399.30	1,800.82
	<b>2,879.11</b>	<b>2,199.18</b>

\* Includes amount of Rs. 39.72 Lakhs (Previous Year - Rs. 18.64 Lakhs) due to related parties

# Includes amount of Rs.46.33 Lakhs (Previous Year - Rs. 92.46 Lakhs) due to related parties.

### Ageing schedule of Trade Payables outstanding as at 31<sup>st</sup> March 2022:

Particulars	Accured /Unbilled	Outstanding for the following periods from due date of payment				TOTAL
		Less than 1 Years	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	-	479.81	-	-	-	479.81
(ii) Others	620.21	1,779.09	-	-	-	2,399.30
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>620.21</b>	<b>2,258.90</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,879.11</b>

### Ageing schedule of Trade Payables outstanding as at 31<sup>st</sup> March 2021:

Particulars	Accured /Unbilled	Outstanding for the following periods from due date of payment				TOTAL
		Less than 1 Years	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	-	398.36	-	-	-	398.36
(ii) Others	418.96	1,381.86	-	-	-	1,800.82
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>418.96</b>	<b>1,780.22</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,199.18</b>

Particulars	As at 31-Mar-22	As at 31-Mar-21
<b>NOTE 17.3 : OTHER CURRENT LIABILITIES</b>		
Advances and Deposits <sup>#</sup>	2,635.36	1,223.73
Statutory Liabilities	94.14	73.40
Interest due on loans <sup>**</sup>	12.60	-
Employee Related Liabilities *	334.90	268.25
Other Liabilities	228.21	227.58
	<b>3,305.21</b>	<b>1,792.96</b>

# Includes amount of Rs.325.33 Lakhs (Previous Year - Rs. 217.64 Lakhs) advance received from related parties.

\* Includes amount of Rs. 64.07 Lakhs (Previous Year - Rs. 44.90 Lakhs) due to related parties

\*\* Includes amount of Rs. 12.60 Lakhs (Previous Year - Rs. Nil) due to related parties.



## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

Particulars	(Rs. In Lakhs)	
	As at 31-Mar-22	As at 31-Mar-21
<b><u>NOTE 17.4 : PROVISIONS - CURRENT</u></b>		
Provisions for Employee Benefits:		
- Gratuity (Refer Note 29)	14.09	57.78
- Leave Encashment (Refer Note 29)	29.89	20.08
- Pension Plan	66.90	93.72
Warranty Provisions (Refer Note 34)	105.03	75.22
	<b>215.91</b>	<b>246.80</b>
<b><u>NOTE 18: REVENUE FROM OPERATIONS</u></b>		
Sale of Products	17,877.21	13,972.20
Sale of Services	1,585.26	1,030.55
Other Operating Revenue	196.06	195.99
	<b>19,658.53</b>	<b>15,198.74</b>
<b><u>NOTE 19 : OTHER INCOME</u></b>		
Credit Balances Written Back	140.12	175.88
Interest Income		
- on fixed deposits	1.89	4.88
- on financials instruments measured at amortised cost (Net)	10.18	63.40
- Others	3.02	3.36
Other Income	58.29	128.84
	<b>213.50</b>	<b>376.36</b>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**
**(Rs. In Lakhs)**

<b>Particulars</b>	<b>Year ended 31-Mar-22</b>	<b>Year ended 31-Mar-21</b>
<b><u>NOTE 20.1 : COST OF MATERIALS CONSUMED</u></b>		
Raw Materials Consumed *	7,832.56	5,976.06
Cost of Job Contracts	78.21	45.06
Cost of Services Rendered	35.08	39.88
Job Work Charges Incurred	371.40	187.25
	<b>8,317.25</b>	<b>6,248.25</b>

\* Includes stock of Rs.Nil (PY Rs.173.99 lakhs) pertaining to closing inventory held by the subsidiaries till the date the Holding Company was having control over the subsidiary, whose assets and liabilities has been derecognised as on 31st March 2021 due to loss of control over the subsidiary (Refer No. 41).

<b><u>NOTE 20.2 : PURCHASE OF STOCK IN TRADE</u></b>		
Purchases of Stock in Trade	4,035.96	2,110.71
	<b>4,035.96</b>	<b>2,110.71</b>

<b><u>NOTE 20.3 : CHANGE IN INVENTORY OF FINISHED GOODS, WORK IN PROGRESS &amp; STOCK IN TRADE</u></b>		
Stock at Close :		
Work-in-Process	1,420.80	1,435.58
Finished Goods	136.33	77.97
	<b>1,557.13</b>	<b>1,513.55</b>
Less :		
Stock at Commencement :		
Work-in-Process	1,309.64	1,752.73
Finished Goods	77.97	164.19
	<b>1,387.61</b>	<b>1,916.92</b>
	<b>(169.52)</b>	<b>403.37</b>

\* Included stock of Rs. Nil (PY Rs.125.93 lakhs) pertaining to closing inventory held by the subsidiaries till the date the Holding Company was having control over the subsidiary, whose assets and liabilities had been derecognised in financial year 2020-21 due to loss of control over the subsidiary (Refer No. 41).

<b>Particulars</b>	<b>Year ended 31-Mar-22</b>	<b>Year ended 31-Mar-21</b>
<b><u>NOTE 21 : EMPLOYEE BENEFIT EXPENSES</u></b>		
Salaries, Wages, Allowances and Bonus	3,313.33	3,021.58
Contribution to Provident and Other Funds	196.72	253.98
Expenses on Employee Stock Option Scheme (ESOP)	(2.94)	(18.49)
Provision for Gratuity and Leave Encashment (Refer Note 29)	95.07	74.78
Staff Welfare Expenses	151.91	65.91
	<b>3,754.09</b>	<b>3,397.76</b>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

	(Rs. In Lakhs)	
Particulars	Year ended 31-Mar-22	Year ended 31-Mar-21
<b>NOTE 22 : FINANCE COST</b>		
Interest Expenses	689.60	744.76
Interest on Lease Liabilities	11.83	16.57
Bank Charges and other borrowing cost	127.10	149.61
	<b>828.53</b>	<b>910.94</b>
<b>NOTE 23 : OTHER EXPENSES</b>		
Rent	20.89	25.96
Rates and Taxes	305.79	188.55
Power and Fuel	93.16	93.38
Insurance	61.16	67.55
Sales Commission	111.58	131.13
Exhibitions/ Advertisement Expenses	88.32	11.21
Printing and Stationery	43.92	55.82
Travelling and Conveyance	245.78	202.18
Audit, Legal and Professional Charges	328.65	326.76
Vehicle Maintenance	69.20	55.43
Packing and Cartage	268.44	230.22
Stores and Loose Tools Consumed	334.39	256.20
Repairs to Machinery	88.09	65.91
Repairs to Buildings	41.49	48.23
Repairs to Other Assets	45.08	32.73
Jobwork Charges	352.21	224.20
Directors' Sitting Fees	29.85	21.27
Donations	1.28	1.66
Loss on Sale / Assets Written Off (Net)	3.69	5.13
Bad Debts	13.17	27.31
Provision for Doubtful Debts/Advances (net) *	6.77	193.18
Exchange Difference Loss	39.73	49.84
Reversal of SEIS Entitlement recoverable	21.35	-
Miscellaneous Expenses	351.08	251.07
Foreign Currency translation reserve reclassified to profit and loss on liquidation and loss of control of subsidiaries	-	106.87
	<b>2,965.07</b>	<b>2,671.79</b>

\* Includes amounts of Rs.Nil lakhs (P.Y. Rs. 158.08 lakhs) provided for in financial year 2020-21 by the Holding Company for doubtful recovery of dues from AESA Air Engineering SA, France against total recoverable amount of Rs. 158.08 lakhs on loss of control over the said step down subsidiary which had gone into liquidation proceeding (Refer No. 41).

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS:****Note No 24:**

- a) Working capital borrowings from consortium banks in case of Holding Company on cash credit overdraft/ short term loan and non-fund based facilities are secured by first pari passu charge on stock of raw materials, semi-finished and finished goods, consumable stores and spares, bills receivable, books debts and other moveable current assets (both present and future) of the Holding Company and second pari passu charge on the fixed assets of the Holding Company (both present and future) at Udhna, Surat. Credit facilities including sub limits extended by consortium banks to Batliboi Environmental Engineering Limited (BEEL) are secured by 2<sup>nd</sup> pari passu charge on the fixed assets of the Holding Company (both present and future) at Udhna Surat.

Working capital borrowings includes borrowing in case of one of the step-down subsidiaries which has been secured by a general security agreement representing a priority interest over all of the assets and undertakings of the step down subsidiary and unlimited guarantee given by another step-down subsidiary Company.

- b) The Holding Company has used the borrowings from banks and financial institutions for the purpose for which it was obtained.
- c) There has not been any default in repayment of borrowings and interest during the current and previous financial years by the Holding Company except for below mentioned one-off delay in financial year 2020-21 due to certain discrepancy in system of the lender Company, which was cleared on 27<sup>th</sup> May,2021:

Name of the Lender	Amounts in Rs. Lakhs	Period of Default
Tata Motors Finance Limited	0.42	390 days

- d) The Holding Company is not declared wilful defaulter by any bank or financials institution or other lender.
- e) The quarterly statements of current assets filed by the Holding Company with banks are in agreement with the Standalone books of accounts of the Holding Company except for certain immaterial differences which has been duly reconciled and presented here below:

(Rs. In Lakhs)

Quarter Ended	Value as per quarterly statements filed with Banks	Value as per Ind AS books of account	Difference	Reason for difference
June 2021	2,919.57	2,848.39	71.18	Due to estimated overhead loading on the work in progress and finished goods and receivables stated prior to adjustment of Excepted Credit Loss provisioning (ECL).
September 2021	3,002.23	2,933.90	68.33	
December 2021	3,594.78	3,570.64	24.14	
March 2022	3,879.20	3,771.52	107.68	



## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS:

### Note No 25:

Disclosure required under section 22 of the Micro, small and medium enterprises development Act, 2006 with respect to Holding Company:

		(Rs.in Lakhs)	
Sr. No.	Particulars	As at 31st March 2022	As at 31st March 2021
1	Principal amount due and remaining unpaid – Current	491.71	424.68
2	Interest due on above and the unpaid interest	25.60	35.17
3	Interest Paid	-	-
4	Payment made beyond the appointed day during the year	1,245.76	316.94
5	Interest due and payable for the period of delay *	34.32	38.75
6	Interest accrued and remaining unpaid	25.60	35.17
7	Amount of further interest remaining due and payable in succeeding years	25.60	35.17

\* Not claimed by Suppliers of Holding Company.

### NOTE 26 - CONTINGENT LIABILITIES AND COMMITMENTS:

#### a) Contingent Liabilities (to the extent not provided for)

		(Rs.in Lakhs)	
Particulars	As at 31st March 2022	As at 31st March 2021	
<b>A. CONTINGENT LIABILITIES NOT PROVIDED FOR:</b>			
Disputed Sales Tax/Excise Demands *	120.78	120.78	
* PY The Holding Company has filed appeals against the respective orders and has paid Rs. 40.40 Lakhs against the dispute.			
Disputed Service Tax Demand	-	-	
TDS Demands (Prior to F.Y. 2015-16 till F.Y. 2021-22)	117.61	115.92	
Custom Duty demands (F.Y. 2019-20)	36.04	36.04	
<b>B. CLAIMS NOT ACKNOWLEDGED AS DEBTS:</b>	168.21	193.21	
<b>C. GUARANTEES GIVEN:</b>			
Corporate Guarantee given to banks and financial institutions for credit facilities/performance guarantees extended by them to Batliboi Environmental Engineering Limited (BEEL), a related party.	3,140.24	3,154.08	
Guarantees given by the Company's bankers on behalf of BEEL specific guarantee facility given in matter of one of its vendors (which is part of Corporate Guarantee shown in above row of Rs. 3,140.24 Lakhs (P.Y. Rs. 3,154.08 Lakhs)	858.54	513.01	
Guarantees given on behalf of the Company by its bankers.	353.18	356.38	
<b>D</b> Amount, if any, arising out of liquidation of AESA Air Engineering SA, France (a step-down subsidiary). (Refer Note 41)	-	-	

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS:

- i) The Group does not expect any reimbursement in respect of the above contingent liabilities.
- ii) It is not practicable to estimate the timing of cash outflows, if any, in respect of matters as specified above in note 26.a, above pending resolution of the appellate proceedings.
- iii) In respect of guarantees as specified in note 26.c given by the Holding Company to the bankers of BEEL, one of the related parties, BEEL has given counter guarantees to the bank on behalf of the Company.

### b) Commitments:

- i) Estimated amount of Contracts remaining to be executed on Capital Account and not provided for is Rs. Nil Lakhs (31st March 2021: Rs. 36.78 Lakhs).

## **NOTE 27- RELATED PARTY DISCLOSURES AS PER IND AS 24:**

### **a. List of Related Parties \*-**

List of related parties where control exists and related parties with whom transactions have taken place and relationship:

#### **i) Key Management Personnel and their relatives:**

- a) Mr. Nirmal Bhogilal, Chairman
- b) Mr. Vivek Sharma, Managing Director (Upto 30/09/2020)
- c) Mr. Sanjiv Joshi, Managing Director (w.e.f. 07/11/2020)
- d) Mrs. Sheela Bhogilal, Director
- e) Mr. Ketan Vyas, Chief Financial Officer (Upto 29/09/2020)
- f) Mr. Ghanshyam Chechani, Chief Financial Officer (w.e.f. 23/03/2021)
- g) Mr. Kabir Bhogilal, Chief X Officer/Director (Upto 10<sup>th</sup> February 2022 / w.e.f. 11<sup>th</sup> February 2022)
- h) Mrs Maya Bhogilal
- i) Ganpat Sawant, Company Secretary. (Upto 10<sup>th</sup> June 2021)
- j) Mrs. Pooja Mane, Company Secretary. ( w.e.f. 06<sup>th</sup> August, 2021)

#### **ii) Independent / Non-Executive Directors**

- a) Mr. Ameet Hariani
- b) Mr. Eknath.Kshirsagar
- c) Mr. George Verghese
- d) Mr. Subodh Bhargava
- e) Mr. Vijay Kirloskar (Upto 27<sup>th</sup> April 2021)

#### **iii) Enterprises over which Key Management Personnel are able to exercise significant influence:**

- a) Batliboi Environmental Engineering Ltd
- b) Batliboi International Limited

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS:

- c) Batliboi Impex Ltd
- d) Batliboi Renewable Energy Solutions Pvt Ltd (formerly known as Batliboi Enxco Pvt Ltd)
- e) Sustime Pharma Ltd
- f) Spartan Electricals
- g) Bhagmal Investments Pvt Ltd
- h) Delish Gourment Pvt Ltd
- i) Hitco Investments Pvt Ltd
- j) Nirbhag Investment Pvt Ltd
- k) Pramaya Shares and securities Pvt Ltd
- l) Bhogilal Trustship Pvt Ltd

### iv) Entities in which management personnel are trustees:

- a) Bhogilal Leherchand Foundation
- b) Leherchand Uttamchand Trust Fund
- c) Shekhama Family Trust
- d) Bhogilal Family Trust

\*Related party relationships on the basis of the requirements of Indian Accounting Standard (Ind AS) – 24 disclosed above is as identified by the Holding Company and relied upon by the auditors.

### B) Transactions & Outstanding Balances:

(Rs. In Lakhs)

Sr.No.	Particulars	Entities in which Key Management Personnel or their relatives have significant influence		Key Management Personnel and their Relatives	
		2021-22	2020-21	2021-22	2020-21
<b>I)</b>	<b>Transactions</b>				
a)	Purchase of goods/ material/ services	581.55	381.74	5.90	-
b)	Sale of goods/ materials/ services/ recovery of expenses	1,137.80	640.12	-	-
c)	Rent/License fee received(paid)	(11.52)	(9.78)	(5.40)	(5.40)
d)	Interest Paid (Received)	98.43	129.60	15.34	8.04
e)	Loans and Advance Received/ (Refunded)(Net)	1,331.50	2,577.00	190.00	-
f)	Loans and Advances in cash or kind Given /(refunded) (Net)	(1,535.25)	(2,650.00)	-	-
g)	Remuneration	-	-	126.09	72.64
h)	Director Sitting Fees	-	-	5.20	6.20

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS:

II)	Outstanding Balances				
a)	Loans and Advances-Received	616.23	811.34	2,020.40	1,840.26
b)	Receivable (for goods, services and other items) -				
	i) Trade Receivables	465.27	384.24	-	-
c)	Payables (for goods, services and other items) -				
	i) Interest accrued and due on loans	6.03	-	91.22	76.80
	ii) Employee Related Liabilities	-	-	64.07	44.90
	iii) Trade Payables	122.94	140.11	29.82	27.08
d)	Advance Received (for goods, services and other items)	325.32	217.64	-	-
e)	Outstanding Guarantee	3,140.24	3,154.08	-	-

### C) Disclosure of material transactions between the company and related parties and the status of outstanding balances as on 31st March 2022:

(Rs. In Lakhs)

Particulars	Enterprise / Key Management	Relationship	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
Purchase of Goods/ materials/ services/ /payment of expenses	Batliboi Environmental engineering Ltd	Entities in which key management personnel and/or their relatives have significant influence	386.09	217.90
	Batliboi International Ltd		16.06	20.94
	Batliboi Impex Ltd		72.79	85.42
	Batliboi Renewable Energy Solutions Pvt Ltd		-	2.90
	Spartan Electricals		95.95	33.87
	Hitco Investments Pvt Ltd		10.66	20.71
	Hariani & Co.	Key Managerial Person	5.90	-
Sale of goods/ materials/services /recovery of expenses	Batliboi Environmental engineering Ltd	Entities in which key management personnel and/or their relatives have significant influence	788.87	587.83
	Batliboi International Ltd		324.15	34.94
	Batliboi Impex Ltd		5.90	0.21
	Batliboi Renewable Energy Solutions Pvt Ltd		17.53	16.58
	Spartan Electricals		1.35	0.56



Rent/License fees received/(paid)	Batliboi Renewable Energy Solutions Pvt Ltd	Entities in which key management personnel and/or their relatives have significant influence	(3.29)	(0.82)
	Spartan Electricals		(2.23)	(2.96)
	Nirmal Bhogilal (Guest House)	Chairman	(5.40)	(5.40)
	Shekhama Family Trust	Trusts in which management personnel are trustees	(6.00)	(6.00)
Interest Paid/ (Received)	Batliboi International Ltd	Entities in which key management personnel and/or their relatives have significant influence	3.62	8.77
	Hitco Investments Pvt Ltd		94.81	120.83
	Sheela Bhogilal	Key Managerial Person	15.34	8.04
Loans and advances received	Batliboi Renewable Energy Solutions Pvt Ltd	Entities in which key management personnel and/or their relatives have significant influence	-	100.00
	Hitco Investments Pvt Ltd		1,331.50	2,477.00
	Nirmal Bhogilal	Key Managerial Person	80.00	-
	Kabir Bhogilal		35.00	-
	Sheela Bhogilal		75.00	-
Loans and advances repaid	Batliboi Renewable Energy Solutions Pvt Ltd	Entities in which key management personnel and/or their relatives have significant influence	-	100.00
	Hitco Investments Pvt Ltd		1,535.25	2,550.00
Remuneration paid to Key Management Personnel and their Relatives	Kabir Bhogilal	Chief X Officer/Director	43.27	15.43
	Vivek Sharma	Managing Director	-	20.53
	Ketan Vyas	Chief Financial Officer	-	10.95
	Ganpat Sawant	Company Secretary	1.88	6.85
	Sanjiv Joshi	Managing Director	49.56	17.54
	Pooja Mane	Company Secretary	4.93	-
	Ghanshyam Chechani	Chief Financial Officer	26.45	1.34

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS:

Director Sitting Fees	Mrs. Sheela Bhogilal	Director	0.60	0.75
	Mr. Ameet Hariani	Independent / Non Executive Director	1.20	1.15
	Mr. Eknath Kshirsagar	Independent / Non Executive Director	1.30	1.55
	Mr. George Verghese	Independent / Non Executive Director	0.80	0.75
	Mr. Subodh Bhargava	Independent / Non Executive Director	1.30	1.55
	Mr. Vijay Kirloskar	Independent / Non Executive Director	-	0.45

### Outstanding balances

(Rs. In Lakhs)

Sr.No.	Particulars	2021-22	2020-21
<b>Outstanding Loans and Advances Received</b>			
<b>A)</b>	<b>Entities in which key management personnel and/or their relatives have significant influence</b>		
i)	Batliboi International Ltd	25.97	35.97
ii)	Hitco Investments Pvt Ltd	590.26	775.37
<b>B)</b>	<b>Key Management Personnel and their relatives</b>		
i)	Nirmal Bhogilal	1,843.40	1,773.25
ii)	Sheela Bhogilal	142.00	67.00
iii)	Kabir Bhogilal	35.00	-
<b>Outstanding Receivable for goods, services and other items</b>			
<b>A)</b>	<b>Entities in which key management personnel and/or their relatives have significant influence</b>		
i)	Batliboi Environmental Engineering Ltd	305.09	237.35
ii)	Batliboi International Ltd	155.24	138.10
iii)	Batliboi Impex Ltd	4.48	7.74
iv)	Spartan Electricals	-	1.05
v)	Batliboi Renewable Energy Solutions Pvt Ltd	0.46	-
<b>Outstanding Payables for goods, services and other items</b>			
<b>A)</b>	<b>Entities in which key management personnel and/or their relatives have significant influence</b>		
i)	Batliboi Environmental Engineering Ltd	28.82	6.11
ii)	Batliboi International Ltd	3.46	0.44
iii)	Batliboi Renewable Energy Solutions Pvt Ltd	2.09	64.99
iv)	Spartan Electricals	39.72	22.49
v)	Hitco Investments Pvt Ltd	6.72	6.37
vi)	Pramaya Shares and securities Pvt Ltd	1.27	-
vii)	Nirbhag Investment Pvt Ltd	1.30	-

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS:**
**B) Key Management Personnel and their relatives**

i)	Nirmal Bhogilal	102.00	99.13
ii)	Sheela Bhogilal	49.96	35.68
iii)	Kabir Bhogilal	15.63	5.03
iv)	Ganpat Sawant	-	0.78
v)	Hariani & Co	0.54	2.52
vi)	Sanjiv Joshi	14.46	4.30
vii)	Ghanshyam Chechani	1.39	1.34
viii)	Pooja Mane	1.13	-

**C) Management personnel are trustees and Related**

i)	Shekhama Family Trust	45.59	39.71
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**Outstanding Advance received**
**A) Entities in which key management personnel and/or their relatives have significant influence**

i)	Batliboi International Ltd	228.23	217.64
ii)	Batliboi Renewable Energy Solutions Pvt Ltd	47.13	-
iii)	Spartan Electricals	49.96	-

**Outstanding Guarantees/collateral security**
**A) Subsidiary Companies / Entities in which key management personnel and/or their relatives have significant influence**

i)	Batliboi Environmental Engineering Ltd	3,140.24	3,154.08
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**NOTE 28 - FINANCIAL DERIVATIVE INSTRUMENTS:**

- a. Derivative contracts entered into by the Holding Company and outstanding as at 31<sup>st</sup> March, 2022 for Hedging currency and interest related risks.

Nominal amount of derivative contracts entered by the Holding Company and outstanding is given below:

		(Rs. In Lakhs)	
Sr.No.	Particulars	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
1	Interest Rate Swaps	-	-
2	Currency Swaps	-	-

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS:

- b. Foreign Currency payables and receivables that are not hedged by derivative instruments as on 31<sup>st</sup> March 2022 and 31<sup>st</sup> March 2021:

Particulars	31st March 2022		31st March 2021	
	(In FCY Lakhs)	(In Rs. Lakhs)	(In FCY Lakhs)	(In Rs. Lakhs)
<b>Foreign Currency Receivable exposure:</b>				
Euro	7.43	624.69	5.82	345.09
US Dollar	0.71	53.44	0.07	5.05
Japan Yen	14.93	9.25	-	-
<b>Foreign Currency Payable exposure</b>				
Euro	-	-	0.01	0.77
US Dollar	-	-	0.53	38.47

- c. The Holding Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

### **NOTE 29- DISCLOSURE PURSUANT TO INDIAN ACCOUNTING STANDARD-19 “EMPLOYEE BENEFITS” WITH RESPECT TO HOLDING COMPANY:**

The Holding Company has classified the various benefits provided to employees as under:

#### **a. Defined Contribution Plans:**

The Holding Company has recognized the following amounts in the Consolidated Statement of Profit and Loss which are included under contribution to Provident Fund and Other Funds:

Particulars	(Rs in Lakhs)	
	31st March 2022	31st March 2021
Contribution to Provident Fund	78.98	76.09
Contribution to ESIC	5.93	5.59
Contribution to Superannuation Fund	8.34	12.51
<b>Total</b>	<b>93.25</b>	<b>94.19</b>

#### **Provident Fund:**

The Fair value of the assets of the provident fund trust as of the Balance Sheet date is greater than the obligation, including interest and also the returns on these plan assets including the amount already provided are sufficient to take care of provident fund interest obligations, over and above the fixed contributions.

#### **b. Defined Benefit Plans:**

The following details are pertaining to the Holding Company.:

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS:

### b. Defined Benefit Plans:

(Rs in Lakhs)

Sr. No.	Particulars	Gratuity (Non-Funded)		Leave Encashment (Non funded)		Compensated Absences (Non funded)	
		31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
<b>1</b>	<b>Change in Benefit Obligation -</b>						
	Liability at the beginning of the year	326.03	336.69	117.13	119.37	11.55	12.36
	Interest cost	20.09	22.04	7.31	7.79	0.71	0.81
	Current Service Cost	27.24	21.78	19.79	19.79	19.93	2.57
	Benefit Paid	(47.49)	(46.87)	(31.72)	(31.94)	(-)	(-)
	Actuarial (gain) / Loss on obligation	(45.56)	(7.61)	7.71	2.12	(21.42)	(4.19)
	Liability at the end of the year	280.31	326.03	120.22	117.13	10.77	11.55
<b>2</b>	<b>Changes in the Fair Value of Plan Assets -</b>						
	Present Value of Plan Assets as at the beginning of the year	-	-	-	-	-	-
	Expected Return on Plan Assets	-	-	-	-	-	-
	Actuarial (Gain)/Loss	-	-	-	-	-	-
	Employers' Contributions	47.49	46.87	31.72	31.94	-	-
	Benefits Paid	(47.49)	(46.87)	(31.72)	(31.94)	-	-
	Present Value of Planned Assets as at end of the year	-	-	-	-	-	-
<b>3</b>	<b>Amount Recognized in the Balance Sheet including a reconciliation of the Present Value of Defined Benefit Obligation and the Fair Value of Assets</b>						
	Present Value of Defined Benefit Obligation as at the end of the year	280.31	326.03	120.22	117.13	10.77	11.55
	Fair Value of Plan Assets as at the end of the year	-	-	-	-	-	-
	Net Liability recognized in the Balance Sheet as at the end of the year	280.31	326.03	120.22	117.13	10.77	11.55
<b>4</b>	<b>Expenses Recognized in the Profit and Loss Account</b>						
	Service Cost	27.24	21.78	19.79	19.79	19.93	2.57
	Interest Cost	20.09	22.04	7.31	7.79	0.71	0.81
	Expected Return on Plan Assets	-	-	-	-	-	-

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS:**

	Gratuity (Non-Funded)		Leave Encashment (Non funded)		Compensated Absences (Non funded)	
	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
Curtailment Cost/(Credit)	-	-	-	-	-	-
Settlement Cost/(Credit)	-	-	-	-	-	-
Total Expenses recognized in the Profit and Loss A/c	47.33	43.82	27.10	27.58	20.64	3.38
<b>5 Actual Return on Plan Assets</b>						
Estimated Contribution to be made in the next annual year						
The composition of plan assets: i.e. percentage of each category of plan assets to total fair value of plan assets:						
a) Govt of India Securities	-	-	-	-	-	-
b) Corporate Bonds	-	-	-	-	-	-
c) Special Deposit Scheme	-	-	-	-	-	-
d) Equity Shares of Listed Compa- nies	-	-	-	-	-	-
e) Property	-	-	-	-	-	-
f) Insurance Managed Funds	-	-	-	-	-	-
g) Others	-	-	-	-	-	-
Total	-	-	-	-	-	-
<b>6 Amount recognised in Other Comprehensive Income (OCI)</b>						
Actuarial (Gains) / Losses on Obligations for the period	(45.56)	(7.61)	7.71	2.12	(21.43)	(4.19)
Re-measurement(Return on Plan Assets Excluding Interest Income)	-	-	-	-	-	-
Change in Asset Ceiling	-	-	-	-	-	-
<b>Net (Income) / Expenses for the period recognized in OCI</b>	(45.56)	(7.61)	7.71	2.12	(21.43)	(4.19)

**7 Principal Actuarial Assumptions at the Balance Sheet Date**

Retirement age	58 years for employees at Manufacturing facilities at Udhna and 60 years at other locations					
Discount rate	7.36% p.a.	6.76% p.a.	7.36% p.a.	6.76% p.a.	7.36% p.a.	6.76% p.a.
Mortality	Indian Assured Lives Mortality (2006-2008) Ultimate					
Salary escalation	4% p.a.	4% p.a.	4% p.a.	4% p.a.	4% p.a.	4% p.a.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS:**
**Projected benefits payable in future years from the date of reporting**

1st following year	14.07	57.78	6.92	17.87	5.59	22.08
Sum of years 2 to 5	132.69	112.87	27.62	24.49	34.63	23.37
Sum of years 6 to 10	76.97	83.92	28.06	30.44	32.20	30.71

**Sensitivity Analysis on PBO**

Delta effect of 1% increase in rate of discounting	261.62	304.72	88.44	105.96	9.80	105.56
Delta effect of 1% decrease in rate of discounting	301.74	350.74	108.96	130.49	11.90	127.33
Delta effect of 1% increase in rate of salary escalation	301.18	350.15	109.12	130.61	11.93	127.55
Delta effect of 1% decrease in rate of salary escalation	261.32	304.21	88.17	105.69	9.76	105.22

**NOTE NO.30: Earning per share (EPS)**

Particulars	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
Profit/ (Loss) after Tax – (Rs in Lakhs)	(470.52)	812.68
No. of Equity shares of Rs.5 each outstanding	2,87,15,883	2,87,15,883
Weighted Average Number of Equity Shares Outstanding during the year		
For Basic	2,87,15,883	2,87,15,883
For Diluted	2,87,15,883	2,87,15,883
<b>EPS (Rs.)</b>		
Basic	(1.64)	2.83
Diluted	(1.64)	2.83

**NOTE 31 - FAIR VALUE MEASUREMENTS:**

The following disclosures are made as required by Ind AS -113 pertaining to Fair value measurement:

**a. Accounting classification and fair values**

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS:**
**(Rs. In Lakhs)**

Particulars	As at 31-Mar-22			As at 31-Mar-21			Fair Value Measurement Hierarchy
	Amortised Cost	FVPL	At Cost	Amortised Cost	FVPL	At Cost	
<b><u>FINANCIAL ASSET</u></b>							
Investments	-	-	5.27	-	-	5.27	Level 2
Trade receivables	2,256.44	-	-	1,845.32	-	-	
Cash and cash equivalents	1,168.88	-	-	537.55	-	-	
Bank balances other than above	34.39	-	-	53.34	-	-	
Loans	1.42	-	-	8.69	-	-	
Others	454.37	-	-	512.65	-	-	
<b>Total Financial Assets</b>	<b>3,915.50</b>	<b>-</b>	<b>5.27</b>	<b>2,957.55</b>	<b>-</b>	<b>5.27</b>	
<b><u>FINANCIAL LIABILITIES</u></b>							
Borrowings	7,261.73	-	-	7,551.25	-	-	Level 2
Trade payables	3,084.02	-	-	2,525.07	-	-	
Other financial liabilities	3,911.28	-	-	2,281.26	-	-	
<b>Total Financial Liabilities</b>	<b>14,257.03</b>	<b>-</b>	<b>-</b>	<b>12,357.58</b>	<b>-</b>	<b>-</b>	

**b. Measurement of fair values:**

The following tables shows the valuation techniques used in measuring Level 2 fair values.

Type	Valuation technique
Fixed Rate Borrowings	Discounted cash flows: The valuation model considers the present value of expected payment discounted using appropriate discounting rates.

**c. Financial risk management**

The Group has exposure to the Credit risk, Liquidity risk and Market risk arising from financial instruments.

Risk Management Framework: The Holding Company's Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Board of Directors of the Holding Company has established the Risk Management Committee (RMC), which is responsible for developing and monitoring the Group's risk management policies.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits to control / monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Group's financial risk management is an integral part of how to plan and execute its business strategies.

The Group's financial risk management policy is approved by the respective Companies Board of Directors.



## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS:

### d. Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables.

Trade receivables: The Group 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.

The following table provides information about the exposure to credit risk and measurement of loss allowance using Lifetime expected credit loss for trade receivables:

(Rs. In Lakhs)					
Particulars	Up to 6 months	6 months. to 1 yr.	1 year to 3 years	More than 3 years	Total
<b>As on 31st March 2022</b>					
Gross Carrying Amount	1,689.93	189.73	425.37	379.13	2,684.16
Specific Provision	-	-	63.54	364.18	427.72
Carrying Amount	1,689.93	189.73	361.83	14.95	2,256.44
<b>As on 31st March 2021</b>					
Gross Carrying Amount	953.76	701.13	282.48	328.90	2,266.27
Specific Provision	-	-	92.05	328.90	420.95
Carrying Amount	953.76	701.13	190.43	-	1,845.32

### Cash and cash equivalents:

The Group held cash and cash equivalents of Rs. 1,168.88 lakhs as at 31st March 2022 (31st March 2021: Rs. 537.55 lakhs). The cash and cash equivalents are held with reputed banks.

### e. Liquidity Risk:

Liquidity risk is defined as the risk that the Group will not be able to settle or meet its obligations on time or at a reasonable price. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

(Rs. In Lakhs)						
Particulars	Contractual cash flows					
	Carrying amount	Up to 1 year	1-2 years	2-5 years	More than 5 years	Total
<b>As on 31st March 2022</b>						
Non-derivative financial liabilities						
Borrowings	7,261.73	3,065.63	511.42	763.35	2,921.33	7,261.73
Interest	97.25	12.60	-	-	84.65	97.25
Trade payables	3,084.02	2,879.11	204.91	-	-	3,084.02

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS:****As on 31st March 2021**

Non-derivative financial liabilities						
Borrowings	7,551.26	3,165.02	224.87	1,188.27	2,973.10	7,551.26
Interest	76.80	-	-	-	76.80	76.80
Trade payables	2,525.07	2,199.18	325.89	-	-	2,525.07

**f. Market Risk**

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates and commodity prices, will affect the Group's income or the value of its financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables, long term debt and commodity prices. The Group is exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and commodity price risk.

**g. Interest rate risk:**

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest-bearing investments because of fluctuations in the interest rates, in cases where the borrowings are measured at fair value through the Statement of profit and loss. Cash flow interest rate risk is the risk that the future cash flows of floating interest-bearing investments will fluctuate because of fluctuations in the interest rates.

**Exposure to Interest rate risk:**

Group's interest rate risk arises from borrowings. The interest rate profile of the Group's interest-bearing long-term financial instruments is as follows:

<b>(Rs In Lakhs)</b>		
<b>Particulars</b>	<b>31st March 2022</b>	<b>31st March 2021</b>
Fixed-rate instruments	3,151.52	3,464.07
Financial liabilities - measured at amortised cost	-	-
Variable-rate instruments	1,608.52	1,690.32
<b>Total</b>	<b>4,760.04</b>	<b>5,154.39</b>

**h. Currency risk:**

The Group is exposed to currency risk on account of its operating and financing activities. The functional currency of the Holding Company is Indian Rupee.

To the extent the exposures on purchases and borrowings are not economically hedged by the foreign currency denominated receivables, the Group uses derivative instruments, like, foreign exchange forward contracts to mitigate the risk of changes in foreign currency exchange and principal only swap rates. The Group does not use derivative financial instruments for trading or speculative purposes.

The Group evaluates exchange rate exposure arising from foreign currency transactions and the Group follows established risk management policies including the use of derivatives like foreign exchange forward contracts to hedge exposure.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS:

### Exposure to currency risk:

The currency profile of financial assets and financial liabilities as at 31st March 2022 and 31st March 2021 are as below:

(Rs. In Lakhs)

Particulars	Total	INR	JPY	EURO	USD
<b>As at 31st March 2022</b>					
Financial assets					
Cash and cash equivalents	1,168.88	1,168.88	-	-	-
Loans and advances	355.17	351.43	-	-	3.74
Other current financial assets	34.39	34.39	-	-	-
Trade and other receivables	2,256.44	1,724.99	9.25	472.50	49.70
Other Non-current financial asset	105.89	105.89	-	-	-
<b>Exposure for assets (A)</b>	<b>3,920.77</b>	<b>3,385.58</b>	<b>9.25</b>	<b>472.50</b>	<b>53.44</b>
Financial liabilities					
Long term borrowings	4,225.36	4225.36	-	-	-
Short term borrowings	3,036.37	3036.37	-	-	-
Trade and other payables	3,084.02	3084.02	-	-	-
Other Current financial liabilities	3,373.23	3373.23	-	-	-
Other Non-Current financial Liabilities	538.05	538.05	-	-	-
<b>Exposure for liabilities (B)</b>	<b>14,257.03</b>	<b>14,257.03</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net exposure (A-B)</b>	<b>(10,336.26)</b>	<b>(10,871.45)</b>	<b>9.25</b>	<b>472.50</b>	<b>53.44</b>
<b>As at 31st March 2021</b>					
Financial assets					
Cash and cash equivalents	537.55	537.55	-	-	-
Loans and advances	419.21	419.21	-	-	-
Other current financial assets	53.34	53.34	-	-	-
Trade and other receivables	1,845.32	1,495.18	-	345.09	5.05
Other Non-current financial asset	107.40	107.40	-	-	-
<b>Exposure for assets (A)</b>	<b>2,962.82</b>	<b>2,612.68</b>	<b>-</b>	<b>345.09</b>	<b>5.05</b>
Financial liabilities					
Long term borrowings	4,413.51	4,413.51	-	-	-
Short term borrowings	3,137.75	3,137.75	-	-	-
Trade and other payables	2,525.07	2,486.60	-	-	38.47
Other Current financial liabilities	1,836.63	1,835.86	-	0.77	-
Other Non-Current financial Liabilities	444.63	444.63	-	-	-
<b>Exposure for liabilities (B)</b>	<b>12,357.59</b>	<b>12,318.35</b>	<b>-</b>	<b>0.77</b>	<b>38.47</b>
<b>Net exposure (A-B)</b>	<b>(9,394.77)</b>	<b>(9,705.67)</b>	<b>-</b>	<b>344.32</b>	<b>(33.42)</b>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS:****Sensitivity analysis:**

A reasonably possible change in foreign exchange rate at 31<sup>st</sup> March by 4% would have increased or decreased impact on Profit / (Loss) (before tax) as below:

Particulars	Rs in Lakhs	
	For the year ended 31 <sup>st</sup> March 2022	For the year ended 31 <sup>st</sup> March 2021
Movement in exchange rate	4%	4%
Impact on profit and loss		
JPY- INR	0.37	-
EURO – INR	18.90	20.00
USD – INR	2.14	1.34

**Note No. 32: -Disclosure relating to revenue from Contract****a) Disaggregation of revenue into Operating Segments and Geographical areas:**

Revenue disaggregation by industry vertical is as follows:

Industry Vertical	(Rs. In Lakhs)	
	Year Ended 31st March 2022	Year Ended 31st March 2021
Machine Tools	10,402.73	8,285.21
Textile Engineering	9,187.52	6,834.06
Others	68.28	79.47
<b>Total Rs.</b>	<b>19,658.53</b>	<b>15,198.74</b>

Revenue disaggregation by geography is as follows:

Geography	(Rs. In Lakhs)	
	Year Ended 31st March 2022	Year Ended 31st March 2021
India	13,263.46	8,774.60
Foreign	6,395.07	6,424.14
<b>Total Rs.</b>	<b>19,658.53</b>	<b>15,198.74</b>

**b) Performance Obligation under contract with customers:**

Performance obligations are satisfied at the point of time when the customer obtains the control of the goods. All the unsatisfied performance obligations as on 31<sup>st</sup> March 2022 which are part of contract is expected to be completed within duration of one year.

**Note No. 33: Capital Management**

For the purpose of the Group's capital management, capital includes issued equity capital, share premium and all other equity reserves. The primary objective of the Company's capital management is to maximise the shareholder value.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS:

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations.

(Rs. In Lakhs)		
Particulars	31st March 2022	31st March 2021
Loans and Borrowings	7,261.73	7,551.25
Trade Payables	3,084.02	2,525.07
Other Financial Liability	3,911.28	2,281.26
Less: Cash and Cash Equivalents	1,168.88	537.55
Net Debts	13,088.15	11,820.03
Equity	12,550.49	12,922.35
Capital and net debt	25,638.64	24,742.38
Gearing ratio	51%	48%

### Note No 34: Disclosure for provisions:

The aforesaid provision are made for warranty cover related to goods sold and jobs executed (Refer Note 17.4):

(Rs. In Lakhs)					
Provisions	Opening Amount	Additional provision	Amount utilized	Amount reversed	Closing balance
2021-22	75.22	36.81	7.00	-	105.03
2020-21	137.98	261.82	-	324.58	75.22

### Note No 35: ESOP Related Disclosure:

Pursuant to the resolution passed in the extra ordinary general meeting in the year 2011-12, the Holding Company had reserved 28,68,255 options to the eligible employees of the Holding Company and its subsidiaries under the Employee stock option scheme. The exercise price for all the options is Rs 15.75. Summary of stock options as on 31<sup>st</sup> March 2022 is as follows: -

Name of Plan	Number of Options	Exercise Price
ESOP 2011-12 - Phase 1	10,00,000	Rs. 15.75
ESOP 2012-13 - Phase 2	1,00,000	Rs. 15.75
ESOP 2014-15 - Phase 3	3,50,000	Rs. 15.75
ESOP 2015-16 - Phase 4	2,50,000	Rs. 15.75
ESOP 2017-18 - Phase 5	1,00,000	Rs. 15.75
ESOP 2018-19 - Phase 6	4,50,000	Rs. 15.75

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS:**

Number and weighted average exercise prices of stock options for each of the following groups of options -	Number of Options		Weighted Average Exercise Price (In Rs.)	
	2021-22	2020-21	2021-22	2020-21
- Outstanding at the beginning of the Year	6,66,666	11,83,333	15.75	15.75
- Granted during the Year	-	-	15.75	15.75
- Forfeited/Lapsed during the Year	2,21,666	5,16,667	-	-
- Exercised during the Year	-	-	-	-
- Outstanding at the end of the Year and	4,45,000	6,66,666	15.75	15.75
- Exercisable at the end of the Year	2,28,334	3,41,666	15.75	15.75
Number of Option Vested during the Year	108,334	-		
Total number of shares arising as a result of exercise	-			
Money realised by exercise of options (Rs.)	-			
For stock options exercised during the period the weighted average share price at the date of exercise. If options were exercised on a regular basis throughout the period, the weighted average share price during the period. (Rs.)	No options were exercised during the year.			
For stock options outstanding at the end of the period, the range of exercise prices and weighted average remaining contractual life (vesting period + exercise period). If the range of the exercise prices is wide, the outstanding of those options should be divided into ranges that are meaningful for assessing the number and timing of additional shares that may be issued and cash that may be received upon exercise of those options.	Range of exercise Prices (Rs.)		Weighted average contractual life (Years)	
	2021-22	2020-21	2021-22	2020-21
ESOP 2011-12 - Phase 1	15.75	15.75	-	0.81
ESOP 2014-15 - Phase 3	15.75	15.75	1.44	2.44
ESOP 2018-19 - Phase 6	15.75	15.75	5.15	6.15
For liabilities arising from employee share-based payment plans	Carrying amount as at 31 <sup>st</sup> March 2022 – Rs. 42.45 lakhs (31 <sup>st</sup> March 2021 – Rs. 45.39 Lakhs)			
- Total carrying amount at the end of the period				
- Total intrinsic value at the end to the period for which the right of the employee to cash or other assets had vested by the end of the period.	No cash settled awards given out			
Diluted earnings per share (EPS) pursuant to issue of shares on exercise of option.	No options were exercised during the year			

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS:

### Note No 36: Leases

Set out below are the carrying amounts of lease liabilities and the movement:

(Rs. In Lakhs)

Particulars	2021-22	2020-21
Opening Balance	110.08	291.79
Derecognition on loss of control of subsidiary	-	(130.97)
Modifications	132.21	27.44
Interest on Lease Liabilities	11.83	16.57
Repayments	(62.17)	(86.06)
Foreign Exchange Impact	-	(8.69)
<b>Closing balance</b>	<b>191.95</b>	<b>110.08</b>
Current	68.02	43.67
Non-Current	123.93	66.41
<b>Total</b>	<b>191.95</b>	<b>110.08</b>

The maturity analysis of undiscounted lease liabilities are as follows:

(Rs. In Lakhs)

Particulars	2021-22	2020-21
Less than 1 year	87.37	54.59
1 to 5 years	148.96	72.57
More than 5 years	-	-
<b>Total</b>	<b>236.33</b>	<b>127.06</b>

The following amounts are recognized in the statement of profit and loss:

(Rs. In Lakhs)

Particulars	2021-22	2020-21
Depreciation expense on right-of-use asset (Note 8)	51.55	64.44
Interest expense on lease liability (Note 22)	11.83	16.57
Expense relating to short term leases including service charges (included in other expense as rent)	20.89	25.96
<b>Total</b>	<b>84.27</b>	<b>106.97</b>

The Group had total cash outflows for leases of Rs. 50.34 Lakhs (PY Rs. 69.49 Lakhs) (excluding interest) for the year ended 31st March 2022. The Group did not have any non-cash additions to right-of-use assets and lease liabilities for the year ended 31st March 2022. Further, there are no future cash outflows relating to leases that have not yet commenced.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS:

### Note No.37:

Audit, Legal and Professional Charges (excluding Service Tax/ GST) shown under other expenses (Note 23), includes the following payments to auditors:

Particulars	(Rs. In Lakhs)	
	2021-22	2020-21
a) Audit Fees	42.42	52.84
b) Certification	4.20	4.00
c) Reimbursement	-	0.26
<b>Total</b>	<b>46.62</b>	<b>57.10</b>

### Note No. 38:

Reconciliation between opening and closing balances in the Consolidated Balance Sheet for liabilities arising from financing activities as required by Ind AS 7 "Statement of Cash Flows" is as under:

Particulars	(Rs. In Lakhs)	
	31st March 2022	31st March 2021
Cash and Cash Equivalents	1,168.88	537.55
Current Borrowings (including interest)	(3,036.37)	(3,137.75)
Non-Current Borrowings (including interest)	(4,322.61)	(4,490.31)
<b>Net Debt</b>	<b>(6,190.10)</b>	<b>(7,090.51)</b>

Particulars	(Rs. In Lakhs)			
	Other Assets Cash and Bank Balance	Liabilities from financing activities		Total
		Non - Current Borrowings	Current Borrowings	
<b>Net Debts as at 31st March 2021</b>	<b>537.55</b>	<b>(4,490.31)</b>	<b>(3,137.75)</b>	<b>(7,090.51)</b>
Cash Flows	631.33	1,462.56	(1,195.82)	<b>898.07</b>
Interest Expense		(66.00)	(623.60)	<b>(689.60)</b>
Interest Paid		47.20	634.56	<b>681.76</b>
Other non-cash movements -				
- Acquisitions/ disposal	-	-	-	-
- Fair Value adjustments	-	10.18	-	<b>10.18</b>
<b>Net Debts as at 31st March 2022</b>	<b>1,168.88</b>	<b>(3,036.37)</b>	<b>(4,322.61)</b>	<b>(6,190.10)</b>



**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS:**

(Rs. In Lakhs)

Particulars	Other Assets	Liabilities from financing activities		Total
	Cash and Bank Balance	Non - Current Borrowings	Current Borrowings	
<b>Net Debts as at 31st March 2020</b>	<b>803.63</b>	<b>(4,519.80)</b>	<b>(2,768.49)</b>	<b>(6,484.66)</b>
Cash Flows	(266.08)	(25.86)	(370.49)	<b>(662.43)</b>
Interest Expense		(162.11)	(582.65)	<b>(744.76)</b>
Interest Paid		154.07	583.88	<b>737.95</b>
Other non-cash movements -				
- Acquisitions/ disposal	-	-	-	-
- Fair Value adjustments	-	63.39	-	<b>63.39</b>
<b>Net Debts as at 31st March 2021</b>	<b>537.55</b>	<b>(4,490.31)</b>	<b>(3,137.75)</b>	<b>(7,090.51)</b>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS:**

**Note no. 39: -Additional Information pursuant to Schedule III to the Companies Act, 2013 :-** (Rs. in Lakhs)

Sr. No.	Name of the Entity As % of consolidated net assets	Net Asset, i.e; total assets minus total liabilities		Share in Profit or loss		Share in other comprehensive income		Share in total comprehensive income	
		Amounts	As % of consolidated profit or loss	Amounts	As % of consolidated other comprehensive income	Amounts	As % of consolidated comprehensive income	As % of consolidated comprehensive income	Amounts
	<b>Parent</b>								
1	Batliboi Limited	88.41	11,096.40	141.15	(664.16)	43.18	43.87	168.14	(620.29)
	<b>Subsidiaries :</b>								
	<b>Foreign</b>								
1	Queen Projects Mauritius Ltd.,Mauritius	19.99	2,508.68	1.50	(7.07)	(67.67)	(68.75)	20.55	(75.82)
2	Quickmill, Inc., Canada	21.15	2,654.42	(41.52)	195.40	1,104.90	1,122.58	(357.25)	1,317.98
3	760, Rye Street, Canada	1.70	213.24	(1.03)	4.85	31.85	32.36	(10.09)	37.21
	<b>Non Controlling Interest in all Subsidiaries :</b>								
1	Queen Projects Mauritius Ltd.,Mauritius	-	-			-	-	-	-
2	Quickmill, Inc., Canada	-	-			-	-	-	-
3	760, Rye Street, Canada								
	Consolidation Financial Statements adjustments and eliminations	(31.25)	(3,922.25)	(0.10)	0.46	(1,012.26)	(1,028.46)	278.65	(1,028.00)
	<b>Total</b>	<b>100.00</b>	<b>12,550.49</b>	<b>100.00</b>	<b>(470.52)</b>	<b>100.00</b>	<b>101.60</b>	<b>100.00</b>	<b>(368.92)</b>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS:****Note No. 40****Assessment of implication of COVID – 19 pandemic on Consolidated financial statement**

The spread and ongoing impact of COVID -19 pandemic is causing significant disturbance and slowdown of economic activity. During the year ended 31st March 2022, uncertainties caused by the pandemic has resulted in limited availability of workforce, disrupted supply chain and delayed offtake from customers. The Group has evaluated the impact of this pandemic on its business operations, liquidity and financial position based on internal and external information available up to the date of approval of these Consolidated financial statements and expects to recover the carrying values of its assets.

The impact assessment of COVID -19 is a continuing process given the uncertainties associated with its nature and duration and accordingly the impact may be different from that estimated as at the date of approval of these Consolidated financial statements. The Group will continue to monitor any material changes to future economic conditions.

**Note No. 41****Exceptional Item**

- a) The Board of Directors of AESA Air Engineering SA, France which was a step-down subsidiary, had filed Judiciaire Redressment under French Law on 6th July 2020. The French Court had passed an interim order on 18th November 2020 taking cognizance of the situation and pronounced the 'liquidation judicial' of AESA Air Engineering SA France including its three step down subsidiaries and appointed a Liquidator. Thus the Holding Company had no control over the said step-down subsidiary companies and the assets and liabilities of these subsidiaries had been derecognised from the Consolidated financial statements for the year ended 31st March 2021 based on principles of Ind AS 110 ' Consolidated Financial Statement' . The resulting difference on derecognition of assets and liabilities on loss of control of subsidiaries amounting to Rs. 1,399.97 lakhs in accordance with the principles of Ind AS 110 had been recognised as an exceptional item in the Consolidated Statement of profit and loss for the year ended 31st March 2021.
- b) Total Comprehensive Income for the year ended 31st March 2021 of Rs. 859.32 lakhs was after adjusting exceptional item of Rs. 1,399.97 lakhs which has been mentioned in point 41(a) above.

**Note No. 42****Code on Social Security, 2020**

The Code on Social Security, 2020 ("Code") relating to employee benefits during the employment and post-employment benefits has been published in the Gazette of India on 28th September 2020. The Ministry of Labour and Employment has released draft rules for the Code on 13th November 2020. The effective date from which these changes are applicable is yet to be notified. The Holding Company will assess and record the impact, if any, when the rules are notified, and the Code becomes effective.

**Note No. 43:****Additional Regulatory Disclosures:**

- i) a) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding 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 lend or invest in party identified by or on behalf of the Holding Company (Ultimate Beneficiaries).

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS:**

- b) The Holding Company has not received any fund from any party(s) (Funding Party) with the understanding that the Holding Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Holding Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- ii) For the year ended 31st March 2022, there are no instances of transactions not recorded in the books of account of the Holding Company, which have been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- iii) The Holding Company has not traded or invested in Crypto currency or Virtual Currency during the year.
- iv) The Holding 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.
- v) The Holding Company has not undertaken any transactions with companies struck off under section 248 of Companies Act, 2013 or section 560 of the Companies Act, 1956.
- vi) There is no charge form filed beyond the statutory period for registration of charges or satisfaction with Registrar of Companies by the Holding Company.
- vii) The Holding Company has not granted any loans or advances in the nature of loans to its promoters, directors, Key Managerial Personnel's and the related parties, either severally or jointly with any other person, that are repayable on demand and/or without specifying any terms or period of repayment.

**viii) Analytical Ratios:**

Ratio	Numerator	Denominator	As at 31.03.2022	As at 31.03.2021	% Variance	Reason for Variance for more than 25%
(a) Current Ratio (in times)	Total Current Assets	Total Current Liabilities	0.72	0.73	(1.06%)	NA
(b) Debt-Equity Ratio (in times)	Total Debt and lease liabilities	Total Equity	0.59	0.59	0.17%	NA
(c) Debt Service Coverage Ratio (in times)	Earning for Debt Service = Net Profit after taxes + Non- cash operating expenses + Interest + other non-cash adjustments	Debt Service = Interest and lease payments + principal repayments	0.62	0.91	(31.69%)	Note 1
(d) Return on Equity Ratio (in %)	Net Profit after tax	Average Total Equity	(3.69%)	6.52%	(156.63%)	Note 2
(e) Inventory Turnover Ratio (in times)	Sales of Products	Average Inventory	5.80	4.38	32.45%	Note 3
(f) Trade Receivables turnover ratio (in times)	Revenue from rendering of operations	Average Accounts Receivable	9.59	6.62	44.82%	Note 3

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS:**

Ratio	Numerator	Denominator	As at 31.03.2022	As at 31.03.2021	% Variance	Reason for Variance for more than 25%
(g) Trade payables turnover ratio (in times)	Purchases	Average Trade Payables	4.41	2.08	111.87%	Note 4
(h) Net capital turnover ratio (in times)	Revenue from rendering of operations	Average working capital (i.e. Total current assets less Total current liabilities)	(8.47)	(5.25)	61.38%	Note 2 and 3
(i) Net profit ratio (in %)	Net Profit after tax	Revenue from rendering of operations	(2.39%)	5.35%	(144.76%)	Note 2
(j) Return on Capital employed (in %)	Profit before tax and interest	Capital employed = Net worth + Lease liabilities + Deferred tax liabilities	2.23%	7.17%	(68.95%)	Note 2

## Notes:

- Reduction in interest expense and non-cash adjustments as compared to last has resulted in reduction of the ratio.
- Exceptional Item on account of Gain on derecognition of assets and liabilities on loss of control of subsidiaries in previous year has resulted in reduction of the ratios.
- Increase in revenue from operations and improvement in operating margin has resulted in improvement of the respective ratios.
- Improvement in operations as compared to last year resulted increase in purchases during the year has resulted in increase in ratio.

**Note No.44:****Events after reporting date**

There have been no significant events after the reporting date that require disclosure in these Consolidated financial statements.

**Note No. 45:**

Previous year's figures have been reclassified and re grouped to confirm to current years classification and grouping

**Signature on notes on accounts****For Mukund M. Chitale & Co.**

Chartered Accountants  
Firm Reg. No : 106655W

**A.V. Kamat**

(Partner)  
M. No. 039585

Place : Mumbai  
Date : 27th May 2022

**For and On Behalf of the Board of Directors****NIRMAL BHOGILAL**

Chairman  
DIN No. 00173168

**GHANSHYAM CHECHANI**

Chief Financial Officer

**SANJIV JOSHI**

Managing Director  
DIN No. 08938810

**POOJA MANE**

Company Secretary

**Form No. AOC - 1**

(Pursuant to first proviso to Sub-section (3) of Section 129 of the Companies Act, 2013, read with Rule 5 of Companies (Accounts) Rules, 2014)  
Statement containing salient features of the financial statement of subsidiaries

**Part "A" : Subsidiaries**

**Rs. In Lakhs except % of shareholding and exchange rate**

Sr.No.	Name of Subsidiary	Date Since when subsidiary was acquired	Financial period ended	Exchange rate	Share Capital	Reserve & Surplus	Total assets	Total liabilities(- share capital and reserve and surplus)	Investments	Turnover	Profit/(Loss) before taxation	Provision for taxation	Profit/(Loss) after taxation	Proposed dividend	% of shareholding	Country
1	Queen Project (Mauritius) Ltd.	10-Apr-07	31-Mar-22	1 MUR = Rs.1.70	2,750.67	(174.44)	2,577.60	1.38	254.41	-	(7.07)	-	(7.07)	-	100%	Mauritius
2	Quickmill Inc.	12-Apr-07	31-Mar-22	1 CAD = Rs.59.27	1,826.99	2,481.89	5,813.49	1,504.62	-	5,051.59	193.88	47.98	145.90	-	100%	Canada
3	760 Rye Street Inc.	15-Apr-09	31-Mar-22	1 CAD = Rs.59.27	0.00	208.91	854.49	645.58	-	78.23	6.60	1.75	4.85	-	100%	Canada

**Notes :**

1. Subsidiaries which are yet to commence operation is nil.

**NIRMAL BHOGILAL**  
Chairman  
DIN No. 00173168

**SANJIV JOSHI**  
Managing Director  
DIN: 08938810

**GHANSHYAM CHECHANI**  
Chief Financial Officer

**POOJA MANE**  
Company Secretary

Place : Mumbai

Dated : 27th May 2022



**BATLIBOI LIMITED**

Registered Office: Bharat House, 5<sup>th</sup> Floor, 104, B.S. Marg, Fort, Mumbai 400 001.  
CIN: L52320MH1941PLC003494 Tel: +91 (22) 66378200/245 Fax: +91 (22) 2267 5601  
Email: [investors@batliboi.com](mailto:investors@batliboi.com) website: [www.batliboi.com](http://www.batliboi.com)

Dear Member,

The Ministry of Corporate Affairs ("MCA") vide its Circulars dated 21<sup>st</sup> April, 2011 and 29<sup>th</sup> April, 2011 has taken "Green Initiative in the Corporate Governance", thereby allowing companies to serve various communications / documents (including Notice of General Meetings, Audited Financial Statements, Directors' Report, Auditors' Report and all other documents including Postal Ballot documents) through electronic mode to its those Members who have registered their e-mail address for the purpose.

The Company appreciates the "Green Initiative" taken by MCA as this will reduce paper consumption to a great extent and allow public at large to contribute towards Greener Environment.

Accordingly, henceforth, we propose to send all communications / documents, through e-mail, to those Members who have registered their e-mail address with the Company. Please note that all such communications / documents shall be available on the Company's website [www.batliboi.com](http://www.batliboi.com) for download by the Members. If the Members still wish to receive physical copies of these communications / documents, the Company undertakes to provide the same.

As a responsible citizen, we trust that you would support and co-operate in implementing this initiative by submitting your e-mail address to the Company in the interest of the environment. You are requested to please fill the details in the format provided on our website or in the box given below for the registration of the e-mail address.

To, M/s Datamatics Business Solutions Limited, Plot no. B-5, Part B, Cross Lane, MIDC, Marol, Andheri (East), Mumbai-400 093	
<b><u>Batliboi Limited : Registration of E-mail ID</u></b>	
Name	:
Address	:
No. of shares	:
E- mail ID	:
Folio No./DP ID & Client ID Nos.	:
Place :	
Date :	Signature

In case of any updations/changes in your e-mail address, you are requested to promptly update the same with your DP, if your holding is in demat form. Shareholders holding shares in physical form shall have to send their updations/changes to RTA, M/s Datamatics Financial Services Limited, through email to [investorsqry@datamaticsbpm.com](mailto:investorsqry@datamaticsbpm.com), [greeninitiative@batliboi.com](mailto:greeninitiative@batliboi.com)

We are sure that you will appreciate the "Green Initiative" taken by your Company and hope that you will enthusiastically participate in the effort.



[www.batliboi.com](http://www.batliboi.com)

## Corporate Office:

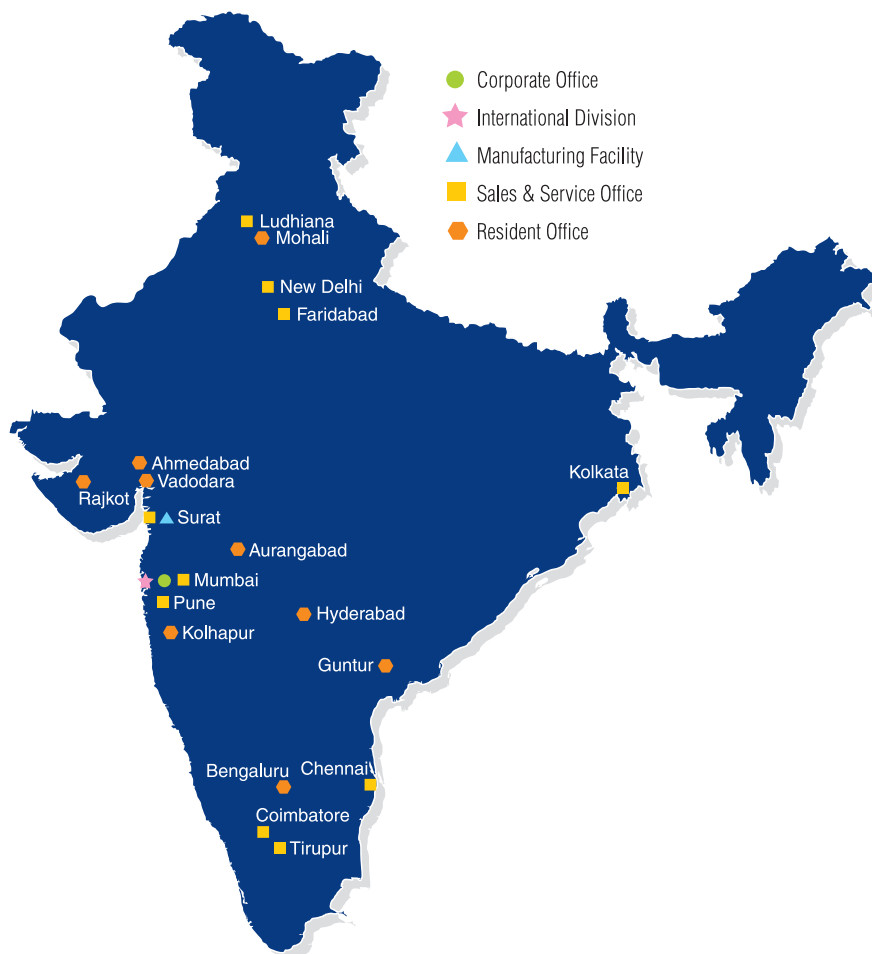
- Batliboi Ltd.  
Bharat House, 5th Floor  
104, Bombay Samachar Marg  
Fort, Mumbai – 400 001  
Tel : +91 22 6637 8200  
Fax : +91 22 2267 5601  
E-mail : [info@batliboi.com](mailto:info@batliboi.com)

## Manufacturing Facility:

- Surat Navsari Road  
Udhna – 394 220, Surat  
Tel : +91 261 289 0551, 289 0435  
Fax : +91 261 289 0832  
E-mail : [mtusales.udh@batliboi.com](mailto:mtusales.udh@batliboi.com)

## Subsidiary:

- Quickmill Inc.  
760, Rye Street, Peterborough  
Ontario – K9J 6W9, Canada  
Tel : 1-705-745-2961  
Fax : 1-705-745-8130  
E-mail : [info@quickmill.com](mailto:info@quickmill.com)







**Batliboi Ltd.**

Bharat House, 5th Floor  
104, Bombay Samachar Marg, Fort  
Mumbai - 400 001

Phone : +91 22 6637 8200  
Fax : +91 22 2267 5601  
E-mail : [info@batliboi.com](mailto:info@batliboi.com)  
Website: [www.batliboi.com](http://www.batliboi.com)