



AGARWAL INDUSTRIAL CORPORATION LIMITED

Petrochemicals (Manufacturers & Traders of Bitumen & Bituminous Products) • Logistics for Bitumen & LPG • Wind Mills.

CIN NO.: L99999MH1995PLC084618

September 07, 2022

To,

BSE Limited Corporate Relationship Department P.J. Towers, Dalal Street, Mumbai - 400 001 Scrip Code - 531921	National Stock Exchange of India Limited 'Exchange Plaza' C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 Symbol: AGARIND; Series: EQ
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Sub: Submission of 28th Annual Report (F.Y. 2021-22) including Notice of the Twenty Eighth Annual General Meeting (F.Y. 2021-22) under Regulation 34 & Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

We are pleased to attach herewith, **28th Annual Report (F.Y. 2021-22) including Notice of the Twenty Eighth Annual General Meeting (F.Y. 2021-22)** under Regulation 34 & Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which has been dispatched to all the Members of the Company today i.e. September 07, 2022, in accordance with the provisions of the Companies Act, 2013 and the Rules made thereunder (as amended) and the SEBI (LODR), Regulations 2015.

The Annual Report including Notice is also uploaded on the Company's website www.aicld.in.

This is for your kind information and records.

Thanking You,

For Agarwal Industrial Corporation Limited


Dipali Pitale
Company Secretary



Encl: a/a





AGARWAL GROUP

AGARWAL INDUSTRIAL CORPORATION LIMITED

We value relationships

28TH ANNUAL REPORT

F.Y. 2021-2022



PAVING THE WAY FORWARD

www.aicltd.in

A Play on Infrastructure Ancillary



**AGARWAL
INDUSTRIAL
CORPORATION
LIMITED**

(Infrastructure Ancillary - Transport & Logistics)

(NSE: AGARIND | BSE: 531921)





AICL Leading The Way With Fully Integrated Operations

CONSOLIDATED FINANCIAL HIGHLIGHTS: FY 21-22

Audited

Total Revenue

₹1,601.99 Crore

EBITDA

₹109.51 Crore

PAT

₹63.68 Crore

25+
Years Of
Excellence

6
Manufacturing
Facilities

7
Sales
Network Locations

2000+
Satisfied
Customers

7
Bulk Storage
Terminals

650+
Fleet Size*

20+
Products in
Portfolio

5 Lakh+
Mt Bitumen
Handled Per
Year

5
Countries
Served

3
Key
Subsidiaries

1000+
Team Size



FINANCIAL HIGHLIGHTS

Consolidated Quarter Highlights:

- The company's revenue has seen a growth of 44% in Q4FY22 at Rs 652.91 Crs compared to Rs 453.61 Crs. in Q4FY21.
- Company Reported EBITDA of Rs 37.58 Crs in Q4FY22 a growth of 6% Vs Rs 35.47 Crs in Q4FY21 .
- Company Reported a PAT of Rs. 23.73Crs in Q4FY22 Vs Rs 23.71Crs in Q4FY21.

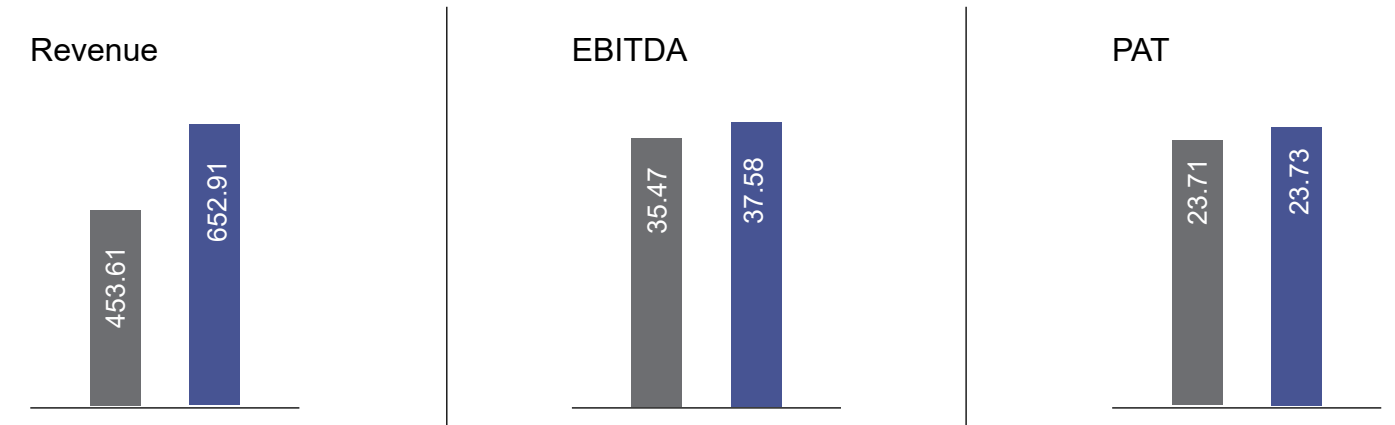
Consolidated Financial Highlights for Full Year:

Audited

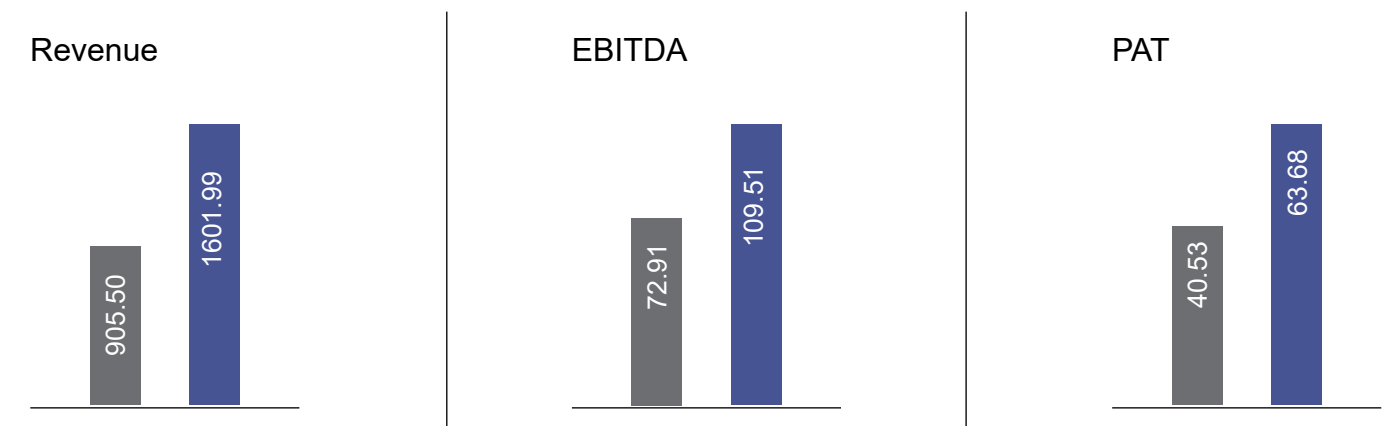
- The company reported a 77% rise in the total revenue of Rs 1601.99 crs. in FY22, as compare to Rs 905.50 crs. in FY21.
- The company has reported EBITDA of Rs 109.51crs in FY22 Vs Rs 72.91crs FY21 which has grown by 50%.
- On YoY basis Company's FY22 PAT surged by 57% from Rs 40.53 crs in FY21 to Rs 63.68 crs in FY22.



Q4FY21 V/s Q4FY22



Q4FY21 V/s Q4FY22



Infrastructure Landscape

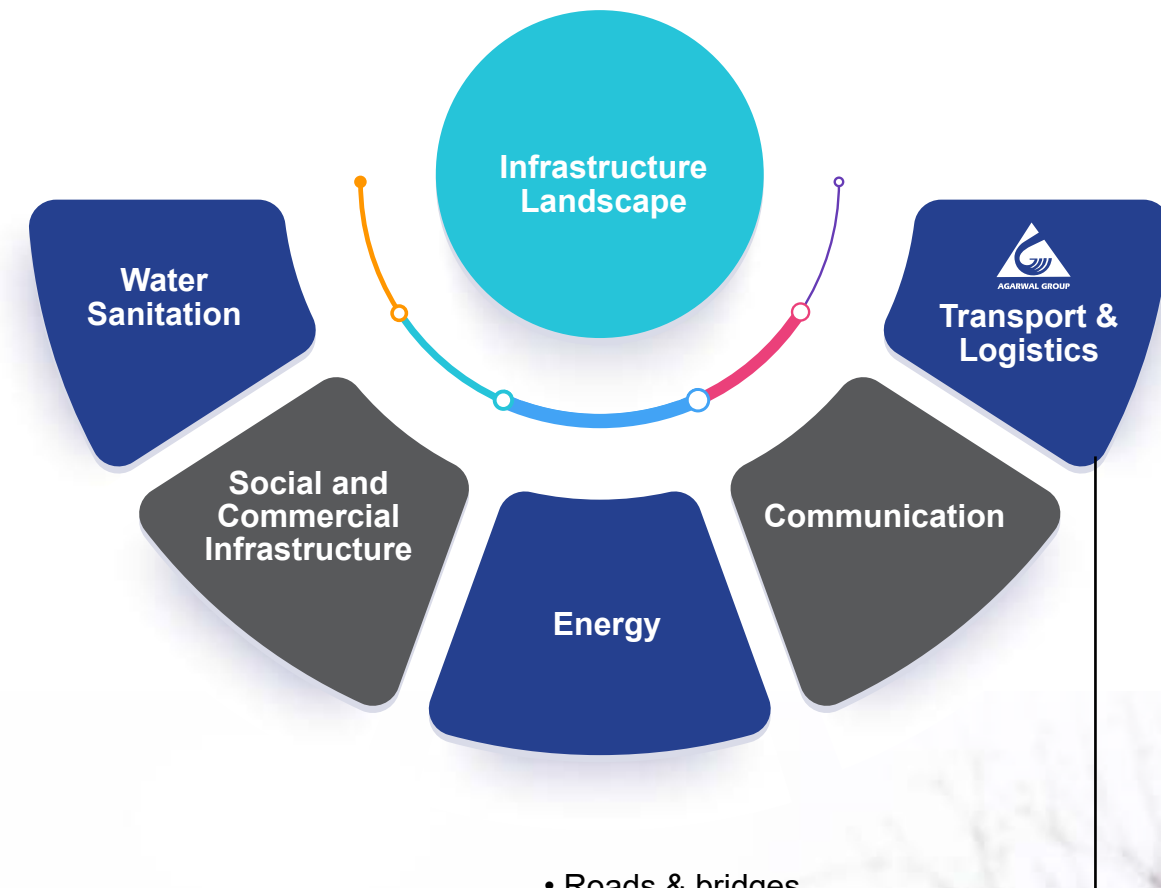
AICL role in Infrastructure play:

Agarwal Industrial Corporation Ltd. (AICL), functions as an ancillary for the transport & logistics segments because of its powerful logistical assets & infrastructure which comprise of:

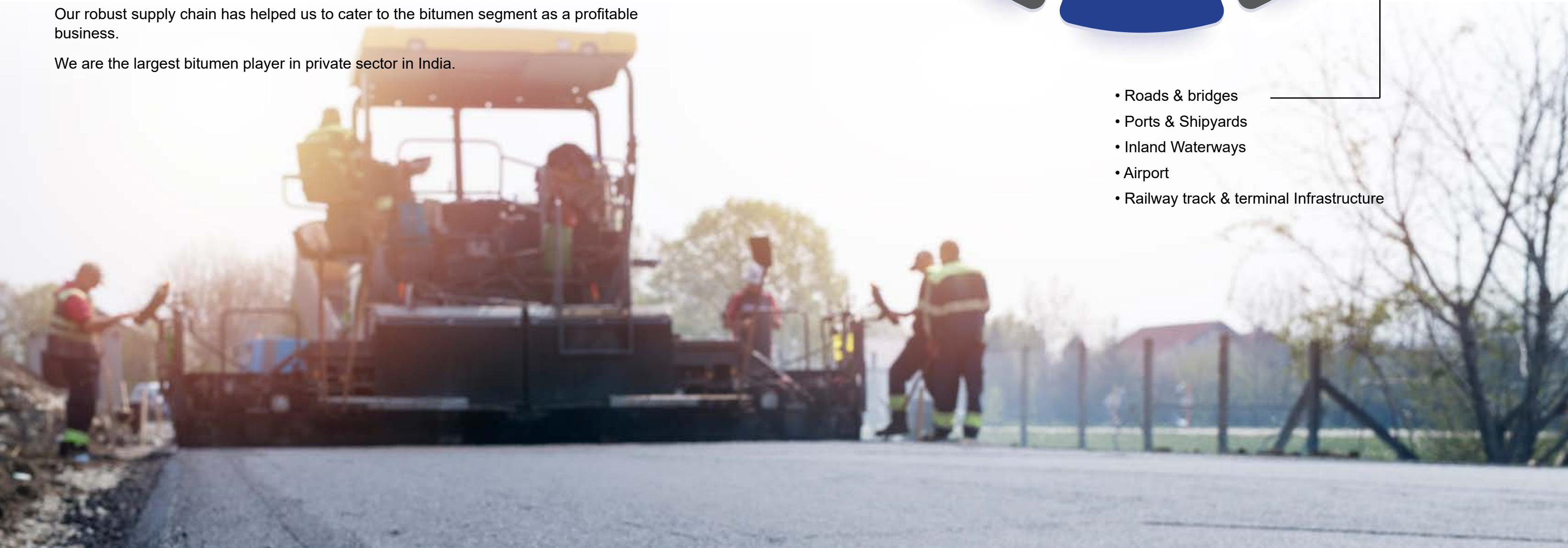
- 6 large marine vessels having total capacity of 38,500 MT.
- 650+ Fleet Size Consisting of 350+ Bitumen Tankers and 300+ LPG Tankers.
- 7 bulk storage terminals facilities with a total storage capacity of 30,000 MT having direct access to shipping networks.
- 6 state-of-the-art manufacturing facilities to produce a broad range of standardized and customized bitumen products.

Our robust supply chain has helped us to cater to the bitumen segment as a profitable business.

We are the largest bitumen player in private sector in India.



- Roads & bridges
- Ports & Shipyards
- Inland Waterways
- Airport
- Railway track & terminal Infrastructure



World Class Logistics Infrastructure

Resulting In Integrated Supply Chain

We are an integrated infra-ancillary company focussed on bitumen. Our market-leading position in bitumen is built on a presence throughout the supply chain.

Our strong liquidity and risk management discipline, gives us a robust financial base and the capacity to participate in financing and investments.

Last Mile Connectivity



Own Fleet Of Vessels To Import Raw



Own Bitumen Storage Tankers



Own Bitumen Manufacturing Facilities



Own Fleet of Bitumen Tankers to Move Bitumen by Road



Customer Place

Market Leader In Bitumen

WE ARE INDIA'S
LARGEST BITUMEN
COMPANY IN
PRIVATE SECTOR

Largest Private Player Of Bitumen In India

Bitumen is a dense, highly viscous, petroleum based hydrocarbon that is obtained as a residue during distillation of crude oil.

We have been at the forefront of developing innovative pavement solutions that help road construction professionals deliver outstanding results.





AGARWAL GROUP

AGARWAL INDUSTRIAL CORPORATION LIMITED

[Corporate Overview](#) [Statutory Reports](#) [Financial Statements](#)

Marine Logistics Infrastructure

Our unparalleled integrated sea & road network gives us superior control over the operations resulting in higher service reliability.

The economies we achieve with own fleet of marine vessels and road transport vehicles enable us to outbid competitors, secure tenders and ensure high standards of supply and service to our customers.

We own five large marine vessels having total capacity of 29,500 MT, through our Wholly Owned Subsidiary, AICL Overseas – FZ LLC, which are used in importing raw bitumen from Oil Producing Countries.

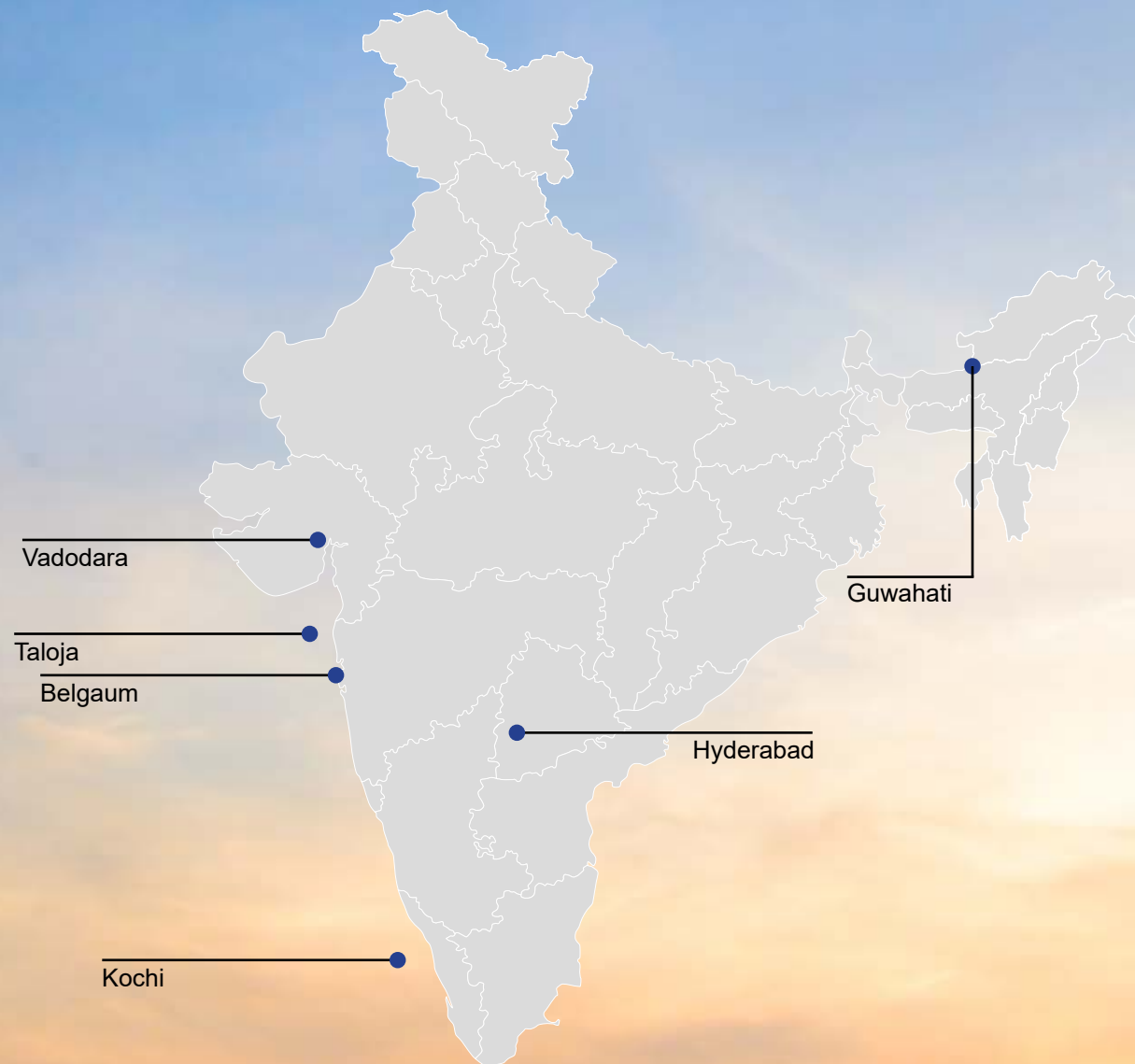
Robust Fleet Of Transportation Vehicles To Deliver Pan-India

650+ Fleet Size Consisting of **350+ Bitumen Tankers** & **300+ Lpg Tankers*** Dedicated Authorized workshop of Ashok Leyland at Shahpur, Maharashtra & maintenance facility at strategic locations (Mumbai, Vadodara & Jodhpur).



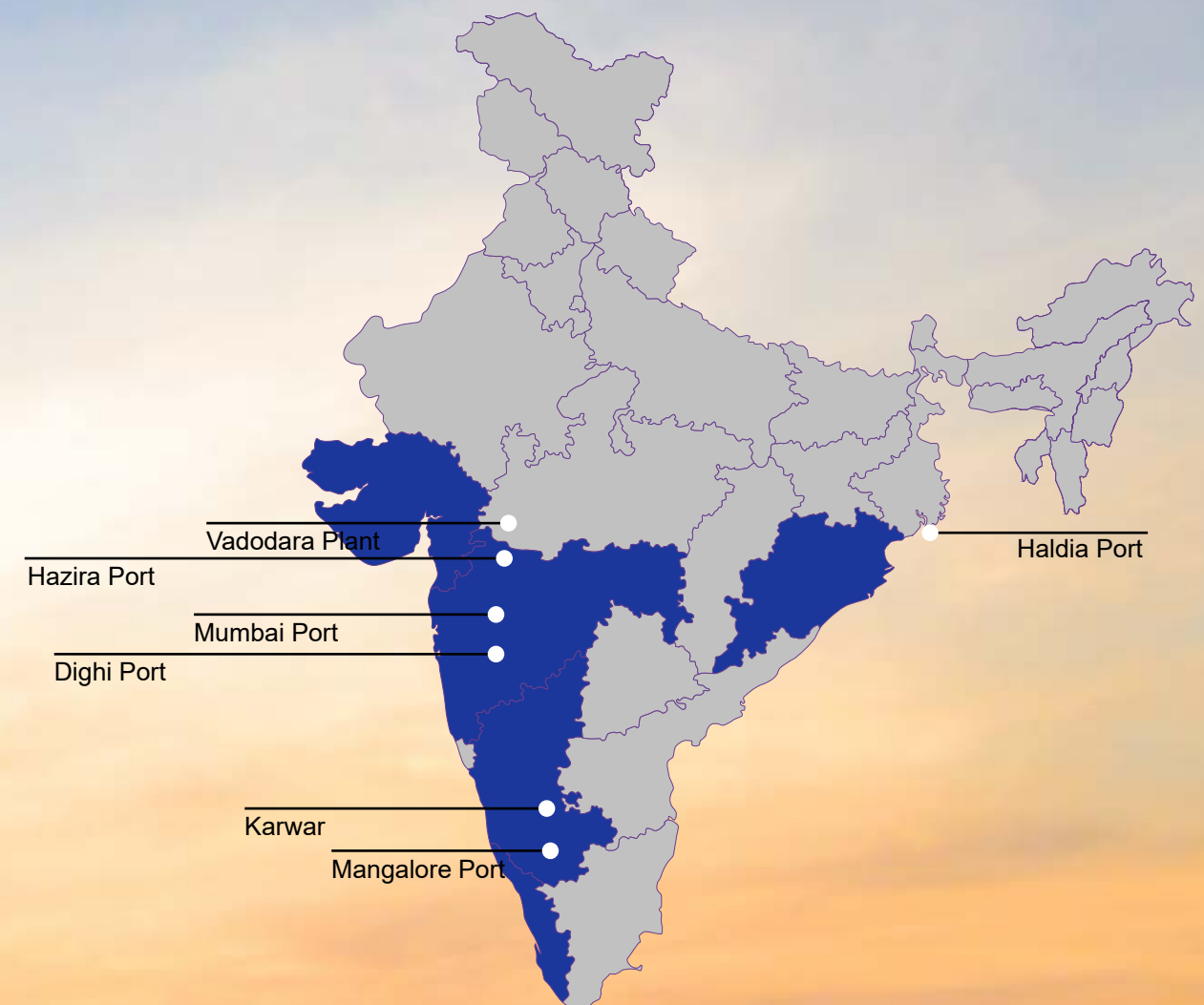
State of The art Manufacturing Facilities

Our six state-of-the-art manufacturing facilities produces a broad range of standardized and customized bitumen products, all adhering to strict international standards.



Huge Bulk Storage Terminals

Our seven bulk storage terminals facilities with a total storage capacity of 30,000 MT has direct access to shipping networks for efficient delivery of bitumen & bituminous products in bulk containers or drums to customers throughout India.





Our Story of Unlocking True Value

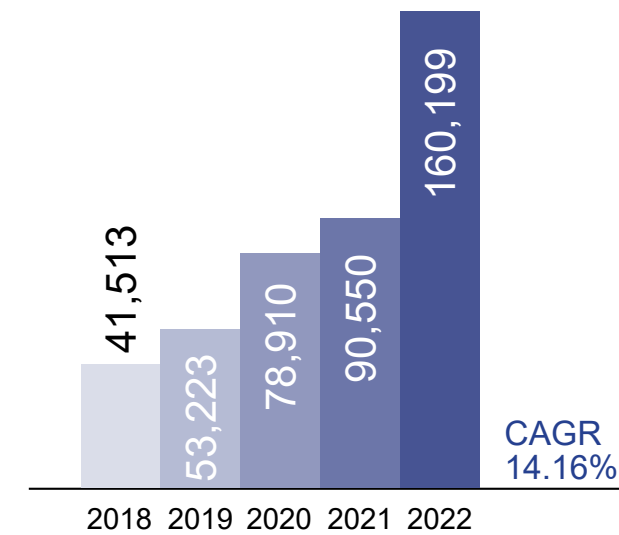




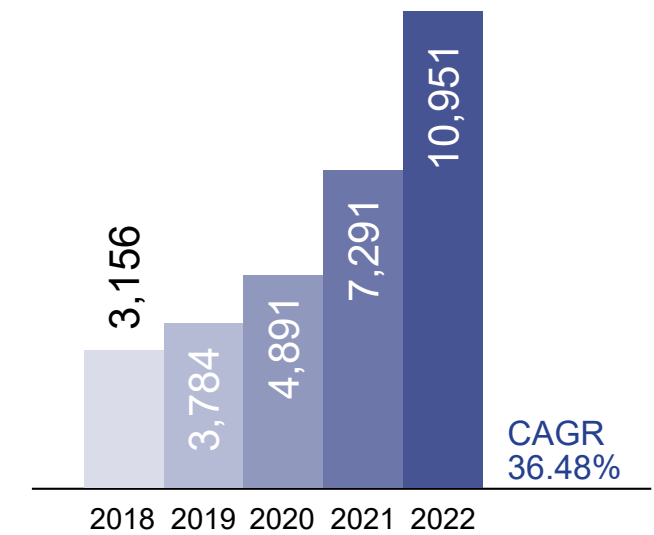
Exponential Growth In Revenues & Profitability

Audited

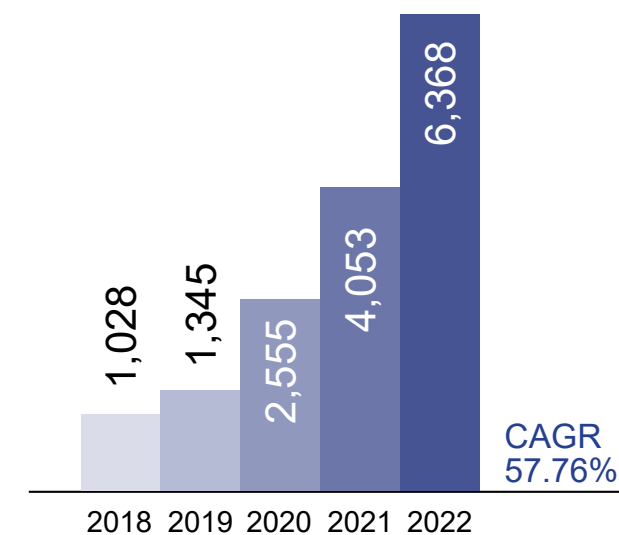
Total Revenue



EBITDA

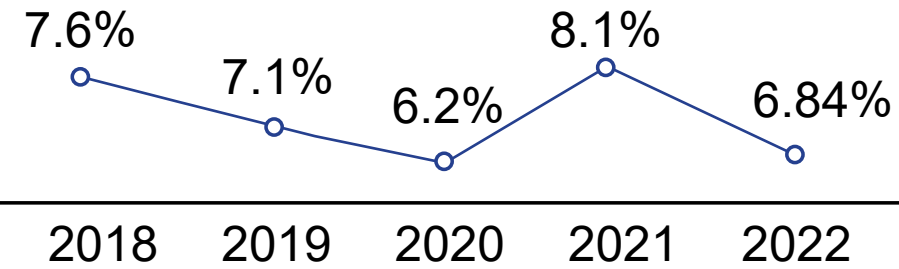


PAT

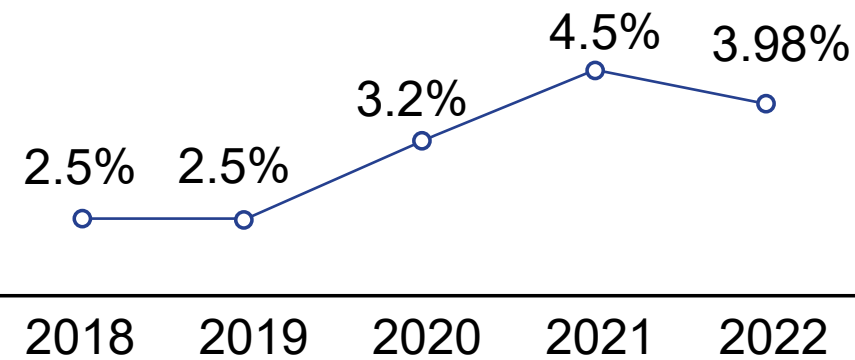


Exponential Growth In Revenues & Profitability

EBITDA Margins



Profit after tax Margins



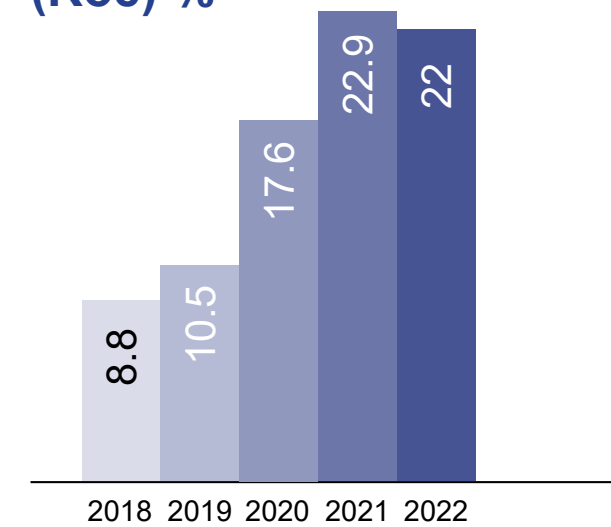
Profit after tax Margins

- PAT increased by 57%(YoY)
- EBITDA increased by 50% (YoY)
- Revenue increased by 77% (YoY)
- Earnings per share Stood at Rs 51

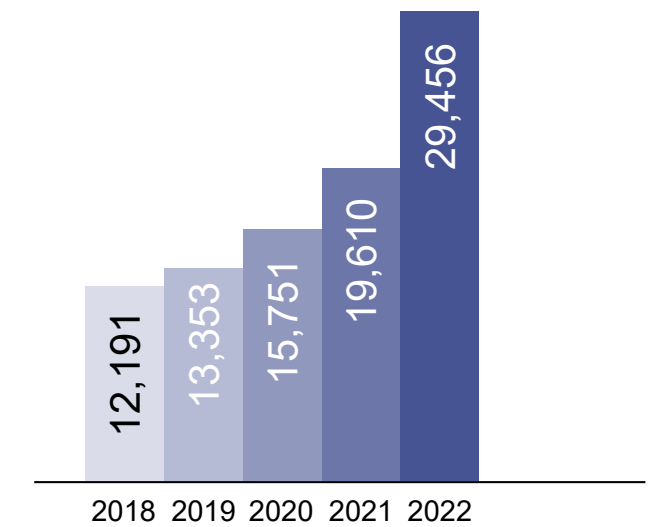
Exponential Growth In Revenues & Profitability

Immense Value Creation for Shareholders Over the Years

Average Return On Equity (Roe) %



Net Worth



STANDALONE P&L STATEMENT

(₹ in Lakhs)

Particulars	Q4FY22 Audited	Q3FY22	Q4FY21 Audited	FY22	FY21
Income					
Revenue from operations	59,607.24	32,314.16	42,654.22	140,530.06	83,329.36
Other Income	315.76	197.84	199.79	956.11	565.91
Total Income	59,923.00	32,511.99	42,854.01	141,486.17	83,895.26
Expenses					
a) Cost of materials consumed	10,514.82	13,695.53	8,626.15	34,345.62	17,426.70
b) Purchases of stock-in-trade	44,171.59	14,191.38	29,231.28	91,336.14	57,347.89
c) Changes in inventories of finished goods, Stock-in-trade and Work-in-progress	-789.28	-452.35	504.89	(1,329.24)	-2,511.25
d) Employee benefit expenses	166.85	150.02	172.40	577.84	513.73
g) Other expenses	3,178.41	2,474.47	2,082.80	8,838.64	5,998.19
Total Expenses	57,242.39	30,059.05	40,617.52	133,769.00	78,775.26
EBITDA	2,680.61	2,452.94	2,236.49	7,717.17	5,120.00
Margins	4%	8%	5%	5%	6%
Depreciation and amortization expenses	361.37	303.09	338.68	1,350.15	1,179.66
EBIT	2,319.24	2,149.84	1,897.82	6,367.02	3,940.34
Margins	4%	7%	4%	5%	5%
Finance Costs	331.04	262.20	280.78	1,154.04	976.47
Profit before tax	1,988.19	1,887.64	1,617.04	5,212.97	2,963.87
Margins	3%	6%	4%	4%	4%
Tax expense	469.89	526.24	465.67	1,356.89	808.67
Profit After Tax	1,518.31	1,361.40	1,151.37	3,856.09	2,155.20
Margins	3%	4%	3%	3%	3%
Basic EPS	12.18	11.23	11.22	30.94	21.01

CONSOLIDATED P&L STATEMENT

(₹ in Lakhs)

Particulars	Q4FY22 Audited	Q3FY22	Q4FY21 Audited	FY22	FY21
Income					
Revenue from operations	65,119	38,051	45,333	159,824	90,390
Other Income	171	40	28	375	160
Total Revenue (I + II)	65,291	38,090	45,361	160,199	90,550
Expenses					
a) Cost of materials consumed	10,607	13,749	8,687	34,510	17,556
b) Purchases of stock-in-trade	45,587	15,473	29,205	96,919	57,257
c) Changes in inventories of finished goods, Stock-in-trade and Work-in-progress	-801	-454	505	-1,341	-2,510
d) Employee benefit expenses	214	188	180	733	540
g) Other expenses	5,926	5,793	3,236	18,426	10,416
Total Expenses (IV)	61,532	34,750	41,814	149,248	83,259
EBITDA	3,758	3,340	3,547	10,951	7,291
Margins	6%	9%	8%	7%	8%
Depreciation and amortisation expenses	547	480	426	1,973	1,445
EBIT	3,211	2,861	3,121	8,977	5,846
Margins	5%	8%	7%	6%	6%
Finance Costs	343	281	281	1,224	976
Profit Before Tax	2,868	2,580	2,840	7,753	4,869
Margins	4%	7%	6%	5%	5%
Tax expense	495	519	469	1,385	816
Profit After Tax	2,373	2,061	2,371	6,368	4,053
Margins	4%	5%	5%	4%	4%
Basic EPS	19	17	23	51	40

CONSOLIDATED BALANCE SHEET – ASSETS

(₹ in Lakhs)

Particulars	Audited	Audited
	As on 31.03.2022	As At 31.03.2021
Assets		
Non-current assets		
Property, plant and equipment	18,964.61	13,709.73
Capital work-in-progress	286.51	75.91
Investment property	37.44	37.44
Right to Use	2,399.35	1,978.67
Goodwill arising on Consolidation	488.81	226.3
Financial assets		
Investments	0.09	0.05
Other non-current financial assets	631.08	57.1
Other non-current assets	71.57	-
Total	22,879.47	16,085.20
Current assets		
Inventories	6,535.81	4,772.39
Financial assets		
Investments	1,248.70	605.73
Trade receivables	16,120.93	13,486.13
Cash and cash equivalents	4,638.31	2,763.10
Bank balances other than above	368.47	772.74
Loans	20.18	14.06
Others financial assets	20.61	73.62
Current tax assets (net)	189.83	142.57
Other current assets	2,290.08	828.44
Total	31,432.92	23,458.77
Total assets	54,312.39	39,543.97

CONSOLIDATED BALANCE SHEET – LIABILITIES

(₹ in Lakhs)

Particulars	Audited	Audited
	As on 31.03.2022	As At 31.03.2021
Equity and liabilities		
Equity		
Equity share capital	1,320.88	1,025.87
Other equity	28,135.29	18,584.51
Total	29,456.17	19,610.38
Liabilities		
Non-current liabilities		
Financial liabilities		
Borrowings	3,144.02	4,132.88
Lease Liability	1,963.25	1,465.89
Other Financial Liabilities	6.5	-
Provisions	51.37	39.15
Deferred tax liabilities (Net)	378.09	383.84
Other non - current liabilities	-	-
Total	5,543.24	6,021.76
Current liabilities		
Financial liabilities		
Borrowings	11,532.68	8,885.74
Lease Liabilities	462.55	477.86
Trade payables	5,515.78	3,359.33
Other current financial liabilities	123.32	133.26
Other current liabilities	1,313.47	801.23
Short-term provisions	7.97	0.98
Current tax liabilities (net)	357.22	253.42
Total	19,312.98	13,911.83
Total equity and liabilities	54,312.39	39,543.97



AGARWAL INDUSTRIAL CORPORATION LIMITED

(CIN: L99999MH1995PLC084618)

TWENTY EIGHTH ANNUAL REPORT 2021-22

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CORPORATE INFORMATION

TWENTY EIGHTH ANNUAL REPORT F.Y. 2021-22

BOARD OF DIRECTORS (As on 30th August 2022)

Mr. Jaiprakash Agarwal
Managing Director

Mr. Ramchandra Agarwal
Whole Time Director

Mr. Mahendra Agarwal
Non Independent, Non-Executive Director

Mr. Lalit Agarwal
Whole Time Director

Mr. Harikrishna Patni
Independent Director

Mr. Rajkumar Mehta
Independent Director

Mr. Alok Bharara
Independent Director

Ms. Priti Lodha
Independent Woman Director

KEY MANAGERIAL PERSONNEL

CHIEF FINANCIAL OFFICER
Mr. Vipin Agarwal

COMPANY SECRETARY
Ms. Dipali Pitale

AUDITORS

M/S LADHA SINGHAL & ASSOCIATES
Chartered Accountants, Mumbai – 400 093

REGISTERED OFFICE

Eastern Court, Unit No. 201-202, Plot No. 12, V. N. Purav Marg,
S.T. Road, Chembur, Mumbai – 400071
Phone Nos: +91-22-5291149/50 Fax: +91-22-25291147
Website: www.aicltd.in E-mail: contact@aicltd.in

REGISTRARS & SHARE TRANSFER AGENTS

UNIVERSAL CAPITAL SECURITIES PVT LTD.
C 101, 247 Park, LBS Road, Vikhroli West, Mumbai – 400083
Tel Nos. : (022) 49186178-79 Fax No. : (022) 49186060
Contact Person: Mr. Ravindra Utekar

BSE SCRIP ID AND CODE NSE SCRIP ID AND CODE

ID –AGARIND Code – 531921
Scrip ID and Code: Symbol – AGARIND Series – EQ

PLANTS

Taloja - Plot No. 36 -37, New Chemical Zone, Near PCI, MIDC, Taloja, Dist. Raigad, Maharashtra

Baroda - Plot No. 49, Ranoli Industrial Area, GDIC, Ranoli, Vadodra, Gujarat.

Belgaum - Plot No. 40, KIADB, Honga Industrial Area, Honga, Belgaum, Karnataka

Hyderabad - Survey No. 196/P, Elikatta Village, Shad Nagar- Pargi Road, Farooq Nagar Mandal, Telangana– 509216

***Cochin** - Building No. II 1,2,3, Ambalamugal P.O. Ernakulam KL 682302
(Wholly Owned Subsidiary)

Guwahati - Village Sotsil and Borsil, Rangia Revenue Circle, Kamrup – 781354 (work-in-progress)

BULK BITUMEN IMPORT & STORAGE FACILITIES

Karwar (Karnataka), Haldia Port , Dighi Port , Hazira Port (Gujarat), Mangalore (Karnataka), Mumbai (Maharashtra)

WORKSHOP

Shahapur, Asangaon (Maharashtra)

BANKERS

Kotak Mahindra Bank
IDFC First Bank Ltd

Citi Bank
HDFC Bank Ltd

WHOLLY OWNED SUBSIDIARIES

Bituminex Cochin Pvt. Ltd., Kochi
AICL OVERSEAS – FZ LLC
Agarwal Translink Private Limited (w.e.f. 9th April 2021)



AGARWAL INDUSTRIAL CORPORATION LIMITED

(CIN: L99999MH1995PLC084618)

Registered Office: Eastern Court, Unit No. 201 -202, Plot No. 12, V. N. Purav Marg,
S. T. Road, Chembur, Mumbai 400 071

Tel. Nos: +91-22-25291149/50; **Fax No.:** +91-22-25291147; **Website:** www.aicld.in; **E-mail:** contact@aicld.in

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Eighth Annual General Meeting of the Members of Agarwal Industrial Corporation Limited to be held through Video Conferencing on Friday, September 30, 2022 at 11.00 A.M. in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 2/2022 dated 5th May, 2022, 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 March 31, 2022 along with the Reports of the Board of Directors and Independent Auditors thereon: and
- (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 along with the Report of the Independent Auditors thereon.

2. To declare Dividend on Equity Shares for the Financial Year 2021-22.

3. To appoint a Director in place of Mr. Mahendra Agarwal (DIN- 01366495), who retires by rotation, and being eligible, offers himself for re- appointment.

4. To ratify appointment of Statutory Auditors under the second term: in this regard, 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 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (“Rules”) (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s Ladha Singhal & Associates, Chartered Accountants, 202, Metro Avenue, Parera Hill Road, Near WEH Metro Station, Off. Andheri Kurla Road, Andheri East, Mumbai - 400 099, as the Auditors of the Company (under the second term of 5 years), to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company.”

SPECIAL BUSINESS

5. **Related Party Transactions:**

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

“**RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended (including any statutory modification(s) or re-enactment thereof for the time being in force), and as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further pursuant to the approval of Board of Directors and the Audit Committee with regard to omnibus approval for related party transactions on annual basis for the F.Y. 2022-23,

in their respective meetings held on 18th May, 2022, the consent of the Company be and is hereby accorded for omnibus approval for entering into contract or arrangement with the related parties on annual basis for the financial year 2022-23, as defined under the said Act and the Rules made thereunder, as amended, as set out under **Item No. 5** of the Explanatory Statement annexed to this Notice.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby severally authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

6. Authorization to the Board of Directors to borrow moneys on behalf of the Company

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

“**RESOLVED THAT**, in supersession of the earlier special resolution passed by the Members through Postal Ballot on February 14, 2019 in this regard and pursuant to the provisions of Sections 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) read with the rules made thereunder, as may be amended from time to time, the Board of Directors of the Company (hereinafter referred as ‘Board’ which term shall include a Committee thereof authorized for the purpose) be and are hereby authorized to borrow any sum or sums of money, from time to time from any one or more persons, Bank/s, firms, bodies corporate, foreign lender/s or financial institutions from any other source in India or outside India whomsoever on such terms and conditions and with or without security as the Board of Directors may think fit notwithstanding that the monies already borrowed and the monies to be borrowed (apart from temporary loans obtained from Company’s bankers in the ordinary course of business) may exceed the paid-up capital, free reserves and securities premium of the company, provided that the total principal amount upto which such monies may be raised or borrowed by the Board of Directors shall not exceed the aggregate of the paid up capital, free reserves and securities premium of the company by more than ₹ 350 Crore (Rupees Three Hundred and Fifty Crore only) at any point of time.

“**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to take such actions and steps, delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto and to sign and execute on behalf of the Company such agreements, deeds, applications, documents and writings as may be required in this regard and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

7. Authorization to the Board of Directors to create mortgage/pledge/hypothecation/charge on all or any of the movable/immovable properties of the Company:

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

“**RESOLVED THAT**, in supersession of the earlier special resolution passed by the Members through Postal Ballot on February 14, 2019 in this regard and pursuant to the provisions of Sections 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or reenactments thereof, for the time being in force) read with the rules made thereunder, as may be amended from time to time, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as ‘Board’ which term shall include a Committee thereof authorized for the purpose) of the Company, to mortgage, hypothecate, pledge and/ or charge all or any of the movable and / or immovable properties of the Company (both present and future) and /or any other assets including tangible and intangible assets or properties of the Company and / or the whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of events of defaults, in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company or subsidiary(ies) of Company, by way of loans, debentures(comprising fully/partly Convertible Debentures and/or Secured/ Unsecured Non Convertible

Debentures or any other securities) or otherwise, in foreign currency or in Indian rupees, from time to time, up to the Borrowing limits approved or as may be approved by the shareholders, from time to time, under Section 180(1)(c) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company in respect of such borrowings shall not exceed Rs. 350 Crore (Rupees Three Hundred and Fifty Crore only) at any point of time.

“RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorized to finalize, settle and execute such documents/ deeds/writings/papers/ agreements/ undertakings as may be required and to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/ charge/ pledge / hypothecation as mentioned aforesaid.”

8. Loan and Investment by Company:

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

“RESOLVED THAT, in supersession of the Special Resolution passed in the 27th Annual General Meeting of the Company held on 30th September 2021 and pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding ₹ 350,00,00,000 (Rupees Three Hundred and Fifty Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013 as amended.”

“RESOLVED FURTHER THAT, the Board of Directors be and is hereby severally authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorized to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution.”

9. Appointment of Cost Auditors:

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 other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time (including any statutory modification(s) or re-enactments thereof, for the time being in force), Mr. Vinayak Kulkarni, Cost Accountant (Membership No - 28559), the Cost Auditors appointed by the Board of Directors of the Company and the Audit Committee of the Board to conduct the cost records of the Company for relevant segments for the financial year ending March 31, 2023, be paid the remuneration as set out under Item No.09 of the Explanatory Statement annexed to the Notice convening this meeting.”

“RESOLVED FURTHER THAT, the Board of Directors be and is hereby severally authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

By Order of the Board of Directors
Agarwal Industrial Corporation Limited

Place: Mumbai
Dated: August 30, 2022

Dipali Pitale
Company Secretary & Compliance Officer

Registered Office:
Eastern Court, Unit No. 201-202,
Plot No. 12, V. N. Purav Marg,
S. T. Road, Chembur,
Mumbai - 400071.

NOTES:

1. Considering continued Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5th May 2022 have permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means, without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC. The deemed venue for the AGM shall be the Registered Office of the Company.
2. A statement pursuant to Section 102(1) of the Act, relating to the Special Businesses to be transacted at the AGM is annexed hereto
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC, the route map of the venue of the Meeting is not annexed hereto.
5. In terms of Section 152 of the Companies Act, 2013, Mr. Mahendra Agarwal (DIN- 01366495) retires by rotation at the Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his reappointment. A brief resume of Mr. Mahendra Agarwal is provided herewith, as stipulated under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 interest, if any, in the Company.
6. Member who wants to seek any information or clarification on the Accounts are requested to send in written queries to the Company on its email id viz. cs@aicltd.in **at least one week before the date of the Annual General Meeting.**
7. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Share Transfer Books and the Register of Members shall remain closed from **September 24, 2022 to September 30, 2022**, both days inclusive.

8. The Board of Directors have recommended a dividend of ₹ **2.00 per** Equity Share of the Face Value of ₹ 10/- each fully paid-up for the Financial Year ended March 31, 2022. If declared at the Annual General Meeting, the same will be paid to the shareholders, whose names are on the Register of Members as on **September 23, 2022** (Cut – off Date) and shall be paid in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder, as amended.
9. Pursuant to the amendments introduced by the Finance Act, 2020 the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders w.e.f. 1st April 2020. **No tax will be deducted on payment of dividend to the resident individual shareholders if the total dividend paid does not exceed ₹ 5,000/-**. The withholding tax rate would vary depending on the residential status of the shareholder and documents registered with the Company.
10. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are:
Universal Capital Securities Pvt. Ltd.
(Formerly known as Mondkar Computers Pvt. Ltd.)
C 101, 247 Park, LBS Road, Vikhroli (West), Mumbai - 400083.
T:+91 (022) 49186178-79 F : (022) 49186060
E: info@unisec.in; W:www.unisec.in
11. **Members are requested to:**
 - a) intimate to the Depository Participant, changes if any, in their registered addresses/ bank account details/ email ids/mandates/ nominations/ power of attorney/ contact numbers, if the shares are held in dematerialized form.
 - b) intimate to the Company's RTA, at the address given in point no. 10, changes if any, registered addresses/ bank account details/ email ids/ mandates/ nominations/ power of attorney/ contact numbers, if the shares are held in physical form (having share certificates)
 - c) consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.
 - d) dematerialize their Physical Shares to Electronic Form (Demat) to eliminate all risks associated with Physical Shares.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form who have not done so are requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / RTA.
13. All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Transfer Agents.
14. In view of the circular issued by SEBI, the National Electronic Clearing Services (NECS) facility should mandatorily be used by the companies for the distribution of dividend to its members. In order to avail the facility of NECS, Members holding shares in physical form are requested to provide Bank account details to the Company or its Registrar and Share Transfer Agents. Members holding shares in electronic form are hereby informed that the Bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. Any changes in such Bank mandate must be advised only to the Depository Participant of the Members.
15. In compliance with the MCA Circular and SEBI Circular dated May 05, 2022, January 13, 2021 and January 15, 2021 respectively, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic

mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.aicld.in.

16. As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he / she may submit the same in Form No. SH-14. Members holding shares in physical form are requested to submit the forms to the Company. Members holding shares in electronic form must submit the forms to their respective Depository Participants. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management.
17. The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act, requires the Company to record additional details of Members, including their PAN details, email address, Bank details for payment of dividend, etc. Members holding shares in physical form are requested to submit details to the Company and Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.
18. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote.
19. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@aicld.in
20. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Friday, September 23, 2022 through email on cs@aicld.in. The same will be replied by the Company suitably.
21. As you are aware, in view of the continuing 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 Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No.02/2022 dated May 05, 2022. The forthcoming AGM/EGM 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.
22. 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 dated April 08, 2020, April 13, 2020 and May 05, 2020 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.
23. 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 at least 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.

24. 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.
25. 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/EGM. 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/EGM through VC/OAVM and cast their votes through e-voting.
26. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.aicld.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com
27. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 02/2022 dated May 05, 2022, MCA Circular 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
28. In compliance of MCA Circular No. 02/2022 dated 05 May 2022 and in continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2022, or become due 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 as per MCA circular no. 02/2021 dated January 13,2021.
29. **INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER**
 - Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
 - Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on **Tuesday, September 27, 2022 (9.00 A.M IST)** and ends on **Thursday, September 29, 2022 (5.00 P.M IST)**. 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) of **Friday, September 23, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) 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 above said 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 CDSL Depository	<ol style="list-style-type: none"> 1) Users of who have opted for CDSL's 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 URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>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: https://eservices.nsd.com 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 & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p>
	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. 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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) 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.
 - 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 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:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant **Agarwal Industrial Corporation Limited** on which you choose to vote.
- (x) 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.

- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –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 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.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in 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; pmvala@yahoo.co.in and cs@aicltd.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same

30. 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 Remote 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 Remote 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 **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at **cs@aicltd.in**. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at **cs@aicltd.in**. 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.
31. **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 **Company/RTA email Id**).
 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 or contact at toll free no. 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 or call toll free no. 022-23058542/43.

Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013 and Rules made thereunder, as amended)

As required by Section 102 of the Companies Act, 2013 (Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 9 (Both Inclusive) of the accompanying Notice.

ITEM NO 5: OMNIBUS APPROVAL FOR RELATED PARTY TRANSACTIONS.

As per Section 188 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended (including any statutory modification(s) or re-enactment thereof for the time being in force), and as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further pursuant to the approval of Board of Directors and the Audit Committee with regard to omnibus approval for related party transactions on annual basis for the financial year 2022-23, in their respective meeting held on May 18, 2022, the consent of the Company is required for omnibus approval for entering into contract or arrangement with the related parties already in existence and which are proposed to be entered into by the Company on annual basis for the F.Y. 2022-23, as set out here under:

i) Names of the Related Parties and Description of relationship

Subsidiary (100 %)	Bituminex Cochin Pvt Ltd. (BCPL) AICL OVERSEAS FZ-LLC Agarwal Translink Private Limited
Key Management Personnel	Mr. Jaiprakash Agarwal (Managing Director) Mr. Lalit Agarwal (Whole Time Director) Mr. Ramchandra Agarwal (Whole Time Director) Mr. Vipin Agarwal (Chief Financial Officer) Ms. Dipali Pitale (Company Secretary)
Relatives of KMP	Mr. Nilesh Agarwal Mr. Mukul Agarwal Mr. Virel Agarwal
Concerns in which Directors are interested	<p>ANZ Transporters Mr. Ramchandra Agarwal, Mr. Lalit Agarwal, Mr. Mahendra Agarwal. (Partners – Brothers)</p> <p>Agarwal Gas Carriers Mr. Jaiprakash Agarwal, Mr. Kishan Agarwal, Mr. Jugal Kishore Agarwal. (Partners – Brothers)</p> <p>Agarwal Translink P Ltd (Directors: Mr. Jaiprakash Agarwal, Mr. Mahendra Agarwal, Mr. Kishan Agarwal) – Brothers</p> <p>Agarwal Motors Repairs Jaiprakash Agarwal – Proprietor</p> <p>Balaji Tyres Shailesh Agarwal – Proprietor</p> <p>Shree Balaji Engineering Work Shailesh Agarwal – Proprietor</p> <p>Murlidhar Ishwardas</p> <p>Bright Bitumen Private Limited</p>

Omnibus Approval for Related Party Transactions as approved by the Board of Directors and Audit Committee in their respective meetings held on May 18, 2022 for the F.Y 2022-23:

(₹ in Lakhs)

Nature of Transaction	Subsidiary (Amount not exceeding)	KMPs & Relatives of KMPs (Amount not exceeding Consolidated)	Concerns in which KMP & their Relatives are interested Amount not exceeding Consolidated)	Total for F.Y. 2022-23
Remuneration Mr. Jaiprakash Agarwal, Mr.Lalit Agarwal, Mr. Ramchandra Agarwal Mr. Vipin Agarwal, Ms. Dipali Pitale Relatives of KMPs	-	600	-	600
Sub-Contract Payment ANZ Transporters Agarwal Gas Carriers Agarwal Translink P Ltd	-	-	2000	2000
Sub-Contract Receipt ANZ Transporters Agarwal Gas Carriers Agarwal Translink P Ltd	-	-	2000	2000
Labour Charges Received ANZ Transporters Agarwal Gas Carriers Agarwal Translink P Ltd	-	-	50	50
Sales of Spare Parts & Oil ANZ Transporters Agarwal Gas Carriers Agarwal Translink P Ltd	-	-	50	50
Spare Parts, HSD & Oil Purchase ANZ Transporters Agarwal Gas Carriers Agarwal Translink P Ltd	-	-	1000	1000
Purchase of Fixed Asset and Repairing Charges Shree Balaji Engineering Works	-	-	75	75
Rent Payable Mr. Jaiprakash Agarwal Mr. Lalit Agarwal	-	200	-	200

(₹ in Lakhs)

Nature of Transaction	Subsidiary (Amount not exceeding)	KMPs & Relatives of KMPs (Amount not exceeding Consolidated)	Concerns in which KMP & their Relatives are interested Amount not exceeding Consolidated)	Total for F.Y. 2022-23
Loan to 100% Subsidiary Bituminex Cochin Pvt Ltd AICL OVERSEAS FZ – LLC Agarwal Translink Private Limited	6000	-	-	6000
Interest & Guarantee Commission AICL Overseas FZ - LLC	1000	-	-	1000
Bitumen Purchase From BCPL	200	-	-	200
Bitumen Sale to BCPL	500	-	-	500
Security Commission to BCPL	5			5
Bright Bitumen			2000	2000
Purchase of Tyres & Spare Parts Balaji Tyres Shree Balaji Engineering			150	150

Note: Individuals limits of related parties and their relatives as approved by the Board have been submitted to the Audit Committee and the same have also been approved by the Audit Committee.

None of the Directors or Key Managerial Personnel(s) of the Company or their relatives, other than Mr. Jaiprakash Agarwal, Managing Director, Mr. Lalit Agarwal, Whole Time Director, Mr. Ramchandra Agarwal, Whole Time Director and Mr. Mahendra Agarwal, Non-Executive Non Independent Director, being Promoters and Directors & Brothers & Mr. Vipin Agarwal, Chief Financial Officer (KMP) are concerned or interested financially or otherwise in the resolution except to the extent of their shareholding in the Company, if any, in the **Special Resolution** set out at **Item no. 5** of the Notice. The Board recommends the resolution at **Item No. 5** to be passed as **Special Resolution**

The Board recommends the **Special Resolution** as set out in **Item No. 5** of the Notice for approval of the members.

ITEM NO 6: AUTHORIZATION TO THE BOARD OF DIRECTORS TO BORROW MONEYS ON BEHALF OF THE COMPANY.

As per Section 180(1)(c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid up share capital of the Company and its free reserves and securities premium requires the approval from the shareholders of the Company.

The members of the Company had vide resolution passed through Postal Ballot dated February 14, 2019, authorized the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding ₹ 250 Crore (Rupees Two Hundred and Fifty Crore), for the business of the Company.

However, keeping in view Company's requirements to fund its growing activities and operations, the Board of Directors of the Company at its meeting held on August 30, 2022, proposed to raise the existing borrowing limit from

₹ 250 Crore (Rupees Two Hundred and Fifty Crore) to ₹ 350 Crore (Rupees Three Hundred and Fifty Crore only), which is subject to the approval of the Shareholders of the Company.

The above proposal is in the interest of the Company. None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at **Item No.6** of the accompanying notice. The Board recommends the resolution at **Item No. 6** to be passed as **Special Resolution**.

ITEM NO 7: AUTHORIZATION TO THE BOARD OF DIRECTORS TO CREATE MORTGAGE/ PLEDGE/ HYPOTHECATION/ CHARGE ON ALL OR ANY OF THE MOVABLE/IMMOVABLE PROPERTIES OF THE COMPANY.

The members of the Company had vide earlier resolution authorized the Board of Directors to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures, to secure the repayment of monies borrowed by the Company.

Under the provisions of Section 180(1)(a) of the Companies Act, 2013 the above powers can be exercised by the Board only with the consent of the shareholders obtained by way of a Special Resolution. Accordingly, the Board of Directors at its meeting held on December 17, 2018, proposed to obtain fresh approval of the shareholders by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to create charge/ mortgage/ hypothecation /pledge on the Company's assets including tangible and intangible, both present and future, in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company or subsidiary(ies) of Company, by way of loans, debentures (comprising fully/ partly Convertible Debentures and/or Secured/ Unsecured Non Convertible Debentures or any other securities) or otherwise, in foreign currency or in Indian rupees, from time to time up to the limits approved or as may be approved by the shareholders from time to time under Section 180(1)(c) of the Companies Act, 2013.

The above proposal is in the interest of the Company. None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at **Item No.7** of the accompanying notice. The Board recommends the resolution at **Item No. 7** to be passed as **Special Resolution**.

ITEM NO 8: TO APPROVE LIMIT OF LOAN AND INVESTMENT BY COMPANY.

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by Special Resolution passed at the general meeting. In this regard the members of the Company, had vide Special Resolution passed in 27th Annual General Meeting held on 30th September 2021 , authorized the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding ₹ 250 Crore, for the business of the Company

However in view of the ongoing expansion and diversification proposals under consideration, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of **Special Resolution**, to enhance the limit up to ₹ 350 Crores, as proposed in the Notice.

The above proposal is in the interest of the Company. None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at **Item No. 8** of the accompanying notice. The Board recommends the resolution at **Item No. 8** to be passed as **Special Resolution**.

ITEM NO 9: TO APPROVE APPOINTMENT OF COST AUDITORS FOR F.Y 2022-23.

The Board, on the recommendations of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors, Mr. Vinayak Kulkarni, Cost Accountant (Membership No - 28559) at a remuneration (Cost Audit Fee) of ₹ 75,000 (consolidated) plus taxes, as applicable, to conduct the audit of the cost records of the Company for relevant business segments of the Company covered under the Companies (Cost Records and Audit) Amendment Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force) for the Financial Year 2022-23. Section 148 of the Companies Act, 2013 read with the relevant rules mentioned herein above, require ratification of the remuneration payable to the Cost Auditors by the members of the Company.

Accordingly, the consent of the members is sought for passing an **Ordinary Resolution** as set out at **Item No. 9** of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2023.

None of the Directors or Key Managerial Personnel or their relatives, are in any way directly or indirectly concerned or interested, in the resolution. The Board recommends the resolution at **Item No. 9** to be passed as **Ordinary Resolution**.

(ANNEXURE TO NOTICE DATED AUGUST 30, 2022)
DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (DIRECTOR RETIRING BY ROTATION)

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings]:

Name of the Director	Mr. Mahendra Agarwal (Non-Executive Non- Independent Director)
Date of Birth	05.07.1963
Date of Re-appointment (Proposed)	30.09.2022
Qualifications	B. Com
Expertise	Management, Finance & Operations
Directorships held in other Public Companies including Private Companies which are subsidiaries of Public Companies (excluding foreign companies)	Nil
Memberships/ Chairmanships of committees across all companies	Member: Audit Committee of Agarwal Industrial Corporation Ltd.
Number of Meetings attended during the year	Board Meetings: 7 Audit Committee Meetings: 4
Shareholding of Non-executive Directors	827762
Relationships between Directors inter-se	Brothers

(*Mr. Mahendra Agarwal, Non-Executive Director retiring by rotation and being eligible , offers himself for re-appointment at the ensuing Annual General Meeting of the Company)

By Order of the Board of Directors
Agarwal Industrial Corporation Limited

Place: Mumbai
Dated: August 30, 2022

Dipali Pitale
Company Secretary & Compliance Officer

Registered Office:
Eastern Court, Unit No. 201-202,
Plot No. 12, V. N. Purav Marg,
S. T. Road, Chembur,
Mumbai - 400071.

DIRECTORS' REPORT

TO THE MEMBERS

The Directors have pleasure in presenting the **Twenty Eighth Annual Report** of the Company together with its Audited Statement of Profit and Loss for the **Financial Year ended March 31, 2022** and the Balance Sheet as on that date:

FINANCIAL RESULTS

(₹ in Lakhs)

Particulars	Standalone	
	2021-22 Audited	2020-21 Audited
Financial Year Ended on		
Total Revenue	141486.17	83895.26
Profit before Depreciation, Finance Costs and Tax	7717.17	5120.00
Less: Depreciation	1154.04	1179.66
Less: Finance Costs	1350.15	976.47
Profit before Tax	5212.97	2963.87
Less: Provision for Tax		
(a) Current Tax	1381.00	811.00
(b) Deferred Tax (Assets)/ Liability	-24.11	-49.33
(c) Short Provision for Tax for earlier years	-	-
Profit after Tax	3856.09	2155.20
Other Comprehensive (Income)/ Loss	1.30	7.55
Total Comprehensive Income For The Year	3857.39	2162.75
Dividend Paid	224.38	153.88
Tax on Dividend Paid	-	-
Balance carried to Other Equity	22427.45	2008.87

RESULTS OF OPERATIONS (Standalone)

The total Revenue of the Company for the Financial Year ended March 31, 2022, is ₹ **141486.17** Lakhs as compared previous year's total Revenue of ₹ **83895.26** Lakhs thus indicating an increase of about 69% over the previous year. Further, Profit before Tax and Profit after Tax were ₹ **5212.97** Lakhs and ₹ **3856.09** Lakhs respectively during the year under review as against ₹ **2963.87** Lakhs and ₹ **2155.20** Lakhs in the corresponding previous year, reporting an increase of about 76% and 66% over the previous financial year.

STATE OF AFFAIRS & BUSINESS OVERVIEW

The Company is a leading manufacturers and importers of Bitumen & Bituminous products and our plants are located at Belgaum, Hyderabad, Taloja, Baroda and Cochin*. We manufacture and trade quality products like Paving grade Bitumen, Industrial Grade Bitumen, Bitumen Emulsions, Modified Bitumen, Bitumen Coat, Bitumen Paints, Bitumen Insulation material etc. which are known for their quality and standard. Our profound background of being in the logistics business (transportation of Bitumen & LPG) has been a key factor to foray into this segment. Your Company has excellent professional relations with all major road contractors in India due to Company's ethical, transparent and good governance policies. (* through its wholly owned subsidiary)

Additional Manufacturing and Storage Facilities at Company's newly acquired Industrial Plot at Taloja, Raigad, Maharashtra

Your Board is pleased to inform that additional manufacturing and storage facilities have been installed at newly acquired Industrial Plot at Taloja, Raigad, Maharashtra, adjacent to the existing Plant which would gradually enhance its top and bottom line in due course. The entire capex was sourced from Company's internal accruals

Manufacturing Facilities at Guwahati

Your Company's on going installation of manufacturing and storage facilities of Bitumen and other value added Bituminous products at Guwahati, Assam is in full swing and would soon start full fledged operations to expand and develop Bitumen trade in Eastern states as Bitumen is extensively used in infrastructure projects more specifically in road construction projects initiated by the State Government

BULK BITUMEN STORAGE FACILITIES

Your Company has excellent Bulk Bitumen Storage facilities to effectively handle and market bitumen imports at Karwar, Belgaum, Hyderabad, Haldia, West Bengal Dighi, Maharashtra, Hazira, Gujarat and Mangalore.

BULK LPG TRANSPORTATION

We are amongst the leading transporters of LPG in India, which is the most widely used fuel for domestic as well as industrial purposes. While we already own a large fleet of tankers, we also hire tankers on long term contracts to cater to the demand from customers LPG is mainly sourced from domestic refineries and via bulk imports. Bulk LPG is mainly transported from the source to the industrial user or to their bottling plants through specially designed tankers LPG, being highly inflammable, require tankers that take care of all safety aspects while loading, transporting and unloading. Most of the LPG tankers are under contract with major oil companies like HPCL, BPCL and IOCL.

POWER GENERATION THROUGH WIND MILLS

Wind Mills

The Company has diversified into Non-Conventional energy generation by installing wind mills at Rajasthan and Maharashtra, keeping in view of the likely shortage of energy resources in future. Your Company has one Windmill at Dhulia, Maharashtra and one in Jaisalmer, Rajasthan.

AUTHORIZED SERVICE CENTRE OF ASHOK LEYLAND

We own a large fleet of tankers which necessarily calls for regular periodic checks and maintenance. As also, our entire fleet of tankers comes from the Ashok Leyland stable. Both these factors influenced our decision to set up an authorized service center, for Ashok Leyland vehicles, within the company. Not only does this ensure a timely turnaround of the fleet serviced but is an economically beneficial proposition for the company. We have our own workshop and maintenance facilities at strategic locations like Mumbai, Baroda and Jodhpur.

SHARE CAPITAL

During the year under review, M/s Agarwal Translink Private Limited, a group company, became Wholly Owned Subsidiary of the Company as the Company acquired entire equity holding of the said group Company and in lieu of that, allotted 11,88,042 Equity Shares to the erstwhile shareholders of M/s Agarwal Translink Private Limited in accordance with Chapter V of the SEBI (ICDR) Regulations, 2009 as amended and the allotted shares are listed.

Further, as reported in the previous Annual Report, during the year under review, the Company had allotted 35,11,000 fully convertible Warrants to Promoters' Group and also to the Public at an Issue Price of ₹ 105.20 per Warrant in accordance with Chapter V of the SEBI (ICDR) Regulations, 2009 as amended, out of which 30,11,000 Warrants have already been converted into equal number of Equity Shares of the Company. All the allotted Equity Shares are listed on BSE & NSE.

For Issued and Paid up Share Capital, post financial year ended March 31, 2022, please refer to “SHARE CAPITAL” under Management Discussion and Analysis - Annexure -V forming part of this report.

DIVIDEND

Your Directors have recommended a dividend of ₹ 2.00 per equity share of the face value of ₹ 10/- each fully paid up for the financial year ended March 31, 2022. The dividend distribution is subject to approval of the members of the Company at the ensuing Annual General Meeting.

Pursuant to the amendments introduced by the Finance Act, 2020 the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders w.e.f. 1st April 2020. **No tax will be deducted on payment of dividend to the resident individual shareholders if the total dividend paid does not exceed ₹ 5,000/-**. The withholding tax rate would vary depending on the residential status of the shareholder and documents registered with the Company.

AMOUNT TO BE CARRIED TO OTHER EQUITY

The Company has transferred ₹ **22427.44** Lakhs to the Other Equity for the F.Y. March 31, 2022 after appropriating ₹ **224.38** Lakhs towards dividend paid for the F.Y. ended March 31, 2021.

CAPITAL EXPENDITURE

As at March 31, 2022, the Capital Expenditure during the year under review amounted to ₹ **836.59 Lakhs** including Work in Progress (WIP) amounted to ₹ **210.61 Lakhs**.

CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Results for the F.Y. ended on March 31, 2022 have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendments) Rules, 2016.

FOR DETAILS PLEASE REFER TO “CONSOLIDATED FINANCIAL STATEMENTS” UNDER DISCUSSION & ANALYSIS - ANNEXURE -V FORMING PART OF THIS REPORT.

SUBSIDIARIES, JOINTVENTURES AND ASSOCIATE COMPANIES

Bituminex Cochin Pvt Ltd (BCPL) , Agarwal Translink Private Limited and AICL OVERSEAS FZ-LLC in UAE are all Wholly Owned Subsidiary (W.O.S) Companies of the Company and are doing their respective business steadily.

Bituminex Cochin Pvt Ltd (BCPL), Kochi is in the similar business of manufacturing and trading of bitumen and bituminous products as the parent company whereas Agarwal Translink Private Limited is in Logistics business of Specialized Bitumen and LPG Tankers.

The Company's Wholly Owned Subsidiary (W.O.S) in UAE under the name “AICL OVERSEAS” in Ras Al Khaimah Economic Zone (RAKEZ) in United Arab Emirates (UAE) for undertaking various ship/vessel /ocean related activities has been reporting good financial performance since its inception and continuous to grow and develop strategically. Our above overseas WOS owns fleet of 6 (Six) large Vessels having total capacity of 38,500 MT which are used in importing raw bitumen from oil producing countries. The economies we achieve with our own fleet of marine vessels and road transport vehicles enable your Company to outbid competitors, secure tenders and ensure high standards of supply and services to its valued customers.

Pursuant to the provisions of Section 129(3) of the Act, a statement containing salient features of the financial Statements of the Company's Subsidiaries in Form AOC-1 is attached to the financial statements of the Company. Pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited accounts in respect of subsidiary are available on

the website of the Company: www.aicld.in. There are no joint ventures or associate companies as defined under the Companies Act, 2013 and Rules made thereunder, as amended.

ISSUANCE AND ALLOTMENT OF WARRANTS

During the financial year ended on March 31, 2022, the Company has issued and allotted 35,11,000 convertible warrants, each carrying a right to subscribe to one Equity Share per Warrant, at a price of ₹ 105.20 per Warrant aggregating to 36,93,57,200 (Rupees Thirty Six Crore Ninety Three Lakhs Fifty Seven Thousand and Two Hundred Only), in accordance with the Board Resolution dated April 09, 2021 passed by the Board of Directors of the Company and with the Shareholders' approval vide Special Resolution dated February 10, 2021 and in accordance with all related SEBI regulations / provisions of the Companies Act, 2013 and Rules made thereunder, as amended / all other regulatory compliances as applicable in this regard.

Further, the Company has, converted above Warrants as follows:

- (a) 4,00,000 Warrants into 4,00,000 Equity Shares of the Face Value of ₹ 10/- each at a premium of ₹ 95.20/- per share , out of total 18,00,000 Warrants allotted under the Public Category in the Meeting of Board of Directors held on June 15, 2021. These allotted Equity Shares have been listed on BSE and NSE.
- (b) 2,19,000 Warrants into 2,19,000 Equity Shares of the Face Value of ₹ 10/- each at a premium of ₹ 95.20/- per share , out of total 17,11,000 Warrants allotted to Promoters / Promoters Group in the Meeting of Board of Directors held on August 13, 2021. These allotted Equity Shares have been listed on BSE and NSE.
- (c) 4,00,000 Warrants into 4,00,000 Equity Shares of the Face Value of ₹ 10/- each at a premium of ₹ 95.20/- per share, out of total 18,00,000 Warrants allotted under the Public Category in the Meeting of Board of Directors held on August 13, 2021. These allotted Equity Shares have been listed on BSE and NSE.
- (d) 2,43,000 Warrants into 2,43,000 Equity Shares of the Face Value of ₹ 10/- each at a premium of ₹ 95.20/- per share , out of total 17,11,000 Warrants allotted to Promoters / Promoters Group in the Meeting of Board of Directors held on October 20, 2021. These allotted Equity Shares have been listed on BSE and NSE.
- (e) 5,00,000 Warrants into 5,00,000 Equity Shares of the Face Value of ₹ 10/- each at a premium of ₹ 95.20/- per share, out of total 18,00,000 Warrants allotted under the Public Category in the Meeting of Board of Directors held on October 20, 2021. These allotted Equity Shares have been listed on BSE and NSE.
- (f) 12,49,000 Warrants into 12,49,000 Equity Shares of the Face Value of ₹ 10/- each at a premium of ₹ 95.20/- per share , out of total 17,11,000 Warrants allotted to Promoters / Promoters Group in the Meeting of Board of Directors held on June 09, 2022. These allotted Equity Shares have been listed on BSE and NSE.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY, BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT

1. COVID-19 Pandemic

There is no material adverse impact of COVID – 19 pandemic on the Company and its operations / profitability during the Financial Year ended March 31, 2022 and post financial year period till the date of this Annual Report.

2. During the period under review, the Company received two Property Tax related Bills from Panvel Municipal Corporation with regard to its two Industrial Plots No.36 & 37 situated at MIDC Industrial Estate, at Taloja, Dist. Raigad, amounting to ₹ 2,39,225/- & ₹ 12,31,501/- respectively, calculated from retrospective years without giving adequate information and details. The similar Bills were issued to other units also. Accordingly, in this regard, a Civil Writ Petition has been filed by Taloja Manufacturers' Association (TMA) and its Members (our Company being a Member of TMA) jointly in the H'ble High Court of Judicature at Bombay against the State of Maharashtra & Others on 16/04/2022, which is pending for disposal

3. Previous Matters:

Since the previous Directors' Report, there has been no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this Report except as stated hereinafter.

- (i) It may be recalled that in the previous Report, we had mentioned that Panvel Municipal Corporation (PMC) had raised LBT demand on erstwhile merged Company, Agarwal Petrochem Private Limited for the period Jan-Jun 2017, which in line with others Petitioners, had filed a Writ Petition in the Hon'ble Bombay High Court, which as an interim relief has directed the PMC not to initiate any coercive action against the petitioners till the further orders. Accordingly, the actual financial impact of such demand are not known due to pending assessments and the status of the case remains the same. Till date, the matter is still pending for adjudication in the said H'ble Bombay High Court .
- (ii) The Asst. Commissioner of Customs, Kakinada had filed three Appeals with The Commissioner (Appeals), Customs, Central Excise and Service Tax, Guntur, after the Review Orders were passed by the Commissioner of Customs (Preventive), to set aside three Orders-in-Original, two dated 08.11.2017 and one dated 30.11.2017 respectively, passed by the Asst. Commissioner of Customs, Kakinada sanctioning thereby Special Additional Duty refunds aggregating to ` 86.55 Lakhs to the Company. The Commissioner (Appeals), Customs, Central Excise and Service Tax, Guntur vide its three Orders dated 29.06.2018, set aside all three Orders-in-Original passed by the Asst. Commissioner of Customs, Kakinada as stated herein above and allowed all three Applications filed by the Asst. Commissioner of Customs, Kakinada. In this regard, against the aforesaid three Orders passed by the Commissioner (Appeals), Customs, Central Excise and Service Tax, Guntur, your Company has already filed respective Appeals with the Customs, Excise & Service Tax Appellate Tribunal at Hyderabad and the matter is still pending.

INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

The Company has in place adequate internal financial controls commensurate with the size, scale and nature of its operations. The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has adopted a Whistle Blower Policy to provide a mechanism for the Directors and employees to report genuine concerns about any unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The provisions of this policy are in line with the provisions of Section 177 (9) of the Act and as per Regulation 22(1) of the SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015. The Whistle Blower Policy can be accessed on the Company's website - www.aicld.in.

AUDIT COMMITTEE

The Company has in place an Audit Committee in terms of the requirements of the Companies Act, 2013 read with the rules made thereunder and Regulation 18 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended. The details relating to the same are given in Report on Corporate Governance forming part of this Board Report.

Constitution of the Audit Committee

Mr. Alok Bharara – Independent Director – Chairman

Mr. Rajkumar Mehta - Independent Director

Mr. Mahendra Agarwal - Non Independent – Non Executive Director.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013, (“THE ACT”)

Particulars of loans given, investments made and securities provided are mentioned in the financial statement under Notes 45 respectively of the said statement. Your Company has not provided any guarantee or given security in connection with loan to any other body corporate or person.

RISK MANAGEMENT

The Company has constituted a Risk Management Committee, details of which are set out in the Corporate Governance Report. The Company has adopted a Risk Management Policy, pursuant to the provisions of Section 134 of the Act, which has a Risk Management framework to identify and evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on business objective and enhance the Company's competitive advantage. The risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting.

DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

In terms of Section 149 of the Act and pursuant to the Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, the Board of the Company has optimum combination of Executive, Non-Executive and Independent Directors. The Board also comprises of an Independent Woman Director. For details, please refer to Corporate Governance Report attached hereinafter.

Re-appointments of Mr. Jaiprakash Agarwal, Mr. Lalit Agarwal and Mr. Ramchandra Agarwal:

Mr. Jaiprakash Agarwal, Mr. Lalit Agarwal and Mr. Ramchandra Agarwal, Promoter Directors and were re-appointed as the Managing Director and Whole Time Directors of the Company for a period of 3 years with effect from April 01, 2022 to March 31, 2025 by the members of the Company in the Annual General Meeting of the Company held on September 30, 2021.

Independent Directors:

Mr. Rajkumar Mehta, Mr. Alok Bharara, Mr. Harikrishna Patni & Mrs. Priti Lodha were appointed as Independent Directors by the Members of the Company for the second term of 5 years w.e.f. September 30, 2019.

Ms. Dipali Pitale is appointed as Company Secretary and Compliance Officer of the Company w.e.f March 10, 2021.

In terms of Section 203 of the Act the following were designated as KMP of your Company by the Board:

Mr. Jaiprakash Agarwal - Managing Director

Mr. Lalit Agarwal - Whole Time Director

Mr. Ramchandra Agarwal - Whole Time Director

Mr. Vipin Agarwal - Chief Financial Officer

Ms. Dipali Pitale - Company Secretary

DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as stipulated under Section 149(7) of the Companies Act, 2013 and as per Regulation 17 SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

BOARD MEETINGS

During the year under review, 8 (Eight) Board Meetings (including Exclusive Meeting of Independent Directors) were held and the intervening gap between the meetings did not exceed the period prescribed under the Act, the details of which are given in the Corporate Governance Report.

BOARD EFFECTIVENESS

The Company once again emphasize that it has adopted the Governance guidelines which, inter alia, cover aspects related to composition and role of the Board, Directors, Board diversity, definition of independence and mandates of Board Committees. It also covers aspects relating to nomination, appointment, induction and development of Directors, Directors remuneration, Code of Conduct and Board Effectiveness Review.

A. Board Evaluation

During the year under review, the Board of Directors has carried out an annual evaluation of its own performance, Board Committees and individual Directors pursuant to the provisions of the Act and the corporate governance requirement as prescribed by Securities Exchange Board of India (SEBI) under Regulation 17(10) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The performance of the Board was evaluated by the Board after seeking inputs from the Directors on the basis of the criteria such as the Board Composition and structures, effectiveness of board processes, information and functioning, etc. The Board evaluates performance of the committees after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc. The Board and the Nomination and Remuneration Committee (NRC) reviewed the performance of the individual Directors on the basis of the criteria such as the contribution of the individual Director to the Board and Committee Meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, performance of the board as a whole was evaluated, taking into account the views of the Executive Directors and Non-Executive Directors. The same was discussed in the Board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its committees and individual Directors was also discussed.

B. Appointment of Directors and Criteria for determining qualifications, positive attributes, independence of a Director

As per Company's Policy, the NRC is responsible for developing competency requirements for the Board based on the industry and strategy of the Company. The NRC reviews and meets potential candidates, prior to recommending their nomination to the Board. At the time of appointment, specific requirements for the position, including expert knowledge expected, is communicated to the appointee.

The NRC has formulated the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178 (3) of the Act and Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015. Independence: A Director will be considered as an 'Independent Director' if he/ she meets with the criteria for 'Independence' as laid down in the Act and Regulation 16(1)(b) SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Competency: A transparent Board nomination process is in place that encourages diversity of thought, experience, knowledge, perspective, age and gender. It is ensured that the Board has a mix of members with different educational qualifications, knowledge and with adequate experience in banking and finance, accounting and taxation, economics, legal and regulatory matters.

Additional Positive Attributes:

- The Directors should not have any other pecuniary relationship with the Company, its subsidiaries, associates or joint ventures and the Company's promoters, except as provided under law.
- The Directors should maintain an arm's length relationship between themselves and the employees of the Company, as also with the Directors and employees of its subsidiaries, associates, joint ventures, promoters and stakeholders for whom the relationship with these entities is material.

- The Directors should not be the subject of proved allegations of illegal or unethical behavior, in their Private or professional lives.
- The Directors should have the ability to devote sufficient time to the affairs of the Company.

C. Remuneration Policy

The Company had adopted a Remuneration Policy, subject to review from time to time for the Directors, KMP and other employees, pursuant to the provisions of the Companies Act 2013 and Regulation 19(4) read with Part B of Schedule II of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The key principles governing the Company's Remuneration Policy are as follows:

Remuneration for Independent Directors and Non-Independent Non-Executive Directors

- Independent Directors (ID) and Non-Independent Non-Executive Directors (NINED) may be paid sitting fees for attending the meetings of the Board and of Committees of which they may be members.
(Presently, all Independent Directors and one Non-Independent Non-Executive Director have voluntarily foregone sitting fee for attending Board and Committee Meetings.)
- Overall remuneration should be reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company, taking into consideration the challenges faced by the Company and its future growth imperatives.
- Remuneration paid should be reflective of the size of the Company, complexity of the sector/ industry/ Company's operations and the Company's capacity to pay the remuneration and be consistent with recognized best practices.
- The remuneration payable to Directors shall be inclusive of any remuneration payable for services rendered in any other capacity, unless the services rendered are of a professional nature and the NRC is of the opinion that the Director possesses requisite qualification for the practice of the profession. It may be noted that the Independent Directors of the Company have voluntarily foregone remuneration of any type and kind including sitting fee and accordingly no payment is made to them in this regard. Remuneration for Managing Director (MD)/ Executive Directors (ED)/ Key Managerial Personnel (KMP)/ rest of the Employees is paid.
- The extent of overall remuneration should be sufficient to attract and retain talented and qualified individuals suitable for every role. Hence remuneration should be market competitive, driven by the role played by the individual, reflective of the size of the Company, complexity of the sector/ industry/ Company's operations and the Company's capacity to pay, consistent with recognized best practices and aligned to any regulatory requirements.
- Basic/ fixed salary is provided to all employees to ensure that there is a steady income in line with their skills and experience. It is affirmed that the remuneration paid to Managing Director, Whole Time Directors and KMP is as per the Remuneration Policy of the Company. Presently no remuneration or sitting fee, of whatsoever kind and nature, is paid to any Independent Director.

PROTECTION OF WOMEN AT WORKPLACE

The Company has formulated a policy on 'Protection of Women's Rights at Workplace' as per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. This has been widely disseminated. There were no cases of sexual harassment received by the Company during the F.Y. 2021-22 & between the end of the financial year and the date of this Report.

Mrs. Harshada Patil is the External Member of Internal Complaints Committee.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS

During the year under review, no significant material orders were passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of the Company during the year under review.

COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND ANNUAL GENERAL MEETINGS

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and Annual General Meetings.

STATUTORY AUDITORS

At the ensuing Twenty Eighth Annual General Meeting of the Company, the Members will be requested to ratify the appointment of M/s. Ladha Singhal & Associates, Chartered Accountants, Mumbai as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors. They have confirmed their eligibility to the effect would be within the prescribed limits under the Act and they are not disqualified for re-appointment.

The notes on financial statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

The Auditors' Report does not contain any qualification, reservation or adverse remark.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as **ANNEXURE - I**.

SECRETARIAL AUDIT

The Board of Directors of your Company had appointed Mr. P. M. Vala, Practicing Company Secretary (Membership No. FCS - 5193, CP No. - 4237) to undertake the Secretarial Audit of the Company for the financial year 2021-22. The Secretarial Audit Report in Form No. MR-3 for the financial year ended March 31, 2022 is annexed herewith as **ANNEXURE - II**.

Secretarial Auditors' observations: The report does not contain any qualifications, reservation or adverse remarks.

COST AUDITOR

Pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force), the Board of Directors of the Company have appointed Mr. Vinayak Kulkarni, Cost Accountant (Membership No. – 28559) as the Cost Auditors to conduct the Cost Audit of the Company for relevant segments for the financial year ending March 31, 2023.

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

As required under Section 134(3)(m) of the Act, read with Rule 8 of the Companies (Accounts) Rules, 2014, the information relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo, during the financial year ended March 31, 2022 is given as below :

(A) Conservation of Energy:

As stated in the Director's Report, conservation of energy is an ongoing process and, in this regard, your Company ensures optimal use of energy, avoid wastages and attempts to conserve energy as best as possible. However, no significant investments were made in this regard during the year under review.

(B) Technology Absorption:

Your Company continues to adopt technology absorption techniques which are effective and have been successfully carried out for many years now. In its endeavor to improve constantly, your Company ensures regular monitoring and reviewing of the existing technology and always attempts if the same can be modified, upgraded or improved upon for increased and better operations. However, no specific research and development activities were carried out during the year under review.

(C) Foreign Exchange Earnings and Outgo:

(₹ in Lakhs)	
Particulars	F.Y. 2021-22 (Audited)
Earnings	604.57
Outgo	111152.07

DISCLOSURE PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016

Disclosure pursuant to the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 is attached herewith as per **ANNEXURE- III**.

However, since there were no employees drawing remuneration in excess of the limit set out in the aforesaid amended rules, the particulars of employees required to be furnished pursuant to Section 197 (12) read with Rule 5 (2) and Rule 5 (3) of the Companies (Appointment and Remuneration of Managerial Personal) Amendment Rules, 2016 does not form part of this annual report.

FIXED DEPOSITS

The Company did not accept any Fixed Deposits from the public during the year and no fixed deposits were outstanding or unclaimed as on March 31, 2022.

STATUS OF UNCLAIMED/ UNPAID DIVIDEND AMOUNTS

The status of unclaimed/ unpaid Dividend amounts as on March 31, 2022: ₹ 8.91 Lakhs

BORROWINGS AND DEBT SERVICING

During the year under review, your Company has met all its obligations towards repayment of principal and interest on loans availed.

LISTING OF SHARES

The equity shares of your Company have been listed on the BSE Limited and the National Stock Exchange of India Limited. The listing fees for the year 2022-23 have been duly paid.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state and confirm that:

- (i) in the preparation of the annual accounts for the financial year ended March 31, 2022, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and that there are no material departures from the same;
- (ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2022 and of the profits of the Company for the year ended on that date;

- (iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the Directors have prepared the accounts for the financial year ended March 31, 2022 on a 'going concern' basis;
- (v) the Directors have laid down internal financial controls to be followed by the Company and that such financial controls are adequate and are operating effectively;
- (vi) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and are operating effectively.

CORPORATE GOVERNANCE

Your Company ensures maintaining highest standards of corporate governance as per corporate governance requirements formulated by SEBI. The report on Corporate Governance as per SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 forms an integral part of the Annual Report. **(ANNEXURE – IV)**. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance is attached to report on Corporate Governance.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2) of SEBI (LODR) Regulations, 2015. **(ANNEXURE – V)**.

RELATED PARTY TRANSACTIONS

All related party transactions to be entered into during the F. Y. 2021-22 on omnibus basis were approved by the Board of Directors and the Audit Committee and were also consented by the members in the Annual General Meeting of the Company held on September 30, 2021 in accordance with Section 188 of the Companies Act, 2013 and Rules made thereunder (as amended) and as per earlier Listing Agreements and subsequently on the basis of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Details of related party transactions entered during the F. Y. 2021-22 are placed under **ANNEXURE –VI** as per Form AOC-2 attached with this Directors' Report. The Policy on materiality of related party transactions may be accessed on the Company's website- www.aicld.in.

CORPORATE SOCIAL RESPONSIBILITY

The Corporate Social Responsibility Committee comprises of Mr. Jaiprakash Agarwal, Managing Director, Mr. Lalit Agarwal, Whole Time Director and Mr. Alok Bharara, an Independent Director. Mr. Jaiprakash Agarwal, Managing Director, is the Chairman of the Committee.

The details of the various projects and programs which can be undertaken by the Company as a part of its CSR Policy framework is available on its website www.aicld.in.

The disclosures required to be given under Section 135 of the Companies Act, 2013 read with Rule 8(1) of the Companies (Corporate Social Responsibility Policy) Rules, 2014 are given in **ANNEXURE- VII** forming part of this Board Report.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR)

According to Top Companies' list of Stock Exchanges dated 31st March 2022, our Company falls under top 1000 Companies and therefore as per the SEBI's relevant circulars indicating the applicability of BRSR Reporting, our Company shall provide the BRSR Report for Financial Year 2022-23 in the next Annual Report for the F.Y. 2022-2023 in accordance with Regulation 34 of LODR, 2015 as amended.

APPLICATIONS MADE OR ANY PROCEEDING PENDING UNDER THE IBC CODE, 2016

No application made or any proceeding is pending under the IBC Code, 2016 during the year under review and thereafter till the date of this report.

ACKNOWLEDGEMENT

Your Directors place on record their deep sense of appreciation for the contribution made by employees towards the success and growth of your Company. Your Directors also thank all the shareholders, investors, customers, vendors, bankers, business partners, government and regulatory authorities for their continued co-operation and support.

On behalf of the Board of Directors
Agarwal Industrial Corporation Limited

Lalit Agarwal
(DIN: 01335107)
Whole Time Director

Jaiprakash Agarwal
(DIN: 01379868)
Managing Director

Date: August 30, 2022

Place: Mumbai

Registered Office:

Eastern Court, Unit No. 201-202,
Plot No. 12, V. N. Purav Marg,
S. T. Road, Chembur, Mumbai – 400071

ANNEXURE I

Form No. MGT- 9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED MARCH 31, 2022

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN : L99999MH1995PLC084618
- ii) Registration Date : January 13, 1995
- iii) Name of the Company : **Agarwal Industrial Corporation Limited**
- iv) Category : Company Limited by Shares
- v) Sub-Category of the Company : Indian Non- Government Company
- vi) Address of the Registered Office : Eastern Court, Unit No. 201-202,
Plot No. 12, V.N. Purav Marg,
S. T. Road, Chembur, Mumbai 400 071
- vii) Whether listed company : Yes
- viii) Name, Address and Contact details of Registrar and Transfer Agent, if any Registrar & Share Transfer Agent (w.e.f. June 30, 2018) : **Universal Capital Securities Pvt Ltd.**
(SEBI REG. NO. INR000004082)
CIN NO – U74200MH1991PTC062536
C 101, 247 Park, LBS Road, Vikhroli West, Mumbai – 400083.
Tel.022-49186178-79 , Fax No.022-49186060;
W:www.unisec.in; E- mail:info@unisec.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:-

Sl. No.	Name and Description of main products / service	NIC Code of the Product/ service	% to total turnover of the company
1	Manufacturing & Trading of Petrochemical Products (Bitumen & Bituminous Products)	19209	95.91
2	Transportation, Windmill	60231	4.09

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares Held	Applicable Section
1	Bituminex Cochin Pvt.Ltd.* (Building No: II, 1, 2, 3, Ambalamugal, P.O. Ernakulam, Kerala- 682302) (Wholly Owned Subsidiary)	U10300KL1980PTC003141	Subsidiary	100%	2(87)
2	AICL Overseas FZ – LLC (T1-FF-3C, ** RAKEZ Amenity Center, Al Hamra Industrial Zone –FZ RAK, United Arab Emirates) (Wholly Owned Subsidiary)	00000047002075	Subsidiary	100%	2(87)
3	Agarwal Translink Private Limited *** D-5/2 MIDCTTC Industrial Area Turbhe Navi Mumbai 400705 (Wholly Owned Subsidiary) with effect from 9th April 2021	U60210MH1977PTC019562	Subsidiary	100%	2(87)

(*Bituminex Cochin Pvt.Ltd - One Equity Share held by Sh. Lalit Agarwal as Nominee of the Agarwal Industrial Corporation Limited, Holding Company and to further comply with the requirement of minimum two members in a private limited company)

(**AICL Overseas FZ-LLC's Share Capital comprises of 1000 Shares of AED 1000 each)

(***Agarwal Translink Private Limited has become Wholly Owned Subsidiary of the Company with effect from 9th April 2021 and One Equity Share held by Sh. Vipin Agarwal as Nominee of the Agarwal Industrial Corporation Limited, Holding Company and to further comply with the requirement of minimum two members in a private limited company)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):
i) Category-wise Share Holding

Sr No	Category of Shareholders	Shareholding at the beginning of the year - 2021				Shareholding at the end of the year - 2022				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A) Shareholding of Promoter and Promoter Group										
[1]	Indian									
(a)	Individuals / Hindu Undivided Family	6086392	0	6086392	'59.3288	7736434	0	7736434	'58.5704	'-0.7584
(b)	Central Government / State Government(s)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(c)	Financial Institutions / Banks	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(d)	Any Other (Specify)									
	Sub Total (A)(1)	6086392	0	6086392	'59.3288	7736434	0	7736434	'58.5704	'-0.7584
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(b)	Government	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(c)	Institutions	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(d)	Foreign Portfolio Investor	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(e)	Any Other (Specify)									
	Sub Total (A)(2)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	6086392	0	6086392	'59.3288	7736434	0	7736434	'58.5704	'-0.7584
(B) Public Shareholding										
[1]	Institutions									
(a)	Mutual Funds / UTI	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(b)	Venture Capital Funds	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(c)	Alternate Investment Funds	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(d)	Foreign Venture Capital Investors	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(e)	Foreign Portfolio Investor	4000	0	4000	'0.0390	528417	0	528417	'4.0005	'3.9615
(f)	Financial Institutions / Banks	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(g)	Insurance Companies	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(h)	Provident Funds/ Pension Funds	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(i)	Any Other (Specify)									
	Sub Total (B)(1)	4000	0	4000	'0.0390	528417	0	528417	'4.0005	'3.9615

Sr No	Category of Shareholders	Shareholding at the beginning of the year - 2021				Shareholding at the end of the year - 2022				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
[2]	Central Government/ State Government(s)/ President of India									
	Sub Total (B)(2)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
[3]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto ₹ 1 lakh.	1371060	10005	1381065	'13.4623	1890473	9805	1900278	'14.3865	'0.9242
(ii)	Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1502155	0	1502155	'14.6427	1806410	0	1806410	'13.6758	'-0.9669
(b)	NBFCs registered with RBI	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(d)	Overseas Depositories(holding DRs) (balancing figure)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(c)	Any Other (Specify)									
	IEPF	18619	0	18619	'0.1815	18979	0	18979	'0.1437	'-0.0378
	Hindu Undivided Family	293101	0	293101	'2.8571	238313	0	238313	'1.8042	'-1.0529
	Non Resident Indians (Non Repat)	149194	0	149194	'1.4543	38795	0	38795	'0.2937	'-1.1606
	Non Resident Indians (Repat)	317054	0	317054	'3.0906	75084	0	75084	'0.5684	'-2.5222
	Body Corp-Ltd Liability Partnership	0	0	0	'0.0000	347400	0	347400	'2.6301	'2.6301
	Clearing Member	29982	0	29982	'0.2923	47749	0	47749	'0.3615	'0.0692
	Bodies Corporate	477185	0	477185	'4.6515	470930	0	470930	'3.5653	'-1.0862
	Sub Total (B)(3)	4158350	10005	4168355	'40.6322	4934133	9805	4943938	'37.4292	'-3.2030
	Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	4162350	10005	4172355	'40.6712	5462550	9805	5472355	'41.4296	'0.7584
	Total (A)+(B)	10248742	10005	10258747	'100.0000	13198984	9805	13208789	'100.0000	'0.0000
(C)	Non Promoter - Non Public									
	(C1) Shares Underlying DRs									
[1]	Custodian/DR Holder	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
	(C2) Shares Held By Employee Trust									
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
	Total (A)+(B)+(C)	10248742	10005	10258747	'100.0000	13198984	9805	13208789	'100.0000	

ii) Shareholding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year - 2021			Shareholding at the end of the year - 2022			% change in shareholding during the year
		No. of Shares Held	% of total Shares of the company	% of Shares Pledged /encumbered to total shares	No. of Shares Held	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Jai Prakash Agarwal	641850	'6.2566	'0.0000	875453	'6.6278	'0.0000	'0.3712
2	Ramchandra Agarwal	532525	'5.1909	'0.0000	561668	'4.2522	'0.0000	'-0.9387
3	Kishan Agarwal .	498225	'4.8566	'0.0000	527311	'3.9921	'0.0000	'-0.8645
4	Mahendra Agarwal .	491100	'4.7871	'0.0000	509762	'3.8593	'0.0000	'-0.9278
5	Usha Agarwal .	458283	'4.4672	'0.0000	533509	'4.0390	'0.0000	'-0.4282
6	Lalit Agarwal	400625	'3.9052	'0.0000	446283	'3.3787	'0.0000	'-0.5265
7	Jugal Kishore Agarwal	395000	'3.8504	'0.0000	432495	'3.2743	'0.0000	'-0.5761
8	Rekha Agarwal	296114	'2.8865	'0.0000	400929	'3.0353	'0.0000	'0.1488
9	Nilesh Agarwal	279650	'2.7260	'0.0000	360425	'2.7287	'0.0000	'0.0027
10	Padma Agarwal	244105	'2.3795	'0.0000	392842	'2.9741	'0.0000	'0.5946
11	Sushila Agarwal	240100	'2.3404	'0.0000	327968	'2.4830	'0.0000	'0.1426
12	Shailesh Rameshchandra Agarwal	231300	'2.2547	'0.0000	296220	'2.2426	'0.0000	'-0.0121
13	Uma Agarwal .	223600	'2.1796	'0.0000	345208	'2.6135	'0.0000	'0.4339
14	Vipin Agarwal	168975	'1.6471	'0.0000	284635	'2.1549	'0.0000	'0.5078
15	Jaiprakash Rahul Kumar Huf .	135875	'1.3245	'0.0000	184297	'1.3953	'0.0000	'0.0708
16	Sudha Agarwal .	132040	'1.2871	'0.0000	246380	'1.8653	'0.0000	'0.5782
17	Ramchandra Agarwal Huf .	125000	'1.2185	'0.0000	142998	'1.0826	'0.0000	'-0.1359
18	Mangilal Agarwal Huf .	101300	'0.9875	'0.0000	131768	'0.9976	'0.0000	'0.0101
19	Mukul Agarwal .	76900	'0.7496	'0.0000	91114	'0.6898	'0.0000	'-0.0598
20	Kishan Agarwal Huf .	71500	'0.6970	'0.0000	107817	'0.8163	'0.0000	'0.1193
21	Lalit Agarwal Huf .	71500	'0.6970	'0.0000	125225	'0.9480	'0.0000	'0.2510
22	Virel Agarwal	66300	'0.6463	'0.0000	79942	'0.6052	'0.0000	'-0.0411
23	Pooja Agarwal	53850	'0.5249	'0.0000	73005	'0.5527	'0.0000	'0.0278
24	Yash Agarwal	48400	'0.4718	'0.0000	61828	'0.4681	'0.0000	'-0.0037
25	Lakshya Agarwal	47900	'0.4669	'0.0000	48114	'0.3643	'0.0000	'-0.1026
26	Mahendra Agarwal Huf .	25000	'0.2437	'0.0000	64852	'0.4910	'0.0000	'0.2473
27	Jugal Kishore Agarwal Huf . .	19000	'0.1852	'0.0000	55424	'0.4196	'0.0000	'0.2344
28	Sanchi Agarwal .	4500	'0.0439	'0.0000	4500	'0.0341	'0.0000	'-0.0098
29	Namrata Shailesh Agrawal	3375	'0.0329	'0.0000	6964	'0.0527	'0.0000	'0.0198
30	Aayushi Agarwal .	2500	'0.0244	'0.0000	2500	'0.0189	'0.0000	'-0.0055
31	Nilesh Agarwal Huf .	0	'0.0000	'0.0000	14998	'0.1135	'0.0000	'0.1135
	Total	6086392	'59.3288	'0.0000	7736434	'58.5704	'0.0000	'-0.7584

iii) Change in Promoters' Shareholding (specify if there is no change):

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2021		Transactions during the year		Cumulative Shareholding at the end of the year - 2022	
		No. of Shares Held	% of Total Shares of the Company	Date of Transaction	No. of Shares	No of Shares Held	% of Total Shares of the Company
1	Jai Prakash Agarwal	641850	4.8593			641850	4.8593
	Transfer			21 May 2021	63603	705453	5.3408
	Transfer			03 Dec 2021	170000	875453	6.6278
	At the end of the year					875453	6.6278
2	Ramchandra Agarwal	532525	4.0316			532525	4.0316
	Transfer			21 May 2021	2143	534668	4.0478
	Transfer			03 Dec 2021	27000	561668	4.2522
	At the end of the year					561668	4.2522
3	Usha Agarwal	458283	3.4695			458283	3.4695
	Transfer			21 May 2021	75226	533509	4.0390
	At the end of the year					533509	4.0390
4	Kishan Agarwal	498225	3.7719			498225	3.7719
	Transfer			21 May 2021	29086	527311	3.9921
	At the end of the year					527311	3.9921
5	Mahendra Agarwal	491100	3.7180			491100	3.7180
	Transfer			21 May 2021	18662	509762	3.8593
	At the end of the year					509762	3.8593
6	Lalit Agarwal	400625	3.0330			400625	3.0330
	Transfer			21 May 2021	45658	446283	3.3787
	At the end of the year					446283	3.3787
7	Jugal Kishore Agarwal	395000	2.9904			395000	2.9904
	Transfer			21 May 2021	37495	432495	3.2743
	At the end of the year					432495	3.2743
8	Rekha Agarwal	296114	2.2418			296114	2.2418
	Transfer			21 May 2021	81815	377929	2.8612
	Transfer			30 Sep 2021	23000	400929	3.0353
	At the end of the year					400929	3.0353

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2021		Transactions during the year		Cumulative Shareholding at the end of the year - 2022	
		No. of Shares Held	% of Total Shares of the Company	Date of Transaction	No. of Shares	No of Shares Held	% of Total Shares of the Company
9	Padma Agarwal	244105	1.8480			244105	1.8480
	Transfer			21 May 2021	102737	346842	2.6258
	Transfer			03 Dec 2021	46000	392842	2.9741
	At the end of the year					392842	2.9741
10	Nilesh Agarwal	279650	2.1172			279650	2.1172
	Transfer			21 May 2021	80775	360425	2.7287
	At the end of the year					360425	2.7287
11	Uma Agarwal	223600	1.6928			223600	1.6928
	Transfer			21 May 2021	47608	271208	2.0532
	Transfer			30 Sep 2021	74000	345208	2.6135
	At the end of the year					345208	2.6135
12	Sushila Agarwal	240100	1.8177			240100	1.8177
	Transfer			21 May 2021	55868	295968	2.2407
	Transfer			30 Sep 2021	32000	327968	2.4830
	At the end of the year					327968	2.4830
13	Shailesh Rameshchandra Agarwal	231300	1.7511			231300	1.7511
	Transfer			21 May 2021	64920	296220	2.2426
	At the end of the year					296220	2.2426
14	Vipin Agarwal	168975	1.2793			168975	1.2793
	Transfer			21 May 2021	80660	249635	1.8899
	Transfer			30 Sep 2021	35000	284635	2.1549
	At the end of the year					284635	2.1549
15	Sudha Agarwal	132040	0.9996			132040	0.9996
	Transfer			21 May 2021	87340	219380	1.6609
	Transfer			30 Sep 2021	27000	246380	1.8653
	At the end of the year					246380	1.8653

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2021		Transactions during the year		Cumulative Shareholding at the end of the year - 2022	
		No. of Shares Held	% of Total Shares of the Company	Date of Transaction	No. of Shares	No of Shares Held	% of Total Shares of the Company
16	Jaiprakash Rahulkumar HUF	135875	1.0287			135875	1.0287
	Transfer			21 May 2021	48422	184297	1.3953
	At the end of the year					184297	1.3953
17	Ramchandra Agarwal HUF	125000	0.9463			125000	0.9463
	Transfer			21 May 2021	17998	142998	1.0826
	At the end of the year					142998	1.0826
18	Mangilal Agarwal HUF	101300	0.7669			101300	0.7669
	Transfer			21 May 2021	30468	131768	0.9976
	At the end of the year					131768	0.9976
19	Lalit Agarwal HUF	71500	0.5413			71500	0.5413
	Transfer			21 May 2021	53725	125225	0.9480
	At the end of the year					125225	0.9480
20	Kishan Agarwal HUF	71500	0.5413			71500	0.5413
	Transfer			21 May 2021	36317	107817	0.8163
	At the end of the year					107817	0.8163
21	Mukul Agarwal	76900	0.5822			76900	0.5822
	Transfer			21 May 2021	214	77114	0.5838
	Transfer			30 Sep 2021	14000	91114	0.6898
	At the end of the year					91114	0.6898
22	Virel Agarwal	66300	0.5019			66300	0.5019
	Transfer			21 May 2021	6642	72942	0.5522
	Transfer			30 Sep 2021	7000	79942	0.6052
	At the end of the year					79942	0.6052
23	Pooja Agarwal	53850	0.4077			53850	0.4077
	Transfer			21 May 2021	19155	73005	0.5527
	At the end of the year					73005	0.5527
24	Mahendra Agarwal HUF	25000	0.1893			25000	0.1893
	Transfer			21 May 2021	39852	64852	0.4910
	At the end of the year					64852	0.4910

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2021		Transactions during the year		Cumulative Shareholding at the end of the year - 2022	
		No. of Shares Held	% of Total Shares of the Company	Date of Transaction	No. of Shares	No of Shares Held	% of Total Shares of the Company
25	Yash Agarwal	48400	0.3664			48400	0.3664
	Transfer			21 May 2021	6428	54828	0.4151
	Transfer			30 Sep 2021	7000	61828	0.4681
	At the end of the year					61828	0.4681
26	Jugal Kishore Agarwal HUF	19000	0.1438			19000	0.1438
	Transfer			21 May 2021	36424	55424	0.4196
	At the end of the year					55424	0.4196
27	Lakshya Agarwal	47900	0.3626			47900	0.3626
	Transfer			21 May 2021	214	48114	0.3643
	At the end of the year					48114	0.3643
28	Nilesh Agarwal HUF	0	0.0000			0	0.0000
	Transfer			21 May 2021	14998	14998	0.1135
	At the end of the year					14998	0.1135
29	Namrata Shailesh Agrawal	3375	0.0256			3375	0.0256
	Transfer			21 May 2021	3589	6964	0.0527
	At the end of the year					6964	0.0527
30	Sanchi Agarwal	4500	0.0341			4500	0.0341
	At the end of the year					4500	0.0341
31	Aayushi agarwal	2500	0.0189			2500	0.0189
	At the end of the year					2500	0.0189

Note: 1. Paid up Share Capital of the Company (Face Value ₹ 10.00) at the end of the year is **14457789** Shares.

2. The details of holding has been clubbed based on PAN.

3. % of total Shares of the Company is based on the paid up Capital of the Company at the end of the Year.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2021		Transactions during the year		Cumulative Shareholding at the end of the year - 2022	
		No. of shares held	% of total shares of the company	Date of transaction	No. of shares	No. of shares held	% of total shares of the company
1	NEXPACT LIMITED	0	0.0000			0	0.0000
	Transfer			03 Dec 2021	500000	500000	3.7854
	AT THE END OF THE YEAR					500000	3.7854
2	VALUEWORTH ADVISORS LLP	0	0.0000			0	0.0000
	Transfer			30 Sep 2021	200000	200000	1.5141
	AT THE END OF THE YEAR					200000	1.5141
3	INDU JAIN	50000	0.3785			50000	0.3785
	Transfer			06 Aug 2021	1218	51218	0.3878
	Transfer			24 Sep 2021	(90)	51128	0.3871
	Transfer			30 Sep 2021	100000	151128	1.1441
	Transfer			03 Dec 2021	176	151304	1.1455
	Transfer			10 Dec 2021	52	151356	1.1459
	Transfer			18 Mar 2022	(150000)	1356	0.0103
	Transfer			31 Mar 2022	150000	151356	1.1459
	AT THE END OF THE YEAR					151356	1.1459
4	PRATEEK JAIN	40000	0.3028			40000	0.3028
	Transfer			16 Jul 2021	100000	140000	1.0599
	Transfer			06 Aug 2021	1521	141521	1.0714
	Transfer			12 Nov 2021	5000	146521	1.1093
	Transfer			03 Dec 2021	234	146755	1.1110
	Transfer			10 Dec 2021	39	146794	1.1113
	Transfer			18 Mar 2022	(145000)	1794	0.0136
	Transfer			31 Mar 2022	145000	146794	1.1113
	AT THE END OF THE YEAR					146794	1.1113
5	AAVYANA ADVISORS LLP	145000	1.0978			145000	1.0978
	AT THE END OF THE YEAR					145000	1.0978
6	GAURAV JAIN	0	0.0000			0	0.0000
	Transfer			23 Jul 2021	100000	100000	0.7571
	AT THE END OF THE YEAR					100000	0.7571
7	MANJU JAIN	0	0.0000			0	0.0000
	Transfer			30 Sep 2021	100000	100000	0.7571
	Transfer			03 Dec 2021	1000	101000	0.7646
	Transfer			18 Feb 2022	(1000)	100000	0.7571
	AT THE END OF THE YEAR					100000	0.7571

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2021		Transactions during the year		Cumulative Shareholding at the end of the year - 2022	
		No. of shares held	% of total shares of the company	Date of transaction	No. of shares	No. of shares held	% of total shares of the company
8	NEHA BHANDARI	85000	0.6435			85000	0.6435
	AT THE END OF THE YEAR					85000	0.6435
9	SAPNA BERRY	85000	0.6435			85000	0.6435
	AT THE END OF THE YEAR					85000	0.6435
10	SUNITA MADHUSUDAN SARDA	85000	0.6435			85000	0.6435
	AT THE END OF THE YEAR					85000	0.6435
11	SHARVAN BANSAL	56000	0.4240			56000	0.4240
	Transfer			16 Jul 2021	(352)	55648	0.4213
	Transfer			03 Sep 2021	12	55660	0.4214
	Transfer			30 Sep 2021	(660)	55000	0.4164
	Transfer			15 Oct 2021	25	55025	0.4166
	Transfer			05 Nov 2021	(25)	55000	0.4164
	Transfer			19 Nov 2021	1750	56750	0.4296
	Transfer			26 Nov 2021	(700)	56050	0.4243
	Transfer			03 Dec 2021	(930)	55120	0.4173
	Transfer			10 Dec 2021	3028	58148	0.4402
	Transfer			17 Dec 2021	260	58408	0.4422
	Transfer			24 Dec 2021	510	58918	0.4461
	Transfer			31 Dec 2021	512	59430	0.4499
	Transfer			07 Jan 2022	(3530)	55900	0.4232
	Transfer			14 Jan 2022	(900)	55000	0.4164
	Transfer			21 Jan 2022	100	55100	0.4171
	Transfer			04 Feb 2022	(2100)	53000	0.4012
	Transfer			18 Feb 2022	(1387)	51613	0.3907
	Transfer			25 Feb 2022	(613)	51000	0.3861
	Transfer			04 Mar 2022	700	51700	0.3914
	AT THE END OF THE YEAR					51700	0.3914
12	FERRO TECH INDIA PRIVATE LIMITED	53680	0.4064			53680	0.4064
	Transfer			07 May 2021	(500)	53180	0.4026
	Transfer			21 May 2021	(380)	52800	0.3997
	Transfer			18 Jun 2021	(500)	52300	0.3959
	Transfer			25 Jun 2021	(300)	52000	0.3937
	Transfer			30 Jun 2021	(650)	51350	0.3888
	Transfer			02 Jul 2021	(350)	51000	0.3861

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2021		Transactions during the year		Cumulative Shareholding at the end of the year - 2022	
		No. of shares held	% of total shares of the company	Date of transaction	No. of shares	No. of shares held	% of total shares of the company
	Transfer			16 Jul 2021	(1650)	49350	0.3736
	Transfer			23 Jul 2021	(500)	48850	0.3698
	Transfer			15 Oct 2021	650	49500	0.3748
	Transfer			12 Nov 2021	(500)	49000	0.3710
	Transfer			26 Nov 2021	(200)	48800	0.3695
	Transfer			10 Dec 2021	(300)	48500	0.3672
	Transfer			17 Dec 2021	250	48750	0.3691
	Transfer			07 Jan 2022	(450)	48300	0.3657
	Transfer			14 Jan 2022	(300)	48000	0.3634
	Transfer			21 Jan 2022	(900)	47100	0.3566
	Transfer			04 Feb 2022	(600)	46500	0.3520
	Transfer			11 Feb 2022	(600)	45900	0.3475
	Transfer			18 Mar 2022	(600)	45300	0.3430
	Transfer			25 Mar 2022	(1300)	44000	0.3331
	Transfer			31 Mar 2022	(4000)	40000	0.3028
	AT THE END OF THE YEAR					40000	0.3028
13	NISHU FINLEASE PRIVATE LIMITED	83416	0.6315			83416	0.6315
	Transfer			28 May 2021	(916)	82500	0.6246
	Transfer			11 Jun 2021	(500)	82000	0.6208
	Transfer			18 Jun 2021	(3000)	79000	0.5981
	Transfer			30 Jun 2021	(500)	78500	0.5943
	Transfer			02 Jul 2021	(500)	78000	0.5905
	Transfer			16 Jul 2021	(500)	77500	0.5867
	Transfer			08 Oct 2021	(250)	77250	0.5848
	Transfer			22 Oct 2021	(250)	77000	0.5829
	Transfer			12 Nov 2021	(500)	76500	0.5792
	Transfer			10 Dec 2021	(250)	76250	0.5773
	Transfer			07 Jan 2022	(250)	76000	0.5754
	Transfer			14 Jan 2022	(750)	75250	0.5697
	Transfer			21 Jan 2022	(1250)	74000	0.5602
	Transfer			04 Feb 2022	(1000)	73000	0.5527
	Transfer			11 Feb 2022	(250)	72750	0.5508
	Transfer			25 Mar 2022	(40750)	32000	0.2423
	AT THE END OF THE YEAR					32000	0.2423

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2021		Transactions during the year		Cumulative Shareholding at the end of the year - 2022	
		No. of shares held	% of total shares of the company	Date of transaction	No. of shares	No. of shares held	% of total shares of the company
14	ASHIT MEHTA	290935	2.2026			290935	2.2026
	Transfer			18 Jun 2021	(105802)	185133	1.4016
	Transfer			25 Jun 2021	(31771)	153362	1.1611
	Transfer			02 Jul 2021	(5577)	147785	1.1188
	Transfer			09 Jul 2021	(4923)	142862	1.0816
	Transfer			16 Jul 2021	(29969)	112893	0.8547
	Transfer			30 Jul 2021	(14406)	98487	0.7456
	Transfer			06 Aug 2021	(71169)	27318	0.2068
	Transfer			20 Aug 2021	(110)	27208	0.2060
	Transfer			04 Feb 2022	(26993)	215	0.0016
	Transfer			11 Feb 2022	(215)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000
15	MUKESH HARIRAM AGARWAL	61544	0.4659			61544	0.4659
	Transfer			21 May 2021	(4000)	57544	0.4356
	Transfer			28 May 2021	(15755)	41789	0.3164
	Transfer			04 Jun 2021	(16759)	25030	0.1895
	Transfer			11 Jun 2021	(4900)	20130	0.1524
	Transfer			18 Jun 2021	(2994)	17136	0.1297
	Transfer			25 Jun 2021	(3584)	13552	0.1026
	Transfer			30 Jun 2021	(3052)	10500	0.0795
	Transfer			09 Jul 2021	(2500)	8000	0.0606
	Transfer			16 Jul 2021	(8000)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000
16	PRITI MEHTA	55580	0.4208			55580	0.4208
	Transfer			18 Jun 2021	(55580)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000

Note: 1. Paid up Share Capital of the Company (Face Value ₹ 10.00) at the end of the year is **14457789** Shares.

2. The details of holding has been clubbed based on PAN.

3. % of total Shares of the Company is based on the paid up Capital of the Company at the end of the Year.

Note: The above mentioned details regarding Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) are based upon the top ten shareholders during financial year 2021-22 derived from the Benpos received from Depositories & furnished to us by the Registrar & Share Transfer Agent of the Company)

V. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Name	Shareholding at the beginning of the F.Y - 01/04/2021		Cumulative Shareholding at the end of the F.Y. - 31/03/2022	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
Jaiprakash Agarwal At the beginning of the year Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer /bonus/sweat equity etc):	641850 Nil	6.26 Nil	875453 Nil	6.63 Nil
At the end of the year	641850	6.26	875453	6.63
Ramchandra Agarwal At the beginning of the year Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer /bonus/sweat equity etc):	532525 Nil	5.19 Nil	561668 Nil	4.25 Nil
At the end of the year	532525	5.19	561668	4.25
Mahendra Agarwal At the beginning of the year Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer /bonus/sweat equity etc):	491100 Nil	4.79 Nil	509762 Nil	3.86 Nil
At the end of the year	491100	4.79	509762	3.86
Lalit Agarwal At the beginning of the year Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer /bonus/sweat equity etc):	400625 Nil	3.91 Nil	446283 Nil	3.38 Nil
At the end of the year	400625	3.91	446283	3.38
Vipin Agarwal At the beginning of the year Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer /bonus/sweat equity etc):	168975 Nil	1.65 Nil	284635 Nil	2.15 Nil
At the end of the year	168975	1.65	284635	2.15

VI. INDEBTEDNESS
Indebtedness of the Company including interest outstanding/accrued but not due for payment:

(₹ in Lakhs)

Particulars	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	10222.13	Nil	Nil	10222.13
i) Principal Amount	-	Nil	Nil	-
ii) Interest due but not paid	-	Nil	Nil	-
iii) Interest accrued but not due	-	Nil	Nil	-
Total (i+ii+iii)	10222.13	Nil	Nil	10222.13
Change in Indebtedness during the financial year	2152.27	Nil	Nil	2152.27
Addition	-	Nil	Nil	-
Reduction	-	Nil	Nil	-
Net Change	2152.27	Nil	Nil	2152.27
Indebtedness at the end of the financial year	12374.40	Nil	Nil	12374.40
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	12374.40	Nil	Nil	12374.40

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

(For the F.Y ended on March 31, 2022)

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ in Lakhs)

Sr. No.	Particulars of Remuneration	Jaiprakash Agarwal	Ramchandra Agarwal	Lalit Agarwal
1)	Gross Salary:-			
	(a) Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961	60.00	54.00	54.00
	(b) Value of perquisites u/s 17(2) Income-Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-Tax Act, 1961	Nil	Nil	Nil
2)	Stock Options	Nil	Nil	Nil
3)	Sweat Equity	Nil	Nil	Nil
4)	Commission paid - as % of Profit	Nil	Nil	Nil
5)	Others	Nil	Nil	Nil
	Total	60.00	54.00	54.00

Remuneration to other Directors:**Independent Directors: NIL**

Sl. no.	Particulars of Remuneration	Total Amount
		NIL

Non- Executive Directors: NIL

Sl. no.	Particulars of Remuneration	Total Amount
		NIL

B. REMUNERATION PAID TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:**(₹ in Lakhs)**

Sr. no.	Particulars of Remuneration	Vipin Agarwal	Dipali Pitale
1	Gross salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961	18.00	4.77
	(b) Value of perquisites u/s 17(2) Income-Tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	-	-
2	Stock Option		
	Sweat Equity	NIL	NIL
	Commission		
	- as % of Profit		
	- Others, specify		
	Others		
	Total	18.00	4.77

VIII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

(For the F.Y ended on March 31, 2022)

Type	Section of the Companies Act	Brief Description	Details of Penalty /Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY (Penalty / Punishment / Compounding)	NIL				
B. DIRECTORS (Penalty / Punishment / Compounding)					
C. OTHER OFFICERS IN DEFAULT (Penalty / Punishment / Compounding)					

(LALIT AGARWAL)
WHOLE TIME DIRECTOR
(DIN : 01335107)

(VIPIN AGARWAL)
CHIEF FINANCIAL OFFICER

(DIPALI PITALE)
COMPANY SECRETARY

**P. M. VALA & ASSOCIATES
COMPANY SECRETARIES**

Shop No.1, Laxmi Sadan CHS. Ltd., Opp. New Rose Villa,
Daji Ramchandra Road, Charai, Thane (West) - 400 601
Ph : 022-2538 0966 / Cell : 98696 99875 / 88794 10333
E-mail: rrajguroo@yahoo.co.in / pmvala@yahoo.co.in

**Form No. MR-3
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31ST MARCH' 2022

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

To,
The Members
Agarwal Industrial Corporation Limited
CIN: L99999MH1995PLC084618
Eastern Court, Unit No. 201-202
Plot No.12, V. N. Purav Marg, S. T. Road,
Chembur, Mumbai - 400 071

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Agarwal Industrial Corporation Limited (CIN: L99999MH1995PLC084618)** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31st March' 2022 ("Audit Period")** 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the financial year ended on **31st 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 thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company :-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; -
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - **(Not Applicable to the Company during the Audit Period)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; – **(Not Applicable to the Company during the Audit Period)**
 - (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; - **(Not Applicable to the Company during the Audit Period)**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - **(Not Applicable to the Company during the Audit Period)**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **(Not Applicable to the Company during the Audit Period)**; and
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR');
- (vi) The Management has identified and confirmed the following laws as specifically applicable to the Company;
- (a) Petroleum Act, 1934 and Rules made thereunder;
 - (b) Carriage by Road Act, 2007
 - (c) Motor Vehicles Act, 1988
 - (d) Electricity Act, 2003
 - (e) Merchant Shipping Act, 1983
 - (f) Motor Vehicles Act, 1988
 - (g) The Indian Carriage of Goods by Sea Act, 1925;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with the BSE Limited and National Stock Exchange of India Limited ('NSE') and The Securities and Exchange Board of India (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 hereinabove above.

I 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 and Woman Director.

Adequate notice is given to all directors to schedule the Board/Committee Meetings, agenda and detailed notes on agenda were sent generally 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.

All decisions at Board Meetings and Committee Meetings were carried with requisite majority as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as may be, while the dissenting members' views, if any, were captured and recorded as part of the minutes.

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

I further report that during the audit period there were following specific events/actions having a major bearing on Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc.

- During the year under review, the Company has made allotment of 11,88,042 Equity Shares of Face Value of ₹10/- each at a premium of ₹95.20 each aggregating to ₹12,49,82,018.40 (Rupees Twelve Crore Forty Nine Lakhs Eighty Two Thousand Eighteen and Forty Paise only) other than cash in lieu of acquisition of Agarwal Translink Private Limited on April 09,2021. The Issued and paid up capital of the Company was increased from ₹10,25,87,470 to ₹11,44,67,890. These newly allotted Equity Shares were listed on BSE and NSE with effect from May 17, 2021.
- During the year under review, the Company has made allotment of 35,11,000 Fully Convertible Warrants on Preferential basis at an issue price of ₹105.20/- per Warrant ("Warrant Issue Price"), aggregating to ₹36,93,57,200 (Rupees Thirty Six Crores Ninety Three Lakhs and Fifty Seven Thousand and Two Hundred Only) with a right exercisable by the Warrant holder to exchange each Warrant for One Equity Share of ₹10/- each of the Company on April 09,2021.
- During the year under review, the Company has made allotment of 4,00,000 Equity Shares of Face Value of ₹ 10 each at a premium of ₹95.20 upon conversion of 4,00,000 Fully Convertible Warrants aggregating to ₹4,20,80,000 (Rupees Four Crore Twenty Lakhs Eighty Thousand only) on June 15,2021 out of total 18,00,000 Warrants allotted under Public Category on April 09,2021. Consequently, post conversion, the Issued and paid up capital of the Company was increased from ₹11,44,67,890 to ₹11,84,67,890. These newly converted equity shares are at par with the existing equity shares and were listed on BSE and NSE with effect from July 19, 2021.
- During the year under review, the Company has made allotment of 2,19,000 Equity Shares of Face Value of ₹ 10 each at a premium of ₹95.20 upon conversion of 2,19,000 Fully Convertible Warrants aggregating to ₹2,30,38,800 (Rupees Two Crore Thirty Lakhs Thirty Eight Thousand Eight Hundred only) on August 13,2021 out of total 17,11,000 Warrants allotted to Promoters/Promoters Group on April 09,2021. Consequently, post conversion, the Issued and paid up capital of the Company was increased from ₹ 11,84,67,890 to ₹12,06,57,890. These newly converted equity shares are at par with the existing equity shares and were listed on BSE and NSE with effect from September 28, 2021.
- During the year under review, the Company has made allotment of 4,00,000 Equity Shares of Face Value of ₹ 10 each at a premium of ₹95.20 upon conversion of 4,00,000 Fully Convertible Warrants aggregating to ₹4,20,80,000 (Rupees Four Crores Twenty Lakhs Eighty Thousand only) on August 13,2001 out of total 18,00,000 Warrants allotted under Public Category on April 09,2021. Consequently, post conversion, the Issued and paid up capital

of the Company was increased from ₹12,06,57,890 to ₹12,46,57,890. These newly converted equity shares are at par with the existing equity shares and were listed on BSE and NSE with effect from September 28, 2021.

- During the year under review, the Company has made allotment of 2,43,000 Equity Shares of Face Value of ₹ 10 each at a premium of ₹95.20 upon conversion of 2,43,000 Fully Convertible Warrants aggregating to ₹2,55,63,600 (Rupees Two Crore Fifty Lakhs Sixty Three Thousand Six Hundred only) on October 20, 2021 out of total 17,11,000 Warrants allotted to Promoters/Promoters Group on April 09, 2021. Consequently, post conversion, the Issued and paid up capital of the Company was increased from ₹12,46,57,890 to ₹12,70,87,890. These newly converted equity shares are at par with the existing equity shares and were listed on BSE and NSE with effect from November 30, 2021.
- During the year under review, the Company has made allotment of 5,00,000 Equity Shares of Face Value of ₹10 each at a premium of ₹95.20 upon conversion of 5,00,000 Fully Convertible Warrants aggregating to ₹5,26,00,000 (Rupees Five Crore Twenty Six Lakhs only) on October 20, 2021 out of total 18,00,000 Warrants allotted under Public Category on April 09, 2021. Consequently, post conversion, the Issued and paid up capital of the Company was increased from ₹12,70,87,890 to ₹13,20,87,890. These newly converted equity shares are at par with the existing equity shares and were listed on BSE and NSE with effect from November 30, 2021.

**For P. M. Vala & Associates,
Company Secretaries
ICSI Unique Code: I2001MH250600
Peer Review No.1884/2022**

**P. M. Vala
(Proprietor)
FCS No. 5193, COP No. 4237
UDIN: F005193D000868044**

Place: **Thane**
Date: August 29, 2022

Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure A to Secretarial Audit Report

To,
The Members
Agarwal Industrial Corporation Limited
CIN: L99999MH1995PLC084618
Eastern Court, Unit No.201-202
Plot No.12, V. N. Purav Marg, S. T. Road,
Chembur, Mumbai - 400 071

My Secretarial Audit Report for the financial year **31st March' 2022** is to be read along with this letter.

Management 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. My examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.

Auditor's Responsibility

2. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
3. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. The verification was done on test check basis to ensure that correct facts as reflected in secretarial and other records produced to me. I believe that the processes and practices I followed, provides a reasonable basis for my opinion for the purpose of issue of the Secretarial Audit Report.
4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period.

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.
6. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

For P. M. Vala & Associates,
Company Secretaries
ICSI Unique Code: I2001MH250600
Peer Review No.1884/2022

P. M. Vala
(Proprietor)
FCS No. 5193, COP No. 4237
UDIN: F005193D000868044

Place: **Thane**
Date: August 29, 2022

THIS REPORT FORMS PART OF DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2021-22
DISCLOSURE IN DIRECTORS' REPORT PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016 AS AMENDED.

1. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2021-22 & percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary in the Financial Year 2021-22.

Sr. No.	Name of the Director	Designation	remuneration of each Director to the median remuneration of the employees	ratio of the percentage increase in remuneration
1.	Mr. Jaiprakash Agarwal	Managing Director	29.24	11.11
2.	Mr. Ramchandra Agarwal	Whole Time Director	26.32	12.50
3.	Mr. Lalit Agarwal	Whole Time Director	26.32	12.50
4.	Mr. Vipin Agarwal	Chief Financial Officer	-	-
5	Mr. Sachin Ghanghas	Company Secretary	-	-
6.	Mr. Satish Deshmukh	Company Secretary	-	-
6.	Ms. Dipali Pitale	Company Secretary	-	-

2. The median remuneration of employees of the Company in the financial year 2021-22 is ₹ 2.05 lakhs - Percentage decreased in the median remuneration of all employees in the Financial Year 2021-22 is 5.26%
3. Number of permanent employees on the rolls of the Company as on March 31, 2022: 64
4. Average percentile increase already made in salaries of employees other than the Managerial Personnel in the last Financial Year and its comparison with the percentile increase in the Managerial Remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial Remuneration: Average increase in remuneration for Employees other than Managerial Personnel is 5.91% and Average increase for Managerial Personnel Remuneration is 0.51%.
5. Affirmation that the remuneration is as per the Remuneration Policy of the Company.

It is confirmed that the remuneration paid to the Directors, Key Managerial Personnel and Senior Management is as per the Remuneration Policy of the Company.

REPORT ON CORPORATE GOVERNANCE

Philosophy on Code of Corporate Governance

The report containing details of Corporate Governance systems and processes of Agarwal Industrial Corporation Limited (hereinafter referred to as “AICL” or “the Company”) in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“Listing Regulations”) as amended is as follows:

Company’s Philosophy on Code of Corporate Governance is about commitment to values and ethical business conduct. We look upon good Corporate Governance practices as a key driver of sustainable corporate growth and long-term shareholders’ value creation. Good Corporate Governance is about enhancing value for all our stakeholders. The Company is committed to adopt best practices in Corporate Governance and disclosures thereunder. This includes its corporate and other structures, culture, policies and the manner in which it deals with various stakeholders. Timely and accurate disclosures of information regarding the financial situation, performance, ownership and governance of the Company are an important part of Corporate Governance.

Corporate Governance signifies blend of laws, rules, regulations, guidelines, procedures and profound corporate practices which ensure attainment of the highest standards of accountability and equity in all facets of its operations and its accurate and timely disclosures to its shareholders regarding its financial and operational state of affairs. Over the years, your Company has practiced such good governance practices which have not only enjoyed investors respect and trust but also build up strong inter and intra relationships across all segments of its ever-flourishing business and ensures that it would continue to do so in the years to come.

The Board of Directors

1. The Board of Directors comprises Executive, Non-Executive as well as Independent Directors in accordance with provisions of the Companies Act’ 2013 and the rules made thereunder and is in conformity with SEBI (LODR) Regulations, 2015. Presently, the Board of Directors comprises of total 8 (Eight) Directors out of which 3 (Three) are Executive, Non-Independent Directors and 1 (One) is Non-Executive, Non-Independent Director, and 4 (Four) are Non- Executive Independent Directors of which one is a Woman Director. The Directors possess experience in fields as varied as finance, marketing, production, imports and logistics industry. The skill and knowledge of the Directors have proved to be of immense value to the Company. The details of Director retiring by rotation and seeking re-appointment have been attached along with the Notice of the Annual General Meeting.
2. “Independent Directors” do not have any material pecuniary relationships or transactions with the Company, its Promoters, its Directors, its Senior Management or its Subsidiary which may affect the independence of the Director. All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of SEBI (LODR) Regulation, 2015 and Section 149 of the Companies Act 2013.
3. During the year under review, the Board of Directors of the Company met Eight (08) times (including Exclusive Meeting of Independent Directors) and the period between any two meetings did not exceed 120 days. The Board Meeting dates were: 09 April 2021, 15 June 2021, 13 August 2021, 30 August 2021, 20 October 2021, 12 November 2021, 07 February 2022 and 18 February 2022 (including exclusive Meeting of Independent Directors). A detailed explanation, in the form of a table illustrating the above matters is given on page no. 58 for ready reference.
4. None of the Directors are related to each other, except Mr. Jaiprakash Agarwal, Mr. Ramchandra Agarwal, Mr. Mahendra Agarwal and Mr. Lalit Agarwal who are related to each other, being brothers.

5. During the year, a separate meeting of Independent Directors was held on February 18, 2022 inter-alia to review the performance of Non-Independent Directors and the Board as a whole. The process for evaluation of Board performance, Non-Independent and Non-Executive Directors is detailed in the Board's Report.
6. The Company has put in place a programme to familiarize the 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 details of the familiarization programme are disclosed on the Company's website: www.aicltd.in.
7. The Non-Executive Director and Independent Directors have voluntarily decided not to take any sitting fee or remuneration of whatsoever kind and nature.
8. The Company has adopted a Code of Conduct for all its Directors, Key Managerial Personnel and Senior Management Personnel. All Non-Executive Directors and Independent Directors have affirmed compliance with the said Code for the financial year ended March 31, 2022. All Senior Management of the Company have affirmed compliance with the Company Code of Conduct. The Code of Conduct is also displayed on the Company's web site. The Annual Report of the Company contains a Certificate duly signed by the Managing Director in this regard.

Committees of the Board

The mandatory Committees constituted by the Board of Directors of the Company are as under:

1) Audit Committee:

The Audit Committee is as follows:

Mr. Alok Bharara - Independent Director – Chairman

Mr. Rajkumar Mehta - Independent Director

Mr. Mahendra Agarwal - Non Independent – Non Executive Director.

Each Member of the Committee has the relevant experience in the field of finance, banking and accounting. The Committee has, inter alia, the following terms of reference:

- i. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- ii. The recommendation for appointment, remuneration and terms of appointment of statutory auditors of the Company.
- iii. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- iv. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be 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 Companies Act, 2013.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.

- Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Qualifications in the draft audit report.
- v. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
 - vi. 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 utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
 - vii. Review and monitor the auditor's independence and performance, and effectiveness of audit process.
 - viii. Approval or any subsequent modification of transactions of the Company with related parties.
 - ix. Scrutiny of inter-corporate loans and investments.
 - x. Valuation of undertakings or assets of the Company, wherever it is necessary.
 - xi. Evaluation of internal financial controls and risk management systems.
 - xii. Examination of the financial statement and the Auditors' Report thereon.
 - xiii. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
 - xiv. 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.
 - xv. Discussion with internal auditors of any significant findings and follow up there on.
 - xvi. 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.
 - xvii. 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.
 - xviii. 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.
 - xix. To review the functioning of the Whistle Blower mechanism.
 - xx. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.

The Committee met Four times during the period under review, the details of attendance thereat are given below. Audit Committee meetings are attended by invitation by the CFO, Internal Auditor and the Statutory Auditors as deem necessary from time to time. The Company Secretary acts as the Secretary to the Audit Committee. The Chairman of the Audit Committee was present at the last Annual General Meeting.

2) Nomination and Remuneration Committee:

The Company has a Nomination and Remuneration Committee (NRC) which is now a mandatory requirement as per Regulation 29 of the SEBI (LODR) Regulation, 2015, and also under the Companies Act, 2013. The Committee consists of 3 (Three) Independent Directors, the Committee comprises Mr. Harikrishna Patni, Mr. Rajkumar Mehta and Mr. Alok Bharara. The broad terms of reference of the Committee inter alia, include the following:

- i. Recommend to the Board the set up and composition of the Board and its Committees including the formulation of the criteria for determining qualifications, positive attributes and independence of a Director. The Committee will consider periodically reviewing the composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
- ii. Recommend to the Board the appointment or re-appointment of Directors.

Details of Directors, Remuneration, Directorship and Meetings of Board & Committees during the F.Y. 2021-22

Names	Category	Remuneration paid			No. of outside Directorships as at March 31, 2022		No. of outside Committee Positions Held		No of Board Meetings Attended	No. of Audit Committee Meetings attended	No. of NRC Committee Meetings attended	Attendance at the last AGM
		₹ in Lakhs			Indian	Foreign	As Member	As Chairman				
		Salary & Perks 2021-22	Sitting Fees 2021-22	Commission 2021-22								
Jaiprakash Agarwal	Managing Director	60.00	Nil	Nil	1	Nil	-	-	7	-	-	Yes
Ramchandra Agarwal	Director	54.00	Nil	Nil	1	Nil	-	-	7	-	-	Yes
Lalit Agarwal	Director	54.00	Nil	Nil	2	Nil	-	-	7	-	-	Yes
Mahendra Agarwal	Director	Nil	Nil	Nil	1	Nil	-	-	7	4	-	Yes
Harikrishna Patni	Director	Nil	Nil	Nil	Nil	Nil	-	-	8*	-	3	Yes
Rajkumar Mehta	Director	Nil	Nil	Nil	1	Nil	-	-	8*	4	3	Yes
Alok Bharara	Director	Nil	Nil	Nil	1	Nil	-	-	8*	4	3	Yes
Priti Lodha	Woman Director	Nil	Nil	Nil	Nil	Nil	-	-	8*	-	-	No

*Includes Exclusive meeting of the Independent Directors held on February 18, 2022.

- iii. Devise a policy on Board diversity.
- iv. 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).
- v. Carry out evaluation of every Director's performance and support the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual directors. This shall include formulation of criteria for evaluation of Independent Directors and the Board.

- vi. Recommend to the Board the remuneration policy for Directors, Executive team or Key Managerial Personnel as well as the rest of the employees.
- vii. On an annual basis, recommend to the Board the remuneration payable to the Directors and oversee the remuneration to Executive team or Key Managerial Personnel of the Company.
- viii. Oversee familiarization programs for Directors.
- ix. Oversee the human resource philosophy, human resource and people strategy and human resource practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for the Board, Key Managerial Personnel and executive team).
- x. Provide guidelines for remuneration of Directors on material subsidiaries.
- xi. Recommend to the Board on voting pattern for appointment and remuneration of Directors on the Boards of its material subsidiary companies.
- xii. Performing such other duties and responsibilities as may be consistent with the provisions of the Committee charter.

During the year, the Committee met Thrice, the details of attendance whereat are on page no. 42.

Remuneration Policy:

As recommended by the Nomination and Remuneration Committee (NRC), the Board has adopted a Remuneration Policy for Directors, Key Managerial Personnel and other Employees. The Policy envisages payment of remuneration according to qualification, experience and performance and is based on the commitment of fostering a culture of leadership with Trust. The remuneration of the Whole-time Director(s), is recommended by the Nomination and Remuneration Committee based on factors such as industry benchmarks, the Company's performance vis-à-vis the industry, performance/ track record of the Whole Time Director(s) which is decided by the Board of Directors Remuneration comprises a fixed component viz. salary, benefits, perquisites and allowances in accordance with the relevant laws, rules and regulations in force from time to time. The NRC also recommends the annual increments within the salary scale approved by the Members.

NOTE:

During the financial year under review, all Independent Directors (ID) and Non-Independent Non-Executive Director (NINED) have voluntarily decided not to receive any sitting fee for the Board/Committee meeting attended during the financial year 2021-22.

3. Stakeholders' Relationship Committee:

The Company's Stakeholders' Relationship Committee comprises of Mr. Harikrishna Patni, (Chairman), Mr. Rajkumar Mehta and, Mr. Alok Bharara, all Independent Directors. The scope of the Stakeholders' Relationship Committee includes reporting of the status of shareholders. The brief terms of reference of the Committee include resolving grievances of all the security holders of the Company including complaints related to transfer of shares, non-receipt of Balance Sheet, non-receipt of declared dividend etc. The Committee met Twelve (12) times during the period under review.

4. Other Committees:

i. Corporate Social Responsibility (CSR) Committee:

Although the provisions of Section 135 of the Companies Act, 2013, is applicable to the Company for the financial year 2021-22, in accordance with the provisions of said section, the Company has constituted a CSR Committee comprising of Mr. Jaiprakash Agarwal, Managing Director, Mr. Lalit Agarwal, Whole Time Director and Mr. Alok Bharara, Independent Director. The broad terms of reference of the CSR Committee are as under:

- Formulating and recommending to the Board, the CSR Policy which aid Section, shall indicate the activities to be undertaken by the Company.
- Recommending the amount of expenditure to be incurred on the aforesaid activities and;
- Reviewing and Monitoring the CSR Policy of the company from time to time.

During the year, the Committee met Thrice during the year.

ii. Risk Management Committee:

The Board of Directors have constituted a Risk Management Committee to frame, implement and monitor the risk management plan of the Company. The Committee comprises entirely of Mr. Lalit Agarwal, Mr. Rajkumar Mehta and, Mr. Alok Bharara. The Committee has formulated a Risk Management Policy, which lays down a vigorous and active process for identification and mitigation of risks. The Committee reviews and monitors the risk management and mitigation plan from time to time. The terms of reference of the Risk Management Committee inter alia, include the following:

- To review the Risk Management Plan / Policy and its deployment within the Company.
- To monitor the effectiveness of the Risk Management Plan /Policy.
- To decide the maximum risk-taking ability of the Company to guide the Board in making new investments.
- To review the major risks of the Company and advise on its mitigation to the Board.
- Such other functions as may be delegated by the Board from time to time.

During the year, the Committee met Thrice and was attended by all the Members.

Details on General Meetings

Location, date, time and Special Resolutions passed at the Annual General Meetings held in the last 3 years are as under

Location	Date	Time	Special Resolutions passed
Through Video Conferencing	September 30, 2021	11.00 A.M.	<ul style="list-style-type: none"> - Re- Appointment of Mr. Jaiprakash Agarwal as Managing Director of the Company - Re- Appointment of Mr. Lalit Agarwal as Whole Time Director of the Company - Re- Appointment of Mr. Ramchandra Agarwal as Whole Time Director of the Company - Related Party Transactions - Loan and Investment by Company
Through Video Conferencing	September 30, 2020	11.00 A.M.	<ul style="list-style-type: none"> - Related party transactions.
Hotel Stars Parade, Lower Hall, Swami Jairamdas Building, Near Basant Park, Chembur, Mumbai – 400 071	September 30, 2019	10.30 A.M.	<ul style="list-style-type: none"> - Re-appointment of Mr. Jaiprakash Agarwal as Managing Director of the Company. - Re-appointment of Mr. Lalit Agarwal as the Whole Time Director of the Company. - Re-appointment of Mr. Ramchandra Agarwal as the whole Time Director of the Company. - Re-appointment of Mr. Rajkumar Mehta as an Independent Director of the Company for the Second Term - Re-appointment of Mr. Harikrishna Patni as an Independent Director of the Company for the Second Term - Re- Appointment of Mr. Alok Bharara as an Independent Director of the Company for the Second Term - Re-Appointment of Mrs. Priti Lodha as an Independent Director of the Company for the Second Term - Related Party Transactions.

- All Ordinary & Special Resolutions passed in the previous three Annual General Meetings of the Company were passed with requisite majority.
- Three Extra-Ordinary General Meetings were held during the last three years viz on 14.02.2019, 15.11.2019 and 10.02.2021.

Disclosures

- i. All related party transactions entered during the F. Y. 2021-22 were approved by the Board of Directors and the Audit Committee and were also consented by the members in the Annual General Meeting of the Company held on September 30, 2021 in accordance with Section 188 of the Companies Act, 2013 and Rules made

thereunder (as amended) and as per earlier Listing Agreements and subsequently on the basis of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Details of related party transactions entered during the F. Y. 2021-22 are placed under Form AOC-2 mentioned herewith.

- ii. There were no materially significant transactions with Related Parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Ind AS 24 has been made in the notes to the Financial Statements.
- iii. The Board of Directors receive, from time to time, disclosures relating to financial and commercial transactions from Key Managerial Personnel of the Company, where they and / or their relatives have personal interest.
- iv. The Company has complied with the requirements of the Stock Exchanges / Securities and Exchange Board of India / Statutory Authorities on all matters relating to capital markets, during the last 3 financial years.
- v. In accordance with requirement of the Companies Act as well as the Listing Agreement, the Company has adopted the Whistle Blower Policy pursuant to which employees can raise their concerns relating to fraud, malpractice or any other activity or event which is against the Company's interest by approaching the Chairman of the Audit Committee. The policy has been disclosed on the website of the Company under <http://www.aicld.in>.
- vi. The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and Designated Employees of the Company.
- vii. Pursuant to the provisions of Regulation 17(8) of SEBI (LODR) Regulations, 2015, the Managing Director and CFO have issued a certificate to the Board, for the year ended March 31, 2022.

Subsidiary Companies:

Newly Wholly Owned Subsidiary (Agarwal Translink Private Limited)

During the year the Company, has issued and allotted 11,88,042 Equity Shares at a price of ₹105.20 per Equity Share aggregating to ₹12,49,82,018.40 (Rupees Twelve Crore Forty Nine Lakhs Eighty Two Thousand and Eighteen and Forty Paise only) for consideration other than cash to the Members of Agarwal Translink Private Limited (ATPL), a group Company, in lieu of purchase of the entire equity holding of all the Members of the said group Company, thus making the said group Company- the Company's wholly owned subsidiary company (WOS) in accordance with the Board Resolution dated April 09, 2021 passed by the Board of Directors of the Company and with the Shareholders' approval vide Special Resolution dated February 10, 2021 and in accordance with all related SEBI regulations / provisions of the Companies Act, 2013 and Rules made thereunder, as amended / all other regulatory compliances as applicable in this regard. Consequently, Agarwal Translink Private Limited, became Wholly Owned Subsidiary (WOS) of the Company along with two other WOS of the Company viz. Bituminex Cochin Private Limited and AICL Overseas FZ-LLC as detailed herein under.

Wholly Owned Subsidiary (Bituminex Cochin Pvt Ltd (BCPL))

Bituminex Cochin Pvt Ltd (BCPL), is the first Wholly Owned Indian Subsidiary (W.O.S) and doing steady business of manufacturing and trading of bitumen and bituminous AICL OVERSEAS products.

Wholly Owned Subsidiary in UAE (AICL OVERSEAS FZ-LLC)

The Company's Wholly Owned Subsidiary (W.O.S) in UAE under the name "AICL OVERSEAS" in Ras Al Khaimah Economic Zone (RAKEZ) in United Arab Emirates (UAE) for undertaking various ship/vessel /ocean related activities, has been reporting good financial performance since its inception and continuous to grow and develop strategically.

Our above overseas WOS owns fleet of 6 large Vessels having total capacity of 38,500 MT which are used in importing raw bitumen from oil producing countries. The economies we achieve with our own fleet of marine vessels and road transport vehicles enable your Company to outbid competitors, secure tenders and ensure high standards of supply and services to its valued customers.

Pursuant to the provisions of Section 129(3) of the Act, a statement containing salient features of the financial statements of the Company's subsidiaries for the Financial Year ended March 31, 2022 in Form AOC-1 is attached to the financial statements of the Company.

Pursuant to the provisions of Section 136 of the Act, the financial statement of the Company consolidated financial statements along with relevant documents and separate audited accounts in respect of subsidiary are available on the website of the Company.

During the year under review, the Company has not disposed of any shares in its material subsidiaries or disposed or leased the assets amounting to more than twenty percent of the assets of the material subsidiary.

There are no Joint Ventures or Associate Companies related to your Company.

Audited Standalone & Consolidated Financial Statements

Audited Standalone & Consolidated Financial Results for the F.Y ended on March 31, 2022 have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendments) Rules, 2016.

DIVIDEND

Your Directors have recommended a dividend of ₹ 2.00 per equity share of the face value of ₹10/- each fully paid up for the financial year ended March 31, 2022. The dividend distribution is subject to approval of the members of the Company at the ensuing Annual General Meeting.

Pursuant to the amendments introduced by the Finance Act, 2020 the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders w.e.f. 1st April 2020. **No tax will be deducted on payment of dividend to the resident individual shareholders if the total dividend paid does not exceed ₹ 5,000/-.** The withholding tax rate would vary depending on the residential status of the shareholder and documents registered with the Company

Issuance and Allotment of Warrants

During the year, has issued and allotted 35,11,000 convertible warrants, each carrying a right to subscribe to one Equity Share per Warrant, at a price of ₹ 105.20 per Warrant aggregating to ₹36,93,57,200/-(Rupees Thirty Six Crore, Ninety Three Lakhs, Fifty Seven Thousand and Two Hundred Only), in accordance with the Board Resolution dated April 09, 2021 passed by the Board of Directors of the Company and with the Shareholders' approval vide Special Resolution dated February 10, 2021 and in accordance with all related SEBI regulations / provisions of the Companies Act, 2013 and Rules made thereunder, as amended / all other regulatory compliances as applicable in this regard.

Further, the Company, converted above Warrants as follows:

- (a) 4,00,000 Warrants into 4,00,000 Equity Shares of the Face Value of ₹ 10/- each at a premium of ₹ 95.20/- per share , out of total 18,00,000 Warrants allotted under the Public Category in the Meeting of Board of Directors held on June 15, 2021. The newly allotted Equity Shares have been listed on BSE and NSE.

- (b) 2,19,000 Warrants into 2,19,000 Equity Shares of the Face Value of ₹ 10/- each at a premium of ₹ 95.20/- per share , out of total 17,11,000 Warrants allotted to Promoters / Promoters Group in the Meeting of Board of Directors held on August 13, 2021. The newly allotted Equity Shares have been listed on BSE and NSE.
- (c) 4,00,000 Warrants into 4,00,000 Equity Shares of the Face Value of ₹ 10/- each at a premium of ₹ 95.20/- per share, out of total 18,00,000 Warrants allotted under the Public Category in the Meeting of Board of Directors held on August 13, 2021. The newly allotted Equity Shares have been listed on BSE and NSE.
- (d) 2,43,000 Warrants into 2,43,000 Equity Shares of the Face Value of ₹ 10/- each at a premium of ₹ 95.20/- per share , out of total 17,11,000 Warrants allotted to Promoters / Promoters Group in the Meeting of Board of Directors held on October 20, 2021. The newly allotted Equity Shares have been listed on BSE and NSE.
- (e) 5,00,000 Warrants into 5,00,000 Equity Shares of the Face Value of ₹ 10/- each at a premium of ₹ 95.20/- per share, out of total 18,00,000 Warrants allotted under the Public Category in the Meeting of Board of Directors held on October 20, 2021. The newly allotted Equity Shares have been listed on BSE and NSE.
- (f) 12,49,000 Warrants into 12,49,000 Equity Shares of the Face Value of ₹ 10/- each at a premium of ₹ 95.20/- per share , out of total 17,11,000 Warrants allotted to Promoters / Promoters Group in the Meeting of Board of Directors held on June 09, 2022. The newly allotted Equity Shares have been listed on BSE and NSE.

Pursuant to the provisions of Section 129(3) of the Act, a statement containing salient features of the financial statements of the Company's subsidiaries for the Financial Year ended March 31, 2022 in Form AOC-1 is attached to the financial statements of the Company.

Pursuant to the provisions of Section 136 of the Act, the financial statement of the Company consolidated financial statements along with relevant documents and separate audited accounts in respect of subsidiary are available on the website of the Company.

During the year under review, the Company has not disposed of any shares in its material subsidiaries or disposed or leased the assets amounting to more than twenty percent of the assets of the material subsidiary.

Means of Communication

Quarterly, half-yearly and annual results of the Company were published in leading English and vernacular newspapers viz. Business Standard – All editions and Mumbai Lakshadweep or Prattakal. Additionally, the results and other important information/disclosures are also periodically updated on the Company's website viz. www.aicltd. in which also contains a separate dedicated section "Investor Relations".

Online Portal - BSE Corporate Compliance & Listing Centre (the "Listing Centre")

BSE Limited has launched an Online Portal - BSE Corporate Compliance & Listing Centre (the "Listing Centre") for submission of various filings by listed companies. All disclosures and periodic filings submitted to the BSE are also uploaded on the Listing Centre.

NSE Electronic Application Processing System (NEAPS)

The Company also files information through NEAPS – a web based application provided by NSE which facilitates online filing of Corporate Governance Report, the Shareholding Pattern by companies, Results and other disclosures.

Extensive Business Reporting Language (XBRL)

XBRL is a language for electronic communication of business and financial data. It offers major benefits to all those who have to create, transmit, use or analyze such information which aids better analysis and decision making. Ministry of Corporate Affairs (MCA) vide its circular No. 37/2011 dated June 7, 2011, had mandated certain companies to file their Annual Accounts vide this mode. The Company has filed its Annual Accounts on MCA through XBRL.

Ministry of Corporate Affairs (MCA)

The Company has periodically filed all the necessary documents with the MCA.

SEBI Complaints Redress System (SCORES)

A centralized web based complaints redress system which serves as a centralized database of all complaints received, enables uploading of Action Taken Reports (ATRs) by the concerned companies and online viewing by the investors of actions taken on the complaint and its current status.

Annual Report

In compliance with the MCA Circular and SEBI Circular dated May 05, 2022, read with MCA General Circular 20/2020 dt. 05.05.2020, No. 02/2021 dt. 13.01.2021, 19/2021 dt. 08.12.2021, 21/2021 dt. 14.12.2021 and 02/2022 dt. 05.05.2022 respectively, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-2022 will also be available on the Company's website www.aicltd.in.

General Shareholders Information**28th Annual General Meeting For F.Y Ended on March 31, 2022**

Date and Time	: September 30, 2022 at 11.00 A.M.
Venue	: Through Video Conferencing.
Registered Office	: Eastern Court, Unit- 201-202, Plot No. 12, V. N. Purav Marg, S. T. Road, Chembur, Mumbai – 400071
Telephone No.	: 022-25251149/50 Fax: 022-25291147
Website	: www.aicltd.in
E mail	: contact@aicltd.in

BOOK CLOSURE PERIOD : SEPTEMBER 24, 2022 TO SEPTEMBER 30, 2022 (BOTH DAYS INCLUSIVE).

CUT - OFF DATE FOR DIVIDEND ENTITLEMENT IF DECLARED BY MEMBERS AT THE ENSUING 28TH ANNUAL GENERAL MEETING OF THE COMPANY IS SEPTEMBER 23, 2022.

Facility of remote e-voting to its Members in respect of the business to be transacted at the ensuing 28th Annual General Meeting of the Company.

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 dated May 05, 2022, read with MCA General Circular 20/2020 dt. 05.05.2020, No. 02/2021 dt. 13.01.2021, 19/2021 dt. 08.12.2021, 21/2021 dt. 14.12.2021 and 02/2022 dt. 05.05.2022 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.



The voting period begins on **Tuesday, September 27, 2022 (9.00 A.M IST)** and ends on **Thursday, September 29, 2022 (5.00 P.M IST)**. 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) of **Friday, September 23, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

For details of the entire remote e-voting as well as the e-voting system, please refer to Note No: 29 of the Notice of the ensuing AGM attached here in above.

Financial Calendar For F.Y 2022-23

Financial reporting for:

- Quarter ending June 30, 2022 : Board Meeting held on August 08, 2022
- Quarter ending September 30, 2022 : On or before November 14, 2022
- Quarter ending December 31, 2022 : On or before February 14, 2023
- Quarter ending March 31, 2023 : On or before May 30, 2023

LISTING OF EQUITY SHARES

Ordinary Shares : **BSE Limited**
: **National Stock Exchange of India Limited**

Compulsorily Convertible Debentures : N.A.

Global Depository Receipt : N.A.

Registrars & Share Transfer Agent : **Universal Capital Securities Pvt Ltd.**
(w.e.f. June 30, 2018) (SEBI REG. NO. INR000004082)
CIN NO – U74200MH1991PTC062536
C 101, 247 Park, LBS Road, Vikhroli (West),
Mumbai - Mumbai – 400083.
Tel No. : +91 (022) 49186178-79
Fax No.: +91(022) 49186060;
Website: www.unisec.in; E-mail: info@unisec.in

Share Transfer System : In accordance with Companies Act, 2013 and rules made thereunder & SEBI (LODR) Regulation, 2015, as amended.

LISTING FEE FOR F.Y 2021-22 & F.Y. 2022- 23

The Company had paid annual listing fees to the Stock Exchanges in respect of the financial year 2021-2022. The Company has also paid annual listing fees to the Stock Exchanges in respect of the financial year 2022-23.

STOCK EXCHANGE CODES	
BSE LIMITED	531921 ISIN: INE204E01012
National Stock Exchange of India Limited	AGARIND Series: EQ

MARKET PRICE DATA OF EQUITY SHARES OF AGARWAL INDUSTRIAL CORPORATION LIMITED: HIGH, LOW, DURING THE EACH MONTH OF THE F.Y 2021-22.

Months	BSE High (₹)	BSE Low (₹)	No. of Shares traded	NSE High (₹)	NSE Low (₹)	No. of Shares traded
April'21	155.00	150.60	2294	155.05	151.15	17801
May' 21	223.00	205.20	16320	223.85	206.10	1130
June' 21	340.90	329.45	10299	340.85	329.00	1299
July' 21	355.00	340.00	7151	355.55	340.95	854
August'21	331.35	312.35	7112	332.00	311.30	1236
September' 21	358.00	331.80	17095	358.95	336.20	2498
October' 21	319.65	311.00	3478	317.00	310.20	1477
November' 21	412.45	385.00	14490	413.40	385.00	5993
December' 21	396.00	387.25	2428	396.45	390.00	1117
January' 22	562.80	510.70	28641	563.50	519.25	7575
February' 22	489.20	455.05	24293	489.05	456.65	5438
March' 22	689.40	670.15	9523	692.20	669.00	2259

Source: www.bseindia.com and www.nse-india.com

Agarwal Industrial Corporation Limited - Distribution of Shareholding as on March 31, 2022

Category of Shareholders	No. of Shares held	% to Paid up capital
Body Corporate - Ltd Liability Partnership	347400	2.6301
Clearing Members	47749	0.3615
Foreign Portfolio Investors (Corporate)	528417	4.0005
Hindu Undivided Family	238313	1.8042
Investor Education And Protection Fund	18979	0.1437
Non Resident (Non Repatriable)	38795	0.2937
Non Resident Indians	75084	0.5684
Other Bodies Corporate	470930	3.5653
Promoters	7736434	58.5704
Public	3706688	28.0623
TOTAL	13208789	100

Distribution of Equity Shareholding of Agarwal Industrial Corporation Limited as on March 31, 2022

No. of Shares held	Total Members	% of Members	Total Shares Holding	% of Total	Total Amount	Total % to Paid Up Share Capital
Upto 500	8766	89.6411	613416	4.64	6134160	4.64
501 - 1,000	439	4.4892	345685	2.62	3456850	2.62
1,001 - 2,000	240	2.4542	358489	2.71	3584890	2.71
2,001 - 3,000	85	0.8692	218499	1.65	2184990	1.65
3,001 - 4,000	45	0.4602	163609	1.24	1636090	1.24
4,001 - 5,000	37	0.3784	172655	1.31	1726550	1.31
50,001 - 10,000	63	0.6442	461227	3.49	4612270	3.49
10,001 and above	104	1.0635	10875209	82.33	108752090	82.33
Total	9779	100.00	13208789	100.00	132087890	100.00

Reconciliation of Share Capital Audit

In keeping with the requirements of the SEBI and the Stock Exchanges, a Reconciliation of Share Capital Audit by a Practicing Company Secretary is carried out at the end of every quarter to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The said audit confirms that the total issued / paid – up capital tallies with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

Reports on Corporate Governance

The Company regularly submits to the Stock Exchanges, within the prescribed period, quarterly reports on Corporate Governance through XBRL mode as mandated by BSE through its BSE Listing Centre and to NSE through NEAPS application of NSE. A certificate from a practicing Chartered Accountant on Corporate Governance is attached as an annexure to this Report.

Dematerialization of Shares & Liquidity

As at the end of March 31, 2022, shares comprising approximately 99.93% of the Company's Equity Share Capital have been dematerialized.

Status on Dematerialized shares (Equity ISIN No. INE204E01012)

Shares held through Percentage of Holding

NSDL	20.96
CDSL	78.97
Physical	0.07
Total	100.00

Investor Correspondence

For any queries, investors are requested to get in touch with the Company's Registrar & Transfer Agent at **Universal Capital Securities Pvt. Ltd.**, C 101, 247 Park, LBS Road, Vikhroli (West), Mumbai - 83. A dedicated e-mail Id. info@unisec.in has been set up for investor complaints.

DECLARATION BY THE MANAGING DIRECTOR

“As Managing Director of Agarwal Industrial Corporation Limited and as required under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, I, Jaiprakash Agarwal, hereby declare that all the members of the Board of Directors and senior management personnel have affirmed compliance with the Code of Business Conduct and Ethics of the Company for the Financial Year 2021-22.”

For Agarwal Industrial Corporation Limited

Jaiprakash Agarwal

Managing Director
(DIN:01379868)

Place: Mumbai

Date : August 30, 2022

MANAGEMENT DISCUSSION AND ANALYSIS

Management discussion and analysis (MD&A) forms a very important segment of this Annual Report wherein the Management does analysis, examination, evaluation, discussion and introspection of not only the Company's financial performance but also how fairly and honestly the implementation of its Corporate Policies on Business Risks, Corporate Governance, Regulatory Compliances were carried out and adopted by its Team Members. It also includes discussion on future plans, such as goals and new projects under consideration. Further, disclosures given in this Segment are meant to ensure that there is transparency in Company's financial performance which enable our investors to evaluate the Company and take informed investment decisions. Financial statements alone are not sufficient to judge a Company's current performance and predict the future performance. It is important to mention that some statements in this discussion describing the projections, estimates, expectations or outlook may be forward looking. Actual results may, however, differ materially from those stated, on account of various factors such as changes in government regulations, tax regimes, economic developments within India and the countries within which your Company conducts its business, exchange rates and interest rates fluctuations, impact of competition, demand and supply constraints, etc.

GLOBAL AND INDIAN BITUMEN INDUSTRY SCENARIO AN INTRODUCTION TO BITUMEN

Bitumen is a mixture of viscous, highly sticky, and black organic liquids, which is soluble in carbon disulfide and primarily consist of condensed polycyclic aromatic hydrocarbons. It is a crucial component of the asphalt, which is used to build roads, streets, and other part of infrastructure.

Bitumen is an important material that enables design and engineering of the asphalt-based streets, runways, motorways, highways, coastal protection, canal linings, driveways, airport, reservoirs, and footpaths cycle paths, parking areas as well as sports and play areas.

OVERALL INDUSTRY SCENARIO

It is a fact that the Bitumen market was negatively impacted by COVID-19 in 2020 and subsequently registered positive growth rate in 2021. According to the International Monetary Fund (IMF) projections, the global GDP growth was projected to be -4.9% in 2020. However, in 2021, global growth is projected at 5.4%. Moreover, the performance of the construction sector is projected to be affected moderately due to the impact on the liquidity of money as a result of affected income of a relatively larger section of the society, which is expected to affect the market studied. Declining investments in the road and building construction segment led to a decrease in the consumption of bitumen in applications like road construction, waterproofing of building roof and basement, sealant, filler, and adhesive, which in turn, negatively impacted the bitumen market.

- Over the short term, increasing road construction and repair activities and increasing demand for bitumen as filler, adhesive, and sealant from the commercial and domestic building construction sectors are expected to drive the bitumen market's growth. For instance, several major infrastructure construction investments are also noticed in Middle Eastern countries, where about 1,069 road projects were underway as of February 2020, which is likely to enhance the market demand for road construction and repair activities.
- Increasing environmental concerns regarding bitumen and unfavorable conditions arising due to the impact of COVID-19 are hindering the market's growth.
- R&D on bitumen processing to improve road infrastructure and development of high-performance bitumen products like shell cariphalte, shell mexphalte, and others are likely to create opportunities for the market in the coming years.

- The Asia-Pacific region is expected to dominate the market, and it is also likely to witness the highest CAGR during the forecast period. Robust growth in construction activities in the Asia-Pacific region is also expected to drive the market growth in the forecast period.

It may be further noted the bitumen market was estimated at over 100 million metric ton in 2020, and the market is projected to register a CAGR of more than 4 % during the forecast period (2022-2027).

INDIAN BITUMEN INDUSTRY SCENARIO

The infrastructure development programs initiated by Government of India such as Bharatmala project, Golden quadrangle project, construction of various industrial and economic corridor like Delhi-Mumbai Industrial Corridor, Bengaluru-Mumbai Economic Corridor, Chennai-Bengaluru Economic Corridor, Vizag-Chennai Industrial Corridor, and Amritsar-Kolkata Industrial Corridor for the construction of highways and expressways drive the demand for bitumen. In addition, government initiatives such as Pradhan Mantri Gram Sadak Yojana that includes provision of good all-weather road connectivity to unconnected villages of the country is anticipated to drive the growth of the market. Moreover, bitumen is widely used in waterproofing of roof of the building. Therefore, government initiatives such as “Smart City Mission” and Pradhan Mantri Awas Yojana (PMAY) that includes construction of houses in urban and rural areas boost the market growth. Significant development in the Indian construction industry along with industrial development across the country drive the growth of the bitumen industry in the coming years. However, growing health & environmental concerns over production and usage of bitumen, human health & environmental issues associated with bitumen, unsettled crude oil prices, and rise in the usage of an alternative for bitumen is expected to restrain the growth of the market. Moreover, development of bio-based bitumen and EME (Enrobés á Module Elevé) binder is expected to provide growth opportunities for the India bitumen market in near future.

Based on end-user industry, the India bitumen market is segmented into road construction, waterproofing, and others. Road construction is further classified into airports & runways and highways & expressways. Road construction segment is likely to garner the higher market share during the forecast period, owing to rise in infrastructural development activities initiated by the Government of India (GoI) that has led to construction of new highways & expressways and airports across the country.

Based on type, the India bitumen market is segmented into paving grade bitumen, oxidized bitumen, polymer modified bitumen, and bitumen emulsions. Paving grade bitumen is likely to garner the higher market share during the forecast period, owing to its growing demand and usage in road construction activities.

Based on region, the market is analyzed across North India, South India, East India, Northeast India, and West India. North India is expected to garner the highest market share during the forecast period due growing construction and infrastructural development activities across the states in North India. This factor is expected to increase the India bitumen market size from 2019 to 2026. According to a new report published by Allied Market Research, titledb market was valued at \$2.8 billion in 2018, and is projected to reach \$3.6 billion by 2026, growing at a CAGR of 2.8% from 2019 to 2026.

Key Finding of The India Bitumen Market:

- The East India bitumen market is predicted to hold a share of over 23.8% by 2026.
- The road construction segment is expected to garner the highest share of over 76.0% by 2026.
- The North India bitumen market is expected to grow at the fastest CAGR of 3.4% during the forecast period.
- The paving grade bitumen is expected to dominate the market, garnering a India Bitumen market share of 64.7%, during the forecast period.

The key players operating in the Indian bitumen industry include Indian Oil Corporation Ltd., Hindustan Petroleum Corporation Limited, Bharat Petroleum Corporation Ltd., Oil & Natural Gas Corporation Ltd., Total India, Tiki Tar Industries India Ltd and last but not the least Agarwal Industries Corporation Limited (Your Company) .

BRIGHT FUTURE

Hefty Demand Due to Increasing Road Construction Activities

- Most of the bitumen consumed is processed into asphalt for road construction. Asphalt is a mixture of rock aggregates and bitumen. Bitumen serves as a binding agent and is responsible for the stability of asphalt.
- Depending on the type of bitumen or composition of the mixture used, asphalt roads can be made suitable for regions with different climatic conditions or various levels of operational demands. Asphalt is also used for airport runways, parking decks, and working areas in ports.
- In developing economies in Asia-Pacific, infrastructure activities are expected to increase significantly, especially in the transportation sector, owing to increasing urbanization and shifting focus toward developing secondary sectors in these countries. Furthermore, increasing economic prosperity is driving the infrastructure financing toward consumer sectors, including transportation and manufacturing, which provide and distribute raw materials for consumer goods.
- In 2021, 13,298 kms of highway was constructed across India. In June 2021, the Ministry of Road Transport and Highways constructed 2,284 kms of national highways compared with 1,681 kms in June 2020.
- Under NIP, India has an investment budget of USD 1400 billion on infrastructure 19% on roads & highways. India's recently passed budget to develop several industrial corridors which includes Delhi-Mumbai Industrial Corridor, Amritsa-Kolkatta Industrial Corridor, Vizag-Chennai Industrial Corridor, Bengaluru-Chennai Industrial Corridor and Bengaluru-Mumbai Industrial Corridor. These projects expected to completed by March 2025, which are expected to increase the demand for bitumen in the coming years.
- Owing to all these factors, the bitumen market is likely to grow globally during the forecast period.

Scope of The Asia-Pacific Region is Expected to Dominate the Market

- The Asia-Pacific region dominated the global market share. In Asia-Pacific, China is the largest economy, and the growth in the country remains high, but it is gradually diminishing as the population is aging and the economy is rebalancing from investment to consumption, manufacturing to services, and external to internal demand.
- While the residential sector is enjoying a strong recovery, the results for the office, retail, and logistics sectors have been mixed. The office markets in Tier 1 cities (including Beijing, Shanghai, and Shenzhen) generally remain healthy and continue to enjoy strong demand for office space, driven by the information technology (IT) and finance sectors.
- India has the second-largest road network in the world, spanning a total of 5.89 million kilometres (kms). This road network transports 64.5% of all goods in the country and 90% of India's total passenger traffic uses road network to commute. Road transportation has gradually increased over the years, which in turn, stimulates the demand for bitumen.
- In 2020, the total length of national highways in India was around 1,34,400 kilometers, and the aim is to add another 60,000 kilometers by 2025, which is likely to stimulate the demand in the bitumen market in the country.
- Due to all such factors, the market for bitumen in the region is expected to have rapid growth during the forecast period.

OUR OPERATIONS – BUSINES SEGMENTS

Manufacturing Of Bitumen & Bituminous Products

The Company is a leading manufacturers and importers of Bitumen & Bituminous products and our plants are located at Belgaum, Hyderabad, Taloja, Baroda and Cochin* .We manufacture and trade quality products like Paving grade Bitumen. Industrial Grade Bitumen, Bitumen Emulsions, Modified Bitumen, Bitumen Coat, Bitumen Paints, Bitumen Insulation material etc which are known for their quality and standard. Our profound background of being in the logistics business (transportation of Bitumen & LPG) has been a key factor to foray into this segment. Your Company has excellent professional relations with all major road contractors in India due to Company's ethical, transparent and good governance policies. (* through its wholly owned subsidiary)

Additional Manufacturing and Storage Facilities at Company's newly acquired Industrial Plot at Taloja, Raigad, Maharashtra

Your Board is pleased to inform that additional manufacturing and storage facilities have been installed at newly acquired Industrial Plot at Taloja, Raigad, Maharashtra , adjacent to the existing Plant which would gradually enhance its top and bottom line in due course. The entire capex was sourced from Company's internal accruals.

Manufacturing & Storage Facilities at Guwahati

Your Company's ongoing installation of manufacturing and storage facilities of Bitumen and other value added Bituminous products at Guwahati, Assam is in full swing and would soon start full-fledged operations to expand and develop Bitumen trade in Eastern states as Bitumen is extensively used in infrastructure projects more specifically in road construction projects initiated by the State Government.

BULK BITUMEN STORAGE FACILITIES

Your Company has excellent Bulk Bitumen Storage facilities to effectively handle and market bitumen imports at Karwar, Haldia, Dighi, Maharashtra and Hazira, Gujarat.

BULK BITUMEN TRANSPOTATION

We are the pioneers of logistics in Bitumen, which is predominantly used in road construction business. It can be procured either in bulk or in packed form. In either case the product has to be dispatched to the construction site or to the storage facilities of our industrial consumers. The bulk bitumen is transported via specially designed tankers that are insulated and have pumping facility for loading and unloading the bitumen. Most of our Bitumen tankers are under contract with major oil Companies in India like HPCL, BPCL and IOCL and by other major consumers of the product.

BULK LPG TRANSPOTATION

We are amongst the leading transporters of LPG in India, which is the most widely used fuel for domestic as well as industrial purposes. While we already own a large fleet of tankers, we also hire tankers on long term contracts to cater to the demand from customers LPG is mainly sourced from domestic refineries and via bulk imports. Bulk LPG is mainly transported from the source to the industrial user or to their bottling plants through specially designed tankers LPG, being highly inflammable, require tankers that take care of all safety aspects while loading, transporting and unloading. Most of the LPG tankers are under contract with major oil Companies like HPCL, BPCL and IOCL.

POWER GENERATION THROUGH WIND MILLS

Wind Mills

The Company has diversified into Non-Conventional energy generation by installing wind mills at Rajasthan and Maharashtra, keeping in view of the likely shortage of energy resources in future. Your Company has one Windmill at Dhulia, Maharashtra and two in Jaisalmer, Rajasthan.

AUTHORIZED SERVICE CENTRE OF ASHOK LEYLAND

We own a large fleet of tankers which necessarily calls for regular periodic checks and maintenance. As also, our entire fleet of tankers comes from the Ashok Leyland stable. Both these factors influenced our decision to set up an authorized service center, for Ashok Leyland vehicles, within the Company. Not only does this ensure a timely turnaround of the fleet serviced but is an economically beneficial proposition for the Company. We have our own workshop and maintenance facilities at strategic locations like Mumbai, Baroda and Jodhpur.

FINANCIAL PERFORMANCE AND OPERATIONS

Major indicators of your Company's financial performance for the F.Y ended March 31, 2022 are presented in the accompanying Audited Financial Statements. These financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendments) Rules, 2016. The Company has adopted Ind AS from April 01, 2017 for the first time and accordingly these financial results are Ind AS 101 (First Time Adoption of Indian Accounting Standards) compliant.

RESULTS OF OPERATIONS (Standalone)

The total Revenue of the Company for the Financial Year ended March 31, 2022, is ₹ **141486.17 Lakhs** as compared previous year's total Revenue of ₹ **83895.26 Lakhs** thus indicating an increase of 69% over the previous year. Further, Profit before Tax and Profit after Tax were ₹ **5212.97 Lakhs** and ₹ **3856.09 Lakhs** respectively during the year under review as against ₹ 2963.87 Lakhs and ₹ **2155.20 Lakhs** in the corresponding previous year, reporting an increase of about 76% and 66% over the previous financial year.

DIVIDEND

Your Directors have recommended a dividend of ₹ 2.00 per equity share of the face value of ₹10/- each fully paid up for the financial year ended March 31, 2022. The dividend distribution is subject to approval of the members of the Company at the ensuing Annual General Meeting.

Pursuant to the amendments introduced by the Finance Act, 2020 the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders w.e.f. 1st April 2020. **No tax will be deducted on payment of dividend to the resident individual shareholders if the total dividend paid does not exceed ₹ 5,000/-.** The withholding tax rate would vary depending on the residential status of the shareholder and documents registered with the Company.

SHARE CAPITAL

On 1st April 2022 Issued and Paid up Share capital of the Company was comprised of 1,02,58,747 Equity Shares of Face Value of ₹ 10/- each amounting to ₹10,25,87,470/- paid up capital of the Company. However during the year under review following changes have occurred.

PREFERENTIAL ISSUE OF EQUITY SHARES.

The Company has issued and allotted 11,88,042 Equity Shares at a price of ₹ 105.20 per Equity Share aggregating to ₹ 12,49,82,018.40 (Rupees Twelve Crore Forty Nine Lakhs Eighty Two Thousand and Eighteen and Forty Paise only) for consideration other than cash to the Members of Agarwal Translink Private Limited (ATPL), a group Company, in lieu of purchase of the entire equity holding of all the Members of the said group Company, in accordance with the Board Resolution dated April 09, 2021 passed by the Board of Directors of the Company and with the Shareholders' approval vide Special Resolution dated February 10, 2021 and in accordance with all related SEBI regulations / provisions of the Companies Act, 2013 and Rules made thereunder, as amended / all other regulatory compliances as applicable in this regard.

PREFERENTIAL ISSUE OF WARRANTS.

Furthermore, the Company, has also issued and allotted 35,11,000 convertible warrants, each carrying a right to subscribe to one Equity Share per Warrant, at a price of ₹ 105.20 per Warrant aggregating to ₹ 36,93,57,200 (Rupees Thirty Six Crore Ninety Three Lakhs Fifty Seven Thousand and Two Hundred Only), to Promoters/ Promoters Group and under Public Category in accordance with the Board Resolution dated April 09, 2021 passed by the Board of Directors of the Company and with the Shareholders' approval vide Special Resolution dated February 10, 2021 and in accordance with all related SEBI regulations / provisions of the Companies Act, 2013 and Rules made thereunder, as amended / all other regulatory compliances as applicable in this regard.

Also, the Company, converted above Warrants as follows:

- (a) 4,00,000 Warrants into 4,00,000 Equity Shares of the Face Value of ₹ 10/- each at a premium of ₹95.20/- per share , out of total 18,00,000 Warrants allotted under the Public Category in the Meeting of Board of Directors held on June 15, 2021. The newly allotted Equity Shares have been listed on BSE and NSE.
- (b) 2,19,000 Warrants into 2,19,000 Equity Shares of the Face Value of ₹ 10/- each at a premium of ₹95.20/- per share , out of total 17,11,000 Warrants allotted to Promoters / Promoters Group in the Meeting of Board of Directors held on August 13, 2021. The newly allotted Equity Shares have been listed on BSE and NSE.
- (c) 4,00,000 Warrants into 4,00,000 Equity Shares of the Face Value of ₹ 10/- each at a premium of ₹95.20/- per share, out of total 18,00,000 Warrants allotted under the Public Category in the Meeting of Board of Directors held on August 13, 2021. The newly allotted Equity Shares have been listed on BSE and NSE.
- (d) 2,43,000 Warrants into 2,43,000 Equity Shares of the Face Value of ₹ 10/- each at a premium of ₹ 95.20/- per share , out of total 17,11,000 Warrants allotted to Promoters / Promoters Group in the Meeting of Board of Directors held on October 20, 2021. The newly allotted Equity Shares have been listed on BSE and NSE.
- (e) 5,00,000 Warrants into 5,00,000 Equity Shares of the Face Value of ₹ 10/- each at a premium of ₹95.20/- per share, out of total 18,00,000 Warrants allotted under the Public Category in the Meeting of Board of Directors held on October 20, 2021. The newly allotted Equity Shares have been listed on BSE and NSE.
- (f) 12,49,000 Warrants into 12,49,000 Equity Shares of the Face Value of ₹ 10/- each at a premium of ₹95.20/- per share , out of total 17,11,000 Warrants allotted to Promoters / Promoters Group in the Meeting of Board of Directors held on June 09, 2022. The newly allotted Equity Shares have been listed on BSE and NSE.

Keeping in view of above, the Issued and Paid up Capital of the Company is comprised of 1,44,57,789 Equity Shares of Face Value of ₹10/ each amounting to ₹14,45,77,890 /- as on date.

AMOUNT TO BE CARRIED TO OTHER EQUITY

The Company has transferred ₹ **22427.45 Lakhs** to the Other Equity for the F.Y. March 31, 2022 after appropriating ₹**224.38** Lakhs towards dividend paid for the F.Y. ended March 31, 2021.

CAPITAL EXPENDITURE

As at March 31, 2022, the Capital Expenditure during the year under review amounted to ₹ **836.59 Lakhs** including Work in Progress (WIP) amounted to ₹ **210.61 Lakhs**.

SEGMENTWISE/PRUDUCTWISE PERFORMANCE

For Segment wise/ Product wise performance of the Company, please refer to Financial Statements of the Company.

AUDITED CONSOLIDATED FINANCIAL STATEMENTS

The Audited Consolidated Financial Results for the F.Y ended on March 31, 2022 include the financial results of its Wholly Owned Subsidiary (WOS) Companies- (i) Bituminex Cochin Private Limited, and (ii) AICL Overseas FZ-LLC and (iii) Agarwal Translink private Limited

Agarwal Translink Private Limited became Wholly Owned Subsidiary Company of the Company due to acquisition of entire shareholding from the erstwhile shareholders of the Company as stated under the heading Share Capital mentioned above.

These Audited Financial Results have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards)(Amendments) Rules, 2016.

CoVID-19 PENDING

Your Directors assure you that the state of affairs of the Company and the Business Scenario continues to be normal in the continued CoVID-19 pandemic and your Board projects bright future of the Company in coming years.

OUR STRENGTHS

- India's first largest Bitumen Company in Private Sector.
- Promoters with profound Industry Experience of 38 plus years.
- Well diversified Company: Manufacturing & Trading of Bitumen and other value added products; Transportation of Bulk Bitumen & LPG; Power Generation through Wind Mills.
- Bulk Bitumen Storage facilities near ports for effective and optimum handling of bitumen imports.
- Consistently Dividend Paying Company
- Bitumen manufacturing is our finest forward integration and is an extension of our parent Business i.e. Bitumen Bulk Transportation.
- Strong Suppliers & Client relationship continuing for past many years.
- Comprehensive consolidated financial Strength through Wholly Owned Subsidiary Companies incorporated in UAE under the name "AICL OVERSEAS" in Ras Al Khaimah Economic Zone (RAKEZ) in United Arab Emirates (UAE) for undertaking various ship/vessel /ocean related activities and already existing Wholly Owned Subsidiary Company named Bituminex Cochin Private Limited. Post financial year ended March 31, 2022, Agarwal Translink Private Limited (ATPL) , a group Company, in lieu of purchase of the entire equity holding of all the Members of the said group Company, became Company's wholly owned subsidiary Company (WOS).
- Our above overseas WOS owns fleet of 6 (Six) large Vessels having total capacity of 38,500 MT which are used in importing raw bitumen from oil producing countries. The economies we achieve with our own fleet of marine vessels and road transport vehicles enable your Company to outbid competitors, secure tenders and ensure high standards of supply and services to its valued customers.
- Cost Advantages through bulk imports.
- Being amongst the largest fleet operators of specialized Bitumen and LPG Tankers in the country adds to customer comfort and ensures supply reliability.

- Market share gain over the years, spurred by superior product quality and increased customer satisfaction though no identified identical business peer.
- Majority of our manufacturing facilities are ISO Certified.
- All major capex till date from capital infusion and internal accruals so far thus improving bottom line through saving financial costs.
- Benefits of Listed Company - Capital appreciation, liquidity and transparency of operations..
- Geographically well located Company in different parts of the country.

For details, please refer to relevant sections of Directors' Report.

OUR CHALLENGES

- Imports – Shipments at Right time, Right Pricing, Quality Material.
- Pricing – Competition with other players in the Industry.
- Continuous development of Infrastructure Sector.
- Timely payment to our clients from the related government authorities.
- Cost reduction/cost minimization through consistent guidance and motivational efforts. at all levels of operations

OUR OPPORTUNITIES

- Directly related to Infrastructure projects which are under Govt's priority agenda.
- Endless opportunities for expansion of Bitumen Products as road construction within the ambit of infrastructural growth.
- Tremendous scope for developing Value Added Products with potential of higher margins.
- Huge deficit in bitumen indigenous supply and demand leaving tremendous scope for imports
- Huge deficit in power demand and power supply leaving tremendous scope for expansion of

Wind Power Mills

- Having own manufacturing plants and bulk imports minimize dependency on oil Companies.

OUR THREATS

There are no major business / industry threats before us as ours is a well-diversified and fundamentally strong Company with clear vision for future growth and prosperity and is under priority infrastructure sector. However, there are some factors which are beyond the control of the Company viz. impact due to fluctuations in the economy caused by changes in global and domestic economies, competition in the industry, changes in government policies and regulations, fluctuations in interest rates etc. which are common to all sectors, so we are no exception. Nevertheless, your Company ensures all safeguards to combat any such eventuality .to the best of its ability and vast industry experience.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has in place an adequate system of internal controls, with documented procedures covering all corporate functions. Systems of internal controls are designed to provide reasonable assurance regarding the effectiveness and efficiency of operations, the adequacy of safeguards for assets, the reliability of financial controls, and compliance with applicable laws and regulations. The Audit Committee of the Board oversees the adequacy of the internal control environment through regular reviews of the audit findings and monitoring implementations of internal audit recommendations through the compliance reports submitted to them.

MANPOWER

Your Company is committed to attract, develop and retain high quality talent. We promote culture of higher commitment and entrepreneurial approach across all over management positions to foster organization's growth. During the year under report, your Company maintained harmonious and cordial industrial relations with its staff and employees.

PROTECTION OF WOMEN AT WORK PLACE

The Company has formulated a policy on 'Protection of Women's Rights at Workplace' as per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

There were no cases of sexual harassment received by the Company in 2021-22 & between the end of the financial year and the date of this Report.

SAFETY, HEALTH AND DEVELOPMENT

Safety, health and development of human resources is our paramount objective and your Company actively pursues measures to sustain and improve the same on regular basis.

MANAGEMENT INFORMATION SYSTEMS (MIS)

Effective Management Information Systems are core to any successful business and your Company is supported and empowered by installing updated and advanced MISs to be in forefront of this competitive industry.

FORM NO. AOC -2

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

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

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

Sr. No.	Particulars	Details
	Name (s) of the related party & nature of relationship	----As per Annexure-A enclosed *----
	Nature of contracts/arrangements/transaction.	
	Duration of the contracts/arrangements/transaction	
	Salient terms of the contracts or arrangements or transaction including the value, if any	
	Justification for entering into such contracts or arrangements or transactions'	
	Date of approval by the Board	
	Amount paid as advances, if any	
	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

* (please refer to Annexure A attached herewith)

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

Sr. No.	Particulars	Details
	Name (s) of the related party & nature of relationship	----As per Annexure-A enclosed *---
	Nature of contracts/arrangements/transaction	
	Duration of the contracts/arrangements/transaction	
	Salient terms of the contracts or arrangements or transaction including the value, if any	
	Date of approval by the Board Amount paid as advances, if any	

**Forming part of Form AOC-2 above
RELATED PARTY TRANSACTIONS**

(₹ in Lakhs)

NAME	NATURE OF RELATION	DURATION OF THE CONTRACTS/ ARRANGEMENTS/ TRANSACTION	SALIENT TERMS OF THE CONTRACTS OR ARRANGEMENTS OR TRANSACTION INCLUDING THE VALUE, IF ANY	F.Y. 2021-22
Mr. Jaiprakash Agarwal	Managing Director	Three Years w.e.f. 01.04.2019	Remuneration	60.00
Mr. Ramchandra Agarwal	Whole Time Director	Three Years w.e.f. 01.04.2019	Remuneration	54.00
Mr. Lalit Agarwal	Whole Time Director	Three Years w.e.f. 01.04.2019	Remuneration	54.00
Mr. Lalit Agarwal	Whole Time Director	Three Years w.e.f. 01.04.2019	Rent	17.04
Mr. Jaiprakash Agarwal	Managing Director	Three Years w.e.f. 01.04.2019	Rent	13.20
Mr. Vipin Agarwal	Chief Financial Officer	Year to Year Basis	Remuneration	18.00
Ms. Dipali Pitale	Company Secretary	Year to Year Basis	Remuneration	4.79
Mr. Nilesh Agarwal	Relatives of KMP	Year to Year Basis	Salary	14.40
Mr. Mukul Agarwal	Relatives of KMP	Year to Year Basis	Salary	15.00
Mr. Virel Agarwal	Relati Relatives of KMP	Year Year to Year Basis	Salar Salary	6.00
ANZ Transporters	Firm in which Directors are Partners	Year to Year Basis	Transportation paid	370.91
ANZ Transporters	Firm in which Directors are Partners	Year to Year Basis	Transportation Recd	216.58
ANZ Transporters	Firm in which Directors are Partners	Year to Year Basis	Labour charges Recd	7.31
ANZ Transporters	Firm in which Directors are Partners	Year to Year Basis	Spare Parts & Oil	6.70
Agarwal Gas Carriers	Firm in which Directors are Partners	Year to Year Basis	Transportation paid	166.96
Agarwal Gas Carriers	Firm in which Directors are Partners	Year to Year Basis	Labour charges Recd	6.61
Agarwal Gas Carriers	Firm in which Directors are Partners	Year to Year Basis	Spare Parts & Oil	6.62
Agarwal Translink P. Ltd	Company in which Directors are Directors	Year to Year Basis	Transportation paid	635.45
Agarwal Translink P. Ltd	Company in which Directors are Directors	Year to Year Basis	Transportation Recd	373.18
Agarwal Translink P. Ltd	Company in which Directors are Directors	Year to Year Basis	Labour charges Recd	4.02

(₹ in Lakhs)

NAME	NATURE OF RELATION	DURATION OF THE CONTRACTS/ ARRANGEMENTS/ TRANSACTION	SALIENT TERMS OF THE CONTRACTS OR ARRANGEMENTS OR TRANSACTION INCLUDING THE VALUE, IF ANY	F.Y. 2021-22
Agarwal Translink P. Ltd	Company in which Directors are Directors	Year to Year Basis	Spare Parts & Oil	3.72
Agarwal Translink P. Ltd	Company in which Directors are Directors	Year to Year Basis	HSD/OIL	602.62
Agarwal Motor Repairs	Proprietorship	Year to Year Basis	Transportation Recd	337.83
Murlidhar Ishwardas Balotra	Concern in which Relative of KMP are interested	Year to Year Basis	Purchase of HSD/OIL	11.75
Balaji Tyres	Proprietorship	Year to Year Basis	Tyres and Spare Parts purchased	93.81
Shree Balaji Engineering Work	Proprietorship	Year to Year Basis	Fixed Asset purchased	1.26
Bituminex Cochin Pvt Ltd	100% Subsidiary	Year to Year Basis	Sale of Material to Subsidiary	135.74
Bituminex Cochin Pvt Ltd	100% Subsidiary	No fixed duration	Security Commission paid	1.15
AICL Overseas FZ-LLC	100% Subsidiary	No fixed duration	Interest Received	545.99
AICL Overseas FZ-LLC	100% Subsidiary	No fixed duration	Guarantee Commission	50.00
AICL Overseas FZ-LLC	100% Subsidiary	No fixed duration	Loan Given	728.30
Bright Bitumen Pvt Ltd	Company in which Directors are Directors	No fixed duration	Advance against Supply	325.00



MANAGING DIRECTOR / CFO CERTIFICATE

1. We have reviewed Financial Statements and the Cash Flow Statement of Agarwal Industrial Corporation Ltd for the year ended March 31, 2022 and to the best of our knowledge and belief:
 - i. These statements do not contain any materiality untrue statement or omit any material fact or contain 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.
2. There are, to the best of our knowledge and belief, no transaction entered into by the Company during the year which is fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such controls.
4. We have indicated to the Auditors and the Audit Committee
 - i. that there are no significant changes in internal control over financial reporting during the year;
 - ii. that there are no significant changes in accounting policies during the year; and
 - iii. that there are no instances of significant fraud of which we have become aware.

Vipin Agarwal
(Chief Financial Officer)

Jaiprakash Agarwal
(Managing Director)

Place: Mumbai

Date: August 30, 2022

AUDITORS CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,

The Members,

Agarwal Industrial Corporation Limited

We have examined the compliance of the conditions of Corporate Governance by Agarwal Industrial Corporation Ltd. for the financial year ended March 31, 2022, as stipulated in Regulation 34 & Schedule V of SEBI LODR Regulations, 2015 as amended. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination is limited to the procedures and implementation thereof, adopted by the Company for ensuring such compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion.

In my opinion and to the best of my information and according to the explanations given to us, we certify that the Company has complied in all material respect with the conditions of Corporate Governance as stipulated in the above mentioned in the Regulations.

We further 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 LADHA SINGHAL & ASSOCIATES

Chartered Accountants

(FRN. No. 120241W)

(Ajay Singhal)

Partner

M. No. 104451

Place: Mumbai

Date: August 30, 2022

P. M. VALA & ASSOCIATES
COMPANY SECRETARIES

Shop No.1, Laxmi Sadan CHS. Ltd., Opp. New Rose Villa,
Daji Ramchandra Road, Charai, Thane (West) - 400 601
Phone: 022-2538 0966 / Cell: 98696 99875 / 88794 10333
E-mail: rrajguroo@yahoo.co.in / pmvala@yahoo.co.in

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members,
Agarwal Industrial Corporation Limited
CIN: L99999MH1995PLC084618
Eastern Court, Unit No. 201-202
Plot No.12, V. N. Purav Marg, S. T. Road,
Chembur, Mumbai - 400 071

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Agarwal Industrial Corporation Limited (CIN:L99999MH1995 PLC084618)** and having Registered Office Eastern Court, Unit No. 201-202, Plot No.12, V. N. Purav Marg, S. T. Road, Chembur, Mumbai - 400 071 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C Clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on **March 31, 2022** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1	Jai Prakash Agarwal (Managing Director)	01379868	September 30, 2010
2	Ram Chandra Agarwal (Whole Time Director)	02064854	January 13, 1995
3	Lalit Agarwal (Whole Time Director)	01335107	January 13, 1995
4	Mahendra Agarwal (Non-Independent, Non-Executive)	01366495	January 13, 1995
5	Rajkumar Moolraj Mehta (Independent Director)	01729041	February 14,2007
6	Harikrishna Rameshchandra Patni (Independent Director)	01316552	February 14,2007
7	Alok Bharara (Independent Director)	02720802	May 6, 2011
8	Priti Anil Lodha (Independent Women Director)	02182233	September 30, 2014

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For P. M. Vala & Associates,
Company Secretaries
ICSI Unique Code: I2001MH250600
Peer Review No.1884/2022**

**P. M. Vala
(Proprietor)
FCS No. 5193, COP No. 4237
UDIN: F005193D000400379**

Place: **Thane**
Date: **26th May' 2022**

ANNUAL REPORT ON CSR ACTIVITIES

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs.

The Corporate Social Responsibility (CSR) activities of the Company are continued to be guided by the Vedik Mantra "Sarve Bhavantu Sukhinah, Sarve Santu Nirmaya" meaning "ALL SHOULD BE BLESSED AND HAPPY". The vision and philosophy of CSR Policy embodies the concept of Trusteeship and common good, and lays the foundation for ethical, value based and transparent functioning. This philanthropic approach has taken the Company to higher levels of success and respect. The Company believes that the true and full measure of growth, success and progress lies beyond balance sheets or conventional economic indices. It is best reflected in the difference that business and industry make to the lives of people.

The CSR Policy (revised on 12th November 2021) broadly outlines the Company's responsibility as a corporate citizen and lays down the parameters, guidelines and mechanism for undertaking activities for welfare & sustainable development of the community at large for common good. The vital elements of CSR is the continuing commitment by business to ethical principles, protection of human rights, care for the environment while improving the quality of life of all the stakeholders including the local community and society at large.

The Company would carry out its CSR activities with the objectives of overall National and Community Development. At the same time the Company would give preference to the local areas around the locations where it operates in India like Jodhpur, Mumbai, Baroda, Belgaum, Hyderabad, Guwahati (work-in-progress), Jaisalmer, Dhulia, Taloja, Haldia, Karwar, Hazira and Mangalore etc. The Company would continue to undertake CSR activities to do overall good to the community with special emphasis on activities for the benefit of the poor and needy Sections of the society. In particular the Company will undertake CSR activities as specified in Schedule VII to the Companies Act, 2013 but presently focus is to the following:

- i. Eradicating hunger poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water.
 - ii. Promoting education, including special education and employment enhancing vocational skills especially among children, women elderly and the differently abled and livelihood enhancement projects.
 - iii. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups.
 - iv. For Company's CSR policy, including overview of projects or programs proposed to be undertaken, please refer to the web-link <https://aicltd.in/investor-relation/>
2. The Composition of the CSR Committee:

The Company has constituted a CSR Committee of the Board consisting of Mr. Jaiprakash Agarwal, Managing Director, Mr. Lalit Agarwal, Whole Time Director and Mr. Alok Bharara, an Independent Director.
 3. Average net profit of the Company for last three financial years: ₹ 2326.85 Lakhs
 4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above): ₹ 46.54 Lakhs.
 5. Details of CSR spent during the financial year ended March 31, 2022:
 - a. Total amount to spent for the financial year: ₹ 46.53 Lakhs
 - b. No amount left unspent

c. Manner in which the amount spent during the financial year is detailed below:

(DURING FINANCIAL YEAR: 2021-22)

Sr. No.	CSR project/activity	Sector	Agency	Amount expended (in ₹)
1.	Promoting education	Promoting education	P P Kharpatil Education Society	60,00,000/-
2.	Donation of Mask	Promotion of Health & Education	Self-Activity	3,72,373/-
3.	Donation of Mask	Promotion of Health & Education	Self-Activity	3,49,000/-
4.	Donation of Sanitizer	Promotion of Health & Education	Self-Activity	7,44,285/-
5.	Oxygen Plant	Promotion of Health & Education	Agarwal Welfare Society	2,51,000/-
6.	Donation of Mask	Promotion of Health & Education	Self-Activity	2,77,000/-
7.	Distribution of Food Packets	Eradicating Hunger	Self-Activity	15,000/-
8.	Distribution of Food Packets	Eradicating Hunger	Self-Activity	18,100/-
9.	Distribution of Food Packets	Eradicating Hunger	Self-Activity	41,400/-
10.	Distribution of Food Packets	Eradicating Hunger	Self-Activity	1,60,250/-
11.	Distribution of Food Packets	Eradicating Hunger	Self-Activity	20,550/-
12.	Health care	Meditation & Social Welfare	Vipasana Sadhana Samiti	3,51,000/-
13.	Orphanage/ old age homes/ destitute persons	Engaged in Child and Old age people welfare	Navjeevan Sansthan	11,500/-
14.	Distribution of Food Packets	Eradicating Hunger	Self-Activity	1,09,690/-
15.	Distribution of Food Packets	Eradicating Hunger	Self-Activity	20,000/-
	TOTAL			87,41,148/-

6. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

The CSR Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company

Date: Mumbai
Place: August 30, 2022

Jaiprakash Agarwal
Managing Director and Chairman of CSR Committee

Results of Operations for the year ended March 31, 2022
Consolidated Financial Results

The following table sets forth financial information of the Company for the year ended **March 31, 2022**

Particulars	2021-2022	2020-2021
	₹ in Lakhs	₹ in Lakhs
Total Revenue	160199.06	90549.83
Profit before Depreciation, Finance Costs and Tax	10950.57	7290.70
Less: Depreciation	1973.38	1444.98
Less: Finance Costs	1223.69	976.47
Profit before Tax & Exceptional Item	7753.49	4869.25
Less: Exceptional Items		
Profit/(Loss) before Tax	7753.49	4869.25
Less: Tax Expense	1384.61	815.93
Profit/ (Loss) for the year	6368.89	4053.32
Other Comprehensive Income - Loss	137.86	(39.64)
Total Comprehensive Income for the year	6506.74	4013.68
Out of Total Comprehensive Income above		
(a) Profit for the year attributable to:		
(i) Owners of the parent	6368.89	4053.32
(ii) Non-controlling interests	-	-
(ii) Non-controlling interests	-	-
(b) Other comprehensive income - Loss attributable to:	-	-
(i) Owners of the parent	137.87	(39.64)
(ii) Non-controlling interests	-	-
(c) Total comprehensive income attributable to:		
(i) Owners of the parent	6506.74	4013.68
(ii) Non-controlling interests	-	-

AGARWAL INDUSTRIAL CORPORATION LIMITED

**AUDITED STANDALONE
FINANCIAL STATEMENTS FOR FINANCIAL
YEAR ENDED MARCH 31, 2022**

INDEPENDENT AUDITOR'S REPORT

To The Members of Agarwal Industrial Corporation Limited

Report on the Standalone Financial Statements

1. We have audited the Standalone financial statements of **Agarwal Industrial Corporation Limited** ("the Company"), which comprise the Standalone Balance Sheet as at 31st March, 2022, and the Standalone Statement of Profit and Loss (including other comprehensive income), the Standalone Statement of Changes in Equity and the Standalone Statement of cash flows and for the year then ended and, notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2022, and its profit and other comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Basis of Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) 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 Standalone 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 financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

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

5. **The Key Audit Matter**

Revenue is one of the key profit drivers and is therefore susceptible to misstatement. Cut-off is the key assertion insofar as revenue recognition is concerned, since an inappropriate cut-off can result in material misstatement of result for the year.

5. **How was the matter addressed in our audit**

Our audit procedures with regard to revenue recognition included testing controls, automated and manual, around dispatches / deliveries, inventory reconciliations and circularization of receivable balances, substantive testing of cut-off and analytical review procedure.

Information other than the financial statements and auditors' report thereon

6. The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance, but does not include the standalone 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.
7. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
8. In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

9. The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing and detecting the 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
10. In preparing the standalone financial statements, management and Board of Directors are 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 is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

11. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.
12. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also :
 - Identify and assess the risks of material misstatement of the standalone 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 controls.
 - Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial 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 in the standalone financial statements 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 financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
13. 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.
14. 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.

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

Report on other Legal and Regulatory Requirements

16. As required by section 197(16) of the Act, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
17. 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 Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
18. As required by section 143(3) of the Act, we report that:
- 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.
 - 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.
 - The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.
 - On the basis of 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.
 - 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".
 - With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - The Company has disclosed the impact of pending litigations as at 31st March 2022 on its financial position in note no. 36 of its standalone financial statements;
 - The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses; and
 - There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.
 - The Company has declared and paid dividend during the year which is in compliance with section 123 of the Act.

For Ladha Singhal & Associates

Chartered Accountants
(Firm Registration No. 120241W)

Ajay Singhal

(Partner)
Membership No. 104451
UDIN : 22104451AJJKCN5634
Place: Mumbai
Dated: 18th May 2022

ANNEXURE A TO INDEPENDENT AUDITOR'S REPORT

Referred to as 'Annexure A' in paragraph 17 of the Independent Auditors' Report of even date to the members of **Agarwal Industrial Corporation Limited** on the standalone financial statements for the year ended on 31st March 2022, we report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of property, plant and equipment and investment property and relevant details of right-of-use assets.
 - (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The property, plant and equipment and investment property have been physically verified by the management during the year under a regular program of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such verification.
- (c) According to the information and the explanation given to us and the records examined by us, we report that the title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company as at the Balance Sheet date.
- (d) According to the information and explanations given to us, the Company has not revalued its property, plant and Equipment (including Right of Use assets) and its intangible assets. Accordingly, the requirements under paragraph 3(i) (d) of the Order are not applicable to the Company.
- (e) According to the information and explanations given to us, no proceeding has been initiated or pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder. Accordingly, the provisions stated in paragraph 3(i) (e) of the Order are not applicable to the Company.
- (ii) (a) As explained to us, the inventories except stock-in-transit were physically verified during the year by the management. In our opinion, the frequency of such verification is reasonable and no material discrepancies were noticed on such physical verification.
 - (b) The Company has been sanctioned working capital limits in excess of ₹ 5 crores in aggregate from Banks on the basis of security of current assets. Quarterly returns / statements are filed with such Banks/ financial institutions which are not in agreement with the books of account. Details of the same are provided in note no 18 of attached standalone financial statements.
- (iii) The Company has made investments during the year. The Company has granted unsecured loan to one overseas wholly owned subsidiary, AICL Overseas FZ LLC and have also provided guarantee for loan taken by such overseas wholly owned subsidiary from bank. Apart from this, the Company has not granted any loan, has not given any guarantee and has not provided any security to any other company, firm or limited liability partnership or any other party.
 - (a) (A) The aggregate amount of unsecured loan granted to overseas wholly owned subsidiary during the year is ₹ 728.30 lakhs and the year end outstanding balance of such unsecured loan granted is ₹ 5,950.69 lakhs. The aggregate amount of guarantee provided and outstanding as at the end of year is ₹ 2,500.00 lakhs.
 - (B) The Company has not granted any other loan or given guarantee or provided security to any other party.
 - (b) The investments made during the year and guarantee provided and the terms and conditions of grant of unsecured loan to overseas wholly owned subsidiary and guarantee given for loan taken by it are not prejudicial to the interest of the Company.
 - (c) In respect of aforesaid loan granted to overseas wholly owned subsidiary by the Company, the schedule of repayment of interest and principal have not been stipulated and same is repayable on demand. As explained to us, the principle have not been demanded back and the interest, as demanded during the year have been paid by such overseas wholly owned subsidiary company.

- (d) Based on the information and explanations given to us, as the Company have not granted any other loan to any other party except the above mentioned loan to overseas wholly owned subsidiary, which is repayable on demand and the same have not been demanded back by the Company and, same is 100% of the total loan granted by the Company, reporting under paragraph 3(d), 3(e) and 3(f) of the Order are not applicable.
- (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, with respect to the loans granted, guarantee provided and investments made. The company has not provided any security in connection with loan to any other body corporate or person.
- (v) In our opinion and according to the information given to us, the Company has not accepted deposits or amount which are deemed to be deposits and hence, compliance with the the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 of the Act are not applicable. According to the information and explanations given to us, no order has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court or any other tribunal on the Company.
- (vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 148(1) of the Act in respect of Company's products/services and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records with a view to determine whether they are accurate or complete.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company is regular in depositing with appropriate authorities applicable undisputed statutory dues including goods and services tax, employee state insurance, income tax, sales tax, service tax, duty of custom, duty of excise, value added tax, cess and any other statutory dues to the appropriate authority, as recorded in the book.
- (b) According to the information and explanation given to us, details of income tax, sales tax, service tax, duty of custom, duty of excise, value added tax or cess which have not been deposited as on 31st March, 2022 on account of any dispute are as given below:

Name of Statute	Nature of the dues	Unpaid disputed Amount (in Lakhs)	Period for which the amount relates	Forum where dispute is pending
The Karnataka Tax on Entry of Goods Act, 1979	Tax on Entry of Goods Demand	15.49	April 2012 to March 2016	CESAT Appellate Tribunal
The Income Tax Act, 1961	Income Tax Demand	20.25	A.Y. 2003-04	Rectification pending before Assessing Officer
The Income Tax Act, 1961	Income Tax Demand	17.5	A.Y. 2004-05	Rectification pending before Assessing Officer
The Income Tax Act, 1961	Assessment Dues	4.97	A.Y. 2008-09	On Appeal, the matter have been set aside to the file of assessing officer by the Income Tax Appellate Tribunal with guidelines for disallowances
The Income Tax Act, 1961	Assessment Dues	23.61	A.Y. 2009-10	--do--
The Income Tax Act, 1961	Assessment Dues	24.89	A.Y. 2010-11	--do--
The Income Tax Act, 1961	Assessment Dues	37.56	A.Y. 2011-12	--do--
The Income Tax Act, 1961	Assessment Dues	35.43	A.Y. 2013-14	Commissioner of Income Tax (Appeal)
The Income Tax Act, 1961	Assessment Dues	22.39	A.Y. 2014-15	--do--

Name of Statute	Nature of the dues	Unpaid disputed Amount (in Lakhs)	Period for which the amount relates	Forum where dispute is pending
The Income Tax Act, 1961	Income Tax Demand	15.34	A.Y. 2015-16	Rectification pending before Assessing Officer
The Income Tax Act, 1961	Income Tax Demand	147.19	A.Y. 2016-17	--do--
The Income Tax Act, 1961	Income Tax Demand	75.21	A.Y. 2017-18	Rectification pending before the AO to give credit of remaining taxes & Appeal before Commissioner of Income Tax (Appeal) against disallowances of ₹ 10,67,459/- made by AO.
Local Body Tax	LBT Demand	11.29	Jan to March 2017	In response to Writ Petition filed, the Hon. High Court have stayed the Demand.
Custom Act 1962	Special Additional Duty	81.99	FY 2016-17 & 2017-18	Commissioner of Central Excise, Customs and Service Tax - Appeal
Panvel Municipal Corporation	Municipal Corporation Tax	11.78	FY 2016-17 Onwards	Civil Writ Petition filed with the H'ble Bombay High Court through Taloja Manufacturers Association

- (viii) According to the information and explanations given to us, there are no transactions which are not accounted in the books of account which have been surrendered or disclosed as income during the year in Tax Assessment of the Company. Also, there are no previously unrecorded income which has been now recorded in the books of account. Hence, the provision stated in paragraph 3(viii) of the Order is not applicable to the Company.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone 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, associates or joint ventures as defined under the Act.

- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies (as defined under the Act).
- (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. Accordingly, the provision stated in paragraph 3 (x)(a) of the Order are not applicable to the Company.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has made preferential allotment of warrants convertible into equity shares and part of such warrants issued during the year have been converted into equity shares as per terms of issue of such warrants (refer note no. 15(A) of attached standalone financial statements). In our opinion, the requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised. The Company has not made any private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle-blower complaints received by the Company during the course of audit. Accordingly, the provision stated in paragraph 3(xi)(c) of the Order is not applicable to company.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with the sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone financial statements as required by Indian Accounting Standard (Ind AS) 24, "Related Party Disclosure" specified under section 133 of the Act.
- (xiv) (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered internal audit reports issued by internal auditors during our audit.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has entered into non-cash transaction with the directors, their relatives and persons connected with them. The Company has issued 11,88,042 fully paid-up Equity Shares of face value of ₹ 10 each at ₹ 105.20 per equity share including a share premium of ₹ 95.20 per equity share aggregating to ₹ 1,249.82 lakhs for consideration other than in cash and have acquired / purchased 11,08,980 fully paid-up equity shares, i.e. 100% equity shares of Agarwal Translink Private Limited (ATPL) for a consideration of ₹ 1,249.82 lakhs from selling shareholders of ATPL, being directors of the Company, their relatives and persons connected with them (promoter and promoter group category of Company), in pursuance of Share Purchase Agreement dated 15th January, 2021. The equity shares were issued on 9th April 2021 as per the approval granted by the share holders of the company by Special Resolution passed in the Extraordinary General Meeting held on 10th February 2021 through video conference.

In our opinion, provisions of Section 192 of the Companies Act, 2013 have been complied with, with respect to above transactions, to the extent applicable.

- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activity. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
 - (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
 - (d) The Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CICs as part of the Group. Accordingly, clause 3(xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (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 standalone 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) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.

For Ladha Singhal & Associates

Chartered Accountants
(Firm Registration No. 120241W)

(Ajay Singhal)

Partner
Membership No. 104451
UDIN : 22104451AJJKCN5634
Place: Mumbai
Dated: 18th May 2022

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

Referred to as 'Annexure B' in paragraph 18(f) of the Independent Auditors' Report of even date to the members of **Agarwal Industrial Corporation Limited** on the standalone financial statements for the year ended on 31st March 2022.

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

1. We have audited the internal financial controls over financial reporting of **Agarwal Industrial Corporation Limited** ("the Company") as on 31st March 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. 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 ("the Guidance Note"). 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 Act.

Auditors' Responsibility

3. 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 and the Standards on Auditing, issued by ICAI and prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls over financial reporting. Those Standards and the Guidance Note require that we comply with the 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.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.
5. 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

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone 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 financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.

Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2022, 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.

For Ladha Singhal & Associates

Chartered Accountants

Firm Registration No.: 120241W

(Ajay Singhal)

Partner

Membership No. 104451

UDIN : 22104451AJJKCN5634

Place: Mumbai

Dated: 18th May 2022

BALANCE SHEET AS AT 31ST MARCH, 2022

Particulars	Note No.	₹ in Lakhs	
		As at 31st March 2022	As at 31st March 2021
I ASSETS			
Non - Current Assets			
Property, Plant and Equipment	2(a)	4,840.30	5,058.36
Capital work-in-progress	2(b)	286.51	75.91
Investment Property	2(c)	37.44	37.44
Right of Use Asset	2(d)	2,399.35	1,978.67
Financial Assets			
Investments	3	1,672.50	422.68
Other Financial Assets	4	600.51	341.67
Other Non-current assets	5	65.84	14.48
		9,902.46	7,929.20
Current Assets			
Inventories	6	6,177.83	4,532.56
Financial Assets			
Investments	7	1,248.70	605.73
Trade Receivables	8	13,283.29	12,270.92
Cash & Cash Equivalents	9	4,199.64	589.49
Other Balances with Banks	10	363.01	39.35
Loans	11	5,968.74	5,051.29
Other Financial Assets	12	20.59	73.62
Current Tax Assets (Net)	13	142.47	142.47
Other Current Assets	14	1,858.08	871.99
		33,262.37	24,177.42
TOTAL ASSETS		43,164.83	32,106.62
II EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	15(A)	1,320.88	1,025.87
Other Equity	15(B)	22,427.45	15,525.58
		23,748.32	16,551.45
Liabilities			
Non - Current Liabilities			
Financial Liabilities			
Borrowings	16	1,477.27	2,109.51
Lease Liabilities	34	1,963.25	1,465.89
Provisions	17	41.87	39.15
Deferred Tax Liability (Net)	33	360.17	384.28
		3,842.56	3,998.83
Current Liabilities			
Financial Liabilities			
Borrowings	18	10,897.13	8,412.19
Lease Liabilities	34	462.55	477.86
Trade Payables	19		
Total Outstanding dues of Micro Enterprises and Small Enterprises		1.32	67.32
Total Outstanding dues of creditors other than Micro Enterprises and Small Enterprises		2,584.10	1,796.46
Other Financial Liabilities	20	112.77	129.89
Other Current Liabilities	21	1,153.48	423.14
Provisions	22	5.97	0.98
Current Tax Liabilities (Net)	23	356.62	248.49
		15,573.94	11,556.33
TOTAL EQUITY AND LIABILITIES		43,164.83	32,106.62
Significant Accounting Policies	1		
The accompanying notes are integral part of these financial statements	2 - 64		

As per our report of even date
For Latha Singhal & Associates
Chartered Accountants
(Firm Registration No : 120241W)

For and on behalf of Board of Directors of Agarwal
Industrial Corporation Limited

Ajay Singhal
Partner
Membership No. 104451

Jaiprakash Agarwal
Managing Director
(DIN : 01379868)

Mahendra Agarwal
Director
(DIN : 01366495)

Place : Mumbai
Date : 18th May 2022

Lalit Agarwal
Whole Time Director
(DIN : 01335107)

Vipin Agarwal
Chief Financial
Officer

Dipali Pitale
Company Secretary

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

₹ in Lakhs

Particulars	Note No.	For the year ended 31st March 2022	For the year ended 31st March 2021
I Income			
Revenue from Operations	24	140,530.06	83,329.36
Other Income	25	956.11	565.91
Total Income		141,486.17	83,895.26
II Expenses			
Cost of Materials Consumed	26	34,345.62	17,426.70
Purchases of Stock in Trade		91,336.14	57,347.89
Changes in inventories of Finished goods, Stock-in-Trade and Semi finished goods	27	(1,329.24)	(2,511.25)
Manufacturing, Operating and Other Direct Expenses	28	6,673.66	5,025.27
Employee Benefits Expense	29	577.84	513.73
Other Expenses	30	2,164.98	972.92
Total Expenses		133,769.00	78,775.27
III Earning Before Interest, Tax, Depreciation and Amortisation		7,717.17	5,120.00
Finance Costs	31	1,154.04	976.47
Depreciation and Amortization Expense	32	1,350.15	1,179.66
IV Profit before Exceptional Items and Tax		5,212.97	2,963.87
Exceptional Items		-	-
V Profit Before Tax		5,212.97	2,963.87
VI Tax Expense:	33		
(a) Current Tax		1,381.00	811.00
(b) Deferred Tax (Asset) / Liability		(24.55)	(49.93)
(c) Short Provision for Tax for earlier years		-	47.60
Total Tax Expense		1,356.45	808.67
VII Profit for the Year		3,856.52	2,155.20
VIII Other Comprehensive Income / (Loss)			
Items that will not be reclassified to Profit or Loss			
(i) Remeasurement of the defined benefit plans		1.74	10.09
(ii) Income tax on remeasurement of the defined benefit plans		(0.44)	(2.54)
Total Other Comprehensive Income		1.30	7.55
IX Total Comprehensive Income for the year		3,857.82	2,162.75
X Earnings Per Equity Share (Face value of ₹ 10 each)			
Weighted average no. of shares (Basic & Diluted)	38	12,462,114	10,258,747
(1) Basic (in ₹)		30.94	21.01
(2) Diluted (in ₹)		30.94	21.01
Significant Accounting Policies	1		
The accompanying notes are integral part of these financial statements	2 - 64		

As per our report of even date
For Ladha Singhal & Associates
Chartered Accountants
(Firm Registration No : 120241W)

**For and on behalf of Board of Directors of Agarwal
Industrial Corporation Limited**

Ajay Singhal
Partner
Membership No. 104451

Jaiprakash Agarwal
Managing Director
(DIN : 01379868)

Mahendra Agarwal
Director
(DIN : 01366495)

Place : Mumbai
Date : 18th May 2022

Lalit Agarwal
Whole Time Director
(DIN : 01335107)

Vipin Agarwal
Chief Financial
Officer

Dipali Pitale
Company Secretary

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

₹ in Lakhs

PARTICULARS	For the year ended 31st March 2022	For the year ended 31st March 2021
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	5212.97	2963.87
Adjustments for :		
Depreciation	765.55	787.33
Amortisation of Right of Use	584.61	392.33
Interest & Finance Charges	976.96	859.43
Interest on Lease Liabilities	177.08	117.04
Interest Received	(598.33)	(381.76)
Guarantee Commission	(50.00)	(50.00)
Dividend received	-	(2.52)
Rent from Investment Property	(43.34)	(25.28)
(Profit) / Loss on sale of Mutual Funds	(32.10)	(33.85)
(Profit) / Loss on sale / impairment of fixed assets	0.99	(2.02)
Expected credit loss allowance	(16.43)	65.07
Bad Debts written off	1258.25	212.27
Fair valuation impact on Financial Assets	(24.53)	(59.47)
Operating profit before working capital changes	8211.68	4842.43
Changes in Working Capital		
<u>Adjustments for (increase) / decrease in operating assets:</u>		
Inventories	(1645.28)	(2008.89)
Trade receivables	(2254.19)	1230.60
Other financial assets (Current & Non-Current)	(542.14)	25.33
Other assets (Current & Non-Current)	(1037.46)	233.90
<u>Adjustments for increase / (decrease) in operating liabilities:</u>		
Trade payables	721.64	(830.04)
Other financial liabilities (Current & Non-Current)	(17.12)	(166.36)
Other liabilities (Current & Non-Current)	739.79	145.50
Cash generated from operations	4176.93	3472.46
Income Tax Paid (net of refund)	(1272.87)	(611.11)
Net cash generated from / (used in) operating activities (A)	2904.06	2861.35
B. CASH FLOW FROM INVESTING ACTIVITIES		
Capital expenditure on fixed assets	(836.59)	(1020.33)
Proceeds from sale of fixed assets	77.51	77.69
Loan to Subsidiary	(913.29)	(2316.74)
Purchase of Mutual Fund-Current Investment	(800.17)	(642.28)
Sale of Mutual Fund-Current Investment	204.51	804.18
Interest Received	598.33	381.76
Dividend Received	0.00	2.52
Rent from Investment Property	43.34	25.28
Guarantee Commission	50.00	50.00
Net cash generated from / (used in) investing activities (B)	(1576.37)	(2637.93)

₹ in Lakhs

PARTICULARS	For the year ended 31st March 2022	For the year ended 31st March 2021
C. CASH FLOW FROM FINANCING ACTIVITIES		
Money received against share warrents / issue of equity shares	2313.61	0.00
Net Increase / (Decrease) in Short Term Borrowings (Net)	2471.72	(284.72)
Proceeds / (Repayment) from / of Long Term Borrowings (Net)	(648.93)	1914.69
Payment of Lease Liabilities	(682.50)	(526.46)
Interest & Finance Charges	(947.06)	(838.09)
Dividend Paid	(224.38)	(153.88)
Net cash generated from / (used in) financing activities (C)	2282.46	111.53
Net increase / (decrease) in cash and cash equivalents (A+B+C)	3610.15	334.95
Cash and cash equivalents at the beginning of the year	589.49	254.54
Cash and cash equivalents at the end of the year	4199.64	589.49

NOTES:**(1) Net Debt Reconciliations**

₹ in Lakhs

	As at 31st March 2021	Cash Flows	Other - Borrowing Cost	As at 31st March 2022
Borrowings (Current)	8412.19	2471.72	13.22	10897.13
Borrowings (Non-Current)	2109.51	(648.93)	16.69	1477.27
Total	10521.70	1822.79	29.90	12374.40

The accompanying notes 1 to 64 are integral part of these financial statements.

Notes:

- The above Statement of Cash Flow has been prepared under the 'Indirect method' as set out in Ind AS 7 on 'Statement of Cash Flows'.
- During the year, the Company has incurred an amount of ₹ 87.41 lakhs in cash (31 March 2021: ₹ 69.38 lakhs) towards corporate social responsibility (CSR) expenditure (Refer note 39).

As per our report of even date
For Ladha Singhal & Associates
 Chartered Accountants
 (Firm Registration No : 120241W)

**For and on behalf of Board of Directors of Agarwal
 Industrial Corporation Limited**

Ajay Singhal
 Partner
 Membership No. 104451

Jaiprakash Agarwal
 Managing Director
 (DIN : 01379868)

Mahendra Agarwal
 Director
 (DIN : 01366495)

Place : Mumbai
 Date : 18th May 2022

Lalit Agarwal
 Whole Time Director
 (DIN : 01335107)

Vipin Agarwal
 Chief Financial
 Officer

Dipali Pitale
 Company Secretary

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2022
(A) Equity Share Capital

Particulars	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
Balance as at the beginning of the year	1,025.87	1,025.87
Changes in equity share capital due to prior period error	-	-
Restated balance	1,025.87	1,025.87
Changes in share capital during the year [refer note no 15(A)]	295.00	-
Balance as at March 31, 2022	1,320.88	1,025.87

(B) Other Equity

Particulars	Reserves and Surplus						Total
	Securities premium	Retained Earning	Other Comprehensive income	Share Forfeiture	Capital Reserve	Share Warrants	
Balance as at 1st April, 2020	5,126.58	7,967.30	(4.29)	82.12	345.00	-	13,516.71
Profit for the year	-	2,155.20	-	-	-	-	2,155.20
Other comprehensive income for the year	-	-	7.55	-	-	-	7.55
Total Comprehensive Income for the year	-	2,155.20	7.55	-	-	-	2,162.75
Dividend paid during the year	-	(153.88)	-	-	-	-	(153.88)
Balance as at 31st March, 2021	5,126.58	9,968.62	3.26	82.12	345.00	-	15,525.58
Profit for the year	-	3,856.52	-	-	-	-	3,856.52
Other comprehensive income for the year	-	-	1.30	-	-	-	1.30
Total Comprehensive Income for the year	-	3,856.52	1.30	-	-	-	3,857.82
Dividend paid during the year	-	(224.38)	-	-	-	-	(224.38)
Share Warrants Issued during the year	-	-	-	-	-	2,313.61	2,313.61
Share Warrants Converted in equity shares during the year	-	-	-	-	-	(1,853.62)	(1,853.62)
Received on issue of equity share [refer note no 15(A) and 15(B)]	2,808.44	-	-	-	-	-	2,808.44
Balance as at 31st March, 2022	7,935.02	13,600.76	4.56	82.12	345.00	459.99	22,427.45

The accompanying notes 1 to 64 are integral part of these financial statements.

As per our report of even date
For Ladha Singhal & Associates
 Chartered Accountants
 (Firm Registration No : 120241W)

**For and on behalf of Board of Directors of Agarwal
 Industrial Corporation Limited**

Ajay Singhal
 Partner
 Membership No. 104451

Jaiprakash Agarwal
 Managing Director
 (DIN : 01379868)

Mahendra Agarwal
 Director
 (DIN : 01366495)

Place : Mumbai
 Date : 18th May 2022

Lalit Agarwal
 Whole Time Director
 (DIN : 01335107)

Vipin Agarwal
 Chief Financial
 Officer

Dipali Pitale
 Company Secretary

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022**1 (A). CORPORATE INFORMATION:**

The Company, **Agarwal Industrial Corporation Limited** was originally incorporated with the name, Bombay Baroda Roadways (India) Limited in the year 1995 as a public limited company under the provisions of the Companies Act, 1956. Subsequently, in the year 2008, the name of company was changed from Bombay Baroda Roadways (India) Limited to Agarwal Industrial Corporation Limited. The equity shares of the company are listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE). The Company is principally engaged in the business activities of Ancillary Infra i.e. manufacturing and trading of Bitumen and Allied Products, Logistics of Bitumen and Liquefied Petroleum Gas (LPG) and energy generation through Wind Mills.

1 (B). SIGNIFICANT ACCOUNTING POLICIES**1. Basis of Preparation of Financial Statements:**

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting standards) Rules as amended from time to time and other related provisions of the Act.

The financial statements of the Company are prepared on the accrual basis of accounting and Historical cost convention except for the following material items that have been measured at fair value as required by the relevant Ind AS:

- (i) Certain financial assets and liabilities are measured at Fair value (refer note 7 below)
- (ii) Defined benefit employee plan (refer note 14 below)

The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

The financial statements are presented in INR, the functional currency of the Company.

2. Use of Estimates and judgments:

The preparation of the financial statements requires the Management to make, judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates. The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the management and are based on historical experience and various other assumptions and factors (including expectations of future events) that the management believes to be reasonable under the existing circumstances. Actual results may differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

Critical accounting judgments and key source of estimation uncertainty

The Company is required to make judgments, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. The estimates and underlying assumptions are reviewed on an on-going basis.

- (a) Recognition and measurement of defined benefit obligations, key actuarial assumptions - refer note 14 below.
- (b) Estimation of current tax expenses and payable - refer note 15 below.
- (c) Estimation of Right-of-Use and Lease Liabilities - refer note 19 below.

Estimation of uncertainties relating to the global health pandemic from COVID-19:

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of property, plant and equipments, investments, inventories, receivables, and other current assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements has used internal and external sources of information. There is no material adverse impact of CoVID - 19 pandemic on the Company and its operations/profitability during the financial year ended March 31, 2022.

3. Property, plant and equipment (PPE)

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable costs of bringing the asset to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure and subsequent costs are included in the assets carrying amount or recognized as a separate asset, as appropriate only if it is probable that the future economic benefits associated with the item will flow to the Company and that the cost of the item can be reliably measured.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

Assets that are subject to depreciation and amortization are reviewed for impairment, whenever events or changes in circumstances indicate that carrying amount may not be recoverable.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress".

4. Intangible assets

Intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

5. Depreciation and Amortization:

(a) Property plant and equipment (PPE)

Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

(b) Intangible assets

The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortised on a straight-line basis over the period of their expected useful lives.

The amortisation period and the amortisation method for finite life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate. For indefinite life intangible assets, the assessment of indefinite life is reviewed annually to determine whether it continues, if not, it is impaired or changed prospectively on the basis of revised estimates.

6. Investment Properties:

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured at its cost, including related transaction costs and where applicable borrowing costs less depreciation and impairment if any.

Depreciation on Investment Property is provided using the written down value method based on the useful lives specified in Schedule II to the Companies Act, 2013.

7. Financial Instruments:**Financial assets - Initial recognition:**

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instruments. On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

Subsequent measurement:

Financial assets are subsequently classified and measured at:

- amortised cost
- fair value through profit & loss (FVTPL)
- fair value through other comprehensive income (FVTOCI)

The above classification is being determined considering the:

- (a) the entity's business model for managing the financial assets and
- (b) the contractual cash flow characteristics of the financial asset.

Financial assets are not reclassified subsequent to their recognition, except if and in the period the company changes its business model for managing financial assets.

(i) Measured at amortised cost:

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Measured at fair value through other comprehensive income (FVTOCI):

Financial assets are measured at FVTOCI, if these financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the Effective Interest Rate method and impairment losses, if any are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

(iii) Measured at fair value through profit or loss (FVTPL):

Financial assets other than equity instrument are measured at FVTPL unless it is measured at amortised cost or at FVTOCI on initial recognition. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised in the Statement of Profit and Loss.

Equity instruments:

On initial recognition, the Company can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to Statement of Profit and Loss on disposal of the investments.

Dividends on these investments in equity instruments are recognised in Statement of Profit and Loss when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably. Dividends recognised in Statement of Profit and Loss are included in the 'Other income' line item.

Impairment

The Company recognises a loss allowance for Expected Credit Losses (ECL) on financial assets that are measured at amortised cost and at FVTOCI. The credit loss is difference between all contractual cash flows that are due to an entity in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. This is assessed on an individual or collective basis after considering all reasonable and supportable including that which is forward looking.

The Company's trade receivables or contract revenue receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall, being simplified approach for recognition of impairment loss allowance.

Under simplified approach, the Company does not track changes in credit risk. Rather it recognizes impairment loss allowance based on the lifetime ECL at each reporting date right from its initial recognition. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For financial assets other than trade receivables, the Company recognises 12-months expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. If, in a subsequent period, credit quality of the instrument improves such that there is no longer significant increase in credit risks since initial recognition, then the Company reverts to recognizing impairment loss allowance based on 12 months ECL. The impairment losses and reversals are recognised in Statement of Profit and Loss. For equity instruments and financial assets measured at FVTPL, there is no requirement of impairment testing.

Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers rights to receive cash flows from an asset, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement.

In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Financial Liabilities

Initial Recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value net of transaction costs for all financial liabilities not carried at fair value through profit or loss.

The Company's financial liabilities includes trade and other payables, loans and borrowings including bank overdrafts.

Subsequent measurement : Financial liabilities measured at amortised cost are subsequently measured at using Effective Interest Rate (EIR) method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Loans & Borrowings: After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using EIR method. Gains and losses are recognized in profit & loss when the liabilities are derecognized as well as through EIR amortization process.

Financial Guarantee Contracts : Financial guarantee contracts issued by the Company are those contracts that requires payment to be made or to be reimbursed to the holder for a loss it incurs because the specified debtor fails to make payment when due in accordance with the term of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee.

De-recognition

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

Derivative financial instruments

The Company uses derivative financial instruments, such as forward foreign exchange contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value, with changes in fair value recognised in Statement of Profit and Loss.

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, to realise the assets and settle the liabilities simultaneously.

8. Fair Value Measurement:

The Company measures financial instruments, such as, derivatives, investments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

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

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

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

9. Inventory:

Inventories are valued at the lower of cost and net realisable value. Cost is computed on First-in-First-Out (FIFO) basis. Cost of finished goods and work-in-progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

10. Cash and Cash Equivalents:

Cash and Cash equivalents include cash and Cheque in hand, bank balances, demand deposits with banks and other short-term highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value where original maturity is three months or less.

11. Foreign Currency Transactions:

a) Initial Recognition

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss of the year.

b) Measurement of Foreign Currency Items at the Balance Sheet Date

Foreign currency monetary items of the Company are restated at the closing exchange rates. Non monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these transactions are charged to the Statement of Profit and Loss.

12. Revenue Recognition

Revenue is measured at the value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates, discounts, loyalty discount, value added taxes and amounts collected on behalf of third parties.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and specific criteria have been met for each of the Company's activities as described below :

Sale of Goods

Revenues are recognized at a point in time when control of the goods passes to the buyer, usually upon either at the time of dispatch or delivery. In case of export sale, it is usually recognised based on the shipped-on board date as per bill of lading.

Rendering of Services

Income from services rendered is recognised based on agreements /arrangements with the customers as the service is performed / rendered.

Interest

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable and based on Effective interest rate method.

Dividend

Dividend Income is recognized when right to receive the same is established.

13. Investment in subsidiaries

Investments in equity shares of subsidiaries are recorded at cost and reviewed for impairment at each reporting date. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, the difference between net disposal proceeds and the carrying amounts are recognised in the Statement of Profit and Loss.

14. Employee Benefits:

The Company has provided following post-employment plans:

- (a) Defined benefit plans such a gratuity and
- (b) Defined contribution plans such as Provident fund

a) Defined-benefit plan:

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of defined benefit obligations at the end of the reporting period less fair value of plan assets. The defined benefit obligations is calculated annually by actuaries through actuarial valuation using the projected unit credit method.

The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- (a) Service costs comprising current service costs, past-service costs, gains and losses on curtailment and non-routine settlements; and
- (b) Net interest expense or income

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and fair value of plan assets. This cost is included in employee benefit expenses in the statement of the profit & loss.

Re-measurement comprising of actuarial gains and losses arising from

- (a) Re-measurement of Actuarial (gains)/losses
- (b) Return on plan assets, excluding amount recognized in effect of asset ceiling
- (c) Re-measurement arising because of change in effect of asset ceiling

are recognised in the period in which they occur directly in Other comprehensive income. Re-measurement are not reclassified to profit or loss in subsequent periods.

Ind AS 19 requires the exercise of judgment in relation to various assumptions including future pay rises, inflation and discount rates and employee and pensioner demographics. The Company determines the assumptions in conjunction with its actuaries, and believes these assumptions to be in line with best practice, but the application of different assumptions could have a significant effect on the amounts reflected in the income statement, other comprehensive income and balance sheet. There may be also interdependency between some of the assumptions.

b) Defined-contribution plan:

Under defined contribution plans, provident fund, the Company pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. Defined Contribution plan comprise of contributions to the employees' provident fund with the government, superannuation fund and certain state plans like Employees' State Insurance and Employees' Pension Scheme. The Company's payments to the defined contribution plans are recognised as expenses during the period in which the employees perform the services that the payment covers.

15. Taxes on Income:

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

Current tax is based on taxable profit for the year. Taxable profit is different from accounting profit due to temporary differences between accounting and tax treatments, and due to items that are never taxable or tax deductible. Tax provisions are included in current liabilities. Interest and penalties on tax liabilities are provided for in the tax charge. The Company offsets, the current tax assets and liabilities (on a year on year basis) where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis or to realise the assets and liabilities on net basis.

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 in financial statements. Deferred income tax asset 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. Deferred tax assets are not recognised where it is more likely than not that the assets will not be realised in the future.

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 assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized 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 items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

16. Borrowing Cost:

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of Cost of that assets, during the period till all the activities necessary to prepare the Qualifying assets for its intended use or sale are complete during the period of time that is required to complete and prepare the assets for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are recognized as an expense in the period in which they are incurred.

17. Segment Reporting:

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

18. Earnings Per Share:

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

19. Leases:

The Company has adopted Ind AS 116-Leases using the modified retrospective method. The Company has applied the standard to its leases with the cumulative impact recognised on the date of initial application.

The Company's lease asset classes primarily consist of leases for Land, Buildings and Plant & Machinery. The Company assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (a) the contract involves the use of an identified asset
- (b) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (c) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short term leases) and leases of low value assets. For these short term and leases of low value assets, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made. A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

20. Provisions, Contingent Liabilities and Contingent Assets:

A provision is recognised if, as a result of a past event, the company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources or an obligation for which the future outcome cannot be ascertained with reasonable certainty. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are neither recognized nor disclosed in financial statements.

Notes to the Financial Statements for the year ended 31st March, 2022
2(a) Property, Plant & Equipment :

₹ in Lakhs

Particulars	Land	Land - Lease Hold	Commercial Vehicles	Furniture & Fixtures	Computers & Printers	Office Equipments	Electrical Fittings	Borewell	Factory Building	Motor Car & Other Vehicles	Workshop	Plant & Machinery	Laboratory Equipment	Wind Mill	Total
Gross carrying amount															
Balance as at 1st April, 2020	139.21	109.46	4,000.56	76.09	11.58	25.68	87.64	3.65	312.91	288.41	25.47	1783.26	4.42	711.03	7579.36
Additions	-	423.56	448.39	0.76	2.07	5.49	-	-	-	0.72	-	396.24	-	-	1277.24
Disposals	-	-	(293.52)	-	-	-	-	-	-	(5.23)	-	-	-	-	(298.75)
Transferred to Investment Property (37.44)															(37.44)
Balance as at 31st March, 2021	101.77	533.02	4,155.43	76.85	13.65	31.18	87.64	3.65	312.91	283.90	25.47	2179.50	4.42	711.03	8520.41
Additions	-	-	-	0.41	5.75	7.03	1.83	-	7.60	-	-	603.02	0.34	-	625.99
Disposals	-	-	(297.60)	-	-	(2.71)	-	-	-	(22.04)	-	-	-	-	(322.35)
Balance as at 31st March, 2022	101.77	533.02	3,857.83	77.27	19.39	35.49	89.48	3.65	320.50	261.87	25.47	2782.52	4.76	711.03	8824.04
Accumulated depreciation															
Accumulated depreciation as at 1st April, 2020	-	-	2,126.58	32.52	9.53	18.41	33.85	2.72	36.97	108.05	4.32	334.84	3.04	186.97	2897.80
Depreciation charge for the year	-	-	568.88	8.01	1.43	3.55	8.14	0.30	9.90	29.95	1.08	108.86	0.48	46.74	787.33
Disposals	-	-	(220.06)	-	-	-	-	-	-	(3.03)	-	-	-	-	(223.09)
Accumulated depreciation as at 31st March, 2021	-	-	2,475.41	40.54	10.96	21.96	41.99	3.02	46.87	134.97	5.40	443.70	3.52	233.71	3462.05
Depreciation charge for the year	-	-	533.34	7.83	2.23	4.71	8.33	0.30	10.14	27.58	1.08	122.94	0.31	46.74	765.55
Disposals	-	-	(223.05)	-	-	(2.73)	-	-	-	(18.07)	-	-	-	-	(243.86)
Accumulated depreciation as at 31st March, 2022	-	-	2,785.70	48.37	13.19	23.94	50.32	3.32	57.02	144.48	6.48	566.64	3.83	280.45	3983.74
Net carrying amount															
Net carrying amount as at 31st March, 2021	101.77	533.02	1,680.02	36.32	2.69	9.22	45.65	0.63	266.03	148.93	20.07	1735.80	0.90	477.32	5058.36
Net carrying amount as at 31st March, 2022	101.77	533.02	1,072.13	28.90	6.20	11.56	39.15	0.32	263.48	117.38	18.99	2215.88	0.93	430.58	4840.30

Notes:

1. Refer note no. 37 for disclosure on contractual commitments for the acquisition of property, plant and equipment.
2. Title deed in respect of all immovable properties are held in the name of Company.
3. Lease Hold lands are not amortised as the same are of long term nature with the option to extend the lease period.
4. The Company has not revalued any of its property, plant and equipment during the years ended 31st March 2022 and 31st March 2021. Hence, the amount of change in gross and net carrying amount due to revaluation and impairment losses/reversals are nil.

2(b) Capital work-in-progress (CWIP):

Particulars	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
Building	-	7.60
Bulk Storage Tank	119.55	-
Plant & Machinery	166.96	68.31
Total	286.51	75.91

Capital Work- in- progress Ageing Schedule

Capital Work- in- progress	Amount in Capital Work-in-progress for a period of				Total
	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	
	₹ in Lakhs				
As at 31st March 2022					
Projects in progress	218.20	27.01	41.30	-	286.51
As at 31st March 2021					
Projects in progress	27.01	41.30	-	7.60	75.91

There are no capital work-in-progress projects whose completion is overdue against original planned timelines or where estimated cost exceeded its original planned cost as on 31st March, 2022 and 31st March, 2021.

2(c) Investment Property :
Reconciliation of carrying amount :

Particulars	₹ in Lakhs	
	Land	Total
Gross carrying amount		
Balance as at 1st April, 2020	-	-
Additions	-	-
Transferred from PPE	37.44	37.44
Balance as at 31st March, 2021	37.44	37.44
Additions	-	-
Balance as at 31st March, 2022	37.44	37.44
Accumulated depreciation		
Accumulated depreciation as at 1st April, 2020	-	-
Depreciation charge for the year	-	-
Accumulated depreciation as at 31st March, 2021	-	-
Depreciation charge for the year	-	-
Accumulated depreciation as at 31st March, 2022	-	-
Net carrying amount		
Net carrying amount as at 31st March, 2021	37.44	37.44
Net carrying amount as at 31st March, 2022	37.44	37.44

Information regarding income and expenditure of Investment Property

₹ in Lakhs

Particulars	For the year ended 31st March 2022	For the year ended 31st March 2021
Rental income derived from Investment Property	43.34	25.28
Direct Operating Expenses	-	-
Profit arising from investment property before depreciation	43.34	25.28
Less: Depreciation	-	-
Profit arising from Investment Property	43.34	25.28

- (a) The Company's investment property consists of land in India.
- (b) Based on the intention, land owned by the Company, which was classified as Property, Plant and Equipment has been considered as being held for generating rental income rather than for business purposes. Hence, the Company has reclassified the same from Property, Plant and Equipment to Investment Property.

2(d) Right of Use Assets :**Movement in Net Carrying Amount**

₹ in Lakhs

Particulars	Land	Building	Plant & Machinery	Total
Net Carrying Amount				
Balance as at 1st April 2020	-	-	-	-
Additions	204.20	49.13	2117.67	2371.00
Depreciation charge for the year	7.56	24.57	360.20	392.33
Deletions	-	-	-	-
Balance as at 31st March 2021	196.63	24.57	1757.47	1978.67
Additions	8.23	-	997.07	1005.29
Depreciation charge for the year	8.80	24.57	551.24	584.61
Deletions	-	-	-	-
Balance as at 31st March 2022	196.06		2203.30	2399.35

All lease agreements are duly executed in favour of the Company.

3 Investments - Non-current

Particulars	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
Investment in Equity Instruments		
Unquoted Equity Shares - measured at Cost		
6200 (as at 31st March, 2021 - 6200) Equity shares of wholly owned subsidiary, M/s Bituminex Cochin Private Limited of ₹ 100/- each, fully paid up	232.50	232.50
1108980 (as at 31st March, 2021 - Nil) Equity shares of wholly owned subsidiary, M/s Agarwal Translink Private Limited of ₹ 10/- each, fully paid up (refer note no. 47)	1,249.82	-
1000 (as at 31st March, 2021 - 1000) Equity shares of wholly owned subsidiary, M/s AICL Overseas FZ LLC of AED 1000/- each, fully paid up	190.13	190.13
Investment in Government Securities - measured at Cost		
National Saving Certificate (lying with government authority)	0.05	0.05
TOTAL	1,672.50	422.68
Note:		
Aggregate amount of quoted investments and market value thereof	-	-
Aggregate amount of unquoted investments	1,672.50	422.68

4 Other Financial Assets - Non-current

Particulars	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
Security Deposits - Unsecured, Considered good	82.90	38.09
Bank deposits with more than 12 months maturity	517.61	303.58
TOTAL	600.51	341.67

5 Other non-current assets

Particulars	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
Unsecured, Considered good		
Capital advances	55.36	-
Advances other than capital advances		
Security Deposit	10.48	14.48
TOTAL	65.84	14.48

6 Inventories

₹ in Lakhs

Particulars	As at 31st March 2022	As at 31st March 2021
(Valued at lower of Cost or Net Realizable Value)		
Finished Goods	1,274.51	57.93
Semi Finished Goods	140.04	91.19
Raw Material	631.27	314.69
Stock in trade (acquired for trading) [Including stock in transit ₹Nil (31st March 2021 ₹1,362.07 lakhs)]	4,105.69	4,041.87
Stores, Spares & Packing Material	26.33	26.87
(The Company has availed working capital facilities which are secured by hypothecation of inventories)		
TOTAL	6,177.83	4,532.56

7 Investments-Current

₹ in Lakhs

Particulars	As at 31st March 2022	As at 31st March 2021
Investment in Quoted Mutual Funds measured at FVTPL		
31532.43 (43838.499) units of Tata Flexi Cap Fund Regular Plan Growth	4.90	5.89
299890.306 (Nil) units of ICICI Prudential equity Saving Fund cumulative	51.58	-
838.782 (2067.671) units of DSP Equity Opportunities Fund	2.86	6.09
1247.448 (Nil) units of DSP Equity & Bond Fund Opportunities Fund	2.85	-
1607.676 (Nil) units of ICICI Prudential Liquid fund	5.04	-
431725.782 (431725.782) units of Nippon India Equity Saving Fund-Segregated Portfolio	1.25	1.25
13911.38 (Nil) units of Kotak Balance Advantage fund	2.00	-
Nil (500000) units of ICICI Prudential Manufacture in India Fund Growth	-	69.50
93305.465 (93305.465) units of ICICI Prudential Ultra Short Term Fund - Growth	20.92	20.12
3727473.630 (1977538.067) units of ICICI Prudential Ultra Short Term Fund-Monthly Dividend	891.27	452.41
Nil (1671.255) units of Nippon India Low Duration Fund - Direct Growth Plan	-	50.48
7538.088 (Nil) units of Nippon India Ultra Short Duration fund	266.03	-
TOTAL	1,248.70	605.73
Note:		
Aggregate amount of quoted investments and market value thereof	1,248.70	605.73
Aggregate amount of unquoted investments	-	-

8 Trade Receivables

₹ in Lakhs

Particulars	As at 31st March 2022	As at 31st March 2021
Trade Receivables - Unsecured*		
a) Considered good	13,388.88	9,084.67
b) Considered doubtful	-	3,308.67
	13,388.88	12,393.35
Less : Expected Credit Loss Allowance	(105.59)	(122.42)
TOTAL	13,283.29	12,270.92

*For Trade Receivables dues from related parties refer note 44.

Trade Receivables Ageing Schedule

₹ in Lakhs

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment					As at 31st March 2022	
			Less than 3 months	3 months to 6 months	6 months to 1 year	1 year to 2 years	2 years to 3 years		More than 3 years
Trade Receivables - Unsecured									
a) Undisputed, considered good	-	-	8,589.55	739.51	307.35	531.23	120.02	1,057.93	11,345.59
b) Undisputed, considered doubtful	-	-	-	-	2.01	613.13	489.20	938.95	2,043.30
c) Disputed, considered good	-	-	-	-	-	-	-	-	-
d) Disputed, considered doubtful	-	-	-	-	-	-	-	-	-
			8,589.55	739.51	309.37	1,144.36	609.22	1,996.88	13,388.88
Less : Expected Credit Loss Allowance	-	-	-	3.70	3.15	29.84	20.77	48.14	105.59
Total			8,589.55	735.81	306.21	1,114.52	588.45	1,948.75	13,283.29

₹ in Lakhs

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment					As at 31st March 2021	
			Less than 3 months	3 months to 6 months	6 months to 1 year	1 year to 2 years	2 years to 3 years		More than 3 years
Trade Receivables - Unsecured									
a) Undisputed, considered good	-	-	6,584.91	226.41	303.88	545.78	218.83	1,204.86	9,084.67
b) Undisputed, considered doubtful	-	-	54.73	29.23	93.60	1,117.62	694.96	1,318.53	3,308.67
c) Disputed, considered good	-	-	-	-	-	-	-	-	-
d) Disputed, considered doubtful	-	-	-	-	-	-	-	-	-
			6,639.64	255.64	397.49	1,663.40	913.79	2,523.39	12,393.35
Less : Expected Credit Loss Allowance			1.09	1.86	5.85	38.99	23.04	51.60	122.42
Total			6,638.54	253.78	391.64	1,624.41	890.76	2,471.79	12,270.92

9 Cash and Cash Equivalents

Particulars	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
Cash on Hand	43.40	35.84
Balance with Banks		
- Current Accounts	387.05	117.82
- Cash Credit Accounts [refer note no.18 for detail of security, terms of facility and rate of interest]	3,279.89	-
- Fixed Deposit Accounts maturing within 3 months (refer note 18 for FDR hypothecated with bank)	483.90	428.93
Cheques, Drafts on Hand	5.42	6.90
TOTAL	4,199.64	589.49

10 Other Balances with Banks

Particulars	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
Balance with banks		
- Unpaid Dividend Accounts	8.92	11.44
- Fixed Deposit Accounts maturing between 3 to 12 months (refer note 18 for FDR hypothecated with bank)	354.09	27.91
TOTAL	363.01	39.35

11 Loans

Particulars	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
Loans Receivables considered good - Secured	-	-
Loans Receivables considered good - Unsecured		
- To Wholly Owned Subsidiary, AICL Overseas FZ LLC	5,950.69	5,037.39
- Advances to Staff	18.05	13.90
Loans Receivables which have significant increase in Credit Risk	-	-
Loans Receivables - credit impaired	-	-
TOTAL	5,968.74	5,051.29

12 Other Financial Assets - Current

Particulars	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
Accrued Interest on Fixed Deposit	20.59	73.62
TOTAL	20.59	73.62

13 Current Tax Assets (net)

Particulars	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
Advance Income Tax and Tax Deducted at Source (Net of Provision)	142.47	142.47
TOTAL	142.47	142.47

14 Other Current Assets

Particulars	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
Unsecured, Considered good		
Other Advances		
- Advances recoverable in cash or in kind or for value to be received [Includes ₹ 635.36 lakhs due from wholly owned subsidiary, Agarwal Translink Private Limited (with effect from 9th April 2021) (as at 31st March 2021 ₹ 149.03 lakhs) earlier, the subsidiary was a company in which directors and relative of directors were directors]	814.08	268.10
- Advance to Supplier [Includes ₹ 325 lakhs (as at 31st March 2021 ₹ Nil) due from a company in which director is director]	522.99	240.47
- Prepaid Expenses	43.22	2.42
Balance with Government Authorities		
- Deposit with Sales Tax Authority - Under Appeal	28.23	28.23
- Income Tax Paid - Under Appeal	109.00	109.00
- GST Paid - Under Appeal	2.47	4.94
- Input Tax Credit under GST Receivable	337.57	193.30
- Custom Duty Refund Receivable	0.53	25.53
TOTAL	1,858.08	871.99

15(A) Equity Share Capital

Particulars	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
Authorised:		
1,70,00,000 (as at 31st March 2021 : 1,70,00,000) Equity Shares of ₹ 10 each	1,700.00	1,700.00
TOTAL	1,700.00	1,700.00
Issued, Subscribed and Paid up capital:		
1,32,08,789 (as at 31st March 2021 : 1,02,58,747) Equity Shares of ₹10 each with voting rights, fully paid up	1,320.88	1,025.87
TOTAL	1,320.88	1,025.87

(i) Reconciliation of number of shares outstanding at the beginning and at the end of the year :

₹ in Lakhs

Fully paid up Equity Shares	As at 31st March 2022		As at 31st March 2021	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the year	10,258,747	1,025.87	10,258,747	1,025.87
Changes in equity share capital due to prior period error	-	-	-	-
Restated balance at the beginning of the current year	10,258,747	1,025.87	10,258,747	1,025.87
Add : Equity shares issued during the year				
- on conversion of share warrants	1,762,000	176.20	-	-
- on acquisition of subsidiary (Refer Note no. 46)	1,188,042	118.80	-	-
Number of shares at the end of the year	13,208,789	1,320.88	10,258,747	1,025.87

Issuance of Warrants -

On 9th April, 2021, the Company allotted 35,11,000 warrants convertible into 35,11,000 Equity shares at a price (including the warrant subscription price and warrant exercise price) of ₹ 105.20 each, aggregating up to ₹ 36,93,57,200 on a preferential basis to the Promoters and non-promoters. The Company received the subscription money of ₹ 9,23,39,300 for allotment of 35,11,000 warrants convertible into Equity Shares, being 25% of the issue price of ₹ 105.20 of the warrants at ₹ 26.30 per warrant. The entire proceeds have been utilised for the objects of the Preferential Issue.

Issuance of Shares -

On 9th April, 2021, the Company has acquired 100% equity shares of Agarwal Translink Private Limited (ATPL) for a consideration of ₹ 1,249.82 lakhs by way of purchase of 1108980 fully paid-up equity shares from selling shareholders of ATPL in pursuance of Share Purchase Agreement dated 15th January, 2021. The purchase consideration of ₹ 1,249.82 lakhs have been paid by the Company by allotments of 1188042 fully paid-up Equity Shares of face value of ₹ 10 each at ₹ 105.20 per equity shares including a share premium of ₹ 95.20 per equity share aggregating to ₹ 1,249.82 lakhs for consideration other than in cash. Pursuant to allotment of the Equity Shares as above, the paid-up share capital of the Company stood increased on 9th April, 2021 from ₹ 10,25,87,470 to ₹ 11,44,67,890 comprising of 1,14,46,789 equity shares of face value of ₹ 10 each and securities premium reserve by ₹ 11,31,01,598.

Conversion of Warrants -

On 15th June, 2021, the Company allotted 4,00,000 Equity Shares of face value of ₹10 each fully paid up issued at a premium of ₹ 95.20 per equity share to non-promoters upon exercise of option of conversion of 4,00,000 warrants. The Issue Price of the warrant was ₹ 105.20 per warrant of which 25% was paid on subscription on 9th April, 2021 and the balance 75% i.e. ₹ 78.90 per warrant being the warrant Exercise Price was paid by those non-promoter allottees. The entire proceeds have been utilised for the objects of the Preferential Issue. Pursuant to allotment of the Equity Shares in the Preferential Issue, the paid-up share capital of the Company stood increased on 15th June, 2021 from ₹ 11,44,67,890 to ₹ 11,84,67,890 comprising of 1,18,46,789 equity shares of face value of ₹ 10 each and securities premium reserve by ₹ 3,80,80,000.

On 13th August, 2021, the Company allotted 6,19,000 Equity Shares of face value of ₹10 each fully paid up issued at a premium of ₹ 95.20 per equity share to the Promoters group as well as non-promoters upon exercise of option of conversion of 6,19,000 warrants. The Issue Price of the warrant was ₹ 105.20 per warrant of which 25% was paid on subscription on 9th April, 2021 and the balance 75% i.e. ₹ 78.90 per warrant being the warrant Exercise Price was paid by those Promoter & non-promoter allottees. The entire proceeds have been utilised for the objects of the Preferential Issue. Pursuant to allotment of the Equity Shares in the Preferential Issue, the paid-up share capital of the Company stood increased on 13th August, 2021 from ₹ 11,84,67,890 to ₹ 12,46,57,890 comprising of 1,24,65,789 equity shares of face value of ₹ 10 each and securities premium reserve by ₹ 5,89,28,800.

On 20th October, 2021, the Company allotted 7,43,000 Equity Shares of face value of ₹10 each fully paid up issued at a premium of ₹ 95.20 per equity share to the Promoters group as well as non-promoters upon exercise of option of conversion of 7,43,000 warrants. The Issue Price of the warrant was ₹ 105.20 per warrant of which 25% was paid on subscription on 9th April, 2021 and the balance 75% i.e. ₹ 78.90 per warrant being the warrant Exercise Price was paid by those Promoter & non-promoter allottees. The entire proceeds have been utilised for the objects of the Preferential Issue. Pursuant to

allotment of the Equity Shares in the Preferential Issue, the paid-up share capital of the Company stood increased on 20th October, 2021 from ₹ 12,46,57,890 to ₹ 13,20,87,890 comprising of 1,32,08,789 equity shares of face value of ₹ 10 each and securities premium reserve by ₹ 7,07,33,600.

(ii) Terms/rights attached to Equity Shares

The Company has only one class shares referred to as equity shares having a par value of ₹ 10 per share which rank pari-passu in all respects including voting rights and entitlement to dividend. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

The Board of Directors of Company, at its meeting held on 18th May, 2022 have recommended payment of dividend of ₹ 2 (Rupees two only) per equity share of the face value of ₹ 10 each for the financial year ended 31st March, 2022. If approved, the total dividend for the financial year 2021-22 will be ₹ 2 (Rupees two only) per equity share of the face value of ₹ 10 each.

Pursuant to the dividend for the financial year 2020-21 approved by the shareholders at the 27th Annual General Meeting held on 30th September, 2021, the Company paid the equity dividend of 18% (₹ 1.80 per equity share of nominal face value of ₹ 10/- each fully paid up) aggregating to ₹ 2,24,38,420/- (gross) subject to deduction of tax at source as per the applicable rate(s) to the eligible shareholders. The payment was made on 4th October, 2021.

(iii) Detail of shares held by the holding company, the ultimate holding company, their subsidiaries and associates are Nil (as at 31st March 2021 : Nil)
(iv) Details of shareholders holding more than 5% shares in the company :*

Name of Share Holder	As at 31st March 2022		As at 31st March 2021	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Ramchandra Agarwal	561,668	4.25%	532,525	5.19%
Jaiprakash Agarwal	875,453	6.63%	641,850	6.26%

* As per the records of the Company, including its register of members.

(v) Shares held by promoters as defined in the Companies Act, 2013 at the end of the year :

Promoter name	As at 31st March 2022		As at 31st March 2021		% change during the year
	No. of Shares	% of Holding	No. of Shares	% of Holding	
Jaiprakash Agarwal	875,453	6.63%	641,850	6.26%	0.37%
Ramchandra Agarwal	561,668	4.25%	532,525	5.19%	-0.94%
Usha Agarwal	533,509	4.04%	458,283	4.47%	-0.43%
Kishan Agarwal	527,311	3.99%	498,225	4.86%	-0.86%
Mahendra Agarwal	509,762	3.86%	491,100	4.79%	-0.93%
Lalit Kumar Agarwal	446,283	3.38%	400,625	3.91%	-0.53%
Jugal Kishore Agarwal	432,495	3.27%	395,000	3.85%	-0.58%
Rekha Agarwal	400,929	3.04%	296,114	2.89%	0.15%
Padma Agarwal	392,842	2.97%	244,105	2.38%	0.59%
Nilesh Agarwal	360,425	2.73%	279,650	2.73%	0.00%
Uma Agarwal	345,208	2.61%	223,600	2.18%	0.43%
Sushila Agarwal	327,968	2.48%	240,100	2.34%	0.14%
Shailesh Agarwal	296,220	2.24%	231,300	2.25%	-0.01%
Vipin Agarwal	284,635	2.15%	168,975	1.65%	0.51%

Promoter name	As at 31st March 2022		As at 31st March 2021		% change during the year
	No. of Shares	% of Holding	No. of Shares	% of Holding	
Sudha Agarwal	246,380	1.87%	132,040	1.29%	0.58%
Jaiprakash Agarwal HUF	184,297	1.40%	135,875	1.32%	0.07%
Ramchandra Agarwal HUF	142,998	1.08%	124,999	1.22%	-0.14%
Mangilal Agarwal HUF	131,768	1.00%	101,300	0.99%	0.01%
Lalit Agarwal HUF	125,225	0.95%	71,500	0.70%	0.25%
Kishan Agarwal HUF	107,817	0.82%	71,500	0.70%	0.12%
Mukul Agarwal	91,114	0.69%	76,900	0.75%	-0.06%
Virel Agarwal	79,942	0.61%	66,300	0.65%	-0.04%
Pooja Agarwal	73,005	0.55%	53,850	0.52%	0.03%
Mahendra Agarwal HUF	64,852	0.49%	25,000	0.24%	0.25%
Yash Agarwal	61,828	0.47%	48,400	0.47%	0.00%
Jugal Kishore Agarwal HUF	55,424	0.42%	19,000	0.19%	0.23%
Lakshya Agarwal	48,114	0.36%	47,900	0.47%	-0.10%
Nilesh Agarwal HUF	14,998	0.11%	-	0.00%	0.11%
Namrata Agarwal	6,964	0.05%	3,375	0.03%	0.02%
Sanchi Agarwal	4,500	0.03%	4,500	0.04%	-0.01%
Aayushi Agarwal	2,500	0.02%	2,500	0.02%	-0.01%
	7,736,434	58.57%	6,086,391	59.33%	

- (vi) The aggregate number of equity shares issued, without payment being received in cash in immediately preceding five years ended on 31st March, 2022 is 11,88,042 (period of five years ended on 31st March, 2021 is Nil).

15(B) Other Equity

Particulars	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
(a) Security Premium	7,935.02	5,126.58
(b) Retained Earning	13,600.76	9,968.62
(c) Other comprehensive income	4.56	3.26
(d) Share Forfeiture	82.12	82.12
(e) Share Warrants	459.99	-
(f) Capital Reserve	345.00	345.00
	22,427.45	15,525.58

Nature and purpose of reserves

(a) Securities Premium:

The amount received in excess of face value of the equity shares is recognised in Securities premium. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

(b) Retained earnings

Retained earnings or accumulated surplus represents total of all profits retained since Company's inception. Retained earnings are credited with current year profits, reduced by losses, if any, dividend payouts, transfers to General reserve or any such other appropriations to specific reserves.

(c) Other comprehensive income

Other comprehensive income consist of FVOCI financial assets and financial liabilities and remeasurement of defined benefit assets and liability.

(d) Share Forfeiture

The reserve represents the part amounts paid on shares which have been forfeited on account of calls remained unpaid.

(e) Share Warrants

Application money received for preferential allotments of warrants, convertible into equity shares at a price of ₹ 105.20 (including share premium of ₹ 95.20)

(f) Capital Reserve

The Capital Reserve is the amount received against share warrants convertible into equity shares which have lapsed due to non-compliance and hence, forfeited. The amount paid on such forfeited warrants have been transferred to Capital Reserve.

16 Borrowings - Non- Current

₹ in Lakhs

Particulars	Non-Current Portion		Current Portion	
	As at 31st March 2022	As at 31st March 2021	As at 31st March 2022	As at 31st March 2021
Secured (carried at amortised cost) :				
Term Loans - From Banks				
(i) Vehicle Loans (see note i)	144.52	332.51	188.19	299.57
(ii) Working Capital Term Loans (see note ii)	1,332.75	1,777.00	444.25	-
	1,477.27	2,109.51	632.44	299.57
Less: Unamortised borrowing cost	-	-	-	-
TOTAL	1,477.27	2,109.51	632.44	299.57

Note:

- i. Vehicle loans availed from banks is secured against Hypothecation of specific vehicle financed and is repayable in equated monthly installment over the tenure of the loans ending in March, 2024. These loans carries interest rate of 7.30% to 10.60% p.a.

₹ in Lakhs

Nature of borrowings	ROI	Sanction Limit	Outstanding as at 31st March 2022	Last Date of EMI	Security Detail
Vehicle Loan					
Union Bank of India	10.40%	24.00	0.20	June 2022	Secured against the specific vehicle financed
Kotak Mahindra Bank	10.60%	175.00	22.84	September 2022	
Kotak Mahindra Bank	7.30%	206.65	127.75	March 2024	
Kotak Mahindra Bank	7.30%	289.31	178.85	March 2024	
ICICI Bank Ltd	8.60%	160.74	3.07	June 2022	

- ii. Working Capital Term Loan (WCTL) availed from banks by way of Guaranteed Emergency Credit Line (GECL) under ECLGS Scheme of National Credit Guarantee Trustee Company Limited (NCGTC) is secured against existing Hypothecation of Current Assets, Movable & Immovable fixed assets of the Company. The WCTL, after a moratorium period of 12 months, is repayable in 48 equated monthly installments, commencing from the next month after completion of moratorium i.e. starting with April 2022 and ending in March 2026. The WCTL carried interest @ 7.50% p.a. See also note 18 for further details.

17 Provisions - Non Current

Particulars	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
Provision for Employee Benefits expense		
Provision for Gratuity (refer note 35)	41.87	39.15
TOTAL	41.87	39.15

18 Borrowings - Current

Particulars	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
Secured (carried at amortised cost) :		
Loans repayable on demand - From Banks		
Working Capital Finance (see note i & iii)	9,800.00	7,944.23
Bank overdraft from Banks (see note i & iv)	464.69	168.38
Current maturity of Long Term Borrowings (Refer Note No 16)	632.44	299.57
TOTAL	10,897.13	8,412.19

Note:

- i. Detail of working capital loan, Terms of repayment, detail of security and rate of interest for cash credit facility, working capital term loan (WCTL), working capital demand loan (WCDL) and Overdraft from bank are as under :

Nature of borrowings	ROI	Sanction Limit	Outstanding as at 31st March 2022	Last Date of EMI	Security Detail
Working Capital Term loan (refer note 16)					
HDFC Bank Ltd	7.50%	475.00	475.00	March 2026	See note ii
Kotak Mahindra Bank	7.50%	517.00	517.00	March 2026	See note ii
Kotak Mahindra Bank	7.45%	483.00	483.00	March 2026	See note ii
Kotak Mahindra Bank	7.45%	302.00	302.00	March 2026	See note ii
Working Capital Facility (Including working capital Demand Loan)					
Kotak Mahindra Bank	7.00% to 7.25% 8.50%	2,950.00	2,200.00 (1,522.37)	WCDL Utilised Credit balance in Cash Credit Account	See note iii See note iii
IDFC First Bank	7.50% to 8.25% 8.60% - 9.30%	2,500.00	2,400.00 (732.26)	WCDL Utilised Credit balance in Cash Credit Account	See note iii See note iii
HDFC Bank Ltd	7.2% to 7.45% 8.00%	4,000.00	3,700.00 (316.71)	WCDL Utilised Credit balance in Cash Credit Account	See note iii See note iii
		-			

Nature of borrowings	ROI	Sanction Limit	Outstanding as at 31st March 2022	Last Date of EMI	Security Detail
CITI Bank	7.50% to 8.00%	1,700.00	1,500.00	WCDL Utilised	See note iii
	10.25%		(708.54)	Credit balance in Cash Credit Account	See note iii
Bank overdraft against Fixed Deposit					
HDFC Bank Ltd	1% OFDR	228.00	258.00	Demand Loan	See note iv
Union Bank of India	1% OFDR	292.00	206.68	Demand Loan	See note iv

- ii. Working Capital Term Loan (WCTL) availed from banks by way of Guaranteed Emergency Credit Line (GECL) under ECLGS Scheme of National Credit Guarantee Trustee Company Limited (NCGTC) is secured against existing Hypothecation of Current Assets, Movable & Immovable fixed assets of the Company. The WCTL, after a moratorium period of 12 months, is repayable in 48 equated monthly installments, commencing from the next month after completion of moratorium i.e. starting with April 2022 and ending in March 2026. The WCTL carried interest @ 7.50% p.a.
- iii. Working Capital Finance availed from banks are repayable on demand and renewed every year. These loans are secured against Hypothecation of Stock, Book Debts, Current Assets, Movable & Immovable fixed assets of Company, Immovable property of its directors, Personal guarantee of some of the Directors and Factory Plot of land of Subsidiary M/s Bituminex Cochin Private Limited.
- iv. Bank overdraft facility against Fixed Deposits is availed from banks are repayable on demand. Same is secured against the fixed deposits of ₹ 565.02 Lakhs held with respective banks.
- v. Reconciliation of quarterly returns submitted to the working capital lender being Kotak Mahindra Bank, HDFC Bank, IDFC Bank and Citi Bank from which working capital facility and working capital term loan have been availed based on security of current assets:

As at 31st March 2022					₹ in Lakhs
Quarter	Assets	Amount as per Books	Amount as per quarterly statement	Difference	Reason for material discrepancies
June 2021	Inventory	2,690.94	3,878.53	(1,187.59)	See Note : 1
	Trade receivable	14,293.95	14,277.99	15.96	See Note : 2
	Trade payable	1,859.17	1,093.35	765.82	See Note : 3
September 2021	Inventory	4,933.06	7,253.15	(2,320.09)	See Note : 1
	Trade receivable	12,673.39	12,646.63	26.76	See Note : 2
	Trade payable	1,454.36	936.64	517.72	See Note : 3
December 2021	Inventory	5,122.40	6,202.23	(1,079.83)	See Note : 1
	Trade receivable	15,402.54	15,838.89	(436.35)	See Note : 4
	Trade payable	2,474.77	2,047.48	427.29	See Note : 3
March 2022	Inventory	6,177.83	6,056.17	121.66	See Note : 2
	Trade receivable	13,283.29	13,906.69	(623.40)	See Note : 4
	Trade payable	2,585.42	1,978.11	607.31	See Note : 3

As at 31st March 2021

Quarter	Assets	Amount as per Books	Amount as per quarterly statement	Difference	Reason for material discrepancies
June 2020	Inventory	2,531.89	7,585.68	(5,053.79)	See Note : 1
	Trade receivable	11,714.59	11,379.27	335.32	See Note : 4
	Trade payable	750.50	289.76	460.74	See Note : 3
September 2020	Inventory	3,783.68	6,386.89	(2,603.21)	See Note : 1
	Trade receivable	10,330.90	10,234.01	96.89	See Note : 2
	Trade payable	472.89	-	472.89	See Note : 3
December 2020	Inventory	5,721.59	7,832.61	(2,111.02)	See Note : 1
	Trade receivable	12,079.42	11,943.68	135.74	See Note : 2
	Trade payable	2,247.91	948.40	1,299.51	See Note : 3
March 2021	Inventory	4,532.56	4,972.81	(440.25)	See Note : 5
	Trade receivable	12,270.92	11,986.86	284.06	See Note : 2
	Trade payable	1,863.78	7.52	1,856.26	See Note : 6

Note : 1 On account of inclusion of advance to suppliers in quarterly statements, valuation of inventory including custom and other duties / taxes paid thereon and non-adjustments of exchange rate differences.

Note : 2 No material discrepancies.

Note : 3 Amount reported in quarterly statements pertains to trade payable in respect of goods and other trade payable were not included therein.

Note : 4 On account of inclusion of taxae and advances receivable in quarterly statement, effect of expected credit loss provision, writing off of bad debts and regrouping of advance received.

Note : 5 On account of non-inclusion of stock in transit in books due to cut-off procedures at year end, valuation of inventory and inclusion of advance to suppliers in quarterly statements.

Note : 6 Amount as reported in quarterly statements pertains to Creditors in respect of goods only. Also, some of the purchases were booked subsequently due to lack of availability of documents and reports during Covid-19 phase.

19 Trade Payables

₹ in Lakhs

Particulars	As at	As at
	31st March 2022	31st March 2021
Trade Payables:		
Payable for Goods & Services		
Total outstanding dues to micro and small enterprises (refer note below)*	1.32	67.32
Total outstanding dues to others	2,584.10	1,796.46
TOTAL	2,585.42	1,863.78

*Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act, 2006") as at 31 March 2022 and 31 March 2021 :

₹ in Lakhs

Particulars	As at	As at
	31st March 2022	31st March 2021
i) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year;	1.32	67.32
ii) The amount of interest paid by the buyer in terms of section 16, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act;	-	-
iv) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

Trade Payables Ageing Schedule

₹ in Lakhs

Particulars	Outstanding for following periods from due date of payment				As at 31st March 2022
	Less than 1 year	1 year to 2 years	2 years to 3 years	More than 3 years	
Trade Payables					
a) MSME	0.32	1.00	-	-	1.32
b) Other than MSME	2,562.31	6.47	5.59	9.73	2,584.10
c) Disputed dues - MSME	-	-	-	-	-
d) Disputed dues - Other than MSME	-	-	-	-	-
Total	2,562.63	7.47	5.59	9.73	2,585.42

₹ in Lakhs

Particulars	Outstanding for following periods from due date of payment				As at 31st March 2021
	Less than 1 year	1 year to 2 years	2 years to 3 years	More than 3 years	
Trade Payables					
a) MSME	67.32	-	-	-	67.32
b) Other than MSME	1,768.53	18.20	8.16	1.57	1,796.46
c) Disputed dues - MSME	-	-	-	-	-
d) Disputed dues - Other than MSME	-	-	-	-	-
Total	1,835.85	18.20	8.16	1.57	1,863.78

20 Other Financial Liabilities

Particulars	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
Payable for Expenses	64.10	48.83
Payable towards capital expenditure	28.90	54.71
Unclaimed Dividend	8.91	11.44
Interest Accrued	8.36	4.90
Other Liability	2.51	10.01
TOTAL	112.77	129.89

21 Other Current Liabilities

Particulars	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
Statutory dues	97.41	157.35
Advances from customer	1,038.01	247.74
Revenue received in advance	18.06	18.06
TOTAL	1,153.48	423.14

22 Provisions - Current

Particulars	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
Provision for Employee benefits expense		
Provision for Gratuity (refer note 35)	5.97	0.98
TOTAL	5.97	0.98

23 Current Tax Liabilities (Net)

Particulars	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
Provision for income tax (net of taxes paid)	356.62	248.49
TOTAL	356.62	248.49

24 Revenue from Operations

₹ in Lakhs

Particulars	For the year ended 31st March 2022	For the year ended 31st March 2021
Sales of goods	134,797.37	78,849.40
Sale of Services		
Vehicle Freight Income	5,603.20	4,363.62
Labour Charges	18.57	17.60
Other operating revenue		
Sale of Power - Wind mill	110.92	98.74
TOTAL	140,530.06	83,329.36

Revenue disaggregation as per nature of products and services has been included in segment information (refer note 43).

25 Other Income

₹ in Lakhs

Particulars	For the year ended 31st March 2022	For the year ended 31st March 2021
Foreign exchange fluctuation gain	193.58	-
Interest on fixed deposits with banks	52.35	24.38
Interest on loan to subsidiary	545.99	357.38
Interest - other	12.79	9.08
Rent from investment property	43.34	25.28
Dividend income	-	2.52
Income from current investments	32.10	33.85
Guarantee commission from subsidiary	50.00	50.00
Net Gain arising on financial assets measured at Fair Value through profit or loss	24.53	59.47
Miscellaneous income	1.44	3.94
TOTAL	956.11	565.91

26 Cost of Materials Consumed

₹ in Lakhs

Particulars	For the year ended 31st March 2022	For the year ended 31st March 2021
Opening Stock	314.69	815.06
Add:- Purchases during the year	34,662.20	16,926.34
	34,976.89	17,741.39
Less: - Closing Stock	631.27	314.69
TOTAL	34,345.62	17,426.70

27 Changes in inventories of Finished goods, Stock-in-Trade and work-in-progress

Particulars	₹ in Lakhs	
	For the year ended 31st March 2022	For the year ended 31st March 2021
Stock at the beginning of the year		
Finished goods	57.93	82.28
Stock in trade (acquired for trading)	4,041.87	1,489.83
Work in progress	91.19	107.64
Stock at the end of the year		
Finished goods	1,274.51	57.93
Stock in trade (acquired for trading)	4,105.69	4,041.87
Work in progress	140.04	91.19
TOTAL	(1,329.24)	(2,511.25)

28 Manufacturing, Operating and Other Direct Expenses

Particulars	₹ in Lakhs	
	For the year ended 31st March 2022	For the year ended 31st March 2021
Transportation charges	1,359.33	976.24
Labour charges	45.49	55.87
Repairs and maintenance - machinery	88.97	62.38
Electricity, power and fuel	265.80	48.82
Storage terminal rent	25.50	124.84
Heating and fuel charges	192.46	152.69
Other direct expenses	40.20	63.20
Vehicle running and maintenance expenses	4,471.98	3,369.37
Freight paid	144.64	136.56
Wind mill expenses	39.28	35.30
TOTAL	6,673.66	5,025.27

29 Employee Benefits Expense

Particulars	₹ in Lakhs	
	For the year ended 31st March 2022	For the year ended 31st March 2021
Salaries and wages	360.93	303.70
Directors remuneration	168.00	168.00
Contribution towards employees welfare fund	0.51	0.53
Gratuity (Refer note 35)	9.45	8.28
Staff welfare	38.94	33.22
TOTAL	577.84	513.73

30 Other Expenses

₹ in Lakhs

Particulars	For the year ended 31st March 2022	For the year ended 31st March 2021
(A) Administrative Expenses		
Rent, rates and taxes	41.75	72.96
Payment to auditors		
- Statutory audit fees	2.50	2.50
- Tax audit fees	1.00	1.00
- Certification work	0.75	0.75
- Other services	0.14	0.14
Insurance	19.47	16.06
Share transfer fees	5.68	2.55
Legal and professional charges	90.99	76.28
Bank charges and commission	12.24	11.76
Electricity expenses	9.63	6.18
Listing fees and custodian charges	5.40	10.20
Postage and telephone	6.46	5.01
Security charges	19.63	16.32
Printing and stationery	6.30	6.97
Foreign exchange fluctuation loss	-	65.94
Vehicle expenses	11.35	9.11
Travelling and conveyance	89.26	21.42
Bad debts written off	1,258.25	212.27
Expected credit loss allowance	(16.43)	65.07
Repairs to building	3.48	23.53
Repairs - other	23.82	52.14
Expenditure on corporate social responsibility (Refer note 39)	46.61	36.51
Miscellaneous expenses	35.54	55.80
	1,673.82	770.46
(B) Selling and Distribution Expenses		
Advertisement and business promotion expenses	46.04	10.67
Commission paid	445.12	191.78
	491.15	202.46
TOTAL	2,164.98	972.92

31 Finance Cost

Particulars	₹ in Lakhs	
	For the year ended 31st March 2022	For the year ended 31st March 2021
Interest on bank borrowings	845.95	793.38
Interest - others	4.64	1.32
Interest on lease liability	177.08	117.04
Exchange loss on working capital loan	58.24	6.09
Bank guarantee commission	38.22	37.30
Other borrowing cost	29.90	21.33
TOTAL	1,154.04	976.47

32 Depreciation and Amortisation Expense

Particulars	₹ in Lakhs	
	For the year ended 31st March 2022	For the year ended 31st March 2021
Depreciation on property, plant and equipment	765.55	787.33
Amortisation of right of use	584.61	392.33
TOTAL	1,350.15	1,179.66

33 Income Tax**(a) Tax expense recognised in the Statement of Profit and Loss:**

Particulars	₹ in Lakhs	
	For the year ended 31st March 2022	For the year ended 31st March 2021
Current tax		
Current year	1,381.00	811.00
Short Provision for Tax for earlier years	-	47.60
Total current tax	1,381.00	858.60
Deferred tax		
Relating to origination and reversal of temporary difference	(24.55)	(49.93)
Total deferred income tax expense/(credit)	(24.55)	(49.93)
Total income tax expense	1,356.45	808.67

A reconciliation between the statutory income tax rate applicable to the Company and the effective income tax rate of the Company is as follows :

(b) Reconciliation of effective tax rate

Particulars	₹ in Lakhs	
	For the year ended 31st March 2022	For the year ended 31st March 2021
Profit /(loss) before taxation	5,212.97	2,963.87
Enacted income tax rate in India	25.17%	25.17%
Tax at the enacted income tax rate	1,312.00	745.95
Reconciliation line items:		
Effect of non-deductible expenses	13.76	12.33
Due to non-taxable income for Indian tax purposes	-	(0.61)
Tax pertaining to Earlier Years	-	47.60
Others (Including the effect of change in the tax rate)	30.69	3.40
Tax expense	1,356.45	808.67

(c) The movement in deferred tax assets and liabilities during the year ended March 31, 2022 and March 31, 2021:

₹ in Lakhs			
For the year Ended 31st March, 2022			
Particulars	As at 01 April, 2021	Charge / (Credit) in Statement of profit and loss	As at 01 April, 2022
Deferred tax liabilities / (assets) (net)			
On Account of Depreciation	428.23	(43.54)	384.70
Due to disallowances under Income Tax	(40.91)	2.29	(38.62)
On account of Fair valuation of Financial assets and liabilities	5.74	1.69	7.43
On Right of Use	(8.79)	15.44	6.66
	384.28	(24.11)	360.17

₹ in Lakhs			
For the year Ended 31st March, 2021			
Particulars	As at 01 April, 2020	Charge / (Credit) in Statement of profit and loss	As at 01 April, 2021
Deferred tax liabilities / (assets) (net)			
On Account of Depreciation	460.96	(32.73)	428.23
Due to disallowances under Income Tax	(24.99)	(15.92)	(40.91)
On account of Fair valuation of Financial assets and liabilities	(4.31)	10.05	5.74
On Right of Use	-	(8.79)	(8.79)
	431.67	(47.39)	384.28

34 Leases

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 "Leases" which replaces the existing lease standard, Ind AS 17 "Leases" and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

The Company has adopted Ind AS 116 "Leases" using modified retrospective approach. The Company's lease asset classes primarily consist of leases for Land, buildings and Plant & Machinery. These leases were classified as "Operating Leases" under Ind AS 17. On transition to Ind AS 116 "Leases", for these leases, lease liabilities were measured at the present value of remaining lease payments, discounted at the Company's incremental borrowing rate as at 1st April, 2019. Right to Use if measured either at an amount equal to the lease liability adjusted by the amount of any prepaid or accrued lease payments. Due to transition, the nature of expenses in respect of operating leases has changed from "lease rent" to "depreciation cost" and "finance cost" for the right-of-use assets and for interest accrued on lease liability respectively.

The Company has used following practical expedient, when applying Ind AS 116 to leases previously classified as operating leases under Ind AS 17.

- (1) The Company didn't recognized Right to Use and Lease liabilities for lease for which the lease terms ends within 12 months on the date of initial transition and low value assets.
- (2) The Company excluded initial direct cost from measurement of the Right to Use assets at the date of initial application.
- (3) The Company uses hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

The weighted average lessee's incremental borrowing rate applied to the lease liabilities is 9%.

The difference between the lease obligation under Ind AS 17 and the value of the lease liability is primarily on account of inclusion of extension and termination options reasonably certain to be exercised in measuring the lease liability in accordance with Ind AS 116 and discounting the lease liabilities to the present value under Ind AS 116.

Following are the changes in the carrying value of right of use assets for the year ended March 31, 2022:

Particulars	₹ in Lakhs			
	Land	Building	Plant & Machinery	Total
Balance as at 1st April 2020	-	-	-	-
Additions	204.20	49.13	2,117.67	2,371.00
Deletions	-	-	-	-
Depreciation and amortisation expenses	7.56	24.57	360.20	392.33
Balance as at 1st April 2021	196.63	24.57	1,757.47	1,978.67
Additions	8.23	-	997.07	1,005.29
Deletions	-	-	-	-
Depreciation and amortisation expenses	8.80	24.57	551.24	584.61
Balance as at 31st March 2022	196.06	-	2,203.30	2,399.35

Following is the movement in lease liabilities during the year ended 31st March, 2022:

Particulars	₹ in Lakhs			
	Land	Building	Plant & Machinery	Total
Balance as at 1st April 2020	-	-	-	-
Additions	182.53	49.13	2,099.84	2,331.51
Interest accrued during the year	16.43	3.53	97.09	117.04
Deletions	-	-	-	-
Payment of lease liabilities	12.00	25.56	467.24	504.80
Balance as at 1st April 2021	186.96	27.10	1,729.69	1,943.75
Additions	8.23	-	979.24	987.47
Interest accrued during the year	17.57	1.34	158.18	177.08
Deletions	-	-	-	-
Payment of lease liabilities	12.53	28.44	641.54	682.50
Balance as at 31st March 2022	200.22	-	2,225.58	2,425.80

Break-up of the contractual maturities of lease liabilities on an undiscounted basis:

As at 31st March 2022				₹ in Lakhs
Particulars	Land	Building	Plant & Machinery	Total
Less than one year	(7.11)	-	469.66	462.55
One to five years	(15.94)	-	1,755.92	1,739.97
More than 5 years	223.28	-	-	223.28

As at 31st March 2021				₹ in Lakhs
Particulars	Land	Building	Plant & Machinery	Total
Less than one year	(4.83)	27.10	455.59	477.86
One to five years	(14.91)	-	1,274.11	1,259.19
More than 5 years	206.70	-	-	206.70

Short-term leases expenses incurred

			₹ in Lakhs
Particulars	For the year ended 31st March 2022	For the year ended 31st March 2021	
Rental expense	29.72	165.35	

35 DISCLOSURE PURSUANT TO IND AS - 19 “EMPLOYEE BENEFITS”

- i) **Gratuity:** In accordance with the applicable laws, the Company provides for gratuity, a defined benefit retirement plan (“The Gratuity Plan”) covering eligible employees. The Gratuity Plan provides for a lump sum payment to vested employees on retirement (subject to completion of five years of continuous employment), death, incapacitation or termination of employment that are based on last drawn salary and tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date.

The disclosure in respect of the defined Gratuity Plan are given below:

A. Balance Sheet

			₹ in Lakhs
			Defined benefit plans
	As at 31st March 2022	As at 31st March 2021	
Present value of plan liabilities	47.84	40.13	
Fair value of plan assets	-	-	
Asset/(Liability) recognised	47.84	40.13	

B. Movements in plan assets and plan liabilities

₹ in Lakhs

	Present value of obligations	Fair Value of Plan assets
As at 1st April 2021	40.13	-
Current service cost	6.73	-
Past service cost	-	-
Interest Cost/(Income)	2.72	-
Return on plan assets excluding amounts included in net finance income/cost	-	-
Actuarial (gain)/loss arising from changes in financial assumptions	(2.57)	-
Actuarial (gain)/loss arising from experience adjustments	0.84	-
Employer contributions	-	-
Benefit payments	-	-
As at 31st March 2022	47.84	-
	Present value of obligations	Fair Value of Plan assets
As at 1st April 2020	41.94	-
Current service cost	5.42	-
Past service cost	-	-
Interest Cost/(Income)	2.86	-
Return on plan assets excluding amounts included in net finance income/cost	-	-
Actuarial (gain)/loss arising from changes in financial assumptions	0.28	-
Actuarial (gain)/loss arising from experience adjustments	(10.37)	-
Employer contributions	-	-
Benefit payments	-	-
As at 31st March 2021	40.13	-

C. Statement of Profit and Loss

₹ in Lakhs

	As at March 31, 2022	As at March 31, 2021
Employee Benefit Expenses:		
Current service cost	6.73	5.42
Interest cost/(income)	2.72	2.86
Total amount recognised in Statement of Profit & Loss	9.45	8.28
Remeasurement of the net defined benefit liability:		
Return on plan assets excluding amounts included in net finance income/(cost)	-	-
Actuarial gains/(losses) arising from changes in financial assumptions	(2.57)	0.28
Experience gains/(losses)	0.84	(10.37)
Total amount recognised in Other Comprehensive Income	(1.74)	(10.09)

D. Assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

The significant actuarial assumptions were as follows:

	₹ in Lakhs	
	As at March 31, 2022	As at March 31, 2021
Financial Assumptions		
Discount rate	7.19%	6.77%
Salary Escalation Rate	5.00%	5.00%

E. Sensitivity

The sensitivity of the overall plan liabilities to changes in the weighted key assumptions are:

	₹ in Lakhs		
	Impact on defined benefit obligation		
	Change in assumption	Increase in assumption	Decrease in assumption
Discount rate	1.00%	42.51	54.35
Salary Escalation Rate	1.00%	54.34	42.14

The sensitivity analysis above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period.

F. The defined benefit obligations shall mature after year end 31st March, 2022 as follows:

	₹ in Lakhs
Year ending 31st March, 2022	Defined benefit obligation
2022	5.97
2023	0.78
2024	1.31
2025	10.48
2026	1.26
Thereafter	28.04

36 Contingent liabilities

Particulars	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
a) Stand-by Letter of Credit (SBLC) issued by banker in favor of overseas subsidiary	2,500.00	2,500.00
	2,500.00	2,500.00
b) Claims against the Company not acknowledged as debts liabilities that may arise in respect of disputed matters in relation to :		
- Entry Tax	43.72	43.72
- Goods and Services Tax	2.47	4.94
- Income Tax	533.35	533.35
- Local Body Tax	14.11	14.11
- Special Additional Duty	81.99	-
- Municipal Corporation Tax	11.78	-
	687.43	596.13

Note: - The Company's pending litigations comprise of claims against the Company and proceedings pending with tax and other authorities. The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The Company does not reasonably expect the outcome of these proceedings to have a material impact on its financial statements.

37 Commitments

The Company does not have any commitments (including capital commitments) as on the Balance sheet date. (As at March 31, 2021 - Nil)

38 Earning Per share

Particulars	₹ in Lakhs	
	For the year ended 31st March 2022	For the year ended 31st March 2021
Profit after tax available for equity shareholders	3,856.52	2,155.20
Weighted average number of equity shares	12,462,114	10,258,747
Nominal value of equity shares	10.00	10.00
Basic and diluted Earning Per Share	30.94	21.01

39 Corporate Social Responsibility (CSR) expenditure

- The CSR activities of the Company shall include, but not limited to any or all of the sectors/activities as may be prescribed by Schedule VII of the Companies Act, 2013 amended from time to time.
- During the year ended 31 March 2022, the Company has incurred an expenditure of ₹ 87.41 lakhs (31 March 2021: ₹ 69.38 lakhs) towards CSR activities which includes contribution / donations made to the trusts which are engaged in activities prescribed under section 135 of the Companies Act, 2013 read with Schedule VII to the said Act.

c) Amount required to be spent and amount spent towards CSR activities by the Company

Particulars	₹ in Lakhs	
	For the year ended 31st March 2022	For the year ended 31st March 2021
Amount required to be spent as per section 135 of the Act		
(i) Unspent amount as at the beginning of the year	(2.42)	30.45
(ii) Amount provisioned during the year based on average of preceding three year profits	46.61	36.51
Total amount required to be spent	44.19	66.96
Amount spent during the year on :		
(i) Construction/acquisition of assets	-	-
(ii) On purpose other than above	87.41	69.38
(Excess) / Unspent amount as at the end of the year	(43.22)	(2.42)

d) Nature of CSR activities undertaken by the Company -

- i) Eradicating hunger, poverty and malnutrition
- ii) Promoting health care including preventive health care and sanitation
- iii) Promoting education, including special education and employment enhancing vocation skills

40 Financial instruments

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 methods and assumptions were used to estimate the fair values:

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

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

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The carrying amounts and fair values of financial instruments by category are as follows:

As at March 31, 2022					₹ in Lakhs
	FVTOCI	FVTPL	Amortised cost	Total fair value	Carrying amount
Financial assets					
Investments	-	1,248.70	1,672.50	2,921.20	2,921.20
Trade receivables	-	-	13,283.29	13,283.29	13,283.29
Cash and cash equivalents	-	-	4,199.64	4,199.64	4,199.64
Other bank balances	-	-	363.01	363.01	363.01
Loans	-	-	5,968.74	5,968.74	5,968.74
Other financial assets	-	-	621.10	621.10	621.10
Total	-	1,248.70	26,108.29	27,356.99	27,356.99
Financial liabilities					
Borrowings	-	-	12,374.40	12,374.40	12,374.40
Lease Liabilities	-	-	2,425.80	2,425.80	2,425.80
Trade payables	-	-	2,585.42	2,585.42	2,585.42
Others	-	-	112.77	112.77	112.77
Total financial liabilities	-	-	17,498.40	17,498.40	17,498.40

As at March 31, 2021					₹ in Lakhs
	FVTOCI	FVTPL	Amortised cost	Total fair value	Carrying amount
Financial assets					
Investments	-	605.73	422.68	1,028.41	1,028.41
Trade receivables	-	-	12,270.92	12,270.92	12,270.92
Cash and cash equivalents	-	-	589.49	589.49	589.49
Other bank balances	-	-	39.35	39.35	39.35
Loans	-	-	5,051.29	5,051.29	5,051.29
Other financial assets	-	-	415.30	415.30	415.30
Total	-	605.73	18,789.03	19,394.76	19,394.76
Financial liabilities					
Borrowings	-	-	10,521.70	10,521.70	10,521.70
Lease Liabilities	-	-	1,943.75	1,943.75	1,943.75
Trade payables	-	-	1,863.78	1,863.78	1,863.78
Others	-	-	129.89	129.89	129.89
Total financial liabilities	-	-	14,459.13	14,459.13	14,459.13

Fair value estimation

For financial instruments measured at fair value in the Balance Sheet, a three level fair value hierarchy is used that reflects the significance of inputs used in the measurements. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows:

- Level 1: quoted prices for identical instruments
- Level 2: directly or indirectly observable market inputs, other than Level 1 inputs; and
- Level 3: inputs which are not based on observable market data.

For assets and liabilities which are carried at fair value, the classification of fair value calculations by category is summarised below:

	₹ in Lakhs		
March 31, 2022	Level 1	Level 2	Level 3
Assets at fair value - Investments	1,248.70	-	-

	₹ in Lakhs		
March 31, 2021	Level 1	Level 2	Level 3
Assets at fair value - Investments	605.73	-	-

There were no significant changes in classification and no significant movements between the fair value hierarchy classifications of financial assets and financial liabilities during the period.

41 Financial risk factors

The Company's principal financial liabilities comprise loans and borrowings, advances and trade and other payables. The purpose of these financial liabilities is to finance the Company's operations and to provide to support its operations. The Company's principal financial assets include loans, trade and other receivables and cash and cash equivalents that derive directly from its operations.

The Company's activities exposes it to Liquidity Risk, Market Risk and Credit risk. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised as below.

(a) Liquidity risk

The risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk management implies maintenance sufficient cash including availability of funding through an adequate amount of committed credit facilities to meet the obligations as and when due.

The Company manages its liquidity risk by ensuring as far as possible that it will have sufficient liquidity to meet its short term and long term liabilities as and when due. Anticipated future cash flows are expected to be sufficient to meet the liquidity requirements of the Company.

(i) Financing arrangements

The Company has access to the following undrawn borrowing facilities as at the end of the reporting period:

	As at March 31, 2022	As at March 31, 2021
Secured working capital credit facility from Banks	4,685.20	1,537.38

₹ in Lakhs

(ii) The following is the contractual maturities of the financial liabilities:

	Carrying amount	Payable on demand	1-12 months	More than 12 months
As at 31st March 2022				
Non-derivative liabilities				
Borrowings	12,374.40	-	10,897.13	1,477.27
Lease Liabilities	2,425.80	-	462.55	1,963.25
Trade payables	2,585.42	-	2,585.42	-
Other financial liabilities	112.77	-	112.77	-
	17,498.40	-	14,057.87	3,440.53

₹ in Lakhs

	Carrying amount	Payable on demand	1-12 months	More than 12 months
As at 31st March 2021				
Non-derivative liabilities				
Borrowings	10,521.70	-	8,412.19	2,109.51
Lease Liabilities	1,943.75	-	477.86	1,465.89
Trade payables	1,863.78	-	1,863.78	-
Other financial liabilities	129.89	-	129.89	-
	14,459.13	-	10,883.73	3,575.40

₹ in Lakhs

(b) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk includes investment, deposits, foreign currency receivables and payables. The Company's treasury team manages the Market risk, which evaluates and exercises independent control over the entire process of market risk management.

(i) Foreign currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company has foreign currency borrowing and trade payables and is therefore exposed to foreign exchange risk. The exchange rates have been volatile in the recent years and may continue to be volatile in the future. Hence the operating results and financials of the Company may be impacted due to volatility of the rupee against foreign currencies.

Unhedged Foreign currency exposure

₹ in Lakhs

	Foreign Currency Loan from Bank	Trade payables	Loan to Subsidiary	Advances Recoverable & Advances to Suppliers
As at 31st March 2022				
- In AED	-	96.09	289.46	2.50
- In USD	-	-	-	-
- In equivalent INR	-	2,022.69	5,950.69	50.00
As at 31st March 2021				
- In AED	-	74.81	252.71	10.10
- In USD	19.22	-	-	-
- In equivalent INR	1,406.66	1,491.27	5,037.39	200.91

(ii) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. According to the Company, interest rate risk exposure is only for floating rate borrowings. The Company is not significantly exposed to the interest rate risk, since the borrowings of the Company are on Fixed interest rate basis.

(iii) Commodity risk

Commodity price risk arises due to fluctuation in prices of crude oil. Volatility in Crude Oil prices, Currency fluctuation of Rupee vis-à-vis other prominent currencies coupled with demand–supply scenario in the world market affect the effective price and availability. The Company manages this risk by widening its source base, appropriate contracts and commitments and well planned procurement.

(c) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations. The Company is exposed to credit risks from its operating activities, primarily trade receivables, cash and cash equivalents, deposits with banks and other financial instruments.

Credit risk is managed by the Company through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business.

₹ in Lakhs

Exposure to the Credit risks	As at	As at
	31st March 2022	31st March 2021
Financial assets for which loss allowance is measured using 12 months Expected Credit Losses (ECL)		
- Loans	5,968.74	5,051.29
- Other Financial Assets	621.10	415.30

₹ in Lakhs

Exposure to the Credit risks	As at	As at
	31st March 2022	31st March 2021
Financial assets for which loss allowance is measured using Life time Expected Credit Losses (ECL)		
- Trade Receivables	13,283.29	12,270.92

Trade and other receivables

The Company considers the probability of default upon initial recognition of assets and whether there has been a significant increase in credit risks on an ongoing basis throughout each reporting period.

To assess whether there is a significant change increase in credit risk, the Company compares the risks of default occurring on the assets as at the reporting date with the risk of default as at the date of initial recognition. It considers the reasonable and supportive forward looking information such as:

- (i) Actual or expected significant adverse changes in business.
- (ii) Actual or expected significant changes in the operating results of the counterparty.
- (iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations.
- (iv) Significant increase in credit risk on other financial instruments of same counter party.

Ageing of the accounts receivables

	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
0-90 days	8,589.55	6,639.64
90-180 days	739.51	255.64
>180 days	4,059.83	5,498.07
	13,388.88	12,393.35

Movement in provisions of doubtful debts and advances - There were no Provision of doubtful debts as on March 31, 2022 and March 31, 2021.

42 (a) Capital management

The Company's objectives when managing capital are to :

- (i) safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- (ii) maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may issue new shares, adjust the amount of dividends paid to shareholders etc. The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

The Company monitors capital using a gearing ratio being a ratio of net debt as a percentage of total capital.

	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
Total equity	23,748.32	16,551.45
Net debt (Total borrowings including current maturities less cash and cash equivalents)	7,811.75	9,892.86
Total capital (Borrowings and Equity)	31,560.07	26,444.32
Gearing ratio	24.75%	37.41%

(b) Dividends

The Company follows the policy of Dividend for every financial year as may be decided by Board considering financial performance of the company and other internal and external factors enumerated in the Company's dividend policy.

	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
Final Dividend paid		
Final dividend for the year ended 31st March, 2021 of ₹ 1.80 (as at 31st March 2020 ₹ 1.50) per fully paid up share	224.38	153.88
Dividends not recognised at the end of reporting period		
Since year end, the directors have recommended the payment of final dividend of ₹ 2.00 per fully paid up equity share (March 31, 2021 - ₹ 1.80 per fully paid up equity shares)	264.18	224.38

43 Segment Reporting

The Company's Board of Directors consisting of Managing Director together with the Chief Financial Officer has been identified as the Chief Operating Decision Maker (CODM) as defined under Ind AS 108 "Operating Segments". The CODM evaluates the Company's performance and allocated the resources based on an analysis of various performance indicators. The Company is principally engaged in the business activities of Ancillary Infra i.e. manufacturing and trading of Bitumen and Allied Products, Logistics of Bitumen and Liquefied Petroleum Gas (LPG) and energy generation through Wind Mills. The Company has accordingly identified these 3 activities as Operating segments in accordance with requirements of Ind AS 108 on 'Operating segments'.

Operating segments

- (a) Ancillary Infra - Bitumen & Allied products [renamed from "Petrochemicals (Bituminous & Allied Products)"]
- (b) Logistics [renamed from "Transportation"]
- (c) Windmill

	₹ in Lakhs	
Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Segment Revenue		
a) Ancillary Infra (Bitumen & Allied Products)	134,836.90	78,905.37
b) Logistics	5,688.67	4,417.49
c) Windmill	123.72	98.74
d) Other (Unallocable)	836.88	473.66
Total	141,486.17	83,895.26
Less Intersegment Revenue	-	-
Net Sales/Income From Operations	141,486.17	83,895.26
Segment Result Profit/(Loss) before tax and interest from Each Segment		
a) Ancillary Infra (Bitumen & Allied Products)	5,277.87	3,487.11
b) Logistics	214.57	29.19
c) Windmill	37.69	16.31
Total	5,530.14	3,532.62
Less: i) Finance costs	1,154.04	976.47
ii) Other Un-allocable Expenditure net off	-	65.94
iii) Un-allocable Income	(836.88)	(473.66)
Total Profit Before Tax	5,212.97	2,963.87

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Segment Assets		
a) Ancillary Infra (Bitumen & Allied Products)	30,570.67	22,567.66
b) Logistics	3,007.23	2,632.93
c) Windmill	454.69	539.93
d) Other (Unallocable)	9,132.23	6,366.10
Total Assets	43,164.83	32,106.62
Segment Liabilities		
a) Ancillary Infra (Bitumen & Allied Products)	18,184.19	14,025.73
b) Logistics	458.77	845.10
c) Windmill	-	-
d) Other (Unallocable)	773.54	684.34
Total Liability	19,416.50	15,555.17

44 Related party disclosure under Ind AS 24

Name and description of related parties

(a) Key Managerial Personnel (KMP)

Mr. Jaiprakash Agarwal, Managing Director

Mr. Ramchandra Agarwal, Whole Time Director

Mr. Lalit Agarwal, Whole Time Director

Mr. Vipin Agarwal, Chief Financial Officer

Mr. Sachin Ghanghas, Company Secretary (w.e.f 01.02.2020 till 18.12.2020)

Mr. Satish Deshmukh, Company Secretary (w.e.f 18.12.2020 till 09.03.2021)

Ms. Dipali Pitale, Company Secretary (w.e.f 10.03.2021)

(b) Wholly Owned Subsidiary

Bituminex Cochin Private Limited (Indian Subsidiary)

AICL Overseas FZ-LLC, UAE (Overseas Subsidiary)

Agarwal Translink Private Limited (Indian Subsidiary)

(c) Relatives of KMP

Mr. Nilesh Agarwal

Mr. Mukul Agarwal

Mr. Virel Agarwal

Jai Prakash Agarwal HUF

Mr. Jugalkishore Agarwal

Jugalkishore Agarwal HUF

Mr. Kishan Agarwal

Kishan Agarwal HUF

Mr. Lakshya Agarwal

Lalit Agarwal HUF

Mr. Mahendra Agarwal

Mahendra Agarwal HUF

Mangilal Agarwal HUF
 Ms. Namrata Agarwal
 Nilesh Agarwal HUF
 Mr. Yash Agarwal
 Mrs. Padma Agarwal
 Mrs. Pooja Agarwal
 Ramchandra Agarwal HUF
 Mrs. Rekha Agarwal
 Mr. Shailesh Agarwal
 Mrs. Sudha Agarwal
 Mrs. Sushiladevi Agarwal
 Mrs. Uma Agarwal
 Mrs. Usha Agarwal

(d) Concerns in which KMP are interested

ANZ Transporters
 Agarwal Gas Carriers
 Agarwal Motor Repairs

(e) Concerns in which Relatives of KMP are interested

Balaji Tyre
 Shree Balaji Engineering Work
 Murlidhar Ishwardas

Transaction with the related parties during the year

Name of Party	₹ in Lakhs	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Key Managerial Personnel (KMP)		
<u>Directors remuneration</u>		
Jaiprakash Agarwal	60.00	60.00
Ramchandra Agarwal	54.00	54.00
Lalit Agarwal	54.00	54.00
<u>Salary</u>		
Vipin Agarwal	18.00	18.00
Sachin Ghanghas	-	2.73
Dipali Pitale	4.79	0.48
Satish Deshmukh	-	0.62
<u>Rent Paid</u>		
Jaiprakash Agarwal	13.20	12.00
Lalit Agarwal	17.04	15.36
<u>Purchase of Equity Shares of Agarwal Translink Private Limited by way of issue of Equity Shares of Company for consideration other wise than in cash</u>		
Jaiprakash Agarwal	66.91	-

₹ in Lakhs

Name of Party	For the year ended March 31, 2022	For the year ended March 31, 2021
Ramchandra Agarwal	2.25	-
Lalit Agarwal	48.03	-
Vipin Agarwal	84.85	-
Relatives of KMP		
<u>Salary</u>		
Nilesh Agarwal	14.40	14.40
Mukul Agarwal	15.00	6.00
Virel Agarwal	6.00	6.00
<u>Purchase of Equity Shares of Agarwal Translink Private Limited by way of issue of Equity Shares of Company for consideration other wise than in cash</u>	-	-
Jai Prakash Agarwal HUF	50.94	-
Jugalkishore Agarwal	39.44	-
Jugalkishore Agarwal HUF	38.32	-
Kishan Agarwal	30.60	-
Kishan Agarwal HUF	38.21	-
Lakshya Agarwal	0.23	-
Lalit Agarwal HUF	56.52	-
Mahendra Agarwal	19.63	-
Mahendra Agarwal HUF	41.92	-
Mangilal Agarwal	32.05	-
Mukul Agarwal	0.23	-
Namrata Agarwal	3.78	-
Nilesh Agarwal	84.98	-
Nilesh Agarwal HUF	15.78	-
Padma Agarwal	108.08	-
Pooja Agarwal	20.15	-
Ramchandra Agarwal HUF	18.93	-
Rekha Agarwal	86.07	-
Shailesh Agarwal	68.30	-
Sudha Agarwal	91.88	-
Sushiladevi Agarwal	58.77	-
Uma Agarwal	50.08	-
Usha Agarwal	79.14	-
Virel Agarwal	6.99	-
Yash Agarwal	6.76	-
Subsidiary		
<u>Freight Paid</u>		
Agarwal Translink Private Limited	635.45	463.94

Name of Party	₹ in Lakhs	
	For the year ended March 31, 2022	For the year ended March 31, 2021
<u>Transportation Charges Received</u>		
Agarwal Translink Private Limited	373.19	346.06
<u>Labour Charges Received</u>		
Agarwal Translink Private Limited	4.03	3.67
<u>Purchase of HSD & Oil</u>		
Agarwal Translink Private Limited	602.62	366.53
<u>Sale of Spare Parts & Oil</u>		
Agarwal Translink Private Limited	3.72	3.37
<u>Sale of Material</u>		
Bituminex Cochin Private Limited	135.75	94.01
<u>Security commission paid</u>		
Bituminex Cochin Private Limited	1.15	-
<u>Interest received</u>		
AICL Overseas FZ-LLC	545.99	357.38
<u>Guarantee Commission received</u>		
AICL Overseas FZ-LLC	50.00	50.00
<u>Loan Given during the year (*)</u>		
AICL Overseas FZ-LLC	728.30	2,337.74
<u>Loan received back during the year (*)</u>		
Bituminex Cochin Private Limited	-	21.00
<u>Guarantee issued for Borrowing (*)</u>		
AICL Overseas FZ-LLC	-	2,500.00

Name of Party	₹ in Lakhs	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Concern in which KMP are interested		
<u>Freight Paid</u>		
ANZ Transporters	370.92	257.77
Agarwal Gas Carriers	166.96	126.62
<u>Transportation Charges Received</u>		
ANZ Transporters	216.59	97.53
Agarwal Motor Repairs	337.83	286.21
<u>Labour Charges Received</u>		
ANZ Transporters	7.32	7.90
Agarwal Gas Carriers	6.62	7.05

₹ in Lakhs

Name of Party	For the year ended March 31, 2022	For the year ended March 31, 2021
<u>Sale of Spare Parts & Oil</u>		
ANZ Transporters	6.70	6.54
Agarwal Gas Carriers	6.62	8.10
<u>Advance against supply</u>		
Bright Bitumen Private Limited	325.00	-
Concern in which relatives of KMP are interested		
<u>Purchase of HSD & Oil</u>		
Murlidhar Ishwardas	11.76	42.01
<u>Purchase of Tyre & Spare Parts</u>		
Balaji Tyres	93.82	71.03
<u>Vehicle Running Expenses - Repairing charges</u>		
Shree Balaji Engineering Work	1.26	1.75

Balance outstanding as at year end

₹ in Lakhs

Name of Party	For the year ended March 31, 2022	For the year ended March 31, 2021
Subsidiary		
<u>Advances recoverable in cash or kind</u>		
Agarwal Translink Private Limited	635.36	149.03
<u>Investment in equity shares</u>		
Bituminex Cochin Private Limited	232.50	232.50
AICL Overseas FZ-LLC	190.13	190.13
Agarwal Translink Private Limited	1,249.82	-
<u>Loan Given including Interest</u>		
AICL Overseas FZ-LLC	5,950.69	5,037.39
<u>Guarantee issued for Borrowing</u>		
AICL Overseas FZ-LLC	2,500.00	2,500.00
<u>Receivable</u>		
AICL Overseas FZ-LLC	50.00	50.00
Concern in which KMP are interested		
<u>Receivables</u>		
ANZ Transporters	88.47	-
Agarwal Gas Carriers	121.12	-
Agarwal Motor Repairs	3.38	-
<u>Advance to Suppliers</u>		
Bright Bitumen Private Limited	325.00	-

₹ in Lakhs

Name of Party	For the year ended March 31, 2022	For the year ended March 31, 2021
Concern in which relatives of KMP are interested		
<u>Payable</u>		
Balaji Tyres	14.78	17.08
Shree Balaji Engineering Work	6.27	7.52
Murlidhar Ishwardas	0.60	-

45 Disclosure required under section 186 (4) of the Companies Act, 2013 for Loans, Guarantees & Investments

₹ in Lakhs

Sr no	Name	Relation	For the year ended 31st March, 2022	For the year ended 31st March, 2021
1	Loans			
	AICL Overseas FZ-LLC	Subsidiary	5,950.69	5,037.39
2	Guarantees			
	AICL Overseas FZ-LLC	Subsidiary	2,500.00	2,500.00
3	Investments			
	Bituminex Cochin Private Limited	Subsidiary	232.50	232.50
	AICL Overseas FZ-LLC	Subsidiary	190.13	190.13
	Agarwal Translink Private Limited	Subsidiary	1,249.82	1,249.82

- a) Above inter-corporate loan has been given for general business purposes and guarantee has been given to enable the subsidiary to avail loan for general business purposes.
- b) Also Refer Note 3 for Investments.

46 Acquisition of 100% stake in Agarwal Translink Private Limited ('ATPL')

On 9th April, 2021, the Company has acquired 100% equity shares of Agarwal Translink Private Limited (ATPL) for a consideration of ₹ 1,249.82 lakhs by way of purchase of 11,08,980 fully paid-up equity shares from selling shareholders of ATPL in pursuance of Share Purchase Agreement dated 15th January, 2021. Pursuant to the Acquisition, ATPL has become wholly owned subsidiary of the Company with effective from 9th April 2021.

Agarwal Translink Private Limited is a private company which is principally engaged in the logistics business activities of Bitumen and Trading of Petroleum Products through its Petrol pump. The purchase consideration of ₹ 1,249.82 lakhs have been paid by the Company by allotments of 11,88,042 fully paid-up Equity Shares of face value of ₹ 10 each at ₹ 105.20 per equity shares including a share premium of ₹ 95.20 per equity share aggregating to ₹ 1,249.82 lakhs for consideration other wise than in cash.

47 Key Financial Ratios

Sr. No.	Ratios	Numerator	Denominator	F.Y.2021-22	F.Y.2020-21	% variance	Reason (If variation is more than 25%)
1	Current Ratio	Current Assets	Current Liabilities	2.14	2.09	2.09%	N.A.
2	Debt Equity Ratio	Total Debt (Borrowings including Lease Liability)	Shareholder's Equity	0.62	0.75	-17.25%	N.A.
3	Debt Service Coverage Ratio	Earnings available for Debt service	Finance Costs + repayment of borrowings	3.00	2.55	17.59%	N.A.
4	Return on Equity Ratio	Profit for the period	Avg. Shareholders Equity	19.14%	13.86%	38.07%	Return on Equity ratio is increased due to increase in net profit available to shareholders during the year
5	Inventory Turnover Ratio	Cost of Goods sold	Average Inventory	23.60	20.90	12.89%	N.A.
6	Trade Receivables Turnover Ratio	Net Credit Sales	Average Trade Receivables	11.00	6.40	71.91%	Trade Receivables Turnover Ratio is increased due to increase in credit sales.
7	Trade Payables Turnover Ratio	Total Purchases	Average Trade Payables	113.28	65.19	73.77%	Trade Payables Turnover Ratio is increased due to increase in credit purchases.
8	Net Capital Turnover Ratio	Net Sales	Working Capital	7.94	6.60	20.33%	N.A.
9	Net Profit Ratio	Net Profit	Net Sales	2.74%	2.59%	6.11%	N.A.
10	Return on Capital employed	EBIT	Capital Employed	17.45%	14.35%	21.61%	N.A.
11	Return on Investment	Return/Profit/ Earnings	Investment				
	a) Return on Mutual Funds			5.33%	12.08%	-55.91%	The ROI in FY 20-21 was higher due to improvement in Mutual Fund Value after negative impact in FY 19-20 due to COVID-19.

48 Recent accounting pronouncements**A) New Standards issued or amendments to the existing standard but not yet effective :**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, as below.

- (a) Ind AS 16 – Property Plant and equipment - The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022. The Company has evaluated the amendment and there is no impact on its financial statements.

- (b) 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). The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022, although early adoption is permitted. The Company has evaluated the amendment and there is no impact on its financial statements.
- (c) Ind AS 103 - Business combinations – The amendment adds a new exception in Ind AS 103 for liabilities and contingent liabilities.
- (d) Ind AS 109 - Financial instruments – The amendment clarifies which fees an entity includes when it applies the ‘10%’ test in assessing whether to derecognise a financial liability. An entity includes only fees paid or received between the entity (the borrower) and the lender, including fees paid or received by either the entity or the lender on the other’s behalf.

B) Other recent pronouncements :

- (a) The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Company towards Employee Benefit Plan. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.
- (b) Ministry of Corporate Affairs issued notifications dated March 24, 2021 to amend Schedule - III to the Companies Act, 2013 to enhance the disclosures required to be made by the Company in its financial statements. These amendments are applicable to the Company for the Financial Year starting 1st April 2021. Amendments relating to Division II of Schedule III which relates to the companies whose financial statements are required to comply with Companies (Indian Accounting Standard) Rules 2015 as amended by Companies (Indian Accounting Standard) Rules 2016 have been complied with by the Company.

49 Note on Covid

The significant increase in economic activities post easing of lockdown by the state governments due to Covid-19 had resulted in improvement in business operations of the Company. However, the actual impact may vary due to prevailing uncertainty caused by the pandemic. The Company’s management is continuously monitoring the situation and the economic factors affecting the operations of the Company.

50 Event after reporting date

There have been no events after the reporting date.

51 Details of Benami Property Held

No proceedings have been initiated during the financial year or pending as at the end of the financial year against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

52 Wilful Defaulter

The Company has not been declared as a wilful defaulter by any bank or financial institution or other lender in the current or preceding financial year.

53 Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 for the financial years ended 31st March 2022 and 31st March 2021.

54 Utilisation of borrowed funds and share premium

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has also not received any fund from any parties (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 Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

55 Compliance with approved Scheme(s) of Arrangements

There is no any scheme of Arrangement or Amalgamation initiated or approved by the Board of Directors and Shareholders of the Company during the year ended 31 March 2022 and 31 March 2021.

56 Undisclosed income

There is no income surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961 (such as search or survey), that has not been recorded in the books of account.

57 Title deeds of Immovable Properties not held in name of the Company

The title deeds of the immovable properties possessed by the Company are held in the name of the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee).

58 Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in Crypto currency or Virtual currency during the current or preceding financial year.

59 Registration of charges or satisfaction with Registrar of Companies (ROC)

All charges or satisfaction are registered with ROC and the Company does not have any charges or satisfaction of charges which is yet to be registered with Registrar of Companies within the statutory period for the financial years ended 31 March 2022 and 31 March 2021.

60 Relationship with Struck off Companies

The Company have not entered into any transaction during the current or previous financial year with the companies whose names have been struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956 and there is no outstanding receivable from / payable to such companies as at the end of year.

61 Information about the Loans and Advances in the nature of loans to related parties

₹ in Lakhs

Type of Borrower	As at 31st March 2022		As at 31st March 2021	
	Amount Outstanding	% of Total Loans	Amount Outstanding	% of Total Loans
Promoters	-	0.00%	-	0.00%
Directors	-	0.00%	-	0.00%
Key Managerial Person	-	0.00%	-	0.00%
Related Parties - Wholly Owned Subsidiary	5,950.69	99.70%	5,037.39	99.72%



- 62 The Company is yet to receive balance confirmations in respect of certain financial assets and financial liabilities. The Management does not expect any material difference affecting the current year's financial statements due to the same.
- 63 The financial statements were approved for issue by the Board of Directors on 18th May, 2022.
- 64 The figures of the previous year's have been regrouped or reclassified wherever necessary to make them comparable.

As per our report of even date
For Latha Singhal & Associates
Chartered Accountants
(Firm Registration No : 120241W)

**For and on behalf of Board of Directors of Agarwal
Industrial Corporation Limited**

Ajay Singhal
Partner
Membership No. 104451

Jaiprakash Agarwal
Managing Director
(DIN : 01379868)

Mahendra Agarwal
Director
(DIN : 01366495)

Place : Mumbai
Date : 18th May 2022

Lalit Agarwal
Whole Time Director
(DIN : 01335107)

Vipin Agarwal
Chief Financial
Officer

Dipali Pitale
Company Secretary

AGARWAL INDUSTRIAL CORPORATION LIMITED

**AUDITED CONSOLIDATED
FINANCIAL STATEMENTS FOR FINANCIAL
YEAR ENDED MARCH 31, 2022**

INDEPENDENT AUDITOR'S REPORT

To The Members of Agarwal Industrial Corporation Limited

Report on the Consolidated Financial Statements

1. We have audited the consolidated financial statements of **Agarwal Industrial Corporation Limited** (hereinafter referred to as "the Holding Group") and its subsidiaries, **Bituminex Cochin Private Limited, AICL Overseas FZ LLC and Agarwal Translink Private Limited** (the holding Group and its subsidiaries constitute "the Group"), which comprise the consolidated Balance Sheet as at 31st March 2022, and the consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of cash flows and the for the year then ended and, notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March 2022, and of its consolidated profit and other comprehensive income, consolidated changes in equity and its consolidated cash flows statement for the year ended on that date.

Basis of Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) 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 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 financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements..

Key Audit Matters

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

5. The Key Audit Matter

Revenue is one of the key profit drivers and is therefore susceptible to misstatement. Cut-off is the key assertion insofar as revenue recognition is concerned, since an inappropriate cut-off can result in material misstatement of result for the year.

How was the matter addressed in our audit

Our audit procedures with regard to revenue recognition included testing controls, automated and manual, around dispatches / deliveries, inventory reconciliations and circularization of receivable balances, substantive testing of cut-off and analytical review procedure.

Information other than the financial statements and auditors' report thereon

6. The Holding Company's management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Holding Company's Annual Report, but does not include the consolidated 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.
7. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
8. In connection with our audit of the consolidated 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 financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

9. The Holding Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated state of affairs, consolidated profit and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective management and board of directors of the companies included in the group for maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of each company and for preventing and detecting the 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
10. In preparing the consolidated financial statements, respective management and Board of Directors of the companies included in the group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective board of directors intends to liquidate the company 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 is also responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

11. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.
12. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the consolidated 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 controls.
 - Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on internal financial controls with reference to the consolidated financial statements and the operating effectiveness of such controls based on our audit.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the consolidated financial statements 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'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 consolidated 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 financial statements, including the disclosures, and whether the consolidated 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 such entities or business activities within the Group to express an opinion on the consolidated financial statements, of which we are the independent

auditors. We are responsible for the direction, supervision and performance of the audit of financial information of such entities. For the other entities included in the consolidated financial statements, which have been audited by 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. Our responsibilities in this regard are further described in the section titled 'Other Matters' in this audit report.

We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

13. 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.
14. 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.
15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated 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.

Other Matter

16. We did not audit the financial statements of Bituminex Cochin Private Limited and AICL Overseas FZ-LLC, subsidiaries included in the consolidated financial statements, whose financial statements reflect total assets (before consolidation adjustment) of ₹ 16,888.99 lakhs as at 31st March, 2022, total revenues (before consolidation adjustment) of ₹ 13,207.58 lakhs, total net profit after tax (before consolidation adjustment) of ₹ 2,437.92 lakhs, total comprehensive income of ₹ 2,574.49 lakhs and net cash out flows (before consolidation adjustment) (net) of ₹ 2,232.55 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in-so-far as it relates to aforesaid subsidiaries, is based solely on the report of the other auditors.
17. Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditor.

Report on other Legal and Regulatory Requirements

18. As required by section 197(16) of the Act, in our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of subsidiary companies which were not audited by us, we report that the Holding Company, and its subsidiary company incorporated in India and covered under the Act, paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under section 197 of the Act read with Schedule V to the Act.
19. As required by section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiaries as were audited by other auditors, as noted in the 'Other Matters' 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 aforesaid consolidated financial statements.
 - b) In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including other comprehensive income, Consolidated Statement of Change in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.
- e) On the basis of written representations received from the directors of the Holding Company as on 31st March 2022, taken on record by the Board of Directors of the Holding Company and on the basis of the report of the statutory auditor of its subsidiary companies incorporated in India, 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 Group and the operating effectiveness of such controls, refer to our report in "Annexure A" which is based on the auditors' reports of the Parent Company and subsidiary company incorporated in India.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of 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 reports of the other auditors on separate financial statements of the subsidiary, as noted in the 'Other Matters' paragraph:
- i) The Consolidated financial statements disclosed the impact of pending litigation as at 31st March 2022 on the consolidated financial position of the Group – Refer Note 37 to the consolidated financial statements;
 - ii) The Group did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses; and
 - iii) There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Parent and its subsidiary company incorporated in India.
 - iv) The final dividend paid by the Holding Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Companies Act 2013 to the extent it applies to payment of dividend.
 - v) According to the information and explanations given to us and based on the Companies (Auditor's Report) Order, 2020 (CARO) reports issued by us for the Company and on consideration of CARO reports by statutory auditors of subsidiaries included in the consolidated financial statements of the Company to which reporting under CARO is applicable, we report that there are no qualifications/adverse remarks

For Ladha Singhal & Associates

Chartered Accountants
(Firm Registration No. 120241W)

Ajay Singhal

(Partner)
Membership No. 104451
UDIN : 22104451AJJKRL5301
Place: Mumbai
Dated: 18th May 2022

ANNEXURE A TO INDEPENDENT AUDITOR'S REPORT

Referred to as 'Annexure A' in paragraph 19(f) of the Independent Auditors' Report of even date to the members of **Agarwal Industrial Corporation Limited** on the consolidated financial statements for the year ended on 31st March, 2022.

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

1. We have audited the internal financial controls over financial reporting of **Agarwal Industrial Corporation Limited** ("the Holding Company") and its subsidiary company which are incorporated in India, as on 31st March, 2022 in conjunction with our audit of the consolidated financial statements of the Company for the year ended and as on that date.

Management's Responsibility for Internal Financial Controls

2. The Respective Board of Directors of the Holding Company and its subsidiary company incorporated in India, are 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 ("the Guidance Note"). 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

3. Our responsibility is to express an opinion on the Holding Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls over financial reporting. Those Standards and the Guidance Note require that we comply with the 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.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditor of the subsidiary company incorporated in India, in terms of their reports referred to in sub-paragraph 9 of the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Group's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

8. In our opinion, the Holding Company and its subsidiary company incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2022, based on the internal control over financial reporting criteria established by the Company and its subsidiary company incorporated in India considering the essential components of internal control stated in the Guidance Note.

Other Matter

9. Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to its subsidiary company incorporated in India, is based on the corresponding reports of the auditors of such company incorporated in India.
10. Our opinion is not modified in respect of the above matters.

For Ladha Singhal & Associates

Chartered Accountants

Firm Registration No.: 120241W

(Ajay Singhal)

Partner

Membership No. 104451

UDIN : 22104451AJJKRL5301

Place: Mumbai

Dated: 18th May 2022

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2022

Particulars	Note No.	₹ in Lakhs	
		As at 31st March 2022	As at 31st March 2021
I ASSETS			
Non - Current Assets			
Property, Plant and Equipment	2(a)	18,964.61	13,709.73
Capital work-in-progress	2(b)	286.51	75.91
Investment Property	2(c)	37.44	37.44
Right of Use Asset	2(d)	2,399.35	1,978.67
Goodwill on Consolidation	2(e)	488.81	226.30
Financial Assets			
Investments	3	0.09	0.05
Other Financial Assets	4	631.08	347.09
Other Non-current assets	5	71.57	14.48
		22,879.47	16,389.65
Current Assets			
Inventories	6	6,535.81	4,772.39
Financial Assets			
Investments	7	1,248.70	605.73
Trade Receivables	8	16,120.93	13,486.13
Cash & Cash Equivalents	9	4,638.31	3,192.03
Other Balances with Banks	10	368.47	39.35
Loans	11	20.18	14.06
Other Financial Assets	12	20.61	73.62
Current Tax Assets (Net)	13	189.83	142.57
Other Current Assets	14	2,290.08	828.44
		31,432.92	23,154.32
TOTAL ASSETS		54,312.39	39,543.97
II EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	15(A)	1,320.88	1,025.87
Other Equity	15(B)	28,135.29	18,584.51
		29,456.17	19,610.38
Liabilities			
Non - Current Liabilities			
Financial Liabilities			
Borrowings	16	3,144.02	4,132.88
Lease Liabilities	35	1,963.25	1,465.89
Other Financial Liabilities	17	6.50	-
Provisions	18	51.37	39.15
Deferred Tax Liability (Net)	34	378.09	383.84
		5,543.24	6,021.76
Current Liabilities			
Financial Liabilities			
Borrowings	19	11,532.68	8,885.74
Lease Liabilities	35	462.55	477.86
Trade Payables	20		
Total Outstanding dues of Micro Enterprises and Small Enterprises		2.77	67.95
Total Outstanding dues of creditors other than Micro Enterprises and Small Enterprises		5,513.01	3,291.38
Other Financial Liabilities	21	123.32	133.26
Other Current Liabilities	22	1,313.47	801.23
Provisions	23	7.97	0.98
Current Tax Liabilities (Net)	24	357.22	253.42
		19,312.98	13,911.83
TOTAL EQUITY AND LIABILITIES		54,312.39	39,543.97
Significant Accounting Policies	1		
The accompanying notes are integral part of these financial statements	2 - 63		

As per our report of even date
For Ladha Singhal & Associates
Chartered Accountants
(Firm Registration No : 120241W)

For and on behalf of Board of Directors of Agarwal Industrial Corporation Limited

Ajay Singhal
Partner
Membership No. 104451

Jaiprakash Agarwal
Managing Director
(DIN : 01379868)

Mahendra Agarwal
Director
(DIN : 01366495)

Place : Mumbai
Date : 18th May 2022

Lalit Agarwal
Whole Time Director
(DIN : 01335107)

Vipin Agarwal
Chief Financial Officer

Dipali Pitale
Company Secretary

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

		₹ in Lakhs	
Particulars	Note No.	For the year ended 31st March 2022	For the year ended 31st March 2021
I Income			
Revenue from Operations	25	159,824.36	90,390.22
Other Income	26	374.70	159.62
Total Income		160,199.06	90,549.84
II Expenses			
Cost of Materials Consumed	27	34,510.24	17,555.73
Purchases of Stock in Trade		96,919.25	57,257.38
Changes in inventories of Finished goods, Stock-in-Trade and Semi finished goods	28	(1,340.84)	(2,510.10)
Manufacturing, Operating and Other Direct Expenses	29	15,763.78	9,135.06
Employee Benefits Expense	30	733.38	539.63
Other Expenses	31	2,662.69	1,281.43
Total Expenses		149,248.50	83,259.13
III Earning Before Interest, Tax, Depreciation and Amortisation		10,950.57	7,290.70
Finance Costs	32	1,223.69	976.47
Depreciation and Amortization Expense	33	1,973.38	1,444.98
IV Profit before Exceptional Items and Tax		7,753.49	4,869.25
Exceptional Items		-	-
V Profit Before Tax		7,753.49	4,869.25
VI Tax Expense:	34		
(a) Current Tax		1,403.36	818.24
(b) Deferred Tax (Asset) / Liability		(18.61)	(49.98)
(c) Short Provision for Tax for earlier years		(0.14)	47.67
Total Tax Expense		1,384.61	815.93
VII Profit for the Year		6,368.89	4,053.32
VIII Other Comprehensive Income / (Loss)			
A. Items that will not be reclassified to Profit or Loss			
(i) Remeasurement of the defined benefit plans		1.72	10.09
(ii) Income tax on remeasurement of the defined benefit plans		(0.43)	(2.54)
B. Items that will be reclassified to Profit or Loss			
(i) Exchange difference arising on translation of financial statements of foreign operations		136.57	(47.19)
Total Other Comprehensive Income		137.85	(39.64)
IX Total Comprehensive Income for the year		6,506.74	4,013.68
Out of the Total Comprehensive Income above			
(a) Profit for the year attributable to:			
(i) Owners of the Company		6,368.89	4,053.32
(ii) Non-controlling interests		-	-
(b) Other comprehensive income / (Loss) attributable to:			
(i) Owners of the Company		137.85	(39.64)
(ii) Non-controlling interests		-	-
(c) Total comprehensive income attributable to:			
(i) Owners of the Company		6,506.74	4,013.68
(ii) Non-controlling interests		-	-
X Earnings Per Equity Share (Face value of ₹ 10 each)			
Weighted average no. of shares (Basic & Diluted)	0	12,462,114	10,258,747
(1) Basic (in ₹)		51.10	39.51
(2) Diluted (in ₹)		51.10	39.51
Significant Accounting Policies	1		
The accompanying notes are integral part of these financial statements	2 - 63		

As per our report of even date
For Ladha Singhal & Associates
Chartered Accountants
(Firm Registration No : 120241W)

**For and on behalf of Board of Directors of Agarwal
Industrial Corporation Limited**

Ajay Singhal
Partner
Membership No. 104451

Jaiprakash Agarwal
Managing Director
(DIN : 01379868)

Mahendra Agarwal
Director
(DIN : 01366495)

Place : Mumbai
Date : 18th May 2022

Lalit Agarwal
Whole Time Director
(DIN : 01335107)

Vipin Agarwal
Chief Financial
Officer

Dipali Pitale
Company Secretary

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

₹ in Lakhs

PARTICULARS	For the year ended 31st March 2022	For the year ended 31st March 2021
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	7753.49	4869.25
Adjustments for :		
Depreciation	1388.78	1052.65
Amortisation of Right of Use	584.61	392.33
Interest & Finance Charges	1046.61	859.43
Interest on Lease Liabilities	177.08	117.04
Interest Received	(55.37)	(24.38)
Dividend received	-	(2.52)
Rent from Investment Property	(43.34)	(25.28)
(Profit) / Loss on sale of Mutual Funds	(32.10)	(33.85)
(Profit) / Loss on sale of fixed assets	4.67	(2.02)
Expected credit loss allowance	(15.36)	65.07
Bad Debts written off	1261.15	215.02
Fair valuation impact on Financial Assets	(24.53)	(59.47)
Operating profit before working capital changes	12045.71	7423.26
Changes in Working Capital		
<u>Adjustments for (increase) / decrease in operating assets:</u>		
Inventories	(1696.46)	(2016.72)
Trade receivables	(3002.26)	22.96
Other financial assets (Current & Non-Current)	(535.54)	25.38
Other assets (Current & Non-Current)	(1119.73)	290.21
<u>Adjustments for increase / (decrease) in operating liabilities:</u>		
Trade payables	1476.70	(890.80)
Other financial liabilities (Current & Non-Current)	(22.23)	315.43
Other liabilities (Current & Non-Current)	503.66	443.08
Adjustments for increase / (decrease) in Foreign Currency Translation Reserve	136.57	(47.19)
Cash generated from operations	7786.40	5565.62
Income Tax Paid (net of refund)	(1318.18)	(617.19)
Net cash generated from / (used in) operating activities (A)	6468.22	4948.43
B. CASH FLOW FROM INVESTING ACTIVITIES		
Capital expenditure on fixed assets	(6554.18)	(4661.39)
Proceeds from sale of fixed assets	86.30	77.69
Dividend Received	-	2.52
Sale of Mutual Fund-Current Investment	204.51	804.18
Interest Received	55.37	24.38
Rent from Investment Property	43.34	25.28
Purchase of Mutual Fund-Current Investment	(800.17)	(642.28)
Net cash generated from / (used in) investing activities (B)	(6964.83)	(4369.63)

₹ in Lakhs

PARTICULARS	For the year ended 31st March 2022	For the year ended 31st March 2021
C. CASH FLOW FROM FINANCING ACTIVITIES		
Money received against share warrants / issue of equity shares	2313.61	-
Increase / (Decrease) in Short Term Borrowings (Net)	2541.73	(284.72)
Proceeds / (Repayment) from / of Long Term Borrowings (Net)	(1029.91)	3938.06
Payment of Lease Liabilities	(682.50)	(526.46)
Interest & Finance Charges	(1017.85)	(838.09)
Dividend Paid	(224.38)	(153.88)
Net cash generated from / (used in) financing activities (C)	1900.69	2134.90
Net increase / (decrease) in cash and cash equivalents (A+B+C)	1404.08	2713.70
Cash acquired on acquisition (refer note 46)	42.21	-
Cash and cash equivalents at the beginning of the year	3192.03	478.32
Cash and cash equivalents at the end of the year	4638.31	3192.03

NOTES:**(1) Net Debt Reconciliations**

₹ in Lakhs

	As at 31st March 2021	On acquisition of subsidiary	Cash Flows	Other - Borrowing Cost	As at 31st March 2022
Borrowings (Current)	8885.74	93.14	2541.73	12.07	11532.68
Borrowings (Non-Current)	4132.88	24.37	(1029.91)	16.69	3144.02
Total	13018.62	117.51	1511.82	28.75	14676.70

The accompanying notes 1 to 63 are integral part of these consolidated financial statements.

Notes:

- The above Statement of Cash Flow has been prepared under the 'Indirect method' as set out in Ind AS 7 on 'Statement of Cash Flows'.
- During the year, the Company has incurred an amount of ₹ 87.41 lakhs in cash (31 March 2021: ₹ 69.38 lakhs) towards corporate social responsibility (CSR) expenditure (Refer note 40).

As per our report of even date
For Ladha Singhal & Associates
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 (Firm Registration No : 120241W)

**For and on behalf of Board of Directors of Agarwal
 Industrial Corporation Limited**

Ajay Singhal
 Partner
 Membership No. 104451

Jaiprakash Agarwal
 Managing Director
 (DIN : 01379868)

Mahendra Agarwal
 Director
 (DIN : 01366495)

Place : Mumbai
 Date : 18th May 2022

Lalit Agarwal
 Whole Time Director
 (DIN : 01335107)

Vipin Agarwal
 Chief Financial
 Officer

Dipali Pitale
 Company Secretary

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2022

(A) Equity Share Capital

Particulars	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
Balance as at the beginning of the year	1,025.87	1,025.87
Changes in equity share capital due to prior period error	-	-
Restated balance at the beginning of the current year	1,025.87	1,025.87
Changes in share capital during the year [refer note no 15(A)]	295.00	-
Balance as at March 31, 2022	1,320.88	1,025.87

(B) Other Equity

Particulars	Reserves and Surplus								Total
	Securities premium reserve	Capital Investment Subsidy	Investment Allowance Reserve (Utilised)	Retained Earning	Other Comprehensive income	Share Forfeiture	Capital Reserve	Share Warrants	
Balance as at 1st April, 2020	5,126.58	0.76	0.62	9,103.70	65.92	82.12	345.00	-	14,724.70
Profit for the year	-	-	-	4,053.32	-	-	-	-	4,053.32
Other comprehensive income for the year	-	-	-	-	(39.64)	-	-	-	(39.64)
Total Comprehensive Income for the year	-	-	-	4,053.32	(39.64)	-	-	-	4,013.68
Dividend paid during the year	-	-	-	(153.88)	-	-	-	-	(153.88)
Balance as at 31st March, 2021	5,126.58	0.76	0.62	13,003.14	26.28	82.12	345.00	-	18,584.51
Profit for the year	-	-	-	6,368.89	-	-	-	-	6,368.89
Other comprehensive income for the year	-	-	-	-	137.85	-	-	-	137.85
Total Comprehensive Income for the year	-	-	-	6,368.89	137.85	-	-	-	6,506.74
Dividend paid during the year	-	-	-	(224.38)	-	-	-	-	(224.38)
Share Warrants Issued during the year	-	-	-	-	-	-	-	2,313.61	2,313.61
Share Warrants Converted in equity shares during the year	-	-	-	-	-	-	-	(1,853.62)	(1,853.62)
Received on issue of equity share [refer note no 15(A) and 15(B)]	2,808.44	-	-	-	-	-	-	-	2,808.44
Balance as at 31st March, 2022	7,935.02	0.76	0.62	19,147.65	164.13	82.12	345.00	459.99	28,135.29

The accompanying notes 1 to 63 are integral part of these consolidated financial statements.

As per our report of even date
For Ladha Singhal & Associates
 Chartered Accountants
 (Firm Registration No : 120241W)

For and on behalf of Board of Directors of Agarwal Industrial Corporation Limited

Ajay Singhal
 Partner
 Membership No. 104451

Jaiprakash Agarwal
 Managing Director
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 (DIN : 01366495)

Place : Mumbai
 Date : 18th May 2022

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 (DIN : 01335107)

Vipin Agarwal
 Chief Financial Officer

Dipali Pitale
 Company Secretary

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022**1 (A). CORPORATE INFORMATION:**

The consolidated financial statements comprises financial statements of -

- 1) Agarwal Industrial Corporation Limited (Parent Company)
- 2) Bituminex Cochin Private Limited (Indian wholly owned subsidiary)
- 3) AICL Overseas FZ LLC (Overseas wholly owned subsidiary)
- 4) Agarwal Translink Private Limited (Indian wholly owned subsidiary) - with effect from 9th April 2021 (hereinafter to be referred as the Group) for the year ended March 31, 2022

The Parent Company, Agarwal Industrial Corporation Limited was originally incorporated with the name, Bombay Baroda Roadways (India) Limited in the year 1995 as a public limited Company under the provisions of the Companies Act, 1956. Subsequently, in the year 2008, the name of parent company was changed from Bombay Baroda Roadways (India) Limited to Agarwal Industrial Corporation Limited. The equity shares of the Parent Company are listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE). The Group is principally engaged in the business activities of Ancillary Infra i.e. manufacturing and trading of Bitumen and Allied Products, Logistics of Bitumen and Liquefied Petroleum Gas (LPG) energy generation through Wind Mills, Ship Operating and Chartering and trading in petroleum products through authorised petrol pump of Bharat Petroleum Corporation Limited.

On 9th April, 2021, the Parent Company entered into a Share Purchase Agreement and other definitive documents with the shareholders of Agarwal Translink Private Limited. The Parent Company has acquired 100% of its equity share capital for a consideration of ₹ 1,249.82 lakhs in the form of issue of 11,88,042 equity shares of ₹ 10 each at a premium of ₹ 95.20 each for consideration other than in cash. Agarwal Translink Private Limited has become a wholly owned subsidiary of the Parent Company from the date of acquisition.

1 (B). SIGNIFICANT ACCOUNTING POLICIES**1. Basis of Preparation of Consolidated Financial Statements:**

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting standards) Rules as amended from time to time and other related provisions of the Act.

The consolidated financial statements of the Group are prepared on the accrual basis of accounting and historical cost convention except for the following material items that have been measured at fair value as required by the relevant Ind AS:

- (i) Certain financial assets and liabilities are measured at Fair value (refer note 7 below)
- (ii) Defined benefit employee plan (refer note 13 below)

The accounting policies are applied consistently to all the periods presented in the consolidated financial statements. All assets and liabilities have been classified as current or non current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Parent Company and its subsidiaries as at 31st March, 2022.

Subsidiaries

Subsidiaries are entities over which the Group has control. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Specifically, the Group controls an investee if and only if the Group has

- (a) Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- (b) Exposure, or rights, to variable returns from its involvement with the investee
- (c) The ability to use its power over the investee to affect its returns

Consolidation of a subsidiary begins when the group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary.

Consolidation Procedure

Subsidiaries

- (a) Combine, on line by line basis like items of assets, liabilities, equity, income, expenses and cash flows of the Parent with those of its subsidiaries.
- (b) Offset (eliminate) the carrying amount of the Parent's investment in each subsidiary and the Parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.
- (c) Eliminate in full intra-group assets and liabilities, equity, income, expenses and Cash flows relating to transactions between entities of the group (profits or losses resulting from intra-group transactions that are recognised in assets, such as inventory and property, plant and equipment (PPE), are eliminated in full). Intra-group losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intra-group transactions.
- (d) Profit or loss and each component of other comprehensive income are attributed to the owners of the Parent Company and to the noncontrolling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Parent Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.
- (e) Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies

Changes in the Group's ownership interest in existing subsidiaries:

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group'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 group.

When the Group loses control of a subsidiary, a gain or loss is recognised in consolidated statement of profit and loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any noncontrolling interests.

The consolidated financial statements are presented in INR, the functional currency of the Group.

2. Use of Estimates and judgments:

The preparation of the consolidated financial statements requires the Management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates. The estimates and judgements used in the preparation of the consolidated financial statements are continuously evaluated by the management and are based on historical experience and various other assumptions and factors (including expectations of future events) that the management believes to be reasonable under the existing circumstances. Actual results may differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

Critical accounting judgements and key source of estimation uncertainty

The Group is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. The estimates and underlying assumptions are reviewed on an on-going basis.

- (a) Recognition and measurement of defined benefit obligations, key actuarial assumptions - refer note 13 below.
- (b) Estimation of current tax expenses and payable - refer note 14 below
- (c) Estimation of Right-of-Use and Lease Liabilities - refer note 18 below

Estimation of uncertainties relating to the global health pandemic from COVID-19:

The Group has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of property, plant and equipments, investments, inventories, receivables, and other current assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Group, as at the date of approval of these financial statements has used internal and external sources of information. There is no material adverse impact of CoVID - 19 pandemic on the Group and its operations/profitability during the financial year ended March 31, 2022.

3. Property, plant and equipment (PPE)

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable costs of bringing the asset to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure and subsequent costs are included in the assets carrying amount or recognized as a separate asset, as appropriate only if it is probable that the future economic benefits associated with the item will flow to the Group and that the cost of the item can be reliably measured.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

Assets that are subject to depreciation and amortization are reviewed for impairment, whenever events or changes in circumstances indicate that carrying amount may not be recoverable.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress".

4. Intangible assets

Intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

5 Depreciation and Amortization:

(a) Property plant and equipment (PPE)

Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013. The Group, based on technical assessment made by technical experts, have estimated the useful live of 35 years of ocean going bulk carriers ship from their making year which, management believes is realistic and reflect fair approximation of the period over which ships are likely to be used.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

(b) Intangible assets

The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortised on a straight-line basis over the period of their expected useful lives.

The amortisation period and the amortisation method for finite life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate. For indefinite life intangible assets, the assessment of indefinite life is reviewed annually to determine whether it continues, if not, it is impaired or changed prospectively on the basis of revised estimates.

6. Investment Properties:

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property. Investment property is measured at its cost, including related transaction costs and where applicable borrowing costs less depreciation and impairment if any.

Depreciation on Investment Property is provided using the written down value method based on the useful lives specified in Schedule II to the Companies Act, 2013.

7. Financial Instruments:

Financial assets - Initial recognition:

Financial assets are recognised when the Group becomes a party to the contractual provisions of the instruments. On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

Subsequent measurement:

Financial assets are subsequently classified and measured at:

- amortised cost
- fair value through profit & loss (FVTPL)
- fair value through other comprehensive income (FVTOCI)

The above classification is being determined considering the:

- (a) the entity's business model for managing the financial assets and
- (b) the contractual cash flow characteristics of the financial asset.

Financial assets are not reclassified subsequent to their recognition, except if and in the period the group changes its business model for managing financial assets.

(i) Measured at amortised cost:

Financial assets are subsequently measured at amortised cost, if these financial assets are held within a business module whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset that give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Measured at fair value through other comprehensive income (FVTOCI):

Financial assets are measured at FVTOCI, if these financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the Effective Interest Rate method and impairment losses, if any are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

(iii) Measured at fair value through profit or loss (FVTPL):

Financial assets other than equity instrument are measured at FVTPL unless it is measured at amortised cost or at FVTOCI on initial recognition. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised in the Statement of Profit and Loss.

Equity instruments:

On initial recognition, the Group can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to Statement of Profit and Loss on disposal of the investments.

Dividends on these investments in equity instruments are recognised in Statement of Profit and Loss when the Group's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably. Dividends recognised in Statement of Profit and Loss are included in the 'Other income' line item.

Impairment

The Group recognises a loss allowance for Expected Credit Losses (ECL) on financial assets that are measured at amortised cost and at FVTOCI. The credit loss is difference between all contractual cash flows that are due to an entity in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. This is assessed on an individual or collective basis after considering all reasonable and supportable including that which is forward looking.

The Group's trade receivables or contract revenue receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall, being simplified approach for recognition of impairment loss allowance.

Under simplified approach, the Group does not track changes in credit risk. Rather it recognizes impairment loss allowance based on the lifetime ECL at each reporting date right from its initial recognition. The Group uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For financial assets other than trade receivables, the Group recognises 12-months expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased

significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. If, in a subsequent period, credit quality of the instrument improves such that there is no longer significant increase in credit risks since initial recognition, then the Group reverts to recognizing impairment loss allowance based on 12 months ECL. The impairment losses and reversals are recognised in Statement of Profit and Loss. For equity instruments and financial assets measured at FVTPL, there is no requirement of impairment testing.

Derecognition

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers rights to receive cash flows from an asset, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement.

In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Financial Liabilities

Initial Recognition and measurement

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value net of transaction costs for all financial liabilities not carried at fair value through profit or loss.

The Group's financial liabilities includes trade and other payables, loans and borrowings including bank overdrafts.

Subsequent measurement : Financial liabilities measured at amortised cost are subsequently measured at using Effective Interest Rate (EIR) method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Loans & Borrowings : After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using EIR method. Gains and losses are recognized in profit & loss when the liabilities are derecognized as well as through EIR amortization process.

Financial Guarantee Contracts : Financial guarantee contracts issued by the Group are those contracts that require payment to be made or to be reimbursed to the holder for a loss it incurs because the specified debtor fails to make payment when due in accordance with the term of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. “

De-recognition

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

Derivative financial instruments

“The Group uses derivative financial instruments, such as forward foreign exchange contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value, with changes in fair value recognised in Statement of Profit and Loss.

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, to realise the assets and settle the liabilities simultaneously.

8. Fair Value Measurement

“The Group measures financial instruments, such as, derivatives, investments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

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

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

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.”

9. Inventory :

Inventories are valued at the lower of cost and net realisable value. Cost is computed on First-in-First-Out (FIFO) basis. Cost of finished goods and work-in-progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

10. Cash and Cash Equivalents:

Cash and Cash equivalents include cash and Cheque in hand, bank balances, demand deposits with banks and other short-term highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value where original maturity is three months or less.

11. Foreign Currency Transactions:

a) Initial Recognition

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss of the year.

b) Measurement of Foreign Currency Items at the Balance Sheet Date

Foreign currency monetary items of the Group are restated at the closing exchange rates. Non monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these transactions are charged to the Statement of Profit and Loss. “

c) Translation of Financial Statements of foreign entities

On Consolidation, the assets and liabilities of foreign operations are translated into Indian Rupees at the exchange rate prevailing at the reporting date and their statements of profit and loss are translated at exchange rates prevailing at the dates of the transactions. For practical reasons, group uses an average rate to translate income and expenses items. The exchange difference arising on translation for consolidation are recognised in Consolidated Statement of OCI.”

12. Revenue Recognition:

Revenue is measured at the value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates, discounts, loyalty discount, value added taxes and amounts collected on behalf of third parties.

The Group recognizes revenue, whenever control over distinct goods or services is transferred to the customer; i.e. when the customer is able to direct the use of the transferred goods or services and obtains substantially all of the remaining benefits, provided a contract with enforceable rights and obligations exists and amongst others collectability of consideration is probable taking into account customer 's creditworthiness. It is probable that future economic benefits will flow to the Group and specific criteria have been met for each of the Group's activities as described below.”

Sale of Goods

Revenues are recognized at a point in time when control of the goods passes to the buyer, usually upon either at the time of dispatch or delivery. In case of export sale, it is usually recognised based on the shipped-on board date as per bill of lading

Rendering of Services

Income from services rendered is recognised based on agreements /arrangements with the customers as the service is performed / rendered.

Interest

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable and based on Effective interest rate method.

Dividend

Dividend Income is recognized when right to receive the same is established.

13. Employee Benefits:

The Group has provides following post-employment plans:

- (a) Defined benefit plans such a gratuity and
- (b) Defined contribution plans such as Provident fund

a) Defined-benefit plan:

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of defined benefit obligations at the end of the reporting period less fair value of plan assets. The defined benefit obligations is calculated annually by actuaries through actuarial valuation using the projected unit credit method.

The Group recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- (a) Service costs comprising current service costs, past-service costs, gains and losses on curtailment and non-routine settlements; and
- (b) Net interest expense or income"

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and fair value of plan assets. This cost is included in employee benefit expenses in the statement of the profit & loss.

Re-measurement comprising of actuarial gains and losses arising from

- (a) Re-measurement of Actuarial (gains)/losses
- (b) Return on plan assets, excluding amount recognized in effect of asset ceiling
- (c) Re-measurement arising because of change in effect of asset ceiling

are recognised in the period in which they occur directly in Other comprehensive income. Re-measurement are not reclassified to profit or loss in subsequent periods.

Ind AS 19 requires the exercise of judgment in relation to various assumptions including future pay rises, inflation and discount rates and employee and pensioner demographics. The Group determines the assumptions in conjunction with its actuaries, and believes these assumptions to be in line with best practice, but the application of different assumptions could have a significant effect on the amounts reflected in the income statement, other comprehensive income and balance sheet. There may be also interdependency between some of the assumptions.

b) Defined-contribution plan:

Under defined contribution plans, provident fund, the Group pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. Defined Contribution plan comprise of contributions to the employees' provident fund with the government, superannuation fund and certain state plans like Employees' State Insurance and Employees' Pension Scheme. The Group's payments to the defined contribution plans are recognised as expenses during the period in which the employees perform the services that the payment covers."

14. Taxes on Income:

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

Current tax is based on taxable profit for the year. Taxable profit is different from accounting profit due to temporary differences between accounting and tax treatments, and due to items that are never taxable or tax deductible. Tax provisions are included in current liabilities. Interest and penalties on tax liabilities are provided for in the tax charge. The Group offsets, the current tax assets and liabilities (on a year on year basis) where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis or to realise the assets and liabilities on net basis."

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 in financial statements. Deferred income tax asset 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. Deferred tax assets are not recognised where it is more likely than not that the assets will not be realised in the future.

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 assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized 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 items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

15. Borrowing Cost:

“General and specific borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of Cost of that assets, during the period till all the activities necessary to prepare the Qualifying assets for its intended use or sale are complete during the period of time that is required to complete and prepare the assets for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are recognized as an expense in the period in which they are incurred.

16. Segment Reporting:

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker of the Parent Company.

17 . Earnings Per Share:

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

18 . Leases:

The Group has adopted Ind AS 116-Leases using the modified retrospective method. The Group has applied the standard to its leases with the cumulative impact recognised on the date of initial application.

The Group’s lease asset classes primarily consist of leases for Land, Buildings and Plant & Machinery. The Group assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- (a) the contract involves the use of an identified asset
- (b) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and
- (c) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognises a right-of-use asset (“ROU”) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short term leases) and leases of low value assets. For these short term and leases of low value assets, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made. A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

19. Provisions, Contingent Liabilities and Contingent Assets:

A provision is recognised if, as a result of a past event, the group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions for onerous contracts are recognized when the expected benefits to be derived by the Group from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources or an obligation for which the future outcome cannot be ascertained with reasonable certainty. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are neither recognized nor disclosed in financial statements.

Notes to the Financial Statements for the year ended 31st March, 2022
2(a) Property, Plant & Equipment :

Particulars	Land	Land - Lease Hold	Commercial Vehicles	Furniture & Fixtures	Computers & Printers	Office Equipments	Electrical Fittings	Borewell	Factory Building	Motor Car & Other Vehicles	Office Building	Workshop	Plant & Machinery	Laboratory Equipment	Ship / Vessels	Wind Mill	Total
Gross carrying amount																	
Balance as at 1st April, 2020	139.88	109.46	4,000.56	76.19	11.62	25.73	87.74	3.65	315.09	288.41	-	25.47	1,810.22	4.48	5,366.24	711.03	12,575.77
Additions	-	423.56	448.39	0.76	2.07	5.49	-	-	-	0.72	-	-	396.24	-	3,743.97	-	5,021.21
Disposals	-	-	(293.52)	-	-	-	-	-	-	(5.23)	-	-	-	-	-	-	(298.75)
Translation Difference	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(107.89)	-	(107.89)
Transferred to Investment Property	(37.44)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(37.44)
Balance as at 31st March, 2021	102.44	533.02	4,155.43	76.96	13.69	31.22	87.74	3.65	315.09	283.90	-	25.47	2,206.46	4.48	9,002.33	711.03	17,552.90
Additions	-	-	184.49	0.41	6.08	7.60	1.83	-	7.60	54.87	-	-	603.02	0.34	5,216.97	-	6,083.21
Addition on acquisition of subsidiary company	39.97	-	269.47	0.03	0.34	6.56	3.41	0.08	-	152.14	18.88	-	-	-	-	-	490.86
Disposals	-	-	(541.41)	-	(0.73)	(4.35)	-	-	-	(22.34)	(0.14)	-	-	-	-	-	(568.97)
Translation Difference	-	-	-	-	-	-	-	-	-	-	-	-	-	-	281.99	-	281.99
Transferred to Investment Property	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March, 2022	142.41	533.02	4,067.96	77.40	19.38	41.03	92.98	3.72	322.68	468.57	18.74	25.47	2,809.48	4.82	14,501.29	711.03	23,839.99
Accumulated depreciation																	
Accumulated depreciation as at 1st April, 2020	-	-	2,126.58	32.60	9.53	18.41	33.90	2.72	37.64	108.05	-	4.32	350.10	3.09	104.69	186.97	3,015.58
Depreciation charge for the year	-	-	568.88	8.02	1.43	3.55	8.15	0.30	10.03	29.95	-	1.08	111.03	0.48	263.01	46.74	1,052.65
Disposals	-	-	(220.06)	-	-	-	-	-	-	(3.03)	-	-	-	-	-	-	(223.09)
Translation Difference	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(4.98)	-	(4.98)
Accumulated depreciation as at 31st March, 2021	-	-	2,475.41	40.61	10.96	21.96	42.04	3.02	47.67	134.97	-	5.40	461.13	3.57	362.72	233.71	3,843.17
Depreciation charge for the year	-	-	580.35	7.83	2.32	7.98	8.81	0.30	10.26	56.44	0.67	1.08	124.66	0.32	541.01	46.74	1,388.78
On acquisition of subsidiary company	-	-	75.30	-	0.05	1.04	0.69	-	-	23.83	0.70	-	-	-	-	-	101.60
Disposals	-	-	(454.67)	-	(0.73)	(4.09)	-	-	-	(18.37)	(0.05)	-	-	-	-	-	(477.92)
Translation Difference	-	-	-	-	-	-	-	-	-	-	-	-	-	-	19.75	-	19.75
Accumulated depreciation as at 31st March, 2022	-	-	2,676.38	48.45	12.59	26.89	51.54	3.32	57.93	196.86	1.32	6.48	585.79	3.88	923.48	280.45	4,875.38
Net carrying amount																	
Net carrying amount as at 31st March, 2021	102.44	533.02	1,680.02	36.34	2.73	9.26	45.70	0.63	267.41	148.93	-	20.07	1,745.33	0.91	8,639.60	477.32	13,709.73
Net carrying amount as at 31st March, 2022	142.41	533.02	1,391.58	28.95	6.78	14.14	41.44	0.40	264.75	271.71	17.41	18.99	2,223.69	0.94	13,577.81	430.58	18,964.61

Notes:

1. Refer note no. 38 for disclosure on contractual commitments for the acquisition of property, plant and equipment.
2. Title deed in respect of all immovable properties are held in the name of the Parent and Indian Subsidiaries.
3. Lease Hold lands are not amortised as the same are of long term nature with the option to extend the lease period.
4. The Group has not revalued any of its property, plant and equipment during the years ended 31st March 2022 and 31st March 2021. Hence, the amount of change in gross and net carrying amount due to revaluation and impairment losses/reversals are nil.

2(b) Capital work-in-progress (CWIP):

Particulars	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
Building	-	7.60
Bulk Storage Tank	119.55	-
Plant & Machinery	166.96	68.31
Total	286.51	75.91

Capital Work- in- progress Ageing Schedule

Capital Work- in- progress	₹ in Lakhs				Total
	Amount in Capital Work-in-progress for a period of				
	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	
As at 31st March 2022					
Projects in progress	218.20	27.01	41.30	-	286.51
As at 31st March 2021					
Projects in progress	27.01	41.30	-	7.60	75.91

There are no capital work-in-progress projects whose completion is overdue against original planned timelines or where estimated cost exceeded its original planned cost as on 31st March, 2022 and 31st March, 2021.

2(c) Investment Property :**Reconciliation of carrying amount :**

Particulars	₹ in Lakhs	
	Land	Total
Gross carrying amount		
Balance as at 1st April, 2020	-	-
Additions	-	-
Transferred from PPE	37.44	37.44
Balance as at 31st March, 2021	37.44	37.44
Additions	-	-
Balance as at 31st March, 2022	37.44	37.44
Accumulated depreciation		
Accumulated depreciation as at 1st April, 2020	-	-
Depreciation charge for the year	-	-
Accumulated depreciation as at 31st March, 2021	-	-
Depreciation charge for the year	-	-
Accumulated depreciation as at 31st March, 2022	-	-
Net carrying amount		
Net carrying amount as at 31st March, 2021	37.44	37.44
Net carrying amount as at 31st March, 2022	37.44	37.44

Information regarding income and expenditure of Investment Property

₹ in Lakhs

Particulars	For the year ended 31st March 2022	For the year ended 31st March 2021
Rental income derived from Investment Property	43.34	25.28
Direct Operating Expenses	-	-
Profit arising from investment property before depreciation	43.34	25.28
Less: Depreciation	-	-
Profit arising from Investment Property	43.34	25.28

(a) The Group's investment property consists of land in India.

(b) Based on the intention, land owned by the Group, which was classified as Property, Plant and Equipment has been considered as being held for generating rental income rather than for business purposes. Hence, the Group has reclassified the same from Property, Plant and Equipment to Investment Property.

2(d) Right of Use Assets :
Movement in Net Carrying Amount

₹ in Lakhs

Particulars	Land	Building	Plant & Machinery	Total
Net Carrying Amount				
Balance as at 1st April 2020	-	-	-	-
Additions	204.20	49.13	2,117.67	2,371.00
Depreciation charge for the year	7.56	24.57	360.20	392.33
Deletions	-	-	-	-
Balance as at 31st March 2021	196.63	24.57	1,757.47	1,978.67
Additions	8.23	-	997.07	1,005.29
Depreciation charge for the year	8.80	24.57	551.24	584.61
Deletions	-	-	-	-
Balance at 31st March 2022	196.06	-	2,203.30	2,399.35

All lease agreements are duly executed in favour of the Companies in the group.

2(e) Goodwill on consolidation (refer note 46) :

₹ in Lakhs

Particulars	As at 31st March 2022	As at 31st March 2021
Bituminex Cochin Private Limited	226.30	226.30
Agarwal Translink Private Limited	262.51	-
Total	488.81	226.30

3 Investments - Non-current

Particulars	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
Investment in Unquoted Government Securities - measured at Cost		
National Saving Certificate (lying with government authority)	0.08	0.05
Other Investment - measured at Cost		
Shares of Chem & Allied Ware Co-op securities	0.01	-
TOTAL	0.09	0.05
Note:		
Aggregate amount of quoted investments and market value thereof	-	-
Aggregate amount of unquoted investments	0.09	0.05

4 Other Financial Assets - Non-current

Particulars	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
Security Deposit - Unsecured, Considered good	90.25	42.62
Bank deposits with more than 12 months maturity	540.83	304.47
TOTAL	631.08	347.09

5 Other non-current assets

Particulars	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
Unsecured, Considered good		
Capital advances	55.36	-
Advances other than capital advances		
Security Deposit	16.21	14.48
TOTAL	71.57	14.48

6 Inventories

Particulars	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
(Valued at lower of Cost or Net Realizable Value)		
Finished Goods	1,284.66	65.71
Semi Finished Goods	140.04	91.73
Raw Material	641.26	318.70
Stock in trade (acquired for trading) (Including stock in transit ₹Nil (Y.E. 31st March 2021 Rs. 1,362.07 lakhs))	4,181.84	4,041.87
Stores, Spares & Packing Material	288.01	254.37
(The Group has availed working capital facilities which are secured by hypothecation of inventories)		
TOTAL	6,535.81	4,772.39

7 Investments - Current

₹ in Lakhs

Particulars	As at 31st March 2022	As at 31st March 2021
Investment in Quoted Mutual Funds measured at FVTPL		
31532.43 (43838.499) units of Tata Flexi Cap Fund Regular Plan Growth	4.90	5.89
299890.306 (Nil) units of ICICI Prudential equity Saving Fund cumulative	51.58	-
838.782 (2067.671) units of DSP Equity Opportunities Fund	2.86	6.09
1247.448 (Nil) units of DSP Equity & Bond Fund Opportunities Fund	2.85	-
1607.676 (Nil) units of ICICI Prudential Liquid fund	5.04	-
431725.782 (431725.782) units of Nippon India Equity Saving Fund-Segregated Portfolio	1.25	1.25
13911.38 (Nil) units of Kotak Balance Advantage fund	2.00	-
Nil (500000) units of ICICI Prudential Manufacture in India Fund Growth	-	69.50
93305.465 (93305.465) units of ICICI Prudential Ultra Short Term Fund - Growth	20.92	20.12
3727473.630 (1977538.067) units of ICICI Prudential Ultra Short Term Fund-Monthly Dividend	891.27	452.41
Nil (1671.255) units of Nippon India Low Duration Fund - Direct Growth Plan	-	50.48
7538.088 (Nil) units of Nippon India Ultra Short Duration fund	266.03	-
TOTAL	1,248.70	605.73
Note:		
Aggregate amount of quoted investments and market value thereof	1,248.70	605.73
Aggregate amount of unquoted investments	-	-

8 Trade Receivables

₹ in Lakhs

Particulars	As at 31st March 2022	As at 31st March 2021
Trade Receivables - Unsecured *		
a) Considered good	16,235.30	13,608.56
b) Considered doubtful	-	-
	16,235.30	13,608.56
Less : Expected Credit Loss Allowance	(114.37)	(122.42)
TOTAL	16,120.93	13,486.13

*For Trade Receivables dues from related parties refer note 45.

Trade Receivables Ageing Schedule

₹ in Lakhs

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment					As at 31st March 2022	
			Less than 3 months	3 months to 6 months	6 months to 1 year	1 year to 2 years	2 years to 3 years		More than 3 years
Trade Receivables - Unsecured									
a) Undisputed, considered good	-	-	9,552.20	1,882.04	413.74	1,136.31	120.02	1,057.93	14,162.24
b) Undisputed, considered doubtful	-	-	-	-	31.78	613.13	489.20	938.95	2,073.06
c) Disputed, considered good	-	-	-	-	-	-	-	-	-
d) Disputed, considered doubtful	-	-	-	-	-	-	-	-	-
	-	-	9,552.20	1,882.04	445.52	1,749.44	609.22	1,996.88	16,235.30
Less : Expected Credit Loss Allowance	-	-	-	4.17	5.41	35.89	20.77	48.14	114.37
Total	-	-	9,552.20	1,877.88	440.11	1,713.55	588.45	1,948.75	16,120.93

₹ in Lakhs

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment					As at 31st March 2021	
			Less than 3 months	3 months to 6 months	6 months to 1 year	1 year to 2 years	2 years to 3 years		More than 3 years
Trade Receivables - Unsecured									
a) Undisputed, considered good	-	-	7,800.12	226.41	303.88	545.78	218.83	1,204.86	10,299.89
b) Undisputed, considered doubtful	-	-	54.73	29.23	93.60	1,117.62	694.96	1,318.53	3,308.67
c) Disputed, considered good	-	-	-	-	-	-	-	-	-
d) Disputed, considered doubtful	-	-	-	-	-	-	-	-	-
	-	-	7,854.85	255.64	397.49	1,663.40	913.79	2,523.39	13,608.56
Less : Expected Credit Loss Allowance	-	-	1.09	1.86	5.85	38.99	23.04	51.60	122.42
Total	-	-	7,853.75	253.78	391.64	1,624.41	890.76	2,471.79	13,486.13

9 Cash and Cash Equivalents

₹ in Lakhs

Particulars	As at 31st March 2022	As at 31st March 2021
Cash on Hand	60.14	37.96
Balance with Banks		
- Current Accounts	798.79	2,718.24
- Cash Credit Accounts (refer note no.19 for detail of security, terms of facility and rate of interest)	3,279.89	-
- Fixed Deposit Accounts maturing within 3 months (refer note 19 for FDR hypothicated with bank)	494.08	428.93
Cheques, Drafts on Hand	5.42	6.90
TOTAL	4,638.31	3,192.03

10 Other Balances with Banks

Particulars	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
Balance with banks		
- Unpaid Dividend Accounts	8.92	11.44
- Fixed Deposit Accounts maturing between 3 to 12 months (refer note 19 for FDR hypothicated with bank)	359.55	27.91
TOTAL	368.47	39.35

11 Loans

Particulars	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
Loans Receivables considered good - Secured	-	-
Loans Receivables considered good - Unsecured		
- Advances to Staff	20.18	14.06
Loans Receivables which have significant increase in Credit Risk	-	-
Loans Receivables - credit impaired	-	-
TOTAL	20.18	14.06

12 Other Financial Assets - Current

Particulars	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
Accrued Interest on Fixed Deposit	20.61	73.62
TOTAL	20.61	73.62

13 Current Tax Assets (net)

Particulars	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
Advance Income Tax and Tax Deducted at Source (Net of Provision)	189.83	142.57
TOTAL	189.83	142.57

14 Other Current Assets

Particulars	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
Unsecured, Considered good		
Other Advances		
- Advances recoverable in cash or in kind or for value to be received [Includes ₹ Nil (as at 31st March 2021 ₹ 149.03 lakhs) due from Agarwal Translink Private Limited, now wholly owned subsidiary w.e.f.9th April 2021 and earlier, which was a company in which directors and relative of directors were directors]	1,140.64	224.33
- Advance to Supplier [Includes ₹ 325 lakhs (as at 31st March 2021 ₹ Nil) due from a company in which director is director]	523.23	240.67
- Prepaid Expenses	59.53	2.42
Balance with Government Authorities		
- Deposit with Sales Tax Authority - Under Appeal	28.23	28.23
- Income Tax Paid - Under Appeal	196.90	109.00
- GST Paid - Under Appeal	2.47	4.94
- Input Tax Credit under GST Receivable	338.24	193.33
- GST Input Tax Credit to be availed	0.32	-
- Custom Duty Refund Receivable	0.53	25.53
TOTAL	2,290.08	828.44

15(A) Equity Share Capital

Particulars	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
Authorised:		
1,70,00,000 (as at 31st March 2021 : 1,70,00,000) Equity Shares of ₹ 10 each	1,700.00	1,700.00
TOTAL	1,700.00	1,700.00
Issued, Subscribed and Paid up:		
1,32,08,789 (as at 31st March 2021 : 1,02,58,747) Equity Shares of ₹10 each with voting rights, fully paid up	1,320.88	1,025.87
TOTAL	1,320.88	1,025.87

(i) Reconciliation of number of shares outstanding at the beginning and at the end of the year :

Fully paid up Equity Shares	₹ in Lakhs			
	As at 31st March 2022		As at 31st March 2021	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the year	10,258,747	1,025.87	10,258,747	1,025.87
Changes in equity share capital due to prior period error	-	-	-	-
Restated balance at the beginning of the current year	10,258,747	1,025.87	10,258,747	1,025.87
Add : Equity shares issued during the year				
- on conversion of share warrants	1,762,000	176.20	-	-
- on acquisition of subsidiary (Refer Note no. 46)	1,188,042	118.80	-	-
Number of shares at the end of the year	13,208,789	1,320.88	10,258,747	1,025.87

Issuance of Warrants -

On 9th April, 2021, the Company allotted 35,11,000 warrants convertible into 35,11,000 Equity shares at a price (including the warrant subscription price and warrant exercise price) of ₹ 105.20 each, aggregating up to ₹ 36,93,57,200 on a preferential basis to the Promoters and non-promoters. The Company received the subscription money of ₹ 9,23,39,300 for allotment of 35,11,000 warrants convertible into Equity Shares, being 25% of the issue price of ₹ 105.20 of the warrants at ₹ 26.30 per warrant. The entire proceeds have been utilised for the objects of the Preferential Issue.

Issuance of Shares -

On 9th April, 2021, the Company has acquired 100% equity shares of Agarwal Translink Private Limited (ATPL) for a consideration of ₹ 1,249.82 lakhs by way of purchase of 1108980 fully paid-up equity shares from selling shareholders of ATPL in pursuance of Share Purchase Agreement dated 15th January, 2021. The purchase consideration of ₹ 1,249.82 lakhs have been paid by the Company by allotments of 1188042 fully paid-up Equity Shares of face value of ₹ 10 each at ₹ 105.20 per equity shares including a share premium of ₹ 95.20 per equity share aggregating to ₹ 1,249.82 lakhs for consideration other than in cash. Pursuant to allotment of the Equity Shares as above, the paid-up share capital of the Company stood increased on 9th April, 2021 from ₹ 10,25,87,470 to ₹ 11,44,67,890 comprising of 1,14,46,789 equity shares of face value of ₹ 10 each and securities premium reserve by ₹ 11,31,01,598.

Conversion of Warrants -

On 15th June, 2021, the Company allotted 4,00,000 Equity Shares of face value of ₹10 each fully paid up issued at a premium of ₹ 95.20 per equity share to non-promoters upon exercise of option of conversion of 4,00,000 warrants. The Issue Price of the warrant was ₹ 105.20 per warrant of which 25% was paid on subscription on 9th April, 2021 and the balance 75% i.e. ₹ 78.90 per warrant being the warrant Exercise Price was paid by those non-promoter allottees. The entire proceeds have been utilised for the objects of the Preferential Issue. Pursuant to allotment of the Equity Shares in the Preferential Issue, the paid-up share capital of the Company stood increased on 15th June, 2021 from ₹ 11,44,67,890 to ₹ 11,84,67,890 comprising of 1,18,46,789 equity shares of face value of ₹ 10 each and securities premium reserve by ₹ 3,80,80,000.

On 13th August, 2021, the Company allotted 6,19,000 Equity Shares of face value of ₹10 each fully paid up issued at a premium of ₹ 95.20 per equity share to the Promoters group as well as non-promoters upon exercise of option of conversion of 6,19,000 warrants. The Issue Price of the warrant was ₹ 105.20 per warrant of which 25% was paid on subscription on 9th April, 2021 and the balance 75% i.e. ₹ 78.90 per warrant being the warrant Exercise Price was paid by those Promoter & non-promoter allottees. The entire proceeds have been utilised for the objects of the Preferential Issue. Pursuant to allotment of the Equity Shares in the Preferential Issue, the paid-up share capital of the Company stood increased on 13th August, 2021 from ₹ 11,84,67,890 to ₹ 12,46,57,890 comprising of 1,24,65,789 equity shares of face value of ₹ 10 each and securities premium reserve by ₹ 5,89,28,800.

On 20th October, 2021, the Company allotted 7,43,000 Equity Shares of face value of ₹10 each fully paid up issued at a premium of ₹ 95.20 per equity share to the Promoters group as well as non-promoters upon exercise of option of conversion of 7,43,000 warrants. The Issue Price of the warrant was ₹ 105.20 per warrant of which 25% was paid on subscription on 9th April, 2021 and the balance 75% i.e. ₹ 78.90 per warrant being the warrant Exercise Price was paid by those Promoter & non-promoter allottees. The entire proceeds have been utilised for the objects of the Preferential Issue. Pursuant to allotment of the Equity Shares in the Preferential Issue, the paid-up share capital of the Company stood increased on 20th October, 2021 from ₹ 12,46,57,890 to ₹ 13,20,87,890 comprising of 1,32,08,789 equity shares of face value of ₹ 10 each and securities premium reserve by ₹ 7,07,33,600.

(ii) Terms/rights attached to Equity Shares

The Company has only one class shares referred to as equity shares having a par value of ₹ 10 per share which rank pari-passu in all respects including voting rights and entitlement to dividend. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

The Board of Directors of Company, at its meeting held on 18th May, 2022 have recommended payment of dividend of ₹ 2 (Rupees two only) per equity share of the face value of ₹ 10 each for the financial year ended 31st March, 2022. If approved, the total dividend for the financial year 2021-22 will be ₹ 2 (Rupees two only) per equity share of the face value of ₹ 10 each.

Pursuant to the dividend for the financial year 2020-21 approved by the shareholders at the 27th Annual General Meeting held on 30th September, 2021, the Company paid the equity dividend of 18% (₹ 1.80 per equity share of nominal face value of ₹ 10/- each fully paid up) aggregating to ₹ 2,24,38,420/- (gross) subject to deduction of tax at source as per the applicable rate(s) to the eligible shareholders. The payment was made on 4th October, 2021.

(iii) **Detail of shares held by the holding company, the ultimate holding company, their subsidiaries and associates are Nil (as at 31st March 2021 : Nil)**

(iv) **Details of shareholders holding more than 5% shares in the company :***

Name of Share Holder	As at 31st March 2022		As at 31st March 2021	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Ramchandra Agarwal	561,668	4.25%	532,525	5.19%
Jaiprakash Agarwal	875,453	6.63%	641,850	6.26%

* As per the records of the Company, including its register of members.

(v) **Shares held by promoters as defined in the Companies Act, 2013 at the end of the year :**

Promoter name	As at 31st March 2022		As at 31st March 2021		% change during the year
	No. of Shares	% of Holding	No. of Shares	% of Holding	
Jaiprakash Agarwal	875,453	6.63%	641,850	6.26%	0.37%
Ramchandra Agarwal	561,668	4.25%	532,525	5.19%	-0.94%
Usha Agarwal	533,509	4.04%	458,283	4.47%	-0.43%
Kishan Agarwal	527,311	3.99%	498,225	4.86%	-0.86%
Mahendra Agarwal	509,762	3.86%	491,100	4.79%	-0.93%
Lalit Kumar Agarwal	446,283	3.38%	400,625	3.91%	-0.53%
Jugal Kishore Agarwal	432,495	3.27%	395,000	3.85%	-0.58%
Rekha Agarwal	400,929	3.04%	296,114	2.89%	0.15%
Padma Agarwal	392,842	2.97%	244,105	2.38%	0.59%
Nilesh Agarwal	360,425	2.73%	279,650	2.73%	0.00%
Uma Agarwal	345,208	2.61%	223,600	2.18%	0.43%
Sushila Agarwal	327,968	2.48%	240,100	2.34%	0.14%
Shailesh Agarwal	296,220	2.24%	231,300	2.25%	-0.01%
Vipin Agarwal	284,635	2.15%	168,975	1.65%	0.51%
Sudha Agarwal	246,380	1.87%	132,040	1.29%	0.58%
Jaiprakash Agarwal HUF	184,297	1.40%	135,875	1.32%	0.07%
Ramchandra Agarwal HUF	142,998	1.08%	124,999	1.22%	-0.14%
Mangilal Agarwal HUF	131,768	1.00%	101,300	0.99%	0.01%
Lalit Agarwal HUF	125,225	0.95%	71,500	0.70%	0.25%
Kishan Agarwal HUF	107,817	0.82%	71,500	0.70%	0.12%
Mukul Agarwal	91,114	0.69%	76,900	0.75%	-0.06%
Virel Agarwal	79,942	0.61%	66,300	0.65%	-0.04%
Pooja Agarwal	73,005	0.55%	53,850	0.52%	0.03%
Mahendra Agarwal HUF	64,852	0.49%	25,000	0.24%	0.25%
Yash Agarwal	61,828	0.47%	48,400	0.47%	0.00%

Promoter name	As at 31st March 2022		As at 31st March 2021		% change during the year
	No. of Shares	% of Holding	No. of Shares	% of Holding	
Jugal Kishore Agarwal HUF	55,424	0.42%	19,000	0.19%	0.23%
Lakshya Agarwal	48,114	0.36%	47,900	0.47%	-0.10%
Nilesh Agarwal HUF	14,998	0.11%	-	0.00%	0.11%
Namrata Agarwal	6,964	0.05%	3,375	0.03%	0.02%
Sanchi Agarwal	4,500	0.03%	4,500	0.04%	-0.01%
Aayushi Agarwal	2,500	0.02%	2,500	0.02%	-0.01%
	7,736,434	58.57%	6,086,391	59.33%	

(vi) The aggregate number of equity shares issued, without payment being received in cash in immediately preceding five years ended on 31st March, 2022 is 11,88,042 (period of five years ended on 31st March, 2021 is Nil).

(B) Other Equity

Particulars	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
a) Security Premium	7,935.02	5,126.58
b) Capital Investment Subsidy	0.76	0.76
c) Investment Allowance Reserve (Utilised)	0.62	0.62
d) Retained Earning	19,147.65	13,003.14
e) Other comprehensive income	164.13	26.28
f) Share Forfeiture	82.12	82.12
g) Share Warrants	459.99	-
h) Capital Reserve	345.00	345.00
	28,135.29	18,584.51

Nature and purpose of reserves
(a) Securities Premium:

The amount received in excess of face value of the equity shares is recognised in Securities premium. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

(b) Capital Investment Subsidy

The reserve was created in compliance of prevailing provisions of Income Tax Act, 1961 to avail certain tax benefits.

(c) Investment Allowance Reserve (Utilised)

The reserve was created in compliance of prevailing provisions of Income Tax Act, 1961 to avail certain tax benefits.

(d) Retained earnings

Retained earnings or accumulated surplus represents total of all profits retained since Company's inception. Retained earnings are credited with current year profits, reduced by losses, if any, dividend payouts, transfers to General reserve or any such other appropriations to specific reserves.

(e) Other comprehensive income

Other comprehensive income consist of FVOCI financial assets and financial liabilities, remeasurement of defined benefit assets and liability and foreign currency translation reserve

f) Share Forfeiture

The reserve represents the part amounts paid on shares which have been forfeited on account of calls remained unpaid.

g) Share Warrants

Application money received for preferential allotments of warrants, convertible into equity shares at a price of ₹ 105.20 (including share premium of ₹ 95.20)

h) Capital Reserve

The Capital Reserve is the amount received against share warrants convertible into equity shares which have lapsed due to non-compliance and hence, forfeited. The amount paid on such forfeited warrants have been transferred to Capital Reserve..

16 Borrowings - Non- Current

Particulars	₹ in Lakhs			
	Non-Current Portion		Current Portion	
	As at 31st March 2022	As at 31st March 2021	As at 31st March 2022	As at 31st March 2021
Secured (carried at amortised cost) :				
Term Loans - From Banks				
(i) Vehicle Loans (see note i)	298.35	332.51	287.07	299.57
(ii) Working Capital Term Loans (see note ii)	1,332.75	1,777.00	444.25	-
(iii) Term Loan (see note iii)	1,512.92	2,023.36	523.38	473.55
	3,144.02	4,132.88	1,254.71	773.13
Less: Unamortised borrowing cost	-	-	-	-
TOTAL	3,144.02	4,132.88	1,254.71	773.13

Note:

- i. Vehicle loans availed from banks is secured against Hypothecation of specific vehicle financed and is repayable in equated monthly installment over the tenure of the loans ending in december, 2024. These loans carries interest rate of 6.40% to 10.60% p.a.

₹ in Lakhs					
Nature of borrowings	ROI	Sanction Limit	O/s as on 31/03/2022	Last Date of EMI	Security Detail
Union Bank of India	10.40%	24.00	0.20	June 2022	
Kotak Mahindra Bank	10.60%	175.00	22.84	September 2022	Secured against the specific vehicle financed
Kotak Mahindra Bank	7.30%	206.65	127.75	March 2024	
Kotak Mahindra Bank	7.30%	289.31	178.85	March 2024	
ICICI Bank Ltd	8.60%	160.74	3.07	June 2022	
Kotak Mahindra Bank	6.40%	210.00	189.86	December 2024	
HDFC Bank Ltd	7.30%	35.00	28.47	October 2024	
HDFC Bank Ltd	7.30%	13.00	10.02	June 2024	
AXIS Bank Ltd	7.95%	35.00	17.39	August 2023	
Kotak Mahindra Bank	8.50%	22.50	6.98	January 2023	

- ii. Working Capital Term Loan (WCTL) availed from banks by way of Guaranteed Emergency Credit Line (GECL) under ECLGS Scheme of National Credit Guarantee Trustee Company Limited (NCGTC) is secured against existing Hypothecation of Current Assets, Movable & Immovable fixed assets of the Company. The WCTL, after a moratorium period of 12 months, is repayable in 48 equated monthly installments, commencing from the next month after completion of moratorium i.e. starting with April 2022 and ending in March 2026. The WCTL carried interest @ of 7.50% p.a. See also note 19 for further details.
- iii. Term Loan availed by AICL Overseas FZ LLC (subsidiary) from HDFC Bank Ltd against the “Stand By Letter of Credit” Facility of Parent Company. Same is secured against Hypothecation of Stock, Book Debts, Current Assets, Movable & Immovable fixed assets of the Parent Company, Immovable property of its directors, and Personal guarantee of some of the Directors. The Term Loan is availed at interest rate of LIBOR + 2.50% p.a. and is repayable in equal monthly installments ending in February 2026.

17 Other Financial liabilities - Non Current

Particulars	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
Security deposits from customers	6.50	-
TOTAL	6.50	-

18 Provisions - Non Current

Particulars	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
Provision for Employee Benefits expense		
Provision for Gratuity (refer note 36)	51.37	39.15
TOTAL	51.37	39.15

19 Borrowings - Current

Particulars	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
Secured (carried at amortised cost) :		
Loans repayable on demand - From Banks		
Working Capital Finance (see note i & iii)	9,807.45	7,944.23
Overdraft from Banks (see note i & iv)	470.52	168.38
Current maturity of Long Term Borrowings (Refer Note No 16)	1,254.71	773.13
TOTAL	11,532.68	8,885.74

Note:

- i. Detail of working capital loan, Terms of repayment, detail of security and rate of interest for cash credit facility, working capital term loan (WCTL), working capital demand loan (WCDL) and Overdraft from bank are as under :

Nature of borrowings	ROI	Sanction Limit	Outstanding as at 31st March 2022	Last Date of EMI	Security Detail
Working Capital Term loan (refer note 16)					
HDFC Bank Ltd	7.50%	475.00	475.00	Dec. 2025	See note ii
Kotak Mahindra Bank	7.50%	517.00	517.00	Dec. 2025	See note ii
Kotak Mahindra Bank	7.45%	483.00	483.00	Dec. 2025	See note ii
Kotak Mahindra Bank	7.45%	302.00	302.00	Dec. 2025	See note ii
Working Capital Facility (Including working capital Demand Loan)					
Kotak Mahindra Bank	7.00% to 7.25%	2,950.00	2,200.00	Demand Loan	See note iii
	8.50%		(1,522.37)	Credit balance in Cash Credit Account	See note iii
IDFC First Bank	7.50% to 8.25%	2,500.00	2,400.00	Demand Loan	See note iii
	8.60% - 9.30%		(732.26)	Credit balance in Cash Credit Account	See note iii
HDFC Bank Ltd	7.2% to 7.45%	4,000.00	3,700.00	Demand Loan	See note iii
	8.00%		(316.71)	Credit balance in Cash Credit Account	See note iii
CITI Bank	7.50% to 8.00%	1,700.00	1,500.00	Demand Loan	See note iii
	10.25%		(708.54)	Credit balance in Cash Credit Account	See note iii
Kotak Mahindra Bank	8.50%	100.00	7.45	Demand Loan	See note iii
Bank overdraft against Fixed Deposit					
HDFC Bank Ltd	1% ODR	228.00	258.00	Demand Loan	See note iv
Union Bank of India	1% ODR	292.00	206.68	Demand Loan	See note iv
Union Bank of India	1% ODR	9.00	5.83	Demand Loan	See note iv

- ii. Working Capital Term Loan (WCTL) availed from banks by way of Guaranteed Emergency Credit Line (GECL) under ECLGS Scheme of National Credit Guarantee Trustee Company Limited (NCGTC) is secured against existing Hypothecation of Current Assets, Movable & Immovable fixed assets of the Company. The WCTL, after a moratorium period of 12 months, is repayable in 48 equated monthly installments, commencing from the next month after completion of moratorium i.e. starting with April 2022 and ending in March 2026. The WCTL carried interest @ of 7.50% p.a.
- iii. Working Capital Finance availed from four banks are repayable on demand and renewed every year. These loans are secured against Hypothecation of Stock, Book Debts, Current Assets, Movable & Immovable fixed assets of Company, Immovable property of its directors, Personal guarantee of some of the Directors and Factory Plot of land of Subsidiary M/s Bituminex Cochin Private Limited. These loans carried interest @ of 7.50% p.a.
- iv. Overdraft facility is availed from banks are repayable on demand and carries interest @ of 7.50% p.a. Same is secured against the fixed deposits of ₹ 575.02 Lakhs held with respective banks.

20 Trade Payables

₹ in Lakhs

Particulars	As at 31st March 2022	As at 31st March 2021
Trade Payables:		
Payable for Goods & Services		
Total outstanding dues to micro and small enterprises (refer note below)*	2.77	67.95
Total outstanding dues to others	5,513.01	3,291.38
TOTAL	5,515.78	3,359.33

*Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act, 2006") as at 31 March 2022 and 31 March 2021 :

₹ in Lakhs

Particulars	As at 31st March 2022	As at 31st March 2021
i) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year;	2.77	67.95
ii) The amount of interest paid by the buyer in terms of section 16, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act;	-	-
iv) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Group.

Trade Payables Ageing Schedule

₹ in Lakhs

Particulars	Outstanding for following periods from due date of payment				As at 31st March 2022
	Less than 1 year	1 year to 2 years	2 years to 3 years	More than 3 years	
Trade Payables					
a) MSME	1.77	1.00	-	-	2.77
b) Other than MSME	5,489.29	7.80	5.59	10.33	5,513.01
c) Disputed dues - MSME	-	-	-	-	-
d) Disputed dues - Other than MSME	-	-	-	-	-
Total	5,491.06	8.80	5.59	10.33	5,515.78

Particulars	Outstanding for following periods from due date of payment				As at 31st March 2021
	Less than 1 year	1 year to 2 years	2 years to 3 years	More than 3 years	
					₹ in Lakhs
Trade Payables					
a) MSME	67.95	-	-	-	67.95
b) Other than MSME	3,262.85	18.20	8.16	2.17	3,291.38
c) Disputed dues - MSME	-	-	-	-	-
d) Disputed dues - Other than MSME	-	-	-	-	-
Total	3,330.80	18.20	8.16	2.17	3,359.33

21 Other Financial Liabilities - Current

Particulars	As at	
	31st March 2022	31st March 2021
Payable towards expenses	74.64	52.20
Payable towards capital expenditure	28.90	54.71
Unclaimed Dividend	8.91	11.44
Interest Accrued	8.36	4.90
Other Liability	2.51	10.01
TOTAL	123.32	133.26

22 Other Current Liabilities

Particulars	As at	
	31st March 2022	31st March 2021
Statutory dues	104.52	159.60
Advances from customer	1,043.95	251.85
Revenue received in advance	165.00	389.78
TOTAL	1,313.47	801.23

23 Provisions - Current

Particulars	As at	
	31st March 2022	31st March 2021
Provision for Employee benefits expense		
Provision for Gratuity (refer note 36)	7.97	0.98
TOTAL	7.97	0.98

24 Current Tax Liabilities (Net)

₹ in Lakhs

Particulars	As at 31st March 2022	As at 31st March 2021
Provision for income tax (net of taxes paid)	357.22	253.42
TOTAL	357.22	253.42

25 Revenue from Operations

₹ in Lakhs

Particulars	For the year ended 31st March 2022	For the year ended 31st March 2021
Sales of goods	140,734.05	78,959.43
Sale of Services	-	-
Vehicle Freight Income	5,983.48	4,363.62
Ship Operating & Chartering Income	12,981.37	6,950.84
Labour Charges	14.55	17.60
Other operating revenue		
Sale of Power - Wind mill	110.92	98.74
TOTAL	159,824.36	90,390.22

Revenue disaggregation as per nature of products and services has been included in segment information (refer note 44).

26 Other Income

₹ in Lakhs

Particulars	For the year ended 31st March 2022	For the year ended 31st March 2021
Foreign exchange fluctuation gain	193.58	-
Interest on fixed deposits with banks	55.37	24.38
Interest - other	12.79	9.08
Rent from investment property	43.34	25.28
Dividend income	-	2.52
Income from current investments	32.10	33.85
Net Gain arising on financial assets measured at Fair Value through profit or loss	24.53	59.47
Miscellaneous income	13.00	5.03
TOTAL	374.70	159.62

27 Cost of Materials Consumed

₹ in Lakhs

Particulars	For the year ended 31st March 2022	For the year ended 31st March 2021
Opening Stock	320.29	824.16
Add:- Purchases during the year	34,832.11	17,051.87
	35,152.41	17,876.02
Less: - Closing Stock	642.17	320.29
TOTAL	34,510.24	17,555.73

28 Changes in inventories of Finished goods, Stock-in-Trade and work-in-progress

₹ in Lakhs		
Particulars	For the year ended 31st March 2022	For the year ended 31st March 2021
Stock at the beginning of the year		
Finished goods	65.72	91.70
Stock in trade (acquired for trading)	4,108.25	1,489.83
Work in progress	91.73	107.69
Stock at the end of the year		
Finished goods	1,284.66	65.72
Stock in trade (acquired for trading)	4,181.84	4,041.87
Work in progress	140.04	91.73
TOTAL	(1,340.84)	(2,510.10)

29 Manufacturing, Operating and Other Direct Expenses

₹ in Lakhs		
Particulars	For the year ended 31st March 2022	For the year ended 31st March 2021
Transportation charges	774.57	980.10
Labour charges	45.49	55.87
Port charges	707.21	597.17
Repairs and maintenance - machinery	272.84	201.93
Electricity, power and fuel	5,022.28	1,502.09
Storage terminal rent	25.50	124.84
Heating and fuel charges	192.46	152.69
Crew charges	1,931.74	1,138.72
Other direct expenses	42.60	65.88
Other vessel running expenses	1,321.57	774.55
Vehicle running and maintenance expenses	4,911.10	3,369.37
Freight paid	477.12	136.56
Wind mill expenses	39.28	35.30
TOTAL	15,763.78	9,135.06

30 Employee Benefits Expense

₹ in Lakhs		
Particulars	For the year ended 31st March 2022	For the year ended 31st March 2021
Salaries and wages	425.78	327.19
Directors remuneration	238.42	168.00
Contribution towards employees welfare fund	1.49	1.64
Gratuity (Refer note 36)	10.73	8.28
Staff welfare	56.96	34.53
TOTAL	733.38	539.63

31 Other Expenses

Particulars	₹ in Lakhs	
	For the year ended 31st March 2022	For the year ended 31st March 2021
(A) Administrative Expenses		
Rent, rates and taxes	86.90	73.75
Payment to auditors		
- Statutory audit fees	6.20	5.48
- Tax audit fees	1.47	1.00
- Certification work	0.75	0.75
- Other services	0.88	1.19
Insurance	314.70	158.11
Share transfer fees	5.68	2.55
Legal and professional charges	108.81	119.46
Bank charges and commission	12.67	11.79
Electricity expenses	10.88	6.18
Listing fees and custodian charges	5.40	10.20
Postage and telephone	8.20	5.31
Security charges	30.52	22.34
Printing and stationery	31.49	33.26
Foreign exchange fluctuation loss	-	67.91
Vehicle expenses	14.18	9.11
Travelling and conveyance	95.11	22.55
Bad debts written off	1,261.15	215.02
Expected credit loss allowance	(15.36)	65.07
Repairs to building	4.86	24.23
Repairs - other	25.35	52.32
Expenditure on corporate social responsibility (Refer note 40)	46.61	36.51
Miscellaneous expenses	115.06	115.15
	2,171.53	1,059.26
(B) Selling and Distribution Expenses		
Advertisement and business promotion expenses	46.04	10.67
Commission paid	445.12	211.50
	491.15	222.17
TOTAL	2,662.69	1,281.43

32 Finance Cost

Particulars	₹ in Lakhs	
	For the year ended 31st March 2022	For the year ended 31st March 2021
Interest on bank borrowings	922.19	793.38
Interest - others	5.32	1.32
Interest on lease liability	177.08	117.04
Exchange loss on working capital loan	52.13	6.09
Bank guarantee commission	38.22	37.30
Other borrowing cost	28.75	21.33
TOTAL	1,223.69	976.47

33 Depreciation and Amortisation Expense

Particulars	₹ in Lakhs	
	For the year ended 31st March 2022	For the year ended 31st March 2021
Depreciation on property plant and equipment	1,388.78	1,052.65
Amortisation of right of use	584.61	392.33
TOTAL	1,973.38	1,444.98

34 Income Tax**(a) Tax expense recognised in the Statement of profit and loss:**

Particulars	₹ in Lakhs	
	For the year ended 31st March 2022	For the year ended 31st March 2021
Current tax		
Current year	1,403.36	818.24
Short Provision for Tax for earlier years	(0.14)	47.67
Total current tax	1,403.22	865.91
Deferred tax		
Relating to origination and reversal of temporary difference	(18.61)	(49.98)
Total deferred income tax expense/(credit)	(18.61)	(49.98)
Total income tax expense	1,384.61	815.93

A reconciliation between the statutory income tax rate applicable to the Group and the effective income tax rate of the Group is as follows :

(b) Reconciliation of effective tax rate

Particulars	₹ in Lakhs	
	For the year ended 31st March 2022	For the year ended 31st March 2021
Profit /(loss) before taxation	7,753.49	4,869.25
Enacted income tax rate in India	25.17 %	25.17 %
Tax at the enacted income tax rate	1,951.40	1,225.49
Reconciliation line items:		
Effect of non-deductible expenses	13.85	12.58
Due to non-taxable income for Indian tax purposes	(611.19)	(473.93)
Tax pertaining to Earlier Years	(0.14)	47.67
Others (Including the effect of change in the tax rate)	30.70	4.12
Tax expense	1,384.61	815.93

(c) The movement in deferred tax assets and liabilities during the year ended 31st March, 2022 and 31st March, 2021:

For the year Ended March 31, 2022				₹ in Lakhs
Particulars	As at April 01, 2021	Charge / (Credit) in Statement of profit and loss	Acquired on acquisition of subsidiary	As at 31st March 2022
Deferred tax liability / (assets) (net)				
On Account of Depreciation	427.80	(42.31)	22.24	407.72
Due to disallowances under Income Tax	(40.91)	1.68	(4.49)	(43.72)
On account of Fair valuation of Financial assets and liabilities	5.74	1.69	-	7.43
On Right of Use	(8.79)	15.44	-	6.66
Due to unabsorbed losses	-	5.32	(5.32)	-
	383.84	(18.18)	12.43	378.09

For the year Ended March 31, 2021				₹ in Lakhs
Particulars	As at April 01, 2020	Charge / (Credit) in Statement of profit and loss	Acquired on acquisition of subsidiary	As at 31st March 2021
Deferred tax liability / (assets) (net)				
On Account of Depreciation	460.58	(32.78)	-	427.80
Due to disallowances under Income Tax	(24.99)	(15.92)	-	(40.91)
On account of Fair valuation of Financial assets and liabilities	(4.31)	10.05	-	5.74
On Right of Use	-	(8.79)	-	(8.79)
	431.28	(47.44)	-	383.84

35 Leases

“Ministry of Corporate Affairs (“MCA”) through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 “Leases” which replaces the existing lease standard, Ind AS 17 Leases and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

The Group has adopted Ind AS 116 “Leases” using modified retrospective approach. The Company’s lease asset classes primarily consist of leases for Land, buildings and Plant & Machinery. These leases were classified as “Operating Leases” under Ind AS 17. On transition to Ind AS 116 “Leases”, for these leases, lease liabilities were measured at the present value of remaining lease payments, discounted at the Company’s incremental borrowing rate as at April 01, 2019. Right to Use if measured either at an amount equal to the lease liability adjusted by the amount of any prepaid or accrued lease payments. Due to transition, the nature of expenses in respect of operating leases has changed from “lease rent” to “depreciation cost” and “finance cost” for the right-of-use assets and for interest accrued on lease liability respectively

The Group has used following practical expedient, when applying Ind AS 116 to leases previously classified as operating leases under Ind AS 17.

- (1) The Group didn’t recognized Right to Use and Lease liabilities for lease for which the lease terms ends within 12 months on the date of initial transition and low value assets.
- (2) The Group excluded initial direct cost from measurement of the Right to Use assets at the date of initial application.
- (3) The Group uses hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

The weighted average lessee's incremental borrowing rate applied to the lease liabilities is 9%.

The difference between the lease obligation under Ind AS 17 and the value of the lease liability is primarily on account of inclusion of extension and termination options reasonably certain to be exercised in measuring the lease liability in accordance with Ind AS 116 and discounting the lease liabilities to the present value under Ind AS 116.

Following are the changes in the carrying value of right of use assets for the year ended March 31, 2022:

Particulars	₹ in Lakhs			
	Land	Building	Plant & Machinery	Total
Balance as at 1st April 2020	-	-	-	-
Additions	204.20	49.13	2,117.67	2,371.00
Deletions	-	-	-	-
Depreciation and amortisation expenses	7.56	24.57	360.20	392.33
Balance as at 1st April 2021	196.63	24.57	1,757.47	1,978.67
Additions	8.23	-	997.07	1,005.29
Deletions	-	-	-	-
Depreciation and amortisation expenses	8.80	24.57	551.24	584.61
Balance as at 31st March 2022	196.06	-	2,203.30	2,399.35

Following is the movement in lease liabilities during the year ended March 31, 2022:

Particulars	₹ in Lakhs			
	Land	Building	Plant & Machinery	Total
Balance as at 1st April 2020	-	-	-	-
Additions	182.53	49.13	2,099.84	2,331.51
Interest accrued during the year	16.43	3.53	97.09	117.04
Deletions	-	-	-	-
Payment of lease liabilities	12.00	25.56	467.24	504.80
Balance as at 1st April 2021	186.96	27.10	1,729.69	1,943.75
Additions	8.23	-	979.24	987.47
Interest accrued during the year	17.57	1.34	158.18	177.08
Deletions	-	-	-	-
Payment of lease liabilities	12.53	28.44	641.54	682.50
Balance as at 31st March 2022	200.22	-	2,225.58	2,425.80

Break-up of the contractual maturities of lease liabilities on an undiscounted basis:

As at 31st March 2022				₹ in Lakhs
Particulars	Land	Building	Plant & Machinery	Total
Less than one year	(7.11)	-	469.66	462.55
One to five years	(15.94)	-	1,755.92	1,739.97
More than 5 years	223.28	-	-	223.28

As at 31st March 2021				₹ in Lakhs
Particulars	Land	Building	Plant & Machinery	Total
Less than one year	(4.83)	27.10	455.59	477.86
One to five years	(14.91)	-	1,274.11	1,259.19
More than 5 years	206.70	-	-	206.70

Short-term leases expenses incurred

			₹ in Lakhs	
Particulars			For the year ended 31st March 2022	For the year ended 31st March 2021
Rental expense			29.72	165.35

36 DISCLOSURE PURSUANT TO IND AS - 19 “EMPLOYEE BENEFITS”

- i) **Gratuity:** In accordance with the applicable laws, the Parent Company provides for gratuity, a defined benefit retirement plan (“The Gratuity Plan”) covering eligible employees. The Gratuity Plan provides for a lump sum payment to vested employees on retirement (subject to completion of five years of continuous employment), death, incapacitation or termination of employment that are based on last drawn salary and tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date.

The disclosure in respect of the defined Gratuity Plan are given below:

A. Balance Sheet

	Defined benefit plans		₹ in Lakhs
	As at 31st March 2022	As at 31st March 2021	
Present value of plan liabilities	59.34	40.13	
Fair value of plan assets	-	-	
Asset/(Liability) recognised	59.34	40.13	

B. Movements in plan assets and plan liabilities

₹ in Lakhs

	Present value of obligations	Fair Value of Plan assets
As at 1st April 2021	40.13	-
On account of acquisition of subsidiary	10.17	
Current service cost	7.34	-
Past service cost	-	-
Interest Cost/(Income)	3.42	-
Return on plan assets excluding amounts included in net finance income/cost	-	-
Actuarial (gain)/loss arising from changes in financial assumptions	(2.80)	-
Actuarial (gain)/loss arising from experience adjustments	1.08	-
Employer contributions	-	-
Benefit payments	-	-
As at 31st March 2022	59.34	-
	Present value of obligations	Fair Value of Plan assets
As at 1st April 2020	41.94	-
Current service cost	5.42	-
Past service cost	-	-
Interest Cost/(Income)	2.86	-
Return on plan assets excluding amounts included in net finance income/cost	-	-
Actuarial (gain)/loss arising from changes in financial assumptions	0.28	-
Actuarial (gain)/loss arising from experience adjustments	(10.37)	-
Employer contributions	-	-
Benefit payments	-	-
As at 31st March 2021	40.13	-

C. Statement of Profit and Loss

₹ in Lakhs

	As at 31st March, 2022	As at 31st March, 2021
Employee Benefit Expenses:		
Current service cost	7.33	5.42
Interest cost/(income)	3.40	2.86
Total amount recognised in Statement of Profit & Loss	10.73	8.28
Remeasurement of the net defined benefit liability:		
Return on plan assets excluding amounts included in net finance income/(cost)	-	-
Actuarial gains/(losses) arising from changes in financial assumptions	(2.80)	0.28
Experience gains/(losses)	1.08	(10.37)
Total amount recognised in Other Comprehensive Income	(1.72)	(10.09)

D. Assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

The significant actuarial assumptions were as follows:

	As at 31st March, 2022	As at 31st March, 2021
₹ in Lakhs		
Financial Assumptions		
Discount rate	7.11 to 7.19%	6.77%
Salary Escalation Rate	5.00%	5.00%

E. Sensitivity

The sensitivity of the overall plan liabilities to changes in the weighted key assumptions are:

	Impact on defined benefit obligation		
	Change in assumption	Increase in assumption	Decrease in assumption
₹ in Lakhs			
Discount rate	1.00%	53.04	66.98
Salary Escalation Rate	1.00%	67.04	52.59

The sensitivity analysis above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period.

F. The defined benefit obligations shall mature after year end 31st March, 2022 as follows:

Year ending 31st March, 2022	Defined benefit obligation
₹ in Lakhs	
2022	7.97
2023	0.97
2024	1.51
2025	10.69
2026	1.48
Thereafter	36.73

37 Contingent liabilities

Particulars	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
a) Claims against the Group not acknowledged as debts : liabilities that may arise in respect of disputed matters in relation to :		
- Entry Tax	43.72	43.72
- Goods and Services Tax	2.47	4.94
- Income Tax	750.55	533.35
- Local Body Tax	14.11	14.11
- Special Additional Duty	81.99	-
- Municipal Corporation Tax	11.78	-
	904.62	596.13

Note: - The Group's pending litigations comprise of claims against the Group and proceedings pending with tax and other authorities. The Group has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The Group does not reasonably expect the outcome of these proceedings to have a material impact on its financial statements.

38 Commitments

The Group does not have any commitments (including capital commitments) as on the Balance sheet date. (As at 31st March, 2021 - Nil)

39 Earning Per share

Particulars	₹ in Lakhs	
	For the year ended 31st March 2022	For the year ended 31st March 2021
Profit after tax available for equity shareholders	6,368.89	4,053.32
Weighted average number of equity shares	12,462,114	10,258,747
Nominal value of equity shares	10.00	10.00
Basic and diluted Earning Per Share	51.10	39.51

40 Corporate Social Responsibility (CSR) expenditure

- The CSR activities of the Company shall include, but not limited to any or all of the sectors/activities as may be prescribed by Schedule VII of the Companies Act, 2013 amended from time to time.
- During the year ended 31st March 2022, the Company has incurred an expenditure of ₹ 87.41 lakhs (31 March 2021: ₹ 69.38 lakhs) towards CSR activities which includes contribution / donations made to the trusts which are engaged in activities prescribed under section 135 of the Companies Act, 2013 read with Schedule VII to the said Act.

c) Amount required to be spent and amount spent towards CSR activities by the Company

₹ in Lakhs

Particulars	For the year ended 31st March 2022	For the year ended 31st March 2021
Amount required to be spent as per section 135 of the Act		
(i) Unspent amount as at the beginning of the year	(2.42)	30.45
(ii) Amount provisioned during the year based on average of preceding three year profits	46.61	36.51
Total amount required to be spent	44.19	66.96
Amount spent during the year on :	-	-
(i) Construction/acquisition of assets	-	-
(ii) On purpose other than above	87.41	69.38
(Excess) / Unspent amount as at the end of the year	(43.22)	(2.42)

d) Nature of CSR activities undertaken by the Company -

- i) Eradicating hunger, poverty and malnutrition
- ii) Promoting health care including preventive health care and sanitation
- iii) Promoting education, including special education and employment enhancing vocation skills

41 Financial instruments

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 methods and assumptions were used to estimate the fair values:

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Group based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

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

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The carrying amounts and fair values of financial instruments by category are as follows:

As at 31st March, 2022					₹ in Lakhs
	FVTOCI	FVTPL	Amortised cost	Total fair value	Carrying amount
Financial assets					
Investments	-	1,248.70	0.09	1,248.79	1,248.79
Trade receivables	-	-	16,120.93	16,120.93	16,120.93
Cash and cash equivalents	-	-	4,638.31	4,638.31	4,638.31
Other bank balances	-	-	368.47	368.47	368.47
Loans	-	-	20.18	20.18	20.18
Other financial assets	-	-	651.69	651.69	651.69
Total	-	1,248.70	21,799.66	23,048.36	23,048.36
Financial liabilities					
Borrowings	-	-	14,676.70	14,676.70	14,676.70
Lease Liabilities	-	-	2,425.80	2,425.80	2,425.80
Trade payables	-	-	5,515.78	5,515.78	5,515.78
Others	-	-	129.82	129.82	129.82
Total financial liabilities	-	-	22,748.09	22,748.09	22,748.09

As at 31st March, 2021					₹ in Lakhs
	FVTOCI	FVTPL	Amortised cost	Total fair value	Carrying amount
Financial assets					
Investments	-	605.73	0.05	605.78	605.78
Trade receivables	-	-	13,486.13	13,486.13	13,486.13
Cash and cash equivalents	-	-	3,192.03	3,192.03	3,192.03
Other bank balances	-	-	39.35	39.35	39.35
Loans	-	-	14.06	14.06	14.06
Other financial assets	-	-	420.71	420.71	420.71
Total	-	605.73	17,152.33	17,758.06	17,758.06
Financial liabilities					
Borrowings	-	-	13,018.62	13,018.62	13,018.62
Lease Liabilities	-	-	1,943.75	1,943.75	1,943.75
Trade payables	-	-	3,359.33	3,359.33	3,359.33
Others	-	-	133.26	133.26	133.26
Total financial liabilities	-	-	18,454.97	18,454.97	18,454.97

Fair value estimation

For financial instruments measured at fair value in the Balance Sheet, a three level fair value hierarchy is used that reflects the significance of inputs used in the measurements. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows:

- Level 1: quoted prices for identical instruments
- Level 2: directly or indirectly observable market inputs, other than Level 1 inputs; and
- Level 3: inputs which are not based on observable market data.

For assets and liabilities which are carried at fair value, the classification of fair value calculations by category is summarised below:

₹ in Lakhs			
31st March, 2022	Level 1	Level 2	Level 3
Assets at fair value - Investments	1,248.70	-	-

₹ in Lakhs			
31st March, 2021	Level 1	Level 2	Level 3
Assets at fair value - Investments	605.73	-	-

There were no significant changes in classification and no significant movements between the fair value hierarchy classifications of financial assets and financial liabilities during the period.

42 Financial risk factors

The Group's principal financial liabilities comprise loans and borrowings, advances and trade and other payables. The purpose of these financial liabilities is to finance the Group's operations and to provide to support its operations. The Group's principal financial assets include loans, trade and other receivables and cash and cash equivalents that derive directly from its operations.

The Group's activities exposes it to Liquidity Risk, Market Risk and Credit risk. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised as below.

(a) Liquidity risk

The risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk management implies maintenance sufficient cash including availability of funding through an adequate amount of committed credit facilities to meet the obligations as and when due.

The Group manages its liquidity risk by ensuring as far as possible that it will have sufficient liquidity to meet its short term and long term liabilities as and when due. Anticipated future cash flows are expected to be sufficient to meet the liquidity requirements of the Group.

(i) Financing arrangements

The Group has access to the following undrawn borrowing facilities as at the end of the reporting period:

₹ in Lakhs		
	As at March 31, 2022	As at March 31, 2021
Secured working capital credit facility from Banks	4,780.91	1,537.38

(ii) The following is the contractual maturities of the financial liabilities:

	₹ in Lakhs			
	Carrying amount	Payable on demand	1-12 months	More than 12 months
As at 31st March 2022				
Non-derivative liabilities				
Borrowings	14,676.70	-	11,532.68	3,144.02
Lease Liabilities	2,425.80	-	462.55	1,963.25
Trade payables	5,515.78	-	5,515.78	-
Other financial liabilities	129.82	-	123.32	6.50
	22,748.09	-	17,634.32	5,113.77

	₹ in Lakhs			
	Carrying amount	Payable on demand	1-12 months	More than 12 months
As at 31st March 2021				
Non-derivative liabilities				
Borrowings	13,018.62	-	8,885.74	4,132.88
Lease Liabilities	1,943.75	-	477.86	1,465.89
Trade payables	3,359.33	-	3,359.33	-
Other financial liabilities	133.26	-	133.26	-
	18,454.97	-	12,856.20	5,598.77

(b) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk includes investment, deposits, foreign currency receivables and payables. The Group's treasury team manages the Market risk, which evaluates and exercises independent control over the entire process of market risk management.

(i) Foreign currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group has foreign currency borrowing and trade payables and is therefore exposed to foreign exchange risk. The exchange rates have been volatile in the recent years and may continue to be volatile in the future. Hence the operating results and financials of the Group may be impacted due to volatility of the rupee against foreign currencies.

Unhedged Foreign currency exposure

	₹ in Lakhs		
	Foreign Currency Loan from Bank	Trade payables	Advances to Suppliers
As at 31st March 2022			
- In AED	-	96.09	-
- In USD	-	-	-
- In equivalent INR	-	2,022.69	-
As at 31st March 2021			
- In AED	-	74.81	7.60
- In USD	19.22	-	-
- In equivalent INR	1,406.66	1,491.27	150.91

(ii) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. According to the Group, interest rate risk exposure is only for floating rate borrowings. The Group is not significantly exposed to the interest rate risk, since the borrowings of the Group are on Fixed interest rate basis.

(iii) Commodity risk

Commodity price risk arises due to fluctuation in prices of crude oil. Volatility in Crude Oil prices, Currency fluctuation of Rupee vis-à-vis other prominent currencies coupled with demand–supply scenario in the world market affect the effective price and availability. The Group manages this risk by widening its source base, appropriate contracts and commitments and well planned procurement.

(c) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counter-party fails to meet its contractual obligations. The Group is exposed to credit risks from its operating activities, primarily trade receivables, cash and cash equivalents, deposits with banks and other financial instruments.

Credit risk is managed by the Group through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Group grants credit terms in the normal course of business.

	₹ in Lakhs	
Exposure to the Credit risks	As at 31st March 2022	As at 31st March 2021
Financial assets for which loss allowance is measured using 12 months Expected Credit Losses (ECL)		
- Loans	20.18	14.06
- Other Financial Assets	651.69	420.71

	₹ in Lakhs	
Exposure to the Credit risks	As at 31st March 2022	As at 31st March 2021
Financial assets for which loss allowance is measured using Life time Expected Credit Losses (ECL)		
- Trade Receivables	16,120.93	13,486.13

Trade and other receivables

The Group considers the probability of default upon initial recognition of assets and whether there has been a significant increase in credit risks on an ongoing basis throughout each reporting period.

To assess whether there is a significant change increase in credit risk, the Group compares the risks of default occurring on the assets as at the reporting date with the risk of default as at the date of initial recognition. It considers the reasonable and supportive forward looking information such as:

- (i) Actual or expected significant adverse changes in business.
- (ii) Actual or expected significant changes in the operating results of the counterparty.
- (iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations.
- (iv) Significant increase in credit risk on other financial instruments of same counter party.

Ageing of the accounts receivables

	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
0-90 days	9,552.20	7,854.85
90-180 days	1,882.04	255.64
>180 days	4,801.06	5,498.07
	16,235.30	13,608.56

Movement in provisions of doubtful debts and advances - There were no Provision of doubtful debts as on 31st March, 2022 and 31st March, 2021.

43 (a) Capital management

The Group's objectives when managing capital are to :

- (i) safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- (ii) maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Parent Company may issue new shares, adjust the amount of dividends paid to shareholders etc. The Group's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Group will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

The Group monitors capital using a gearing ratio being a ratio of net debt as a percentage of total capital.

	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
Total equity	29,456.17	19,610.38
Net debt (Total borrowings including current maturities less cash and cash equivalents)	9,669.93	9,787.25
Total capital (Borrowings and Equity)	39,126.10	29,397.63
Gearing ratio	24.71%	33.29%

(b) Dividends

The Parent Company follows the policy of Dividend for every financial year as may be decided by Board considering financial performance of the company and other internal and external factors enumerated in the Parent Company's dividend policy.

	₹ in Lakhs	
	As at 31st March 2022	As at 31st March 2021
Final Dividend paid		
Final dividend for the year ended 31st March, 2021 of ₹ 1.80 (as at 31 March 2020 ₹ 1.50) per fully paid up share	224.38	153.88
Dividends not recognised at the end of reporting period		
Since year end, the directors have recommended the payment of final dividend of ₹ 2.00 per fully paid up equity share (31st March, 2021 - ₹ 1.80 per fully paid up equity shares)	264.18	224.38

44 Segment Reporting

The Parent Company's Board of Directors consisting of Managing Director together with the Chief Financial Officer has been identified as the Chief Operating Decision Maker (CODM) as defined under Ind AS 108 "Operating Segments". The CODM evaluates the Group's performance and allocated the resources based on an analysis of various performance indicators. The Group is principally engaged in the business activities of Ancillary Infra i.e. manufacturing and trading of Bitumen and Allied Products, Logistics of Bitumen and Liquefied Petroleum Gas (LPG) energy generation through Wind Mills, Ship Operating and Chartering and trading in petroleum products through authorised petrol pump of Bharat Petroleum Corporation Limited. The Group has accordingly identified these 5 activities as Operating segments in accordance with requirements of Ind AS 108 on 'Operating segments'.

Operating segments

- (a) Ancillary Infra - Bitumen & Allied products [renamed from "Petrochemicals (Bituminous & Allied Products)"]
- (b) Ship Operating and Chartering
- (c) Petroleum Products
- (b) Logistics (renamed from "Transportation")
- (e) Wind mill - Sale of power

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Segment Revenue		
a) Ancillary Infra - Bitumen & allied products	134,338.02	79,016.48
b) Ship Operating and Chartering	12,981.37	6,950.84
c) Petroleum Products	5,850.84	-
d) Logistics	6,664.23	4,417.49
e) Windmill	123.72	98.74
f) Other (Unallocable)	836.88	473.66
Total	160,795.05	90,957.22
Less Intersegment Revenue	595.99	407.38
Net Sales/Income From Operations	160,199.06	90,549.84
Segment Result Profit/(Loss) before tax and interest from Each Segment		
a) Ancillary Infra - Bitumen & allied products	5,289.31	3,511.82
b) Ship Operating and Chartering	2,485.56	1,880.68
c) Petroleum Products	48.28	-
d) Logistics	279.45	29.19
e) Windmill	37.69	16.31
f) Other (Unallocable)	-	-
Total	8,140.30	5,438.00
Less: i) Finance costs	1,223.69	976.47
ii) Other Un-allocable Expenditure net off	-	65.94
iii) Un-allocable Income	(836.88)	(473.66)
Total Profit Before Tax	7,753.49	4,869.25

Segment assets & liabilities

₹ in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Segment Assets		
a) Ancillary Infra - Bitumen & allied products	30,685.25	22,681.68
b) Ship Operating and Chartering	16,773.75	12,556.95
c) Petroleum Products	292.54	-
d) Logistics	3,972.91	2,632.93
e) Windmill	454.69	539.93
f) Other (Unallocable)	2,133.24	1,132.48
Total Assets	54,312.39	39,543.97
Segment Liabilities		
a) Ancillary Infra - Bitumen & allied products	18,193.31	14,039.32
b) Ship Operating and Chartering	5,048.83	4,360.35
c) Petroleum Products	86.95	-
d) Logistics	723.57	845.10
e) Windmill	-	-
f) Others (Unallocable)	803.56	688.83
Total Liability	24,856.22	19,933.59

45 Related party disclosure under Ind AS 24**Name and description of related parties****(a) Key Managerial Personnel (KMP)**

Mr. Jaiprakash Agarwal, Managing Director

Mr. Ramchandra Agarwal, Whole Time Director

Mr. Lalit Agarwal, Whole Time Director

Mr. Mahendra Agarwal, Director

Mr. Kishan Kumar Agarwal, Director

Mr. Vipin Agarwal, Chief Financial Officer

Mr. Sachin Ghanghas, Company Secretary (w.e.f 01.02.2020 till 18.12.2020)

Mr. Satish Deshmukh, Company Secretary (w.e.f 18.12.2020 till 09.03.2021)

Ms. Dipali Pitale, Company Secretary (appointed w.e.f 10.03.2021)

(b) Relatives of KMP

Mr. Nilesh Agarwal

Mr. Mukul Agarwal

Mr. Virel Agarwal

Mrs. Rekha Agarwal

Jai Prakash Agarwal HUF

Mr. Jugalkishore Agarwal

Jugalkishore Agarwal HUF

Kishan Agarwal HUF

Mr. Lakshya Agarwal

Lalit Agarwal HUF
 Mahendra Agarwal HUF
 Mangilal Agarwal HUF
 Ms. Namrata Agarwal
 Nilesh Agarwal HUF
 Mr. Yash Agarwal
 Mrs. Padma Agarwal
 Mrs. Pooja Agarwal
 Ramchandra Agarwal HUF
 Mrs. Rekha Agarwal
 Mr. Shailesh Agarwal
 Mrs. Sudha Agarwal
 Mrs. Sushiladevi Agarwal
 Mrs. Uma Agarwal
 Mrs. Usha Agarwal

(c) Concerns in which KMP are interested

ANZ Transporters
 Agarwal Gas Carriers
 Agarwal Motor Repairs

(d) Concerns in which Relatives of KMP are interested

Balaji Tyre
 Shree Balaji Engineering Work
 Murlidhar Ishwardas

Transaction with the related parties during the year

₹ in Lakhs

Name of Party	For the year ended 31st March 2022	For the year ended 31st March 2021
Key Managerial Personnel (KMP)		
<u>Directors remuneration</u>		
Jaiprakash Agarwal	60.00	60.00
Ramchandra Agarwal	54.00	54.00
Lalit Agarwal	54.00	54.00
Mahendra Agarwal	36.00	36.00
Kishan Agarwal	36.00	36.00
<u>Salary</u>		
Vipin Agarwal	18.00	18.00
Sachin Ghanghas	-	2.73
Dipali Pitale	4.79	0.48
Satish Deshmukh	-	0.62

₹ in Lakhs

Name of Party	For the year ended 31st March 2022	For the year ended 31st March 2021
<u>Rent Paid</u>		
Jaiprakash Agarwal	13.20	12.00
Lalit Agarwal	17.04	15.36
<u>Purchase of Equity Shares of Agarwal Translink Private Limited by way of issue of Equity Shares of Company for consideration other wise than in cash</u>		
Jaiprakash Agarwal	66.91	-
Ramchandra Agarwal	2.25	-
Mahendra Agarwal	19.63	-
Lalit Agarwal	48.03	-
Kishan Agarwal	30.60	-
Vipin Agarwal	84.85	-
<u>Relatives of KMP</u>		
<u>Salary</u>		
Nilesh Agarwal	14.40	14.40
Mukul Agarwal	15.00	6.00
Virel Agarwal	6.00	6.00
Rekha Agarwal	9.60	9.60
<u>Purchase of Equity Shares of Agarwal Translink Private Limited by way of issue of Equity Shares of Company for consideration other wise than in cash</u>		
Jai Prakash Agarwal HUF	50.94	-
Jugalkishore Agarwal	39.44	-
Jugalkishore Agarwal HUF	38.32	-
Kishan Agarwal HUF	38.21	-
Lakshya Agarwal	0.23	-
Lalit Agarwal HUF	56.52	-
Mahendra Agarwal HUF	41.92	-
Mangilal Agarwal	32.05	-
Mukul Agarwal	0.23	-
Namrata Agarwal	3.78	-
Nilesh Agarwal	84.98	-
Nilesh Agarwal HUF	15.78	-
Padma Agarwal	108.08	-
Pooja Agarwal	20.15	-
Ramchandra Agarwal HUF	18.93	-
Rekha Agarwal	86.07	-
Shailesh Agarwal	68.30	-
Sudha Agarwal	91.88	-
Sushiladevi Agarwal	58.77	-

₹ in Lakhs

Name of Party	For the year ended 31st March 2022	For the year ended 31st March 2021
Uma Agarwal	50.08	-
Usha Agarwal	79.14	-
Virel Agarwal	6.99	-
Yash Agarwal	6.76	-
Concern in which KMP are interested		
<u>Freight Paid</u>		
ANZ Transporters	632.24	527.00
Agarwal Gas Carriers	280.07	246.66
<u>Transportation Charges Received</u>		
ANZ Transporters	217.27	98.46
Agarwal Motor Repairs	337.83	286.21
<u>Labour Charges Received</u>		
ANZ Transporters	7.32	7.90
Agarwal Gas Carriers	6.62	7.05
<u>Sale of Spare Parts & Oil</u>		
ANZ Transporters	6.70	6.54
Agarwal Gas Carriers	6.62	8.10
<u>Advance against supply</u>		
Bright Bitumen Private Limited	325.00	-
<u>Sale of Petroleum products</u>		
Agarwal Gas Carriers	80.52	84.95
ANZ Transporters	79.44	93.96
Concern in which relatives of KMP are interested		
<u>Purchase of HSD & Oil</u>		
Murlidhar Ishwardas	11.76	42.01
<u>Purchase of Tyre & Spare Parts</u>		
Balaji Tyres	117.33	81.64
<u>Vehicle Running Expenses - Repairing charges</u>		
Shree Balaji Engineering Work	1.26	1.75

Balance outstanding as at year end

₹ in Lakhs

Name of Party	For the year ended March 31, 2022	For the year ended March 31, 2021
Concern in which KMP are interested		
<u>Receivables</u>		
ANZ Transporters	88.47	-
Agarwal Gas Carriers	121.12	-
Agarwal Motor Repairs	3.38	-
<u>Advance to Suppliers</u>		
Bright Bitumen Private Limited	325.00	-
Concern in which relatives of KMP are interested		
<u>Payable</u>		
Shree Balaji Engineering Work	6.27	7.52
Murlidhar Ishwardas	0.60	-
<u>Receivable/Advance given</u>		
Balaji Tyres	3.80	20.83

46 Acquisition of 100% stake in Agarwal Translink Private Limited ('ATPL')

On 9th April, 2021, the Company has acquired 100% equity shares of Agarwal Translink Private Limited (ATPL) for a consideration of ₹ 1,249.82 lakhs by way of purchase of 11,08,980 fully paid-up equity shares from selling shareholders of ATPL in pursuance of Share Purchase Agreement dated 15th January, 2021. The purchase consideration of ₹ 1,249.82 lakhs have been paid by the Company by allotments of 11,88,042 fully paid-up Equity Shares of face value of ₹ 10 each at ₹ 105.20 per equity shares including a share premium of ₹ 95.20 per equity share aggregating to ₹ 1,249.82 lakhs for consideration other than in cash.

Pursuant to the Acquisition, ATPL has become wholly owned subsidiary of the Company with effective from 9th April 2021. Agarwal Translink Private Limited is principally engaged in the logistics activities of Bitumen and Trading of Petroleum Products through its Petrol pump.

Details of purchase consideration, net assets acquired and goodwill

₹ in Lakhs

Particulars	Amount
11,88,042 fully paid up equity shares of face value of ₹ 10 each issued @ 105.20 per share	1,249.82
Total Consideration transferred	1,249.82

Identifiable assets acquired and liabilities assumed

	₹ in Lakhs
Particulars	Amount
Property, plant & equipment	389.26
Investments & Other financial assets	26.70
Inventory	66.38
Trade Receivables	883.13
Cash and cash equivalents	42.21
Other bank balances	10.43
Other Current Assets	401.11
Current Tax Assets	26.10
Total value of assets acquired	1,845.30
Value of liabilities acquired	
Borrowings	117.51
Other financial liabilities	18.79
Trade payables	679.75
Other current liabilities & provisions	29.53
Deferred tax liability	12.43
Value of liabilities acquired	858.00
Total Net Assets acquired	987.31

The gross contractual amounts and the fair value of trade and other receivables acquired is ₹ 883.13 lakhs. None of the trade and other receivables are credit impaired and it is expected that the full contractual amounts will be recoverable.

	₹ in Lakhs
Goodwill	Amount
Particulars	Amount
Consideration transferred	1,249.82
Non-controlled interest in the acquired entity	-
Net identifiable assets acquired	987.31
Goodwill	262.51

47 Recent accounting pronouncements
A) New Standards issued or amendments to the existing standard but not yet effective :

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, as below.

Ind AS 16 – Property Plant and equipment - The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022. The Group has evaluated the amendment and there is no impact on its financial statements.

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). The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022, although early adoption is permitted. The Group has evaluated the amendment and there is no impact on its financial statements.

- (a) Ind AS 103 Business combinations – The amendment adds a new exception in Ind AS 103 for liabilities and contingent liabilities.
- (b) Ind AS 109 Financial instruments – The amendment clarifies which fees an entity includes when it applies the '10%' test in assessing whether to derecognise a financial liability. An entity includes only fees paid or received between the entity (the borrower) and the lender, including fees paid or received by either the entity or the lender on the other's behalf.

B) Other recent pronouncements:

- (a) The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Group towards Employee Benefit Plan. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Group will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.
- (b) Ministry of Corporate Affairs issued notifications dated March 24, 2021 to amend Schedule - III to the Companies Act, 2013 to enhance the disclosures required to be made by the Group in its financial statements. These amendments are applicable to the Group for the Financial Year starting 1st April 2021. Amendments relating to Division II of Schedule III which relates to the companies whose financial statements are required to comply with Companies (Indian Accounting Standard) Rules 2015 as amended by Companies (Indian Accounting Standard) Rules 2016 have been complied with by the Group.

48 Additional disclosure mandated by Schedule III of Companies Act, 2013

₹ in Lakhs

Particulars	Parent Company - Agarwal Industrial Corporation Limited	Wholly Owned Indian Subsidiary - Bituminex Cochin Private Limited	Wholly Owned Indian Subsidiary - Agarwal Translink Private Limited	Wholly Owned Foreign Subsidiary - AICL Overseas FZ-LLC, RAKEZ, UAE	Adjustment arising on consolidation	Total
Net assets i.e. total assets - total liabilities						
Amount	23,748.32	105.51	1,061.74	5,724.23	(1,183.64)	29,456.17
As a % of Consolidated net assets	80.62%	0.36%	3.60%	19.43%	-4.02%	100.00%
Share in Profit & Loss						
Amount	3,856.52	9.47	74.45	2,428.45	-	6,368.89
As a % of Consolidated Profit or Loss	60.55%	0.15%	1.17%	38.13%	0.00%	100.00%
Share in Other Comprehensive Income / (Loss)						
Amount	1.30	-	(0.02)	136.57	-	137.85
As a % of Consolidated other Comprehensive Income	0.94%	0.00%	-0.01%	99.07%	0.00%	100.00%
Share in Total Comprehensive Income						
Amount	3,857.82	9.47	74.43	2,565.02	-	6,506.74
As a % of Consolidated total Comprehensive Income	59.29%	0.15%	1.14%	39.42%	0.00%	100.00%

49 Note on Covid

The significant increase in economic activities post easing of lockdown by the governments due to Covid-19 had resulted in improvement in business operations of the Group. However, the actual impact may vary due to prevailing uncertainty caused by the pandemic. The Group's management is continuously monitoring the situation and the economic factors affecting the operations of the Group.

50 Event after reporting date

There have been no events after the reporting date.

51 Details of Benami Property Held

The Parent and Indian subsidiaries do not have any benami property in their name. No proceedings have been initiated on or are pending against the Parent and Indian subsidiaries for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

52 Wilful Defaulter

The Parent and Subsidiaries has not been declared as a wilful defaulter by any bank or financial institution or other lender in the current or preceding financial year.

53 Compliance with number of layers of companies

The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 for the financial years ended 31 March 2022 and 31 March 2021.

54 Utilisation of borrowed funds and share premium

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 Parent and Subsidiaries to or in any other persons or entities, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Parent or Subsidiary (Ultimate Beneficiaries). The Parent or Subsidiaries has also not received any fund from any parties (Funding Party) with the understanding that the Parent or Subsidiaries shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

55 Compliance with approved Scheme(s) of Arrangements

There is no any scheme of Arrangement or Amalgamation initiated or approved by the Board of Directors and Shareholders of the Parent during the year ended 31st March 2022 and 31st March 2021.

56 Undisclosed income

There is no income surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961 (such as search or survey), that has not been recorded in the books of account of Parent or Indian Subsidiaries.

57 Title deeds of Immovable Properties not held in name of the Group

The title deeds of the immovable properties possess by the Companies in the Group are held in the name of the respective Companies (other than properties where the such Company is the lessee and the lease agreements are duly executed in favour of the lessee).

58 Details of Crypto Currency or Virtual Currency

None of the companies in the Group has traded or invested in Crypto currency or Virtual currency during the current or preceding financial year.

59 Registration of charges or satisfaction with Registrar of Companies (ROC)

All charges or satisfaction are registered with ROC and the Parent and Indian Subsidiaries do not have any charges or satisfaction of charges which is yet to be registered with Registrar of Companies within the statutory period for the financial years ended 31st March 2022 and 31st March 2021.

60 Relationship with Struck off Companies

The Parent and Subsidiaries have not entered into any transaction during the current or previous financial year with the companies whose names have been struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956 and there is no outstanding receivable from / payable to such companies as at the end of year.

61 The Group is yet to receive balance confirmations in respect of certain financial assets and financial liabilities. The Management does not expect any material difference affecting the current year's financial statements due to the same.

62 The financial statements were approved for issue by the Board of Directors on 18th May, 2022.

63 The figures of the previous year's have been regrouped or reclassified wherever necessary to make them comparable.

As per our report of even date
For Ladha Singhal & Associates
 Chartered Accountants
 (Firm Registration No : 120241W)

**For and on behalf of Board of Directors of Agarwal
 Industrial Corporation Limited**

Ajay Singhal
 Partner
 Membership No. 104451

Jaiprakash Agarwal
 Managing Director
 (DIN : 01379868)

Mahendra Agarwal
 Director
 (DIN : 01366495)

Place : Mumbai
 Date : 18th May 2022

Lalit Agarwal
 Whole Time Director
 (DIN : 01335107)

Vipin Agarwal
 Chief Financial
 Officer

Dipali Pitale
 Company Secretary

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

Sr. No.	Particulars	Details
1.	Name of the subsidiary	Bituminex Cochin Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01/04/2021 to 31/03/2022
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR
4.	Share capital	6.20
5.	Other Equity	99.31
6.	Total assets	115.24
7.	Total Liabilities	115.24
8.	Investments	Nil
9.	Turnover	226.22
10.	Profit before taxation	12.59
11.	Provision for taxation	3.12
12.	Profit after taxation	9.47
13.	Other Comprehensive Income	Nil
14.	Total Comprehensive Income	9.47
15.	Proposed Dividend	Nil
16.	% of shareholding	100%

Sr. No.	Particulars	Details
1.	Name of the subsidiary	AICL Overseas FZ LLC
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01/01/2021 to 31/12/2021
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	AED & Closing Rate 20.5579 & Average Rate 20.2442
4.	Share capital	190.13
5.	Other Equity	5534.10
6.	Total assets	16773.74
7.	Total Liabilities	16773.74
8.	Investments	Nil
9.	Turnover	12981.36
10.	Profit before taxation	2428.45

Sr. No.	Particulars	Details
11.	Provision for taxation	Nil
12.	Profit after taxation	2428.45
13.	Other Comprehensive Income/(Loss)	136.57
14.	Total Comprehensive Income	2565.02
15.	Proposed Dividend	Nil
16.	% of shareholding	100%

Sr. No.	Particulars	Details
1.	Name of the subsidiary	Agarwal Translink Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01/04/2021 to 31/03/2022
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR
4.	Share capital	110.90
5.	Other Equity	950.02
6.	Total assets	2078.70
7.	Total Liabilities	2078.70
8.	Investments	0.04
9.	Turnover	8050.06
10.	Profit before taxation	101.90
11.	Provision for taxation	25.64
12.	Profit after taxation	76.26
13.	Other Comprehensive Income	0.02
14.	Total Comprehensive Income	76.28
15.	Proposed Dividend	Nil
16.	% of shareholding	100%


Notes:

- Names of subsidiaries which are yet to commence operations: NIL
- Names of subsidiaries which have been liquidated or sold during the year: NIL

Part "B": Associates and Joint Ventures

There are no Joint Venture or Associate Companies related to your Company

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Visit us at: www.aicltd.in

AGARWAL INDUSTRIAL CORPORATION LIMITED

REGISTERED OFFICE:

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