

05 September 2024

To

National Stock Exchange of India Ltd,
Exchange Plaza, C-1,Block-G
Bandra-Kurla Complex,
Mumbai- 400 051
NSE Symbol: ZUARIIND

BSE Limited
Phiroze Jeejeebhoy Towers,
Bandra (E) Dalal Street,
Mumbai - 400 001
BSE Scrip Code: 500780

Sub: Notice of Fifty Sixth (56th) Annual General Meeting and Annual Report for the Financial Year 2023-24

Dear Sir/Madam,

Please refer to our letter dated 2 September 2024, intimating that the 56th Annual General Meeting ('AGM') of Zuari Industries Limited (the 'Company') will be held on Friday, 27 September 2024 at 4:00 P.M. (IST) through Video Conference/Other Audio Visual Means.

In continuation of the aforesaid letter and pursuant to Regulations 30 and 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the following:

1. The Notice of the 56th AGM; and
2. Annual Report of the Company for the Financial Year 2023-24

The aforesaid documents are also being uploaded on the Company's website at the www.zuariindustries.in and being sent to all eligible shareholders of the Company whose email address are registered with the Company/ Depositories through electronic mode.

This is for your information and records.

Thanking you

For Zuari Industries Limited

Rakesh Kumar Singh
Company Secretary

Encl: As above



Transform



Nurture



Achieve



Scan the QR
code to know
more about our
company



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Corporate Information

Directors

Saroj K. Poddar
Chairman

Jyotsna Poddar
Non-Executive Director

Athar Shahab
Managing Director

Alok Saxena
Executive Director

Vijay V. Paranjape
Independent Director

Sushil K. Roongta
Independent Director

Suneet S. Maheshwari
Independent Director

Manju Gupta
Independent Director

Chief Financial Officer

Mr. Nishant Dalal

Company Secretary

Mr. Rakesh Singh

Bankers

State Bank of India Limited
Canara Bank
ICICI Bank Limited

Corporate Identification Number

L65921GA1967PLC000157

Website

<https://www.zuariindustries.in/>

About Zuari Industries

Zuari Industries Limited (ZIL) is the Apex company of Adventz Group, a diversified conglomerate with a legacy spanning over five decades. With a diversified portfolio across four major industry verticals—Agrochemicals, Engineering and Infrastructure, Real Estate and Lifestyle and Services—we have consistently demonstrated a robust track record of delivering exceptional products and services through our various divisions, subsidiaries, and joint ventures.

Our portfolio bears evidence of our expertise, spanning multiple industries and sectors. We offer a wide range of offerings such as sugar, green energy, biofuel, premium residential properties, engineering and project management services, stock broking and financial services, insurance broking, furniture, and independent terminalling services for petroleum products.



Sugar, Power and Ethanol (SPE) division

Our SPE division ensures sustainable business practices, producing high-quality sugar while generating and distributing green power and bio-ethanol.



Real Estate (RE) division

Our RE division has made a remarkable impact in Goa, utilising our substantial land holdings to craft a perfect blend of natural serenity and premium living. Our flagship project, Zuari Rainforest is a prime example of our success, offering premium villas and apartments nestled amid a breathtaking forest setting.



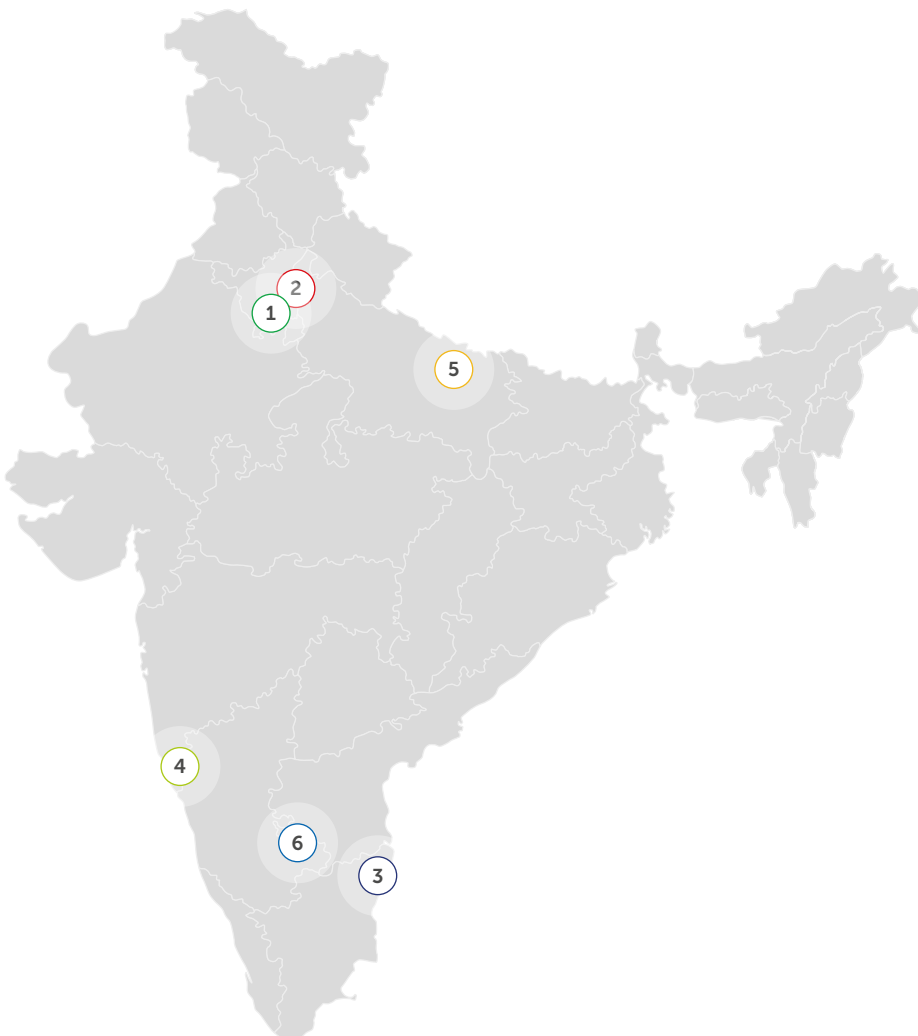
Our Subsidiaries

 Zuari Infraworld India Ltd (ZIIL)	 Simon India Ltd.	 Zuari Finserv Ltd.
 Zuari Insurance Brokers Ltd. (ZIBL)	 Zuari Management Services Ltd.	 Zuari International Ltd. (ZIntL)

Joint Ventures

 Zuari Envien Bioenergy Pvt. Ltd.
 Zuari IAV Pvt Ltd.
 Forte Furniture

Our Presence



1 Gurugram

- › Zuari Industries Ltd.
- › Simon India Ltd.
- › Zuari Management Services Ltd.

2 Delhi

- › Zuari Finserv Ltd.
- › Zuari Insurance Broking Ltd.
- › Zuari International Ltd.

3 Chennai

- › Forte Furniture Products India Pvt Ltd.
- › Indian Furniture Products Ltd.

4 Goa

- › Real Estate (RE) Division
- › Zuari Agro Chemicals Ltd.
- › Zuari IAV Pvt Ltd.

5 Lakhimpur

- › Sugar, Power & Ethanol (SPE) Division
- › Zuari Envien Bioenergy Pvt Ltd.

6 Bengaluru

- › Zuari Infraworld India Ltd.

Our Diverse Portfolio

Within our extensive product portfolio, a network of subsidiaries and ventures delivers unique contributions to the Group’s overall success and customer value. These businesses under ZIL synergise technology and resources to deliver cutting-edge solutions, fuelling business growth and elevating customer experiences.

Agrochemicals



Our Agrochemicals Businesses has over five decades of expertise in producing and marketing an array of high-quality products. The division encompasses a network of strategically located manufacturing facilities and is a key player in fertilisers, speciality nutrients, and crop care solutions.

Our Direct & Indirect Investments are as below:



Zuari Agro Chemicals Ltd. (ZACL):

A leader in Granulated Single Super Phosphate (SSP), with a production capacity of 2 lakh MTPA.



Mangalore Chemicals and Fertilizers Ltd. (MCFL):

Karnataka’s largest manufacturer of chemical fertilisers, also engaged in trading of various agri-inputs.



Zuari FarmHub Ltd. (ZFHL): Focuses on agri-innovation and speciality plant nutrients, anchored by a robust retail network.



Paradeep Phosphates Ltd. (PPL):

India’s second-largest private sector phosphate player, offering an extensive range of fertilisers.



Zuari Envien Bioenergy Pvt. Ltd. (ZEBPL):

A joint venture aimed at developing a grain-based distillery with future plans for scaling up ethanol production.

Engineering & Infrastructure



In the Engineering & Infrastructure sector, we maintain a diversified portfolio through our various subsidiaries and joint ventures, each contributing specialised skills and services.



Texmaco Rail & Engineering Ltd. (TEXMACO):

A multi-disciplinary engineering and infrastructure company based in Kolkata, engaged in manufacturing a wide range of rolling stock and steel structures.



Simon India Ltd. (SIL):

Specialises in Engineering, Procurement & Construction for multiple industries, including chemicals and petrochemicals, with both national and international clientele.



Zuari IAV Private Limited (ZIAVPL):

Provides terminalling services for petroleum products, serving key oil majors through its automated facilities in Goa.

Real Estate & Lifestyle



Our activities in real estate are spearheaded through Zuari Infracore India Ltd and Texmaco Infrastructure & Holdings Ltd, focusing on high-quality residential and commercial properties. Concurrently, we cater to the lifestyle sector through our joint venture, Forte Furniture Products India Pvt Ltd, offering a wide range of engineered wood furniture.



Zuari Infracore India Ltd (ZIL):

Specialises in developing premium residential and commercial spaces, both domestically and internationally, with a keen emphasis on quality and affordability.



Texmaco Infrastructure & Holdings Ltd (TIHL):

Involved in real estate development and leasing, with a considerable land bank in prime locations, facilitating high-end residential and commercial ventures.



Forte Furniture Products India Pvt Ltd (FFPL):

Produces a broad array of furniture under renowned brands like Stylespa and Zuari Furniture, distinguished for their quality and value.

Services



Our offerings in the services division span across financial services, human resources, consumer food trading, and insurance. Operating through dedicated subsidiaries and joint ventures, we deliver a multitude of solutions tailored to a diverse clientele.



Zuari Finserv Ltd. (ZFL): Operates as a multi-state financial service provider offering a plethora of online trading services across various market segments. Also serves as a depository participant and mutual fund distributor.



Zuari Insurance Brokers Ltd. (ZIBL): An IRDAI-registered entity, offering customised insurance and risk management solutions that encompass a broad array of insurance types.



Zuari Management Services Ltd. (ZMSL):

A comprehensive HR service provider, ZMSL collaborates with notable brands to deliver an array of services ranging from staffing and payroll to executive search and training.



Zuari International Ltd. (ZIntL):

Specialised in consumer food trading, this arm focuses on offering a variety of sugar and non-sugar products to North Indian markets under the 'Zuari' brand name.

Message from the Chairman



We are confident that with our strong foundation and forward-thinking approach that is blended with the theme for the year, ZIL will continue to thrive and set new benchmarks in the industry.



Dear Members,

It gives me immense pleasure to present to you 56th Annual Report of Zuari Industries Limited (“ZIL” or “the Company”). I extend my gratitude to our investors and shareholders for having continuous faith in our capabilities. Your co-operation has not only propelled us forward, but also fortified our position in the market as a trusted organization.

Zuari Industries has always put customer focus as its topmost priority. Keeping up with dynamism in customer demand, it has become imperative to engage the customers in a much more fruitful and purpose-driven manner. ZIL has not only engaged with its stakeholders but also built a meaningful and long-standing relationship with them. Our diversified business portfolios establish our commitment to serve the best interests of our stakeholders.

Last year we were guided by the mantra of Aspire, Innovate and Collaborate. This year we have further strengthened the path for success and our guiding principles are – Transform, Nurture and Achieve. We remain agile and committed to ensuring that our initiatives contributed positively to the environment and the communities at large. Across our businesses, we apply the principles of sustainable practices in every aspect of our operations so that we create long lasting value for our stakeholders while taking significant steps to safeguard the planet for future generations.

This year has been marked by growth and resilience for Zuari Industries Limited (ZIL) amidst a dynamic global economic landscape that faced several challenges due to geopolitical tensions and resulting volatile commodity prices. Despite these headwinds, ZIL

has demonstrated good performance and steadfast commitment to its values, paving the way for future success.

Reflecting on Our Performance in FY24

During FY24, our key focus has been on Sugar, Power & Ethanol Division, Real Estate and Biofuels.

I am happy to share that our Sugar Power and Ethanol (SPE) Division demonstrated substantial growth. We crushed 141.3 lakh quintals of cane, an increase of 6% from the previous year with our sugar recovery achieving a commendable rate of 10.41% vs 9.85% in the previous year. We also achieved a record ethanol production of 27,362 KL in the year. We also achieved higher sugar realization of INR 3,751 per quintal vs INR 3,601 per quintal in the previous year.

In the Real Estate (RE) Division, we made significant strides, particularly with the significant progress in construction of the St. Regis project in Dubai and the launch of Phase 4 at the Zuari Garden City Project in Mysore.

During the year, Zuari Envien Bioenergy Private Limited (ZEBPL) achieved the financial closure of its first 180 KLPD Grain based Distillery Project and commenced the construction of the project. The project is expected to start commercial operation in 2025. ZEBPL is a JV between Zuari industries limited and Envien International, Slovakia and plans to expand its portfolio to 1000 KLPD going forward.

Nurturing Our People and Upholding Our Values

At ZIL, we believe that our people are our greatest asset. We are committed to fostering a culture that values safety, inclusivity, innovation, and integrity. The year focused on several people-centric initiatives aimed at enhancing employee well-being and professional development and we continue to enhance our safety and hygiene measures across all offices, ensuring a safe working environment for our team. Additionally, we have a special focus on conducting training sessions to keep our employees informed about the best practices at self-development while maintaining health and safety at the workplace.

Maintaining Strong Governance Standards

Corporate governance remains at the core of our operations. We continue to improve our governance frameworks, ensuring compliance with regulatory standards and adopting best practices. We are committed to maintaining a robust governance structure that

upholds the highest standards of integrity and ethical conduct.

Forging Ahead

As we look to the future, **'Transform-Nurture-Achieve'** will be our guiding theme for FY25, embodying our vision of growth and progress. Transformation reflects our unwavering commitment to innovation and adaptation in an ever-evolving world, nurturing emphasizes our dedication to cultivating strong partnerships and fostering a positive work culture and achieving underscores our relentless pursuit of excellence. This vision, coupled with our focus on sustainability and investor engagements, will enable us to set new benchmarks for success. Together, we will march forward under this new theme, with a clear purpose and a robust foundation for sustainable growth.

We will continue to focus on growth and innovation. Our SPE Division will seek to enhance production volumes and improve operational efficiency. Our Real Estate Division will continue to focus on high-value projects, leveraging our expertise to develop premium properties and capitalize on the significant growth in market demand. Our Biofuel JV, ZEBPL is committed to growth and plans to expand its portfolio to 1000 KLPD.

The development which is changing India the most is our phenomenal pace of digitisation. It is transforming people's lives at the top and bottom of the pyramid. We have the world highest mobile data consumption and second largest internet users. In our pursuit of excellence, we will continue to invest in digital transformation and process automation, enabling us to make data-driven decisions and optimize resource allocation. Our strategic investments and partnerships will play a crucial role

in our growth strategy, allowing us to enter new markets and enhance our capabilities.

We are confident that with our strong foundation and forward-thinking approach that is blended with the theme for the year, ZIL will continue to thrive and set new benchmarks in the industry.

Thank you for your unwavering support and trust in Zuari Industries Limited. Together, we will build a brighter and more prosperous future.

Yours Sincerely,

Saroj Kumar Poddar

Message from the Managing Director



Our theme for FY 25 is 'Transform-Nurture-Achieve.' This theme encapsulates our commitment to driving meaningful change, fostering strong partnerships, and setting ambitious goals. Transformation is at the heart of our strategy, empowering us to innovate and adapt in a rapidly changing world.



Dear Members,

FY24 was a remarkable year of all round performance for the Company - be it optimising business operations, reducing cost of funds, exploring new growth areas or strengthening various systems.

Our SPE Division achieved an important milestone by crushing about 141.3 lakh quintals of cane during the year, up from 133.4 lakh quintals in FY23. The number of operating days for the SPE division showed a significant improvement - 181 days compared to 144 days in FY23. The Division produced 14.4 lakh quintals of sugar, up from last year's 11.6 lakh quintals, with a recovery rate of 10.41%, up from 9.85% in the previous year. The Division also recorded the highest-ever ethanol production of 27,362 KL during the year.

Our sugar sales stood at 10.6 Lakh MT during FY24 compared to 15.0 Lakh MT in FY 23 mainly due to restriction on exports by the GoI. The impact on the revenues was partially offset by higher realization of Rs. 3,751/Qtl in FY24

compared to Rs 3,601/Qtl in previous year. Our ethanol sales stood at 2.59 Cr Litres in FY24 compared to 2.67 Cr Litres in FY23. This was mainly due to restriction on utilization of sugar syrup and B Molasses for ethanol production by GoI. This was partially mitigated through opportunistic procurement of molasses from the market. The distillery operation days were higher by 15 days compared to the previous year.

Our SPE Division has been the front runner in adopting to new ways of working - digitally enabled and data centric. Our commitment to our customers is fuelled by our supportive business partners - our farmers. The Company is implementing the Cane Excellence Programme which is focussed on improving the way farmers approach sugar cane planting, cultivation and harvesting process. The programme also endeavours to educate the farmers about the high yield variety sugarcane crops and right practices for improving

their yield per hectare. Our Varietal Replacement Programme is another important step in improving the sugar recovery for the Division. Promoting the varieties which are high in sugar content and are disease resistant has been the key aim of this programme. Our sugarcane area had been primarily dominated by Co0238 at the mid of FY23 however during FY24, introduction of varieties like Co15023 have helped the Division improve its sugar recovery. Overall, our SPE Division has been on the growth trajectory both operationally and financially.

On the Real Estate side, the Company monetized ~102 acres of land in South Goa, giving a significant push to its deleveraging goals. The Company will continue to explore opportunities to monetize its land banks.

Zuari Infracore India Ltd. (ZILL), our real estate subsidiary, achieved significant sales in its flagship project St. Regis Financial Centre Road, Dubai, with 90%

of units sold. The project is running ahead of its schedule and is expected to complete the construction by early 2026. ZIIL successfully launched Phase 4 of Zuari Garden City, Mysore.

During the year, ZEBPL, the Biofuels JV with Envien International of Slovakia began construction of its first projects - 180 KLPD grain-based distillery in Aira, UP, which is expected to be operational by mid-2025. ZEBPL is also scouting for new opportunities in this space to become a 1000 KLPD biofuels platform.

The Company expects continued growth in its key businesses - SPE Division, Real Estate and Biofuels JV.

Our subsidiaries demonstrated significant improvement in operational and financial performance during the year. Zuari Finserv Limited (ZFL) and Zuari Insurance Broking Limited (ZIBL) achieved revenue growth of 33% and 40%, respectively. Both these businesses possess future potential for further growth.

Our EPCM Subsidiary, Simon India Limited (SIL) received several orders during the year. Looking ahead, SIL plans to grow its market presence in the country as well as MENA region, leveraging its expertise and strategic partnerships to explore new opportunities.

Our commodity trading division, Zuari International Ltd. (ZIntL) posted an increase in revenue of 59.2% compared to previous year owing to higher sugar sales in the retail segment.

As part of the impetus on simplification, the Company completed merger of ZSPL with itself.

People have been the fulcrum for driving growth at ZIL. We continue to foster a culture of trust, transparency and accountability. Our organizational endeavour is to nurture the talent and make it future ready to unlock its full potential.

Our theme for FY 25 is 'Transform-Nurture-Achieve.' This theme encapsulates our commitment to driving meaningful change, fostering strong partnerships, and setting ambitious goals. Transformation is at the heart of our strategy, empowering us to innovate and adapt in a rapidly changing world. By nurturing our relationships with stakeholders, employees, and communities, we aim to create a solid foundation that supports sustainable growth.

Our successes reflect the hard work and dedication of our team, the trust of our shareholders, and the strength of our strategic vision. But we do not rest on our laurels, and we move forward confidently to overcome challenges and capitalize on new opportunities for growth and value creation, ensuring that the Company continues to thrive and lead with purpose.

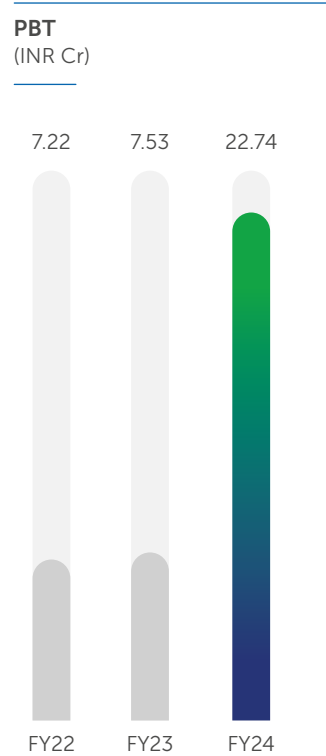
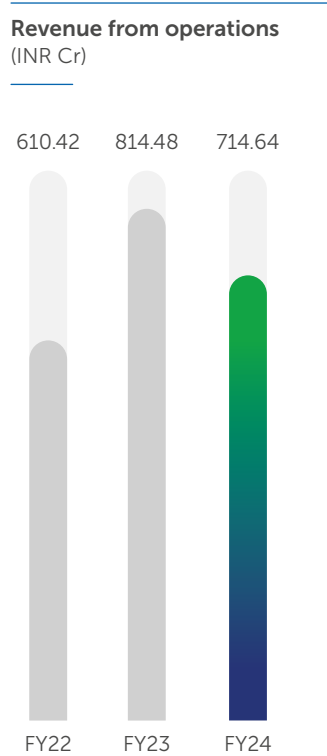
Together, we will continue to build a brighter, more sustainable future for ZIL and all our stakeholders.

Yours Sincerely,

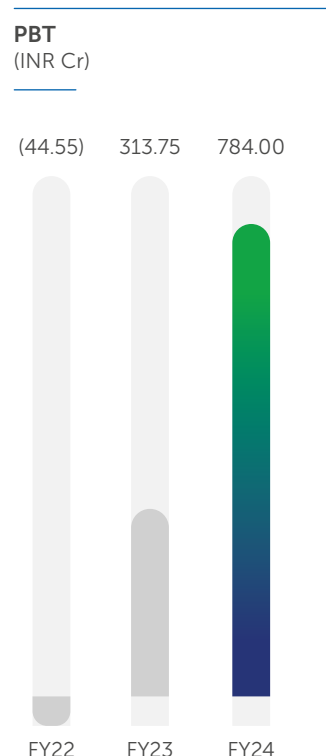
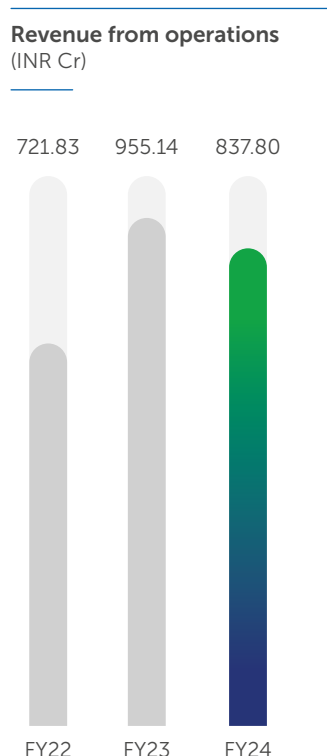
Athar Shahab

Financial overview

Standalone

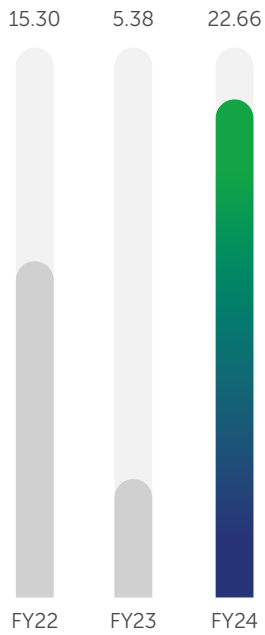


Consolidated

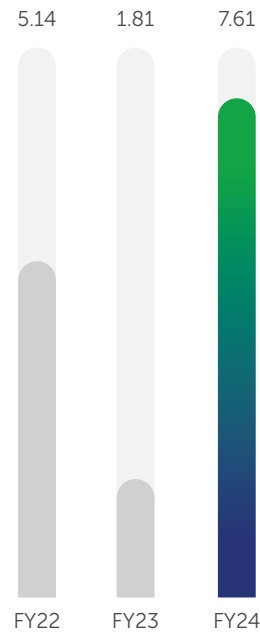


The figures for FY23 have been restated to include the effect of merger of Zuari Sugar & Power Limited with the company.

PAT
(INR Cr)



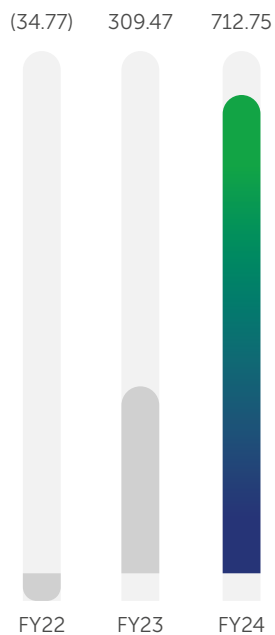
EPS
(INR)



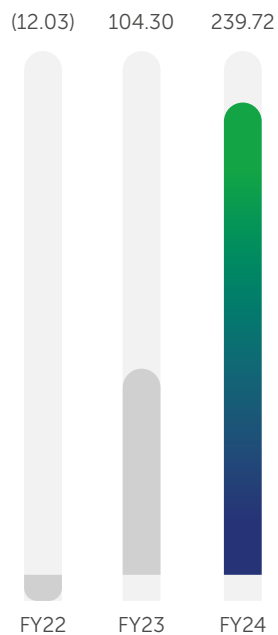
Standalone



PAT
(INR Cr)



EPS
(INR)



Consolidated



Business overview

SPE

Our SPE division features an advanced sugar, power and ethanol manufacturing facility. This infrastructure comprises a modern crushing facility and one of the most efficient distilleries in the industry, enabling the production of high-quality sugar and ethanol. Our products cater to both domestic and international markets, with bulk and retail extending to Canada, the Middle East and Southeast Asia. We leverage digital tools like the Saksham App and Indenting Model to streamline our operations and facilitate efficient process management. This results in a wide range of superior sugar varieties including refined sugar and pharma sugar, that meet the stringent requirements of our diverse client base.

Our capacities

10,000 TCD

Sugarcane Crushing

22 MW

Cogen Capacity with LT PPA

5,000 QPD

Double Sulphited Sugar

125 KLPD

Ethanol Distillery

5,000 QPD

Refined Sugar



Sugar

Cane crushed (FY24) -141 Lakh Qtls



410 Cr
(FY24)

69%
of Revenue

Power

Capacity of 40 MWH to meet the in-house requirements and export (22 MW)



27 Cr
(FY24)

5%
of Revenue

Ethanol

Highest ever ethanol production, capacity enhanced to 125 KLPD in FY24



159 Cr
(FY24)

27%
of Revenue

Total Revenue
596 Cr

EBITDA*
46.7 Cr

*Before provisions & exceptional items

Key highlights of the year

Ethanol production

Achieved the milestone of highest-ever ethanol production for FY24, with **production standing at 27,362 KL**, an increase from 26,502 KL in FY23 due to higher operating days (247 vs 232 in FY23).

Power production

Generated 1,291.3 lakh units of power in FY24, slightly lower than the 1,365.0 lakh units in FY23, primarily due to reduced operating days (128 vs 150 in FY23) caused by a boiler outage in Q1 FY24.

Innovations and upgrades

Implemented advanced technologies and upgraded existing facilities to enhance production efficiency and quality.

Market dynamics

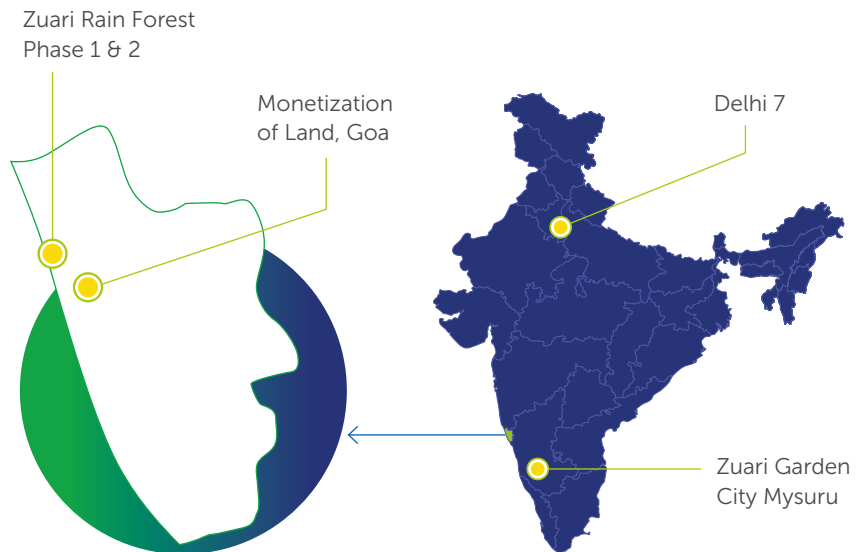
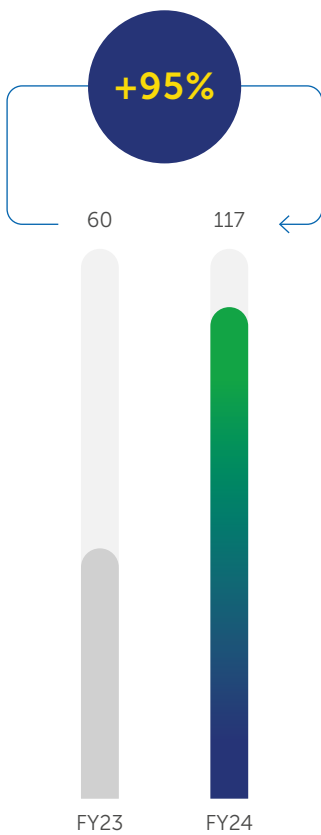
Adapted to market dynamics and government regulations, optimising production schedules and output to **maximise profitability and sustainability**.

Real Estate

Our Real Estate division is dedicated to creating world-class residential and commercial properties, focusing on innovative design, sustainability and modern amenities to exceed client expectations. Our projects include a range of luxury apartments, affordable housing and commercial spaces, all delivered through advanced construction technologies and efficient project management practices. By leveraging these modern technologies, we ensure timely delivery and customer satisfaction.

Real Estate Division

Revenue from Operations (INR Cr)



Key highlights of the year

Land Sales

Achieved total land sales worth **₹166.8 crore**, encompassing 102.2 acres.

Development Projects

Continued progress on various ongoing development projects, ensuring timely completion and **adherence to quality standards**.

New Ventures

Initiated **new real estate projects**, aimed at diversifying the portfolio and increasing the division's market presence.

Market Expansion

Expanded **market presence** by exploring new geographical locations and identifying high-potential areas for future development.

Our projects



Project



Location



Land



Revenue Potential



Status



Zuari Garden City Phase 1,2 & 3-ZIIL

Mysore,
India629
Units*Large
ProjectCompleted
in **2023**

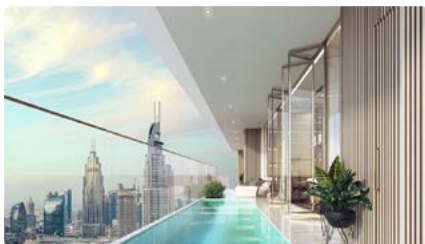
Zuari Rain Forest Phase 1 - RE

Goa,
India95
Units*Large
ProjectPhase 1
Completed,
Phase 2
Developing

Land Parcels, Goa - RE

Goa,
India381
Acres*Major
ProjectSale
ongoing

St Regis Financial Centre Road - ZIIL



Dubai

232
Units*Mega
ProjectFebruary
2026

Zuari Garden City Phase 4 - ZIIL

Mysore,
India156
Units*Large
ProjectCompleted
in **2023**

Large Projects- Investment between ₹200 crore and ₹500 crore
Major Projects – Range from ₹500 crore to ₹2,000 crore
Mega Projects- Capital outlay between ₹2,000 crore and ₹5,000 crore

Subsidiaries



Zuari Infracore India Ltd (ZII)

Zuari Infracore India Limited (ZII) develops premium residential and commercial spaces across India, focusing on luxury villas, apartments, and integrated townships. Leveraging a significant land bank, ZII creates environmentally conscious projects that offer a blend of high-end luxury and value-for-money housing. Key projects include Zuari Garden City in Mysore and Zuari Rain Forest in Goa.

Performance

169.5

Income (INR Cr)

70.31

EBITDA (INR Cr)

(29.65)

PBT (INR Cr)



Simon India Ltd.

Simon India Ltd. is a global engineering Company, renowned for its expertise in Engineering, Procurement and Construction Management (EPCM) of process plants, chemicals, fertilisers, oil and gas, petrochemicals and cement projects. Harnessing clean technologies, we strive to achieve growth through customer satisfaction and innovative solutions.

Service Portfolio

- › Engineering Services
- › Procurement Services
- › Construction Management Services

Performance

7.8

Income (INR Cr)

0.9

EBITDA (INR Cr)

0.4

PBT (INR Cr)



Zuari Finserv Ltd.

Zuari Finserv Ltd. maintains a strong presence in the financial services sector, offering a wide array of products and services. Our offerings include trading, mutual funds and Fixed Deposits, depository and RTA, loans and real estate.

Service Portfolio

- › Trading
- › Mutual Fund and FDs
- › Depository and RTA
- › Loans
- › Real Estate

Performance

16.4

Income (INR Cr)

4.2

EBITDA (INR Cr)

2.4

PBT (INR Cr)



Zuari Insurance Brokers Ltd. (ZIBL)

Zuari Insurance Brokers Ltd. (ZIBL) provides a comprehensive range of services designed to address the diverse insurance needs of our customers. Our services include life insurance, policy placement, claim settlement support and expert advice on risk assessment and mitigation.

Service Portfolio

- › Life Insurance
- › Policy Placement
- › Claim Settlement Support
- › Risk Assessment
- › Health and Accident Insurance
- › Property/Motor Insurance
- › Liability Insurance

Performance

6.9

Income (INR Cr)

4.0

EBITDA (INR Cr)

4.0

PBT (INR Cr)



Zuari Mgmt. Services Ltd.

Zuari Mgmt. Services Ltd. provides a broad range of HR and compliance services, encompassing manpower staffing, payroll processing, hiring services, learning and development, verification and compliance as well as HR analytics.

Service Portfolio

- › Manpower Staffing
- › Payroll Processing
- › Hiring Services
- › Learning and Development
- › Verification and Compliance
- › HR Analytics

Performance

42.6

Income (INR Cr)

15.2

EBITDA (INR Cr)

(1.0)

PBT (INR Cr)



Zuari International Ltd. (ZIntL)

Zuari International Ltd. (ZIntL) is expanding its market presence and sales by fostering synergies with institutional buyers and introducing value-added products on its Direct to Consumer platform. Additionally, we specialise in retail sales for sugar and allied products, utilising an extensive distribution network across nine northern states.

Performance

171.3

Income (INR Cr)

51.6

EBITDA (INR Cr)

(25.7)

PBT (INR Cr)

Strategic Priorities

We are positioning ourselves for sustained growth by investing in promising sectors and leveraging digital transformation. Our focus areas include real estate, biofuels and optimising our Sugar, Power and Ethanol (SPE) operations to drive sustainable development and profitability.



Real Estate investment

We are allocating significant resources to real estate with the objective of generating consistent cash flows, while diversifying our revenue streams. This investment is intended to capitalise on the potential of real estate markets, ensuring a balanced portfolio and mitigating risks associated with dependence on a single sector.

Biofuels commitment

In accordance with our sustainability strategy, we are prioritising the development of biofuels as a vital initiative to minimise our environmental impact. This commitment is in sync with global trends and aims to substantially reduce our carbon footprint. By investing in biofuels, we seek to contribute to ecological goals while exploring new avenues for growth and sustainable development.

Diversification in SPE (Sugar, Power, and Ethanol)

Product mix enhancement

Our strategy entails optimising our product mix, with a particular emphasis on the sale of high-grade sugar to pharmaceutical and food processing industries. This approach is expected to yield increased revenue and enable us to capitalise on the latent value in our by-products like ash.

High-margin products expansion

We are actively pursuing efforts to expand our production capabilities for high-margin products, such as brown sugar and pharmaceutical-grade sugar, in order to enhance profitability.

Value-added offerings

We are diversifying our portfolio to include value-added products, while enhancing our export sales to capture a broader market share.

Operational optimisation in SPE

Varietal change implementation

We are adopting new varietal changes to improve cane yield and sugar recovery.

Revenue maximisation

Advancing our product portfolio to align it with market demands, thereby maximising revenues.

Distillery capacity expansion

Exploring a 25% increase in distillery capacity to meet growing demand and improve production efficiency.

Financial strategy - refinancing high-cost debt

We have successfully refinanced our high-cost debt, achieving a substantial reduction of 85 basis points in finance costs. This initiative aims to enhance financial stability and free up resources to fuel further investment in growth initiatives.

Digital transformation

Data Analytics

To enable well-informed and swift decision-making, we have installed Power BI-based data dashboards. Moreover, this initiative has enhanced our operational transparency and efficiency.

Mobility Application

Designed specifically for growers, this platform facilitates better communication and resource management and subsequently improves engagement and productivity.

Procurement Decision Making

An intelligent cane indenting model is being introduced to streamline operations and upgrade the supply chain.

Business Optimisation Tool

A comprehensive business optimisation model is being employed to enhance overall efficiency and effectiveness across sugar, power, and ethanol operations.



Our Core: Our People



At the core of Zuari Industries Limited (ZIL), our true strength lies in our people. We firmly believe that our ongoing success is rooted in the dedication, creativity, and integrity of our workforce. To nurture this strength, we have cultivated a culture that prioritizes openness, transparency, and collaboration. Our aim is to create a workplace where every individual feels valued and empowered to contribute their best.

329

Employee headcount

79.4%

Retention rate

3.13%

Gender Ratio



Commitment to People-Centric Practices

The initiatives we implement reflect the culture we have built at ZIL—a culture that empowers, nurtures, and drives performance. We place great emphasis on the physical and mental well-being of our team members. As we look to the future, we will continue to refine these practices, ensuring they evolve in line with the changing needs of our organization, our team, and the industry.

Creating a Conducive Work Environment:

At ZIL, we are dedicated to fostering a work environment that promotes effective communication, trust, integrity, and collaboration. By ensuring that our workplace is supportive and inclusive, we guarantee that all team members, regardless of their position, feel valued and heard. This approach is key to building a unified and resilient workforce.



Embracing Digital Transformation:

We have adopted several digital initiatives aimed at safeguarding our employees' well-being and enabling new ways of working. By leveraging digital tools, we are positioning ZIL for the future, allowing us to adapt to changes swiftly and equipping our team with the resources needed to thrive in today's fast-paced environment.

Learning and Development Initiatives:

Understanding the importance of continuous growth, we provide extensive learning and development programs designed to equip our employees with the skills and knowledge required for success. We promote ongoing learning to keep pace with industry trends and to foster personal and professional growth, underscoring our commitment to our employees' development.

Empowering Our Workforce:

Central to our operational philosophy is the empowerment of our employees. We encourage every ZIL team member to take ownership of their roles by making informed decisions. This empowerment not only elevates individual morale but also drives collective productivity and innovation across the organization.

Cultivating a Performance-Driven Culture:

As a dynamic organization, we believe in the continuous pursuit of excellence. We have restructured our operations to enhance efficiency and effectiveness, fostering a culture where hard work, innovation, and results are not only recognized but celebrated. This commitment to performance has inspired our team to consistently push boundaries and achieve new levels of success.

Promoting Wellness Across the Organization:

We recognize that a healthy workforce is key to productivity. To this end, we have implemented wellness programs that encourage our employees to maintain a balanced lifestyle. We provide the necessary resources and support to ensure their physical and mental well-being is prioritized.

Listening Through Feedback Systems:

We have established robust feedback mechanisms to ensure that our employees' voices are heard and acted upon. By regularly gathering and analyzing feedback, we make necessary adjustments that contribute to a culture of continuous improvement and shared growth.

CSR

We adhere to health and safety regulations, regularly improving our protocols and practices in the realms of safety, environmental protection, energy conservation and product quality. We maintain stringent supplier standards to ensure our suppliers share the same dedication to quality. Moreover, we actively engage with local communities, diligently pursuing our social responsibility goals.



Environment

Our environmental initiatives focus on reducing our ecological footprint through the implementation of innovative and responsible practices. We have adopted measures to minimise waste, conserve resources and utilise renewable energy.



Green energy initiatives

Our green energy endeavours include the Cogeneration Power Plant at Aira, which harnesses bagasse as its primary power source. This exemplifies our commitment to renewable energy, and the steam produced by Turbo Generators is used in our sugar processing operations. Moreover, the cogeneration plant also sells power to the state of Uttar Pradesh, achieving a lower carbon footprint compared to conventional power sources.

40.85 MW

Capacity at Aira using bagasse at Cogeneration Power Plant

~22 MW

Power sold to Uttar Pradesh

Sustainable practices

We have implemented a range of sustainable initiatives, aimed at minimising our environmental footprint. Notably, we have established a zero-effluent manufacturing facility, wherein we convert biodegradable waste into valuable vermicompost. Moreover, we focus on manufacturing fertilisers and chemicals in compliance with safety, health and environmental regulations, while prioritising energy conservation and food safety.



Driving Social Progress

Zuari Industries Limited has always been deeply committed to contributing to society and playing a pivotal role in the nation's development. We create meaningful impact in the communities we serve, focusing on areas that can drive long-term societal progress. Zuari's CSR activities are rooted in its core values of sustainability, integrity, and a strong sense of responsibility towards the less privileged sections of society.

At ZIL, our approach to CSR initiatives is not just about compliance; it is about actively engaging with communities to address pressing social issues, thereby contributing to the nation's broader goals of development and inclusivity. By focusing on education, healthcare, and livelihood, Zuari Industries Limited aims to uplift communities and create opportunities that can lead to sustained socio-economic growth.

Initiatives for a better future



Better education

Education lies at the heart of our strategy for fostering community development. At ZIL, we have undertaken significant efforts to enhance educational opportunities for underprivileged students.

One such initiative involved laying Kota stone flooring at BBLC School in Aira Khamariya, benefiting approximately 250 students. By providing a safer and more conducive learning environment, we are ensuring that the school infrastructure supports the educational aspirations of these young minds. Moreover, the construction of a girls' toilet at BBL College addressed a critical need for a safe and hygienic environment, which is expected to positively impact school attendance and the overall well-being of female students.





Improved health

Healthcare is a cornerstone of our CSR efforts, particularly in addressing water, sanitation, and hygiene (WASH) challenges. Our commitment to improving community health is evident in the construction of a waiting hall at the Community Health Center (CHC) in Khamariya.

This facility, which includes 42 chairs, serves around 1,000 people, offering them a comfortable and dignified space while awaiting medical consultations. Additionally, we have conducted a series of medical camps across various villages, providing essential healthcare services, including dental and eye checkups, to over 600 individuals who otherwise have limited access to regular medical care. In our ongoing efforts to combat water-borne diseases, we installed an RO plant in Behta village, ensuring access to safe drinking water for around 400 villagers and thereby promoting overall health within the community.



Enhanced living standards

Our CSR initiatives extend to enhancing livelihoods and improving the quality of life for the communities we serve. In a rural area, the construction of a shed at a bus stand has provided much-needed shelter for approximately 600 commuters, particularly during adverse weather conditions. This initiative directly supports the daily livelihood of those who rely on public transport for their earnings. Furthermore, our installation of solar streetlights along the route from Zuari's Cane Yard to Samarda Village Government School has significantly enhanced safety and security for over 1,500 people.





Governance

We acknowledge the importance of strong corporate governance in realising our long-term objectives and generating value for our stakeholders. Our governance framework is structured to promote sustainable growth, ensure effective oversight, and reinforce transparency, accountability and justice—the pillars of ethical conduct.

Board composition

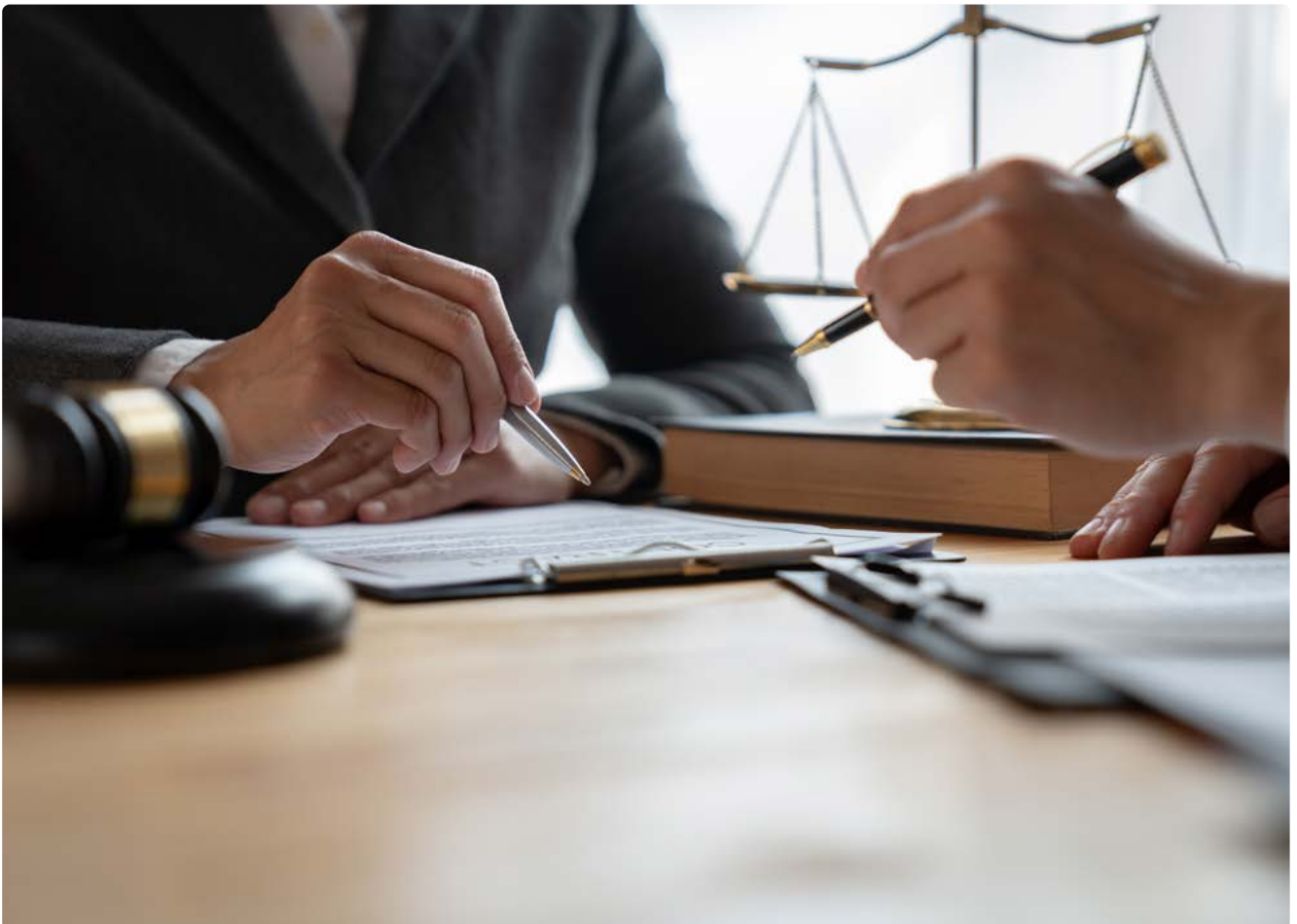
Our Board of Directors bears evidence to the power of diversity, comprising individuals from various professional backgrounds and expertise. This diversity of thought and experience enables the Board to make well-rounded decisions that drive the Company's growth and success. The Board's vast experience and varied perspectives are essential in steering the Company towards achieving its long-term goals.

Ethical practices and transparency

We accord the utmost importance to conducting our business according to the highest ethical standards. Ethical practices are deeply ingrained into our operations, transcending mere compliance with regulations. We emphasise accountability, integrity and transparency in every aspect of our operations. Through regular audits, transparent reporting and active engagement with our stakeholders, we maintain trust uphold high ethical standards in all our endeavours.

Code of Conduct

In furtherance of our commitment to ethical practices, we have established a 'Code of Conduct', governing the behaviour of our Directors and Senior Executives. This code delineates the expected standards of interaction with shareholders, colleagues, employees and the wider community, setting a clear benchmark for exemplary behaviour. By adhering to this code, we strive to meet our obligations to shareholders and all other stakeholders, cultivating a corporate culture characterised by integrity, honesty and respect.



Board of Directors



Saroj K. Poddar

Chairman



Jyotsna Poddar

Non-Executive Director



Athar Shahab

Managing Director



Alok Saxena

Executive Director



Vijay V. Paranjape

Independent Director



Sushil K. Roongta

Independent Director



Suneet S. Maheshwari

Independent Director



Manju Gupta

Independent Director

ZUARI INDUSTRIES LIMITED

CIN: L65921GA1967PLC000157

Registered Office: Jai Kisaan Bhawan, Zuarinagar Goa - 403 726

Tel.: 0832-2592180/81

Corporate Office: 5th Floor, Tower - A, Global Business Park, Sector-26, MG Road,
Gurugram, Haryana - 122 002

Website: www.zuariindustries.in , E-mail: ig.zgl@adventz.com Tel.: 0124-4827800

NOTICE

NOTICE is hereby given that the **56th (Fifty-Sixth)** Annual General Meeting ("AGM") of the Members of Zuari Industries Limited will be held on **Friday, 27 September 2024 at 4.00 P.M. (IST)**, through Video Conference ("VC") / Other Audio-Visual Means ("OAVM") ("hereinafter referred to as "electronic mode") to transact the following businesses:

Ordinary Business:

- To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statement) of the Company for the Financial Year ended 31 March 2024 and the reports of the Board of Directors and the Auditors thereon.

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

"RESOLVED THAT Audited Financial Statements of the Company (including the Consolidated Financial Statements) for the Financial Year ended 31 March 2024 and the reports of the Board of Directors and the Auditors thereon as circulated to the Members be and is hereby approved and adopted."

- To declare the dividend on Equity and Preference shares of the Company

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

"RESOLVED THAT the dividend as recommended by the Board of Directors for the Financial Year ended 31 March 2024 as detailed below be and is hereby approved:-

- Dividend @10% i.e., ₹ 1/- per Equity Share of the face value of ₹10/- each on 2,97,81,184 Equity Shares fully paid up.
- Dividend @7% i.e., ₹ 0.70/- per 7% Non-Convertible Redeemable Preference Shares ("7% NCRPS") of the face value of ₹10/- each on 59,22,080 7% NCRPS.
- Dividend @10.5% i.e., ₹1.05/- per 10.5% Non-Convertible Redeemable Preference Shares ("10.5% NCRPS") of the face value of ₹10/- each on 58,52,034 10.5% NCRPS."

- To re-appoint Mr. Athar Shahab (DIN: 01824891), who retires by rotation and being eligible, offers himself for re-appointment.

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

"RESOLVED THAT Mr. Athar Shahab, (DIN: 01824891), who retires by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed as a Director of the Company, liable to retire by Rotation."

Special Business:

- To ratify the remuneration of the Cost Auditors of the Company for the Financial Year 2024-25.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force), the remuneration of ₹ 1,25,000/- (Rupees One Lakh Twenty Five Thousand Only) plus applicable taxes and out of pocket expenses for the Financial Year ending 31 March 2025 as recommended by the Audit Committee and approved by the Board of Directors to be paid to Mr. Somnath Mukherjee, F.C.M.A., Cost Accountant (Membership No.5343), for conducting the audit of the cost records of the Company for the Financial Year ended 31 March 2025, be and is hereby approved and ratified."

- To approve continuation of Directorship of Mrs. Jyotsna Poddar (DIN: 00055736), post attaining the age of 75 years.

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

"RESOLVED THAT pursuant to provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and the applicable provisions of the Companies Act, 2013, if any read with Rules made thereunder and on the recommendation of Nomination and Remuneration Committee and the

Board of Directors, the approval of the Members of the Company be and is hereby accorded for continuation of Mrs. Jyotsna Poddar (DIN: 00055736) as Non-Executive Director of the Company, liable to retire by rotation post attaining the age of Seventy - Five (75) years.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any official authorised by the Board) be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To re-appoint Mr. Athar Shahab (DIN: 01824891) as Managing Director.

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 (" the Act") read with Schedule V of the Act, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactments thereof for the time being in force) and Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, the approval of Members of the Company be and is hereby accorded for the re-appointment of Mr. Athar Shahab (DIN: 01824891) as Managing Director and Key Managerial Personnel of the Company for a period of 3 years, w.e.f. 14 November, 2024 at a consolidated remuneration of ₹ 3.47 Crore per annum (inclusive of Company's contribution to Provident Fund and Gratuity) in addition to such other benefits and perquisites as may be applicable as per Company Policy, with powers to the Board to alter, amend, vary and modify the terms and conditions including increase in remuneration payable from time to time as it deems fit, in such manner as may be mutually agreed between the Board and Mr. Athar Shahab.

RESOLVED FURTHER THAT where in any Financial Year during the tenure of Mr. Athar Shahab, Managing Director, the Company has no profits or profits are inadequate, the remuneration and / or perquisites payable to Mr. Athar Shahab as approved herewith may be construed as minimum remuneration payable to Mr. Athar Shahab.

RESOLVED FURTHER THAT the Board of Directors (which includes any official(s) authorized by the Board) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution."

7. To re-appoint Mr. Alok Saxena (DIN:08640413) as Whole-time Director.

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 (" the Act") read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, the approval of Members of the Company be and is hereby accorded for the re-appointment of Mr. Alok Saxena (DIN: 08640419) as Whole-time Director and Key Managerial Personnel of the Company for a period of 2 years, w.e.f. 1 July 2024 at a consolidated remuneration of ₹ 84.85 Lakh per annum (inclusive of Company's contribution to Provident Fund and Gratuity) in addition to such other benefits and perquisites as may be applicable as per Company Policy, with powers to the Board to alter, amend, vary and modify the terms and conditions including increase in remuneration payable from time to time as it deems fit, in such manner as may be mutually agreed between the Board and Mr. Alok Saxena.

RESOLVED FURTHER THAT where in any Financial Year during the tenure of Mr. Alok Saxena Whole-time Director, the Company has no profits or profits are inadequate, the remuneration and / or perquisites payable to Mr. Alok Saxena as approved herewith may be construed as minimum remuneration payable to Mr. Alok Saxena.

RESOLVED FURTHER THAT the Board of Directors (which includes any official(s) authorized by the Board) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution"

8. To approve material Related Party Transactions between Simon India Limited and Paradeep Phosphates Limited.

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI LODR"), the applicable provisions of the Companies Act, 2013 ("the Act") read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions ("RPT Policy") and basis the approval of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for entering into the Related Party Transaction(s) (in terms of Regulation 2(1)(zc)(i) of the SEBI LODR) between Simon India Limited (SIL), a Wholly-Owned subsidiary of the Company and

Paradeep Phosphates Limited, a related party of the Company for entering into contract of upto ₹ 200 Crore as per details mentioned in the explanatory statement annexed to the notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall include any Committee of Board or any official(s) authorised by the Board) be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed fit in this regard and to take all such steps as may be required in this connection to give effect to this resolution.”

Date: 10 August 2024

Place: Gurugram

Registered Office: Jai Kisaan Bhawan,
Zuarinagar, Goa 403 726

By Order of the Board
For Zuari Industries Limited

Sd/-
Rakesh Kumar Singh
Company Secretary
M. No. A16093

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NOTES:

1. The Explanatory Statement pursuant to Section 102 of Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item Nos. 4 to 8 of the Notice, is annexed hereto.
2. The Ministry of Corporate Affairs (MCA), vide General Circular dated 8 April 2020, 13 April 2020, 5 May 2020 and subsequent circulars issued in this regard, the latest being Circular dated 25 September 2023 (collectively referred to as "MCA Circulars") and SEBI vide its Master circular dated 11 July 2023 read with Circular dated 07 October 2023 (collectively referred to as "SEBI Circulars") has allowed the Companies to conduct the Annual General Meeting ("AGM") through Video Conferencing or Other Audio-Visual Means ("VC/OAVM") till 30 September, 2024. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and MCA Circulars, the 56th AGM of the Company shall be conducted through VC/OAVM. The venue of the meeting shall be deemed to be the Registered office of the Company at Jai Kisaan Bhawan, Zuarinagar, Goa - 403 726.

Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Act.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, 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 to the Notice.
4. Since the meeting has been called through VC/OAVM, route map to the venue of the meeting is not required.
5. The Company has appointed Ms. Aditi Gupta, Company Secretary in Whole Time Practice, to act as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. The results of e-voting will be announced on or before Tuesday, 1 October 2024 and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company: www.zuariindustries.in and NSDL website: www.evoting.nsd.com immediately after the results are declared. The result will simultaneously be communicated to the Stock Exchanges and will also be displayed at the Registered and Corporate Office of the Company.
6. Institutional/Corporate Shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email

address scrutinizermcalegal@gmail.com with copies marked to the Company at ig.zgl@adventz.com and to its Registrar and Share Transfer Agent ("RTA") at rt@adventz.zuarimoney.com.

7. The Notice of the AGM along with the Annual Report for the Financial Year ("FY") 2023-24 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and SEBI Circulars. Members may note that the Notice of AGM and Annual Report for the FY 2023-24 will also be available on the Company's website www.zuariindustries.in; websites of the Stock Exchanges i.e. National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") at www.nseindia.com and www.bseindia.com respectively. Members can attend and participate in the AGM through VC/OAVM facility only.
8. As per SEBI Master Circular dated 07 May 2024 issued by, it is mandatory for all shareholder holding shares in physical form to furnish/update PAN, Nomination, Contact details (Postal Address with PIN, E mail Address and Mobile Number), Bank account details and specimen signatures for their corresponding folio numbers of physical shares by submitting ISR forms available on website of the Company viz www.zuariindustries.in under Investors Section to the Company or its Registrar of Transfer Agent ("RTA"), for registration/updation of their details.

In case any of the aforesaid documents / details are not available in the records of the Company / RTA, the Member shall not be eligible to lodge grievance or avail any service request from the RTA until they furnish KYC details / documents. Further, with effect from April 01, 2024, any payment including dividend shall only be made in electronic mode to Members.

9. Members holding shares in demat mode may register/update their PAN/email address and/ or bank account details through their Depository Participant.
10. The Company's RTA is:
Zuari Finserv Limited
Plot No. 2, Zamrudpur Community Centre
Kailash Colony Extension
New Delhi - 110 048
Tel: 011 - 46474000
Email: rt@adventz.zuarimoney.com
Website: www.zuarimoney.com
11. Pursuant to the provisions of Section 124 (5) and 125 of the Act, the dividend amount remaining unclaimed/unpaid for a period of seven years from the due date of payment shall be transferred to the Investor Education and Protection Fund ("IEPF") established by Central Government. Pursuant to the provisions of Section 124 (6) and section 125 of the Act, read with Rule 6 of the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall

be transferred by the Company to the IEPF within 30 days of becoming due to be transferred.

12. The company has uploaded the details of unpaid and unclaimed amount lying with the Company on the website of the Company www.zuariindustries.in as well

as on the website of the MCA. Unclaimed dividend pertaining to the FY 2016-17 is due for transfer to the IEPF and the same can be claimed from the Company.

The following are the due dates for transfer of unclaimed dividend to IEPF.

Financial Year	Date of declaration of dividend	Last date for claiming unpaid dividend	Due date for transfer to IEPF
2016-2017	28-09-2017	27-10-2024	26-11-2024
2017-2018	10-09-2018	08-10-2025	07-11-2025
2018-2019	06-09-2019	04-10-2026	02-11-2026
2019-2020	14-09-2020	12-10-2027	10-11-2027
2020-2021	13-02-2021	11-03-2028	09-04-2028
2020-2021	19-04-2021	17-05-2028	15-06-2028
2021-2022	14-11-2021	12-12-2028	10-01-2029
2021-2022	28-09-2022	26-10-2029	25-11-2029
2022-2023	28-09-2023	27-10-2030	24-11-2030

13. Members who have neither received nor encashed their dividend warrant(s) in respect of the FY 2016-17 and thereafter, are requested to write to the Company/RTA, mentioned the relevant Folio number or DP ID and Client ID, are requested to make their claim well in advance of the last dates for claiming such unclaimed and unpaid dividends as specified above. No claim thereof shall lie against the Company after such transfer.
14. The Register of Members and Transfer Books of the Company will be closed from Saturday, 21 September 2024 to Friday, 27 September 2024 (both days inclusive) for the purpose of Dividend and AGM.
15. The dividend, as recommended by the Board of Directors, if approved at the AGM, would be paid subject to deduction of tax at source. Record date of Friday, 20 September 2024 is fixed for determining the eligibility of shareholders for payment of dividend, if declared at the AGM.
16. Pursuant to the amendments as per the Income Tax Act, 1961 ("the IT Act") by the Finance Act, 2020, dividend income is taxable in the hands of the shareholders from 1 April 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the IT Act. The rates of tax deduction at source shall be based on the residential status of the member, category of member, status of return filing, status of PAN-AADHAAR linking and the documents/declarations submitted to the Company in accordance with the provisions of the IT Act to claim a lower / nil withholding of tax. To enable the Company to comply with the TDS requirements, Members are requested to complete and / or update the above mentioned details with their Depository Participants or in case shares are held in physical form, with the Company's Registrar & Share Transfer Agent i.e. Zuari Finserv Limited. Members may also submit any required document as prescribed under the IT Act to claim a lower / nil withholding of tax by email to zgl.tax@adventz.com or ig.zgl@adventz.com on or before 21 September 2024.
17. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
18. With effect from 1 April 2019, except in the case of transmission or transposition of securities, the requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a Depository. Hence, the Members holding shares in physical form are requested to dematerialize their physical shares into electronic form by sending demat request to their concerned DPs.
19. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and documents referred in the notice of meeting shall be available for inspection through electronic mode. Members may write to the Company at ig.zgl@adventz.com for inspection of said documents and the same will also be available for inspection by the Members during the AGM.
20. To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards a Greener Environment and to receive all documents, Notices, including Annual Reports and other communications of the Company, investors should register their e-mail addresses with RTA if shares are held in physical mode or with the DPs, if shares are held in electronic mode.

21. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI LODR 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 National Securities Depositories Limited (NSDL) 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 NSDL.
22. The remote e-voting period begins on **Monday, 23 September 2024 at 09:00 A.M.** and ends on **Thursday, 26 September 2024 at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cutoff date) i.e., Friday, 20 September 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 20 September 2024.
23. Members who are shareholders as on Friday, 20 September 2024 can join the AGM 30 minutes before the

commencement of the AGM i.e. at 3:30 P.M. following the procedure mentioned in this Notice.

24. The Members who have cast their vote by remote e-voting prior to the AGM are eligible to attend the Meeting but shall not be entitled to cast their vote again. A person who is not a Member as on the cut-off date, should treat this notice of AGM for information purposes only.
25. A person who becomes a Member of the Company after dispatch of the notice of AGM and holding shares as on the cut-off date i.e. Friday, 20 September 2024, may obtain the User Id and password by sending a request at evoting@nsdl.com or ig.zgl@adventz.com. However, if such Member is already registered for e-Voting, then such member may follow the process and manner of remote e-Voting, attending AGM through VC / OAVM and e-Voting at AGM.

26. Voting Process: - EVEN No. 130199

The detailed procedure for (a) remote e-voting prior to the AGM (as explained at 'para A' herein below) or (b) remote e-voting during the AGM (as explained at 'para B' below); (c) Instructions for Members for attending the AGM through VC/OAVM (as explained at 'para C' below) is mentioned below:

A. THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING PRIOR TO AGM ARE AS UNDER:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:




Step 1: Access to NSDL e-Voting system

- a. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode](#)

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

The Login method to access e voting facility for individual shareholders holding securities in demat mode is detailed below:-

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL .	<ol style="list-style-type: none"> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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. 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option . Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

b. Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 130199 then user ID is 130199001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file

contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on **"Forgot User Details/ Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Zuari Industries Limited that is **130199** to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to

cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. authorising authorised representative (s) to attend the AGM on its behalf and to vote at the AGM or through remote e-voting, to the Scrutinizer by e-mail to scrutinizermcalegal@gmail.com with a copy marked to evoting@nsdl.com and to the Company to ig.zgl@adventz.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting" tab** in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details/Password?"** or **"Physical User Reset Password?"** option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Pallavi Mhatre at evoting@nsdl.com.
4. **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**
 - a) In case shares are held in physical mode please provide 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 ig.zgl@adventz.com and rta@adventz.zuarimoney.com.

- b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ig.zgl@adventz.com and rta@adventz.zuarimoney.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 under S. No a i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- c) Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

B. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

C. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above under Step -1 for **Access to NSDL e-Voting system.**

After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against the name of the Company that is Zuari Industries Limited. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in **Shareholder/Member login** where the EVEN of Company 130199 will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.

27. Instructions for Shareholders/Members to register themselves as Speakers during AGM:

Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at ig.zgl@adventz.com from Wednesday 18 September 2024 at 10:00 A. M. to Friday , 20 September 2024 till 05:00 P.M. provided they hold shares on cut off date i.e. 20 September 2024.

The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.

Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at ig.zgl@adventz.com. The same will be replied by the company suitably.

Note:

Those Shareholder/Member who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No.4:

To ratify the remuneration of the Cost Auditors of the Company for the Financial Year 2024-25.

The Board of Directors in its meeting held on 10 August 2024, based on the recommendation of the Audit Committee, had approved the appointment of Mr. Somnath Mukherjee, (Membership No. 5343), as Cost Auditors to conduct the audit of the cost records of the Company for the FY 2024-25 at a remuneration of ₹ 1,25,000 (Rupees One Lakh Twenty Five Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the remuneration payable to Cost Auditors is required to be ratified by the Members of the Company.

Accordingly, the consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors.

None of the Directors, Key Managerial Personnels of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution.

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

Item No.5:

To approve continuation of Directorship of Mrs. Jyotsna Poddar (DIN: 00055736), post attaining the age of 75 years.

In terms of Regulation 17(1A) of the SEBI. (Listing Obligations and: Disclosure Requirements) ("SEBI LODR") no listed Company shall appoint a person or continue the appointment of Non- Executive Director, who has attained the age of 75 (Seventy Five) years unless Special Resolution is passed to that effect. Mrs. Jyotsna Poddar shall be attaining the age of in July 2025 and hence, continuation of her Directorship beyond the age of 75 (Seventy-Five) years requires the approval of Members by way of a Special Resolution.

The Nomination and Remuneration Committee ("NRC") in its meeting held on 10 August 2024 has provided its recommendation to the Board and based on the recommendation of the NRC, the Board of Directors also approved and recommended to the Members, the continuation of Mrs. Jyotsna Poddar as Non-Executive Director, liable to retire by rotation post attaining the age of 75 years.

Mrs. Jyotsna Poddar is B.A. (Hons.) and is one of the Promoter of the Company and holding Directorship in the Company since May 2009. She held the position of Whole-time Director of the Company from 1 April 2012 to 31 March 2022. She is the wife of Mr. Saroj Kumar Poddar, a Promoter of the Company and

renowned industrialist. Considering her long-term association with the Company, her experience and contribution, it is crucial for the Company to have her on the Board.

In compliance with the provisions of Section 17(1A) of SEBI LODR, the Special Resolution for continuation of Mrs. Jyotsna Poddar as Non-Executive Director, liable to retire by rotation post attaining the age of 75 years is being placed before the Members for their approval.

The particulars of Mrs. Jyotsna Poddar as requires in terms of Regulation 36(3) of the SEBI (LODR) including Secretarial Standard ("SS-2") on General Meeting are annexed and forms part of this notice as Annexure A.

Except Mrs. Jyotsna Poddar (self), Mr. Saroj Kumar Poddar and their relatives, to the extent of their shareholding, in the Company, none of the Directors and/ or Key Managerial Personnels of the Company and/ or their relatives, are concerned or interested, financially or otherwise, in the resolution as set out at Item No. 5 of the Notice

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

Item No.6:

To re-appoint Mr. Athar Shahab (DIN: 01824891) as Managing Director.

Mr. Athar Shahab (DIN:01824891) was appointed by the Board as Joint Managing Director and Key Managerial Personnel with effect from 14 November 2021 and was further appointed as Managing Director effective from 15 February 2022 for a period upto 13 November 2024. The Members of the Company vide Postal Ballot passed on 6 April 2022 approved the appointment of Mr. Athar Shahab as Joint Managing Director from 14 November 2021 to 14 February 2022 and as Managing Director from 15 February 2022 to 13 November 2024.

During his tenure as Managing Director, the Company has shown an all-round improvement in its operational and financial performance. Apart from Zuari Industries Limited, Mr. Shahab is also overseeing the performance of its subsidiaries and joint ventures.

Considering his performance and his contribution during his present stint, the Board in its meeting held on 10 August 2024, on the recommendation of the Nomination and Remuneration Committee, had approved re-appointment of Mr. Athar Shahab as Managing Director of the Company for another term of 3 years, effective from 14 November, 2024 at a remuneration of ₹ 3.47 Crore per annum (inclusive of Company's contribution to Provident Fund and Gratuity) in addition to such other benefits and perquisites as may be applicable as per Company Policy. In case during the currency of his tenure if the Company has no profits or profits are inadequate the remuneration or remuneration and / or perquisites payable to Mr. Athar Shahab as approved herewith may be construed as minimum remuneration.

The remuneration mentioned above for Mr. Athar Shahab is at the time of his re-appointment and the Board of Directors the Company is authorised to determine the increments, performance pay during the subsequent years.

Mr. Athar Shahab has done PG Diploma in Business Management from XLRI, Jamshedpur with specialisation in Finance and Marketing. He has been bestowed with Maxi Gold Medal for excellence in Marketing. He also holds a Bachelor degree in Civil Engineering from VSS University of Technology, Burla (VSSUT). Prior to joining our Company he has worked with L&T, Vedanta Group, IDFC, AES Corp., Shamil Bank and ICICI Limited.

The particulars of Mr. Athar Shahab as required in terms of Regulation 36(3) of the SEBI LODR including Secretarial Standard-2 on General Meetings ("SS-2") are annexed and forms part of this notice as Annexure A. A statement containing additional information as required under Schedule V to the Companies Act, 2013 is provided as Annexure B.

Mr. Athar Shahab is not related to any Director or any other Key Managerial Personal of the Company.

Except Mr. Athar Shahab, none of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, whether financially or otherwise, concerned or interested, in the resolution as set out at Item No. 6 of the Notice.

The Board recommends the Special Resolution as set out at Item No. 6 for approval by the Members.

Item No.7:

To re-appoint Mr. Alok Saxena (DIN:08640413) as Whole-time Director.

Mr. Alok Saxena (DIN: 08640419) was appointed by the Board as Whole-time Director and Key Managerial Personnel with effect from 1 July 2022 for a period of two years. The Members of the Company in its 54th Annual General Meeting held on 28 September, 2022 approved the appointment of Mr. Alok Saxena as Whole-time Director for a period of two years with from 1 July 2022 to 30 June 2024.

Mr. Alok Saxena is overall in-charge of SPE division Aira. Considering his contribution in operations of SPE division Aira, the Board in its meeting held on 21 May 2024, on the recommendation of the Nomination and Remuneration Committee, had approved re-appointment of Mr. Alok Saxena as Whole-time Director for further period of two (2) years commencing from 1 July 2024 to 30 June 2026. The Board of Directors in its meeting held on 10 August 2024 based on annual performance and upon recommendation of Nomination and Remuneration Committee revised his remuneration.

Considering his performance and his contribution during his present stint, it is proposed to re-appoint Mr. Alok Saxena as Whole-Time Director of the Company for another term of two (2) years, effective from 1 July 2024 at a remuneration of ₹ 84.85 Lakh per annum (inclusive of Company's contribution to Provident Fund and Gratuity) in addition to such other benefits and perquisites as may be applicable as per

Company Policy. In case during the currency of his tenure if the Company has no profits or profits are inadequate the remuneration or remuneration and / or perquisites payable to Mr. Alok Saxena as approved herewith may be construed as minimum remuneration.

The remuneration mentioned above for Mr. Alok Saxena is at the time of his re-appointment and the Board of Directors of the Company is authorised to determine the increments, performance pay during the subsequent years.

Mr. Alok Saxena is a Sugar Technologist having experience of more than 39 years in field of production, plant operation, project management, safety & environment management etc. He did his graduation in science from Kumaun University in 1981 and Post Graduate Diploma in Sugar Technology from National Sugar Institute, Kanpur in 1984. He was topper of his batch and was the recipient of Mahatma Gandhi Gold Medal.

Mr. Alok Saxena joined Gobind Sugar Mills Limited ("GSML") which is now merged with the Company, in 2013 as President & Unit Head and he was also on the Board of GSML. Prior to joining the GSML, he had worked with Triveni Engineering & Industries limited and Bajaj Hindusthan Limited.

The particulars of Mr. Alok Saxena as required in terms of Regulation 36(3) of the SEBI LODR including Secretarial Standard-2 on General Meetings ("SS-2") are annexed and forms part of this notice as Annexure A. Additional information as required under Schedule V to the Companies Act, 2013 is provided as Annexure B.

Mr. Alok Saxena is not related to any Director or any other Key Managerial Personal of the Company.

Except Mr. Alok Saxena, none of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, whether financially or otherwise, concerned or interested, in the resolution as set out at Item No. 7 of the Notice.

The Board recommends the Special Resolution as set out at Item No. 7 for approval by the Members.

Item No. 8:

To approve material Related Party Transactions between Simon India Limited and Paradeep Phosphates Limited

Simon India Limited ("SIL") is a Wholly-owned subsidiary of Zuari Industries Limited ("ZIL/ Company") and is engaged in Engineering, Procurement and Construction ("EPC") business and providing of Engineering/EPCM services. SIL had executed many successful projects. Paradeep Phosphates Limited ("PPL") is an Associate of Zuari Agro Chemicals Limited ("ZACL") and is engaged in manufacturing of various types of fertilizers. ZACL is an Associate of the ZIL and ZIL is Promoter of ZACL.

SIL is continuously exploring new business opportunities and is participating in various tenders issued by Chemicals, Fertilizers, Refineries and other plants for undertaking EPC/ Engineering/ EPCM activities. SIL has participated/intends to participate in tenders floated by PPL in future.

The Audit Committee and Board of Directors of the Company in their respective meetings held on 10 August 2024 had approved the proposal of entering into contract for Related Party Transactions by SIL with PPL upto ₹200 Crore.

The value of the contract to be entered between SIL and PPL is likely to exceeds 10% of the annual consolidated turnover of ZIL and in terms of the Regulation 23(4) of the SEBI LODR, approval of the Members is required for the same.

The proposed transaction is in the furtherance of the business of SIL, the same is beneficial to the Company.

Below are the relevant details of proposed Related Party Transaction for perusal of the Members:

S. No	Particulars	Details
1.	Name of the Related Party	Simon India Limited ("SIL") and Paradeep Phosphates Limited ("PPL")
2.	Nature of relationship including nature of its concern or interest (financial or otherwise);	SIL is a Wholly- owned Subsidiary of Zuari Industries Limited ("ZIL"/ "Company") and PPL is a related party of ZIL.
3.	Type, material terms and particulars of contract	<ul style="list-style-type: none"> - Engineering, Procurement & Construction - Manpower Deputation - Any transfer of resources, services or obligations to meet its contract requirements <p>Transactions shall be entered in the normal course of business with terms and conditions that are generally prevalent in the industry segments in which SIL is operating</p>
4.	Tenure of the proposed transaction	Contractual commitments expected for a tenure upto 3 years
5.	Value of the proposed transaction	Monetary value of transactions subject to a maximum of 200 Crore through contracts/ arrangements
6.	The percentage of the ZIL's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Annual Consolidated Turnover (ACT) of ZIL as on 31.03.2024 is ₹837.80 Crore. 10% of ACT is ₹83.78 Crore Percentage of proposed transaction: 23.87%
7.	The percentage of the SIL's annual standalone turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Annual Standalone Turnover (AST) of SIL as on 31.03.2024 is ₹2.20 Crore. 10% of ACT is ₹0.22 Crore Percentage of proposed transaction: 9090.91%
8.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
i)	details of the source of funds in connection with the proposed transaction	Not applicable
ii)	where any financial indebtedness is incurred to	make or give loans, inter-corporate deposits, advances or investments:
	• nature of indebtedness	
	• cost of funds; and	
	• tenure	
iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable
iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
9.	Justification as to why the RPT is in the interest of the listed entity	SIL is a Wholly- owned subsidiary of the ZIL specialising in providing EPC/EPCM/Engineering services and the proposed transaction is in furtherance of business of SIL and accordingly the same is also in the interest of the ZIL.
10.	A copy of the valuation or other external party report, if any such report has been relied upon	N.A.
11.	Any other information that may be relevant	The transactions are proposed to be undertaken based on competitive bidding.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution as set out at Item No. 8 for approval by the Members.

By Order of the Board
For Zuari Industries Limited

Sd/-
Rakesh Kumar Singh
Company Secretary
M. No. A16093

Date: 10 August 2024

Place: Gurugram

Registered Office: Jai Kisaan Bhawan,
Zuarinagar, Goa 403 726

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Annexure-A

The brief profile and other particulars of Directors seeking appointment/re-appointment/ continuation in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings ("SS-2"):

Name of the Director	Mrs. Jyotsna Poddar	Mr. Athar Shahab	Mr. Alok Saxena
DIN	00055736	01824891	08640419
Date of Birth	26/07/1950	12/08/1968	25/09/1962
Age (in years)	74	55	61
Nationality	Indian	Indian	Indian
Relationship between Directors inter-se	Spouse of Mr. Saroj Kumar Poddar, Chairman of the Company	N.A.	N.A.
Date of First Appointment	15/05/2009	14/11/2021	01/07/2022
Qualification/ Experience (including expertise)/ Brief resume	Please refer the explanatory statement to Item No. 5 of this Notice. Detailed profile is available on website of the Company at www.zuariindustries.in	Please refer the explanatory statement to Item No. 6 of this Notice. Detailed profile is available on website of the Company at www.zuariindustries.in	Please refer the explanatory statement to Item No. 7 of this Notice. Detailed profile is available on website of the Company at www.zuariindustries.in
Terms and Conditions of appointment/re-appointment	Continuation as Non-Executive Director, liable to retire by rotation.	Re-appointment as Managing Directors for three (3) Years. For details refer the explanatory statement to Item No. 6 of this Notice	Re-appointment as Whole-time Directors for two (2) Years. For details refer the explanatory statement to Item No. 7 of this Notice
Directorship and Committee Membership in other Companies	Given hereunder as (i)	Given hereunder as (ii)	Nil
Listed entities from which the person has resigned in the past three years	Nil	Nil	Nil
Number of shares held in the Company:			
a) Self	71,621	Nil	Nil
b) as beneficiary	Nil	Nil	Nil
Remuneration last drawn	Sitting Fees- ₹ 3.50 Lakh	Consolidated remuneration of ₹3.15 Crore per annum (inclusive of Provident Fund and all Retirement benefits and allowances etc.)	Consolidated remuneration of ₹78.57 Lakh per annum (inclusive of Provident Fund and all Retirement benefits and allowances etc.)
Remuneration proposed to be paid	Mrs. Jyotsna Poddar is entitled for Sitting Fees.	As set out in Resolution of Item No. 6 of this Notice.	As set out in Resolution of Item No. 7 of this Notice.
Number of meetings of the Board attended during the year	5	5	5

(i) Names of other entities in which Mr. Jyotsna Poddar holds the Directorship and the Membership of Committees of the Board:

S. No	Directorship held in other Companies	Committee Position in other Companies
1.	Adventz Finance Private Limited	Member, Audit Committee Member, Asset Liability Management Committee Member, Corporate Social Responsibility Committee Member, Information Technology (IT) Strategy Committee
2.	Lionel Edwards Limited	Nil
3.	Lionel India Limited	Nil
4.	Nilgiri Plantations Limited	Nil
5.	Ronson Traders Limited	Nil
6.	Syndak Teatech Limited	Nil
7.	Yashovardhan Investment & Trading Co Limited	Nil
8.	Texmaco Infrastructure & Holdings Limited	Nil
9.	Adventz Homecare Private Limited	Nil
10.	Abhishek Holdings Private Limited	Nil

(ii) Names of other entities in which Mr. Athar Shahab holds the Directorship and the Membership of Committees of the Board:

S. No	Directorship in other Companies	Committee Position held in other Companies
1.	Zuari Agro Chemicals Limited	Member , Audit Committee Chairman, Stakeholders Relationship Committee Member, Risk Management Committee Member, Banking and Finance Committee Member, Allotment Committee
2.	Texmaco Infrastructure & Holdings Limited	Member, Risk Management Committee, Chairman, Corporate Social Responsibility Committee Member, Audit Committee
3.	Zuari Infracore India Limited	Nil
4.	Zuari Finserv Limited	Nil
5.	Zuari Insurance Brokers Limited	Nil
6.	Simon India Limited	Nil
7.	Zuari Management Services Limited	Nil
8.	Zuari Envien Bioenergy Private Limited	Nil

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Annexure B

Statement containing additional information as required in Schedule V of the Companies Act, 2013.

I. General information:

(1)	Nature of industry:	The Company is inter alia in manufacturing of Sugar and Real Estate Development business.		
(2)	Date or expected date of commencement of commercial production:	The Company has already commenced its business.		
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	Not applicable		
(4)	Financial performance based on given indicators	Particulars	FY 2023-24 (₹ in Lakh)	FY 2022-23 (₹ In Lakh)
		a. Revenue from operations	71,464.80	81,448.27
		b. Profit/ (Loss) before tax	2,274.20	753.39
		c. Profit / (Loss) after tax	2,265.59	537.81
(5)	Foreign investments or collaborations, if any.	There is no Direct Foreign Investment in equity of the Company except the investment made by the Foreign Institution Investors/ Foreign persons through secondary market i.e. Stock Exchanges.		

II. Information about the Appointees:

Particulars	Mr. Athar Shahab	Mr. Alok Saxena
(1) Background details	Please refer the explanatory statement to Item No. 6 of this Notice.	Please refer the explanatory statement to Item No. 7 of this Notice.
(2) Past remuneration last drawn	Please refer details as set out under brief profile in Annexure A of this Notice	Please refer details as set out under brief profile in Annexure A of this Notice
(3) Recognition or awards	Refer details as set out under brief profile in Annexure A and explanatory statement to Item No. 6 of this Notice.	Refer the details as set out under brief profile in Annexure A and explanatory statement to Item 7 of this Notice.
(4) Job profile and his suitability	Refer explanatory statement to Item No. 6 of the Notice.	Refer explanatory statement to Item 7 of this Notice.
(5) Remuneration proposed	As set out in the Resolution of Item No. 6 of this Notice.	As set out in the Resolution of Item No. 7 of this Notice.
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the responsibility shouldered by him, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.	Considering the responsibility shouldered by him, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	There is no pecuniary relationship with the Company or any relationship with any managerial personnel.	There is no pecuniary relationship with the Company or any relationship with any managerial personnel.

III. Other information:

(1)	Reasons of loss or inadequate profits:	Not applicable as the Company has posted net profit after tax of ₹ 2265.59 Lakh for the FY ended 31 March 2024.
(2)	Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms:	Not Applicable as the Company has profit
(3)	Expected increase in productivity and profits in measurable terms.	Not Applicable as the Company has profit

IV. Disclosures

The information and disclosures of the remuneration package of all Directors have been mentioned in the Annual Report in the Corporate Governance Report Section under the Heading "Remuneration of Directors".

Board's Report

Dear Members,

Your Directors are pleased to present the 56th (Fifty-Sixth) Annual Report ("Report") of the Company together with Audited Financial Statements for the Financial Year ("FY/ year") ended 31 March 2024.

1. Financial Results and Appropriation:

The Audited Financial Statements of your Company as on 31 March 2024, are prepared in accordance with the relevant applicable Indian Accounting Standards ("Ind AS") and Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and the provisions of the Companies Act, 2013 ("Act").

The summarized financial highlights are depicted below:

S. No.	Particulars	(₹ in Lakh)			
		Standalone		Consolidated	
		FY24	FY23	FY24	FY23
1	Revenue from Operations	71,464.80	81,448.27	83,780.07	95,513.50
2	Other Income	18,620.56	13,474.04	22,938.59	18,230.62
3	Total Income	90,085.36	94,922.31	1,06,718.66	1,13,744.12
4	Profit/(loss) for the year before depreciation and exceptional Item	10,056.57	3,732.34	(71.38)	(3,832.19)
5	Less: Depreciation for the year	2,394.80	2,387.31	2,735.92	2,742.09
6	Add/ (Less): Exceptional Item	(5,387.57)	(591.64)	78,471.32	-
7	Profit/(loss) before tax and share of profit/(loss) from Associates and Joint Venture	2,274.20	753.39	75,664.02	(6,574.28)
8	Less: Tax Expense				
	Current Tax (Including adjustment of earlier years)	0.10	7.73	115.81	63.26
	Deferred Tax Charge	8.51	207.85	7,009.13	364.93
9	Profit/(loss) after tax	2,265.59	537.81	68,539.08	(7,002.47)
10	Add: Share in profit/(losses) from Associates and Joint Venture	-	-	2,736.32	37,949.57
11	Profit/(loss) for the year before Minority Interest	2,265.59	537.81	71,275.40	30,947.10
12	Less: Share of Minority interest in profits/(losses)	-	-	(115.89)	(115.91)
13	Profit/(loss) for the year	2,265.59	537.81	71,391.29	31,063.01
14	Add: Balance of profit brought forward	45,011.51	44,762.99	69,315.14	39,072.32
15	Add: Other adjustments	(18.02)	(13.06)	(18.02)	(577.61)
16	Add: Reclassification from OCI to retained earnings on disposal of investments	8,882.35	-	9,247.12	-
17	Add: Other comprehensive income on defined benefit obligation	(18.81)	21.58	(3.92)	55.23
18	Less: Transfer to general reserve	-	-	-	-
19	Less: Dividends paid	297.81	297.81	297.81	297.81
20	Balance of profit carried forward	55,824.81	45,011.51	1,49,633.80	69,315.14
21	Earnings per share (EPS)	7.61	1.81	239.72	104.30

Note- Previous year's figures have been regrouped/re-arranged wherever necessary.

2. Dividend

Your Directors have recommended the following, in their meeting held on 29 May 2024:

- dividend @10% i.e., ₹ 1/- per equity share of the face value of ₹ 10/- each on 2,97,81,184 equity shares fully paid up aggregating ₹ 2,97,81,184/- ;
- dividend @7% i.e., ₹ 0.70/- per 7% - Non-Convertible Redeemable Preference Shares ("7% NCRPS") of the face value of ₹ 10/- each on 59,22,080 7% NCRPS aggregating to ₹ 41,45,456/-; and

- dividend @10.5% i.e., ₹ 1.05/- per 10.5% - Non-Convertible Redeemable Preference Shares ("10.5% NCRPS") of the face value of ₹ 10/- each on 58,52,034 10.5% NCRPS aggregating to ₹ 61,44,636/-, for FY24 subject to approval of the Members at the ensuing Annual General Meeting (AGM) of the Company. The dividend, if approved by the Members, would involve a cash outflow of ₹ 4.01 Cr.

The Board has recommended a dividend based on the parameters laid down in the Dividend

Distribution Policy and the aforesaid dividend will be paid out of the profits for the year. The Dividend Distribution Policy is available on the website of the Company and can be accessed at <https://www.zuariindustries.in/investor-resources>.

3. Operational Performance

A. Sugar Power & Ethanol Division

The Sugar, Power, and Ethanol (SPE) division of the Company has shown robust operational performance in FY24. The division crushed 141.3 Lakh quintal of sugarcane, an increase from 133.4 Lakh quintal in FY23, up 6% y-o-y. This is largely driven by higher operating days (181 in FY24 Vs 144 in FY23) and improved cane availability. The sugar recovery rate increased to 10.41% in FY24 from 9.85% in FY23, leading to higher sugar production of 14.4 Lakh quintal in FY24 compared to 11.6 Lakh quintal in the FY23. The Company enhanced its focus on cane development activities and implemented a scientific and methodical cane varietal replacement plan. The varietal replacement plan focusses on diversifying the cane varieties in the command area of the Sugar Mill, which was primarily dependent on one variety, namely Co-0238. Secondly, the plan ensures wider propagation of high sugar content and more disease resistance varieties. The effect of this varietal replacement plan shall be visible in the upcoming FY25.

The division also marked a significant milestone of achieving highest-ever ethanol production in FY24: 27,362 KL, up from 26,502 KL in FY23. This is due to higher operating days of the Ethanol production unit, 247 days in FY24 Vs 232 days in FY23. However, power generation remained muted to 1,291.3 LU Vs. 1,365.0 LU in FY23, owing to lower number of operating days and restarting of 30.85 MW Power Plant.

On Sugar sales front, sugar sales were at 10.6 Lakh quintals in FY24, lower by 4.4 Lakh quintals compared to FY23. The reason for decline in sugar sales is restriction on sugar exports by Govt. of India. However, the realisation from sugar sales stood at 3751 ₹/Qtl in FY24 Vs 3601 ₹/Qtl in FY23, up by 4.2%. The sales team is focused on expanding high-margin product line by introducing Khandsari Sugar and Jaggery Powder and is working diligently to establish a strong customer base and increase order pipeline.

The Company continues to focus on achieving operational excellence through strategic initiatives across the functions of the Division. Continuous improvement in systems & processes remains management's key focus towards driving business growth.

B. Real Estate Division

During the year, the Company recognized a revenue of ₹ 805.70 Lakh, from sale of units for Phase - I of the Zuari Rain Forest Project, Goa. With this, the revenues of the project stands fully recognized.

Further, 10 units of Phase - I of the Zuari Rain Forest Project, Goa have been registered in favour of buyers, leaving a balance of only 3 units to be registered, out of the total 95 units. The registration process for Resident Welfare Association (RWA/Society) started with Registrar of Societies, Goa. Discussion with RWA/Society also started for smooth operational and financial handover of Phase-I.

With the completion of Phase I, the company started product and market feasibility study to plan for the development of Phase – II of Zuari Rain Forest Project.

During FY24, the Company sold approximately 102 acres of land and realized ₹ 166.8 Cr. The Company holds ~ 525 acres of land at Sancoale village in South Goa and is actively taking steps to monetize the saleable land banks.

Detailed information on the business operations of the Company, the industry in which the Company operates, and other relevant information are given in the Management Discussion and Analysis Report attached as **Annexure "A"** to this Report.

4. Conservation of Energy / Technology Absorption / Foreign Exchange earnings and outgo

Particulars in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo as required under Section 134(3)(m) of the Act is also set out in **Annexure "F"** attached to this Report.

5. Annual Return

Pursuant to Section 134 and Section 92(3) of the Act, the Annual Return of the Company for the FY24 is available on the website of the Company and can be accessed at <https://www.zuariindustries.in/investor-resources>.

6. Related Party Transactions

All related party transactions entered during the FY24, were undertaken after taking applicable approvals from the Audit Committee, the Board of Directors and the Members, as applicable.

There were no related party transactions in conflict with the interest of the Company.

During the year under review, the related party transactions entered into by the Company were in ordinary course of business and at arm's length basis. Hence, the disclosure of information in Form AOC-2 is not applicable.

Members may refer to Note 46 of the Standalone Financial Statements, which sets out related parties disclosures pursuant to Ind AS.

Policy on related party transactions of the Company is available on Company's website and can be accessed at <https://www.zuariindustries.in/corporate-governance>.

7. Particulars of Loans given, Investments made, Guarantees given or Security provided by the Company

The particulars of loans given, investments made, guarantees given, or securities provided as per Section 186 of the Act by the Company, have been disclosed in Notes 7, 8, 40 and 46 forming part of the Standalone Financial Statements.

8. Nomination and Remuneration Policy and Disclosures on Remuneration

The Company has devised & adopted a Nomination and Remuneration Policy ("NRC Policy"). The NRC Policy outlines, inter-alia, the appointment criteria & qualification requirements, process for appointment & removal, retirement policy, remuneration structure, etc. of the Directors including Managing Director and Whole-time Director, Key Managerial Personnel ("KMP") and other Senior Management Personnel ("SMP") of the Company. The NRC Policy also contains provisions about the payment of fixed & variable components of remuneration to the Managing Director, Whole-time Director, KMP and SMP and payment of sitting fees and commissions to the Non-Executive Directors.

There has been no change in the NRC Policy during the year. The NRC Policy is available on the Company's website and can be accessed at <https://www.zuariindustries.in/corporate-governance>.

The disclosures related to employees under Section 197(12) of the Act read with Rule 5 (1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed as **Annexure "I"** to this Report.

The information required under Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report. In terms of the first proviso to Section 136 of the Act, the Report are being sent to the Members excluding the aforesaid information. Any Member interested in obtaining the same may write to the Company.

9. Risk Management

Your Company has a well-defined Risk Management framework in place. Although, the constitution of Risk Management Committee under Regulation 21 of the SEBI LODR is not applicable to the Company, your Company has constituted a Risk Management Committee to oversee the various risks of the Company including the

risks, if any, which may threaten the existence of the Company. Brief details of risks and concerns related to the Company are given in the Management Discussion and Analysis Report. Currently, in the opinion of the Board, there are no risks that threaten the existence of the Company.

10. Vigil Mechanism / Whistle Blower Policy

The Company in accordance with the provisions of Section 177(9) of the Act and Regulation 22 of SEBI LODR has established a vigil mechanism for Directors and employees to report genuine concerns to the Management viz. instances of unethical behavior, actual or suspected, fraud or violation of the Company's Code of Conduct. The Company has also formulated Whistle Blower Policy ("Policy") which provides for adequate safeguard against victimization of persons and has a provision for direct access to the Chairperson of the Audit Committee. The Company has not denied any person from having access to the Chairperson of the Audit Committee. The Whistle Blower Policy is available on the Company's website and can be accessed at <https://www.zuariindustries.in/corporate-governance>.

11. Corporate Social Responsibility

The Corporate Social Responsibility ("CSR") Policy, of the Company indicating the activities to be undertaken by the Company, can be accessed on the Company's website at <https://www.zuariindustries.in/corporate-governance>. A brief outline of the CSR policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in **Annexure "H"** of this Report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014.

12. Directors and Key Managerial Personnel

During the year under review, Mr. Rakesh Kumar Singh was appointed as Company Secretary with effect from 11 November 2023 in place of Mr. Laxman Aggarwal who ceased to be Company Secretary with effect from 10 November 2023.

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Athar Shahab retires by rotation at the forthcoming Annual General Meeting and is eligible for re-appointment. The Board of Directors in its Meeting held on 21 May 2024 re-appointed Mr. Alok Saxena as Whole-time Director for further period of 2 years commencing from 1 July 2024. The Board of Directors in its Meeting held on 10 August 2024 re-appointed Mr. Athar Shahab as Managing Director for a further period of 3 years commencing from 14 November 2024. Considering the remarkable contribution of Mrs. Jyotsna Poddar and also considering that it is crucial for the Company to have Mrs. Jyotsna Poddar on the Board, the Board of Directors in its Meeting held on 10 August 2024 recommended to the Members for their approval, the continuation of Directorship of Mrs. Jyotsna Poddar,

post attaining the age of 75 years, as required under the Regulation 17(1A) of the SEBI LODR.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16 of SEBI LODR. They have also registered themselves in the databank with the Institute of Corporate Affairs of India as an Independent Director as per Rule 6(1) of the Companies (Appointment and Qualifications of Directors) Rules, 2014. Further, the Independent Directors have confirmed that they have complied with the Code for Independent Directors prescribed in Schedule IV to the Act and also complied with the Code of Conduct for Directors and Senior Management Personnel, formulated by the Company.

The terms and conditions of appointment of the Independent Directors are in compliance with the provisions of the Act and are placed on the website of the Company at www.zuariindustries.in

Brief resumes and other details relating to the Directors who are proposed to be appointed/ reappointed, as required to be disclosed as per the provisions of the SEBI LODR/Secretarial Standard are given in the Annexure to the Notice of the 56th AGM.

13. Performance Evaluation

Annual performance evaluation of the Board, its Committees and Individual Directors pursuant to the provisions of the Act and the Corporate Governance requirements under SEBI LODR have been carried out. The performance evaluation of the Board, Chairman and Non-Independent Directors were carried out by the Independent Directors in a separate meeting.

The details of the Annual performance evaluation carried out are given in the Corporate Governance Report attached as **Annexure "B"** to this Report.

14. Board and Committees

a. Board Meetings

Five meetings of the Board of Directors were held during the year. The intervening gap between two consecutive Board Meetings was within the period prescribed under the Act and SEBI LODR. The details of the composition of the Board and the attendance of the Directors at the Board meetings are provided in the Corporate Governance Report attached as **Annexure "B"** to this Report.

b. Audit Committee

The Audit Committee comprises of Mr. Vijay Paranjape as Chairman, Mr. S.K. Roongta, Mr. Suneet Maheshwari and Mr. Athar Shahab as Members.

All the recommendations made by the Audit Committee were accepted by the Board during the year.

Six meetings of the Audit Committee were held during the year. The details of the composition, Meetings and other details of the Audit Committee are given in the enclosed Corporate Governance Report attached as **Annexure "B"** to this Report.

c. CSR Committee

The CSR Committee comprises of Mr. S.K. Roongta as Chairman, Mrs. Manju Gupta, Mr. Athar Shahab and Mr. Alok Saxena as Members. During the FY24 one Meeting of CSR Committee was held.

15. Fixed Deposits

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

The Company was having an unpaid and unclaimed deposit amount of ₹ 1,00,000/- at the end of the FY24.

16. Significant and Material Orders

There were no significant and material orders passed by the Regulators or Courts or Tribunals during the year under review impacting the going concern status and the operations of the Company in future.

The details pertaining to various demand notices from various statutory authorities are disclosed in Note No. 40 of Standalone Financial Statements under the heading "Contingent liabilities".

17. Internal Financial Controls

The Company has a well-placed, proper and adequate Internal Financial Controls ("IFC") system commensurate with its size, scale and operations. Such controls were assessed during the year under review taking into consideration the essential components of IFC stated in the Guidance Note on Audit of IFC over Financial Reporting issued by the Institute of Chartered Accountants of India and no reportable material weakness in the design or operation of any control was observed.

M/s K. Ramkumar & Co, Chartered Accountants, acted as Internal Auditors of the Company for the FY24. The Internal Auditors independently evaluate the adequacy of internal controls and check for due compliance with the Company's policies, regulatory requirements and Standard Operating Procedures. Independence of the audit and compliance is ensured by direct reporting of Internal Auditors to the Audit Committee of the Board. During the year under review, the Company continued to implement the suggestions and recommendations of Internal Auditors to improve Internal Controls.

18. Management Discussion and Analysis Report (MDA)

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of the SEBI LODR is presented in a separate section annexed as **Annexure "A"**, which forms part of this Report.

19. Corporate Governance and other Disclosures under SEBI LODR

Your Company has complied with all the mandatory requirements of Schedule V of SEBI LODR. The Report on Corporate Governance pursuant to Schedule V of SEBI LODR is enclosed as **Annexure "B"** to this Report. A Certificate on compliance of Corporate Governance by a Practicing Company Secretary is enclosed as **Annexure "C"** to this Report, Certification of Non-Disqualification of Directors is enclosed as **Annexure "E"** to this Report and the Management Discussion and Analysis is enclosed as **Annexure "A"** to this Report and Secretarial Audit Report is enclosed as **Annexure "G"** to this Report.

During the FY24, requirement of disclosure with respect to Business Responsibility and Sustainability Report under the provisions of Regulation 34(2)(f) of the SEBI LODR is not applicable to the Company.

20. Statutory Auditors

M/s V Sankar Aiyar & Co, Chartered Accountants, Delhi (Firm Registration Number: 109208W) were appointed as Statutory Auditors of the Company for a term of four (4) consecutive years i.e., from the conclusion of 53rd AGM held in the year 2021 till the conclusion of the 57th AGM of the Company to be held in the year 2025. The Auditors have confirmed that they are not disqualified from continuing as the Auditors of the Company.

The Auditors' Report does not contain any qualification, reservation or adverse remark. The notes on Financial Statements referred in Auditors' Report are self-explanatory and do not call for further comments.

21. Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors appointed M/s. Aditi Agarwal & Associates, Practicing Company Secretary, as Secretarial Auditors, to undertake the Secretarial Audit of the Company for the FY24.

The Report of the Secretarial Auditors for the FY24 is enclosed as **Annexure "G"** to this Report. The Secretarial Audit Report does not contain any qualification and comments made in the Report are self-explanatory and do not require any further explanation.

22. Cost Records and Cost Audit

The requirement of maintenance of cost records as specified by the Central Government under sub-

section (1) of Section 148 of the Act is applicable to the Company. During the FY under review, the Company has maintained the cost records as specified by the Central Government under Section 148(1) of the Act. The Cost Audit for the FY24 was conducted by Mr. Somnath Mukherjee, Cost Accountant. The Cost Audit Report does not contain qualification.

The Board of Directors in its meeting held on 10 August 2024, reappointed Mr. Somnath Mukherjee, Cost Accountant, to conduct the Cost Audit for the FY25.

23. Prevention of Sexual Harassment (POSH) at Workplace

The Company has complied with the provisions relating to the constitution of Internal Complaints Committees under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act").

Your Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the POSH Act. An Internal Complaints Committee (ICC) has been set up to redress and resolve any complaints arising under the POSH Act. Training/awareness programs were conducted during the year to create sensitivity towards ensuring a respectable workplace.

There were no sexual harassment complaint pending or received during FY24.

24. Compliance of Secretarial Standards

During FY24, the Company has complied with the applicable provisions of Secretarial Standards on meetings of the Board of Directors ("SS-1") and on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India in terms of section 118(10) of the Act.

25. Scheme of Amalgamation of Zuari Sugar & Power Limited ("ZSPL" / "Transferor Company") with Zuari Industries Limited (formerly known as Zuari Global Limited) ("ZIL" / "Transferee Company")

The Board of Directors in its meeting held on 13 February 2023, inter alia, approved the scheme of amalgamation of ZSPL with ZIL and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Act and rules framed thereunder ("Scheme"). The Scheme was approved by Hon'ble NCLT Bench Mumbai on 12 April 2024.

The Scheme became effective on 30 April 2024 and the appointed date of the Scheme was 1 April 2022. Consequent to effectiveness of the Scheme on 30 April 2024, the ZSPL was Amalgamated with the Company.

Consequent to Amalgamation of ZSPL with the Company, the authorized share capital of ₹ 30,00,00,000/- consisting of 3,00,00,000 equity

shares of ₹ 10/- each of the ZSPL stand combined with the Company and the authorized share capital of the increased from ₹ 3,35,75,00,000/- to ₹ 3,65,75,00,000/- as detailed below:

- ₹ 1,85,00,00,000/- consisting of 18,50,00,000 equity shares of ₹ 10/- each,
- ₹ 20,75,00,000/- consisting of 20,75,000 Cumulative Redeemable Preference Shares of ₹ 100/- each, and
- ₹ 1,60,00,00,000/- consisting of 16,00,00,000 Preference Shares of ₹ 10/- each.

Upon the effectiveness of the Scheme, there was no requirement of issuance of any shares of ZIL as ZSPL was wholly owned subsidiary of the Company.

26. Share Capital and Debentures

During FY24, there is no change in paid-up capital of the Company. The Company has issued and allotted secured, redeemable, non-convertible debentures aggregating ₹ 200 Cr. on Private Placement basis. During the year under review, the Company redeemed non-convertible debentures aggregating ₹ 150 Cr.

27. Consolidated Financial Statements

In pursuance of the provisions of the Act and rules framed thereunder, the SEBI LODR and the applicable accounting standards, the Company has prepared Consolidated Financial Statements.

The audited Consolidated Financial Statements along with Auditors' Report and the Statement containing salient features of the Financial Statements of subsidiaries/joint venture (Form AOC - 1) forms part of the Report and is attached as **Annexure "J"** to this Report.

In accordance with Section 136 of the Act, the Audited Financial Statements, including the Consolidated Financial Statements and related information of the Company and Audited Accounts of each of its Subsidiaries, are available on the Company's website at <https://www.zuariindustries.in/financial-information>.

28. Subsidiaries & Associates

During FY24, Zuari Envien Bioenergy Private Limited ("ZEBPL") ceased to be subsidiary of the Company and became Joint Venture Company. Further, Texmaco Rail and Engineering Limited ceased to be indirect Associate of the Company.

Consequent to effectiveness of the Scheme of Amalgamation of Zuari Sugar and Power Limited ("ZSPL") with the Zuari Industries Limited ("Company") on 30 April 2024, ZSPL amalgamated with the ZIL.

Pursuant to the provisions of Section 129(3) of the Act, a statement containing the salient features of financial

statements of the Company's subsidiaries in Form No. AOC-1 is provided in **Annexure "J"** to this Report.

The Company has formulated a Policy for determining Material Subsidiaries. The said Policy is available on the Company's website and can be accessed at <https://www.zuariindustries.in/corporate-governance>.

During FY24, the Company had subscribed 1,84,90,000 partly paid-up equity shares of face value of ₹ 10/- each at par in ZEBPL in addition to 10,000 fully paid-up equity shares held by the Company. Envien International Limited, Malta ("Envien") also subscribed 1,85,00,000 equity shares in ZEBPL comprising of 10,000 fully paid-up and 1,84,90,000 partly paid-up equity shares at premium of ₹ 27.84/- per share. Both the Company and Envien holds 50% each in ZEBPL. ZEBPL is in process of setting of its 180 KLPD ethanol project at Lakhimpur Khairi, Uttar Pradesh. The necessary approval for setting up of project have been obtained and construction activities began in February' 24 and commercial operations expected to commence by mid 2025.

An overview of the operations of major subsidiaries and associates is provided in Management Discussion and Analysis Report.

29. Directors' Responsibility Statement

To the best of their knowledge and belief and according to the information and explanation obtained by them, your Directors make the following statements in terms of provisions of Section 134(5) of the Act, and hereby confirm that:

- in the preparation of the annual accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the profit and loss of the Company for that period;
- the Directors had 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;
- the Directors had prepared the annual accounts on a going concern basis;
- the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

- f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

30. Other Disclosures

During FY24:

- (a) No proceedings are made or pending under the Insolvency and Bankruptcy Code, 2016 and there is no instance of one-time settlement with any Bank or Financial Institution.
- (b) The Company has not issued any shares to its employees.
- (c) The Company has not issued any equity shares with differential rights as to dividend, voting or otherwise.
- (d) There have been no material changes or commitments affecting the financial position of the Company, which have occurred between the end of the FY24 and the date of this Report.

- (e) There has been no change in the nature of business of the Company.

- (f) During the FY24, the auditor, secretarial auditor and cost auditor have not reported any fraud under Section 143(12) of the Act and the Companies (Audit and Auditors) Rules, 2014.

31. Acknowledgements:

Your Directors wish to place on record their appreciation for the dedication, commitment and contribution of all the stakeholders and employees of your Company.

For and on behalf of the Board

Sd/-
Saroj Kumar Poddar

Chairman

DIN:00008654

Date: 10 August 2024

Place: Kolkata

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Annexure "A" to the Board's Report

Management Discussion and Analysis Report

Global Economic Outlook 2024

Overview –

The global economy is expected to start softly and show lacklustre growth in 2024-25 amidst ongoing geopolitical tensions and shifting monetary policies across advanced economies. Recovery from COVID-19 continues, while geopolitical conflicts like the Russia-Ukraine war and recent Middle East tensions create uncertainty in financial and commodity markets, especially oil. Average oil prices are projected to fall in 2024 due to increased supply and muted growth. Recent attacks on commercial vessels in the Red Sea, a key route for 11% of global trade, can have potential inflationary impact on energy markets by disrupting shipping routes and raising transportation costs. Global tourism is recovering, with international tourism expected to surpass pre-pandemic levels by 2024, growing 2% over 2019 levels per UNWTO. Asia, especially China, shows significant growth potential through improved visa facilitation and air capacity, while strong travel demand is anticipated from the US, driven by a strengthening dollar.

Economic growth –

The global economic outlook for 2024-25 predicts growth similar to 2023, with GDP growth at 3.2% till 2025, as per the

IMF. Advanced economies' growth is expected to rise from 1.6% in 2023 to 1.7% in 2024 and 1.8% in 2025. U.S. growth is forecasted at 2.7% in 2024 and 1.9% in 2025, while the Euro region is set to recover to 0.8% in 2024 and 1.5% in 2025. Emerging markets' GDP growth is projected to remain stable at 4.2% in 2024 and 2025.

Medium-term global output and trade growth remain low, with trade growth nearly flat at 0.2% in 2023 due to subdued demand, a shift towards services, and restrictive policies. Trade growth is expected to rise to 2.3% in 2024. Commodity prices are predicted to decrease, oil by 2.5%, coal and natural gas further, and metals by over 10% in 2023, with a slight rise in 2025. Food prices are projected to decline by 1% in 2024 and 4% in 2025, though they remain vulnerable to rising energy costs and geopolitical tensions.

Forecasts suggest major central banks in advanced economies may cut policy rates in late 2024 as inflation levels fall. Fiscal policy in these economies is expected to tighten, improving structural fiscal balance-to-GDP ratios. Emerging markets are projected to maintain a neutral fiscal stance in 2024, with slight tightening in 2025.

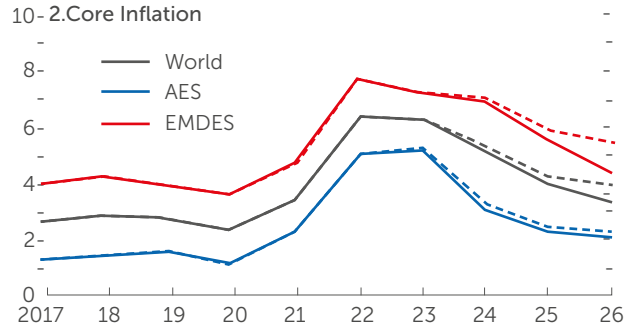
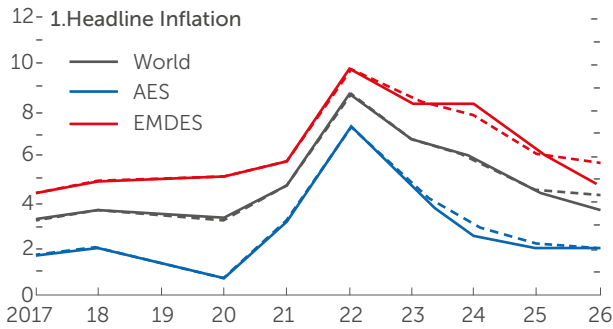
The following table outlines the GDP growth projections as per the IMF World Economic Outlook Apr'24:

	2023	Projections		Difference from January 2024 WEO Update		Difference from October 2023 WEO	
		2024	2025	2024	2025	2024	2025
World Output	3.2	3.2	3.2	0.1	0.0	0.3	0.0
Advanced Economies	1.6	1.7	1.8	0.2	0.0	0.3	0.0
United States	2.5	2.7	1.9	0.6	0.2	1.2	0.1
Euro Area	0.4	0.8	1.5	-0.1	-0.2	-0.4	-0.3
Germany	-0.3	0.2	1.3	-0.3	-0.3	-0.7	-0.7
France	0.9	0.7	1.4	-0.3	-0.3	-0.6	-0.4
Italy	0.9	0.7	0.7	0.0	-0.4	0.0	-0.3
Spain	2.5	1.9	2.1	0.4	0.0	0.2	0.0
Japan	1.9	0.9	1.0	0.0	0.2	-0.1	0.4
United Kingdom	0.1	0.5	1.5	-0.1	-0.1	-0.1	-0.5
Canada	1.1	1.2	2.3	-0.2	0.0	-0.4	-0.1
Other Advanced Economies	1.8	2.0	2.4	-0.1	-0.1	-0.2	0.1
Emerging Market and Developing Economies	4.3	4.2	4.2	0.1	0.0	0.2	0.1
Emerging and Developing Asia	5.6	5.2	4.9	0.0	0.1	0.4	0.0
China	5.2	4.6	4.1	0.0	0.0	0.4	0.0
India	7.8	6.8	6.5	0.3	0.0	0.5	0.2
Emerging and Developing Europe	3.2	3.1	2.8	0.3	0.3	0.9	0.3
Russia	3.6	3.2	1.8	0.6	0.7	2.1	0.8
Latin America and the Caribbean	2.3	2.0	2.5	0.1	0.0	-0.3	0.1
Brazil	2.9	2.2	2.1	0.5	0.2	0.7	0.2
Mexico	3.2	2.4	1.4	-0.3	-0.1	0.3	-0.1
Middle East and Central Asia	2.0	2.8	4.2	-0.1	0.0	-0.6	0.3
Saudi Arabia	-0.8	2.6	6.0	-0.1	0.5	-1.4	1.8
Sub-Saharan Africa	3.4	3.8	4.0	0.0	-0.1	-0.2	-0.1
Nigeria	2.9	3.3	3.0	0.3	-0.1	0.2	-0.1
South Africa	0.6	0.9	1.2	-0.1	-0.1	-0.9	-0.4

Source: IMF Staff estimates

Inflationary Trends –

Global headline inflation is projected to fall from 6.8% in 2023 to 5.9% in 2024 and 4.5% in 2025. Advanced economies are expected to see a faster decline, reaching pre-pandemic levels of around 2% inflation by 2024, while emerging markets will hit pre-pandemic levels of 5% by 2025. Core inflation is set to fall by 1.2 percentage points in 2024, following a smaller 0.2-point drop in 2023, with advanced economies leading the decline. The drivers of declining core inflation differ by country but include effects of still-tight monetary policies, a related easing in labour markets and unemployment rates, and fading pass-through effects from earlier declines in relative prices. Most economies should be within a quarter of a percentage point of their target inflation levels by mid-2025.



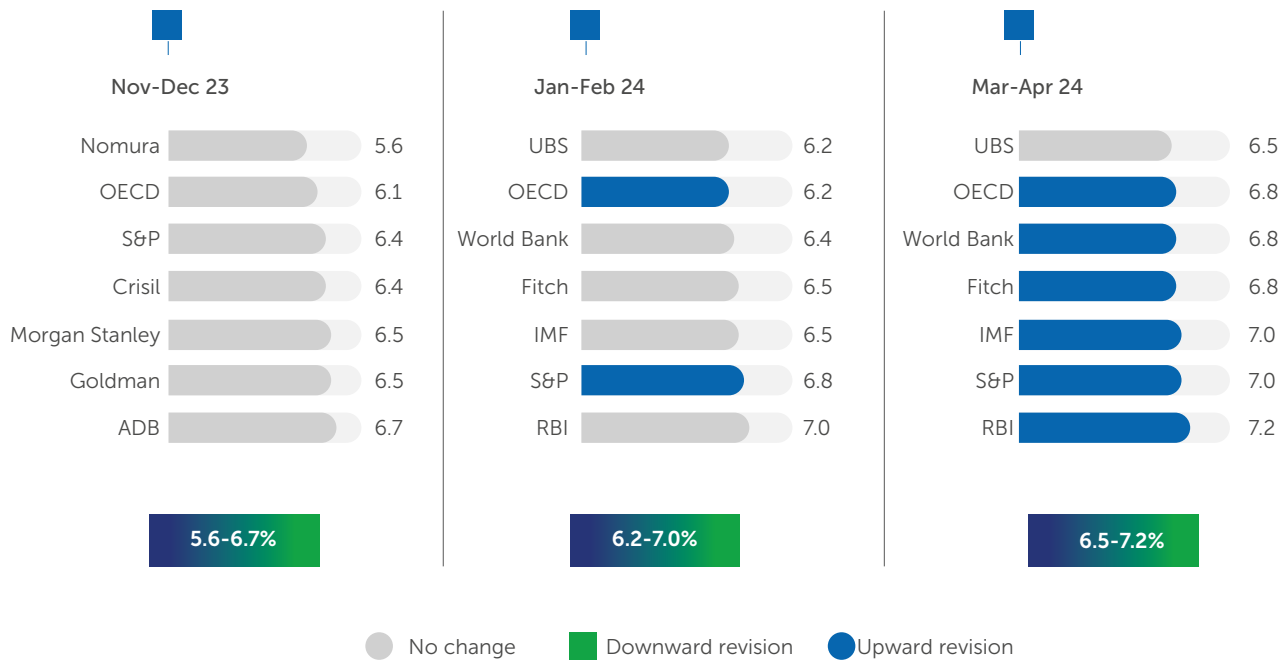
Source: IMF WEO Apr 2024; Data in percent; Solid = Apr 2024 WEO, dashes = Oct 2023 WEO

India Economic Outlook 2024

GDP growth – India’s GDP for FY24 is estimated to have grown by 7.6% according to the National Statistics Office of India (NSO), driven by significant governmental investments in infrastructure and a strong rebound in the services sector. The IMF forecasts India’s growth rate to slow slightly to 6.8% in 2024 and 6.5% in 2025, driven by strong domestic demand and a growing working-age population. The Asian Development Bank projects robust growth for FY2024 and FY2025, fuelled by rising public and private investment and increasing consumer demand.

The following chart shows India’s GDP growth forecast for FY25, as provided by various rating agencies:

India GDP growth forecast for FY25 (YoY,%)



Data as of 20th April'24; Estimates likely to be revised further

Source: BCG India Economic Monitor

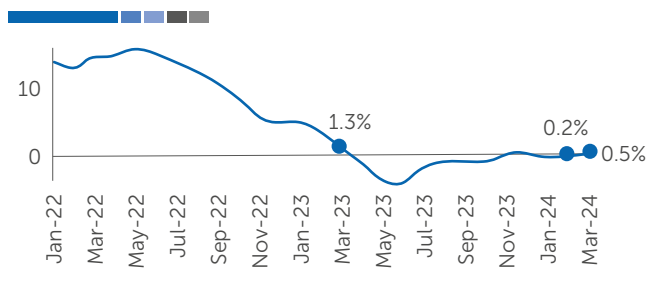
India's economic outlook is influenced by financial market stability. Global shocks, such as rising crude oil prices, or adverse weather impacting agriculture could negatively affect the outlook. However, increased FDI in manufacturing and rising private sector investments are expected to boost production and growth. The unemployment rate, as per CMIE, rose to 8.1% in April 2024, reflecting the scarcity of remunerative non-farm jobs for the educated labour force. Investment prospects are positive, with a 11.1% to Rs 11,11,111 crore (3.4% of GDP) as mentioned in the Union Budget. Overall, an increase in capital expenditure for FY25 and strong private sector investment, particularly in real estate, suggest a favourable growth outlook.

Inflation and monetary policy –

Consumer Price Inflation (CPI) in India is expected to ease from 5.4% in 2023-24 to 4.5% in 2024-25 and 4% in 2025-26, according to the Reserve Bank of India (RBI) Monetary Policy Report Apr 2024. Core inflation in India softened to a four-year low at 3.8% in December 2023, due to the lagged effect of a tighter monetary policy. RBI projects it to fall to 3.4 per cent in Q4FY24 and Q1FY25, increasing progressively to 3.7 per cent in Q2, 4.1 per cent in Q3, and 4.3 per cent in Q4.

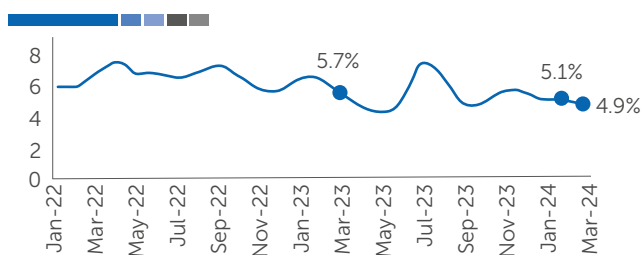
Wholesale Price Index (WPI)¹

WPI rose to a 3-month high in Mar 24, mainly driven by primary articles



Consumer Price Index (CPI)²

CPI inflation eased to nine-month low in Mar 24, due to a sustained deflationary trend in fuel prices

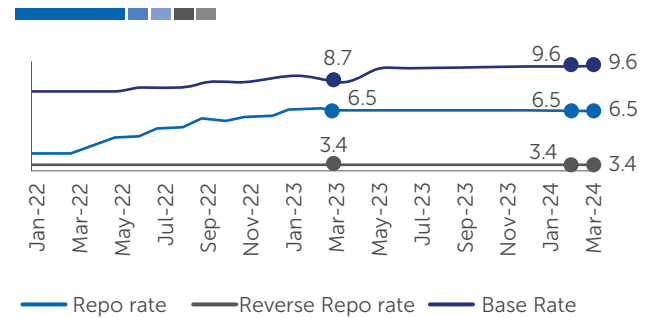


Source: BCG India Economic Monitor

Due to the reduction in inflation moving towards the central bank target of 4%, the monetary policy is expected to be less restrictive, and thereby facilitate credit expansion. The RBI has maintained a monetary policy stance as "withdrawal of accommodation". The current repo rate as set by the RBI is 6.5%. Rate cuts are expected in the second half of 2024, in line with the US FOMC rate cuts. The growth in credit in 2023, is projected to continue in 2024 and 2025, primarily steered by loans directed towards services, housing, and the industrial sector.

RBI's policy rates (%)

Repo rate remained constant in Mar'24, maintaining its level since Jan 23

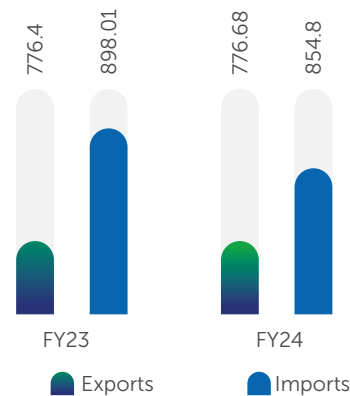


Source: BCG India Economic Monitor

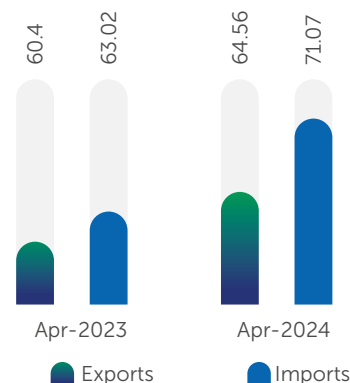
Trade dynamics –

India's trade for 2024-25 started strong, with April exports at \$64.56 billion (6.88% growth) and imports at \$71.07 billion (12.78% growth), driven by rising domestic demand. The trade deficit improved to \$78.12 billion in FY24 from \$121.62 billion in FY23. Total trade, including merchandise and services, in terms of exports was \$776.68 billion for 2023-24. Merchandise trade deficit rose to \$19 billion in April 2024, with gold imports doubling to \$3.11 billion due to surging global demand for gold amid growing geopolitical tensions, while oil imports dipped to \$16.46 billion.

Overall Trade Comparison (USD billion)

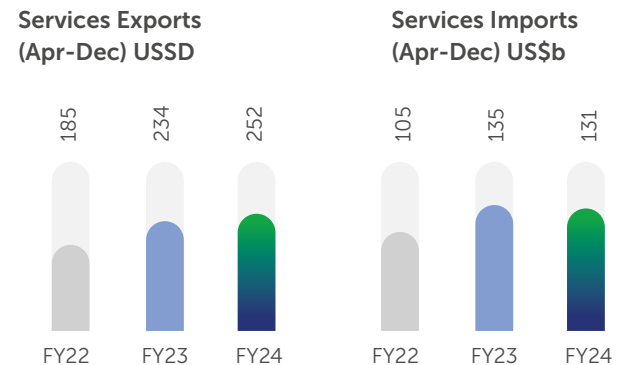
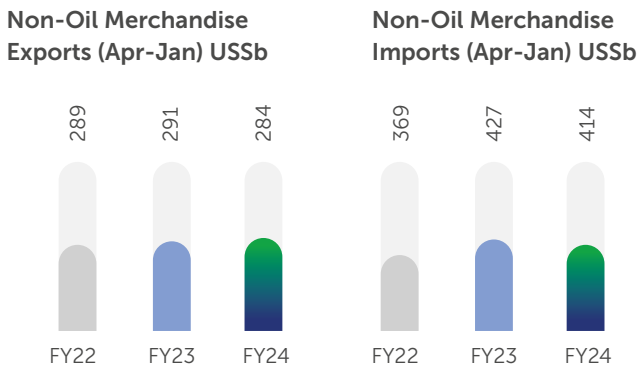
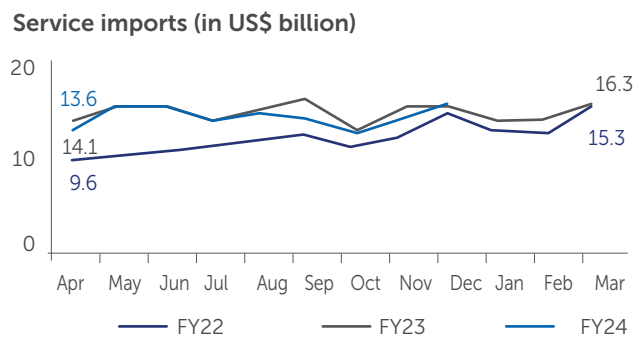
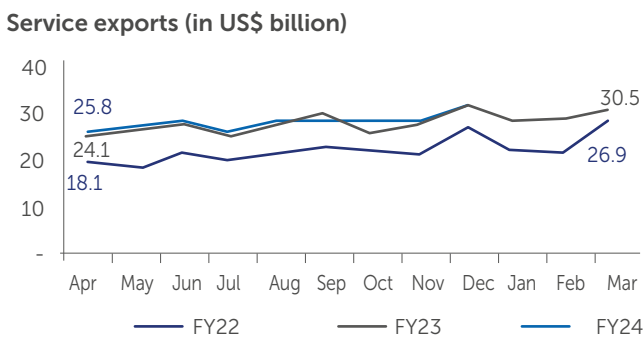
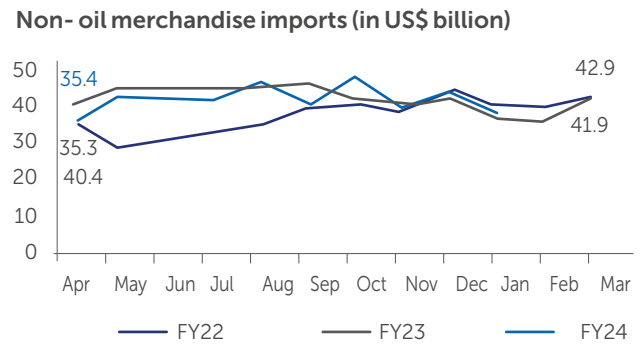
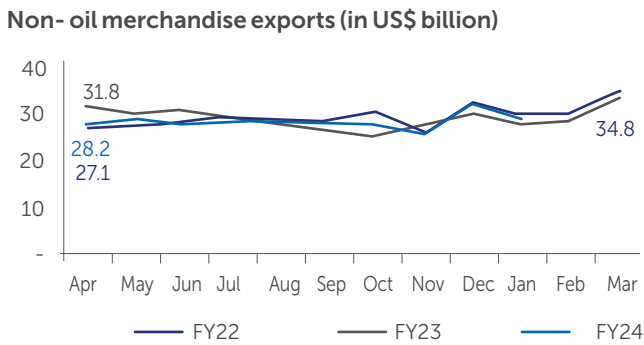
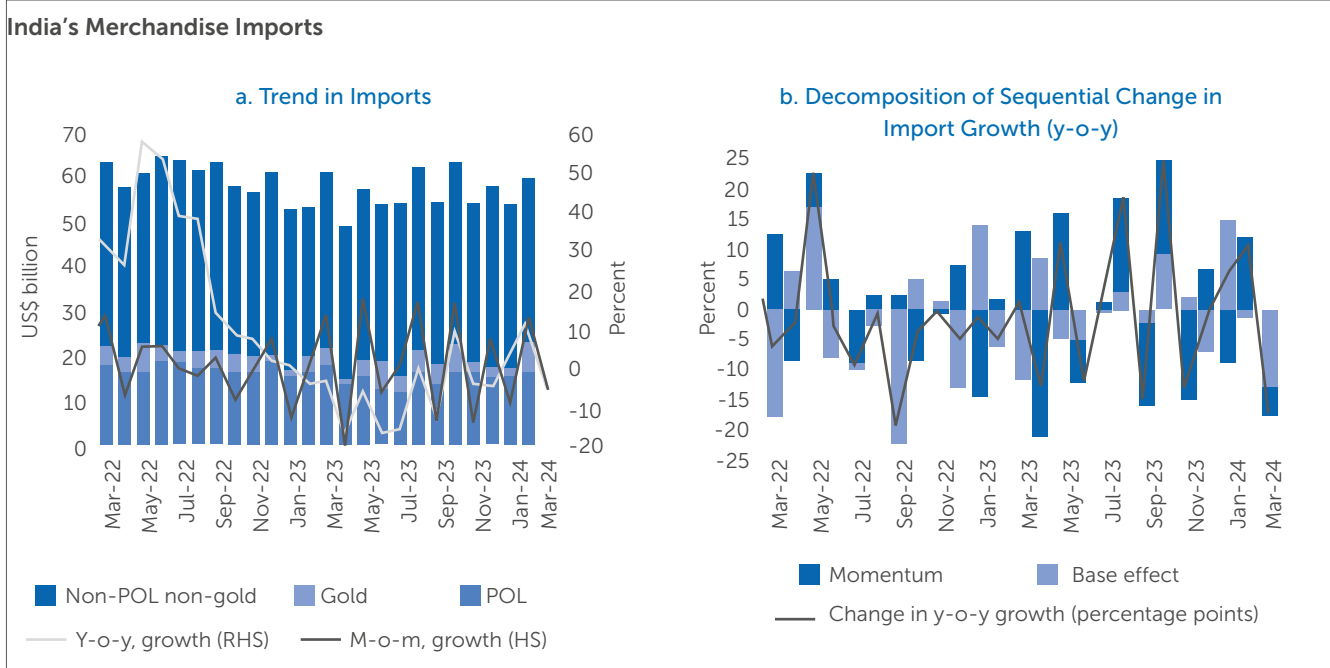


Trade Comparison (YOY change USD bn)



Source: Ministry of Commerce and Industry

India is looking to diversify its export portfolio beyond traditional sectors such as agricultural and mineral resources, by focusing on expanding into electronics, pharmaceuticals, engineering products, and food items.



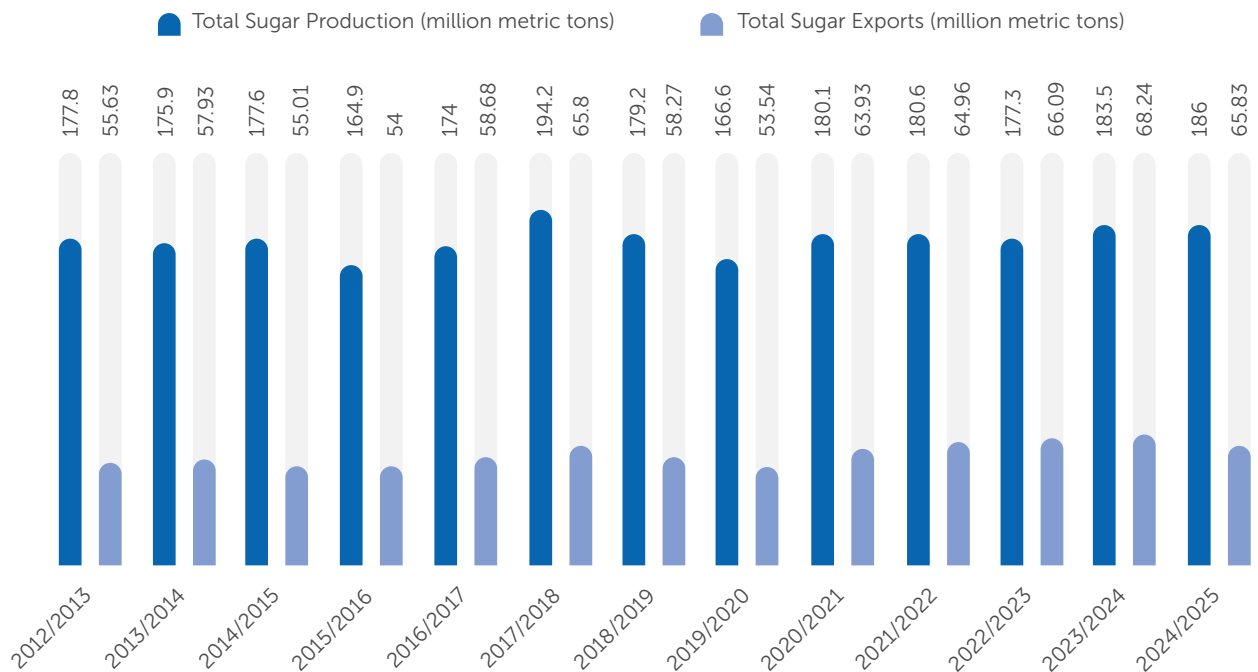
Source: RBI Monthly Bulletin and Data Releases

Looking at India's trading partners, the top five countries are China, US, UAE, Russia and Saudi Arabia. China has surpassed the US in terms of trade with India, with its commercial activities increasing to \$118.4 billion compared to US's \$118.3 billion. Key drivers of China's increasing share in trade include iron ore, cotton yarn/fabrics, handloom products, spices, high-tech gear, smartphone parts, laptop and PCs, as well as industrial inputs such as plastic, iron and steel, and chemicals.

Sugar Industry Outlook

Global

The USDA projects global sugar production to rise by 8.2 million tons to 183.5 million tons in 2023-24, driven by higher outputs from Brazil and India, despite declines in Thailand and Pakistan. Consumption is set to reach a record high, led by India and Pakistan, while exports are expected to increase from Brazil and Thailand. U.S. sugar production will remain steady at 8.4 million tons, with imports falling by 10% to 2.8 million tons due to quota adjustments. Brazil's production is forecasted to rise by 3 million tons to nearly 41 million, driven by favourable weather and an expanded cultivation area. The sugar-to-ethanol production ratio is expected to shift slightly in favour of sugar compared to the previous season, with sugar rising from 48% to 49%. China's output is expected to increase by 1 million tons to 10 million, while Thailand's production will drop by 1.7 million tons to 9.4 million. Pakistan's production will fall to 6.3 million tons, and Mexico's will rise by 2% to 5.7 million. Production will also increase in Turkey to 3.1 million tons and South Africa to 2.2 million, while the Philippines' production remains unchanged at 1.8 million tons.



Source: USDA

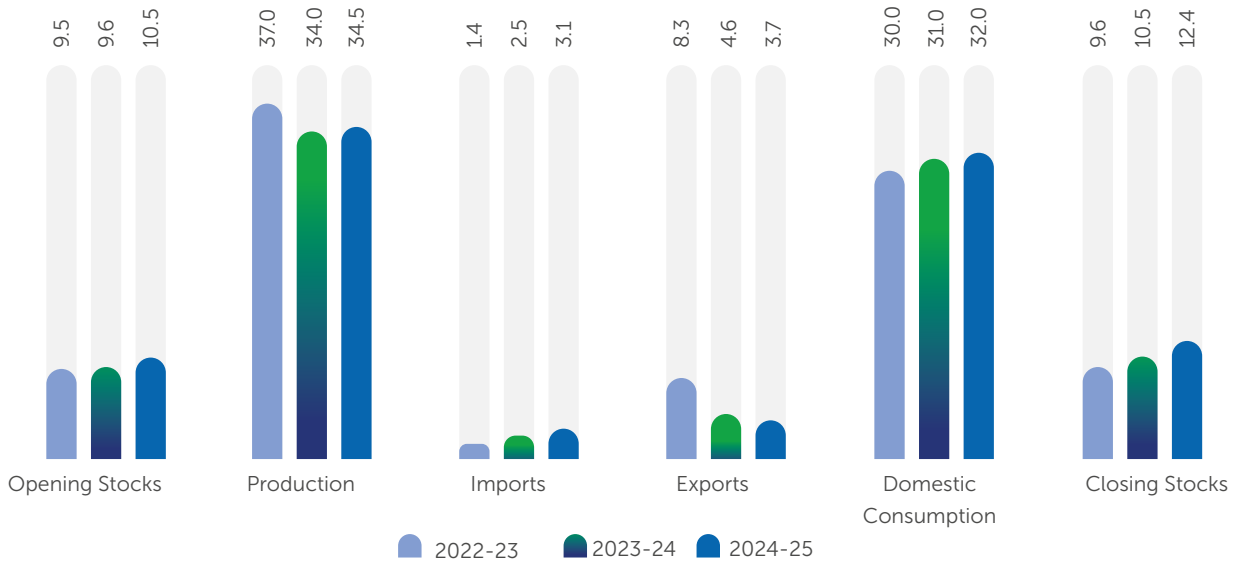
India

According to ISMA, As of 30 April 2024, 3129.75 lakh metric tonnes (LMT) of sugarcane have been crushed and 315.90 LMT of sugar has been produced. Sugarcane crushing in the 2023-24 season has been slightly lower than in 2022-23, however, the average sugar recovery in the current season is 10.09 percent, which is higher compared to 9.84 percent in the previous season. For ESY 2023-24, the government has allowed diversion of 1.7 million tonnes of sugar for production of ethanol. (Source)

Indian production of white sugar for 2024-25 has been forecasted to reach 34.5 million tonnes, a slight increase of 1.5% from the 2023-24 season. Domestic consumption is also showing an uptrend to reach 32 million tonnes for 2024-25, this is 3% higher than the 2023-24 estimate of 31 million tonnes.

India's sugar exports dropped to 4.6 million tons in 2023-24 from 10 million tons in 2022-23, with expectations of 3.7 million tons for 2024-25. This decline is due to an export cap of 6 million tons set by the government. Closing stocks are projected to be 10.5 million tons in 2023-24 and 12.4 million tons in 2024-25.

India Sugar Balance Sheet (million tonnes)



Maharashtra leads the sugar production in India, with the production of 10.9 million tonnes in 2023-24. This is an increase of approximately 5% from the previous year and can be attributable to favourable weather conditions. (Source) UP follows Maharashtra in terms of sugar production with 10.1 million tonnes produced in 2023-24 with a sugar recovery rate of 9.6%, up from 9.67 million tonnes in 2022-23. (Source) Sugar output in Karnataka has decreased slightly to 5.06 million tonnes in 2023-24 from 5.46 million tonnes in 2022-23. This was largely to the draught that affected the state. (Source)

For the sugar seasons 2022-23 and 2023-24, India's sugar production dynamics shifted notably. Uttar Pradesh and Maharashtra showed resilience, with Maharashtra increasing its operational factories from zero to 15 and raising production to 10.92 million tons from 10.59 million tons. In contrast, Karnataka and Gujarat saw their factories cease operations, leading to lower production, while Tamil Nadu also experienced declines in both factory numbers and production. All-India sugar production slightly fell from 31.24 million tons in 2022-23 to 31.09 million tons in 2023-24, highlighting the fluctuating nature of the sugar industry, influenced by regional operational capacities and other underlying factors.

S. No.	STATE	as on 15 th April 2024			as on 15 th April 2023		
		Closed Factories	Operating Factories	Sugar Production (Lac Tons)	Closed Factories	Operating Factories	Sugar Production (Lac Tons)
1	U.P.	79	42	101.45	40	77	96.7
2	Maharashtra	192	15	109.2	211	0	105.9
3	Karnataka	76	0	50.6	73	2	54.95
4	Gujarat	17	0	9.19	15	1	9.98
5	Tamil Nadu	13	16	8.6	1	28	10.1
6	Others	71	11	31.89	61	24	34.75
ALL INDIA		448	84	310.93	401	132	312.38

Source: ISMA

Consumption

Sugar consumption is forecasted to rise to 32 million tons, 3% higher than the current marketing year's estimate of 31 million tons, driven by increased use of sugar in the hotel and restaurant industries and higher demand for catering services in India. Rising disposable incomes and greater interest in sugary snacks also contribute to this increase. Urban consumers are also becoming more interested in the health benefits of nutritional sugars like gur and Khandsari. Extreme heat waves in India in 2024 are expected to boost consumption of cold drinks and ice creams, thereby increasing demand for sugar. While consumption during April-June may hit 7.5 million tons, a 5% increase from last year, this spike is expected to be temporary, with growth returning to normal levels next year.

Trade

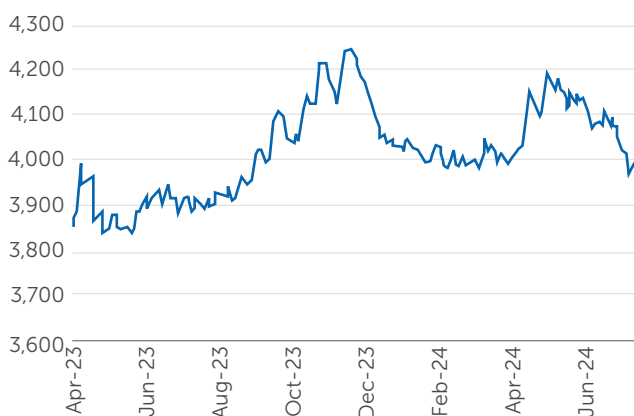
For the 2023-24 season, sugar export estimates have been revised to 4.6 million tons, including 1.6 million tons of raw sugar and 3 million tons of refined white sugar. From October 2023 to January 2024, India imported over 90% of raw sugar from Brazil for refining and re-export, primarily to Africa and the UAE. However, exports to these regions have declined compared to last year. For 2024-25, exports are expected to drop to 3.7 million tons, with 700,000 tons of raw sugar and 3 million tons of refined sugar. The Indian government has banned raw sugar exports indefinitely, to be reviewed based on current sugar yields, and this cap may continue to support domestic consumption and ethanol production targets.

Sugar Prices

In FY24, India's sugar prices have fluctuated significantly due to domestic and global factors. Early in the fiscal year, prices surged by 4-5% due to high summer temperatures and supply concerns from the Ukraine conflict. The NFCSF has proposed raising the minimum selling price to ₹42 per kilogram to cover rising production costs. However, early monsoon rains have temporarily lowered prices, as better weather may boost crop yields. Despite this, tight supply due to export restrictions suggests a general upward trend in sugar prices for the year, influenced by regulatory measures and global disruptions.

These dynamics suggest that while short-term fluctuations are likely, the long-term trajectory for sugar prices in FY24 will be upward, influenced by regulatory measures, global supply chain disruptions, and domestic agricultural conditions. This trend necessitates careful monitoring and strategic planning to mitigate potential impacts on cost structures and profitability in the industry.

Sugar Spot Prices (M30)



Source: ChiniMandi

Sugar Market Developments

Ban of Sugar Exports: India's sugar policy for 2024 was primarily aimed at maintaining domestic sugar stocks to prevent inflation during the election year. To achieve this, the government restricted sugar exports and decreased the sugar allocation for ethanol production. According to the USDA Foreign Agricultural Service, India's sugar exports for 2024/2025 are projected to be 3.7 million metric tons (MMT). (Source: USDA report)

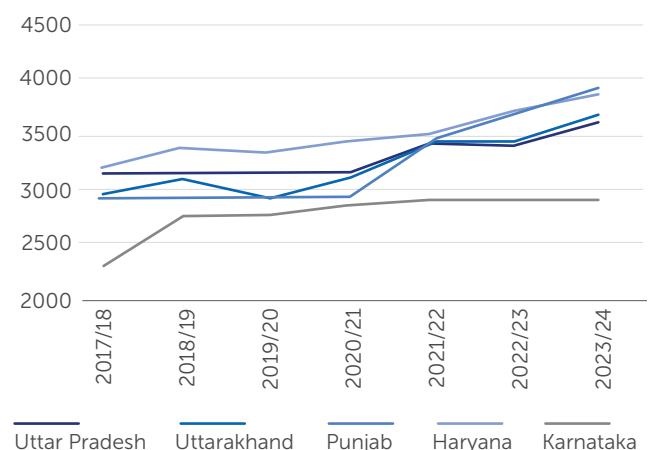
Ban of Ethanol Production from Syrup & B Molasses: In December 2023, the government imposed a ban on use of B-molasses and sugarcane juice to produce ethanol in India. However, the government has reversed its decision and re-allowed sugar mills to use 6.7 lakh tonnes of B-heavy molasses produced as feedstock for ethanol production from the current year onwards. The move was announced amid industry's request to the food ministry to allow B-heavy molasses for ethanol production for improvement of finances of sugar mills. (Source)

According to the Indian government there will be diversion of only 1.7 MMT of sugar for ethanol to adjust market realities. Oil marketing companies (OMCs) procured approximately 3.6 billion liters of ethanol from sugar for the Ethanol Supply Year (ESY)23 2022/23. During the ESY2022/2023, OMCs saved around 5.09 billion litres (509 crore litres) of gasoline due to ethanol blending, which also facilitated the payment of approximately \$2.32 billion (INR 19,300 crore) to farmers and a net reduction of 10.8 MMT in carbon dioxide. (Source: USDA report)

Increase in Sugarcane FRP & SAP: In February 2024, prior to the elections, the Cabinet Committee on Economic Affairs approved a record 7.4% increase, equating to a 25-rupee raise, in the fair and remunerative price of sugarcane to 340 rupees per 100 kg for the 2024-25 sugar season (Oct-Sep), with a basic recovery rate of 10.25%.

Previously, fair prices were raised to 290 rupees per 100 kg in 2021-22 from 255 rupees, then to 305 rupees in 2022-23. Last year, it was increased by 10 rupees to 315 rupees per 100 kg. The minimum selling price for sugar has been kept the same and has not been revised since 2019. (Source)

State Advised Price for Sugarcane, by State (per metric tonne)



Source: USDA Report

In January 2024, the Uttar Pradesh (UP) government raised the state advised price (SAP) of all sugarcane varieties by Rs 20 per quintal for the 2023-24 sugar season to Rs 370 per quintal. However, this was below expectations of farmers, who wanted the price to be raised above Rs 400 per quintal.

The Way Forward for Sugar Industry:

India's sugar industry needs to balance domestic consumption, export opportunities, and ethanol production. Continuing support for ethanol production from B-molasses and sugarcane juice is crucial for improving the financial health of sugar mills. The recent increases in the fair and remunerative price (FRP) of sugarcane and the state advised price (SAP) in Uttar Pradesh are positive steps, but further adjustments may be needed to meet farmers' expectations and ensure sustainable growth. Strategic planning and careful monitoring of market dynamics, including regulatory measures and global supply chain disruptions, are essential to mitigate potential impacts on cost structures and profitability in the industry.

Ethanol Industry and Ethanol Blending Program

Global Outlook

Global ethanol production increased over time but fell in 2020 due to the COVID-19 pandemic. While subsequently increasing, production has just reached the pre-pandemic levels. The U.S., the largest ethanol producer, generated over 15 billion gallons annually from 2021 to 2023, using primarily corn. Together with Brazil, which uses sugarcane, they produce 81% of the world's ethanol.

Region	2019	2020	2021	2022	2023	% of World Production
United States	15,778	13,941	15,016	15,361	15,620	53%
Brazil	8,860	8,100	7,320	7,400	8,260	28%
European Union	1,380	1,330	1,410	1,460	1,440	5%
India	500	520	870	1,230	1,430	5%
China	1,020	940	900	920	950	3%
Canada	497	429	434	447	460	2%
Thailand	430	390	350	370	370	1%
Argentina	290	210	270	310	300	1%
Rest of World	645	620	680	722	760	3%
Total	29,400	26,480	27,250	28,220	29,590	

Source: RFA analysis of public and private data sources

The global ethanol market, valued at \$87.71 billion in 2022, is projected to grow to \$135.07 billion by 2030, with a CAGR of 5.6%. North America held a 47.19% market share in 2022. Ethanol demand increased by 3% from 2021-22, with India contributing one-third of the growth backed by government support. Brazil and the U.S. remain key players, with Brazil's large flex-fuel vehicles allowing consumers to benefit from lower ethanol prices, which were about 30% cheaper than gasoline last year, since they offer customers the flexibility to switch between ethanol and gasoline.

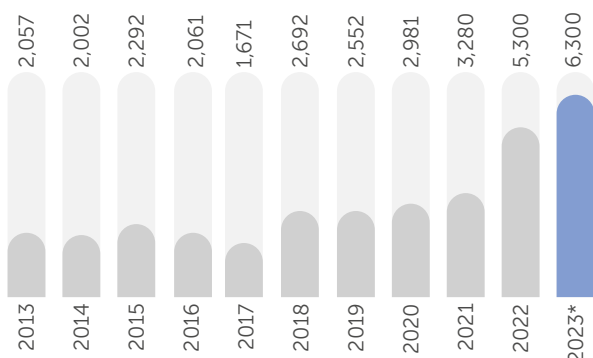
Indian Scenario

Looking at the Indian scenario, the Government of India has implemented the Ethanol Blended Petrol (EBP) Programme, which mandates the blending of ethanol with petrol. This programme serves multiple objectives, including:

1. Reducing India's reliance on imported fossil fuels
2. Generating savings in foreign exchange reserves
3. Providing a boost to the domestic agricultural sector
4. Achieving associated environmental benefits

The EBP initially mandated 5% ethanol blending (E5) with petrol, which was later increased to 10% (E10). This target was met 5 months ahead of schedule for ESY 2021-22. The government aims for 20% ethanol blending (E20) by ESY 2025-26, supported by a near doubling of ethanol distillation capacity and a 50% increase in distilleries over the past 6 years.

Production in million liters



For ESY 2025-26, India requires about 1,016 crore litres of ethanol for 20% blending, which could save ~\$4 billion annually. The government offers tax relief on E10 and E20 blends, making them more cost-competitive. Additionally, GST on ethanol has been reduced from 18% to 5%.

The prices of ethanol for ESY 2023-24 have been fixed as follows:

Raw material	Price (per litre)
C Heavy Molasses	₹56.28
Maize	₹71.86
Damaged foodgrains	₹64

Due to effective Government policies, the supply of ethanol to OMCs has increased by more than 13 times in ESY 2022-23 from ESY 2013-14. The Indian government's EBP program saved ~\$289 million (INR 2.3 billion) in foreign exchange during ESY 2021-2022. For ESY 2022-23, ethanol blending saved 509 crore litres of petrol, leading to over INR 24,300 crore in foreign exchange savings and INR 19,300 crore in payments to farmers. The program reduced oil import costs, improved energy security, and cut greenhouse gas emissions by over 2.7 million metric tons.

The Way Forward for Ethanol Industry:

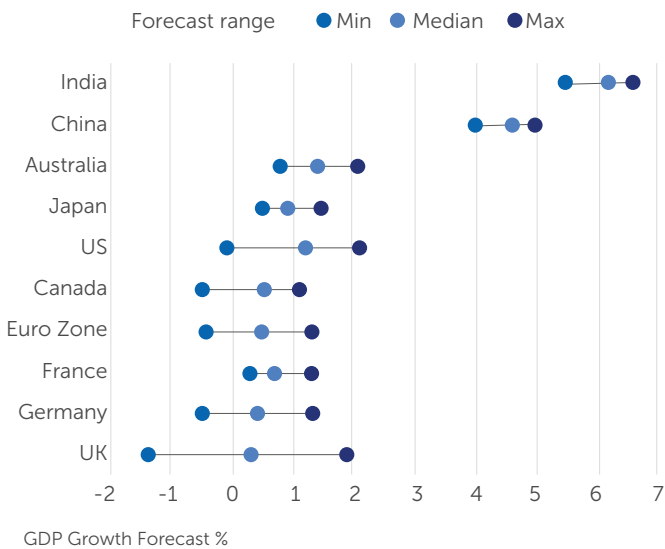
To sustain the growth of the global ethanol industry, enhancing production efficiency through investment in advanced technologies is essential. For India, achieving the ambitious E20 blending target by ESY 2025-26 requires accelerated infrastructure development. This includes increasing distillation capacity and upgrading petrol stations to handle higher ethanol blends. By focusing on these strategies, the ethanol industry globally and in India can achieve sustainable growth, reduce dependence on fossil fuels, and contribute to significant economic and environmental benefits.

Real Estate

Global Outlook

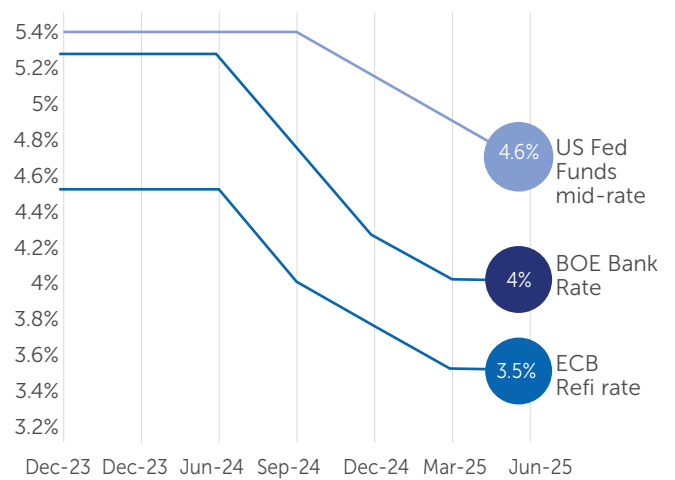
As we approach 2024, the global economic landscape shows resilience amid significant challenges, with the year expected to present an uneven scenario for many real estate markets and decision-makers. While risks remain high, predictability is expected to improve. Central banks made notable progress in curbing inflation towards the end of 2023, suggesting interest rates may have peaked. However, rates are likely to stay high into 2024.

GDP Growth Forecast



Real estate markets are expected to show significant sectoral and geographic variations as they enter the next growth cycle. With the end of non-synchronous adjustments from the previous cycle, inflation is decreasing, providing more predictability to prices and stabilizing construction costs. Interest rates, having peaked after aggressive tightening in 2022 and 2023, are expected to remain stable until mid-to-late 2024. While challenges like geopolitical instability and election uncertainties persist, recovery prospects, especially in the Asia-Pacific region, are promising. Decision-makers should focus on sectoral dynamics and regional variations to seize emerging opportunities.

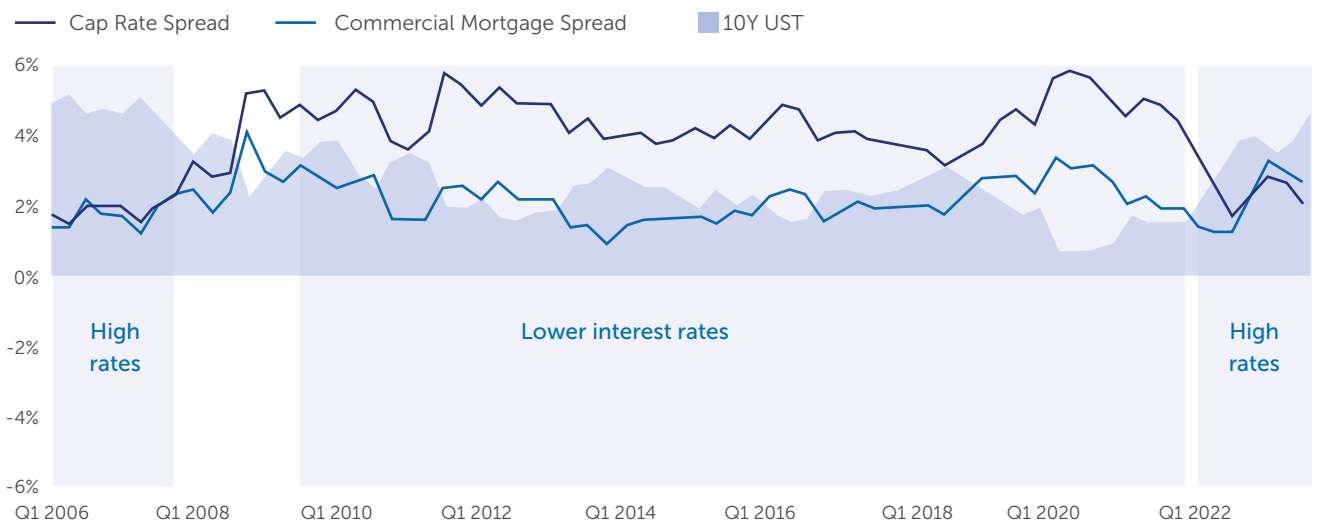
Policy Rate Forecasts



Source: Consensus Economics, December 2023

Despite recent concerns over the denominator effect and pressures favoring fixed-income strategies, the long-term appeal of commercial real estate (CRE) remains strong, with early signs indicating that the denominator effect is diminishing. CRE provides better inflation protection, lower volatility, lower correlation with other asset classes, stable income, and diversification benefits. Consequently, strategic allocations to real estate are expected to remain stable and, for many investors, increase over time.

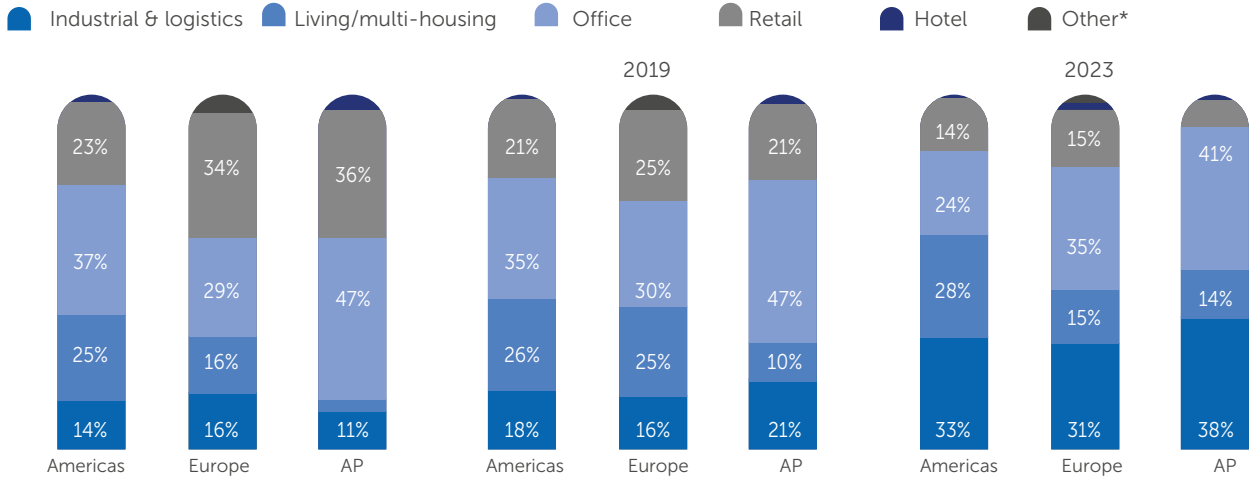
Absolute yield comparison: debt vs equity



Source: JLL Research, Bloomberg Finance, LLP, Green Street, Source: Note: M-RevPAF pertains to Green Street's Market Revenue per Available Foot and is used as an indication of cash flows/underwriting risk

Portfolio strategies in real estate had already been evolving before the pandemic, and now the market is experiencing a significant reallocation of capital. Diversification will take various forms worldwide, with even currently less favored sectors maintaining a role in global, diversified portfolios. The living sector now attracts the most capital globally, followed by logistics. Although sectors like offices have seen recent net outflows, they are expected to recover with a focus on high-quality assets. New strategies will face deployment challenges due to barriers to entry, competition, and crowding-in strategies, underscoring the need for investor agility and real-time market connectivity.

Core fund allocations by sector



Source: JLL Research, ODCE Fund index data as of October 2023; *other pertains to Europe special purpose facilities

The growth of commercial real estate (CRE) will extend beyond major sectors, driven by technological advances, societal changes, and dynamic industries like life sciences and data centres. As cities and companies adopt cleaner energy, demand will rise for infrastructure, manufacturing, and distribution facilities. Advanced manufacturing will also boost the need for research, production, and logistics assets. Investors should reassess holdings and explore opportunities for income and capital growth across diverse real estate assets, geographies, and strategies.

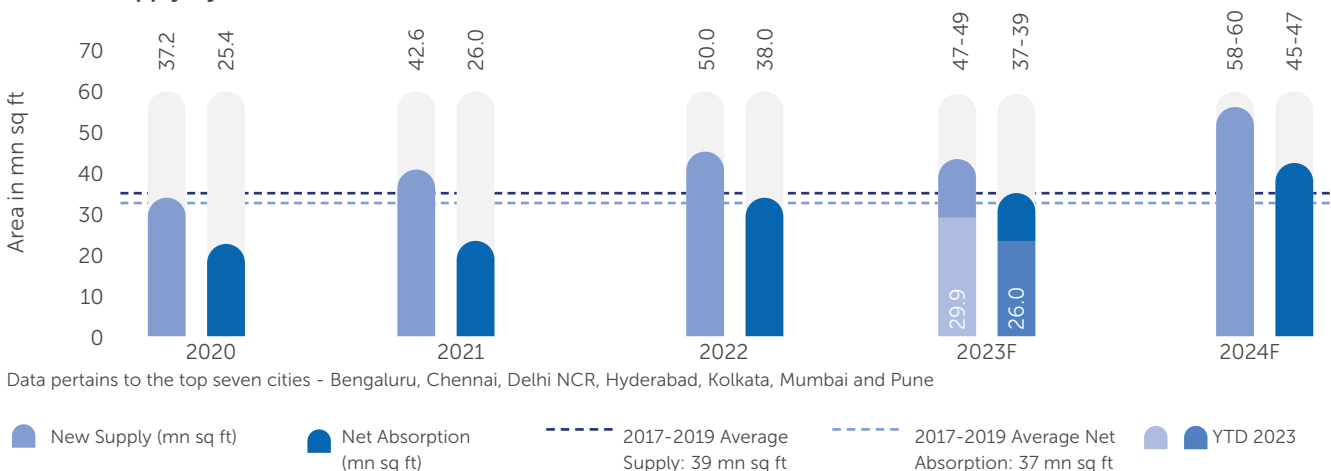
Indian Real Estate Outlook

Key Highlights for 2023

The year 2023 highlights India's resilience, with strong performance across industries despite global recession and high inflation. The Reserve Bank of India maintained stable repo rates due to softening inflation and solid macroeconomic fundamentals, supporting GDP growth that surpassed global peers and positively impacted property markets.

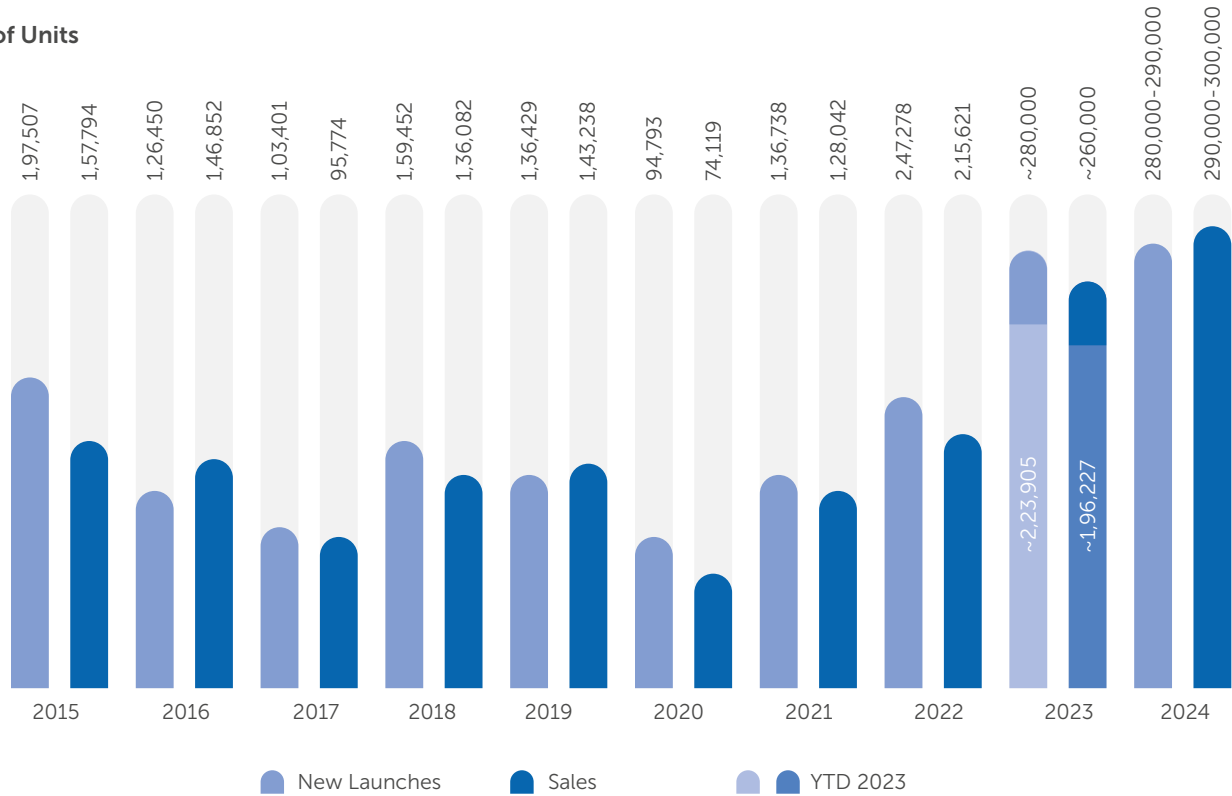
The Indian real estate sector also thrived, with robust demand, supply, and investment activities. The market is projected to reach US\$ 5.80 trillion by 2047, contributing 15.50% to GDP, and hit US\$ 1 trillion by 2030. In 2023, the sector showed resilience and growth, especially in commercial real estate. The office segment expanded due to India's tech boom and cost advantages, with Global Capability Centers (GCCs) driving demand. Office leasing in top cities is expected to surpass pre-pandemic levels, with strong interest in flexible and managed workspaces due to hybrid work policies and return-to-office trends.

Demand Supply Dynamics



In 2023, the residential real estate sector saw record growth with home sales peaking due to strong consumer confidence and favourable economic conditions. Despite rising interest rates and property prices, demand remained robust. Developers increased supply by acquiring new land in strategic areas and focusing on premium and luxury housing, a trend expected to continue.

No. of Units

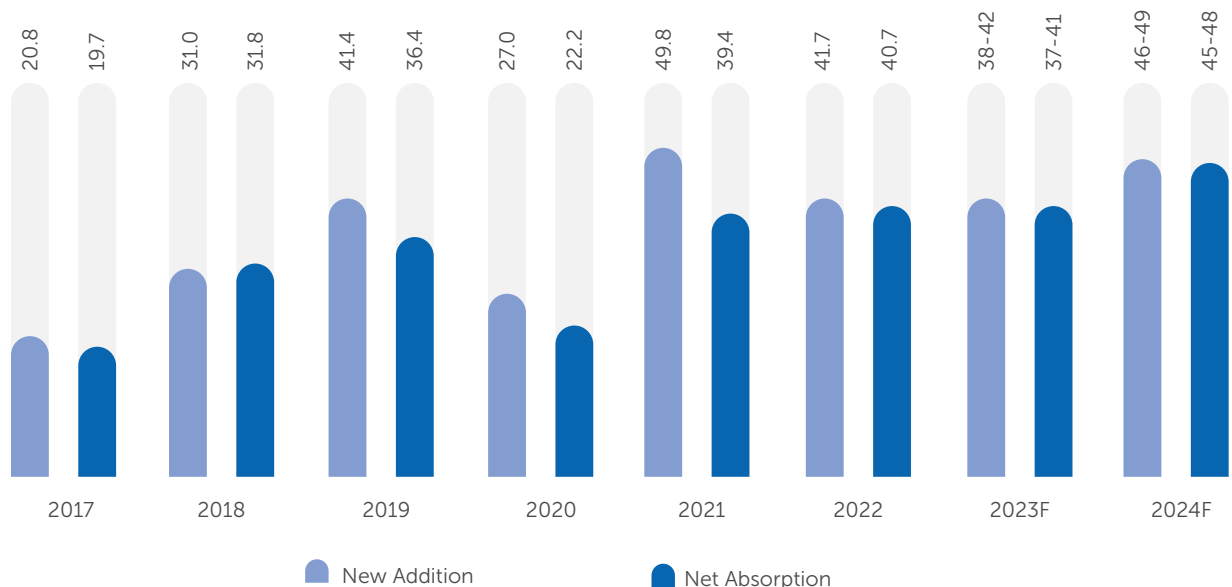


Residential Sales and Launches

The retail sector saw strong growth in 2023, with notable new mall completions and a decade-high net absorption. The launch of India's first retail REIT indicated growing maturity in the sector, with developers focusing on upgrading retail assets and enhancing tenant mixes. The hospitality sector also rebounded, with rising demand for hotel rooms and increased investment in premium accommodations.

The industrial and warehousing sector continued its growth trajectory, with net absorption expected to match 2022 levels. Demand for Grade A, compliant warehousing remained strong, driven by third-party logistics (3PL) players and sectors such as retail, FMCG, and manufacturing. The data center industry also showed significant promise, driven by the advent of generative AI and the rollout of 5G technology. Government policy initiatives, such as the Data Protection Act, further bolstered this growth.

New Addition and Net Absorption in the Warehousing Market of Top 8 Cities of India



In 2023, the Indian government supported the real estate sector with policies like the 'Housing for All' scheme and reforms such as RERA and changes to FDI norms, boosting transparency and attracting foreign investments. Private equity investments reached \$4.20 billion, highlighting increased foreign interest. The sector showed strong performance across all asset classes, setting the stage for ongoing growth and innovation.

In 2023, ESG considerations were crucial for real estate stakeholders. Corporate actions focused on reducing energy consumption, adopting green building practices, and achieving net-zero targets across various asset classes, including office, retail, warehousing, and data centers. The demand for low-energy homes influenced new developments and retrofitting efforts, emphasizing sustainability and the end-user experience in real estate planning and development. This underscores the sector's commitment to creating a sustainable and resilient built environment.

Way Ahead for 2024

In 2024, India's real estate sector is expected to continue its strong performance from 2023. The office market should sustain its growth, driven by demand from Global Capability Centers (GCCs), tech firms, and flexible workspaces, with net absorption reaching 45-47 million square feet. The residential market will remain vibrant, with sales projected to rise by 10-15% to about 300,000 units, supported by new projects and strategic land acquisitions.

The retail sector will focus on asset upgrades and experiential elements, while the warehousing sector anticipates a net absorption of 45-48 million square feet and a total stock of 415 million square feet, driven by demand for high-quality spaces. Next, the demand for high-computing and storage servers will drive significant growth, with India's generative AI market expected to grow at a CAGR of 28% from 2023 to 2030. The rollout of 5G and compliance with data protection laws will further boost demand for data centers, propelling the sector to new heights.

Sustainability and ESG considerations will continue to shape the real estate landscape in 2024. Developers and institutional landlords will focus on achieving higher sustainability certifications and implementing green leases with active data sharing.

Overall, India's real estate sector is well-positioned for expansion, with opportunities in quality assets, technological integration, and sustainability. Investors should reassess their portfolios, focusing on quality assets, technological integration, and sustainability to capitalize on emerging opportunities.

Business Performance for FY24

Overview of ZIL's Financial Performance

Zuari Industries Limited (ZIL) has demonstrated commendable performance in FY24, highlighted by significant achievements across its divisions. The company's consolidated revenue stood at INR 900.8 crore, marginally down from INR 961.1

crore in FY23. Despite a slight dip in total income, ZIL improved its profitability, with Profit After Tax (PAT) increasing to INR 35.1 crore from INR 5.4 crore in the previous fiscal year owing to growth in operational profitability & investment liquidations.

Particulars	FY24	FY23	Y-o-Y
Total Income	900.8	949.2	-5%
EBITDA	235.4	195.1	21%
EBITDA %	26.1%	20.6%	557 bps
PBT & Exceptional Items	76.6	13.45	470%
PAT	22.7	5.4	203%

The financial year was marked by strategic initiatives such as the merger of Zuari Sugar and Power Limited (ZSPL), refinancing of high-cost debt, and resolution of long-pending GST notices, which contributed to the overall financial health of the company. The merger and refinancing efforts have resulted in significant interest savings and better liquidity management.

Performance of SPE Division

The Sugar, Power, and Ethanol (SPE) division of ZIL has shown robust operational performance in FY24. The division crushed 141.3 lakh quintals of cane, an increase from 133.4 lakh quintals in FY23, driven by higher operating days (181 vs. 144) and improved efficiency. The sugar recovery rate improved to 10.41% from 9.85%, leading to higher sugar production of 14.4 lakh quintals compared to 11.6 lakh quintals in the previous year.

The division marked a commendable milestone of highest-ever ethanol production in a year of 27,362 KL, up from 26,502 KL in FY23, benefiting from extended operating days. However, power generation remained muted to 1,291.3 LU Vs. 1,365.0 LU (previous year), owing to boiler restoration activities during Q1 and Q2 FY24.

Particulars	FY24	FY23
Total Cane Crushed	141.3	133.4
Sugar Recovery %	10.41%	9.85%
Sugar Production (LQ)	14.4	11.6
Ethanol Production (KL)	27,362	26,502
Power Generation (LU)	1291.3	1365.0
Cane Payment (%)	76.5%	68%

Financially, the SPE division's revenue from operations decreased to INR 595.7 crore from INR 751.9 crore in FY23. This decline was primarily due to restrictions on sugar export by the government leading to lower sale volumes and a slight dip in ethanol and power sales. Despite these challenges, the division maintained a strong average sugar realization price of INR 3,751 per quintal, up from INR 3,601 per quintal in FY23.

Looking ahead, the Sugar, Power, and Ethanol (SPE) division is poised to enhance its performance through strategic initiatives centred on capacity expansion, operational excellence, and digital transformation. The division plans to increase its crushing capacity, aiming to boost sugar production and volumes further. Emphasizing on operational excellence, ZIL will focus on strengthening its systems and processes to ensure higher efficiency and improved reliability.

Cane Excellence Program at GSMA:

The Cane Excellence Program at the GSMA division of Zuari Industries Limited, exemplifies how strategic planning and innovative practices can transform traditional farming methods into highly productive and sustainable operations. The Program was designed to address the challenges of low yield per hectare, scattered logistics and unawareness of farmers regarding best practices and government schemes through a structured and strategic approach.

The program focused on three main functions: Cane Procurement, Cane Development, and Cane Logistics:

- **Cane Procurement:** Introduction of automated tracking systems, incentive-based procurement targets, and a streamlined cane indenting process.
- **Cane Development:** Increasing yield through agronomic practices, expanding acreage, and promoting diverse cane varieties.
- **Cane Logistics:** Implementation of GPS and real-time tracking for efficient fleet management and logistics optimization.

Additionally, ZIL is committed to digitalization and process automation, leveraging advanced technologies to streamline operations and reduce manual interventions. By embracing data-driven decision-making, ZIL aims to improve its operational insights, enabling more accurate forecasting and efficient resource allocation. The key initiatives in this direction are:

- **SPE BI Cockpit:** Developed near to real-time analytics dashboard for the entire operations of SPE division using PowerBI.
- **Saksham App:** Facilitating direct connectivity between mills and farmers for better communication and grievance redressal
- **Soil Testing and Analysis:** Conducting scientific soil testing to determine the optimal fertilizer use and planting methods.
- **Varietal Replacement:** Matching suitable crop varieties with specific land types to maximize yield and resistance to diseases.

Moving forward, the focus will be on strengthening industry-academia relations and expanding capacity-building initiatives. These strategic efforts are expected to not only drive growth but also ensure sustainable and resilient operations in the future.

Risk Management: SPE division

Risk: Reduced Cane Availability Due to Water Logging and Red Rot Infestation

The Indian Sugar & Bio-energy Manufacturers Association (ISMA) reported a significant decline in sugarcane yield in key growing regions for the 2023-24 season. In Western Uttar Pradesh, yields were 5-10% lower than the previous season,

with some districts experiencing a 10-13% decrease due to waterlogging and red rot infestation, particularly affecting the Co-0238 variety, which reduced cane availability for operations of the GSML unit.

To mitigate this risk, the Company has developed a three-year varietal replacement model to serve as a guiding tool, which considers soil conditions for seed planting. Studies have already commenced to assess the suitability of these varieties in terms of yield and sugar content in sugarcane.

Risk: Low Yield

Low sugar yields can impact GSMA revenues by reducing the supply of raw material supply, leading to lower sugar production and profitability. This decrease also affects the availability of by-products like molasses, essential for ethanol production, and bagasse, used for power generation, thereby disrupting overall operations.

To improve cane yields, the Company has embraced a scientific and data-driven approach to agriculture. Demonstration plots have been established to showcase effective agronomic practices and the benefits of soil testing and varietal replacement. Through these plots, farmers can observe firsthand the impact of optimized farming techniques. Soil testing and analysis are conducted to determine the optimal use of fertilizers and planting methods tailored to specific soil conditions. Additionally, operations have been digitized to eliminate manual data entry, thereby improving accuracy and efficiency in data management.

Risk: Regulatory Concerns

The sugar industry in India operates within a highly regulated framework, with a multitude of policies that govern various aspects of the sector, including cane pricing, procurement, and export-import regulations. Govt prohibited the use of sugar syrup for ethanol production in the 2023-24 supply year with the aim to ensure sufficient sugar availability for domestic consumption and to stabilize prices. As a result, for the current supply year (2023-2024), ethanol production from cereal grains has surpassed that from sugarcane-based feedstocks for the first time.

The Company diversified its procurement of raw material for production of ethanol which includes purchase of molasses from Khandasari units. This has enabled the Company to produce more ethanol despite restrictions being imposed by the Govt on utilisation of sugar syrup for production of ethanol. The Company has been able to manage these restrictions by way of producing higher sugar for the same amount of cane that would have been utilized for ethanol production through sugar syrup.

Performance of Real Estate Division

The Real Estate (RE) division of ZIL made significant strides in FY24, primarily driven by the monetization of bulk land parcels and commencement of new projects. The division realized INR 166.8 crore from land sales, a substantial increase from INR 44.4 crore in FY23.

Zuari Infracore India Ltd. (ZUIL), a key subsidiary in the RE division, reported impressive sales at the St. Regis project in Dubai, with 90% of the units sold and significant progress in the construction phase. ZUIL's Garden City Project in Mysore also saw healthy sales, with 40% of the plots booked and substantial revenue generation expected from Phase IV.

- **The St. Regis Project, Financial Centre Road, Dubai**

Launched on 7 March 2023, The St. Regis Project has achieved remarkable milestones in terms of construction and sales. The project completion reached 20.99%, surpassing the planned 15.83%. Sales targets were almost entirely met, achieving 90% of the planned sales. The project is expected to be fully completed by February 2026. The rapid progress and strategic financial management underscores the project's robust planning and execution capabilities, positioning it as a significant contributor to the company's portfolio and the region's luxury real estate market.

- **Zuari Garden City: Grand Clubhouse**

Phase 4 of the ZGC Mysore project, which focuses on plotted developments, was launched in December 2023. This phase has already seen significant interest, with 62 out of 156 units. The project received its RERA registration in October 2023, and construction commenced in January 2024.

One of the key attractions of this development is the upcoming grand clubhouse, which will feature a variety of amenities catering to a diverse range of residents, including seniors. The project's location is further enhanced by the availability of excellent medical facilities nearby, such as the JSS Hospital, which has a capacity of 1800 beds. Additionally, the site boasts excellent connectivity to popular tourist destinations like Coorg and Ooty, making it an appealing choice for potential residents.

- **Zuari Rain Forest – Phase 2**

Zuari Rain Forest – Phase 2 has the potential to become the first "Senior Living Project" in South Goa, drawing considerable interest from prospective customers looking for well-rounded and supportive living environment. It stands out as an exceptional choice for potential homeowners due to its strategic location and unique offerings. Situated just a 20-minute drive from Panjim, the capital of Goa, the site provides excellent connectivity to key amenities, including top-tier hospitals. Residents will enjoy breathtaking views of the Zuari River, complemented by the clean air and lush greenery that surround the area, creating a serene and picturesque living environment.

The established community of 95 units in the adjacent Zuari Rain Forest Phase 1 adds to the appeal, offering a sense of security and camaraderie. This phase also features an aesthetically designed clubhouse and one of Goa's largest swimming pools, enhancing the lifestyle of its residents.

To enhance our financial stability and optimize resource allocation, the focus will be on generating immediate cash flow by selling land parcels, divesting non-core assets, and capitalizing high-demand areas. This strategy will help us deleverage and reallocate capital toward high-return strategic initiatives.

Leveraging our expertise, we plan to engage in Development Management projects, which offer low investment and high returns, thus generating liquidity. Following deleveraging, we plan to transition into Joint Developments and Joint Ventures, which will allow us to expand our project portfolio through strategic partnerships with landowners and key industry players. These collaborations will facilitate risk-sharing and significantly enhance our market presence, positioning us for sustained growth and success.

Risks And Concerns: Real Estate

Fluctuating Demand:

Given the complexities of the value chain of the real estate sector, sales of properties happen to be at a significant risk as demand may vary depending on disposable income of the individuals. The disposable income is in turn dependent on multiple micro and macro-economic factors. These may include inflation, unemployment rate, lending rates by banks, household savings, master plans, taxation and pricing of the property. Raw material also plays a key part in driving the cost or price of the property.

To mitigate the risks on the demand side, the Company has adopted a three-pronged strategy:

- a. Selection of qualified contractors for project completion.
- b. Purchase of raw material from reputed sources with a high focus on localisation
- c. Focusing on the branding of Zuari, which enjoys the trust of consumers since 1967

Interest Rate Risks:

Fluctuations in interest rates directly impact the cost of borrowing, property values, and overall profitability. Falling interest rates can benefit real estate firms by lowering borrowing costs and stimulating demand for properties due to more affordable financing options for buyers. Similarly, rising interest rates would have the opposite effect. However, if rates drop too low, it might indicate a sluggish economy, potentially leading to lower property values and rental incomes.

Opportunities: Promising Outlook for the Real Estate Sector

The real estate sector in India has grown by more than 11% over the last five years and is set for significant growth, driven by increasing urbanization. This surge is complemented by rising demand for housing loans, which have increased from 6.6% of GDP in FY12 to 11.2% in FY24, according to the Economic Survey 2023-24. These trends indicate strong underlying demand and a positive trajectory for the housing industry.

Performance of ZEBPL JV

Zuari Envien Bio-Energy Pvt Ltd (ZEBPL) has made notable progress in FY24, marking a significant milestone with the operationalization of its joint venture and the commencement of construction for its 180 KLPD ethanol project. The project has successfully navigated key pre-construction phases, including land mutation and securing all necessary approvals.

Construction activities began on February 22, 2024, and the project is on track for commissioning and start-up by May 1, 2025, with commercial operations expected to commence by May 4, 2025. Significant project packages, including the process plant, grain handling and milling, grain silo, civil works, boiler, turbine, and water treatment plant (WTP), have been awarded, ensuring a structured and timely progression of the project.

Financially, ZEBPL secured a loan from Canara Bank on attractive terms, highlighting strong financial planning and management. This project positions ZEBPL as a key player in the bio-energy sector, poised to contribute significantly to ZIL's growth and sustainability goals in the coming years.

The company plans to expand significantly, aiming for business expansion up to 1000 KLPD in the coming years. The management aims to execute this plan through creation of SPVs and development of its own projects in the ethanol & bio-fuels space. This approach capitalizes on the diversification plans and operations scaling opportunities, potentially entering new markets Bio-Diesel and Bio-CNG and enhancing current capabilities in Bio-Ethanol space.

Strategic Investments of Zuari Industries

ZIL's investments portfolio performed remarkably well in FY24. The value of quoted investments held by the company and its subsidiaries increased by 64%, from INR 2,262 crore to INR 3,704 crore. This growth was driven by significant appreciation in the stock prices of strategic holdings such as Chambal Fertilizers & Chemicals Ltd., Zuari Agro Chemicals Ltd., and Texmaco Rail & Engineering Ltd.

ZIL tendered 20.5 lakh shares of Chambal Fertilizers in its buyback, realizing 92.36 crore. These activities ensured liquidity and strengthened the company's financial position.

Performance of Other Businesses, JVs, and Subsidiaries

ZIL's subsidiaries and joint ventures (JVs) exhibited a strong growth-oriented performance in FY24. Key highlights include:

Subs/JV	Income		EBITDA		PBT*	
	FY 24	FY 23	FY 24	FY 23	FY 24	FY 23
Zuari Infra	169.5	108.8	117.8	49.9	17.8	(26.7)
ZIntL	171.3	107.6	51.6	44.0	(25.7)	(18.9)
ZMSL	42.6	48.8	15.2	18.5	(1.0)	(1.8)
IFPL	5.9	6.1	4.7	1.7	(10.8)	(11.4)
SIL	7.8	14.4	0.9	8.2	0.4	7.6
ZFL	16.4	12.3	4.2	2.0	2.4	0.4
ZIBL	6.9	4.9	4.0	2.1	4.0	2.1
ZEBPL JV	0.4	-	0.2	(0.01)	(0.03)	(0.01)
ZIAVPL JV	21.1	17.5	6.6	10.8	0.02	4.2
FFPIPL JV	39.6	63.4	(21.7)	(7.4)	(33.1)	(18.0)

*Before Exceptional Items

Zuari Infraworld India Ltd. (ZIIL): Achieved significant sales at the St. Regis project in Dubai and steady progress in the Mysore Garden City Project, contributing positively to the group's revenue.

Going ahead, the aim is to engage in Development Management projects to generate liquidity through low-investment, high-return opportunities. The focus will shift to Joint Developments and Joint Ventures to expand the project portfolio, enable risk-sharing, and bolster market presence, ensuring sustained growth and success.

Zuari International Ltd. (ZIntL): Zuari International Ltd. (ZIntL) achieved a remarkable 60% revenue increase, fueled by an 8% growth in its sugar products segment and the successful launch of its healthy snacking brand, Snackpure. The brand has garnered positive feedback for its exceptional quality and taste, contributing significantly to the company's sales growth.

By focusing on customer-centric product expansion, ZIntL has steadily increased its market presence, reinforcing its commitment to delivering high-quality, innovative products to meet consumer demands.

The aim is to attract new customers while optimizing the supply chain and exploring strategic partnerships to scale up business operations. These initiatives are designed to strengthen the company's market position and ensure sustainable growth in the coming years.

Zuari Finserv Ltd. (ZFL): Reported a revenue increase of 33% and EBITDA growth of 110%, driven by the successful implementation of digital initiatives and an increase in online trades. The company aims to further enhance its digital trading platforms, making it more user-friendly and accessible to a broader customer base. Strengthening operational capabilities through process optimization and technology integration

remains a key focus, ensuring seamless and efficient service delivery.

Additionally, ZFL will invest in advanced customer relationship management systems to foster stronger client relationships, improve customer satisfaction, and drive long-term loyalty. These strategic efforts are expected to sustain momentum and drive future growth for the company.

Simon India Ltd. (SIL): Achieved significant progress in the Al Ghanem Project in Iraq and resolved multiple GST notices, contributing to the overall financial health.

Looking ahead, the company aims to leverage process expertise, explore new technologies, and forge strategic partnerships. The strategy centres on capitalizing on the current pipeline and expanding market presence in MENA and APAC regions. By enhancing capabilities & involvement of Subject Matter Experts (SMEs), the aim is to build a robust business development pipeline and execute strategic digital initiatives.

Zuari Insurance Broking Ltd. (ZIBL): The business achieved a significant growth in Revenue of about 41% YoY. The Revenue stood at 6.9 Cr and EBITDA was at 4.0 Cr, registering a growth of 90% YoY.

Zuari Management Services Ltd. (ZMSL): The business operations of the Company remained muted due to stiff competition from peers such as Teamlease, Quess Corp. in the staffing space. The Revenue from operations for the company stood at 27.7 Cr Vs. 29.12 Cr compared to previous year. The Company is exploring options to identify niche areas of services by engaging a reputed consultant for strategic roadmap.

Forte Furniture Products India Pvt. Ltd. (FFPIPL): The shareholders of the company have decided to wind down the operations of this loss-making business. The business has been consistently making losses since 2017. As a result in order to optimize cash flow from the shareholding companies (Forte, Poland, and ZIL) it has been decided to significantly curtail the operations of the Company. For governance purposes, EY has been engaged to carry out winding down of operations.

Zuari IndianOil Adani Ventures Pvt. Ltd. (ZIAVPL): The business achieved a significant growth in Revenue of about 21% YoY. The Revenue stood at 21.1 Cr and EBITDA was at 6.6 Cr for the financial year ending 31st March, 2024.

Material Development in Human Resources

The Company considers its human resources as its most valued asset and has taken several initiatives to build an employee-centric culture. The Company promotes a work environment that is open, transparent, and consultative. The progressive people policies of the Company enable it to attract and retain high quality talent and maintain industrial harmony at its various locations.

The Company embraced digitalization with many projects being implemented to ensure employee safety and wellbeing and to facilitate new ways of working.

Employees are empowered to take decisions around their area of work. The Company strives to build agility and the organizational structure and work practices shall continue to evolve towards that objective. Progressive steps have been further taken to inculcate a performance-oriented culture. As on 31 March 2024 there were 329 permanent employees on the rolls of the Company.

Key Financial Ratios

The comparative table showing synopsis of FY24 and FY23 of Key Financial Ratios is given in Note No. 52 of the Financial Statements of the Company.

Internal Control Systems & their Adequacy

The company has an adequate internal control system to ensure the smooth functioning of every department of the organization. The internal control system is totally in alignment with the business nature and the size of the company. It tracks various financial transactions effectively and certifies compliance with statutory rules and regulations, thus contributing to the operational efficiency of the company. The Internal audit of the Company is conducted by a firm of Chartered Accountants. The findings of the internal audit and consequent corrective actions initiated and implemented from time to time are placed before the Audit Committee of the Board of Directors. The Audit Committee reviews such audit findings and the adequacy and reasonableness of the internal control system.

Other Business Risks:

In addition to the risks specific to the businesses of the Company, the Company is also exposed to other risks pertaining to regulatory, cyber security, climate, market, credit, and liquidity. The Audit Committee reviews these risks on an ongoing basis, which are summarized below:

Regulatory Risk:

To adhere to legal requirements, set forth by regulatory bodies governing various aspects such as the Companies Act, Taxation, Environment, Foreign Exchange, and more, the Company must ensure that its operations and policies are in compliance. Any changes to these regulations can significantly impact the way a business operates. The Company diligently monitors and abides by statutory obligations across all functional areas to prevent any adverse repercussions.

Climate Risk:

The success of the Company hinges significantly on weather conditions. Extreme weather events at realty project sites can cause supply chain disruptions, damage to buildings, and decreased productivity among on-site workers. To mitigate the risks posed by adverse weather, the Company carefully plans real estate site activities based on weather forecasts and takes all necessary safety precautions. In addition, the Company is mindful of the fact that unfavourable weather can have a profound impact on sugarcane cultivation, resulting

in reduced sugar recovery and yield. As such, the Company closely monitors the monsoon forecast and keeps the cane growers informed of any necessary interventions. Such a proactive approach to managing the impact of climate conditions is a testament to Company's commitment towards delivering top-quality results, regardless of external factors.

Cyber Security Risk:

The consequences of an information technology breakdown can be catastrophic for a business, leading to operational disruptions and significant financial losses. Major concerns in IT include the absence of backup systems, connectivity issues in the network, and vulnerable channels that compromise the security and privacy of critical data. The Company takes proactive measures to establish a secure network infrastructure that safeguards the confidentiality and integrity of all information assets.

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 risks, such as equity price risk and inventory price risk. Financial instruments affected by market risk include loans and borrowings, deposits, etc.

a. Interest Rate Risk

The financial structure of the company includes term loans from banks and financial institutions, inter-corporate deposits, bridge loans, and cash credit limits from various banking institutions, both short and long-term. The company faces the risk of interest rate fluctuation, which may affect the fair value or future cash flows of its financial instruments due to changes in market interest rates, particularly with its floating interest rate debt obligations. To mitigate this risk, the company has executed an interest rate swap transaction (floating to fixed rate of interest) for its foreign currency term loan.

b. Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the foreign currency borrowings and interest payments thereon. The Company has managed to pay all its foreign loans. There are no foreign currency borrowings in the Company.

c. Inventory Price Risk

The SPE division of the Company is exposed to the price fluctuations of its principal finished product sugar. The price of sugarcane is as per UP State Advisory price (SAP) as fixed by the government. Sugar production occurs mainly

during the harvesting period from November to April, but its sale continues throughout the year, making the sugar inventory susceptible to price volatility. The Company continuously monitors daily sugar prices and devises sales strategies to optimize revenue and realization. Similarly, the prices of ethanol, another critical product, are regulated by the central government and typically remain constant for the ethanol season, unless altered by the government in response to market changes.

Credit Risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss and other adverse consequences. The Company is exposed to credit risk from its operating activities primarily from trade receivables including unbilled 83 Corporate Information Statutory Reports Financial Statements revenues, cash and cash equivalents, bank deposits, loans receivables and investment in unquoted securities. The credit risk of the SPE division is reduced significantly since the Company sells majority of sugar on "cash and carry" basis. The surplus power is sold to UP Government as per power purchase agreement with Uttar Pradesh Power Corporation Limited. The risk of not realizing power dues is non-existent but there could be some delays. Similarly, ethanol is sold to Oil Marketing companies which are central government undertakings with strong balance sheets. Hence, the risk of not realizing the dues is negligible, however there could be some delays.

Liquidity Risk

To mitigate the risk of a shortage of funds, the Company closely monitors its future cash flow projections. Moreover, the Company ensures sufficient liquidity by continually monitoring cash flows from customers and maintaining an adequate level of cash and cash equivalents.

Cautionary Statement

The statements in the Management Discussions and Analysis Report detailing the Company's objectives, projections, estimates, expectations, or predictions may be forward looking within the meaning of applicable securities laws and regulations. As these statements are based on certain assumptions and expectations of future events, actual results could differ materially from those expressed or implied. Important factors that could make a difference to the company's operations include economic conditions affecting global or domestic demand and supplies, political and economic developments in India or other countries, government regulations and taxation policies, prices and availability of raw materials, prices of finished goods, abnormal climatic and geographical conditions, etc. The company assumes no responsibility in respect of forward-looking statements contained in this Report as the same may be revised or modified in the future based on subsequent developments, information, or events.

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Annexure "B" to the Board's Report

Report on Corporate Governance

1. COMPANY'S PHILOSOPHY ON THE CODE OF CORPORATE GOVERNANCE:

The Company's Philosophy on corporate governance is based on the principles of integrity, fairness, transparency, due compliance, accountability and responsibility towards stakeholders in addition to the commitment to conduct business in an ethical manner.

We firmly believe in following high standards of corporate governance so that the Company's performance will have a positive impact on its stakeholders, customers, Members, employees, vendor partners and business associates, larger community and government of the country where it operates. It upholds the core tenets of corporate governance for sustained growth and financial performance.

We are a professionally run enterprise and have effective Board oversight with sound corporate governance practices to deliver long-term value to the stakeholders. Our corporate governance framework and philosophy originates from our responsibility towards maximizing stakeholders' value. It is a systematic continuous process which ensures enhancement in wealth-generating capacity and long-term success. We believe in a system driven performance and accord highest priority to it.

2. BOARD OF DIRECTORS:

The Board comprises of 8 Directors, which consist of 1 Managing Director, 1 Whole-time Director, 2 Non-Executive (Non-Independent) Directors and 4 Independent Directors including 1 Independent Women Director. The Company has a Non-Executive Chairman. The other related information concerning the Board is given hereunder.

During the year under review, five Board Meetings were held on: 25 May 2023, 14 August 2023, 26 September 2023, 10 November 2023, 13 February 2024. The maximum gap between any two Board Meetings held during the year was not more than 120 days.

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Attendance of each Director at the Board of Directors' Meetings and at the last Annual General Meeting along with Directorships in other Companies and number of Committees where the Director is a Chairman / Member is given hereunder:

Name of Director	Category of Directorship #	No. of Directorships in other Public Companies as on 31.03.2024*	No. of Board Meetings Attended	No. of shares held	Attendance at last AGM	No. of Committees Position in other public companies as on 31.03.2024**		Directorships in other listed entities	
						Chairman	Member	Name	Category #
Mr. Saroj Kumar Poddar [^]	Promoter Group/ Chairman- NED	5	5	^15,33,446	Yes	0	0	Chambal Fertilisers and Chemicals Limited	NED
								Texmaco Rail & Engineering Limited	ED
								Zuari Agro Chemicals Limited	NED
								Paradeep Phosphates Limited	NED
Mr. Athar Shahab	MD	8	5	NIL	Yes	1	3	Zuari Agro Chemicals Limited	NED
								Texmaco Infrastructure & Holdings Limited	
Mrs. Jyotsna Poddar	Promoter Group/ NED	7	5	71,621	Yes	0	0	Texmaco Infrastructure & Holdings Limited	NED
Mr. Alok Saxena	WTD	1	5	NIL	Yes	0	0	None	None
Mr. Vijay Vyankatesh Paranjape	ID	0	5	NIL	Yes	0	0	None	None
Mr. Suneet Shrinivas Maheshwari	ID	5	4	NIL	Yes	4	6	Antony Waste Handling Cell Limited	ID
Mrs. Manju Gupta	ID	1	3	NIL	Yes	0	0	The Birla Cotton Spinning and Weaving mills Limited	ID
Mr. Sushil Kumar Roongta	ID	7	5	NIL	Yes	3	8	Adani Power Limited	ID
								Jubilant Ingrevia Limited	ID
								Jubilant Pharmova Limited (formerly Jubilant Life Sciences Limited)	ID
								JK Paper Limited	NED
								Titagarh Rail Systems Limited	ID

ED- Executive Director; NED- Non-Executive Director; MD- Managing Director; WTD- Whole-time Director; ID- Independent Director

* Excludes Directorship in Private Company, Foreign company, Section 8 Companies.

** Includes memberships/chairpersonships of the Audit Committee and Stakeholders' Relationship Committee in other Indian public companies as per Regulation 26(1)(b) of the SEBI Listing Regulations.

[^] shares include held in individual capacity, Karta and as a trustee.

None of the above-mentioned Directors of the Board hold Directorships in more than ten Public Companies. Further none of them is a Member of more than ten Committees or Chairman of more than five Committees as specified in the Regulation 26 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), across all the Companies in which he/she is a Director.

None of the Directors is acting as an Independent Director in more than seven listed Companies. All the Directors of the Company hold Directorship in compliance with Regulation 17A of the SEBI LODR.

None of the Directors of the Company is inter-se related to each other, except Mr. Saroj Kumar Poddar and his spouse Mrs. Jyotsna Poddar.

3. RETIREMENT OF DIRECTORS BY ROTATION AND REAPPOINTMENT:

Mr. Athar Shahab (DIN: 01824891), Managing Director is retiring by rotation at the forthcoming Annual General Meeting ("AGM") scheduled to be held on Friday, 27

September 2024 and being eligible has offered himself for re-appointment. Further, his tenure as Managing Director and Key Managerial Personnel (KMP) of the Company shall expire on 13 November 2024. On the recommendation of the Nomination and Remuneration Committee and considering his performance and contribution during his current tenure, the Board of Directors has recommended his re-appointment as Managing Director and Key Managerial Personnel (KMP) of the Company for a further period of 3 years, w.e.f. 14 November 2024.

The tenure of Mr. Alok Saxena (DIN 08640419), as Whole-time Director and Key Managerial Personnel of the Company has expired on 30 June 2024. On the recommendation of the Nomination and Remuneration Committee, the Board of Directors has recommended to the Members of the Company, the reappointment of Mr. Alok Saxena as the Whole-time Director and Key Managerial Personnel of the Company to hold office for a for a further term of 2 years w.e.f 1 July 2024.

The brief resume and other requisite details of the Directors proposed to be re-appointed are provided in the notice of 56th AGM.

4. SKILLS/EXPERTISE/COMPETENCIES IDENTIFIED/ REQUIRED

The list of core skills/expertise/competencies of Directors as on 31 March 2024 identified by the Board of Directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the Board of Directors are as follows:

Sr. No.	Name of Director	Expertise in Specific Functional Areas
1	Mr. Saroj Kumar Poddar	Business Management
2	Mrs. Jyotsna Poddar	Strategic & Business Leadership skill
3	Mr. Vijay Vyankatesh Paranjape	Experience with project engineering companies, functions of which include quality, procurement, project controls in addition to operations
4	Mr. Sushil Kumar Roongta	Business Management
5	Mr. Suneet Shriniwas Maheshwari	Experience in Project and Corporate Finance, Stressed Assets, Investment Banking and Private Equity with a focus on Infrastructure and large Corporates, PPP-Policy Advisory & Turnaround Management
6	Mrs. Manju Gupta	Business Strategy and General Management
7	Mr. Athar Shahab	Business Management, Finance, Advisory, Investment, Project Management, General Management and Corporate Governance
8	Mr. Alok Saxena	Sugar Technologist having experience in the field of production, plant operation, project management, safety & environment management, etc.

5. INDEPENDENT DIRECTORS

a) Independent Directors' Familiarization Program:

The Company in compliance with Regulation 25(7) of SEBI LODR, 2015 has formulated a program to familiarize the Independent Directors with the Company, their roles, responsibilities. The Independent Directors are given detailed presentation on the operations of the Company on quarterly basis at the meetings of the Board/ Committees. The details of the familiarization

programme has been disclosed on the Company's website. The weblink for accessing the familiarization policy is <https://www.zuariindustries.in/corporate-governance>.

b) Confirmation as regards Independence of Independent Directors:

In the opinion of the Board, the Independent Directors fulfil the conditions of Independence specified under section 149(6) of the Companies Act, 2013 ("Act") and Regulation 16(1) (b) of the SEBI LODR and are independent of the Management.

The Independent Directors have also confirmed that they have complied with the Code for Independent Directors prescribed under Schedule IV of the Act.

c) Independent Directors Meeting:

In compliance with Schedule IV to the Act and Regulation 25 of the SEBI LODR, the meeting of the Independent Directors was held on 25 May 2023 without the attendance of Non-Independent Directors and Members of Management, inter alia, to discuss the matters mentioned in Regulation 25 of SEBI LODR and Schedule IV of the Act.

During the year under review no Independent Director has resigned before the expiry of his/her tenure.

6. ANNUAL PERFORMANCE EVALUATION:

The annual performance evaluation of the Board was carried out based on the detailed questionnaire containing criteria such as duties and responsibilities of the Board, information flow to the Board, time devoted to the meetings, etc. Similarly, the Individual Director’s evaluation was carried out on the basis of questionnaire containing criteria such as level of participation by individual Directors, independent judgement by the Directors understanding of the Company’s business, etc.

The performance evaluation of the Committee were carried out by the Members of the Committee. The performance evaluation of the Independent Directors was carried out by the Board excluding the Director being evaluated. The performance evaluation of the Chairman and Executive Directors was carried out by the Independent Directors. The Directors expressed their satisfaction over the entire evaluation process.

The Independent Directors, in their separate meeting, carried out evaluation of the Board of Directors as a whole, Chairman and Non-Independent Directors, and

The Audit Committee Chairman was present in the AGM held during the FY24.

The Composition of Audit Committee & their attendance at the meetings are as follows:

Name of the Member	Status	Nature of Directorship	No. of meetings attended
Mr. Vijay Vyankatesh Paranjape	Chairman	Independent Director	6
Mr. Sushil Kumar Roongta	Member	Independent Director	6
Mr. Suneet Shriniwas Maheshwari	Member	Independent Director	4
Mr. Athar Shahab	Member	Managing Director	6

b. Stakeholders’ Relationship Committee:

The terms of reference of the Stakeholders’ Relationship Committee are as specified in Section 178 of the Act and Regulation 20 read with Part D of Schedule II of SEBI LODR and inter-alia includes oversees the performance of the share transfer work

briefed the Board of Directors in this regard. Similarly, Nomination and Remuneration Committee (“NRC”) carried out evaluation of Individual Directors. Based on the responses to the questionnaires received from the Directors and considering the evaluations carried out by Independent Directors and NRC, the Board of Directors evaluated its own performance as well as performance of its committees, Chairperson and Individual Directors, including Independent Directors.

7. BOARD COMMITTEES:

The Committees of the Board are as follows:

a. Audit Committee:

The terms of reference of the Audit Committee are as specified in Section 177 of the Act and Regulation 18(3) read with Part C of Schedule II of SEBI LODR. It also discharges such other functions as may be delegated by the Board of Directors from time to time.

The role of the Audit Committee, inter-alia, include among other things, oversight of the Company’s financial reporting process and disclosure of financial information; review of the accounting and financial policies and practices; appointment of auditors and internal auditors and fixation of their remuneration; approval of internal audit plan and review of significant internal audit finding; review of internal financial control and risk management system; review the functioning of the Whistle Blower mechanism; Scrutiny of inter-corporate loans etc.

The Audit Committee comprised of three Independent Directors and one Executive Director. The Company Secretary is the Secretary of the Committee. The Committee met six times during the Financial year (“FY”) ended 31 March 2024 on 25 May 2023, 03 July 2023, 14 August 2023, 10 November 2023, 15 January 2024, 13 February 2024.

and recommends measures to improve the level of investor services, looks into investors’ grievances such as non-receipt of dividend, Annual Reports and other grievances. It also discharges such other functions as may be delegated by the Board of Directors from time to time.

The status of the total number of investor complaints during FY24 is as follows:

Opening Balance as on April 01, 2023	No. of Investor Complaints		
	Received	Complaints Resolved	Pending as on FY24
NIL	2	2	NIL

The present composition of the Stakeholders' Relationship Committee comprised of 3 Directors consisting of two Independent Directors and one Executive Director. The Board has designated Company Secretary, as the Secretary to the Committee. The Committee met 1 time during the FY24 on 25 May 2023.

The Stakeholders' Relationship Committee Chairman was present in the AGM held during the FY24.

The Composition of Stakeholders' Relationship Committee & their attendance at the meetings are as follows:

Name of the member	Status	Nature of Directorship	No. of meetings attended
Mr. Vijay Vyankatesh Paranjape	Chairman	Independent Director	1
Mr. Sushil Kumar Roongta	Member	Independent Director	1
Mr. Athar Shahab	Member	Managing Director	1

Note:- After the closure of FY24, Mrs. Manju Gupta, Independent Director was inducted as Member in place of Mr. Sushil Kumar Roongta.

c. Nomination and Remuneration Committee:

The terms of reference of the Nomination and Remuneration Committee are as specified in Section 178 of the Act read with rules made thereunder and Regulation 19 read with Part D of Schedule II of SEBI LODR which inter-alia include formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel/ Senior Management Personnel and other employees; formulation of criteria for evaluation of Independent Directors and the Board; Identification of persons who are /qualified to become Directors and who may be appointed in Senior Management and recommending to the Board their appointment

and removal. It also discharges such other functions as may be delegated by the Board of Directors from time to time. Policy and Policy on Board Diversity on an annual basis.

The Nomination and Remuneration Committee comprised of two Independent Directors and one Non-Executive Director. The Board has designated Company Secretary as the Secretary to the Committee. The Committee met 3 times during the FY24 on 25 May 2023, 14 August 2023 and 10 November 2023.

The Chairman of Nomination and Remuneration Committee was present in the AGM held during the FY24.

The Composition of Nomination & Remuneration Committee & their attendance at the meetings are as follows:

Name of the Member	Status	Nature of Directorship	No. of Meetings attended
Mr. Vijay Vyankatesh Paranjape	Chairman	Independent Director	3
Mr. Saroj Kumar Poddar	Member	Non- Executive Non-Independent Director	2
Mr. Sushil Kumar Roongta	Member	Independent Director	3

Performance evaluation criteria for Independent Directors

The Nomination and Remuneration Committee has evaluated the performance of every Director and the evaluation process was carried out by circulating questionnaires on performance of duties, participation and contribution to the Board and Committees.

d. Other Committees:

Apart from above, the Board has constituted other committees including Risk Management Committee and Corporate Social Responsibility Committee. The Committee meetings are held when the need arises and at such intervals as may be expedient.

8. Remuneration of Directors

Remuneration by way of sitting fees was paid to the Non-Executive Directors during the FY24 for attending the meetings of the Board and the Committees.

The criteria for making payment to Non- Executive Directors has been placed on the website of the Company and it can be accessed at <https://www.zuariindustries.in/corporate-governance>.

Payment of remuneration to the Managing Director and Whole-time Director was as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and Members. The remuneration comprises salary, Performance pay, Perquisites and retiral benefits.

The details of sitting fees paid to the Non-Executive Directors for attending the Meetings of the Board and the Committee and remuneration paid to Executive Director FY24 are as follows:-

(₹ in Lakh)

Name of Director	Salary including performance incentives	Sitting Fees	Value of Perquisites as per Income Tax Act, 1961	Retirement Benefits	Total
Mr. Saroj Kumar Poddar	Nil	4.00	Nil	Nil	4.00
Mrs. Jyotsna Poddar	Nil	3.50	Nil	Nil	3.50
Mr. Vijay Vyankatesh Paranjape	Nil	6.80	Nil	Nil	6.80
Mr. Sushil Kumar Roongta	Nil	6.95	Nil	Nil	6.95
Mr. Suneet Shriniwas Maheshwari	Nil	4.25	Nil	Nil	4.25
Mrs. Manju Gupta	Nil	2.15	Nil	Nil	2.15
Mr. Athar Shahab	262.71	Nil	4.70	11.80	279.21
Mr. Alok Saxena	68.72	Nil	Nil	5.45	74.17

The total remuneration paid to the Directors during the period is within the threshold limit as prescribed under Regulation 17 of the SEBI LODR. Non-Executive Director has not been paid in excess of fifty percent of the total amount paid to all the Non-Executive Directors of the Company.

The notice period for the termination of the appointment of the Executive Directors are in accordance with the terms of their respective appointments. No severance pay is payable on termination of the appointment of the Executive Director.

Pecuniary relationship of Directors:

None of the Directors of the Company had any material pecuniary relationship(s) or transaction(s) with the Company, its Promoters, its Senior Management, its Subsidiary or Associate Company apart from the following:

- Remuneration paid to the Executive Directors and Sitting Fees paid to the Non - Executive Directors;
- Reimbursement of expenses incurred by the Directors in discharging their duties;

- Mr. Saroj Kumar Poddar and Mrs. Jyotsna Poddar are holding equity shares of the Company, details of which are given in this Annual Report.
- None of the Directors hold any stock options in the Company.

9. Particulars of Senior Management:

Mr. Athar Shahab is overall in charge Company's operations. He leads core business activities of the Company including support functions for facilitating Company's operations. Mr. Alok Saxena, in responsible for Company's Plant Operations and is Unit Head for Sugar, Power & Ethanol Division of the Company.

Mr. Nishant Dalal, Chief Financial Officer, Mr. Rakesh Kumar Singh, Company Secretary are Senior Management personnels of the Company.

During the FY 24, Mr. Rakesh Kumar Singh was appointed as Company Secretary in place of Mr. Laxman Aggarwal.

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10. Annual General Meetings:

a. Details of the last three Annual General Meetings are as follows:

Year	Location	Date	Time	Particulars of Special Resolution(s) passed
2022-23	Jai Kisaan Bhawan, Zuarinagar, Goa - 403726 (Through Video Conferencing)	28-09-2023	03.00 P.M.	No Special Resolution was passed in this meeting
2021-22	Jai Kisaan Bhawan, Zuarinagar, Goa - 403726 (Through Video Conferencing)	28-09-2022	3:30 P.M.	<ol style="list-style-type: none"> 1 Appointment of Mr. Suneet Shriniwas Maheshwari (DIN: 00420952) as an Independent Director of the Company 2 Appointment of Mr. Alok Saxena (DIN: 08640419) as Whole - time Director of the Company 3 Re-appointment of Mr. Vijay Vyankatesh Paranjape (DIN: 00247398) as an Independent Director of the Company 4 Re-appointment of Mrs. Manju Gupta (DIN - 00124974) as an Independent Director of the Company
2020-21	Jai Kisaan Bhawan, Zuarinagar, Goa - 403726 (Through Video Conferencing)	17-09-2021	11.00 A.M.	<ol style="list-style-type: none"> 1 Re-appointment of Mrs. Jyotsna Poddar (DIN: 00055736) as Whole-time Director of the Company 2 Re-appointment of Mr. R.S. Raghavan (DIN: 00362555) as Managing Director of the Company 3 Granting of Loans, Investments, Guarantee or Security under Section 185 of the Companies Act, 2013

b. Details of the Special Resolution passed through Postal Ballot during the FY24:

No Special Resolution was passed through Postal Ballot during the FY24, however Ordinary Resolution for entering into Related Party Transaction(s) for providing Corporate Guarantee for the credit facilities to be availed by Zuari Envien Bioenergy Private Limited, a Joint venture of the Company was passed by requisite majority during the FY24. The Postal Ballot was conducted as per requirement of the Act and SEBI LODR. Ms. Aditi Gupta of Aditi Agarwal & Associates acted as Scrutinizer for the Postal Ballot. Voting in favour of the Resolution was 99.67% and against was 0.33%. The voting results are available on our website at www.zuariindustries.in.

c. Details of the Special Resolution(s) proposed to be conducted through Postal Ballot – None

11. Means of communication:

Quarterly results are published in one English National Daily and Local daily, published in the language of the region where the registered office of the Company is located. The results are also posted on the Company's website at www.zuariindustries.in. All official press releases, presentations made to analysts and institutional investors and other general information about the Company are also available on the website of the Company.

12. Code of Conduct for Directors and Senior Management :

The Company has adopted a 'Code of Conduct' for the Directors and Senior Management Personnel of the Company. The code promotes conducting business in an ethical, efficient and transparent manner so as to meet its obligations to its Members and all other stakeholders. The code has set out a broad policy for one's conduct in dealing with the Company, fellow Directors and employees and the external environment in which the Company operates.

The declaration given by the Managing Director of the Company with respect to the affirmation of compliance of the code by the Board of Directors and Senior Management Personnel of the Company is enclosed as **Annexure-"D"** to this Annual Report.

13. Code of Conduct for prevention of Insider Trading:

The Company has adopted a Code of Conduct for Prevention of Insider Trading in the shares of the Company, pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Board has designated the Company Secretary, as the Compliance Officer to monitor the compliance under the aforesaid regulations.

14. General Shareholders Information:

a. Annual General Meeting:

The 56th AGM will be held on Friday, 27 September 2024 at 4:00 P.M (IST) through Video Conference ("VC") / Other Audio-Visual Means ("OAVM").

b. Financial Year: 01 April to 31 March.

c. Financial calendar (Tentative)

Financial Period	Declaration of Financial Results
Results for the quarter ended 30 June 2024	10 August 2024.
Results for the half-year ended 30 September 2024	on or before 14 November 2024
Results for the quarter ended 31 December 2024	on or before 14 February 2025
Audited Annual Results FY25	on or before 30 May 2025.

d. Record and Book closure Date:

The Record date for determining eligibility of Members for the purpose of payment of Dividend is Friday, 20 September 2024. The register of Members and Share Transfer Books shall remain closed From Saturday, 21 September 2024 to Friday, 27 September 2024 (inclusive of both days) for the purpose of Dividend and AGM.

e. Dividend:

As detailed in Board's Report above, the dividend declared for the FY24 is subject to approval of Members at the 56 AGM of the Company. The payment of dividend will be made on or before 26 October 2024.

f. Management Discussion and Analysis forms part of this Annual Report **as Annexure "A"**.

g. Listing on Stock Exchanges: Company's shares are listed on:

BSE Limited	The National Stock Exchange of India Limited
Phiroze Jeejeebhoy Towers	Exchange Plaza, Bandra Kurla Complex
Dalal Street, Mumbai - 400001	Bandra (East), Mumbai - 400051
Stock Code: 500780	Stock Code: ZUARIIND

The Company has paid the annual listing fees to the Stock Exchanges for the FY24.

h. Market Price Data:

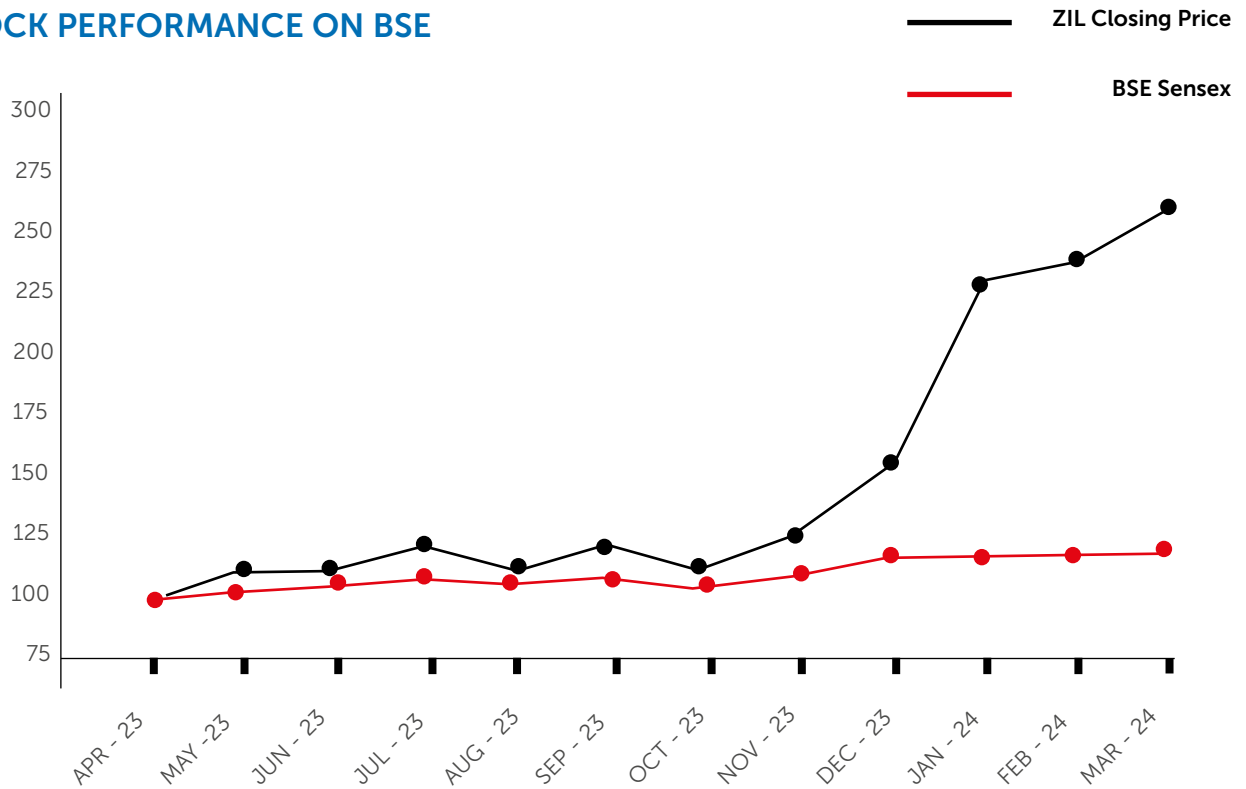
The monthly High/Low share prices during the year under review are given below:

Period	ZIL on BSE		ZIL on NSE	
	High	Low	High	Low
April, 2023	130.9	108.9	129.80	109.15
May, 2023	156	120.05	157.00	122.30
June, 2023	152	139	152.05	139.00
July, 2023	162	128	162.00	144.35
August, 2023	167	141.1	167.10	140.95
September, 2023	169.25	139	169.60	142.20
October,2023	166.95	136.75	164.80	136.10
November, 2023	165.2	143	165.50	142.55
December,2023	217	156.05	217.60	155.55
January, 2024	304.55	181	302.95	197.10
February, 2024	353.95	222.55	354.70	245.30
March, 2024	335.25	249.75	335.90	251.15

Amt in ₹

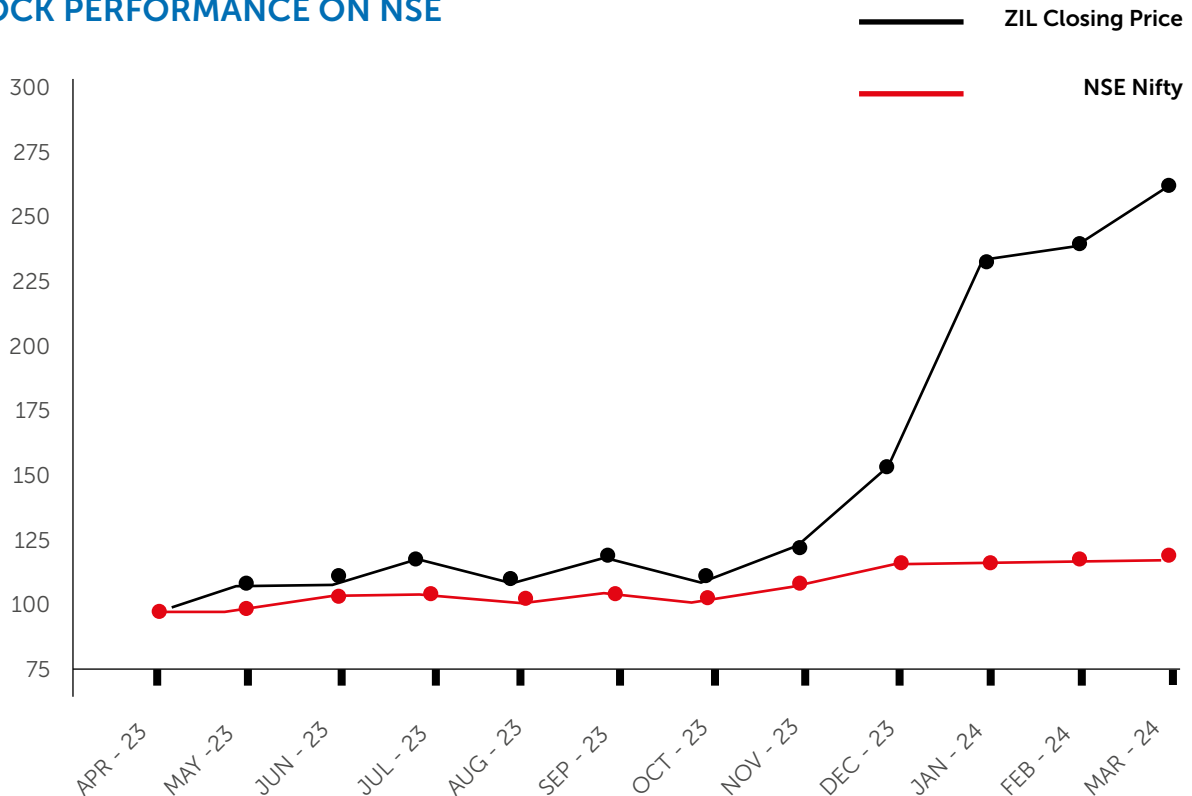
i. Performance of equity share of the Company in comparison to BSE Sensex and NSE NIFTY

STOCK PERFORMANCE ON BSE



Note: - Base of 100 is taken to be the closing price of shares at BSE and values of indices, as on 31 March 2024.

STOCK PERFORMANCE ON NSE



Note: - Base of 100 is taken to be the closing price of shares at NSE and values of indices, as on 31 March 2024.

j. Share Transfer System

In terms of Regulation 40(1) of SEBI LODR, Shares of the Company shall be transferred/ traded only in dematerialised form. Further transfer, transmission and transposition of Shares shall be effected only in dematerialized form. Members holding Shares in physical form are advised to avail the facility of dematerialisation.

Your Company has filed with the stock exchanges a Certificate from a Company Secretary in Practice confirming that the requirements under Regulation 40(9) of the SEBI LODR to the effect that all certificates have been issued within the stipulated timelines from the date of lodgement for transfer/ transmission/ sub-division/ consolidation/ renewal/ exchange as the case may be.

k. Address of the Registrar and Share Transfer Agent:

Zuari Finserv Limited is the Registrar and Share Transfer Agent ("RTA") of the Company

The contact details of RTA are as under:

Zuari Finserv Limited
Plot no.2, Zamrudpur Community Centre
Kailash Colony Extension, New Delhi - 110048
Tel No: 011-46474000
E-mail: rta@adventz.zuarimoney.com
Website: www.zuarimoney.com

l. The Company maintains an exclusive email id, ig.zgl@adventz.com to redress the investor's grievances as required under Regulation 13 of SEBI LODR.

m. The shares of the Company were not suspended from trading during the year.

n. Shareholding

The distribution of shareholding as on 31 March 2024 is follows:

No. of shares	No. of shareholders	% of shareholders
Upto 500	25,437	91.4
501 – 1000	1,109	4.0
1001- 2000	582	2.1
2001 - 3000	230	0.8
3001 - 4000	107	0.4
4001 - 5000	83	0.3
5001 - 10000	148	0.5
10001 and above	139	0.5
Total	27,835	100.0

Shareholding Pattern as on 31 March 2024:

Category	No. of shares held	% of shareholding
Promoters & Promoter Group	1,69,18,079	56.81
Banks/Financial Institutions and Insurance Companies/NBFCs	77,460	0.26
Foreign Institutional Investors/Foreign Portfolio Investors	4,60,748	1.55
NRIs	2,06,102	0.69
Bodies Corporate	16,10,156	5.41
Other Public	1,05,08,639	35.28

o. Dematerialization of shares and liquidity:

2,95,71,824 equity shares (99.30%) have been dematerialized as on 31 March 2024.

p. The Company has not issued GDRs/ADRs/Warrants or convertible Instruments during the Financial Year.

q. Commodity price risk or foreign exchange risk and hedging activities:

Sugar being a commodity, Sugar price risk is one of the important risks for the Company. The Company's profitability may get affected during a downturn. During the year under review, sugar prices in the market remained firm due to less than estimated production in the country. The commodity risk of the Company in sugar is mitigated by diversification

of operations of the Company into co-generation of which 22 MW is under long term PPA and distillery segment where ethanol produced is being sold under Ethanol Blending Program to Oil Marketing Companies.

The Company's exposure to the Foreign Exchange risk is not substantial as the Company's operations are concentrated in India. No export was made during the FY24 on account of restriction on Sugar Export by Govt. of India. Further, the Company has no foreign exchange borrowing at the end of FY24.

r. Accounting Treatment;

In preparation of the financial statements, the Company has followed the accounting policies and practices as prescribed in the Indian Accounting Standards (IND AS) laid down by the Institute of Chartered Accountants of India (ICAI).

s. The Address for correspondence is:

Corporate Office:

Zuari Industries Limited

5th Floor, Tower – A, Global Business Park

M.G. Road, Sector – 26, Gurugram - 123002, Haryana

Tel: 0124 - 4827800

E- mail: ig.zgl@adventz.com

Website: <https://www.zuariindustries.in/contact-us>

t. Plant location is

P.O. Aira Estate

Lakhimpur Kheri, Uttar Pradesh - 262 723.

u. Total fees of ₹ 80 Lakhs (inclusive of GST) was paid for the services rendered by the Statutory Auditor M/s. V Sankar Aiyar & Co. to the Company and its subsidiaries during the FY24.

v. Credit Rating

During FY24, CARE ratings has assigned the following ratings to the Company's bank facilities which are as under:

Instruments	Current Year		Previous Year	
	Rated Amount (₹ in Crore)	Rating assigned	Rated Amount (₹ in Crore)	Rating assigned
Short Term Bank Facilities	14.00 (Reduced from 17.25)	CARE A3	17.25	CARE A3
Long Term Bank Facilities	402.64 (Reduced from 604.75)	CARE BBB-; Stable	604.75	CARE BBB-; Stable
Total Facilities	416.64		622.00	

15. Other Disclosures:

a. Disclosures on materially significant Related Party Transactions

During the FY24, there were no materially significant transactions with Related Parties that may have potential conflict with the interest of the Company at large.

The Company has made full disclosure of transactions with the Related Parties as set out in Note 46 of Standalone Financial Statement, forming part of the Annual Report.

The Company has formulated a policy on dealing with Related Party Transactions and the same is disclosed on the Company's website. The weblink for accessing the Related Party

Transaction Policy is <https://www.zuariindustries.in/corporate-governance>.

b. Details of non-compliance by the Company, penalties, strictures.

There were no penalties or strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority or any matter related to capital markets during the last three years except a fine of ₹ 5,000/- (Rupees Five Thousand only) imposed by both the Stock Exchanges i.e. BSE and NSE, for delayed submission of disclosure of Related Party Transactions as per Regulation 24(9) of SEBI LODR for the half year ended 30 September 2022 and the Company has paid the same.

c. The Company has Whistle Blower Policy and no person has been denied access to the Audit Committee. The Policy is placed on the website

of the Company. The weblink for accessing the policy is <https://www.zuariindustries.in/corporate-governance>.

- d. The Company has formulated a policy for determining material subsidiaries and the policy is disclosed on the Company's website. The weblink for accessing the policy is <https://www.zuariindustries.in/corporate-governance>. In terms of the said policy and provisions of Regulation 16 of the SEBI LODR, no material subsidiary identified during the year under review.
- e. During the year under review, the Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible securities during FY24.
- f. A certificate from a Company Secretary in practice that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Director of Company by the Board/Ministry of Corporate Affairs or any such statutory authority is enclosed as **Annexure "E"** of Annual Report.
- g. The Company has complied with all mandatory requirements specified in Regulation 17 to 27 and clause (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of SEBI LODR.
- h. In line with the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and

Redressal) Act, 2013, the Company has constituted an Internal Complaints Committee for redressal of complaints against sexual harassment. There were no complaints/cases filed/pending with the Company during the FY24.

- i. The Board has accepted all the recommendations of the various committees of the Board, in the relevant FY24.
- j. There are no shares in the demat suspense account or unclaimed suspense account.
- k. Details of the loans/advances provided by the Company to the Companies in which the Directors are interested, are disclosed under Note 49 of the Standalone Financial Statements.
- l. The Company has adopted Para C, D and E of Part E of Schedule II of the SEBI LODR.
- m. There is no agreement subsisting in terms of clause 5A of paragraph A of Part A of Schedule III of SEBI LODR.

For and on behalf of the Board

Sd/-
Saroj Kumar Poddar
Chairman
DIN:00008654

Date: 10 August 2024
Place: Kolkata

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Annexure "C" to the Board's Report

Certificate on Compliance with the Corporate Governance requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Members of
Zuari Industries Limited
Jai Kisaan Bhawan,
Zuarinagar, Goa, India, 403726

We have examined the compliance of conditions of Corporate Governance by Zuari Industries Limited (hereinafter referred to as '**The Company**'), for the Financial Year ended 31 March, 2024 as applicable on the Company and stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub regulation (2) of regulation 46 and para C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as SEBI (LODR) Regulations, 2015).

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI (LODR) Regulations, 2015. My examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Management, we hereby certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI (LODR) Regulations, 2015, during the Financial Year ended 31 March 2024.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This certificate is issued solely for the purpose of complying with the aforesaid Regulations and may not be suitable for any other purpose.

For M/s Aditi Agarwal & Associates
Company Secretaries

Date: July 15, 2024
Place: New Delhi

Sd/-
Aditi Gupta
Company Secretary in
Whole-Time Practice
FCS No. 9410
COP No.: 10512
UDIN: F009410F000746069

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Annexure “D” to the Board’s Report

Declaration by the Managing Director

Pursuant to Regulation 26(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Athar Shahab, Managing Director of Zuari Industries Limited, confirm that the Company has obtained from all members of the Board and Senior Management Personnel of the Company, affirmation that they have complied with the Company’s Code of Conduct for the Financial Year ended 31 March 2024.

Date: 10 August 2024
Place: Gurugram

Sd/-
Athar Shahab
Managing Director
DIN: 01824891

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Annexure “E” to the Board’s Report

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
Zuari Industries Limited
Jai Kisaan Bhawan,
Zuarinagar, Goa, India, 403726

- That **Zuari Industries Limited** (CIN: L65921GA1967PLC000157) is having its registered office at Jai Kisaan Bhawan, Zuarinagar, Goa, India, 403726 (hereinafter referred as **“the Company”**). The equity shares of the Company are listed on National Stock Exchange and Bombay Stock Exchange.
- In our opinion and to the best of our information and according to the verifications and examination of the disclosures under sections 184, 164, 149 of the Companies Act, 2013 (**“the Act”**) and relevant registers, records, forms and returns maintained by the Company and the status of Director Identification Number (**“DIN”**) of all directors of the Company as per web portal of Ministry of Corporate Affairs i.e., www.mca.gov.in, as considered necessary and explanations furnished to us by the Company and its Company Secretary, we hereby certify that none of the below named Directors on the Board of the Company as on March 31, 2024, have been debarred or disqualified from being appointed as director or continuing as directors of any company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other statutory authority.

S. No.	DIN	Name of Director	Date of Appointment
1	00008654	Mr. Saroj Kumar Poddar	May 15, 1993
2	00309302	Mr. Sushil Kumar Roongta	March 15, 2022
3	00055736	Ms. Jyotsna Poddar	May 15, 2009
4	00237398	Mr. Vijay Vyankatesh Paranjape	December 27, 2019
5	00124974	Ms. Manju Gupta	March 28, 2020
6	01824891	Mr. Athar Shahab	November 14, 2021
7	00420952	Mr. Suneet Shriniwas Maheshwari	July 01, 2022
8	08640419	Mr. Alok Saxena	July 01, 2022

- Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on the basis of 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.
- This certificate is based on the information and records available up to this date and we have no responsibility to update this certificate for the events and circumstances occurring after the date of the certificate.

For M/s Aditi Agarwal & Associates
Company Secretaries

Sd/-

Aditi Gupta

Company Secretary in
Whole-Time Practice
FCS No. 9410
COP No.: 10512
UDIN: F009410F000746069

Date: July 15, 2024
Place: New Delhi

Annexure "F" to the Board's Report

Statement showing particulars pursuant to Rule 8(3) of Companies (Accounts) Rules, 2014 and forming part of the Board's Report for the Financial Year ended 31 March 2024

(A) Conservation of Energy

We have taken following initiatives to reduce consumption of energy and be sustainable in our operations:

- a. Synchronization of 3MW STG set with grid to enhance power export and stabilization of steam consumption.
- b. Study and optimization of 2 ATA steam line size for reduction of condensation losses.
- c. Modification in OFA Duct & Nozzle for the improvement of Combustion of Fuel in the furnace.
- d. Installation of DA Fan to improve the uniform spreading of Bagasse across the Furnace of 150 TPH Boiler and improve the burning.
- e. Modification in SH Coil & Economizer to improve the steam temperature of 70 TPH Boiler.

To improve the reliability and performance of plant:

- a. Installation of high-resolution video camera in 150TPH Boiler Furnace for better monitoring of combustion of Fuel.
- b. Installation of O₂ & CO Analyzer for better monitoring of Flue Gas Condition in 150 TPH Boiler.
- c. Installation of redundant Battery Bank for the UPS in Power Plant.
- d. Procurement of one Spare Shredder Rotor for Milling Tandem.
- e. Critical Parameters monitoring & control implemented from DCS at Mills.
- f. Installation of VFD Drives of Rotary bagasse feeders and controlling from DCS for efficient feed control of Fuel at 70 TPH Boiler.
- g. Installation of Level transmitter for the monitoring of De-aerator & Feed Tank Level from the DCS as well as from the Field.
- h. Shifting of Feed Water Control Station from the Boiler Drum Floor to working Floor for better control & ease of operation.
- i. Replaced of 86 teeth Gear & 23 Teeth Pinion for 2nd Mill Transmission Gear.
- j. Replaced Mill No 2 tailbars coupling by rope coupling.

To save electricity:

- a. Installation of 8 No VFDs in Distillery Plant to save power & ease of control.
- b. Installation of VFD drives on CEP and ACW pump in co-gen plant for the saving of power & smooth operation.
- c. Completed installation of roof top Solar Plant of 20 KW at our admin Building for its captive Power consumption.
- d. Replaced conventional lights by L.E.D. lights for better illumination, power saving & durability.

Environment Protection & reduction of ground water extraction:

- a. Installation of Condensate Polishing Unit for the treatment of excess common condensate making it equivalent to ground water and using it in place of ground water.
- b. Installation of Sewage Treatment Plant.
- c. Decanter installed for ETP sludge handling.

(B) Additional investments and proposals, if any, being implemented for reduction of consumption of energy

- a. Up-gradation of DCS operating System from Window 7 to window 10 LTSC and up gradation of DCS software.
- b. The Company is planning to replace the existing inefficient low pressure 70 TPH, 45 ata boiler with a highly efficient 85 TPH, 110 ata boiler. This shall sharply reduce the fuel consumption for desired steam production to meet plant requirement.
- c. The existing 70 TPH boiler shall be replaced by 85 TPH x 110 ATA Boiler & 2x3.0 MW Turbine by 16 MW back-pressure turbine which shall further enhance the surplus power available for sale to the company.
- d. Installation of O₂ Analyzer at 70 TPH Boiler for the Flue Gas Monitoring.
- e. The company plans to replace existing inefficient steam drives at its old three mills with GRPF with independent AC VFD motor with gearbox and coupling.

- f. VFD installation is in proposal for DS house injection pump.
- g. Procurement of one spare motor for shredder.
- h. Replacement of old 750 Kg/Charge machine with new 1750 Kg/Charge machine to improve efficiency.

(C) Impact of measures of (A) & (B) above for the reduction of energy consumption and consequent impact on the cost of production of goods

In view of initiatives enumerated in (A) & (B) above there has been a decrease in the total cost of Power & Fuel in spite of higher crushing of cane. The higher crushing of cane has resulted in higher availability of bagasse which in turn leads to comparatively lower consumption of High-Speed Diesel when compared with the previous year's consumption.

(D) Total energy consumption and energy consumption per unit of production

(i) Power & Fuel Consumption

		FY22	FY23	FY24
1. Electricity:				
a) Purchased:				
Units (in lacs)		29.249	18.804	17.172
Total amount (₹ in lacs)		130.74	85.08	78.98
Rate/Unit (₹)		4.470	4.525	4.599
b) Own Generation:				
i) Through Diesel Generator:				
Units (in lacs)		0.1485	0.1781	0.1116
HSD (₹ in lacs)		4.047	4.787	2.952
Units per liter of diesel-oil		3.29	3.37	3.36
Cost/Unit (₹)		27.24	26.87	26.45
ii) Through Steam:				
30.85 MW Turbine / Generator Units (in lacs)		961.41	1022.25	829.47
Fuel oil/gas (Unit in MT) Cost/Unit (₹)		192831.30	204434.80	175443.80
iii) Through Steam:				
3.0 MW_ Old Turbine / Generator				
Units (in lacs)		89.534	91.132	123.915
Fuel oil/gas (Unit in MT)		36801.21	38339.49	51316.17
Through Steam:				
3.0 MW_ New Turbine / Generator Units (in lacs)		67.388	72.864	104.279
Fuel oil/gas (Unit in MT)		29690.28	32300.59	44910.86
2. Coal:				
Quantity (Tonnes)		--	--	--
Total Cost (₹ in lacs)		--	--	--
Average Rate (₹)		--	--	--
3. Furnace Oil		--	--	--
4. Others/Internal generation		--	--	--
(ii) Consumption of following per unit of production:			No standard has been fixed	
Sugar (in lacs qtls)		--	--	--
Electricity		--	--	--
Furnace Oil		--	--	--
Coal		--	--	--
Others		--	--	--

(E) Research & Development and Technology Absorption : Cane

The Company is engaged with following research & development activities:

1) Cane Excellence Program:

The Cane Excellence Program at Zuari Industries Limited's SPE division has promoted sugarcane agriculture through scientific, digital, and advisory initiatives. Demonstration plots showcase modern agronomic practices, leading to better crop yield and soil health. The adoption of digital tools like the GSMA Cane Excellence Portal, Saksham App, and IVRS has streamlined communication, real-time monitoring, and logistics, boosting operational efficiency. Additionally, the program provides continuous guidance and training to farmers, empowering them with the knowledge to adopt best practices. These efforts underscore our commitment to sustainable agriculture and enhanced farmer productivity.

2) Varietal Replacement:

Last year, we initiated the process of replacing the Co-0238 sugarcane variety, also known as the 'wonder variety,' due to its increasing susceptibility to red rot disease. In line with our commitment to sustainable and high-yield agriculture, we have continued to reduce the area under Co-0238, prioritizing the introduction of promising, high-sugar varieties like Co-15023, CoLk-14201, and CoS-13235. Based on the performance data collected over the past year, we have refined our varietal replacement strategy. The updated plan now emphasizes optimizing the area under these new varieties including CO118, taking into account their yield and sugar content in relation to specific soil conditions. Our ongoing studies and evaluations guide this approach, ensuring that we achieve the best possible outcomes in terms of productivity and disease resistance.

3) GSMA BI Cockpit:

The GSMA BI Cockpit is a pioneering initiative by Zuari Industries Limited aimed at digitizing data recording and enhancing real-time access to critical information across various processes. This platform centralizes data from multiple sources, transforming it into insightful dashboards that provide an immediate overview of key metrics and operations. By facilitating real-time data tracking, the GSMA BI Cockpit empowers decision-makers with timely, accurate information, streamlining processes and improving overall efficiency.

4) Disease & Pest Control:

In our ongoing efforts to maintain healthy and high-yielding sugarcane crops, we utilize the Saksham App, our digital platform designed to connect with farmers and track the sugarcane development process. Through this platform, we closely monitor the incidence of pests and diseases, allowing us to respond promptly and effectively.

To control pests and diseases in sugarcane, we use all three methods: mechanical, biological and chemical. Mechanical control involves directly disrupting the life cycles of pests or creating environments that are unsuitable for their survival. This includes using traps for pest animals and insects, mulches for weed management, and barriers like screens or fences to keep pests out. For smaller farmers, the removal and destruction—through burning or burying—of infected plant material offers an easy and cost-effective solution. On the chemical side, we apply contact and systemic treatments to manage common threats such as the top borer, which is particularly prevalent in high-sugar varieties. We emphasize the use of high-quality products from reputable manufacturers, ensuring these solutions are both effective and affordable, with strict quality controls in place.

5) Mechanization of sugar cane cultivation:

We are actively educating our growers on the benefits of increased mechanization in sugarcane cultivation. By adopting mechanized practices, they can significantly lower cultivation costs, boost sugarcane yields, and ensure that agricultural tasks are performed on time with minimal labor requirements. These initiatives are not only helping growers achieve higher returns from their sugarcane crops but are also encouraging the expansion of cane areas under new, high-sugar varieties, aligning with both their interests and those of the mill.

6) Ratoon Management:

Ratoon crops continue to be a key focus for both farmers and mills, offering significant benefits in terms of cost savings and yield efficiency. Building on last year's efforts, we have intensified our support for farmers by promoting and demonstrating the best agricultural practices aimed at maximizing yield. This year, our initiative has seen robust continuation as we not only advise but actively demonstrate critical practices such as stubble management, gap filling, off-barring, and the strategic use of fertilizers and chemicals to enhance tillering. As the crops develop, we provide tailored recommendations for foliar sprays of soluble fertilizers, ensuring that each plot receives precisely what it needs to thrive. These efforts have led to improved crop performance, increased profitability for farmers, and a steady supply of high-quality cane for the mills.

(F) R & D Focus

- To promote scientific & data driven sugarcane agriculture practices; increase mechanization in cane cultivation to reduce cost of cultivation and higher cane/sugar yield.
- Intensive study of different sugar cane varieties for susceptibility towards pests & diseases, yield and sugar content. Research for disease free variety of sugar cane and adoption of recommended planting geometry and other initiatives.
- Improvements and promotion of "SAKSHAM" farmers app for better communication & information sharing with the farmers.
- Use of Agri drone for foliar spray of nutrients required by the crop for reducing cost of cultivation and for optimum utilization of the fertilizers.
- Intensive use of laboratory for soil testing of maximum farmers to map the soil conditions of the region.

- Partnering with academic institutions to leverage research and innovation in farming techniques; Organizing seminars by scientists & sugarcane experts.
- Use of GPS for truck tracking and logistics management.

(E) Foreign Exchange Earnings and Outgo

a)	Earnings in Foreign Exchange	Nil
b)	Expenditure in Foreign Currency	₹ 10,347.46 Lakh (USD 1,24,38,236.62)

For and on behalf of the Board

Sd/-

Saroj Kumar Poddar

Chairman

DIN:00008654

Date: 10 August 2024

Place: Kolkata

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Annexure "G" to the Board's Report

FORM NO. MR-3

Secretarial Audit Report

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

[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,
Zuari Industries Limited
Jai Kisaan Bhawan,
Zuarinagar, Goa, India, 403726

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Zuari Industries Limited** (hereinafter referred to as '**Company**'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the Financial Year ended on **March 31, 2024** (hereinafter referred to as '**Audit Period**'), generally complied with the statutory provisions listed hereunder and that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on **March 31, 2024** 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 ('**FEMA**') and the rules and regulations made thereunder to the extent of Foreign Direct Investment ('**FDI**'), Overseas Direct Investment ('**ODI**') and External Commercial Borrowings(**ECB**);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('**SEBI Act**'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (*Not Applicable as the Company has not issued further share capital during the Audit Period*)
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (*Not Applicable to the Company during the Relevant Audit Period*);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (*Not Applicable to the Company during the Relevant 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 as the Company is not registered as Registrar to an Issue and Share Transfer Agent*);
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (*Not Applicable to the Company during the Audit Period*); and
 - (h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (*Not Applicable to the Company during the Audit Period*).
- (vi) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [herein after referred to as 'SEBI (LODR) Regulations, 2015'] and other applicable rules, regulation and other communications issued from time to time.
- (vii) OTHER LAWS AND REGULATIONS SPECIFICALLY APPLICABLE TO THE COMPANY (AS PER THE REPRESENTATIONS MADE BY THE COMPANY), VIZ:
 - (a) The Real Estate (Regulations and Development) Act, 2016;
 - (b) The Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996;

- (c) The Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979;
- (d) Town and Country Planning Acts and Development Control Regulations & Building Byelaws as applicable at various locations;
- (e) Trademarks Act, 1999;
- (f) Sugar Cess Act, 1982;
- (g) Food Safety and Standards Act, 2006;
- (h) Food, Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011;
- (i) Essential Commodities Act, 1955;
- (j) The Sugar (Packing and Marking) Order, 1970;
- (k) Sugar Development Fund Act, 1982;
- (l) Sugarcane (Control) Order, 1966
- (m) Export (Quality Control and Inspection) Act, 1963;
- (n) Agricultural and Processed Food Products Export Act, 1986;
- (o) Indian Boilers Act, 1923.

Our reporting is based on the information and explanation as provided to us by the Company and its management and we have relied on the representations made by the Company and its officers for the systems and mechanism framed by the Company for compliances under Acts, Laws and Regulations applicable to the Company at item (vii) above.

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

- (i) Secretarial Standard-1 and Secretarial Standard-2 as issued by The Institute of Company Secretaries of India and notified by Central Government: Stricter applicability of the Secretarial Standards is required to be observed by the Company.
- (ii) The Listing Agreement entered into by the Company with National Stock Exchange of India and Bombay Stock Exchange read with the SEBI (LODR) Regulations, 2015.

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

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The Board composition is as per the applicable provisions of SEBI (LODR) Regulations, 2015.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance or at shorter notice, if any, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decisions is carried through and recorded as part of the minutes.

During the Audit period, Disclosure received from Mr. Saroj Kumar Poddar, Director of the Company in Form MBP-1,

wherein he intimated his resignation from Directorship of one of company in which he was interested, was noted by the Board in the subsequent Board Meeting instead of immediate next Board Meeting held after receipt of the disclosure, as required under provisions of Section 184(1) of the Companies Act, 2013 read with relevant rules made thereunder.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. However, the mechanism pertaining to the timely filing of e-Forms with the regulatory authorities needs to be strengthened.

We further report that during the audit period following specific events that took place having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards.

1. With respect to Scheme of Amalgamation of Zuari Sugar & Power Limited with Zuari Industries Limited and their respective shareholders and creditors ("Scheme"), final hearing for the second motion application filed with Hon'ble National Company Law Tribunal ("NCLT"), Mumbai Bench was concluded on February 20, 2024. NCLT pronounced the order sanctioning the scheme via its order dated April 12, 2024. The appointed date of the Scheme is April 1, 2022 and the scheme is operative from April 30, 2024, date from which certified copy of the order of the NCLT, Mumbai Bench is filed with Registrar of Companies.
2. Pursuant to the approval of the Board dated September 26, 2023, the Company has raised debt capital of ₹ 200 Crores by issue of 2000 secured, unrated, unlisted, redeemable, Non-Convertible Debentures (NCDs) of face value of ₹ 10 Lakhs each via private placement.
3. The Company with the approval of shareholder obtained on March 21, 2024 entered material Related Party Transactions for extending Corporate Guarantee amounting to ₹202.92 Crores to Zuari Envien Bioenergy Private Limited, a Joint Venture of the Company.
4. Mr. Rakesh Kumar Singh was appointed as the Company Secretary & Compliance Officer and Key Managerial Person (KMP) of the Company in place of Mr. Laxman Aggarwal with effect from November 11, 2023.

Sd/-
Aditi Gupta

Company Secretary in Whole-Time Practice
M/s Aditi Agarwal & Associates, Company Secretaries
Peer Reviewed Firm 2200/2022
FCS: 9410

Place: New Delhi
Date: 02-Aug-2024

CP No: 10512
UDIN: F009410F000885439

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,
The Members,
Zuari Industries Limited

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

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 systems are adequate and operating effectively.
2. Our responsibility is to express an opinion based on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test check basis to ensure that the correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
5. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
7. Our reporting upon compliance of Industry specific laws as applicable to the Company is based on the information and explanation as provided to us by the Company and its management and we have relied on the representations made by the Company and its concerned officers for the systems and mechanism framed by the Company for compliances under Acts, Laws and Regulations as applicable to the Company.
8. 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.
9. The Secretarial Audit Report may be read in conjunction with Annual Secretarial Compliance Report dated May 30 2024 issued under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and filed by the Company with the Stock Exchanges on May 30 2024.

**Sd/-
Aditi Gupta**

Company Secretary in Whole-Time Practice
M/s Aditi Agarwal & Associates, Company Secretaries
Peer Reviewed Firm 2200/2022
FCS: 9410
CP No: 10512
UDIN: F009410F000885439

Place: New Delhi
Date: 02-Aug-2024

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Annexure “H” to the Board’s Report

Annual Report on Corporate Social Responsibility (“CSR”) Activities for the Financial Year ended 31 March 2024

1. Brief outline on CSR Policy of the Company:

Zuari Industries Limited (ZIL) is part of Adventz Group of Companies and its CSR Projects and Initiatives are guided by the CSR Policy of the Company and reviewed closely by the CSR Committee of the Board of Directors.

Driven by our passion to make a difference to society, the Company is committed to upholding the highest standards of Corporate Social Responsibility and has continued its progress on community initiatives with renewed vigour and devotion.

As a responsible business corporation, we have built sustainable and effective CSR initiatives that are vital towards fulfilling critical societal needs in the communities we operate in. We also believe that we have a larger responsibility towards making a difference within our industry and also in society at large. Our initiatives include promotion of rural development, healthcare & WASH (Water, Sanitation and Hygiene), and Education.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Sushil Kumar Roongta	Chairman/Independent Director	1	1
2.	Mrs. Manju Gupta	Member/Independent Director	1	1
3.	Mr. Athar Shahab	Member/Managing Director	1	1
4.	Mr. Alok Saxena	Member/Whole-time Director	1	1

3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company.

<https://www.zuariindustries.in/corporate-governance>

4. Provide the executive summary along with web-link of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable.

Not applicable

5. (a) Average net profit of the Company as per section 135(5) of the Act.

Loss of ₹ 1,315.18 Lakh

(b) Two percent of average net profit of the Company as per section 135(5) of the Act.

₹ (26.30) Lakh

(c) Surplus arising out of the CSR Projects or Programmes or Activities of the previous Financial Years.

Nil

(d) Amount required to be set off for the Financial Year, if any

In terms of applicable provisions of Section 135 of Companies Act, 2013, the Company was not required to make any CSR contribution during the FY24. Hence, the Company had not availed any set-off during the FY24.

The amount available for set off during the year under review was ₹ 51.95 Lakh.

(e) Total CSR obligation for the Financial Year (b+c-d).

Nil

6. (a) Amount spent on CSR Projects (both ongoing Project and other than ongoing Project)

₹ 20.26 Lakh

(b) Amount spent in Administrative Overheads.

Nil

(c) Amount spent on Impact Assessment, if applicable

Nil

(d) Total amount spent for the Financial Year [(a)+(b)+(c)]

₹ 20.26 Lakh

(e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year (₹ in Lakh)	Amount Unspent (₹ in Lakh)				
	Total Amount transferred to Unspent CSR Account as per section 135(6) of the Act		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
20.26	Not applicable		Not applicable		

(f) Excess amount for set off, if any

Sl. No.	Particulars	Amount (₹ in Lakh)
i.	Two percent of average net profit of the Company as per sub-section (5) of section 135 of the Act	(26.30)
ii.	Total amount spent for the Financial Year	20.26
iii.	Excess amount spent for the Financial Year [(ii)-(i)]	20.26
iv.	Surplus arising out of the CSR Projects or Programmes/Activities of the previous Financial Years, if any	0.00
v.	The amount available for set off carried forward from the previous Financial Year	8.77*
vi.	Amount available for set off in succeeding Financial Years [(iii)-(iv)+(v)]	29.03

* The amount available for set off during the FY24 was ₹ 51.95 Lakh and out of which an amount of ₹ 43.18 Lakh was available for set off only upto the FY24. Accordingly, an amount of ₹ 8.77 Lakh spent in FY23 shall available for carry forward in succeeding Financial Years.

7. Details of Unspent CSR amount for the preceding three financial years: Not applicable

Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under section 135(6) of the Act (₹ in Lakh)	Balance Amount in Unspent CSR Account under section 135(6) (₹ in Lakh)	Amount spent in the Financial Year (₹ in Lakh)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to section 135(5), if any		Amount remaining to be spent in succeeding financial years (₹ in Lakh)	Deficiency, if any
					Amount (₹ In Lakh)	Date of transfer		
1.	FY-1				Not applicable			
2.	FY-2				Not applicable			
3.	FY-3				Not applicable			

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year. If Yes, enter the number of Capital assets created/ acquired.

None

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the Property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
Not applicable							

9. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per sub-section (5) of section 135.

In terms of applicable provisions of Section 135 of the Companies Act, 2013, the Company was not obligated to contribute towards CSR activities during FY24. However, the Company has made a voluntary CSR contribution of ₹ 20.26 Lakh during the FY24.

Date: 10 August 2024
Place: Gurugram

Sd/-
Athar Shahab
Managing Director

Sd/-
Sushil Kumar Roongta
Chairman - CSR Committee

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Annexure “I” to the Board’s Report

Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014.

1. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year ended 31 March 2024:

S. No.	Name of the Director	Designation	Ratio of remuneration of each Director to median remuneration of the employees of the Company
1.	Mr. Saroj Kumar Poddar*	Chairman- Non-Executive	Nil
2.	Mrs. Jyotsna Poddar*	Independent Director	Nil
3.	Mr. Vijay Paranjape*	Independent Director	Nil
4.	Mr. Sushil Kumar Roongta*	Independent Director	Nil
5.	Mr. Suneet Shriniwas Maheshwari*	Independent Director	Nil
6.	Mrs. Manju Gupta*	Independent Director	Nil
7.	Mr. Athar Shahab	Managing Director	57.24: 1
8.	Mr. Alok Saxena	Whole-time Director	14.28:1

*were paid sitting fees only for attending meetings.

2. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year ended 31 March 2024:

S. No.	Name of the Director / Chief Financial Officer / Company Secretary	Designation	Percentage increase in remuneration in FY24 (%)
1.	Mr. Saroj Kumar Poddar*	Chairman- Non-Executive	Nil
2.	Mrs. Jyotsna Poddar*	Non-Executive Director	Nil
3.	Mr. Vijay Paranjape*	Independent Director	Nil
4.	Mr. Sushil Kumar Roongta*	Independent Director	Nil
5.	Mr. Suneet Shriniwas Maheshwari*	Independent Director	Nil
6.	Mrs. Manju Gupta*	Independent Director	Nil
7.	Mr. Athar Shahab	Managing Director	10%
8.	Mr. Alok Saxena	Whole-time director	8%
9.	Mr. Nishant Dalal	Chief Financial Officer	13%
10.	Mr. Laxman Aggarwal ⁽ⁱ⁾	Company Secretary & Compliance Officer	Nil
11.	Mr. Rakesh Kumar Singh ⁽ⁱⁱ⁾	Company Secretary & Compliance Officer	Nil

*were paid sitting fees for attending meetings.

(i) Mr. Laxman Aggarwal resigned as Company Secretary & Compliance Officer w.e.f. 10 November 2023.

(ii) Mr. Rakesh Kumar Singh was appointed as Company Secretary & Compliance Officer w.e.f. 11 November 2023.

Note: The % increase of remuneration (other than sitting fees) is provided only for those Director and KMP who have drawn remuneration from the Company for full FY23 and FY24.

3. The percentage increase in the median remuneration of employees in the FY24: 9.52%

4. The number of permanent employees on the rolls of Company:

As on 31 March 2024 there were 329 permanent employees on the rolls of the Company.

5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last FY 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:

The average percentile increase made in remuneration to employees other than Key Managerial Personnel in the FY24 was 8.91 % whereas the increase in the Key Managerial Personnel remuneration for the FY24 was 10.17 %.

6. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

For and on behalf of the Board

Sd/-

Saroj Kumar Poddar

Chairman

DIN:00008654

Date: 10 August 2024

Place: Kolkata

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Annexure "J" to the Board's Report

Form AOC-1

Salient features of the financial statement of subsidiaries, associate and joint ventures for the Financial Year ended 31 March 2024, pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014

Part "A": Subsidiaries

(All amounts in ₹ in Lakh, unless stated otherwise)

Sl. No.	Name of the subsidiary	Reporting Currency	Exchange Rate	Share Capital	Reserve & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before Taxation	Provision for Taxation	Profit after Taxation	Proposed Dividend	% of shareholding	Country
Indian Subsidiaries															
1.	Zuari Infracore India Limited (Refer Note 5)	INR	NA	5,526.32	8,321.01	96,253.33	82,406.01	2,446.16	6,335.46	(2,964.76)	(89.51)	(2,875.25)	-	100%	India
2.	Indian Furniture Products Limited	INR	NA	7,009.95	(7,519.46)	15,421.83	15,931.33	38.26	0.07	(1,192.68)	(4.49)	(1,188.19)	-	72.45%	India
3.	Simon India Limited	INR	NA	500.00	7,946.72	8,979.86	533.14	7,259.21	219.62	38.40	1.59	36.81	-	100%	India
4.	Zuari Management Services Limited	INR	NA	5.00	5,769.57	13,907.43	8,132.86	8,603.67	2,774.42	(97.38)	3.23	(100.60)	-	100%	India
5.	Zuari International Limited	INR	NA	1,945.74	88,685.97	166,033.53	75,401.82	119,751.74	11,825.51	(2,571.47)	(1,116.35)	(1,455.11)	-	100%	India
6.	Zuari Finserv Limited	INR	NA	2,393.81	1,123.73	5,860.63	2,343.09	-	1,532.45	242.54	58.45	184.09	-	100%	India
7.	Zuari Insurance Brokers Limited	INR	NA	275.00	696.50	1,030.77	59.27	-	648.37	396.65	100.64	296.01	-	100%	India
Foreign Subsidiaries															
8.	Zuari Infra Middle East Limited (Subsidiary of Zuari Infracore India Ltd.) (Refer Note 5)	AED	22.71	0.10	(73.57)	3,067.97	3,141.44	21.47	305.81	(160.14)	-	(160.14)	-	NA	UAE
9.	Zuari Infracore SJM properties LLC (Subsidiary of Zuari Infra Middle East Limited) (Refer Note 5)	AED	22.71	3.00	(466.89)	5,998.37	6,462.26	3,051.94	52.42	(399.86)	-	(399.86)	-	NA	UAE

Note 1 : Figures of Foreign Subsidiaries are reported in AED Lakh.

Note 2 : Subsidiary which are yet to commence operations- Nil

Note 3 : Subsidiary which have been sold during the year- Nil

Note 4 : Zuari Sugar & Power Limited ("ZSPL"), wholly owned subsidiary of Zuari Industries Limited ("ZIL") stands amalgamated with ZIL. The Scheme became effective w.e.f. 30 April, 2024 and the appointed date was 1 April 2022.

Note 5 : Figures are on a standalone basis.

Part "B": Associates and Joint Ventures

(All amounts in ₹ in Lakh, unless stated otherwise)

	Associate				Joint Venture			
	Zuari Agro Chemicals Limited	Texmaco Infrastructure & Holdings Limited	New Eros Tradecom Limited	Mangalore Chemicals & Fertilizers Limited	Zuari IAV Private Limited ('Formerly known as Zuari Indian Oiltanking Private Limited')	Forte Furniture Products India Private Limited	Zuari Envien Bioenergy Pvt Ltd	Burj District Development Limited
Latest audited Balance Sheet	31 March 2024	31 March 2024	31 March 2024	31 March 2024	31 March 2024	31 March 2024	31 March 2024	31 March 2024
Shares of Associates/Joint Ventures held by the Company on the year end	32.08%	30.83%	45.05%	0.26%	50%	50%	50%	50%
No. of Shares	1,34,90,510	3,92,91,612	20,49,994	3,06,194	1,00,20,000	3,48,98,953	1,85,00,000	25,000
Amount of Investment in Associates/Joint Ventures	54,341.46	45,727.58	3,856.00	198.26	2,004.51	-	3,705.86	62,627.72
Extend of holding (%)	32.08%	30.83%	45.05%	0.26%	50%	50%	50%	50%
Description of how there is significant influence	Based on the percentage of Holding in Associate Company	Based on the percentage of Holding in Associate Company	Based on the percentage of Holding in Associate Company	Based on the percentage of Holding in Associate Company	Based on the percentage of Holding in Joint Venture Company	Based on the percentage of Holding in Joint Venture Company	Based on the percentage of Holding in Joint Venture Company	Based on the percentage of Holding in Joint Venture Company
Reason why the Joint venture is not consolidated	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
Networth attributable to Shareholding as per latest audited Balance Sheet	54,341.46	45,727.58	3,856.00	198.26	2,004.51	(3,823.92)	3,705.86	62,627.72
Profit/(Loss) for the year (Profit/(Loss) after Tax)	11,276.73	84,682.20	4,404.36	13,649.55	(97.95)	(3,311.86)	(37.82)	-
Considered in Consolidation	11,276.73	84,682.20	4,404.36	13,649.55	(97.95)	(3,311.86)	(37.82)	-
Not Considered in Consolidation	-	-	-	-	-	-	-	-

Note 1 : Associates or Joint Ventures which are yet to commence operations-Zuari Envien Bioenergy Pvt Ltd is yet to commence its operations.

Note 2 : Joint Ventures which have been sold during the year - Nil

*The above figures are on consolidated basis and include the percentage of holding being held by subsidiary companies

For and on behalf of the Board of Directors of

Zuari Industries Limited (Formerly Zuari Global Limited)

Sd/-

Athar Sahab

Managing Director

DIN: 01824891

Date: 29 May 2024

Place: Gurugram

Sd/-

Vijay Vyankatesh Paranjape

Director

DIN: 00237398

Sd/-

Nishant Dalal

Chief Financial Officer

Membership No. A16093

Sd/-

Rakesh Kumar Singh

Company Secretary

Membership No. A16093



Standalone

Financial Statements

Independent Auditor's Report

To The Members of **ZUARI INDUSTRIES LIMITED** (Formerly ZUARI GLOBAL LIMITED)

Report on the Audit of Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Zuari Industries Limited (formerly Zuari Global Limited) ("the Company"), which comprise the Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity for the year on that date and notes to the Standalone Financial Statements including a summary of the material accounting policies and other explanatory information (hereinafter referred to as the "Standalone Financial Statements").

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 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2024, its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements 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 ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Emphasis of Matter

We draw attention to Note 47 of the standalone financial statements, regarding the approval of the Scheme of Amalgamation between the Company and Zuari Sugar and Power Limited, its subsidiary ("the Scheme") received from the National Company Law Tribunal ("the NCLT"), Mumbai Bench, vide order dated 12th April 2024, with the appointed date of 1st April 2022. The scheme was filed with ROC on 30th April 2024.

The comparative figures for the year ended March 31, 2023 have been restated in accordance with the aforesaid Scheme and Indian Accounting Standards (Ind AS) 103 – Business Combinations to include the result of the Company and its subsidiary. We have audited the adjustments made by the management arising on account of amalgamation to arrive at the restated figures for the year ended March 31, 2023.

Our opinion is not modified in respect of these matters.

Key Audit Matters

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

S No	Key Audit Matter	Auditor's Response
1.	<p>Income tax provisions</p> <p>We refer to the Note 22A, 38(i) and 40A of the standalone financial statements of the Company for the year ended 31 March 2024 relating to current tax expense, Income Tax Assets and contingent liabilities.</p> <p>The Company has significant litigations outstanding as at 31 March 2024 which includes income tax and wealth tax.</p> <p>The eventual outcome of these tax proceedings is dependent on the outcome of future events and unexpected adverse outcomes could significantly impact the Company's reported profits and balance sheet position.</p>	<p>Our audit procedures included, but were not limited to, the following:</p> <ul style="list-style-type: none"> We obtained an understanding of the management process for identification of tax litigation matters initiated against the Company and assessment of accounting treatment for each such litigation identified under Ind AS 37 We evaluated the design and tested the operating effectiveness of key controls around above process; We obtained details of completed tax assessments and demands upto the year ended March 31, 2024 from management.

S No	Key Audit Matter	Auditor's Response
	<p>The amounts involved are material and the application of accounting principles as given under Ind AS 37, Provisions, Contingent Liabilities and Contingent Assets, in order to determine the amount to be recorded as a liability or to be disclosed as a contingent liability, in each case, is inherently subjective, and needs careful evaluation and judgement to be applied by the management. Key judgments are also made by the management in estimating the amount of liabilities, provisions and/or contingent liabilities related to aforementioned litigations.</p> <p>Considering the degree of judgment, significance of the amounts involved and inherent high estimation uncertainty, this matter has been identified as a key audit matter for the current year audit.</p>	<ul style="list-style-type: none"> • We obtained an understanding of the nature of litigations pending against the company and discussed the key developments during the year with the management • We assessed the appropriateness of methods used, and the reliability of underlying data for the calculations made for quantifying the amounts involved. Tested the arithmetical accuracy of such calculations; • We tested the disclosures made relating to the provisions and contingent liabilities for their appropriateness.
2	<p>Impairment assessment of non-current investments in subsidiaries and joint venture</p> <p>We refer to note 7 and note 38(ii) of the standalone financial statements of the Company for the year ended 31 March 2024 for the carrying value of the non-current investments and loans in subsidiaries and joint venture.</p> <p>The Company has aggregate investment in subsidiaries and Joint ventures of Rs. 19,723.28 lakhs. Impairment assessment of these investments is inherently subjective due to reliance on net worth of investee, valuations of the assets held and cash flow projections of these investee companies. Due to their materiality, assessment of impairment losses on the carrying value of investment in the subsidiaries and joint ventures has been considered as be a key audit matter.</p>	<p>Our audit procedures included, but were not limited to, the following:</p> <ul style="list-style-type: none"> • We evaluated design and operating effectiveness of controls implemented for identification of impairment indicators and measurement of impairment provision; • We compared the carrying value of all investments to the net assets of the respective entities, to identify whether the net assets were in excess of their carrying amount; • Wherever the net assets were lower than the recoverable amount, for material amounts, we assessed the appropriateness of valuation methodology used. • We evaluated the appropriateness of disclosures in relation to investments in subsidiaries and joint ventures.
3	<p>Valuation of Inventory</p> <p>We refer to Note 38(viii) and Note 11 of the financial statements of the Company for the year ended 31st March 2024.</p> <p>At the balance sheet date 31st March 2024, the Company held Rs. 40,517.57 lacs of Inventories. Inventories includes stock of finished goods - Sugar and other product – molasses, both treated as joint products.</p> <p>Manufacturing of Sugar is complex process which leads to generation of certain joint products and by products, which are used for generation of other products or sold in the market. The valuation requires use of judgement and assumptions regarding elimination of inter-divisional profits, allocation of costs of production between joint products based on their relative sales value and net realisable value (NRV) of different products which is further dependent upon the market conditions, minimum selling prices, subsequent inventory sale data, current sale prices, notifications/ press releases from the government authorities, technical estimates of expected recovery of final products being produced and incremental cost of products manufactured using joint products. These assumptions are subject to inherent uncertainties and are difficult to ascertain since they are likely to be influenced by political and economic factors including uncertainties that may affect the industry on the whole.</p>	<p>Our audit procedures in relation to valuation of inventory included, but were not limited to, the following:</p> <ul style="list-style-type: none"> • Tested the design and operating effectiveness of the controls for inventory valuation. • Assessed the appropriateness of the principles used in the valuation of Inventory and analysed the reasonableness of significant judgements/ assumptions used by the management in their valuation models along with their consistency based on historical/ industrial data trends such as sugar recovery rates, generation of Molasses, ethanol recovery rates, fixed and planned storage facilities of Molasses and capacity utilisations of the plant. • Verified net realisable value of various products based on market rates obtained by the management. • Reviewed cost sheets prepared by the management for various processes. • We also assessed the appropriateness of the disclosures provided in respect of valuation of inventories.

S No	Key Audit Matter	Auditor's Response
4	<p>Recoverability of deferred tax assets</p> <p>We refer to note 22 and 38(vi) of the financial statements of the Company for the year ended 31st March 2024.</p> <p>At the balance sheet date, deferred tax assets recognized for carried forward tax losses and unabsorbed depreciation amounted to Rs. 11,964.54 lacs.</p> <p>The assessment of meeting the recognition criteria as well as assessment of recoverability of deferred tax assets within the period prescribed under the tax laws involves use of significant assumptions and estimates. Determining forecasts of future results and taxable profits include key assumptions such as future growth rate and market conditions.</p> <p>Any change in these assumptions could have a material impact on the carrying value of deferred tax assets. These assumptions and estimates are judgmental, subjective and depend on the future market and economic conditions, including industry focused trade policies of the government and materialization of the Company's expansion plans.</p> <p>Owing to the significance of the balances and complexities involved as described above, we have considered recoverability of such deferred tax assets recognised on carried forward tax losses and unabsorbed depreciation as a key audit matter.</p>	<p>Our audit procedures in relation to the recognition of deferred tax assets included, but were not limited to, the following; -</p> <ul style="list-style-type: none"> • Evaluated the design and tested the operating effectiveness of key controls implemented over recognition of deferred tax assets based on the assessment of Company's ability to generate sufficient taxable profits in foreseeable future allowing the utilisation of deferred tax assets within the time prescribed by Income Tax laws. • Evaluated management's assessment of time period available for adjustment of such deferred tax assets as per provisions of the Income Tax Act, 1961 and appropriateness of the accounting treatment with respect to the recognition of deferred tax assets as per requirements of Ind AS 12, Income Taxes. • Re-computed the amount of deferred tax assets as appearing in the financial statements confirming the amounts of carried forward tax losses and unabsorbed depreciation. • Assessed the appropriateness of the disclosures in respect of deferred tax balances.

Information Other than the Standalone financial statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder's Information, but does not include the Standalone Financial Statements and our auditor's report thereon. The other information in annual report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the standalone 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.

Responsibilities of management and those charged with governance for the standalone financial statements

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

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

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibility for the audit of standalone financial statements

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.

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone 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.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The balance sheet, the statement of profit and loss including other comprehensive income, the cash flow statement and the statement of changes in equity dealt with by this report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
 - (e) On the basis of written representations received from the directors as on 31st March, 2024 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 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 with reference to Standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid / provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact, if any, of pending litigations on its financial position in its standalone financial statements – Refer Note No. 40 to the standalone financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31st March 2024
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31st March 2024.
 - iv. (A) The management has represented to us that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (B) The management has also represented to us, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with

the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- (C) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.

- v. The dividend declared or paid during the year by the company is in compliance with section 123 of The Companies Act 2013.

- vi. Based on our examination, which included test checks, the company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure B" a statement on the matters specified in the paragraphs 3(xx) of the said Order.

For V. Sankar Aiyar & Co.

Chartered Accountants
ICAI Firm Regn No. 109208W

Sd/-
(Ajay Gupta)

Partner

Place: Gurugram

Date : 29th May 2024

Membership No. 090104

ICAI UDIN : 24090104BKFOMX7189

Annexure "A" to the Independent Auditors' Report of even date to the members of Zuari Industries Limited (Formerly Zuari Global Limited), on the standalone financial statements for the year ended 31st March 2024

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Zuari Industries Limited (Formerly Zuari Global Limited) of even date)

Report on the Internal Financial Controls with reference to Financial Statements under Clause (i) of sub section 3 of Section 143 of the Companies Act, 2013 (the "Act")

We have audited the internal financial controls with reference to standalone financial statements of the Company as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls with reference to standalone financial statements 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 with reference to financial statements (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). 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

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial

controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with reference to standalone financial statements

A Company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to standalone financial statements 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 with reference to standalone financial statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at 31st March 2024, 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 issued by the ICAI.

For V. Sankar Aiyar & Co.
Chartered Accountants
ICAI Firm Regn No. 109208W

Sd/-
(Ajay Gupta)

Partner

Membership No. 090104

ICAI UDIN : 24090104BKFOMX7189

Place: Gurugram

Date : 29th May 2024

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Annexure "B" to the Independent Auditors' Report of even date to the members of Zuari Industries Limited (Formerly Zuari Global Limited), on the standalone financial statements for the year ended 31st March 2024

(Referred to in Paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our Report on even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit and the representation obtained from the management, we state that:

- i a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- (B) The Company is maintaining proper records showing full particulars of intangible assets.
- b) Property, plant and equipment have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the property, plant and equipment is reasonable having regard to the size of the Company and the nature of its assets.
- c) The title deeds of all immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company except as provided in Note No. 50 of the accompanying standalone financial statements and reproduced below:

S. No	Line item in the balance sheet	Property description	Amount (Rs. in Lacs)	Date of Holding	Title deeds held by	Reason
1		Survey No 169/1 admeasuring 32150 Sq. Mt., Sancoale, Goa	-	22-11-2005		
2		Survey No 178/1 admeasuring 8953 Sq. Mt., Sancoale, Goa	-	31-03-1971		
3		Survey No 191/1 admeasuring 6250 Sq. Mt., Sancoale, Goa	-	22-04-1999		
4		Survey No 230/1 admeasuring 38725 Sq. Mt., Sancoale, Goa	-	14/10/1991 & 09/12/1996		
5		Survey No 231/1 admeasuring 13350 Sq. Mt., Sancoale, Goa	-	14/10/1991 & 09/12/1996		
6		Survey No 234/1 admeasuring 21675 Sq. Mt. Sancoale, Goa	-	22-04-1999		
7		Survey No 234/2 admeasuring 525 Sq. Mt. Sancoale, Goa	-	22-04-1999		
8		Survey No 234/3 admeasuring 27400 Sq. Mt. Sancoale, Goa	-	22-04-1999	Zuari Agro Chemicals Limited/ Zuari Industries Limited	Name of the company has changed several times, Mutation in the name of Zuari Industries Limited pending.
9	Investment property	Survey-No 111/1 admeasuring 107489 Sq. Mt., Sancoale, Goa	1.63	31-03-1971		
10		Survey No 189/1 admeasuring 53292 Sq. Mt., Sancoale, Goa	-	31-03-1971		
11		Survey No 190/1 admeasuring 157134 Sq. Mt., Sancoale, Goa	-	31-03-1971		
12		Flat-101, The Beach Village, Sancoale Village, Mormugao Taluka, Goa	41.09	23-03-2011		
13		Office 8, 9, 10, 2nd Floor, Vernekar Plaza, CTS 162/17A1, 162/17A2, 162/17A3, Deshpande Nagar, Hubbli, Karnataka	42.98	10-07-2007		
14		Commercial Office No.1, 4th Floor, The Forum, Plot No. 9, S. No. 63/2B, Parvati Village, Pune, Maharashtra	144.47	23-04-2007		

- d) The Company has not revalued its property, plant and equipment (including right of use assets) or intangible assets or both during the year.
- (e) There are no proceedings initiated or are pending against the company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii a) The inventories have been physically verified by the management at reasonable intervals during the year. In our opinion the coverage and procedure of such verification by the management is appropriate; no discrepancies of 10% or more in the aggregate for each class of inventories were noticed on physical verification.
- b) The Company has been sanctioned working capital limits in excess of Rupees five crore in aggregate from banks during the year on the basis of security of current assets of the Company. The quarterly returns / statements filed by the Company with such banks are not in agreement with the books of accounts of the Company. The details of such differences along-with reasons are provided in Note No. 51(g) of the accompanying standalone financial statements and reproduced as below:

Quarter ended	Particulars of Security Provided	Amount as per books (INR in Lacs)	Amount as per quarterly return / statement (INR in Lacs)	Amount of difference (INR in Lacs)	Reason for material discrepancy
June 2023	Hypothecation Charge on entire Current Assets and Charge on	21,560.79	21,781.36	(220.57)	Difference due to inventory valuation as per audited/ reviewed books of accounts.
September 2023	pledge of finished, W.I.P goods,	3,251.79	3,416.22	(164.43)	
December 2023	Raw Material and additional	11,394.41	10,151.87	1,242.54	
March 2024	charge on land ,Building and plant and machinery.	39,064.94	39,064.94	-	

- iii. The Company has made investments, provided guarantees or security and granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year, in respect of which:
- (a) The Company has provided loans or stood guarantee or provided security as follows:

Particulars	Loans Given (INR in Lacs)	Guarantees Given (INR in Lacs)	Security Given in connection with a loan (INR in Lacs)
Aggregate amount granted/ provided during the year			
● Subsidiaries	12,205.00	2,500.00	9,354.04
● Joint Ventures	1,025.00	20,292.00	-
● Associates	-	-	-
● Others	-	-	-
Balance outstanding as at balance sheet date in respect of above cases			
● Subsidiaries	7,183.33	11,400.00	1,24,063.71
● Joint Ventures	500.00	22,305.00	-
● Associates	28,550.00	-	-
● Others	-	-	-

- (b) During the year, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans, guarantees provided and security given are not prejudicial to the company's interest.
- (c) All the loans are interest bearing and have been provided to group companies viz. subsidiaries, joint ventures and associates, for long term continuous liquidity support. and are periodically renewed/ fresh loans provided/ settled based on the liquidity position of the respective group companies. In respect of loans given, the schedule of payment of interest has been stipulated and interest has been received by the end of the year.
- (d) Based on (c) above, as loans are being provided to group companies for long term liquidity support, there is no overdue amount. However, group companies can repay the same based on their liquidity position.
- (e) Based on (c) above, there were no loans or advances in the nature of loans, which have fallen due during the year, that has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties as such loans have been given to support the long term liquidity position of such group companies and have been shown as Non Current in standalone financial statements.

- (f) All the loans granted by the Company to various group companies are for long term continuous liquidity support. The same will be repaid based on the liquidity position of group companies. Accordingly, 100% of the loans outstanding as on 31st March 2024 amounting to Rs 36,233.34 lakhs may be considered to be repayable on demand.
- iv. The Company has complied with the provisions of Section 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, to the extent applicable.
- v. The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed deposits within the meanings of sections 73 to 76 of the Act and the Rules framed thereunder. Hence, the provisions of clause 3(v) of the Order are not applicable.
- vi. We have broadly reviewed the books of accounts maintained by the Company, pursuant to rules made by the Central Government for the maintenance of cost records under clause (1) of section 148 of the Companies Act, 2013 and are of the opinion that prima facie, the prescribed accounts and records have been maintained.

We have not, however, made a detailed examination of the records with a view to determine whether they are accurate and complete.

- vii. In respect of statutory dues
- a) In our opinion, the Company has been generally regular in depositing undisputed statutory dues including goods and services tax (GST), provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, excise duty and value added tax and other material statutory dues with the appropriate authorities. There were no arrears of undisputed statutory dues as at 31st March, 2024, which were outstanding for a period of more than six months from the date they became payable.
- b) Details of disputed statutory dues referred to in sub-clause (a) above which not been deposited as on 31st March, 2024 on account of disputes are given below:

Name of statute	Nature of dues	Amount (INR in lacs)	Amount paid under Protest (INR In lacs)	Period to which the amount relates (FY)	Forum where dispute is Pending
Income Tax Act, 1961	Income tax	40.77	Nil	1994-95	Hon'ble Supreme Court
	Income tax	40.77	Nil	1995-96	Hon'ble Supreme Court
	Income tax	31.02	Nil	1997-98	Hon'ble Supreme Court
	Income tax	346.62	Nil	1999-00	Commissioner of Income Tax (Appeals)
		40.34	Nil		Hon'ble Supreme Court
	Income tax	5,156.14	Nil	2000-01	Hon'ble High Court of Bombay
	Income tax	74.38	Nil	2001-02	Commissioner of Income Tax (Appeals)
	Income tax	256.74	256.74	2006-07	Commissioner of Income Tax (Appeals)
	Income tax	469.24	Nil	2007-08	Hon'ble High Court of Bombay
	Income tax	331.79	Nil	2008-09	Hon'ble High Court of Bombay
	Income tax	436.67	Nil	2009-10	Hon'ble High Court of Bombay
	Income tax	360.00	Nil	2010-11	Hon'ble High Court of Bombay
	Income tax	718.50	718.50	2011-12	Commissioner of Income Tax (Appeals)
	Income tax	79.27	79.27	2012-13	Commissioner of Income Tax (Appeals)
	Income tax	80.00	51.27	2013-14	Commissioner of Income Tax (Appeals)
	Income tax	268.80	356.47	2015-16	Commissioner of Income Tax (Appeals)
	Income tax	328.34	202.51	2016-17	Commissioner of Income Tax (Appeals)
	Income tax	575.36	20.60	2017-18	Commissioner of Income Tax (Appeals)
	Income tax	20.36	-	2017-18	Commissioner of Income Tax (Appeals)
	Income tax	352.63	-	2019-20	ITAT
Wealth Tax Act, 1957	Wealth tax	565.78	283.00	2005-06 to 2009-10	Commissioner of Income Tax (Appeals)

- viii The Company has not surrendered or disclosed any transaction, previously not recorded in the books of accounts, in the tax assessments under the Income Tax Act, 1961 as income, during the year.
- ix a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- b) The Company is not declared willful defaulter by any bank or financial institution or government or any government authority.
- c) Term loans were applied for the purpose for which the loans were obtained.
- d) On the overall examination of the standalone financial statements of the Company, no funds raised on short term basis have been used for long term purpose by the Company.
- e) 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 venture.
- f) The company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x a) The Company has not raised any money by way of initial public offer, further public offer (including debt instruments) during the year. Hence reporting under clause 3(x)(a) of the Order is not applicable.
- b) the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi a) No case of fraud by the Company or on the Company has been noticed or reported during the year under audit.
- b) During the year, no report under section 143(12) of section 143 of the Companies Act has been filed by the auditors in the Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c) The Company has not received any whistle blower complaints during the year.
- xii The Company is not a Nidhi Company. Hence, reporting under clause 3(xii) of the Order are 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 section 177 and 188 of the Act wherever applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv a) Independent firm of chartered accountants have been engaged to carry out internal audit during the year. In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- b) We have considered, the internal audit report for the period under audit, issued to the Company during the year and till date.
- xv In our opinion, during the year, the Company has not entered into any non-cash transactions with directors or persons connected with him. Hence, reporting under clause 3(xv) of the Order are not applicable.
- xvi In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence reporting under clause 3(xvi)(a), (b) and (c) of the Order are not applicable.
- d) There is one Core Investment Company (CIC) as a part of Group which is not required to be registered with Reserve Bank of India. We have not, however, separately evaluated whether the information provided by the management is accurate and complete.
- xvii The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- xviii There has been no resignation of the statutory auditors during the year. Hence reporting under clause 3 (xviii) of the Order is not applicable.
- xix On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. 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 is not required to spend any amount on corporate social responsibility under section 135 of the Companies Act during the year. Therefore, the provisions of clause 3(xx)(a) to 3(xx)(b) of the Order are not applicable.

For V. Sankar Aiyar & Co.

Chartered Accountants
ICAI Firm Regn No. 109208W

**Sd/-
(Ajay Gupta)**

Partner

Place: Gurugram

Membership No. 090104

Date : 29th May 2024

ICAI UDIN : 24090104BKFOMX7189

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Standalone Balance Sheet

as at 31 Mar 2024

(All amounts in INR lakhs, unless stated otherwise)

Particulars	Notes	As at 31 Mar 2024	As at 31 March 2023
I ASSETS			
Non-current assets			
Property, plant and equipment	3	46,937.75	48,943.81
Capital work-in-progress	6	602.18	92.01
Investment properties	4	172.61	176.21
Other intangible assets	5	1.18	1.96
Right-of-use assets	36	213.19	261.82
Financial assets			
i. Investments	7	2,55,558.46	2,01,139.04
ii. Loans	8	35,733.34	11,295.70
iii. Other financial assets	9	1,614.54	852.27
Other non current assets	10	519.18	338.53
Non-current tax assets (net)	22A	5,603.51	6,216.56
Total non-current assets		3,46,955.94	2,69,317.91
Current assets			
Inventories	11	57,902.85	50,545.47
Financial assets			
i. Trade receivables	12	2,036.15	6,726.48
ii. Cash and cash equivalents	13	639.27	1,687.65
iii. Bank balances other than (iii) above	14	126.97	2,417.28
iv. Loans	8	-	30,017.05
v. Other financial assets	9	2,274.86	4,600.33
Other current assets	10	1,909.32	1,699.81
Total current assets		64,889.42	97,694.07
Total assets		4,11,845.36	3,67,011.98
II EQUITY AND LIABILITIES			
Equity			
Equity share capital	15	2,978.17	2,978.17
Other equity	16	2,68,068.64	2,06,657.24
Total equity		2,71,046.81	2,09,635.41
Liabilities			
Non-current liabilities			
Financial liabilities			
i. Borrowings	17	62,021.63	68,751.82
ii. Lease Liabilities	36	256.01	298.34
iii. Other financial liabilities	19	1,000.60	1,000.60
Provisions	21	205.03	175.65
Deferred tax liabilities (net)	22	8,349.33	2,579.46
Other non-current liabilities	20	1,253.79	1,414.23
Total non-current liabilities		73,086.39	74,220.10
Current liabilities			
Financial liabilities			
i. Borrowings	17	43,738.83	53,381.16
ii. Lease Liabilities	36	47.43	47.49
iii. Trade payables			
(a) total outstanding due to micro enterprise and small enterprise;	18	436.11	12.67
(b) total outstanding due to creditors other than micro enterprise and small enterprise	18	20,532.38	20,911.59
iii. Other financial liabilities	19	655.73	1,921.28
Other current liabilities	20	1,870.26	6,525.62
Provisions	21	431.42	356.66
Total current liabilities		67,712.16	83,156.47
Total equity and liabilities		4,11,845.36	3,67,011.98

Summary of material accounting policies

2.1

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

As per our attached report of even date.

For V. Sankar Aiyar & Co.

Chartered Accountants

Firm's Registration No.: 109208W.

Sd/-

Ajay Gupta

Partner

Membership No.: 090104

Place: Gurugram

Date: 29 May 2024

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For and on behalf of the Board of Directors of

Zuari Industries Limited (Formerly Zuari Global Limited)

Sd/-

Athar Shahab

Managing Director

DIN: 01824891

Sd/-

Nishant Dalal

Chief Financial Officer

Sd/-

Vijay Vyankatesh Paranjape

Director

DIN: 00237398

Sd/-

Rakesh Kumar Singh

Company Secretary

Membership No. A16093

Standalone Statement of Profit and Loss

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

Particulars	Notes	Year ended 31 Mar 2024	Year ended 31 Mar 2023
I Revenue			
Revenue from operations	23	71,464.80	81,448.27
Other income	24	18,620.56	13,474.04
Total Income (I)		90,085.36	94,922.31
II EXPENSES			
Cost of materials consumed	25	56,326.77	48,981.40
Purchase of Stock-in-Trade	26	490.08	396.26
Changes in inventories of finished goods, work-in-progress and Stock in trade	27	(7,484.98)	14,148.62
Project expenses	28	36.67	65.89
Employee benefits expense	29	4,822.32	4,328.72
Finance costs	30	13,482.28	15,781.53
Depreciation and amortization expense	31	2,394.80	2,387.31
Other expenses	32	12,355.65	7,487.55
Total expenses (II)		82,423.59	93,577.28
III Profit before tax and exceptional item (I-II)		7,661.77	1,345.03
IV Exceptional Items	33	5,387.57	591.64
V Profit before tax (III-IV)		2,274.20	753.39
VI Tax expense:	22, 22A		
Current tax expense/(reversals) (including earlier years)		0.10	7.73
Deferred tax charge/(credit)		8.51	207.85
Total tax expense/(credit)		8.61	215.58
VII Profit/(Loss) for the year (V-VI)		2,265.59	537.81
VIII Other comprehensive income		59,443.62	(89,405.73)
Items that will not be reclassified to profit or loss			
Net gain/ (loss) on equity instruments		65,230.13	(96,384.67)
Deferred tax effect of above item	22	(5,767.70)	6,957.36
Re-measurement gain/(losses) on defined benefit plans		(25.14)	28.84
Income tax effect of above item	22	6.33	(7.26)
IX Total comprehensive income for the year (VII + VIII)		61,709.21	(88,867.92)
X Earnings per equity share (nominal value of shares of INR 10 (31 March 2023: INR 10)) :			
Basic (INR)	35	7.61	1.81
Diluted (INR)	35	7.61	1.81
Summary of material accounting policies	2.1		

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

As per our attached report of even date,

For V. Sankar Aiyar & Co.

Chartered Accountants

Firm's Registration No.: 109208W

Sd/-

Ajay Gupta

Partner

Membership No.: 090104

Place: Gurugram

Date: 29 May 2024

For and on behalf of the Board of Directors of

Zuari Industries Limited (Formerly Zuari Global Limited)

Sd/-

Athar Shahab

Managing Director

DIN: 01824891

Sd/-

Nishant Dalal

Chief Financial Officer

Sd/-

Vijay Vyankatesh Paranjape

Director

DIN: 00237398

Sd/-

Rakesh Kumar Singh

Company Secretary

Membership No. A16093

Standalone Statement of Cash Flows

for the year ended 31 Mar 2024

(All amounts in INR lakhs, unless stated otherwise)

Particulars	Year ended 31 Mar 2024	Year ended 31 March 2023
A Cash Flow from operating activities		
Profit/(Loss) before tax and after exceptional Items	2,274.20	753.39
Adjustment for		
Depreciation and amortisation expense	2,394.80	2,387.31
Provision for doubtful debts and advances/(excess provision written back)	3,090.58	-
Profit on sale of Property, Plant and Equipments ('PPE')/ Investment Property	(7,062.22)	(629.02)
Impairment of investment	5,387.57	591.64
Gain arising on financial assets as at fair value through profit and loss	(72.31)	(63.73)
Loss/ (Gain) on account of foreign exchange rate fluctuation	111.21	302.98
Fair value losses on derivatives not designated as hedges	78.70	(248.98)
Finance costs (including fair value change in financial instruments)	13,482.28	15,781.53
Amortisation of government grants	(262.50)	(529.50)
Interest income	(6,108.25)	(6,816.91)
Dividend income	(4,555.94)	(4,566.34)
Income from financial guarantee	(16.41)	(42.55)
Unspent liabilities, provisions no longer required and unclaimed balances adjusted	(130.46)	(56.14)
Operating profit before working capital changes	8,611.25	6,863.68
Movements in working capital:		
Movement in trade payables and other liabilities	(1,416.22)	(9,056.12)
Movement in provisions	79.00	(4.11)
Movement in trade receivables	4,863.38	(4,459.49)
Movement in Inventories	(7,369.85)	14,030.40
Movement in loans and advances	-	(372.99)
Movement in other current assets	(278.67)	(84.24)
Cash flow from operations	4,488.89	6,917.13
Income tax (paid)/ refunds (net)	613.62	(1,441.87)
Net cash flow from operating activities (A)	5,102.51	5,475.26
B Cash Flow from Investing Activities:		
Purchase of PPE including intangible assets	(2,364.56)	(1,155.29)
Proceeds from sale of fixed assets	4,273.28	2,468.31
Purchase of non-current investments	(3,201.85)	(2,683.05)
Sale of non-current investments	9,197.30	-
(Purchase)/Sale of current investments (net)	34.08	899.96
Fixed deposit investments (net of maturities)	1,550.59	(1,848.60)
Dividends received on investments	4,521.86	4,566.34
Loans given /received back	5,074.54	9,554.83
Interest received	6,114.65	7,703.75
Net cash flow used in investing activities (B)	25,199.89	19,506.25
C Net Cash Flow From Financing Activities:		
Repayment of borrowings (non-current)	(73,778.96)	(20,058.01)
Proceeds from borrowings (non-current) (net of processing charges)	57,010.24	7,883.70
Repayment of borrowings (current)	(11,786.68)	(929.92)
Proceeds from borrowings (current) (net of processing charges)	15,918.40	1,588.20
Payment of lease liabilities	(81.28)	(137.00)
Dividend paid on equity shares	(297.81)	(297.81)
Dividend paid on Preference Shares	(81.22)	-
Finance costs paid	(18,253.47)	(12,855.00)
Net cash flow from financing activities (C)	(31,350.78)	(24,805.84)

Standalone Statement of Cash Flows

for the year ended 31 Mar 2024

(All amounts in INR lakhs, unless stated otherwise)

Particulars	Year ended 31 Mar 2024	Year ended 31 March 2023
D Net (Decrease)/ Increase in cash and cash equivalents (A + B + C)	(1,048.38)	175.67
Cash and cash equivalents (Opening)	1,687.65	1,511.98
Cash and cash equivalents (Closing)	639.27	1,687.65
CASH AND CASH EQUIVALENTS		
Cash on hand	2.83	4.70
Balance with banks on current accounts	636.44	1,682.95
Total cash and cash equivalents	639.27	1,687.65

- Notes:**
- The cash flow statement has been prepared under Indirect Method as per Indian Accounting Standard-7.
 - Movement relating to financing activities has been disclosed in note 17.8

As per our attached report of even date.

For **V. Sankar Aiyar & Co.**

Chartered Accountants

Firm's Registration No.: 109208W

Sd/-

Ajay Gupta

Partner

Membership No.: 090104

Place: Gurugram

Date: 29 May 2024

For and on behalf of the Board of Directors of

Zuari Industries Limited (Formerly Zuari Global Limited)

Sd/-

Athar Shahab

Managing Director

DIN: 01824891

Sd/-

Nishant Dalal

Chief Financial Officer

Sd/-

Vijay Vyankatesh Paranjape

Director

DIN: 00237398

Sd/-

Rakesh Kumar Singh

Company Secretary

Membership No. A16093

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Standalone Statement of Changes in Equity

for the year ended 31 Mar 2024

(All amounts in INR lakhs, unless stated otherwise)

(a) Equity share capital

Particulars	Number of shares	INR in lakhs
Equity shares of INR 10 each issued, subscribed and fully paid		
As at 31 March 2022	2,94,40,604	2,944.06
Issue of share capital	3,40,580	34.06
As at 31 March 2023	2,97,81,184	2,978.12
Issue of share capital	-	-
As at 31 March 2024	2,97,81,184	2,978.12

(b) Other equity

Particulars	Share Application Money Pending Allotment	Deemed Equity	Reserves and Surplus						Items of OCI	Total
			Capital Redemption Reserve	Capital Reserve on Merger	Share Premium	General reserve	Retained Earnings	Molasses and Alcohol Storage and Maintenance Reserve	FVTOCI Reserve	
As at 1 April 2022	54.71	115.62	10.00	3,947.65	1,345.74	3,700.00	44,762.99	160.45	2,42,345.07	2,96,442.23
Profit for the year	-	-	-	-	-	-	537.81	-	-	537.81
Other comprehensive income	-	-	-	-	-	-	21.58	-	(89,427.31)	(89,405.73)
Total comprehensive income	-	-	-	-	-	-	559.39	-	(89,427.31)	(88,867.92)
Transfer to Molasses Reserve	-	-	-	-	-	-	(13.06)	13.06	-	-
Arisen pursuant to scheme of amalgamation	(54.71)	-	-	(564.55)	-	-	-	-	-	(619.26)
Dividends paid (refer note 34)	-	-	-	-	-	-	(297.81)	-	-	(297.81)
As at 31 March 2023	-	115.62	10.00	3,383.10	1,345.74	3,700.00	45,011.51	173.51	1,52,917.76	2,06,657.24
Profit for the year	-	-	-	-	-	-	2,265.59	-	-	2,265.59
Other comprehensive income	-	-	-	-	-	-	(18.81)	-	59,462.43	59,443.62
Total comprehensive income	-	-	-	-	-	-	2,246.78	-	59,462.43	61,709.21
Transfer to Molasses Reserve	-	-	-	-	-	-	(18.02)	18.02	-	-
Reclassification from OCI to Retained Earnings on sale of Investment	-	-	-	-	-	-	8,882.35	-	(8,882.35)	-
Dividends paid (refer note 34)	-	-	-	-	-	-	(297.81)	-	-	(297.81)
As at 31 March 2024	-	115.62	10.00	3,383.10	1,345.74	3,700.00	55,824.81	191.53	2,03,497.84	2,68,068.64

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

As per our attached report of even date.

For **V. Sankar Aiyar & Co.**

Chartered Accountants

Firm's Registration No.: 109208W

Sd/-

Ajay Gupta

Partner

Membership No.: 090104

Place: Gurugram

Date: 29 May 2024

For and on behalf of the Board of Directors of

Zuari Industries Limited (Formerly Zuari Global Limited)

Sd/-

Athar Shahab

Managing Director

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Chief Financial Officer

Sd/-

Vijay Vyankatesh Paranjape

Director

DIN: 00237398

Sd/-

Rakesh Kumar Singh

Company Secretary

Membership No. A16093

Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

1. Corporate information

The standalone financial statements of Zuari Industries Limited (formerly known as Zuari Global Limited) ('the Company' or 'ZIL') are for the year ended 31 March 2024. Zuari Industries Limited (formerly known as Zuari Global Limited) ("the Company") is a Public Company domiciled in India. Its shares are listed on two recognized stock exchanges in India viz National Stock Exchange and Bombay Stock Exchange. The registered office of the Company is located at Jai Kisaan Bhawan, Zuari Nagar, Goa 403726, India.

The Company's primary business activity includes acquisition and development of land and extraction of sugar from sugar cane and its sale along with its other products. The Company is also engaged in generation and export of power by utilizing by product – bagasse and manufacture and sale of ethanol utilizing molasses. The Company has acquired land with the objective of developing the land. The Company also advances loans to its group companies for carrying out businesses in various verticals such as agriculture, heavy engineering, lifestyle and its ancillary business.

The standalone financial statements were approved for issue in accordance with a resolution of the directors dated 29 May 2024.

2. Basis of preparation

The separate financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act. The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under Section 133 of the Companies Act, 2013 ("the Act").

The financial statements have been prepared on a historical cost basis, except for the assets and liabilities which have been measured at fair value, as applicable.

The financial statements of the Company are presented in Indian Rupees (INR), which is also its functional currency and all amounts disclosed in the financial statements and notes have been rounded off to the nearest lacs as per the requirement of Schedule III to the Act, unless otherwise stated.

2.1 Summary of material accounting policies

a. Basis of classification of current and non-current

Assets and Liabilities in the balance sheet have been classified as either current or non-current based upon the requirements of Schedule III notified under the Companies Act, 2013.

An asset has been classified as current if (a) it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle; or (b) it is held primarily for the purpose of being traded; or (c) it is expected to be realized within twelve months after the reporting date; or (d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date. All other assets have been classified as non-current.

A liability has been classified as current when (a) it is expected to be settled in the Company's normal operating cycle; or (b) it is held primarily for the purpose of being traded; or (c) it is due to be settled within twelve months after the reporting date; or (d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. All other liabilities have been classified as non-current.

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

An operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents.

b. Property, plant and equipment ('PPE')

PPE and capital work-in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met.

Cost comprises the purchase price and any directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. The cost of an item of PPE shall be recognised as an asset if, and only if:

- a) it is probable that future economic benefits associated with the item will flow to the entity; and
- b) the cost of the item can be measured reliably.

Subsequent expenditure related to an item of PPE is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the Statement of Profit and Loss for the year during which such expenses are incurred.

Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

Depreciation on property, plant and equipment

Depreciation on property, plant and equipment is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management. The Company, based on technical estimate, has used the following rates to provide depreciation on its property, plant and equipment.

Name of the asset	Useful live considered
Buildings	30 to 60 years
Porta cabins (Classified under building)	5 years
Plant and Machinery	05 to 25 years
Furniture and fixtures	10 years
Office equipment	3 to 6 years
Vehicles	8 years

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

c. Capital work-in-progress

Capital work-in-progress represents expenditure incurred in respect of capital projects and are carried at cost. Cost comprises of purchase cost, related acquisition expenses, development / construction costs, borrowing costs and other direct expenditure.

d. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and impairment losses, if any.

Recognition:

The costs of intangible asset are recognized as an asset if, and only if:

- it is probable that future economic benefits associated with the item will flow to the entity; and
- The cost of the item can be measured reliably.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment, whenever there is an indication that the intangible asset may be impaired. The amortisation

period and the amortisation method for an intangible asset with a finite useful life are reviewed at each financial year end and adjusted prospectively, if appropriate treating them as changes in accounting estimates. The maintenance expenses on intangible assets with finite lives is recognised in the statement of profit and loss, unless such expenditure forms part of carrying value of an asset and satisfies recognition criteria.

Gains/(losses) arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is de-recognised.

Intangibles representing computer software are amortized using the straight line method over their estimated useful lives of three years.

e. Government grants

Government grants are recognized at their fair value where there is reasonable assurance that the grant will be received and all attached conditions are complied with.

When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

When the grant relates to an asset, it is recognized as income over the expected useful life of the related asset.

When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favorable interest is regarded as a government grant. The loan or assistance is initially recognized and measured at fair value (based upon the level of inputs available) and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

f. Leases

The Company assesses at contract inception whether a contract is, or contains, a lease i.e., if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

Company as a lessee

The Company's lease asset primarily consists of leases for building. The Company, at the inception of a contract, assesses whether the contract is a lease or not a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration. The Company recognises a right-of-use asset and a lease liability at the lease commencement date.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized and initial direct costs incurred. Right-of-use assets are depreciated on a straight-line basis over the lease term.

At the commencement date of lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature.

g. Impairment of long-lived assets

The long-lived assets of the Company consist of property, plant & equipment, investment properties, other intangible assets and investments (in subsidiaries and joint ventures) measured at cost in accordance with Ind AS 27- Separate Financial Statements. At the end of each reporting period, the Company reviews the carrying amounts of its long-lived assets of a "Cash Generating Unit" (CGU) to determine whether there is any indication that those assets have suffered an impairment loss. Individual assets are grouped for impairment assessment purposes at the lowest level at which there are identifiable cash flows that are largely independent of the cash flows of other groups of assets. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount. The increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in the statement of profit and loss.

h. Borrowing costs

General and specific borrowing costs directly attributed to the acquisition, construction or production of a qualifying asset are capitalized up

Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

to the period of time that is required to complete and prepare the asset 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.

All other borrowing costs are expensed in the period in which they occur or accrue. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Transaction cost in respect of long term borrowing are amortised over the tenure of respective loans using Effective Interest Rate (EIR) method.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

i. Foreign currency translation

Initial recognition

Transactions in foreign currencies are recorded in the functional currency, by applying to the foreign currency amount the spot rate between the functional currency and the foreign currency at the date the transaction first qualifies for recognition.

Exchange differences

Exchange differences arising on the settlement of monetary items or on reporting Company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise

j. Investments

Investment in subsidiaries and joint ventures are accounted for at cost less impairment loss, if any in standalone financial statements. Investment in associates is accounted for at fair value through OCI.

Quoted investments of the Company are accounted for at fair value through OCI at the reporting date.

k. Inventories

The cost of inventories shall comprise all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Inventories are valued at the lower of Cost and Net Realizable Value.

Net Realizable Value is the estimated selling price in the ordinary course of business, less the estimated

costs of completion and the estimated costs necessary to make the sale.

Raw materials, stores and spares are valued at lower of cost and net realizable value. However, these items are considered to be realizable at cost if the finished products, in which they will be used, are expected to be sold at or above cost.

Goods under process and finished goods are valued at lower of cost and net realizable value.

Finished goods and goods under process include cost of conversion and other costs incurred in bringing the inventories to their present location and condition based on normal operating capacity. Cost of inventories is computed on a weighted average basis.

Joint products, whose cost is not identifiable, are valued by allocating the cost between the products on the relative sales value of each product at the completion of the production, considering it as a rational and consistent basis.

By products and saleable scraps, whose cost is not identifiable, are valued by management at estimated net realizable value.

Cost for Construction work-in-progress of real estate projects includes the cost of land (including development rights and land under agreements to purchase), internal development costs, external development charges, construction costs, overheads, borrowing cost, development/construction materials.

l. Provisions, contingent liabilities and contingent assets

Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an

Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Contingent Assets

Contingent assets are not recognised but disclosed in the financial statements, where economic inflow is probable.

m. Revenue recognition

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties, if any. The Company recognizes revenue when it transfers control over a product or service to a customer.

To determine whether to recognize revenue, the Company follows a 5-step process:

Step 1 - Identify the Contract with Customer

Under Ind AS 115, the Company evaluates whether a valid contract is satisfying all the following conditions:

- All parties have approved the agreement (may be oral or written)
- All parties are committed to approve their obligations.
- Each party's rights are identifiable.
- The contract has commercial substance.
- Collectability is probable.

Step 2 - Identifying the performance obligations.

A performance obligation is a promise in a contract to transfer a distinct good or service (or a bundle of goods and services) to the customer and is the unit of account in Ind AS 115. The Company evaluates the separability of the promised goods or services based on whether they are 'distinct'. A promised good or service is 'distinct' if both:

- the customer benefits from the item either on its own or together with other readily available resources, and
- it is 'separately identifiable' (i.e. the Company does not provide a significant service integrating, modifying or customizing it).

Step 3 - Determining the transaction price

Under Ind AS 115, the Company considers the terms of the contract and its customary business practices to determine the transaction price. The transaction price excludes amounts collected on behalf of third parties. The consideration promised include fixed amounts, variable amounts, or both.

Where the Company has a right to consideration from a customer in an amount that corresponds directly with the value to the customer of the performance completed to date (for example, charges per case/pallet), the Company recognizes revenue in the amount to which it has a right to invoice.

Step 4 - Allocating the transaction price to the performance obligations

The transaction price is allocated to the separately identifiable performance obligations on the basis of their standalone selling price. For services that are not provided separately, the standalone selling price is estimated using adjusted market assessment approach.

Step 5 - Recognizing revenue when/as performance obligation(s) are satisfied.

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made.

Revenue is recognized either at a point in time or over time, when (or as) the Company satisfies performance obligations by transferring the promised goods or services to its customers.

A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue, as, or when, the performance obligation is satisfied. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the company as part of the contract.

The company recognizes revenue from the following major sources:

Revenue from sale of constructed properties

Revenue from sale of flats and villas is measured based on the consideration specified in a contract with a customer. The Company recognizes revenue when it transfers control over flats and villas to a customer which is done after completion of the project, i.e. revenue is recognised based on completed contract method.

In obtaining these contracts, the Company incurs number of incremental costs, such as commissions paid to sales staff, agents etc. The Company recognizes such expenses as an asset (prepaid expense). These are recognised in the statement of profit and loss when revenue corresponding to such cost has been recognised.

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for the year ended 31 March 2024

Revenue from Sugar segment:

For transfer of goods, the Company recognizes revenue when the customers obtain the control of goods. This usually happens when the customer gains right to direct the use of and obtains substantially all benefits from the goods. For the goods sold, the Company receives amount majorly in advance from the customers and therefore there is no significant financing components involved. For certain sales, where the Company also provide transportation services, the Company considers the same as a separate performance obligation believing that the Company is acting as an agent for transfer of goods and therefore reduces the related costs for transportation and other charges from transaction price.

Revenue from Power segment:

Revenue is recognized, when power units are transferred to the customer.

Revenue from Ethanol segment:

Revenue is recognized when the customers obtain the control of goods. This usually happens when the ethanol is supplied at Oil marketing companies ('OMC') location.

Interest income

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend income

Dividend is recognized when the Company's' right to receive payment is established.

Renewable energy certificates income

Income from Renewable Energy Certificates (RECs) is recognized at latest trade price on the basis of prevailing market price as confirmed by trade exchange regulated by Central Electricity Regulatory Commission ('CERC').

Power banked units

Income from power banked units is recognized when the right to set off power banked units is established against the power to be purchased by the Company

Other

Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

n. Taxes on income

Tax expense recognized in Statement of Profit and Loss comprises the sum of deferred tax and current tax except the ones recognized in other comprehensive income or directly in equity.

Current tax is determined as the tax payable in respect of taxable income for the year and is computed in accordance with relevant tax regulations. Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity).

Deferred tax is recognized in respect of temporary differences between carrying amount of assets and liabilities for financial reporting purposes and corresponding amount used for taxation purposes. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carry forward of unused tax credits and unused tax losses can be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year 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 relating to items recognized outside Statement of Profit and Loss is recognized outside Statement of Profit or Loss (either in other comprehensive income or in equity). The Company offsets deferred tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same tax authority.

o. Retirement and other employee benefits

Provident fund

The Provident fund Contribution is made to an approved trust administered by the trustees. The Company is liable for shortfall, if any, in the fund assets based on the government specified minimum rates of return and the same is recognised as an expense in the Statement of Profit and Loss. PF contribution of SPE division is made to EPFO.

Gratuity

The Company operates a defined benefit plan for its employees viz. gratuity liability. The cost of providing benefit under this plan is determined on the basis of actuarial valuation at each year end using the projected unit credit method. The Company has taken an insurance policy under the Group Gratuity

Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

Scheme with the Life Insurance Corporation of India (LIC) to cover the gratuity liability of the employees. The difference between the actuarial valuation of the gratuity of employees at the year-end and the balance of funds with LIC is provided for as liability in the books. Re-measurement, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods

Leave encashment

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months as long term employee benefit for measurement purpose. Such long term compensated absences are provided for based on actuarial valuation using the projected unit credit method at the year end. Re-measurement gains/losses are immediately taken to the statement of profit and loss and are not deferred.

Superannuation and contributory pension fund

Retirement benefit in the form of Superannuation Fund, National pension Scheme and Contributory Pension Fund are defined contribution scheme. The Company has no obligation, other than the contribution payable to the Superannuation Fund and Contributory Pension Fund to Life Insurance Corporation of India (LIC) against the insurance policy taken with them. The Company recognizes contribution payable to the Superannuation Fund and Contributory Pension Fund scheme as expenditure, when an employee renders the related service.

Ex-gratia or other amount disbursed on account of selective employees separation scheme or otherwise are charged to Statement of Profit and Loss as and when incurred/determined.

p. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. However, trade receivable that do not contain a significant financing component are measured at transaction price.

Subsequent measurement

Financial Assets other than Equity Instruments

Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. The EIR amortization is included in finance income in the profit or loss.

Financial assets at Fair value through other comprehensive income (FVOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on principal outstanding. They are subsequently measured at each reporting date at fair value, with all fair value movements recognised in Other Comprehensive Income (OCI). On derecognition of the asset, cumulative gain or loss previously recognised in Other Comprehensive Income is reclassified from the OCI to Statement of Profit and Loss.

Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

Financial asset at Fair value through profit or loss (FVTPL):

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit and loss.

Equity investments (other than Investment in Subsidiaries, Joint Ventures and Associates)

All equity investments in scope of Ind AS 109 are measured at fair value. Equity Investments, which are held for trading are classified as Fair value through Profit and Loss with all changes recognized in the P&L. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument by - instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

De-recognition

A financial asset is primarily de-recognised when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and the transfer qualifies for derecognition under Ind AS 109.

Impairment of financial assets

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance.

The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables that do not contain a significant financing component.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

Financial liabilities

Initial recognition and measurement

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

Subsequent measurement

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Non-Convertible Redeemable Preference Shares (NCRPS)

At the issue date or receipt of money, whichever is earlier, the fair value of the liability component of NCRPS is estimated using the market interest rate for similar non-convertible instrument. This amount is recorded as a liability at amortized cost using the effective interest method until extinguished upon at the instrument's redemption date. The equity component is determined as the difference of the amount of the liability component from the fair value of the instrument issued to equity shareholders of the Company.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per

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for the year ended 31 March 2024

impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Financial Liabilities through PL

A financial liability is classified as FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss.

De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or 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 recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

q. **Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand, cheques on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

r. **Dividend to equity holders**

The Company recognizes a liability to make dividend distributions to equity holders of the Company when the distribution is authorized and the distribution is no longer at the discretion of the Company. A corresponding amount is recognized directly in equity.

s. **Earnings per share**

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

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

t. **Investment property**

The Company has certain investments in Land & Buildings which are classified as Investment Property as per the requirement of Ind AS 40. The same is held generally to earn rental income or for capital appreciation or both. The Investment Property has been recognised at cost less accumulated depreciation and impairment, if any. The same has been disclosed separately in the financial statements alongwith requisite disclosure about fair valuation of such Investment Property at year end.

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

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

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:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to

Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

the fair value measurement is directly or indirectly observable

- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

The Company's management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operation.

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets, and significant liabilities, such as contingent consideration, if any.

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.

v. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments.

w. Assets held for sale

Non-current assets are classified as held for sale if their carrying value will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell.

Such assets are not depreciated or amortized while they are classified as held for sale. Such assets classified as held for sale are presented separately from the other assets in the balance sheet.

x. Exceptional items

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements

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Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

3. Property, plant and equipment ('PPE')

Particulars	Buildings	Freehold land	Plant and equipment	Furniture and fixtures	Office equipment	Vehicles	Total
Gross block							
As at 1 April 2022	12,074.60	507.91	48,106.87	108.30	228.77	161.71	61,188.16
Additions	54.82	0.31	1,556.47	1.09	34.39	-	1,647.08
Disposals	-	-	17.60	-	0.34	1.80	19.74
As at 31 March 2023	12,129.42	508.22	49,645.74	109.39	262.82	159.91	62,815.50
Additions	111.74	-	420.32	5.25	20.65	-	557.96
Disposals	-	222.23	18.06	-	-	-	240.29
As at 31 March 2024	12,241.16	285.99	50,048.00	114.64	283.47	159.91	63,133.17
Accumulated depreciation							
As at 1 April 2022	2,191.94	-	9,014.16	86.47	215.67	100.33	11,608.57
Depreciation charge during the year	413.05	-	1,837.43	4.22	16.47	11.56	2,282.73
Disposals	-	-	17.60	-	0.30	1.71	19.61
As at 31 March 2023	2,604.99	-	10,833.99	90.69	231.84	110.18	13,871.69
Depreciation charge during the year	415.95	-	1,887.45	3.58	25.25	9.56	2,341.79
Disposals	-	-	18.06	-	-	-	18.06
As at 31 March 2024	3,020.94	-	12,703.38	94.27	257.09	119.74	16,195.42
Net block							
As at 31 March 2024	9,220.22	285.99	37,344.62	20.37	26.38	40.17	46,937.75
As at 31 March 2023	9,524.43	508.22	38,811.75	18.70	30.98	49.73	48,943.81

Notes:

Refer note 41 for disclosure of contractual commitments for the acquisition of property, plant and equipment

Property, plant and equipment have been pledged as security, for details refer note 17 and 40.

4. Investment property

Particulars	INR in lakhs
Gross block	
Opening balance at 1 April 2022	209.82
Additions	-
Deletion	-
Closing balance at 31 March 2023	209.82
Additions	-
Deletion	-
Closing balance at 31 March 2024	209.82
Accumulated depreciation	
Opening balance at 1 April 2022	30.01
Depreciation charge during the year	3.60
Deletion	-
Closing balance at 31 March 2023	33.61
Depreciation charge during the year	3.60
Deletion	-
Closing balance at 31 March 2024	37.21
Net block	
As at 31 March 2024	172.61
As at 31 March 2023	176.21

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for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

(i) Amount recognised in Statement of Profit and Loss for investment properties

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Rental income derived from investment properties	257.57	270.26
Profit on sale of investment property	6,082.60	625.94
Direct operating expenses (including repairs and maintenance) generating rental income	-	-
Direct operating expenses (including repairs and maintenance) that did not generate rental income	-	-
Profit arising from investment properties before depreciation and indirect expenses	6,340.17	896.20
Less: Depreciation	3.60	3.60
Profit arising from investment properties	6,336.57	892.60

(ii) Leasing arrangements

The Company's investment property include land and building owned by the Company which have been let out to other group companies and outside party for business purpose and also to an educational institution or lying vacant (and not classified to inventories). All lease arrangements are cancellable operating lease agreements.

(iii) Fair value

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Investment properties	26,510.13	29,403.88

Fair value hierarchy and valuation technique

The Company obtains independent valuations for its investment properties annually. The best evidence of fair value is current prices in an active market for similar properties. Where such information is not available, the Company considers information from a variety of sources.

These valuations are based on valuations performed by S V Kushte, a registered valuer. He is a specialist in valuing these types of investment properties.

The Company has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

iv. Reconciliation of fair value:

Particulars	INR in lakhs
Opening balance as on 1 April 2022	29,686.88
Fair value differences	-
Purchase	-
Disposals	(283.00)
Closing balance as on 31 Mar 2023	29,403.88
Fair value differences	-
Purchase	-
Disposals	(2,893.75)
Closing balance as on 31 Mar 2024	26,510.13

Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

5. Other intangible assets

Softwares	INR in lakhs
Gross block	
As at 1 April 2022	48.36
Additions	1.90
Disposals/adjustments	-
As at 31 March 2023	50.26
Additions	-
Disposals/adjustments	-
As at 31 March 2024	50.26
Accumulated amortisation	
As at 1 April 2022	47.89
Amortisation charge for the year	0.41
Disposals/adjustments for the year	-
Balance as at 31 March 2023	48.30
Amortisation charge for the year	0.78
Disposals/adjustments for the year	-
Balance as at 31 March 2024	49.08
Net block	
As at 31 March 2024	1.18
As at 31 March 2023	1.96

Note: There are no Intangible Assets under Development

6. Capital work-in-progress

Particulars	As at 31 Mar 2024	As at 31 Mar 2023
Capital work-in-progress	602.18	92.01
Total	602.18	92.01
Movements in Capital work-in-progress		
Capital work-in-progress as at beginning of year	92.01	702.50
Add: Additions during the year	876.11	1,011.71
Less: Capitalisation during the year	(365.94)	(1,622.20)
Capital work-in-progress as at end of year	602.18	92.01

CWIP Ageing Schedule as at 31 March 2024

Particulars of Asset	Past Ageing (Outstanding Since)				Total
	Less than 1 year	1 - 2 Years	2 - 3 Years	> 3 years	
Project in progress	593.70	8.48	-	-	602.18
Total	593.70	8.48	-	-	602.18

CWIP Ageing Schedule as at 31 March 2023

Particulars of Asset	Past Ageing (Outstanding Since)				Total
	Less than 1 year	1 - 2 Years	2 - 3 Years	> 3 years	
Project in progress	92.01	-	-	-	92.01
Total	92.01	-	-	-	92.01

There are no material projects wherein the cost has exceeded budget or the time for completion has exceeded estimate.

Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

7. Investments

Financial assets	Non Current	
	As at 31 Mar 2024	As at 31 Mar 2023
I) Investment in Government Securities carried at cost		
Unquoted Securities		
5 Years National Saving Certificates	2.00	2.00
II) Investment in equity instruments carried at cost		
Unquoted equity instruments		
Investment in subsidiaries		
5,000,000 (31 March 2023: 5,000,000) equity shares of INR 10 each fully paid up of Simon India Limited	350.01	350.01
50,000 (31 March 2023: 50,000) equity shares of INR 10 each fully paid up of Zuari Management Services Limited	5.00	5.00
55,263,157 (31 March 2023: 50,000,000) equity shares of INR 10 each fully paid up of Zuari Infracore India Limited	9,483.82	7,483.82
19,457,364 (31 March 2023: 19,457,364) equity shares of INR 10 each fully paid up of Zuari Investments Limited	3,258.99	3,258.99
2,39,38,082 (31 March 2023 : 2,39,38,082) equity shares of INR 10 each fully paid up of Zuari Finserv Limited	2,824.90	2,824.90
27,50,000 (31 March, 2023: 27,50,000) equity shares of INR 10 each fully paid up of Zuari Insurance Brokers Limited	789.25	789.25
Nil (31 March, 2023 : 10000) equity shares of INR 10 each fully paid up of Zuari Envien Bio Energy Private Limited (Refer Note 7.2)	-	1.00
50,785,794 (31 March 2023: 50,785,794) equity shares of INR 10 each fully paid up of Indian Furniture Products Limited ('IFPL')	5,103.34	5,103.34
Less: Impairment in value of investments in IFPL (refer note 33)	(5,103.34)	(5,103.34)
Equity portion of redeemable convertible non cumulative preference shares:		
Investment in subsidiary:		
Indian Furniture Products Limited	771.69	771.69
Less: Impairment in value of investments in IFPL (refer note 33)	(771.69)	(576.23)
Investment in equity instruments - Joint Venture		
Unquoted		
10,020,000 (31 March 2023: 10,020,000) equity shares of INR 10 each fully paid up of Zuari Indian Oil tanking Private Limited	1,002.00	1,002.00
1,85,00,000 (31 March, 2023 : Nil) equity shares of INR 10 each partly paid up of Zuari Envien Bio Energy Private Limited (Unpaid amount - INR 647.15 lakhs as at 31 March 2024) (Refer Note 7.2)	1,202.85	-
3,41,87,014 (31 March 2023: 3,41,87,014) equity shares of INR 10 each fully paid up of Forte Furniture Products Private Limited	4,445.66	4,445.66
Less : Provision for diminution in value of investment (refer note 33)	(4,445.66)	-
Equity portion of corporate guarantees given		
Simon India Limited	199.94	199.94
Indian Furniture Products Limited	172.53	172.53
Zuari Infracore India Limited	58.00	58.00
Sub total (i)	19,349.29	20,788.56
III) Investment in Equity Instruments carried at fair value through OCI		
Investment in equity instruments - associate		
Quoted		
8,411,601 (31 March 2023: 8,411,601) equity shares of INR 10 each fully paid up of Zuari Agro Chemicals Limited	14,249.25	10,194.86
306,194 (31 March 2023: 306,194) equity shares of INR 10 each fully paid up of Mangalore Chemicals and fertilizers limited.	310.33	299.76

Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

Financial assets	Non Current	
	As at 31 Mar 2024	As at 31 Mar 2023
26,480,712 (31 March 2023: 26,480,712) equity shares of INR 1 each fully paid up of Texmaco Infrastructure and Holdings limited	25,130.20	13,054.99
Nil (31 March 2023: 7,65,988) equity shares of INR 1 each fully paid up of Texmaco Rail and Engineering Limited (Refer Note 7.3)	-	325.16
Investment in equity instruments - others		
Unquoted		
100,000 (31 March 2023: 1,00,000) equity shares of INR 10 each fully paid up of Biotech Consortium of India Limited	48.68	48.68
180,240 (31 March 2023: 180,240) equity shares of INR 10 each fully paid up of Premium Exchange & Finance Limited	5.59	5.59
188,460 (31 March 2023 : 188,460) equity shares of INR 10 each fully paid up Master Exchange & Finance Limited	5.90	5.90
258,250 (31 March 2023: 2,58,250) equity shares of INR 100 each fully paid up of Lionel India Limited	258.25	258.25
Less: Impairment in value of investments in Lionel India Limited	(258.25)	(258.25)
Quoted		
56,964,966 (31 March 2023: 59,017,307) equity shares of INR 10 each fully paid up of Chambal Fertilisers and Chemicals Limited	1,94,820.18	1,55,864.71
7,65,988 (31 March 2023: Nil) equity shares of INR 1 each fully paid up of Texmaco Rail and Engineering Limited (Refer Note 7.3)	1,262.35	-
24,700 (31 March 2023: 24,700) equity shares of INR 10 each fully paid up of Duke Commerce Limited	0.69	0.69
34,722 (31 March 2023: 34,722) equity shares of USD 0.01 each fully paid up of Synthesis Energy System Inc.	-	-
Sub total (ii)	2,35,833.18	1,79,800.35
IV) Investment in Preference Shares		
Investments at fair value through profit or loss		
Unquoted preference shares		
Investment in subsidiaries		
1,000,000 (31 March 2023: 1,000,000) 7% redeemable convertible non-cumulative preference shares of INR 100 each fully paid up of Indian Furniture Products Limited (IFPL)	622.44	550.13
Less: Impairment in value of investments in IFPL (refer note 33)	(246.45)	-
Sub total (iii)	375.99	550.13
Total (i+ii+iii)	2,55,558.46	2,01,139.04
Aggregate amount of quoted investments	2,35,773.00	1,79,740.17
Aggregate market value of quoted investments	2,35,773.00	1,79,740.17
Aggregate amount of unquoted investments	30,610.84	27,336.69
Aggregate amount of impairment in value of investments	10,825.38	5,937.82

7.1. 55,59,568 shares (31 March 2023: 84,11,601 shares) of Zuari Agro Chemicals Ltd. and 5,47,31,024 shares (31 March 2023: 5,90,14,624 shares) of Chambal Fertilisers and Chemicals Limited amounting to Rs 1,96,598.01 lakhs (31 March 2023: INR 1,66,052.49 lakhs) have been pledged as security by the Company. Refer note 17 and 40 for details.

7.2. During the year, the company subscribed 1,84,90,000 equity shares of Zuari Envien Bioenergy Private Limited (ZEBPL). Further the other joint venture partner also subscribed to 1,85,00,000 equity shares of ZEBPL. Post subscription of shares, there is reduction in ownership of the company to 50% resulting loss in control in ZEBPL. Accordingly, ZEBPL has been recognised as a joint venture as at 31 March 2024.

7.3. During the year, Texmaco Rail and Engineering Limited (TREL), an associate approved allotment of equity shares pursuant to QIP issue. Consequently share holding of the group (company alongwith the subsidiaries) has reduced from 20.05% to 16.83%. Hence TREL ceased to be an associate of the company as at 31 March 2024.

Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

8. Loans

Particulars	Non Current		Current	
	As at 31 Mar 2024	As at 31 Mar 2023	As at 31 Mar 2024	As at 31 Mar 2023
Unsecured- Loans and advances to related parties (refer note 46)	36,233.34	11,295.70	-	30,012.17
Less: Loss allowance (Refer Note 33)	(500.00)	-	-	-
Interest accrued and due -				
- Loans and advances to related parties (refer note 46)	-	-	-	4.88
Loans to employees	-	-	-	0.31
Less: Loss allowance	-	-	-	(0.31)
	35,733.34	11,295.70	-	30,017.05

9. Other financial assets

Particulars	Non Current		Current	
	As at 31 Mar 2024	As at 31 Mar 2023	As at 31 Mar 2024	As at 31 Mar 2023
Non-current bank balances (refer note 9.1 below)	1,593.13	830.86	-	-
Unbilled Revenue	-	-	648.25	638.09
Government grants in form of Interest Subvention (refer note 9.2 below)	-	-	2,999.32	3,045.77
Less-: Provision for grant in form of Interest subvention, considered doubtful	-	-	(2,864.02)	-
Insurance Receivable (refer note 9.3 below)	-	-	1,077.70	-
Amounts held with Central Electricity Regulatory Commission (CERC) (refer note 9.4 below)	-	-	102.25	102.25
Less-:Provision for CERC	-	-	(102.25)	-
Interest accrued and due -				
- Loans and advances to related parties (refer note 46)	-	-	9.28	2.18
Security deposits (unsecured, considered good)	21.41	21.41	388.37	448.80
Marked to market value of derivative instruments not designated as hedges	-	-	-	78.70
Other receivables	-	-	15.96	284.54
	1,614.54	852.27	2,274.86	4,600.33

Note

- 9.1 This balance includes amount pledged with banks and sales tax authorities of INR 35.41 lakhs (31 March 2023: INR 550.68 lakhs). Includes amount pledged with the Bank Security against BG and NOC for Sugar Development Fund Loan of INR 1,557.72 lakhs (31 March 2023: INR 280.18 lakhs). Also refer Note 17.3 and 17.4.
- 9.2 The company has accrued government grant in form of Interest subvention amounting to INR 2,999.32 lakhs (31 March 2023: INR 3,045.77 lakhs). There has been a significant delay in receipt of such government grants. Considering prudence, the company has made provision for INR 2864.02 lakhs against such receivable.
- 9.3 On 31.03.2023, there was an explosion in the sugar factory of the Company, resulting in major damage of boiler and other equipments. The Company has incurred expense aggregating to Rs.1644.34 lacs towards repair of the boiler and has also received an advance of Rs. 625 lacs from the insurance company. The net balance of Rs. 1019.34 lacs has been shown as insurance claim receivable under other current assets. The insurance claim is under process with the insurance company and the Company is hopeful of recovering entire damages due to fire incident.
- 9.4 INR 500 per REC unit sold has been deducted and held by respective power exchanges for onward submission to CERC on behalf of the Company being a RE generator with reference to Hon'ble Supreme Court order dated 14 July 2017. Total amount held is INR 102.25 lacs (31 March 2023:102.25 lakhs). Considering prudence, in view of the substantial delay, the company has made provision for such receivable.

Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

10. Other assets

Particulars	Non Current		Current	
	As at 31 Mar 2024	As at 31 Mar 2023	As at 31 Mar 2024	As at 31 Mar 2023
Unsecured, considered good				
Advance for purchase of property, plant and equipments	40.35	-	-	-
Deposit against disputed demands	459.31	338.24	-	-
Prepaid Expenses	19.52	0.29	350.14	235.94
Renewable Energy Certificates (REC)	-	-	-	75.03
Rent Equalisation Reserve	-	-	173.88	157.86
Balance with Statutory Authorities	-	-	929.30	869.55
Contract Assets:				
Cost incurred to obtain a contract (refer note 37)	-	-	-	22.94
Advances to:				
- related parties (refer note 46 for related party disclosure)	-	-	45.87	29.76
- other vendors	-	-	410.13	308.73
	519.18	338.53	1,909.32	1,699.81

11. Inventories

	As at 31 Mar 2024	As at 31 Mar 2023
Raw Materials	120.72	165.58
Land (refer note 11.1 below)	16,668.56	21,417.24
Project WIP	716.72	1,262.97
Work in progress	400.08	476.56
Finished goods/ Traded Goods (Valued at lower of cost or net realisable value)	35,527.22	22,114.78
Stores and spares	375.04	457.79
By-products/ Joint Products		
- Molasses	2,774.76	3,850.87
- Bagassee	1,294.22	703.35
- Pressmud	16.83	70.83
Scrap Stock	8.70	25.50
Total Inventory	57,902.85	50,545.47

11.1 Note

Land measuring 41,563 sqmt (31 March 2023: 2,78,611 sqmt) of INR 540.32 lakhs (31st March 2023: INR 3621.94 lakhs) is pending to be registered in the Company's name. The title deeds for the same is in name of Zuari Agro Chemicals Limited, an associate. Further, refer note 17 for information on Inventories pledged as security by the Company.

12. Trade receivables

	As at 31 Mar 2024	As at 31 Mar 2023
Unsecured - considered good		
- Related parties (refer note 12.1 below and 46)	680.67	1,752.22
- Others	1,355.48	4,974.26
Unsecured - credit impaired		
- Others	66.39	-
Less: Loss allowance	(66.39)	-
	2,036.15	6,726.48

Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

12.1 Note

No trade receivable are due from directors or other officers of the Company either severally or jointly with any other person.

Trade Receivable Ageing Schedule

Particulars	As at 31 March 2024					Total
	< 6 months	6 month -1 years	1 -2 Years	2 - 3 Years	> 3years	
Undisputed Trade Receivable - Considered Good	2,015.30	1.31	18.92	-	0.62	2,036.15
Undisputed Trade Receivable - Credit Impaired	66.39	-	-	-	-	66.39
Total	2,081.69	1.31	18.92	-	0.62	2,102.54
Less: Loss allowance						(66.39)
Total						2,036.15

Particulars	As at 31 March 2024					Total
	< 6 months	6 month -1 years	1 -2 Years	2 - 3 Years	> 3years	
Undisputed Trade Receivable - Considered Good	4,264.54	2,457.54	2.55	-	1.85	6,726.48
Total	4,264.54	2,457.54	2.55	-	1.85	6,726.48

13. Cash and cash equivalents

	As at 31 Mar 2024	As at 31 Mar 2023
Balances with banks on current accounts	636.44	1,682.95
Cash on hand	2.83	4.70
	639.27	1,687.65

14. Other bank balances

	As at 31 Mar 2024	As at 31 Mar 2023
Balance with banks - on unpaid dividend account	46.90	24.35
Balance with banks - on fixed deposit account with remaining maturity period for less than 12 months (refer note 14.1 below)	80.07	2,392.93
	126.97	2,417.28

Note

14.1 This balance includes amount pledged with banks against BGs of INR 80.07 lakhs (31 March 2023: INR 91.93 lakhs).

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Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

15. Equity share capital

	As at 31 Mar 2024	As at 31 Mar 2023
Authorised :		
155,000,000 (31 March 2023: 155,000,000) equity shares of INR 10 each	15,500.00	15,500.00
Issued		
29,789,235 (31st March 2023: 29,789,235) equity shares of INR 10 each fully paid	2,978.92	2,978.92
Subscribed and paid-up		
29,781,184 (31 March 2023: 29,781,184) equity shares of INR 10 each fully paid (refer note 15.1 below)	2,978.12	2,978.12
Add: Amount paid up on forfeited shares	0.05	0.05
	2,978.17	2,978.17

I. Reconciliation of shares outstanding at the beginning and end of the reporting year

(₹ in Lakh)

Equity shares	As at 31 Mar 2024		As at 31 Mar 2023	
	In numbers	INR in lakhs	In numbers	INR in lakhs
At the beginning of the year	2,97,81,184	2,978.12	2,94,40,604	2,944.06
Issued during the year	-	-	3,40,580	34.06
Outstanding at the end of the year	2,97,81,184	2,978.12	2,97,81,184	2,978.12

II. Terms/Rights attached to equity shares

- The Company has only one class of equity shares having a par value of INR 10 per share. Each share holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by board of directors is subject to the approval of shareholders in the ensuing Annual General Meeting.
- 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 shareholder.

III. Details of Shareholders holding more than 5% of equity shares in the Company

Equity shares	As at 31 Mar 2024		As at 31 Mar 2023	
	No. of shares held	% Holding in class	No. of shares held	% Holding in class
Globalware Trading and Holdings Limited	74,91,750	25.16%	74,91,750	25.16%
Texmaco Infrastructure and Holdings Limited	27,57,941	9.26%	27,57,941	9.26%
Adventz Finance Private Limited	29,34,947	9.86%	29,34,947	9.86%

As per records of the Company including its register of share holders/members and other declarations received from share holders regarding beneficial interest, the above share holding represents both legal and beneficial ownership of shares.

IV. Aggregate number of shares issued for consideration other than cash

	As at 31 Mar 2024	As at 31 Mar 2023
Shares issued for consideration other than cash	-	3,40,580

Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

V. Shareholding of Promoters

Name	No of Shares 31 March 2024	% of total Shares	No of Shares 31 March 2023	% of total Shares	% Change during the year
Texmaco Infrastructure & Holdings Limited	27,57,941	9.26%	27,57,941	9.26%	0.00%
Adventz Finance Private Limited	29,34,947	9.86%	29,34,947	9.86%	0.00%
New Eros Tradecom Limited	11,96,767	4.02%	11,96,767	4.02%	0.00%
Adventz Securities Enterprises Limited	98,804	0.33%	98,804	0.33%	0.00%
Saroj Kumar Poddar as trustee	12,00,000	4.03%	12,00,000	4.03%	0.00%
Saroj Kumar Poddar as individual	3,22,989	1.08%	3,22,989	1.08%	0.00%
Jyotsna Poddar	71,621	0.24%	71,621	0.24%	0.00%
Basant Kumar Birla	30,000	0.10%	30,000	0.10%	0.00%
Saroj & Company	10,457	0.04%	10,457	0.04%	0.00%
Duke Commerce Limited	3,01,761	1.01%	3,01,761	1.01%	0.00%
Jeewan Jyoti Medical Society	1,38,550	0.47%	1,38,550	0.47%	0.00%
Akshay Poddar	3,20,384	1.08%	3,20,384	1.08%	0.00%
Globalware Trading And Holdings Limited	74,91,750	25.16%	74,91,750	25.16%	0.00%
Greenland Trading Private Limited	7,018	0.02%	7,018	0.02%	0.00%
Indrakshi Trading Company Private Limited	7,018	0.02%	7,018	0.02%	0.00%
Shradha Agarwala	7,018	0.02%	7,018	0.02%	0.00%
Aashti Agarwala	7,018	0.02%	7,018	0.02%	0.00%
Anisha Berlia	7,018	0.02%	7,018	0.02%	0.00%
Ayesha Poddar	7,018	0.02%	7,018	0.02%	0.00%

16. Other Equity

Particulars	As at 31 Mar 2024	As at 31 Mar 2023
Retained Earnings		
Balance brought forward from last year	45,011.51	44,762.99
Add: Profit/(Loss) for the year	2,265.59	537.81
Add/(Less): Transfer to Molasses Reserve	(18.02)	(13.06)
Add: Reclasification on Sale of Investments	8,882.35	-
Less: Dividends paid (refer note 34)	(297.81)	(297.81)
Add/(Less): Other comprehensive income	(18.81)	21.58
	55,824.81	45,011.51
General Reserve		
Balance brought forward from last year	3,700.00	3,700.00
	3,700.00	3,700.00
FVTOCI Reserve		
Balance brought forward from last year	1,52,917.76	2,42,345.07
Add: Movement during the year	59,462.43	(89,427.31)
Less: Reclasification From OCI to RE on Sale of Investments	(8,882.35)	-
	2,03,497.84	1,52,917.76
Capital Redemption Reserve		
Balance brought forward from last year	10.00	10.00
	10.00	10.00
Molasses and Alcohol Storage and Maintenance Reserve		
Balance brought forward from last year	173.51	160.45
Add: Provided during the year	18.02	13.06
	191.53	173.51
Securities Premium		
Balance brought forward from last year	1,345.74	1,345.74
Add: Shares issued during the year	-	-
	1,345.74	1,345.74

Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

Particulars	As at 31 Mar 2024	As at 31 Mar 2023
Deemed Equity		
Balance bought forward from last year	115.62	115.62
Add/(Less): Adjustments on account of Merger	-	-
	115.62	115.62
Capital Reserve on Merger		
Balance bought forward from last year	3,383.10	3,947.65
Add/(Less): Adjustments on account of Merger	-	(564.55)
	3,383.10	3,383.10
Equity Share Application Money Pending Allotment on Merger		
Balance bought forward from last year	-	54.71
Add/(Less): Adjustments on account of Merger	-	(54.71)
	-	-
Total	2,68,068.64	2,06,657.24

Nature and purpose

Retained Earnings

Retained earnings are created from the profit / loss of the Company, as adjusted for distributions to owners, transfers to other reserves, etc.

General Reserve

The Company has transferred a portion of the net profit kept separately for future propose.

FVTOCI Reserve

The Company has elected to recognise changes in the fair value of certain investments in equity shares in other comprehensive income. These are accumulated in Fair value through OCI reserve in OCI within the equity. The Company transfers this reserves to retained earnings when relevant equity investments are derecognised.

Capital Redemption Reserve

Where the preference shares are redeemed out of the profits available for distribution, a sum equivalent to the nominal amount of shares being redeemed shall be transferred to the Capital Redemption Reserve.

Molasses and Alcohol Storage and Maintenance Reserve

The above mentioned reserve is created under Molasses Control Order 1961 which requires every sugar factory to set aside a amount as mentioned in the order. The amount credited in said account shall be utilised only for purposes of construction or erection of storage facilities for molasses.

Securities Premium

Securities premium reserve is created when the Company issue shares at the premium. The same will be utilised in accordance with the provisions of the Companies Act, 2013 and related provisions.

Deemed Equity

This represents equity component on discounting of preference shares issued by the Company.

Capital Reserve on Merger

This represents the impact on equity pursuant to scheme of amalgamation.

Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

17. Borrowings

Particulars	Non Current		Current	
	As at 31 Mar 2024	As at 31 Mar 2023	As at 31 Mar 2024	As at 31 Mar 2023
Secured				
Rupee term loan from				
- bank (refer note 17.1)	17,318.78	4,822.54	-	-
- financial institution (refer note 17.2)	31,947.73	18,574.06	-	3,888.49
- others (refer note 17.3)	8,048.09	21,030.48	-	-
Non-convertible debentures (refer note 17.4)	19,790.98	32,047.22	-	-
Cash credit from banks (refer note 17.5)	-	-	17,878.04	18,064.89
Current maturities of long term borrowings	-	-	16,337.08	30,122.64
Unsecured				
Intercorporate deposit (refer note 17.6 and refer Note 46)	-	21,176.44	9,523.71	1,305.14
Financial liability part of NCRPS issued (refer note 17.7)	1,253.13	1,223.72	-	-
	78,358.71	98,874.46	43,738.83	53,381.16
Less: current maturities of non-current borrowings	(16,337.08)	(30,122.64)	-	-
	62,021.63	68,751.82	43,738.83	53,381.16

17.1 Rupee term loan from banks - Non Current

- a. Facility of Nil (31 March 2023: INR 269.86 lakhs) consisting a term loan, bearing interest @ 9.40%-10.50% p.a. was taken from State Bank of India.

The term loan is repayable in 16 equal quarterly instalments commencing from 1 April 2019 and ending on 11 April 2023. The loan has been fully repaid during the year.

- b. Facility of Nil (31 March 2023: INR 1706.46 lakhs) bearing interest @ - 9.40%p.a- 10.50% p.a. consist of cane soft loan taken from State Bank of India. The loan is repayable in 18 quarterly installments commencing from 31 December 2019 and ending on 30 September 2024. The loan has been fully repaid during the year.

- c. Facility of INR 588.08 lakhs (31 March 2023: INR 2846.22 lakhs) from Zila Sahakari Bank. This loan is secured by way of Residual charge on free assets of the Company and carry a interest rate of 5%. The loan is repayable in 60 equal monthly installments starting from 31 July 2019. The loan is at concessional rate of interest and has been carried at amortised cost using discount rate of 11.80%-12.30% p.a.

- d. Facility of 16,730.70 lakhs (31 March 2023: Nil) bearing interest @ 9.65 % p.a from Canara Bank. The loan is for a tenure of five years. The loan is repayable in ten half yearly installments starting from Sept 2024, with first two installment of 2.50% each of the loan amount then another two of 7.50% each of the loan amount and remaining six of 13.33% each of the loan amount.

The above loans is secured by way of:

Exclusive mortgage of land at Mandya District, Mysore admeasuring 23.02 acre held by Zuari Infracore India Limited (subsidiary) and exclusive mortgage of land at Goa admeasuring approx 26 acres in the name of the company. The company has also pledged 8,00,000 shares of Chambal Fertilizers and Chemicals limited.

17.2 Rupee term loan from financial institution - Non Current

- a. Facility of INR 12,500.00 lakhs (31 March 2023: INR 4,300.59 lakhs) from Bajaj Finance Limited, bearing interest rate 9.65% p.a. ~ 9.90% p.a. having outstanding balance of INR 12,464.00 lakhs (31 March 2023: INR 4,300.59 lakhs). The loan is repayable in 36 months from the date of disbursement. The loan is secured by pledge of 69,15,914 share of Chambal Fertilizers and Chemicals Limited (owned by the Company) and 3,85,000 shares of Chambal Fertilizers and Chemicals limited owned by Simon India limited (Wholly Owned Subsidiary).
- b. Facility of INR 9,375.00 lakhs (31 March 2023: INR 9,375.00 lakhs) from Tata Capital Financial Services Ltd., bearing interest rate 12.25 % p.a. having outstanding balance of INR 3,111.67 lakhs (31 March 2023:INR 9,292.77). The loan is repayable in 4 equal installments within 42 months from the date of first disbursement. The loan is secured by pledge of

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8,17,500 shares of Chambal Fertilizers and Chemicals Limited (owned by the Company) and 3,41,000 shares of Gillette India Limited (owned by Globalware Trading and Holdings Limited).

- c. Facility of INR 5,000.00 lakhs (31 March 2023: INR 5,000 lakhs) from STCI Finance Limited, bearing interest rate 11.75% p.a. having outstanding balance of INR 4,990.87 lakhs (31 March 2023: INR 4,980.70 lakhs). The loan is repayable in 36 months from the date of disbursement. The loan is secured by pledge of 33,28,000 shares of Chambal Fertilizers and Chemicals Limited (owned by the Company).
- d. Facility of INR 11,500.00 lakhs (31 March 2023: Nil) from Axis Finance Limited, bearing interest rate 10.75 % p.a. having outstanding balance of INR 11,381.19 lakhs (31 March 2023: Nil). The loan is repayable in 4 unequal annual installments from the date of first disbursement.

The above loans was secured by way of:

Exclusive mortgage of land at Goa admeasuring approx 30.55 acres in the name of the company and exclusive mortgage of land (Including factory) at Chennai admeasuring approx 16.72 acre in the name of Indian Furniture products India Limited (Subsidiary of the company). The company has also pledged 56,90,000 shares of Chambal Fertilizers and Chemicals limited owned by the company.

Rupee term loan from financial institution - Current

Facility of Nil (31 March 2023: INR 3,900 Lakhs) from Anand Rathi Global Finance Limited, bearing interest rate 12.00% p.a. having outstanding balance of Nil (31 March 2023: INR 3,888.49 lakhs). The loan is repayable in 365 days from the date of disbursement. The loan has been repaid by the company during the year.

17.3 Rupee term loan from others - Non-Current

- a. Facility of INR 1,561.32 lakhs (31 March 2023: INR 2,349.00 lakhs) bearing interest @ 9.80 % p.a. consist of loan taken from Indian Renewal Energy Development Agency Limited (IREDA). The said loan is repayable in 40 quarterly installments starting from expiry of 1 year from the date of commissioning of co-generation project.

The loan is secured by way of:

1. First mortgage / charge, pari passu, on entire fixed assets of company, situated at 62.318 acres of land at Aira Estate, Khamaria Pandit, Distt Lakhimpur Kheri, Uttar Pradesh and a new peice of land of 27.045 acres at Village Allipur, Paragana Dhauraha, District Kheri, Uttar Pradesh with existing term loan lender State Bank of India and Sugar Development Fund.
2. Second pari-passu charge on current assets of company (excluding receivables from the power project on which there is a first pari-passu charge) along with other lenders.
- b. Facility of INR 3,785.15 lakhs (31 March 2023: INR 5,118.48 lakhs) bearing interest of 11.80% p.a. consist of loan taken from Indian Renewal Energy Development Agency Limited (IREDA). The said loan is repayable in 24 equal quarterly installments from 12 months from commencement of operations.

The loan is secured by way of First equitable mortgage charge on entire fixed assets of the Company, situated at 62.318 acres of land at Aira Estate, Khamaria Pandit, Distt Lakhimpur Kheri, Uttar Pradesh and a new piece of land of 27.045 acres at Village Allipur, Paragana Dhauraha, District Kheri, Uttar Pradesh together with building, movable and immovable machinery and fixed assets (present and future) of Company, pari pasu with other term lenders including SDF and Exclusive charge on Escrow/TRA account opened for Distillery receivables.

- c. Facility of INR 140.44 lakhs (31 March 2023: 327.68 lakhs) bearing interest of 9.70% p.a. consist of loan taken from Indian Renewal Energy Development Agency Limited (IREDA). The said loan is repayable in 16 equal quarterly installments from 30 June 2021 and ending on 31 December 2024.

The loan is secured by way of First pari passu charge on entire movable including the receivables of power and immovable properties of the Company including and pertaining to 62.318 acres of land at Aira Estate, Khamaria Pandit, Distt Lakhimpur Kheri, Uttar Pradesh and a new piece of land of 27.045 acres at Village Allipur, Paragana Dhauraha, District Kheri, Uttar Pradesh with existing term loan lender State Bank of India and Sugar Development Fund and Second

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pari passu charge on entire current assets of the Company excluding receivables on which IREDA and SBI have first pari passu charge.

- d. Facility of INR 677.83 lakhs (31st March 2023: 954.50 Lakhs) bearing interest of 11.30% p.a. consist of loan taken from Indian Renewal Energy Development Agency Limited (IREDA). The said loan is repayable in 24 equal quarterly installments from 30 December 2020 and ending on 30 September 2026.

The loan is secured by way of First equitable mortgage charge on entire fixed assets of the Company, situated at 62.318 acres of land at Aira Estate, Khamaria Pandit, Distt Lakhimpur Kheri, Uttar Pradesh and a new piece of land of 27.045 acres at Village Allipur, Paragana Dhauraha, District Kheri, Uttar Pradesh together with building, movable and immovable machinery and fixed assets (present and future) of the Company, pari pasu with other term lenders including SDF and Exclusive charge on Escrow/TRA account opened for Distillery receivables.

- e. Facility under Sugar Development Fund of INR 1,883.35 lakhs (31 March 2023: INR 3,032.19 lakhs) consisting of term loan 1 of INR 723.70 lakhs (31 March 2023: INR 1,428.12 lakhs) and term loan 2 of INR 1,159.65 lakhs (31 March 2023: INR 1,604.07 lakhs) carrying a fixed rate of interest 4.75% p.a. and 4.50% p.a. respectively for a time period of 10 years.

The said term loan 1 is repayable in 10 Half yearly installments starting from 28 April 2020.

The said term loan 2 is repayable in 10 Half Yearly installments starting from 31 January 2022.

The loan is secured by first charge on, pari passu basis, all moveable assets of company except book debts and a new piece of land of 27.045 acres at Village Allipur, Paragana Dhauraha, District Kheri, Uttar Pradesh with existing term loan lenders SBI and IREDA. The loan is at concessional rate of interest and has been carried at amortised cost using discount rate of 11.80%-12.30%.

- f. Facility of Nil (31 March 2023: INR 9,248.63 lakhs) from Netherlandse Financierings Maatschappij Voor Ontwikkelingsladen N.V. (F.M.O) bearing interest @ 8.30% p.a (PY @ 4.21% p.a) and is repayable in installments starting from 10 July 2020 onwards (payable half yearly), being first 5 installments of USD 3.50 lakhs each , next 5 installments of USD 10.00 lakhs each, next 3 for USD 15.00 lakhs each and last being USD 27.50 lakhs.

The said term loan was secured by way of Exclusive charge on Immovable property of Company having survey no. 119/1 admsures 51425 sq. mtrs ,survey no. 120/1 admsures 8075 sq. mtrs,survey No 121 admsures 32239 sq. mtrs,survey No 129/1 admsures 24625 sq. mtrs,survey No 130/1 admsures 86175 sq. mtrs and survey No 131/1 admsures 19050 sq. mtrs situated at Sancoale within the limits of Village panchayat of Sancoale Goa, Mormugao Taluka, Sub Districty of Registration District of State of Goa. The loan has been repaid during the year.

17.4 Non-convertible debentures - Non Current

- a) Secured, unrated and unlisted Non-Convertible Debentures ('NCDs') aggregating to Nil (31 March 2023: INR 12,750.00 lakhs) comprising of Nil debentures of INR 10 lakhs each (31 March 2023: 1,275 debentures of INR 10 lakhs each), bearing interest rate of 6.00% p.a. (effective 7.06% after applicable taxes). These NCDs are redeemable on private placement basis at a premium of 11.00% compounded quarterly. The carrying value of the NCDs after adjustment of processing fees is Nil (31 March 2023: INR 17,255.17 lakhs).
- b) Secured, unrated and unlisted Non-Convertible Debentures ('NCDs') aggregating to INR 15,000.00 lakhs comprising of 1,500 debentures of INR 10 lakhs each bearing interest rate of 11.00% p.a. The carrying value of the NCDs after adjustment of processing fees is INR Nil lakhs (31 March 2023: 14,792.05 lakhs). The loan has been fully repaid during the year.
- c) Secured, unrated and unlisted Non-Convertible Debentures ('NCDs') aggregating to INR 20,000.00 lakhs comprising of 2,000 debentures of INR 10 lakhs each bearing interest rate of 11.00% p.a. The carrying value of the NCDs after adjustment of processing fees is INR 19,790.98 lakhs (31 March 2023: Nil). The 2000 debentures are redeemable on 30 Sept 2026. The NCDs are secured by way of Pledge of 3,657,445 shares of Chambal Fertilizers and Chemicals Limited (Owned by the Company) and 2,14,450 shares of Gillette India Limited (Owned by Adventz Finance Private Limited).

17.5 Cash credit from Banks - Current

- a. Cash credit of INR 11,436.47 lakhs (31 March 2023: INR 6,865.53 lakhs) bearing interest @ 9.40%~9.55% p.a. taken from State Bank of India and repayable on demand.

The cash credit is secured by way of:

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- (i) Primary hypothecation charge on entire current assets of company including its book debts both present and future on pari passu basis and also by first charge on pari passu basis with other lenders on the fixed assets of SPE Division
- (ii) Collateral extension of 2nd charge on the entire fixed assets of company on pari passu 2nd Charge basis with other working capital lenders.

*Receivables from the power project jointly financed by IREDA, SDF and SBI shall be first shared on pari passu charge basis between SBI, SDF and IREDA for the term loan and on second pari passu charge basis for working capital facilities and soft loan of SBI.

- b. Several cash credit facilities aggregating to INR 5,441.57 lakhs (31 March 2023: INR 10,199.36 lakhs) bearing interest @8.25% - 8.50% p.a. taken from Zila Sahakari Bank Limited and repayable on demand.

The cash credit facilities are secured by way of:

- (i) First charge on finished goods, work in progress and raw material.
- (ii) Pari pasu charge on land ,building and plant and machinery against principal and interest amount."
- c. Working capital demand loan of INR 1,000 Lakhs (31 March 2023: INR 1000 Lakhs) bearing interest rate 10.20% p.a. taken from ICICI Bank Limited.

17.6 Intercompany deposits from related party - Non Current

- a. Facility of Nil (31 March 2023: INR 20,676.44 Lakhs) from Zuari Investments Limited ('ZIL'), a related party with interest rate of 12.50% p.a.
- b. Unsecured loans aggregating to Nil (31 March 2023: INR 500 lakhs) from Adventz Security Enterprises Limited, bearing interest rate of 12.50% p.a.

Intercompany deposits from related party - Current

Unsecured loans aggregating to INR 9,523.71 lakhs (31 March 2023: INR 1,305.14 lakhs) from various parties. Refer Note 46 for details on related party transactions.

17.7 Financial liability part of Non-convertible redeemable preference share issued - Non Current

1. 59,22,080 7% Non convertible redeemable cumulative pref. shares of Rs. 10 each.
2. 58,52,034 10.50% Non convertible redeemable cumulative pref. shares of Rs. 10 each issued during the year.

NCRPS have been initially recorded at fair value by discounting the cash flow at maturity of instruments. The difference between the transaction price and fair value of the instruments issued are treated as "deemed equity" at the time of initial recognition

Particulars	Financial liability	Deemed Equity
Balance as at 1 April 2022	537.03	115.62
NCRPS issued during the year	585.20	-
Interest Expense	101.49	-
Closing Balance as at 31 March 2023	1,223.72	115.62
Dividend paid	81.22	-
Interest Expense	110.61	-
Closing Balance as at 31 March 2024	1,253.13	115.62

Interest cost is presented under finance costs.

17.8 Changes in liabilities arising from financing activities pursuant to Ind AS 7 - Cash flows:

Particulars	Non-Current borrowings (including current maturities)	Current borrowings
As at 1 April 2022	1,06,283.47	22,588.38
Cash adjustments		
Proceeds from borrowings	7,883.70	1,588.20

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Particulars	Non-Current borrowings (including current maturities)	Current borrowings
Repayment of borrowings	(19,459.43)	(929.92)
Non-cash adjustments	4,166.72	11.86
As at 31 March 2023	98,874.46	23,258.52
Cash adjustments		
Proceeds from borrowings (net of processing charges)	57,010.24	15,918.40
Repayment of borrowings	(73,778.96)	(11,786.68)
Non-cash adjustments	(3,747.03)	11.51
As at 31 March 2024	78,358.71	27,401.75

18. Trade payables

Particulars	As at 31 Mar 2024	As at 31 Mar 2023
Trade payables		
Due to related parties (refer note 46 for related party disclosure)	1,438.09	63.08
Due to micro, small and medium enterprises	436.11	12.67
Due to others	19,094.29	20,848.51
	20,968.49	20,924.26
Details of dues to micro and small enterprises as defined under the MSMED Act, 2006		
i) Principal amount due to suppliers under MSMED Act	436.11	12.67
ii) Interest accrued and due to suppliers under MSMED Act on the above amount	-	-
iii) Payment made to suppliers (other than interest) beyond appointed day during the year	-	-
iv) Interest paid to suppliers under MSMED Act	-	-
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.	-	-
vi) Interest due and payable to suppliers under MSMED Act towards payments already made	-	-
vii) Interest accrued and remaining unpaid at the end of the accounting year	-	-
viii) 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 of the MSMED Act.	-	-

The above disclosure has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

Trade Payable Ageing Schedule

Particulars	As at March 2024					
	Outstanding from due date of payments					Total
	Unbilled Dues	< 1 year	1 - 2 years	2-3 years	>3 years	
MSME	-	414.27	12.07	-	9.77	436.11
Others	10.97	19,964.02	208.90	16.31	332.18	20,532.38
Total	10.97	20,378.29	220.97	16.31	341.95	20,968.49

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Particulars	As at March 2023					
	Outstanding from due date of payments					
	Unbilled Dues	< 1 year	1 - 2 years	2-3 years	>3 years	Total
MSME	-	12.67	-	-	-	12.67
Others	138.93	20,285.19	85.23	17.66	384.57	20,911.59
Total	138.93	20,297.86	85.23	17.66	384.57	20,924.26

19. Other financial liabilities (Non Current and Current)

	Non Current		Current	
	As at 31 Mar 2024	As at 31 Mar 2023	As at 31 Mar 2024	As at 31 Mar 2023
Security Deposits	1,000.60	1,000.60	95.91	159.26
Interest accrued but not due on borrowings, deposits etc.	-	-	177.15	1,221.70
Payable towards purchase of capital goods	-	-	117.12	295.52
Other payables	-	-	109.92	28.44
Employee benefits payable	-	-	107.73	174.60
Statutory liabilities to be credited to 'Investor's Education and Protection Fund' as and when due:				
- Unclaimed deposits	-	-	1.00	1.00
- Unclaimed dividends	-	-	46.90	24.35
Financial guarantee contracts	-	-	-	16.41
	1,000.60	1,000.60	655.73	1,921.28

20. Other liabilities (Non Current and Current)

	Non Current		Current	
	As at 31 Mar 2024	As at 31 Mar 2023	As at 31 Mar 2024	As at 31 Mar 2023
Statutory liabilities	-	-	474.11	646.06
Deferred Government Grant	731.63	892.07	127.54	229.61
Amount received on account of amount deposited under litigation (refer note 46 and 53)	522.16	522.16	-	-
Contract liabilities				
Advances received from customers and others				
- Against sale of goods (Refer Note 37 and 46)	-	-	60.41	925.93
- Against sale of Land	-	-	1,139.00	4,150.17
- Real Estate Project (refer note 37)	-	-	45.86	550.56
- Others	-	-	23.34	23.29
	1,253.79	1,414.23	1,870.26	6,525.62

21. Provisions

	Non Current		Current	
	As at 31 Mar 2024	As at 31 Mar 2023	As at 31 Mar 2024	As at 31 Mar 2023
Provision for employee benefits				
Gratuity (funded) (refer note 45)	18.19	-	364.64	318.17
Leave encashment (refer note 45)	186.84	175.65	66.78	38.49
	205.03	175.65	431.42	356.66

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22. Deferred tax

Particulars	As at 1 Apr 2022	Charged/(credited) to		As at 31 Mar 2023	Charged/(credited) to		As at 31 Mar 2024
		Profit and Loss	OCI		Profit and Loss	OCI	
Deferred tax liability:							
Property, Plant & Equipment/ Right of Use Assets	7,343.52	366.73	-	7,710.25	155.64	-	7,865.89
Fair valuation of investment in preference shares	64.95	16.05	-	81.00	18.19	-	99.19
Amortisation of financial guarantee liability	93.54	10.67	-	104.21	4.13	-	108.34
Rent equalisation reserve	33.22	6.51	-	39.73	4.03	-	43.76
Fair Valuation of Investments	13,702.93	-	(6,957.36)	6,745.57	-	5,767.70	12,513.27
Total deferred tax liability (A)	21,238.16	399.96	(6,957.36)	14,680.76	181.99	5,767.70	20,630.45
Deferred tax assets:							
Expenses allowable in income tax on payment basis	463.29	(8.95)	(7.26)	447.08	(197.10)	6.33	256.31
Unfront Fees on Borrowings	420.97	514.47	-	935.45	(1,091.39)	-	(155.94)
Unused tax losses and depreciation	10,826.67	(302.67)	-	10,524.00	1,440.54	-	11,964.54
Deferred government grants	205.52	(10.72)	-	194.80	21.44	-	216.24
Total deferred tax assets (B)	11,916.45	192.11	(7.26)	12,101.30	173.48	6.33	12,281.12
Deferred tax liability (net) (A - B)	9,321.71	207.85	(6,950.10)	2,579.46	8.51	5,761.37	8,349.33

22.1 Notes

- (i) The amount of deductible temporary differences where no deferred tax is recognised amounted to:

	As at 31 Mar 2024		As at 31 Mar 2023	
	Gross amount	Unrecognised tax effect	Gross amount	Unrecognised tax effect
Unused capital tax losses	749.32	85.72	1,957.82	223.97

The year wise summary of unused capital tax losses for which no deferred tax assets are recognised are as follow:

Particulars	As at 31 Mar 2024	As at 31 Mar 2023
Financial year ending 31 March 2026-27	749.32	1,957.82

22A. Income Tax

Particulars	As at 31 Mar 2024	As at 31 Mar 2023
Profit and loss section		
Tax expense:		
Current tax (A)	-	-
Income tax adjustment for earlier years (B)	0.10	7.73
Current tax including adjustment for earlier years C=(A+B)	0.10	7.73
Deferred tax (D)	8.51	207.85
Income tax expense reported in the statement of profit or loss (C+D)	8.61	215.58
OCI section		
Items that will not be reclassified to profit or loss		
Net gain/ (loss) on equity instruments	65,230.13	(96,384.67)
Deferred tax effect of above item	(5,767.70)	6,957.36
Re-measurement gain/(losses) on defined benefit plans	(25.14)	28.84
Income tax effect	6.33	(7.26)

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Particulars	As at 31 Mar 2024	As at 31 Mar 2023
Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for the year ended 31 March 2024 and 31 March 2023		
Accounting profit	2,274.20	753.39
	25.17%	25.17%
Tax at the applicable tax rate of 25.168% (31 March 2023: 25.168%)	572.37	189.61
Tax effect of expenses that are not deductible in determining taxable profit:		
Permanent Disallowances	42.18	27.19
Tax Adjustments for earlier years	0.10	7.73
Unrecognised deferred tax on impairment of investment	1,355.94	148.90
Deferred Tax Asset not recognised on Long Term Capital Loss	(1,777.42)	(157.54)
Other adjustments	(184.56)	(0.31)
Tax expense	8.61	215.58
Income tax assets (net)		
Income tax assets (net)	5,603.51	6,216.56
	5,603.51	6,216.56

23. Revenue from operations

Particulars	Year ended 31 Mar 2024	Year ended 31 Mar 2023
Operating Revenues		
Sale of finished, traded and by-products (refer note 46 for related parties disclosure)	57,067.00	72,134.58
Sale of power	2,655.44	3,209.03
Revenue from real estate project	805.70	1,934.23
Revenue from Sale of Land	10,597.18	3,804.49
Other Operating Revenue		
Scrap sale	81.91	95.68
Rental income from investment properties (refer note 46 for related parties disclosure)	257.57	270.26
	71,464.80	81,448.27

23.1 Disaggregation of revenue from operations:

The table below presents disaggregated revenue from contracts with customers by geography, offerings and sales channels for each of our business segments. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of our revenues and cash flows are effected by industry, market and other economic factors. The table also includes a reconciliation of the disaggregated revenue with the Company's strategic divisions, which are its reportable segments.

Particulars	Year ended 31 Mar 2024	Year ended 31 Mar 2023
Revenues by Geography		
India	71,125.32	66,263.44
Other than India	-	14,818.89
	71,125.32	81,082.33
Revenues by Products		
Real Estate	805.70	1,934.23
Sale of Land	10,597.18	3,804.49
Sale of Finished goods		
Sugar/ Other Traded Goods	40,399.72	54,776.94
Ethanol	16,268.99	16,992.93
Power	2,655.44	3,209.03

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Particulars	Year ended 31 Mar 2024	Year ended 31 Mar 2023
Sale of by-products/ joint products		
Molasses	345.73	276.29
Press-mud	52.56	80.01
Sanitisers	-	8.41
	71,125.32	81,082.33
Revenues by Sales Channel		
Direct Sales	43,488.22	38,485.14
Sales through intermediaries	27,637.10	42,597.19
	71,125.32	81,082.33

24. Other income

Particulars	Year ended 31 Mar 2024	Year ended 31 Mar 2023
Interest on:		
- Bank deposits	78.42	48.05
- Long-term investments	0.16	0.15
- Intercompany loans (refer note 46 for interest earned on loans given to related parties)	5,930.37	6,768.71
- Income tax refunds	99.30	0.78
Dividend from:		
- Investments mandatorily measured at FVTPL	34.08	19.49
- Equity investments designated at FVTOCI	4,521.86	4,546.85
Gain on sale of PPE/ Investment Property	7,062.22	629.02
Gain arising on financial assets as at fair value through profit and loss	72.31	63.73
Unspent liabilities, provisions no longer required and unclaimed balances adjusted	130.46	56.14
Government grants in form of Interest Subvention	293.98	388.79
Rent and hire charges	48.72	22.95
Amortisations of Deferred Government Grant	262.50	529.50
MTM Value Derivative Inst - FMO	-	248.98
Income from financials guarantee	16.41	42.55
Management consulting income (refer note 46 for details of related parties)	20.10	19.14
Miscellaneous income (refer note 46 for details of related parties)	49.67	89.21
	18,620.56	13,474.04

25. Cost of materials consumed

Particulars	Year ended 31 Mar 2024	Year ended 31 Mar 2023
Raw Materials Consumed	56,326.77	48,981.40

26. Purchase of Stock-in-Trade

Particulars	Year ended 31 Mar 2024	Year ended 31 Mar 2023
Fertilizers/ Pesticides	429.35	338.52
Other Products	60.73	57.74
	490.08	396.26

Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

27. Changes in inventories of stock in trade and work-in-progress

Particulars	Year ended 31 Mar 2024	Year ended 31 Mar 2023
Inventories at the end of the year		
Land and construction project in-progress	17,385.27	22,680.21
Finished goods - Sugar/ Traded Goods	35,527.22	22,114.78
Work-in-progress	400.08	476.56
Bagassee	1,294.22	703.35
Molasses	2,774.76	3,850.87
By products	16.83	70.83
Scrap	8.70	25.50
	57,407.08	49,922.10
Inventories at the beginning of the year		
Land and construction project in-progress	22,680.21	25,351.76
Finished goods - Sugar/ Traded Goods	22,114.78	33,944.60
Work-in-progress	476.56	626.33
Bagassee	703.35	594.84
Molasses	3,850.87	3,472.25
By products	70.83	24.21
Scrap	25.50	56.73
	49,922.10	64,070.72
	(7,484.98)	14,148.62

28. Project expenses

Particulars	Year ended 31 Mar 2024	Year ended 31 Mar 2023
Civil work	36.67	65.89
	36.67	65.89

29. Employee benefit expenses

Particulars	Year ended 31 Mar 2024	Year ended 31 Mar 2023
Salaries, wages and bonus	4,191.76	3,794.52
Contribution to provident and other funds (refer note 45 for Ind AS 19 disclosures)	299.25	268.78
Gratuity (refer note 45 for Ind AS 19 disclosures)	99.71	95.77
Leave encashment (refer note 45 for Ind AS 19 disclosures)	113.31	86.26
Staff welfare expenses	118.29	83.39
	4,822.32	4,328.72

30. Finance costs

Particulars	Year ended 31 Mar 2024	Year ended 31 Mar 2023
Interest expense (Refer Note 46 for related party disclosure)	13,083.43	15,415.48
Unwinding of interest on NCRPS	110.61	101.49
Interest on lease liabilities (refer Note 36)	38.89	46.98
Other borrowing costs	249.35	217.58
	13,482.28	15,781.53

Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

31. Depreciation and amortization expense

Particulars	Year ended 31 Mar 2024	Year ended 31 Mar 2023
Depreciation of property, plant and equipment (refer note 3)	2,341.79	2,282.73
Depreciation of right of use assets (refer note 36)	48.63	100.57
Amortisation of intangible assets (refer note 5)	0.78	0.41
Depreciation of investment property (refer note 4)	3.60	3.60
	2,394.80	2,387.31

32. Other expenses

Particulars	Year ended 31 Mar 2024	Year ended 31 Mar 2023
Consumption of stores and spares	871.62	920.76
Packing materials	858.44	702.29
Power and fuel	52.37	21.85
Repairs to and maintenance of:		
- Buildings	77.56	69.61
- Machinery	1,732.39	1,635.85
- Others	71.59	72.36
Freight and forwarding charges	1,466.69	1,562.40
Charity and donations	21.39	23.95
Bad debts, cane subsidies and other receivables written off	106.97	66.69
Rent	240.15	169.83
Rates and taxes	268.82	212.60
Insurance	256.22	220.44
Payments to auditors (refer note 32(i) below)	61.34	63.30
Corporate Social Responsibility (refer note 32(ii) below)	35.59	6.56
Foreign Exchange fluctuation (net)	111.21	302.98
Consultancy charges	326.22	236.95
Advisory Fees	1,436.48	-
Provision for Subsidy/LSFEF/REC/Line Loss receivable	3,090.58	-
Fair value losses on derivatives not designated as hedges	78.70	-
Brokerage and commission	69.12	146.45
Directors sitting fees (refer note 46 for details of related parties)	29.25	27.65
Travelling and conveyance	42.95	64.24
Miscellaneous expenses	1,050.00	960.79
	12,355.65	7,487.55

32(i). Details of payments to auditors

Particulars	Year ended 31 Mar 2024	Year ended 31 Mar 2023
As auditors:		
Audit fees	26.50	26.50
Tax audit fee	5.00	5.00
Limited review fees	24.75	24.75
In other capacity		
Certification fees, etc.	2.75	4.65
Reimbursement of expenses	2.34	2.40
	61.34	63.30

Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

32(ii) : Disclosure relating to corporate social responsibility (CSR) expenditure

Particulars	Year ended 31 Mar 2024	Year ended 31 Mar 2023
As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities.		
(i) Gross amount required to be spent by the Company during the year	-	6.56
(ii) Amount of expenditure incurred	20.26	15.33
(iii) Excess/(Shortfall) at the end of the year	29.03	51.95
(iv) Total of previous years Excess/(Shortfall)	51.95	43.18
(v) Reason for shortfall	NA	NA
(vi) Nature of CSR activities	Mainly In the areas of Bus Stand shed, Solar lighting, RO Drinking water, Road construction, Waiting hall and Blanket distribution	
(vii) Details of related party transactions.	Not Applicable	
(viii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision	Not Applicable	

33. Exceptional item

Particulars	Year ended 31 Mar 2024	Year ended 31 Mar 2023
Impairment of investment (refer note 33.1 below)	5,387.57	591.64
	5,387.57	591.64

33.1 Note

The Company has investment (equity shares, preference shares and equity portion of corporate guarantee) amounting to INR 6,670.00 lakhs in Indian Furniture Products Limited (IFPL), a subsidiary company. Based on review of current situation and future prospects of furniture business, the Company has recognised an impairment loss amounting to INR 441.91 lakhs (31 March 2023: INR 591.64 lakhs) on this investment for the year ended Mar 31, 2024.

The Company has investment (equity shares) amounting to INR 4,445.66 lakhs and ICD amounting to INR 500 lakhs in Forte Furniture Products India Private Limited (FFPL), a joint venture company which is in the business of manufacture, distribution and retailing of furniture and related items. Based on review of current situation and future prospects of furniture business, the Company has recognised an impairment loss amounting to INR 4,945.66 lakhs on this investment for the year ended Mar 31, 2024.

34. Dividends paid

Particulars	Year ended 31 Mar 2024	Year ended 31 Mar 2023
Dividends on equity shares declared and paid:		
Equity dividends: INR 1 per equity share (31 March 2023: INR 1 per equity share)	297.81	297.81
7% NCRPS: INR 0.70 per preference share (31 March 2023: Nil) on proportionate basis	32.72	-
10.50% NCRPS : INR 1.05 per preference share (31 March 2023: Nil) on proportionate basis	48.50	-
Proposed dividends (Refer Note 34.1)		
Equity Shareholders : INR 1 per equity share (31 March 2023 : INR 1 per equity share)	297.81	297.81

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(All amounts in INR lakhs, unless stated otherwise)

Particulars	Year ended 31 Mar 2024	Year ended 31 Mar 2023
7% NCRPS: INR 0.70 per preference share (31 March 2023 : INR 0.70 per preference share on proportionate basis)	41.45	32.72
10.50% NCRPS : INR 1.05 per preference share (31 March 2023 :INR 1.05 per preference share on proportionate basis)	61.45	48.50

34.1 Note

The Board of Directors in its meeting held on 29th May 2024, recommended a final dividend of INR 1/- per fully paid up equity share of INR 10 each besides payment of dividend on non convertible redeemable preference shares (7% and or 10.50%, as applicable) for the financial year 2023-24. The same is subject to approval of shareholders at the ensuing Annual General meeting.

35. Earnings per share (EPS)

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

Particulars	Year ended 31 Mar 2024	Year ended 31 Mar 2023
Profit after taxation as per statement of profit and loss (INR in lakhs)	2,265.59	537.81
Weighted average number of shares used in computing earnings per share - basic and diluted	2,97,81,184	2,97,81,184
Earnings per share – basic and diluted (in INR)	7.61	1.81
Face value per share (in INR)	10.00	10.00

36. Lease disclosures

Where Company is a lessee

The Company had entered into a lease contract for its Corporate office building having lease term of nine years. The Company does not have any variable lease payment arrangements.

Particulars	Amount
i. Right of Use assets	
Recognised as at 1 April 2022	362.39
Additions	-
Depreciation	(100.57)
Closing Balance as on 31 March 2023	261.82
Additions	-
Depreciation	(48.63)
Closing Balance as on 31 March 2024	213.19
ii. Lease Liabilities	
Recognised as at 1 April 2022	435.84
Interest accrued	46.98
Lease payments	(136.99)
Closing Balance as at 31 March 2023	345.83
Interest accrued	38.89
Lease payments	(81.28)
Closing Balance as at 31 March 2024	303.44
Current (current maturities of lease liabilities) as on 31 March 2023	47.49
Non current 31 March 2023	298.34
Current (current maturities of lease liabilities) 31 March 2024	47.43
Non current 31 March 2024	256.01

Refer note 42 for maturity analysis of lease liabilities.

Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

iii. Amount recognised in statement of profit and loss

Particulars		Year ended 31 Mar 2024	Year ended 31 Mar 2023
Depreciation	31	48.63	100.57
Interest on lease liabilities	30	38.89	46.98
Income from subleasing right to use assets	24	(48.72)	(22.95)
Rent Expense on short term lease	32	240.15	169.83
Net impact on statement of profit and loss		278.95	294.43

Note

Payments associated with short-term leases are recognized on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

Where Company is a lessor

The Company has entered into operating leases on its investment properties in Goa consisting of land and building (refer note 4). The leases do not transfer substantially all the risks and rewards incidental to ownership of the assets hence the same are being classified as operating leases. Rental income recognised during the year is INR 257.57 lakhs (31 March 2023: INR 270.26 lakhs).

Undiscounted lease payments to be received under operating leases as at 31 March are as follows:

Particulars	Year ended 31 Mar 2024	Year ended 31 Mar 2023
Within one year	249.51	268.74
After one year but not more than five years	1,112.92	1,190.55
More than five years	4,590.18	4,622.91

37. Disclosures of revenue recognition as per Ind AS 115

Particulars	31 Mar 2024	31 March 2023
Significant changes in contract assets and liabilities		
Contract liabilities - advance from customers		
Opening balance of Contract liabilities	1,499.78	1,119.34
Less: Amount of revenue recognised against opening contract liabilities	(1,457.76)	(1,042.91)
Add: Addition in balance of contract liabilities for current year	828.24	2,464.19
Less: Amount of revenue recognised against Current year Contract liabilities	(740.65)	(1,040.84)
Closing balance of Contract liabilities	129.61	1,499.78
Contract assets - cost Incurred to obtain a contract		
Opening balance of contract assets	22.94	24.01
Add: Addition in balance of prepaid expenses in current year	-	45.25
Less: Amount of prepaid expense recorded as expense in statement of profit & loss in current year	(22.94)	(46.32)
Closing balance of contract assets	-	22.94

Transaction price allocated to the performance obligation (yet to complete)

The aggregate amount of transaction price allocated to the performance obligations (yet to complete) as at 31 March 2024 is INR 129.61 lakhs (31 March 2023: INR 1,499.78 lakhs). This balance represents the advance received from customers (gross) against sale of real estate properties/sale of sugar/rental income. The management expects to collect the remaining balance of consideration in the coming years. These balances will be recognised as revenue in future years as per the policy of the Company.

Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

Reconciliation of the amount of revenue recognised in the statement of profit and loss with the revenue as per contracted price:

Particulars	31 Mar 2024	31 March 2023
Revenue as per contracted price	71,424.77	81,393.47
Significant financing component	40.03	54.80
	71,464.80	81,448.27
Trade Receivables		
Trade receivables	2,036.15	6,726.48

Revenue from operations as per Ind AS 115

Performance obligation of the Company

Real Estate Segment

The agreement to sell states that the Customer is entitled to a fully developed residential apartments and villas. There can be various goods like labour, building materials, etc. and construction services that are integrated to construct and provide a built up apartments and villas. However, the ancillary services like parking lot, gymnasium, club membership etc., do not affect the benefits that customer may obtain from the apartment individually. The Company is providing a significant integration service of combining the material and construction services for the overall promise to deliver the fully built apartment/villa/floor in a township together with ancillary parking space. On the other hand, facilities like gymnasium and club membership are separately identifiable and the intent of the Company does not really integrate them with construction service to deliver a combined output.

Based on above analysis, the performance obligation is identified as:

- A fully developed apartment/villa in the township
- Ancillary amenities like: club membership, gymnasium membership etc.

The price charged from the customer shall be allocated on respective obligations based on their standalone selling price. Further, there is a significant time gap between the payments received from customers and the point of revenue recognition. Hence, it is concluded by the Company that there is a financing component on funds received from customer as the Company uses such advances for funding its construction per the guidance of IND AS 115. However, financing component has not been separately accounted for in the current year as the project is nearing completion. For other segments, refer Material accounting policies 2.1.m.

38. Critical accounting judgements, estimates and assumptions

The preparation of financial statements in conformity with generally accepted accounting principles in India requires management to make judgements, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and the results of operations during the reporting year end. Although these estimates and associated assumptions are based upon historical experiences and various other factors besides management's best knowledge of current events and actions, actual results could differ from these estimates. The estimates and underlying assumptions are reviewed on a periodic basis. Any revision in the accounting estimates is recognised in the period in which the results are known/materialise.

In the process of applying the company's accounting policies, management has made the following judgements, estimates and assumptions, which have the most significant effect on the amounts recognised in the financial statements:

i) Income Tax Balances and related contingencies

The Company has significant litigations outstanding as at 31 March 2024 which includes income tax and wealth tax. The eventual outcome of these tax proceedings is dependent on the outcome of future events and unexpected adverse outcomes could significantly impact the Company's reported profits and balance sheet position. The amounts involved are material and the application of accounting principles as given under Ind AS 37, Provisions, Contingent Liabilities and Contingent Assets, in order to determine the amount to be recorded as a liability or to be disclosed as a contingent liability, in each case, is inherently subjective, and needs careful evaluation and judgement to be applied by the management. Key judgments are also made by the management in estimating the amount of liabilities, provisions and/or contingent liabilities related to aforementioned litigations.

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ii) Impairment assessment of non-current investments in subsidiaries and joint venture

The Company has significant investment and loans in subsidiaries and Joint ventures, which has been carried at cost in the standalone financial statements. The impairment assessment of these investments and loans is inherently subjective due to reliance on net worth of investee, valuations of the assets held and cash flow projections of these investee companies. The key assumptions underpinning management's assessment of the valuation model includes, but are not limited to future growth rates, discount rates, estimated future operating and capital expenditure.

iii) Revenue recognition and Inventory from real estate project

Revenue recognition from real estate project requires significant judgments to be applied in determining the amount of revenue to be recognised, such as whether revenue to be booked over time or in time, whether the Company has enforceable right to payment for performance completed to date or the customer controls the assets as it is created etc. Significant judgements are also involved in estimating the amount of financing component from the total contract value. The amount of revenue to be recognised is closely linked to the project inventory.

iv) Valuation of investment property

Investment property is stated at cost. However, as per Ind AS 40, there is a requirement to disclose fair value as at the balance sheet date. The Group engaged independent valuation specialists to determine the fair value of its investment property as at reporting date.

v) Defined Benefit obligation

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long- term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

vi) Recoverability of deferred tax assets

The extent to which deferred tax assets can be recognized is based on an assessment of the probability that future taxable income will be available against which the deductible temporary differences and tax loss carry-forward can be utilized. In addition, significant judgement is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions.

vii) Useful lives of depreciable assets

Management reviews its estimate of the useful lives of Property, plant and equipment at each reporting date, based on the expected utility of the assets, assessed by technical experts.

viii) Inventories

Management estimates the net realizable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realization of these inventories may be affected by future technology or other market-driven changes that may reduce future selling prices.

39. Disclosure of Interest in subsidiaries, joint arrangements and associates:

1) Disclosure of Interest in the following categories of joint ventures:

S No	Name	Method used to account for investments	Country of incorporation / principal place of business	Ownership interest of ZIL (%)	
				As at 31 March 2024	As at 31 March 2023
1	Zuari Indian Oiltanking Private Limited	Cost	India	50.00%	50.00%
2	Forte Furniture Products India Private Limited	Cost	India	48.98%	48.98%
3	Zuari Envien Bioenergy Private Limited (refer Note 7.2)	Cost	India	50.00%	0.00%

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2) Disclosure of Interest in the following subsidiaries:

S No	Name	Method used to account for investments	Country of Incorporation / Principal place of business	Ownership interest of ZIL (%)	
				As at 31 March 2024	As at 31 March 2023
1	Indian Furniture Products Limited	Cost	India	72.45%	72.45%
2	Simon India Limited	Cost	India	100.00%	100.00%
3	Zuari Management Services Limited	Cost	India	100.00%	100.00%
4	Zuari Infraworld India Limited	Cost	India	100.00%	100.00%
5	Zuari International Limited (Formerly Zuari Investments Limited)	Cost	India	100.00%	100.00%
6	Zuari Finserv Limited	Cost	India	100.00%	100.00%
7	Zuari Envien Bio Energy Private Limited (refer Note 7.2)	Cost	India	-	100.00%
8	Zuari Insurance Brokers Limited	Cost	India	100.00%	100.00%

3) Disclosure of Interest in the following associates:

S No	Name	Method used to account for investments	Country of Incorporation / Principal place of business	Ownership interest of ZIL (%)	
				As at 31 March 2024	As at 31 March 2023
1	Zuari Agro Chemicals Limited	Fair value through OCI	India	20.00%	20.00%
2	Mangalore Chemicals & Fertilizers Limited	Fair value through OCI	India	0.26%	0.26%
3	Texmaco Infrastructure and Holdings limited	Fair value through OCI	India	20.78%	20.78%
4	Texmaco Rail and Engineering Limited (refer Note 7.3)	Fair value through OCI	India	-	0.24%

40. Contingencies

A Contingent liabilities

Particulars	As at 31 Mar 2024	As at 31 Mar 2023
Tax demands in excess of provisions (pending in appeals)		
- Income taxes	4,330.89	4,330.89
- Indirect taxes	-	19.60
- Regulatory Fees on Molasses*	399.31	213.96
- Wealth taxes	565.78	565.78

Further, the Company has certain litigations involving employees, for which a sufficiently reliable estimate of the amount of the obligation cannot be made. Based on management assessment and in-house legal team's advice, the management believes that the Company has reasonable chances of succeeding before the courts/appellate authorities and does not foresee any material liability. Pending the final decision on the matters, no further provision has been made in the financial statements.

*UP Government have levied regulatory fees on sale and captive consumption of molasses @ Rs.20/-Qtl wef 24.12.2021 vide order order no 4605-5153 dated 12.01.2022 passed by the office of the Commissioner cum molasses controller Allahabad 2. UP Sugar Mill Association filled a writ petition at Hon'able High Court Lucknow Bench challenging this order levying regulatory fees on molasses vide write petition no 589 of 2022. Pending outcome of the case the Company has

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deposited entire amount accrued on account of regulatory fees amounting to INR 399.31 lakhs (31 March 2023: INR 213.96 lacs) under protest and any liability would be provided as and when decided by the court.

Based on discussions with the solicitors/ favourable decisions in similar cases/ legal opinions taken by the Company, the management does not expect these claims to succeed and hence, no provision against above is considered necessary.

Value added tax/ Sales tax liability on sale of molasses

Based on discussions with the solicitors/ favourable decisions in similar cases/ legal opinions taken by the Company, the management does not expect these claims to succeed and hence, no provision against above is considered necessary. The Company has sold molasses to certain parties without charging sales tax on the basis of stay order by Hon'ble High Court of Allahabad and is pending with Hon'ble Supreme Court. It says that during the pendency of special appeal before Hon'ble Supreme Court, the Company shall not realise taxes on sale of molasses. In case the order is decided against the parties by the Hon'ble Supreme Court, the Company would be liable to collect and pay VAT/Sales tax to the department along with interest and penalty. Amount involved is indeterminate.

B Corporate guarantees given in favour of banks / others on behalf of :

Particulars	Outstanding exposure as on 31.03.2024	As at 31 Mar 2024	As at 31 Mar 2023
Zuari Infraworld India Limited	-	-	25,278.00
Zuari International Limited	11,400.00	11,400.00	8,900.00
Zuari Envien Bio Energy Private Limited	-	20,292.00	-
Forte Furniture Products India Private Limited	1,830.04	2,013.00	2,013.00
	13,230.04	33,705.00	36,191.00

The detail of assets pledged as security for contingent liabilities are:

B.1 The Company has provided following securities to Catalyst Trusteeship Limited for extending loan to Zuari International Limited (ZIL), a wholly owned subsidiary:

The land collateral include 7.48 acre bearing survey no. 251/1 and 2.35 acre bearing survey no. 252/1 situated in Goa held as PPE by the company.

C 3,35,22,165 (31 March 2023: 3,38,60,365) shares of Chambal Fertilizers & Chemical Limited amounting to INR 1,14,645.80 lakhs (31 March 2023: INR 89,425.23 lakhs) pledged by the Company to the lenders of its subsidiaries as follows:

- 1,97,02,864 (31 March 2023: 2,27,76,164) shares pledged on behalf of Zuari International Limited.
- 36,54,301 (31 March 2023: 36,44,201) shares pledged on behalf of Indian Furniture Products Limited
- 1,01,65,000 (31 March 2023: 74,40,000) shares pledged on behalf of Zuari Infraworld India Limited.

Further, 55,59,568 shares of Zuari Agro Chemicals Limited amounting to INR 9,417.91 Lakhs (31 March 2023: INR 6738.19 Lakhs) pledged by the company to the lenders of Zuari International Limited. "

41. Capital and other commitments

Capital commitments contracted at the end of the reporting period but not recognized as liabilities is as follows:-

Particulars	As at 31 Mar 2024	As at 31 Mar 2023
Property, plant and equipment	82.56	-
	82.56	-

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42. Financial risk management objectives and policies

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

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.

(i) Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Such borrowings are based on fixed as well as floating interest rate. Interest rate risk is determined by current market interest rates, projected debt servicing capability and view on future interest rate. The Company mitigates this risk by regularly assessing the market scenario and finding appropriate financial instruments.

Interest rate exposure

Particulars	As at 31 Mar 2024	As at 31 Mar 2023
Variable rate borrowings	67,144.55	41,461.49
Fixed rate borrowings	38,615.91	80,671.49

Interest rate sensitivity	Effect on profit before tax	Effect on pre-tax equity
31 March 2024		
Interest rate- increased by 50 basis points	(335.72)	(335.72)
Interest rate- decreased by 50 basis points	335.72	335.72
31 March 2023		
Interest rate- increased by 50 basis points	(207.31)	(207.31)
Interest rate- decreased by 50 basis points	207.31	207.31

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company does not hedge its foreign exchange receivables.

Foreign currency sensitivity

Interest rate sensitivity	Change in USD rate	Effect on profit before tax	Effect on pre-tax equity
As at 31 March 2024			
	+7%	-	-
	-7%	-	-
As at 31 March 2023			
	+7%	(647.81)	(647.81)
	-7%	647.81	647.81

(iii) Equity price risk

The Company's investment in listed and non-listed equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. Having regard to the intrinsic worth, intent and long term nature of securities, fluctuation in their prices are considered acceptable. Reports on the equity portfolio are submitted to the Company's senior management on a regular basis. The Company's Board of Directors reviews and approves all equity investment decisions.

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The exposure of equity securities price risk arises from investment FVTOCI held by the company. At the reporting date, the exposure to listed equity securities at fair value was Rs 2,35,773.00 lakhs (31 March 2023: Rs 1,79,740.17 lakhs) and unlisted equity securities at fair value is Rs 60.17 lakhs (31 March 2023: Rs 60.17 lakhs), which are classified at FVTOCI. Refer note 44 Fair values measurement.

Equity price sensitivity

The table below summarises the impact of increase/decrease of the index on the Company's equity and profit for the period. The analysis is based on the assumption that the equity index had increased by 5% or decreased by 5% with all other variables held constant, and that all the Company's equity instruments moved in line with the index.

Particulars	Impact on other components of equity
31 March 2024	
NSE Nifty 50-increases by 5%	11,788.65
NSE Nifty 50-decreases by 5%	(11,788.65)
31 March 2023	
NSE Nifty 50-increases by 5%	8,987.01
NSE Nifty 50-decreases by 5%	(8,987.01)

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is mainly exposed to credit risk from its operating activities (trade receivables) and loans to related parties.

Customer credit risk is managed as per the Company's established policy, procedures and control relating to customer credit risk management. The Company assesses the credit quality of the counterparties regularly. Outstanding customer receivables are regularly monitored and assessed. Impairment allowance for trade receivables if any, is provided on the basis of respective credit risk of individual customer as on the reporting date.

The company has assessed the risk as low.

Given the nature of business operations, the Company's receivables from real estate business does not have any expected credit loss as transfer of legal title of properties sold is generally passed on to the customer, once the Company receives the entire consideration. Further, the credit risk of sugar business is also low as the Company sells sugar on 'cash and carry' basis.

The loans have been given to various subsidiary companies, a joint venture and an associate (Zuari Agro Chemicals Ltd.) to support their operations. The same are subject to impairment testing alongwith related investments. Refer Note 38(ii).

Liquidity risk

Liquidity risk is the risk where the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach is to ensure as far as possible that it will have sufficient liquidity to meet its liabilities when due.

The Company relies on a mix of borrowings and excess operating cash flows to meet its needs for funds. The Company monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities at all times so that the Company does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.

Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

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The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

Contractual maturity of Financial Liabilities	Less than 1	1 to 5 years	> 5 years	Total
Year ended 31 March 2024				
Borrowings	43,915.98	62,021.63	-	1,05,937.61
Lease liabilities	47.43	256.01	-	303.44
Trade payables	20,968.49	-	-	20,968.49
Other financial liabilities	478.58	1,000.60	-	1,479.18
Financial guarantee contracts	-	-	-	-
	65,410.48	63,278.24	-	1,28,688.72
Year ended 31 March 2023				
Borrowings	54,602.86	68,751.82	-	1,23,354.68
Lease liabilities	47.49	260.53	37.81	345.83
Trade payables	20,924.26	-	-	20,924.26
Other financial liabilities	683.17	1,000.60	-	1,683.77
Financial guarantee contracts	16.41	-	-	16.41
	76,274.19	70,012.95	37.81	1,46,324.95

43. Capital management

For the purpose of the company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders of the company. The Company's objective with respect to capital management is to ensure continuity of business while at the same time provide reasonable returns to its various stakeholders. In order to achieve this, requirement of capital is reviewed periodically with reference to operating and business plans that take into account capital expenditure and strategic investments. Sourcing of capital is done through judicious combination of equity/ internal accruals and borrowings, both short term and long term.

The various ratios for monitoring financial position/ capital of the company are provided in Note No 52.

In order to achieve this overall objective, the company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

44. Fair values measurements

Financial instruments by category

Particulars	31 March 2024			31 March 2023		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
Financial assets						
Investments						
- Quoted equity shares (refer note (i) below)	-	2,35,773.00	-	-	1,79,740.17	-
- Un-quoted equity shares (refer note (i) below)	-	60.17	-	-	60.17	-
- Redeemable convertible non-cumulative preference shares of IFPL	375.99	-	-	550.13	-	-
- National Saving Certificates	-	-	2.00	-	-	2.00
Trade receivable	-	-	2,036.15	-	-	6,726.48
Cash and cash equivalents	-	-	639.27	-	-	1,687.65
Other bank balances	-	-	126.97	-	-	2,417.28
Loans	-	-	35,733.34	-	-	41,312.75
Derivative Instrument	-	-	-	78.70	-	-
Others financial assets	-	-	3,889.41	-	-	5,373.91
Total financial assets	375.99	2,35,833.17	42,427.14	628.83	1,79,800.34	57,520.07

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for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

Particulars	31 March 2024			31 March 2023		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
Financial liabilities						
Borrowings (including interest accrued)	-	-	1,05,937.61	-	-	1,23,354.68
Lease liabilities	-	-	303.44	-	-	345.83
Financial guarantee liability	-	-	-	-	-	16.41
Trade payables	-	-	20,968.49	-	-	20,924.26
Other financial liabilities	-	-	1,479.18	-	-	1,683.77
Total financial liabilities	-	-	1,28,688.72	-	-	1,46,324.95

Notes

- (i) The equity securities for which the Company has made an irrevocable election at initial recognition to recognize changes in fair value through OCI rather than profit and loss are investments which are not held for trading purposes.
- (ii) Investment in subsidiaries and joint ventures are measured at cost as per Ind AS 27, 'Separate financial statements' and hence, not presented here.

44A Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Company's assets.

Particulars	Total	Fair value measurement using		
		Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
		(Level 1)	(Level 2)	(Level 3)
Financial assets measured at fair value (31 March 2024)				
A. FVOCI financial instruments:				
Quoted equity shares	2,35,773.00	2,35,773.00	-	-
Unquoted equity shares	60.17	-	-	60.17
B. FVPL financial instruments:				
Redeemable convertible non-cumulative preference shares of IFPL	375.99	-	-	375.99
Financial assets measured at fair value (31 March 2023)				
A. FVOCI financial instruments:				
Quoted equity shares	1,79,740.17	1,79,740.17	-	-
Unquoted equity shares	60.17	-	-	60.17
B. FVPL financial instruments:				
Redeemable convertible non-cumulative preference shares of IFPL	550.13	-	-	550.13
Financial assets measured at fair value (31 March 2024)				
Derivative instruments not designated as hedges measured at FVTPL	-	-	-	-
Financial assets measured at fair value (31 March 2023)				
Derivative instruments not designated as hedges measured at FVTPL	78.70	-	78.70	-

During the year ended 31 March, 2024 and 31 March, 2023 there were no transfers between Level 1 and Level 2 fair value measurements.

i) Valuation techniques used to determine fair value

Specific valuation techniques used to value financial instruments include -

- a) The fair values of the unquoted equity shares and preference shares are considered immaterial.
- b) The fair value of Mutual Funds is determined using the NAV at the balance sheet date.
- c) The fair values of the quoted equity shares are based on price quotations at the reporting date.

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ii) The following table presents the changes in level 3 items for the period ended 31 March 2024 and 31 March 2023

Particulars	Redeemable convertible non-cumulative preference shares	Investment in Unquoted equity shares	Total
As at 1 April 2022	486.39	60.17	546.56
Gains recognised in statement of profit and loss	63.74	-	63.74
As at 31 March 2023	550.13	60.17	610.30
Gains recognised in statement of profit and loss	72.31	-	72.31
Impairment Loss recognised in statement of profit and loss	(246.45)	-	(246.45)
As at 31 March 2024	375.99	60.17	436.16

(iii) Financial instruments measured at amortised cost

The management assessed that carrying value of financial assets and financial liabilities, carried at amortized cost, are approximately equal to their fair values at respective balance sheet dates.

45. Employee benefits

Defined contribution plan

	31 March 2024	31 March 2023
Contribution to defined contribution plans, recognised as expense for the year ended is as under:		
Employer's contribution to provident fund /Pension Scheme	299.25	268.78
	299.25	268.78

Defined benefit plans

Provision for defined benefit plans are based on certain assumptions, however the actual results may vary in future. Accordingly, these plans typically expose the company to following actuarial risks:

- (i) Actual Salary increase
- (ii) Actual Return on Investment
- (iii) Change in Discount Rate in future
- (iv) Actual Mortality & disability
- (v) Actual Withdrawals

A) Compensated absences (Unfunded)

	31 March 2024	31 March 2023
Amount recognised in the statement of profit and loss is as under:		
Current service cost	53.72	67.72
Net interest cost	15.98	15.07
Net actuarial (gain)/loss for the year	43.61	3.47
Expense recognized in the statement of profit and loss	113.31	86.26
Movement in the liability recognized in the balance sheet is as under:		
Present value of defined benefit obligation at the beginning of the year	214.14	212.17
Acquisition Adjustment	(0.15)	(10.77)
Current service cost	53.72	67.72
Interest cost	15.98	15.07
Actuarial (gain) on obligation	43.61	3.47
Benefits paid	(73.67)	(73.52)
Present value of defined benefit obligation at the end of the year	253.62	214.14

Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

	31 March 2024	31 March 2023
Bifurcation of projected benefit obligation at the end of the year in current and non-current		
a) Current liability (amount due within one year)	66.78	38.49
b) Non - current liability (amount due over one year)	186.84	175.65
Total projected benefit obligation at the end of the year	253.62	214.14
For determination of the liability of the Company, the following actuarial assumptions were used:		
Discount rate (in %)	7.15%	7.45%
Salary escalation rate (in %)	5.00%	5.00%
Mortality rate (in %)	100% of IALM (2012 -14)	100% of IALM (2012 -14)
Maturity Plan of Defined Benefit Obligation		
a) 0 to 1 year	66.78	38.49
b) 2 to 5 year	151.66	75.29
c) more than 5 years	35.18	100.36
	253.62	214.14
Sensitivity analysis for compensated absences liability		
i) Impact due to increase of 0.50 %	(4.92)	(6.46)
ii) Impact due to decrease of 0.50 %	5.13	6.93
b) Impact of the change in salary escalation rate		
i) Impact due to increase of 0.50 %	5.21	7.87
ii) Impact due to decrease of 0.50 %	(5.04)	(7.41)

B) Gratuity (funded)

The company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with an insurance company in the form of a qualifying insurance policies.

Particulars	31 March 2024	31 March 2023
- Gratuity (funded)	(382.83)	(318.17)
Total	(382.83)	(318.17)
Net employee benefit expense (recognized in employee cost)		
Current service cost	75.95	70.68
Net interest cost	23.76	25.09
Total	99.71	95.77
Amount recognised in other comprehensive income		
Actuarial gain/ (loss) on obligations	(24.98)	14.55
Return on plan assets (excluding amounts included in net interest expense)	(0.16)	14.29
Total	(25.14)	28.84
Changes in the present value of the defined benefit obligation:		
Opening defined obligation	802.17	781.22
Current service cost	75.95	70.68
Acquisition adjustment	0.18	(14.58)
Interest cost	59.88	55.49
Re-measurement (or actuarial) (gain) / loss	24.98	(14.56)
Benefits paid	(65.08)	(76.08)
Defined benefit obligation	898.08	802.17
Changes in the fair value of plan assets:		
Fair value of plan assets	484.00	428.14
Interest income	35.96	44.69
Benefits paid	(58.86)	(53.26)
Employer Contribution	54.15	64.43
Closing Fair Value of plan assets	515.25	484.00

Summary of standalone material accounting policies and other explanatory information

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(All amounts in INR lakhs, unless stated otherwise)

The company expects to contribute INR 421.13 Lakhs (31 March 2023: Nil) towards gratuity during the year 2024-25.

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Particulars	31 March 2024	31 March 2023
Investment with insurer (Life Insurance Corporation of India)	515.25	484.00

The principal assumptions used in determining gratuity obligation for the Company's plans are shown below:

Particulars	31 March 2024	31 March 2023
Discount rate (in %)	7.15%	7.45%
Salary escalation (in %)	5.00%	5.00%
Mortality rate (in %)	100% of IALM (2012-14)	100% of IALM (2012-14)

Assumptions	Discount rate	Future salary increases
-------------	---------------	-------------------------

A quantitative sensitivity analysis for significant assumption as at 31 March 2024 is as shown below:

Sensitivity level	0.5%	0.5%	0.5%	0.5%
	increase	decrease	increase	decrease
Impact on defined benefit obligation	(17.35)	18.03	18.08	(17.65)

A quantitative sensitivity analysis for significant assumption as at 31 March 2023 is as shown below:

Sensitivity level	0.5%	0.5%	0.5%	0.5%
	increase	decrease	increase	decrease
Impact on defined benefit obligation	(22.40)	23.57	23.51	(22.55)

Maturity profile of defined benefit obligation

Within the next 12 months (next annual reporting period)		207.84	93.14
Between 2 and 5 years		579.74	374.68
Beyond 5 years		110.50	334.35
		898.08	802.17

C) Provident Fund

The Company contributes its share in an approved provident fund trust. The Company is liable for shortfall, if any, in the fund assets based on the government specified minimum rate of return. It has been confirmed by the PF Trust that there is no shortfall as at 31st March, 2024.

46. Related party disclosures

A. The list of related parties as identified by the management is as under:

i) Subsidiaries and stepdown subsidiaries of the Company:

- Zuari Infracore India Limited
- Zuari Infracore Middle East Limited, a subsidiary of Zuari Infracore India Limited
- Zuari Infracore SJM Properties LLC, a subsidiary of Zuari Infracore Middle East Limited
- Zuari Management Services Limited
- Indian Furniture Products Limited
- Simon India Limited
- Zuari International Limited
- Zuari Finserv Limited
- Zuari Insurance Brokers Limited

Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

ii) Joint Ventures of the Company:

1. Zuari IAV Private Limited, a Joint venture of Zuari Industries Limited
2. Forte Furniture Products India Private Limited, a Joint venture of Zuari Industries Limited
3. Zuari Envien Bioenergy Private Limited, a Joint venture of Zuari Industries Limited
4. Burj District Development Limited, a Joint venture of Zuari Infracoreworld SJM Properties LLC.
5. Burj District One Limited, a subsidiary of Burj District Development Limited

iii) Associates of the Company:

1. New EROS Tradecom Limited, an associate of Zuari International Limited (Formerly Zuari Investments Limited)
2. Zuari Agro Chemicals Limited, an associate of Zuari Industries Limited
3. Mangalore Chemicals and Fertilisers Limited, a subsidiary of Zuari Agro Chemicals Limited
4. Adventz Trading DMCC, a subsidiary of Zuari Agro Chemicals Limited (Under Liquidation)
5. Zuari Farmhub Limited, a subsidiary of Zuari Agro Chemicals Limited.
6. Zuari Maroc Phosphates Private Limited, a joint venture of Zuari Agro Chemicals Limited
7. Paradeep Phosphates Limited, a subsidiary of Zuari Maroc Phosphates Private Limited
8. Zuari Yoma Agri Solutions Limited an associate of Paradeep Phosphates Limited
9. Brajbhumi Nirmaan Private Limited, an associate of Zuari Infracoreworld India Limited
10. Pranati Niketan Private Limited, an associate of Zuari Infracoreworld India Limited
11. Darshan Nirmaan Private Limited, an associate Zuari Infracoreworld India Limited
12. Rosewood Agencies Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
13. Neobeam Agents Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
14. Mayapur Commercial Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
15. Nexus Vintrade Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
16. Bahubali Tradecom Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
17. Hopeful Sales Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
18. Divine Realdev Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
19. Kushal Infracoreproperty Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
20. Beattle Agencies Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
21. Suhana Properties Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
22. Saket Mansions Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
23. Texmaco Infrastructure and Holdings Limited, an associate of Zuari Industries Limited
24. Valley View Landholdings Private Limited, a subsidiary of Texmaco Infrastructure and Holdings Limited
25. Macfarlane & Company Limited, a subsidiary of Texmaco Infrastructure and Holdings Limited
26. High Quality Steels Limited, a subsidiary of Texmaco Infrastructure and Holdings Limited
27. Topflow Buildcon Private Limited, a Step-down subsidiary of Texmaco Infrastructure and Holdings Limited
28. Startree Enclave Private Limited, a Step-down subsidiary of Texmaco Infrastructure and Holdings Limited
29. Snowblue Enclave Private Limited, a Step-down subsidiary of Texmaco Infrastructure and Holdings Limited
30. Lionel India Limited, an associate of Texmaco Infrastructure and Holdings Limited

Upto 24th November, 2023

31. Texmaco Rail & Engineering Limited, an associate of Zuari Industries Limited
32. Belur Engineering Private Limited, a subsidiary of Texmaco Rail & Engineering Limited
33. Panihati Engineering Udyog Private Limited, a subsidiary of Texmaco Rail & Engineering Limited
34. Texmaco Rail Electrification Limited, a subsidiary of Texmaco Rail & Engineering Limited
35. Belgharia Engineering Udyog Private Limited, a subsidiary of Texmaco Rail & Engineering Limited
36. Texmaco Rail System Private Limited, a Step-down subsidiary of Texmaco Rail & Engineering Limited

Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

37. Texmaco Transtrak Private Limited, a Step-down subsidiary of Texmaco Rail & Engineering Limited
38. Texmaco Defence Systems Private Limited, an associate of Texmaco Rail & Engineering Limited
39. Touax Texmaco Railcar Leasing Private Limited, a joint venture of Texmaco Rail & Engineering Limited
40. Wabtec Texmaco Rail Private Limited, a joint venture of Texmaco Rail & Engineering Limited

iv) **A. Enterprises having significant influence:**

1. Globalware Trading and Holdings Limited
2. Adventz Finance Private Limited

B. Enterprises where the Company is having significant influence:

1. Zuari Industries Limited Employees Provident Fund
2. Zuari Industries Limited Sr. Staff Superannuation Fund
3. Zuari Industries Limited Non Management Employees Pension Fund
4. Zuari Industries Limited Gratuity Fund

v) **Key Management Personnel**

1. Mr. S. K. Poddar- Chairman
2. Mr. Athar Sahab- Managing Director
3. Mrs. Manju Gupta - Independent and Non-Executive Director
4. Mr. Vijay Vyankatesh Paranjape -Independent And Non-Executive Director
5. Mr. Sushil Kumar Roongta - Independent and Non Executive Director
6. Mr. Alok Saxena- Executive Director
7. Mr. Suneet Shriniwas Maheshwari- Independent and Non-Executive Director
8. Mrs. Jyotsna Poddar- Non Executive Director
9. Mr. L. M. Chandrasekaran- Independent and Non Executive Director*
10. Mr. Bhaskar Chatterjee- Independent and Non Executive Director*

* (Ceased to be directors of erstwhile Zuari Sugar and Power Limited ("ZSPL") due to dissolution of Board of Directors of ZSPL in terms of Amalgamation of ZSPL with Zuari Industries Limited w.e.f. 30th April 2024, being effective date)

vi) **Relatives of Key Management Personnel**

1. Mr. Akshay Poddar, Son of Mr. S.K Poddar
2. Mrs. Zakiya Maryam Athar, Wife of Managing Director
3. Mrs. Puja Poddar, Wife of Mr. Akshay Poddar

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Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

B. Related party transactions for the year ended 31st Mar 2024

S No	Transaction details	31 March 2024					31 March 2023					
		Subsidiaries	Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having Significant Influence	Key Management Personnel/ Relatives of KMP	Subsidiaries	Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having Significant Influence
1	Service charges / Brokerage paid / Development fees / Purchase of assets / Fertilisers / Manpower Supply / Project Expenses / Employee benefit exp											
	- Zuari Finserv Limited	42.04	-	-	-	-	14.95	-	-	-	-	-
	- Zuari Infraworld India Limited	-	-	-	-	-	41.41	-	-	-	-	-
	- Zuari Management Services Limited	126.63	-	-	-	-	110.27	-	-	-	-	-
	- Zuari International Limited	-	-	-	-	-	13.30	-	-	-	-	-
	- Zuari Farmhub Limited	-	-	-	-	-	0.60	-	-	-	-	-
	- Simon india Limited	-	-	-	-	-	8.78	-	-	-	-	-
2	Advisory Fees											
	- Zuari Infraworld India Limited	1,217.36	-	-	-	-	-	-	-	-	-	-
3	Inter-corporate deposits / Loans given											
	- Zuari International Limited	7,225.00	-	-	-	-	1,018.25	-	-	-	-	-
	- Simon India Limited	-	-	-	-	-	205.00	-	-	-	-	-
	- Zuari Management Services Limited	1,165.00	-	-	-	-	1,338.00	-	-	-	-	-
	- Zuari Infraworld India Limited	2,834.00	-	-	-	-	1,032.40	-	-	-	-	-
	- Indian Furniture Products Limited	981.00	-	-	-	-	1,452.74	-	-	-	-	-
	- Zuari Envien Bioenegy Private Limited	-	475.00	-	-	-	-	-	-	-	-	-
	- Forte Furniture Products India Private Limited	-	550.00	-	-	-	-	-	-	-	-	-

Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

S No	Transaction details	31 March 2024					31 March 2023					
		Subsidiaries	Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having Significant Influence	Key Management Personnel/ Relatives of KMP	Subsidiaries	Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having Significant Influence
4	Receipt – repayment of ICDs / loans											
	- Zuari Infraworld India Limited	1,922.25	-	-	-	-	-	-	-	-	-	7,697.53
	- Zuari International Limited	7,225.00	-	-	-	-	-	-	-	-	-	3,587.25
	- Zuari Management Services Limited	6,459.25	-	-	-	-	-	-	-	-	-	1,525.00
	- Simon India Limited	-	-	-	-	-	-	-	-	-	-	286.55
	- Indian Furniture Products Limited	510.88	-	-	-	-	-	-	-	-	-	1,077.38
	- Zuari Envien Bioenegy Private Limited	-	475.00	-	-	-	-	-	-	-	-	-
	- Forte Furniture Products India Private Limited	-	250.00	-	-	-	-	-	-	-	-	727.50
	- Texmaco Rail & Engineering Limited	-	-	12.17	-	-	-	-	-	-	-	-
	- Zuari Agro Chemicals Limited	-	-	1,450.00	-	-	-	-	-	-	-	-
5	Loan and advances Taken											
	- Zuari International Limited	5,970.00	-	-	-	-	-	-	-	-	-	6,243.00
	- Simon India Limited	348.40	-	-	-	-	-	-	-	-	-	600.00
	- Zuari Insurance Brokers Limited	500.00	-	-	-	-	-	-	-	-	-	-
	- Adventz Finance Private Limited	-	-	-	9,000.00	-	-	-	-	-	-	-
6	Loan and advances Repaid											
	- Simon India Limited	279.83	-	-	-	-	-	-	-	-	-	144.86
	- Zuari Insurance Brokers Limited	500.00	-	-	-	-	-	-	-	-	-	385.00
	- Zuari International Limited	26,646.43	-	-	-	-	-	-	-	-	-	6,685.36
	- Texmaco Infrastructure and Holding Limited	-	-	850.00	-	-	-	-	-	-	-	-

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(All amounts in INR lakhs, unless stated otherwise)

S No	Transaction details	31 March 2024					31 March 2023					
		Subsidiaries	Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having Significant Influence	Key Management Personnel/ Relatives of KMP	Subsidiaries	Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having Significant Influence
7	Managerial Remuneration#											
	- Athar Sahab	-	-	-	-	-	-	-	-	-	-	262.71
	- Alok Saxena	-	-	-	-	-	-	-	-	-	-	68.72
	# Entirely in the nature of short term employee benefits and does not include provision for compensated absence/ gratuity											
8	Interest Income											
	- Zuari International Limited	38.58	-	-	-	-	-	-	-	-	-	120.47
	- Simon India Limited	-	-	-	-	-	-	-	-	-	-	8.66
	- Zuari Infraworld India Limited	98.93	-	-	-	-	-	-	-	-	-	533.72
	- Zuari Management Services Limited	888.26	-	-	-	-	-	-	-	-	-	1,252.71
	- Zuari Agro Chemicals Limited	-	-	-	-	-	-	-	-	-	-	-
	- Indian Furniture Products Limited	425.78	-	-	-	4,397.79	-	-	-	-	-	4,500.00
	- Zuari Envien Bioenegy Private Limited	-	24.21	-	-	-	-	-	-	-	-	-
	- Texmaco Rail & Engineering Limited	-	1.23	-	-	-	-	-	-	-	-	-
	- Forte Furniture Products India Private Limited	-	55.59	-	-	-	-	-	-	-	-	-
	- Zuari Insurance Brokers Limited	-	-	-	-	-	-	-	-	-	-	-
	- Texmaco Infrastructure and Holding Limited	-	-	39.72	-	-	-	-	-	-	-	19.86
	- Texmaco Rail & Engineering Limited	-	-	1.15	-	-	-	-	-	-	-	0.77
	- Zuari IAV Private Limited	-	50.10	-	-	-	-	-	-	-	-	-
9	Dividend received											
	- Zuari Insurance Brokers Limited	-	-	-	-	-	-	-	-	-	-	-
	- Texmaco Infrastructure and Holding Limited	-	-	-	-	-	-	-	-	-	-	-
	- Texmaco Rail & Engineering Limited	-	-	-	-	-	-	-	-	-	-	-
	- Zuari IAV Private Limited	-	-	-	-	-	-	-	-	-	-	-

Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

S No	Transaction details	31 March 2024					31 March 2023					
		Subsidiaries	Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having Significant Influence	Key Management Personnel/ Relatives of KMP	Subsidiaries	Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having Significant Influence
-	Mangalore Chemicals & Fertilizers Limited	-	-	4.59	-	-	-	-	3.67	-	-	-
10	Lease rental income											
-	Zuari IAV Private Limited	-	206.59	-	-	-	-	196.75	-	-	-	-
-	Paradeep Phosphates Limited	-	-	1.03	-	-	-	-	11.51	-	-	-
-	Zuari Agro Chemicals Limited	-	-	-	-	-	-	-	2.31	-	-	-
11	Sale of Land											
-	Zuari Envien Bioenergy Private Limited	-	1,201.85	-	-	-	-	-	-	-	-	-
12	Sale of Finished Goods											
-	Zuari International Limited	10,235.97	-	-	-	-	-	7,858.17	-	-	-	-
13	Purchase of Finished Goods/ Assets											
-	Zuari International Limited	6.81	-	-	-	-	-	-	-	-	-	-
14	Rental Expense											
-	Texmaco Infrastructure and Holding Limited	-	-	81.28	-	-	-	-	77.05	-	-	-
-	Simon India Limited	26.40	-	-	-	-	-	-	-	-	-	-
15	Finance Cost											
-	Zuari International Limited	1,650.50	-	-	-	-	-	2,510.54	-	-	-	-
-	Zuari Insurance Brokers Limited	0.51	-	-	-	-	-	46.07	-	-	-	-
-	Simon India Limited	46.86	-	-	-	-	-	25.57	-	-	-	-
-	Texmaco Infrastructure and Holding Limited	-	-	70.45	-	-	-	-	106.24	-	-	-
-	Adventz Finance Private Limited	-	-	-	228.08	-	-	-	-	-	-	-

Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

S No	Transaction details	31 March 2024					31 March 2023					
		Subsidiaries	Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having Significant Influence	Key Management Personnel/ Relatives of KMP	Subsidiaries	Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having Significant Influence
16	Sitting fees payment											
-	Mr. S. K. Poddar	-	-	-	-	-	-	-	-	-	-	3.65
-	Mr. Sushil Kumar Roongta	-	-	-	-	-	-	-	-	-	-	5.10
-	Mr. Marco Wadia	-	-	-	-	-	-	-	-	-	-	0.40
-	Mrs Manju Gupta	-	-	-	-	-	-	-	-	-	-	3.40
-	Mr. Vijay V Paranjape	-	-	-	-	-	-	-	-	-	-	5.85
-	Mr. Akshay Poddar	-	-	-	-	-	-	-	-	-	-	0.40
-	Mr. Bhaskar Chatterjee	-	-	-	-	-	-	-	-	-	-	1.55
-	Mrs. Jyotsna Poddar	-	-	-	-	-	-	-	-	-	-	2.00
-	Mr. Suneet Maheshwari	-	-	-	-	-	-	-	-	-	-	4.65
-	Mr. L.M Chandrasekaran	-	-	-	-	-	-	-	-	-	-	0.65
17	Management/Professional/ Financial consultancy Income/ Sale of Right on shares											
-	Zuari IAV Private Limited	-	20.10	-	-	-	-	-	-	19.14	-	-
18	Purchase of investment/Issue of Shares											
-	Zuari Finserv Limited (fresh issue)	-	-	-	-	-	-	-	-	100.08	-	-
-	Zuari Infraworld India Limited (Fresh Issue)	2,000.00	-	-	-	-	-	-	-	2,001.00	-	-
-	Zuari Envien Bioenergy Private Limited	-	1,201.85	-	-	-	-	-	-	1.00	-	-
-	Forte Furniture Products Limited (Fresh Issue)	-	-	-	-	-	-	-	-	580.62	-	-
19	Security Deposit Given											
-	Texmaco Infrastructure & Holdings ltd	-	-	-	-	-	-	-	-	-	5.30	-

Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

S No	Transaction details	31 March 2024					31 March 2023					
		Subsidiaries	Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence	Key Management Personnel/ Relatives of KMP	Subsidiaries	Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence
-	Indian Furniture Products Limited	0.79	-	-	-	-	-	-	-	-	-	-
-	Zuari Envien Bioenergy Private Limited	-	39.61	-	-	-	15.76	-	-	-	-	-
5	Amount received on account of amount deposited under litigation											
-	Zuari Agro Chemicals Limited	-	-	522.16	-	-	-	-	522.16	-	-	-
6	Security Deposit Given											
-	Paradeep Phosphates Ltd./ Zuari Agro Chemicals Limited	-	-	0.60	-	-	-	-	0.60	-	-	-
-	Texmaco Infrastructure and Holding Limited	-	-	17.67	-	-	-	-	17.67	-	-	-
7	Deposit of provident fund											
-	Zuari Industries Limited Employees Provident Fund	-	-	-	-	6.66	-	-	-	-	5.74	-
8	Deposit of non-management employees pension fund											
-	Zuari Industries Limited Non Management Employees Pension Fund	-	-	-	-	0.19	-	-	-	-	0.23	-

Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

47. Scheme of Amalgamation

Hon'ble National Company Law Tribunal, Mumbai vide its order dated 12 April 2024 approved the Scheme of Amalgamation of Zuari Sugar and Power Limited (ZSPL or Transferor Company) with Zuari Industries Limited (ZIL or Transferee Company) in accordance with the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder. Both ZIL and ZSPL filed the certified copy of orders with Registrar of Companies, Goa respectively on 30 April 2024. The Appointed Date as per the scheme is 1 April 2022 and became operative from the Effective Date i.e. 30 April 2024.

On 30 April 2024, the entire business and whole of the undertaking of ZSPL, without any further act, deed, matter or thing, together with all properties, assets, rights, liabilities, benefits and interest therein stand transferred to and vested in and / or deemed to be transferred to and vested in ZIL, as a going concern and become the properties and liabilities of ZIL from 1 April 2022.

The key terms of the Scheme are as under:

1. As Transferor Company is a wholly owned subsidiary of Transferee Company, the entire issued, subscribed and paid up equity share capital of Transferor Company is held by Transferee company through itself and its nominees. Accordingly, upon scheme becoming effective, Transferee company would not be required to issue and allot any shares in lieu or exchange of the holding of the wholly owned subsidiary and the stated issued and paid up capital of Transferor Company shall stand cancelled
2. ZIL to account for amalgamation as per 'Pooling of Interest Method' in accordance with Ind AS 103.
3. The carrying amount of investments in the shares of ZSPL as appearing in the books of ZIL shall stand cancelled.
4. The comparative financial information in respect of prior periods presented in financial statements of ZIL shall be restated, as if amalgamation had occurred from the beginning of such comparative period (i.e on or from 01.04.2022).

The comparative figures for the year ended March 31, 2023 have been restated in accordance with the aforesaid scheme and Ind AS 103- Business Combinations to include the results of the Company and its subsidiary as per "Pooling of Interest method". The restated figures have been approved by the company's Board of Directors and subjected to audit by the statutory auditors of the company.

The impact of merger on other equity is as follows:

Particulars	Share Application Money Pending Allotment	Deemed Equity	Reserves and Surplus						Items of OCI	Total
			Capital Redemption Reserve	Capital Reserve on Merger	Share Premium	General Reserve	Retained Earnings	Molasses and Alcohol Storage and Maintenance Reserve	FVTOCI Reserve	
As at 1 April 2022										
Reserves of erstwhile ZIL	54.71	115.62	10.00	3,947.65	1,345.74	3,700.00	56,588.08	160.45	2,42,345.07	3,08,267.32
Reserves of erstwhile ZSPL	-	-	-	-	124.00	-	(11,976.71)	-	-	(11,852.71)
Cancellation of Equity Share Capital of ZSPL	-	-	-	-	(124.00)	-	(25.00)	-	-	(149.00)
Elimination of Deemed Investment in ZSPL by ZIL (Corporate Guarantee)	-	-	-	-	-	-	(7.72)	-	-	(7.72)
Deferred Tax of ZSPL recognised pursuant to amalgamation	-	-	-	-	-	-	184.34	-	-	184.34
Merged Other Equity as at 1 April 2022	54.71	115.62	10.00	3,947.65	1,345.74	3,700.00	44,762.99	160.45	2,42,345.07	2,96,442.23

Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

The details of Assets and Liabilities transferred from ZSPL before elimination of inter company balances and accounting adjustments are as under:

Particulars	As at 1 st April 2022
ASSETS	
Non-current assets	
Property, plant and equipment	0.80
Other intangible assets	0.20
Financial assets	
(i) Other financial assets	477.50
Non-current tax assets (net)	33.99
Total Non-current assets	512.49
Current assets	
Inventories	7.79
Financial assets	
(i) Trade receivables	68.44
(ii) Investments	-
(ii) Cash and cash equivalents	81.90
(iii) Loans	12.17
(iv) Other financial assets	419.60
Other current assets	402.58
Total Current assets	992.48
Total Assets	1,504.97
EQUITY AND LIABILITIES	
Equity	
Equity share capital	2,990.00
Other equity	(11,852.71)
Total equity	(8,862.71)
Liabilities	
Non-current liabilities	
Financial liabilities (Borrowings)	9,408.58
Total non-current liabilities	9,408.58
Current liabilities	
Financial liabilities	
(i) Borrowings	598.58
(ii) Trade payables	
(a) Total outstanding due of micro, small and medium enterprises	-
(b) Total outstanding due of creditors other than micro, small and medium enterprises	159.75
(iii) Other financial liabilities	70.00
Other current liabilities	130.77
Total current liabilities	959.10
Total equity and liabilities	1,504.97

48. Disclosure required under section 186(4) of Companies Act, 2013

- A. Disclosure of loan given: Refer note 46 for details.
- B. Particulars of guarantee given/ security provided: Refer Note 40 for details
- C. Particulars of investment made during the year- Refer note 46 for details

Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

49. Disclosure Under Regulation 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Loans and advances

S No	Name of Loanee	Status	Outstanding balance on		Maximum balance during the year	
			31 Mar 2024	31 Mar 2023	31 Mar 2024	31 Mar 2023
1	Zuari InfraWorld India Limited	Subsidiary	1,060.75	149.00	1,553.30	7,205.13
2	Zuari International Limited	Subsidiary	-	-	6,325.00	3,367.25
3	Zuari Management Services Ltd	Subsidiary	2,952.75	8,247.00	9,037.00	9,034.00
4	Simon India Limited	Subsidiary	-	-	-	227.15
5	Indian Furniture Products Ltd	Subsidiary	3,169.84	2,699.70	3,169.84	2,699.70
6	Zuari Agro Chemicals Limited	Associate	28,550.00	30,000.00	30,000.00	30,000.00
7	Texmaco Rail & Engineering Limited		-	12.17	-	12.17
8	Forte Furniture Products India Private Limited	Joint Venture	500.00	200.00	500.00	627.50
9	Zuari Envien Bioenergy Private Limited	Joint Venture	-	-	475.00	-
			36,233.34	41,307.87	51,060.13	53,172.90

There are no transactions of loans and advances to subsidiaries/ associates/ firms/ joint ventures/ others in which Directors are interested other than as disclosed above. Further, no loans have been given to Promoters, Directors and KMP. The above loans represent 100% of the total loans given by the company as at 31st March 2024 and 31st March 2023.

50. Title deed of immovable properties not held in the name of the company

S. No	Line item in the balance sheet	Property description	Amount	Date of Holding	Title deeds held by	Reason
1		Survey No 169/1 admeasuring 32150 Sq. Mt., Sancoale, Goa	-	22-11-2005		
2		Survey No 178/1 admeasuring 8953 Sq. Mt., Sancoale, Goa	-	31-03-1971		
3		Survey No 191/1 admeasuring 6250 Sq. Mt., Sancoale, Goa	-	22-04-1999		
4		Survey No 230/1 admeasuring 38725 Sq. Mt., Sancoale, Goa	-	14/10/1991 & 09/12/1996		
5		Survey No 231/1 admeasuring 13350 Sq. Mt., Sancoale, Goa	-	14/10/1991 & 09/12/1996		
6	Investment Property	Survey No 234/1 admeasuring 21675 Sq. Mt, Sancoale, Goa	-	22-04-1999	Zuari Agro Chemicals Limited/ Zuari Industries Limited	Name of the company has changed several times, mutation in the name of Zuari Industries Limited Pending.
7		Survey No 234/2 admeasuring 525 Sq. Mt, Sancoale, Goa	-	22-04-1999		
8		Survey No 234/3 admeasuring 27400 Sq. Mt, Sancoale, Goa	-	22-04-1999		
9		Survey-No 111/1 admeasuring 107489 Sq. Mt., Sancoale, Goa	1.63	31-03-1971		
10		Survey No 189/1 admeasuring 53292 Sq. Mt., Sancoale, Goa	-	31-03-1971		
11		Survey No 190/1 admeasuring 142334 Sq. Mt., Sancoale, Goa	-	31-03-1971		
12		Flat-101,The Beach Village, Sancoale Village, Mormugao Taluka, Goa	41.09	23-03-2011		

Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

S. No	Line item in the balance sheet	Property description	Amount	Date of Holding	Title deeds held by	Reason
13		Office 8, 9, 10, 2nd Floor, Vernekar Plaza, CTS 162/17A1, 162/17A2, 162/17A3, Deshpande Nagar, Hubbli, Karnataka	42.98	10-07-2007		
14		Commercial Office No.1, 4th Floor, The Forum, Plot No. 9, S. No. 63/2B, Parvati Village, Pune, Maharashtra	144.47	23-04-2007		

51. Additional disclosures:

(a) Compliance with number of layers of Companies:

No layers of companies has been established beyond the limits prescribed under clause 87 of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

(b) Relationship with Struck Off Companies:

(i) There are no transaction with the companies whose name struck off under section 248 of The Companies Act, 2013 or section 560 of Companies Act, 1956 during the year ended 31 March 2023 and the year ended 31 March 2022, except as per the details given below:-

Name of the Struck off company	Nature of transaction with Struck off Company	Balance Outstanding as at March 31, 2024	Balance Outstanding as at March 31, 2023	Relation with the Struck off Company
Sureka Equipments Pvt. Ltd.	Trade Payable	-	1.79	Vendor

(ii) Details of Other Struck off entities holding equity shares in the company is as below :

Name of struck off Company	No of Shares held
Bombay Trading Co Pvt Ltd	400
Florescent Securities Ltd	10
Maheshwari Share And Stock Brokers Pvt Ltd	217
P R Investments Limited	10
Kothari Intergroup Ltd.	2

(c) Undisclosed income:

There is no such income which has not been disclosed in the books of accounts. No such income is surrendered or disclosed as income during the year in the tax assessments under Income Tax Act, 1961.

(d) No bank or Financial institutions has declared the company as "Wilful defaulter".

(e) No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder,

(f) All applicable cases where registration of charges or satisfaction is required with Registrar of Companies have been done except in the following cases:

Particulars of Chargeholders	Amount (In Lakhs)	Period (in days) for charge creation/ satisfaction	Location of ROC	Reason For Delay
Bajaj Finance Limited	6,100.00	30	ROC, Goa	As at March 31, 2024, the register of charges of the Company as available in records of the Ministry of Corporate Affairs (MCA)
Bajaj Finance Limited	5,000.00			
360 One Prime Limited	10,000.00			
360 One Prime Limited	7,500.00			

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(All amounts in INR lakhs, unless stated otherwise)

Particulars of Chargeholders	Amount (In Lakhs)	Period (in days) for charge creation/ satisfaction	Location of ROC	Reason For Delay
District Co-operative Bank Limited - Satisfaction Pending	3,825.00			includes charges that were created/ modified since the inception of the Company. There are certain charges which involves practical challenges for creation /satisfaction of charges. The Company is in process of filing the charge creation /satisfaction with the concerned ROC.
YES BANK LIMITED - Satisfaction Pending	4,484.31			
RBL Bank limited - Satisfaction Pending	1,300.00			
Catalyst Trusteeship Limited (On Behalf of Centrum Capital Advisors Limited) - Satisfaction Pending	3,000.00			

- (g) Reconciliation of quarterly statement of current assets filed with banks or financial statements- State Bank of India and DCB

Quarter ended	Particulars of Security Provided	Amount as per books	Amount as per quarterly return / statement	Amount of difference	Reason for material discrepancy
June 2023	Hypothecation Charge on entire Current Assets and Charge on	21,560.79	21,781.36	(220.57)	Difference due to inventory valuation as per audited/ reviewed books of accounts.
September 2023	pledge of finish, W.I.P goods,Raw	3,251.79	3,416.22	(164.43)	
December 2023	Material and additional charge	11,394.41	10,151.87	1,242.54	
March 2024	on land ,Building and plant and machinery same as SBI against principal and interest amount.	39,064.94	39,064.94	-	

- (h) Details in respect of Utilization of Borrowed funds and share premium shall be provided in respect of:

The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries"

- (i) Transaction with respect to crypto currency or virtual currency:

Particulars	Description
Profit or loss on transactions involving Crypto currency or Virtual Currency	No transaction during the year
Amount of currency held as at the reporting date	No transaction during the year
Deposits or advances from any person for the purpose of trading or investing in Crypto Currency / Virtual Currency	No transaction during the year

Summary of standalone material accounting policies and other explanatory information

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52. Ratio Analysis

a. Current Ratio = Current Assets divided by Current Liabilities

Particulars	31 March 2024	31 March 2023
Current Assets	64,889.42	97,694.07
Current Liabilities	67,712.16	83,156.47
Ratio	0.96	1.17
% change from previous period/ year	-18%	

b. Debt Equity Ratio = Total Debt (incl. lease liabilities) divided by Total Shareholder's Equity

Particulars	31 March 2024	31 March 2023
Total Debt (incl. lease liabilities)	1,06,063.90	1,22,478.81
Total equity	2,71,046.81	2,09,635.41
Ratio	0.39	0.58
% change from previous period/ year	-33%	

Remarks: Decrease on account of decrease in borrowings and increase in FVTOCI reserve due to significant increase in value of investments.

c. Debt Service Coverage Ratio = Earnings Available For Debt Services (Profit After Tax+ Depreciation+ Finance Cost) Divided By Total Interest And Principal Repayments (Incl. Lease Payments)

Particulars	31 March 2024	31 March 2023
Earnings available for debt service	18,142.67	18,706.65
Total Interest and principal repayments	1,03,900.39	33,979.93
Ratio	0.17	0.55
% change from Previous period/ year	-68%	

Remarks: Decrease due to significant higher debt repayments during the year.

d. Return On Equity Ratio = Net Profit After Tax Divided By Average Shareholder's Equity

Particulars	31 March 2024	31 March 2023
Net profit/ (loss) after tax*	2,265.59	537.81
Average shareholders's equity	2,40,341.11	2,54,510.85
Ratio	0.94	0.21
% change from previous period/ year	346%	

Remarks: Increase due to higher Profit during the year.

e. Inventory Turnover Ratio = Net Sales Divided By Average Inventory

Particulars	31 March 2024	31 March 2023
Sale of goods (Net sales)	71,125.32	81,082.33
Average Inventory	54,224.16	57,555.70
Ratio	1.31	1.41
% change from previous period/ year	-7%	

Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

f. Trade Receivables Turnover Ratio = Net Sales Divided By Average Trade Receivables

Particulars	31 March 2024	31 March 2023
Sale of goods (Net sales)*	71,125.32	81,082.33
Average trade receivables	4,381.32	4,441.34
Ratio	16.23	18.26
% change from previous period/ year	-11%	

g. Trade Payables Turnover Ratio = Net Purchases/ Expenses Divided By Average Trade Payables

Particulars	31 March 2024	31 March 2023
Net purchases/ expenses	66,118.59	56,931.10
Average trade Payable	20,946.38	25,569.92
Ratio	3.16	2.23
% change from previous period/ year	42%	

Remarks: Increase due to decrease in trade payable and increase in expenses.

h. Net Capital Turnover Ratio = Net Sales Divided By Working Capital

Particulars	31 March 2024	31 March 2023
Sale of goods (Net sales)	71,125.32	81,082.33
Working Capital	23,038.05	19,841.70
Ratio	3.09	4.09
% change from previous period/ year	-24%	

Remarks: Decrease due to higher working capital and lower sales during the year

i. Net Profit Turnover Ratio = Net Profit After Tax Divided By Net Sales

Particulars	31 March 2024	31 March 2023
Net profit/(loss) after tax *	2,265.59	537.81
Sale of goods (Net Sales)*	71,125.32	81,082.33
Ratio	3.19	0.66
% change from previous period/ year	380%	

Remarks: Increase due to increase in profit.

j. Return On Capital Employed = Earnings Before Interest And Taxes (Ebit) Divided By Capital Employed (Total Shareholder's Equity + Long Term Debt (Incl. Lease Liabilities))

Particulars	31 March 2024	31 March 2023
EBIT	15,756.48	16,534.92
Capital Employed	3,59,232.67	3,14,049.33
Ratio	4.39	5.27
% change from previous period/ year	-17%	

k. Return On Investment = Income From Fixed Deposit/ Mutual Fund Divided By Average Investment

Particulars	31 March 2024	31 March 2023
Income from Fixed Deposit/ Mutual Fund	112.50	67.54
Average of Investment	2,448.50	2509.50
Ratio	4.59	2.69
% change from previous period/ year	71%	

Summary of standalone material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

- 53** The Company had demerged its fertilizer undertaking to Zuari Agro Chemicals Limited (ZACL) with effect from 1 July 2011. The Company had, during the financial year ended 31 March 2017, based on Hon'ble High Court Order on demerger of fertilizer undertaking, identified the amount of income tax paid or payable under protest pertaining to fertilizer undertaking demerged into ZACL. The Company has exchanged letter of mutual understanding with ZACL, wherein, ZACL has paid such amount of tax paid or payable under protest by the Company. The balance carrying value of such advance is INR 522.16 lakhs (31 March 2023: INR 522.16 lakhs) and classified under non-current liability.
- 54** As per Ind AS 108- "Operating Segment", segment information has been provided under the Notes to Consolidated Financial Statements.
- 55** Previous year comparative figures have been regrouped wherever necessary to correspond to current year figures.

As per our attached report of even date.
For **V. Sankar Aiyar & Co.**
Chartered Accountants
Firm's Registration No.: 109208W

Sd/-
Ajay Gupta
Partner
Membership No.: 090104

Place: Gurugram
Date: 29 May 2024

For and on behalf of the Board of Directors of
Zuari Industries Limited (Formerly Zuari Global Limited)

Sd/-
Athar Shahab
Managing Director
DIN: 01824891

Sd/-
Nishant Dalal
Chief Financial Officer

Sd/-
Vijay Vyankatesh Paranjape
Director
DIN: 00237398

Sd/-
Rakesh Kumar Singh
Company Secretary
Membership No. A16093

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Consolidated
Financial Statements

Independent Auditor's Report

To The Members of **ZUARI INDUSTRIES LIMITED** (Formerly ZUARI GLOBAL LIMITED)

Report on the Audit of Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Zuari Industries Limited (formerly Zuari Global Limited) ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), its associates and joint ventures, as listed in Annexure A, which comprise the Consolidated Balance Sheet as at 31st March, 2024, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of the material accounting policies and other explanatory information.

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, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates and joint ventures, as at 31 March 2024, and their consolidated profit, consolidated total comprehensive income, consolidated cash flows and their consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Consolidated financial statements 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, its associates and joint ventures 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 and the audit evidence obtained by the other auditor in terms of their reports referred to in other matters paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Emphasis of Matter

We draw attention to –

a) Note 52 of the consolidated financial statements, regarding the approval of the Scheme of Amalgamation between the Company and Zuari Sugar and Power Limited, its subsidiary ('the Scheme') received from the National Company Law Tribunal ('the NCLT'), Mumbai Bench, vide order dated 12th April 2024, with the appointed date of 1st April 2022. The scheme was filed with ROC on 30th April 2024.

The comparative figures for the year ended March 31, 2023 have been restated in accordance with the aforesaid Scheme and Indian Accounting Standards (Ind AS) 103 – Business Combinations. We have audited the adjustments made by the management arising on account of amalgamation to arrive at the restated figures for the year ended March 31, 2023.

b) Note 55(a) and 55(b) to the consolidated financial statements and the following Emphasis of Matter paragraphs included in audit report of the consolidated financial statements of ZACL, which are reproduced by us as under:

(i) We draw attention to Note XX which states that in case of a Subsidiary Company (MCFL), during the year ended 31.03.2021 had recognized urea subsidy income of INR 29.14 crores without benchmarking its cost of production using naphtha with that of gas-based urea manufacturing units recently converted to natural gas, as notified by the Department of Fertilizers for subsidy income computation. MCFL has filed writ petition against the Department of Fertilizers [DoF] before the Hon'ble High Court of Delhi [DHC] against this matter. The management of the subsidiary based on legal opinion and considering the fact that the energy cost is always a pass through in subsidy computation, believes that artificial benchmarking is arbitrary and discriminatory and is confident of realization of the aforesaid subsidy income.

(ii) We draw attention to Note XX, which states that the Board of Directors of the Company in its meeting held on 7th February 2024, inter- alia, has considered and approved the proposed transfer of 3,92,06,000 equity shares having face value of INR 10/- each of Mangalore Chemicals and Fertilisers Limited (MCFL) representing 33.08% of the paid up equity share capital of MCFL, held by the company to Zuari Maroc Phosphates Private Limited, pursuant to and as set out in the composite scheme of arrangement by and amongst MCFL,

Paradeep Phosphates Limited and their respective shareholders and creditors, subject to the approval of the shareholders, creditors and other applicable regulatory authorities including Hon'ble National Company Law Tribunal of the Company, as may be required under applicable law. Post implementation of the proposed scheme of arrangement, MCFL will be amalgamated with Paradeep Phosphates Limited and MCFL will stand dissolved without winding up from the Appointed Date i.e. April 1, 2024.

The transfer of the identified shares from the Parent Company to Zuari Maroc Phosphates Private Limited is proposed to take place as per the Scheme, at a price of INR 144 per identified share, and ZMPPL is to pay aggregate cash consideration of INR 56,456.64 lakhs for such transfer of the Identified Shares, subject to any taxes that need to be deducted at source. The proposed transfer of the Identified Shares by the Parent Company

to ZMPPL may be considered a 'related party transaction' under the SEBI LODR Regulations. The transfer is proposed to take place pursuant to and in accordance with the price as set out in the Scheme, and will be undertaken on an arm's length basis.

Our opinion is not modified in respect of these matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditors 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. We have determined the matters described below to be the key audit matters to be communicated in our report:

S No	Key Audit Matter	How our audit addressed the key audit matter
1.	<p>Income Tax Provisions</p> <p>We refer to the note 18, 34(i) and 43A of the consolidated financial statements for the year ended 31 March 2024 relating to current tax expense, Income Tax Assets and contingent liabilities.</p> <p>The Holding Company has significant litigations outstanding as at 31 March 2024 which includes income tax and wealth tax.</p> <p>The eventual outcome of these tax proceedings is dependent on the outcome of future events and unexpected adverse outcomes could significantly impact the Company's reported profits and balance sheet position.</p> <p>The amounts involved are material and the application of accounting principles as given under Ind AS 37, Provisions, Contingent Liabilities and Contingent Assets, in order to determine the amount to be recorded as a liability or to be disclosed as a contingent liability, in each case, is inherently subjective, and needs careful evaluation and judgement to be applied by the management. Key judgments are also made by the management in estimating the amount of liabilities, provisions and/or contingent liabilities related to aforementioned litigations.</p> <p>Considering the degree of judgment, significance of the amounts involved and inherent high estimation uncertainty, this matter has been identified as a key audit matter for the current year audit.</p>	<p>Our audit procedures included, but were not limited to, the following:</p> <ul style="list-style-type: none"> • We obtained an understanding of the management process for identification of tax litigation matters initiated against the company and assessment of accounting treatment for each such litigation identified under Ind AS 37. • We evaluated the design and tested the operating effectiveness of key controls around above process; • We obtained details of completed tax assessments and demands upto the year ended March 31, 2024 from management. • We obtained an understanding of the nature of litigations pending against the company and discussed the key developments during the year with the management. • We assessed the appropriateness of methods used, and the reliability of underlying data for the underlying calculations made for quantifying the amounts involved. Tested the arithmetical accuracy of such calculations; • We tested the disclosures made relating to the provisions and contingent liabilities for their appropriateness.

S No	Key Audit Matter	How our audit addressed the key audit matter
2.	<p>Impact of government policies / notifications on recognition of concession income and their recoverability</p> <p>Auditors of an associate of the Group, namely ZACL, have reported a KAM in their auditor’s reports which is reproduced below:</p> <p>The Group recognises concession (subsidy) income receivable from the Department of Fertilizers, Government of India as per the New Pricing Scheme for Urea and as per Nutrient Based Subsidy Policy for Phosphatic and Potassic (P&K) fertilizers at the time of sale of goods to its customers.</p> <p>During the year, the Company has recognised concession income of INR 2,51,026.70 lakhs as at 31 March 2024, the Group has receivables of INR 45,091.91 lakhs relating to concession income.</p> <p>We focused on this area because recognition of concession income and assessment of its recoverability is subject to significant judgement of interpretation of various notifications from the Department of Fertilizers and the positions based on various litigations thereof..</p> <p>The area of judgement includes certainty around the satisfaction of conditions specified in the notifications and policies, collections and provisions thereof, likelihood of variation in the related computation rates, basis for determination of accruals of concession income and timely recovery thereof.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> Read the relevant notifications and policies issued by Department of Fertilizers to ascertain the recognition of concession income, adjustments thereto recognised pursuant to changes in the rates and basis for determination of concession income. Obtained an understanding of the process and tested the design and operating effectiveness of controls as established by management in recognition and assessment of the recoverability of the concession income. Evaluated the management’s assessment regarding reasonable certainty for complying with the relevant conditions as specified in the notifications and policies and collections of concession income. <p>Performed substantive procedures to understand and validate the basis of computation of concession income with underlying notifications and policies.</p> <ul style="list-style-type: none"> Tested the ageing analysis and assessed the information used by the management to determine the recoverability of the concession income by considering collections against historical trends. Assessed the related disclosure in consolidated Ind AS financial statements.
3.	<p>Impairment assessment of goodwill</p> <p>We refer to Note 34(x) and 39 of the consolidated financial statements for the year ended 31 March 2024 for disclosures related to carrying value and impairment of Goodwill.</p> <p>The Group has goodwill balance of INR 13,197.98 lakhs relating to the real estate and sugar business.</p> <p>For the purpose of performing impairment assessment, goodwill has been allocated to group of cash generating units (‘CGUs’) and management has determined the recoverable amount of the CGUs to which the goodwill belongs.</p> <p>In assessing whether the carrying amount of goodwill has been impaired, the management considers forecasted cash flows of the individual CGUs.</p>	<p>Our procedures included but were not limited to:</p> <ul style="list-style-type: none"> We evaluated the appropriateness of management’s identification of the Group’s CGU’s and allocation of goodwill We evaluated the appropriateness of disclosures in relation to goodwill.

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S No	Key Audit Matter	How our audit addressed the key audit matter
4.	<p>Deferred tax assets</p> <p>For Holding company, recoverability of deferred tax assets has been considered as key audit matter:</p> <p>Refer Note 34(v) and 19(iii) of the consolidated financial statements of the Company for the year ended 31 March 2024.</p> <p>At the balance sheet date, deferred tax assets recognized for carried forward tax losses and unabsorbed depreciation amounted to Rs. 11964.54 lacs.</p> <p>The assessment of meeting the recognition criteria as well as assessment of recoverability of deferred tax assets within the period prescribed under the tax laws involves use of significant assumptions and estimates. Determining forecasts of future results and taxable profits include key assumptions such as future growth rate and market conditions.</p> <p>Any change in these assumptions could have a material impact on the carrying value of deferred tax assets. These assumptions and estimates are judgmental, subjective and depend on the future market and economic conditions, including industry focused trade policies of the government and materialization of the Company's expansion plans.</p> <p>Owing to the significance of the balances and complexities involved as described above, we have considered recoverability of such deferred tax assets recognised on carried forward tax losses and unabsorbed depreciation as a key audit matter.</p>	<p>Our audit procedures in relation to the recognition of deferred tax assets included, but were not limited to, the following; -</p> <ul style="list-style-type: none"> ● Evaluated the design and tested the operating effectiveness of key controls implemented by the Company over recognition of deferred tax assets based on the assessment of Company's ability to generate sufficient taxable profits in foreseeable future allowing the use of deferred tax assets within the time prescribed by income tax laws. ● Evaluated management's assessment of time period available for adjustment of such deferred tax assets as per provisions of the Income Tax Act, 1961 and appropriateness of the accounting treatment with respect to the recognition of deferred tax assets as per requirements of Ind AS 12, Income Taxes. ● Re-computed the amount of deferred tax assets as appearing in the financial statements confirming the amounts of carried forward tax losses and unabsorbed depreciation. ● Assessed the appropriateness of the disclosures in respect of deferred tax balances.
5.	<p>Carrying value of inventories</p> <p>Refer Note 9 and 34(vii) of the consolidated financial statements of the Company for the year ended 31 March 2024.</p> <p>At the balance sheet date 31 March 2024, the Holding Company held INR 40,517.57 lakhs of Inventories. Inventories includes stock of finished goods - Sugar and other product - molasses, both treated as joint products.</p> <p>Manufacturing of Sugar is complex process which leads to generation of certain joint products and by products, which are used for generation of other products or sold in the market. The valuation requires use of judgement and assumptions regarding elimination of inter-divisional profits, allocation of costs of production between joint products based on their relative sales value and net realisable value (NRV) of different products which is further dependent upon the market conditions, minimum selling prices, subsequent inventory sale data, current sale prices, notifications/press releases from the government authorities, technical estimates of expected recovery of final products being produced and incremental cost of products manufactured</p>	<p>Our audit procedures in relation to valuation of inventory included, but were not limited to, the following:</p> <ul style="list-style-type: none"> ● Tested the design and operating effectiveness of the controls for inventory valuation. ● Assessed the appropriateness of the principles used in the valuation of Inventory and analysed the reasonableness of significant judgements/assumptions used by the management in their valuation models along with their consistency based on historical/ industrial data trends such as sugar recovery rates, generation of Molasses, ethanol recovery rates, fixed and planned storage facilities of Molasses and capacity utilisations of the plant. ● Verified net realisable value of various products based on market rates obtained by the management. ● Reviewed cost sheets prepared by the management for various processes. ● We also assessed the appropriateness of the disclosures provided in respect of valuation of inventories.

S No	Key Audit Matter	How our audit addressed the key audit matter
	<p>using joint products. These assumptions are subject to inherent uncertainties and are difficult to ascertain since they are likely to be influenced by political and economic factors including uncertainties that may affect the industry on the whole.</p> <p>Owing to the significance of the carrying value of inventories, the complexities discussed above and the fact that any changes in the management’s judgement or assumptions is likely to have a significant impact on the ascertainment of carrying values of inventories, we have considered this area as a key audit matter.</p>	
6.	<p>Provision made for Right of way charges in relation to laying Company’s Pipeline on Government Land</p> <p>Auditors of one of the components of the Group, namely, Zuari Indian Oiltanking Private Limited, a joint venture of the Holding Company have reported KAM on provision made for right of way charges in relation to laying pipeline on government land, which is reproduced below:</p> <p>During the financial year 2017-18, the Company has obtained right of way permission from NHAI for the underground petroleum pipeline already laid by the Company along the National Highway for transferring petroleum products from port to Company’s Oil terminal. The Company was able to obtain permission for a period of 5 years w.e.f. July 31, 2017 on payment of requisite fees.</p> <p>For the period upto July 31, 2017, the Company has obtained permission from PWD Goa in an earlier year, however right of way charges for the said period are yet to be finalised between the Company and PWD Goa. As the right of way charges are yet to be finalized, the Company has made provision on the basis of expected payout. The aggregate provision for right of way charges upto July 31, 2017 as estimated by the management amounts to Rs. 966.17 lakhs as on March 31, 2024 (including stamp duty charges amounting to Rs. 5.50 lakhs).</p> <p>The Company has laid its pipeline on this land in year 2004 and since that year it has made provision every year for estimated charges to be paid in form of Right of Way. The Company is carrying this liability since it has actually used this land for its operations.</p> <p>This matter is considered as a key audit matter in our audit, since the aforementioned estimate require significant judgements by the management based on historical experience and the available information, including that obtained from its legal advisors.</p>	<p>Our audit procedures include, among others, analyzing the judgements used by management based on the available information. Among other procedures, we have verified the calculation of the provision from the underlying information available and also reviewed the legal opinion obtained by the Company on the given matter. We analysed the reasonableness of the conclusion reached by the management of the Company considering the various factors on which those conclusions were based.</p> <p>Our work also included in the assessment of whether the information included in Note XX to the accompanying Ind AS financial statements in connection with this matter correctly depicts the factual position of the above matter.</p>

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S No	Key Audit Matter	How our audit addressed the key audit matter
7.	<p>Investments</p> <p>Auditors of an associate of the Group, namely Texmaco Infrastructure and Holdings Limited, have reported a KAM in their auditor's reports which is reproduced below:</p> <p>Investments include investments made by the Company in various quoted and unquoted equity shares, mutual funds and preference shares of subsidiaries, associates and others.</p> <p>These investments constitute 67% of Group's total assets.</p> <p>The valuation of each category of the aforesaid securities is to be done as per the provisions of Ind AS which involves collection of data / information from various sources such as rates quoted on BSE / NSE, Demat statement, financial statement of unlisted companies etc. Considering the complexities and extent of judgement involved in the valuation, this has been determined as Key Audit Matters.</p>	<p>Our audit procedures included the followings:</p> <p>We have verified these investments with reference to the provisions of Ind AS and also internal policies and procedures of the Company as follows:</p> <ol style="list-style-type: none"> a. carried out evaluation of the design and operating effectiveness of the internal controls and performed substantive audit procedure. b. Assessed and evaluated the process adopted for collection of information from various sources for determining fair value of these investments. c. Verified compliance with the presentation and disclosure requirements as per Ind AS and the Act. This test was conducted for the entire population. <p>Based on the above procedures performed, we observed the management's valuation assessment to be reasonable</p>

Information Other than the Consolidated financial statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report but does not include the Consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the Consolidated 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.

Based on the work we have performed, if 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.

Responsibilities of management and those charged with governance for the Consolidated financial statements

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group including its

associates and joint ventures in accordance with the Ind AS and other accounting principles generally accepted in India.

The respective Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and of its associates and joint ventures and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for assessing the ability of the Group and of its associates and joint ventures to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group and of its associates and joint ventures are also responsible for overseeing the financial reporting process of the Group and of its associates and joint ventures.

Auditor's responsibility for the audit of Consolidated financial statements

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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls over financial reporting and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on ability of the Group and its associates and joint ventures 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 and its associates and joint ventures 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 the entities or business activities within the Group and its associates and joint ventures of which we are the independent auditors and whose financial information we have audited, to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. 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.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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 Matters

We did not audit the annual financial statements of 5 subsidiaries included in the consolidated financial statements, whose financial statements reflects total assets of INR 282412.54 lakhs as at 31 March 2024, total revenues of INR 18698.85 lakhs, total net loss after tax of INR (7501.35) lakhs, total comprehensive income of INR 69175.26 lakhs, and cash flows (net) of INR (2299.91) lakhs for the year ended on that date.

The consolidated financial statements also includes the Group's share of net profit after tax of INR 2790.58 lakhs and total comprehensive income of INR 311047.12 lakhs for the year ended 31 March 2024, in respect of 40 associates and 4 joint ventures, whose financial statements have not been audited by us.

These annual financial statements have been audited by other auditors whose audit reports have been furnished to us by the management, and our opinion in so far as it relates to the amounts and disclosures included in respect of these subsidiaries/ branches/ associates/ joint ventures is based solely on the audit reports of such other auditors.

Our opinion on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matter with respect to our reliance on the work done by and the reports of the other auditors.

Our opinion on the consolidated financial statements is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, based on our audit and on the consideration of report of the other auditors we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
- (b) In our opinion, proper books of account as required by law 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 the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the 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 specified under Section 133 of the Act;
- (e) on the basis of the written representations received from the directors of the Holding Company and taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, associate companies and joint venture companies, none of the directors of the Group companies, its associate companies and joint venture companies are disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act;
- (f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated financial statements, refer to our separate report in "Annexure B" to this report, which is based on the auditors' reports of the Holding company, subsidiary companies, associate companies and joint venture companies.
- (g) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries, associates and joint ventures, incorporated in India, the managerial remuneration for the year ended March 31, 2024 has been paid / provided by the

Holding Company, its subsidiaries, associates and joint ventures incorporated in India to their directors in accordance with the provisions of Section 197 read with Schedule V to the Act except as mentioned below:

Zuari Agro Chemical Limited (Also refer Note 55(c)):

Further, at the 14th Annual General Meeting held on 27th September 2023, the shareholders of the Company, have approved the waiver of recovery of excess remuneration of Rs 0.81 lakhs paid to Mr. Sunil Sethy, Ex- Managing Director during the financial year 2019-20. The Company has filed an application under Section 454 read with Section 441 of The Companies Act, 2013 for adjudication of penalties/ compounding of offence under Section 197 of The Companies Act 2013.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors:
 - i. The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates and joint ventures – Refer Note 37, 38 and 43 to the Consolidated Financial Statements;
 - ii. The Holding Company, its associates and joint ventures did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31st March 2024;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, and its subsidiaries, associates companies and joint ventures during the year ended 31st March 2024.
 - iv. (A) The respective managements of the Company and its subsidiaries, joint ventures and associates have represented to us and other auditors, that, to the best of their knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities

- identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (B) The respective managements of the Company and its subsidiaries, joint ventures and associates have represented to us and other auditors, that, to the best of their knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (C) Based on the audit procedures, that has been considered reasonable and appropriate in the circumstances, performed by us and those performed by the auditors of the subsidiaries, joint ventures and associates, nothing has come to our or other auditors notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.
- v. The dividend declared or paid during the year by the Holding company, its subsidiaries, associates and joint ventures is in compliance with section 123 of The Companies Act 2013.
- vi. Based on our examination, which included test checks and that performed by the respective auditors of the subsidiaries, associates and joint ventures which are incorporated in India whose financial statements have been audited under the Act, the company, subsidiaries, associates and joint ventures have used an accounting software for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules,

2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.*

*Notes:

- Reporting on audit trail of component entities has not been done by auditors of Zuari Infracore India Limited (wholly owned subsidiary) in their audit report on consolidated financial statements. Accordingly, the opinion on audit trail as above is based on standalone financial statements only.
 - In case of Zuari IAV Private Limited, feature of recording audit trail (edit log) operated throughout the year except for first 16 days of the financial year during implementation of the feature in the accounting software.
 - In case of Texmaco Infrastructure & Holdings Limited, few of the group companies have used an accounting software for maintaining its books of account which does not have a feature of recording audit trail (edit log) facility. However, the accounting software does not allow editing or deletion of transactions and therefore the transactions cannot be tampered with
 - In case of Forte Furniture Products India Private Limited, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility. However, the same has not been operated throughout the year at the application layer and database layer of the accounting software.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure C" a statement on the matters specified in the paragraphs 3 and 4 of the said Order.

For V. Sankar Aiyar & Co.
Chartered Accountants
ICAI Firm Regn No. 109208W

Sd/-
(Ajay Gupta)
Partner

Place: Gurugram
Date : 29th May 2024

Membership No. 090104
ICAI UDIN : 24090104BKFOMY8178

Annexure I

List of entities included in the Statement

Subsidiaries and step-down subsidiaries

1. Zuari Infracore India Limited
2. Zuari Infra Middle East Limited, a subsidiary of Zuari Infracore India Limited
3. Zuari Infracore SJM Properties LLC, a subsidiary of Zuari Infra Middle East Limited
4. Zuari Management Services Limited
5. Indian Furniture Products Limited
6. Simon India Limited
7. Zuari International Limited
8. Zuari Finserv Limited
9. Zuari Insurance Brokers Limited

Joint ventures

10. Zuari Envien Bioenergy Private Limited, a Joint venture of Zuari Industries Limited
11. Zuari IAV Private Limited, a Joint venture of Zuari Industries Limited
12. Forte Furniture Products India Private Limited, a Joint venture of Zuari Industries Limited
13. Burj District Development Limited., a Joint Venture of Zuari Infracore SJM Properties LLC
14. Burj District One Limited, subsidiary of Burj District Development Limited

Associates

15. New Eros Tradecom Limited, an associate of Zuari International Limited
16. Zuari Agro Chemicals Limited, an associate of Zuari Industries Limited
17. Mangalore Chemicals and Fertilisers Limited, a subsidiary of Zuari Agro Chemicals Limited
18. Adventz Trading DMCC, a subsidiary of Zuari Agro Chemicals Limited (Not considered for consolidation)
19. Zuari Farmhub Limited, a subsidiary of Zuari Agro Chemicals Limited
20. Zuari Maroc Phosphates Private Limited, a joint venture of Zuari Agro Chemicals Limited
21. Paradeep Phosphates Limited, a subsidiary of Zuari Maroc Phosphates Private Limited
22. Zuari Yoma Agri Solutions Limited, an associate of Paradeep Phosphates Limited
23. Brajbhumi Nirmaan Private Limited, an associate of Zuari Infracore India Limited
24. Pranati Niketan Private Limited, an associate of Zuari Infracore India Limited
25. Darshan Nirmaan Private Limited, an associate Zuari Infracore India Limited
26. Rosewood Agencies Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
27. Neobeam Agents Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
28. Mayapur Commercial Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
29. Nexus Vintrade Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
30. Bahubali Tradecom Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
31. Hopeful Sales Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
32. Divine Realdev Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
33. Kushal Infracore Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
34. Beatie Agencies Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
35. Suhana Properties Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
36. Saket Mansions Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited

37. Texmaco Infrastructure and Holdings Limited, an associate of Zuari Industries Limited
38. Valley View Landholdings Private Limited, a subsidiary of Texmaco Infrastructure and Holdings Limited
39. Macfarlane & Company Limited, a subsidiary of Texmaco Infrastructure and Holdings Limited
40. High Quality Steels Limited, a subsidiary of Texmaco Infrastructure and Holdings Limited
41. Topflow Buildcon Private Limited, a Step-down subsidiary of Texmaco Infrastructure and Holdings Limited
42. Startree Enclave Private Limited, a Step-down subsidiary of Texmaco Infrastructure and Holdings Limited
43. Snowblue Enclave Private Limited, a Step-down subsidiary of Texmaco Infrastructure and Holdings Limited
44. Lionel India Limited, an associate of Texmaco Infrastructure and Holdings Limited
Up to 24th November 2023 (Note 31(i) to the consolidated financial statements)
45. Texmaco Rail & Engineering Limited, an associate of Zuari Industries Limited
46. Belur Engineering Private Limited, a subsidiary of Texmaco Rail & Engineering Limited
47. Panihati Engineering Udyog Private Limited, a subsidiary of Texmaco Rail & Engineering Limited
48. Texmaco Rail Electrification Limited, a subsidiary of Texmaco Rail & Engineering Limited
49. Belgharia Engineering Udyog Private Limited, a subsidiary of Texmaco Rail & Engineering Limited
50. Texmaco Rail System Private Limited, a Step-down subsidiary of Texmaco Rail & Engineering Limited
51. Texmaco Transtrak Private Limited, a Step-down subsidiary of Texmaco Rail & Engineering Limited
52. Texmaco Defence Systems Private Limited, an associate of Texmaco Rail & Engineering Limited
53. Touax Texmaco Railcar Leasing Private Limited, a joint venture of Texmaco Rail & Engineering Limited
54. Wabtec Texmaco Rail Private Limited, a joint venture of Texmaco Rail & Engineering Limited

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Annexure "B" to the Independent Auditors' Report of even date to the members of Zuari Industries Limited, on the Consolidated Financial Statements for the year ended 31st March 2024

(Referred to in Paragraph 1(f) under 'Report on Other Legal and Regulatory requirements' of our report on even date)

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Act

In conjunction with our audit of the Consolidated Financial Statements of Zuari Industries Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), its associates and joint ventures as at and for the year ended 31 March 2024, we have audited the internal financial controls with reference to financial statements of the Holding Company, its subsidiaries companies, its associate companies and joint venture companies, which are companies covered under the Act, as at that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, its subsidiaries, its associates and joint ventures, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective 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

Our responsibility is to express an opinion on the Holding Company, its subsidiaries, its associates and joint ventures 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 deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to these Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting with reference to these Consolidated Financial Statements.

Meaning of Internal Financial Controls over Financial Reporting with reference to these Consolidated Financial Statements

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the Consolidated financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors, as referred to in Other Matters paragraph below, the Holding Company, its subsidiaries, its associates and joint ventures, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls over financial reporting with reference to these Consolidated Financial Statements and such internal financial controls over financial reporting with reference to these Consolidated Financial Statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note except:

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to these Consolidated Financial Statements, in so far as it relates to financial statements of 5 subsidiaries, 40 associates and 4 joint ventures, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiaries, associates and joint ventures.

Our opinion is not modified in respect of the above matters

For V. Sankar Aiyar & Co.
Chartered Accountants
ICAI Firm Regn No. 109208W

Sd/-
(Ajay Gupta)
Partner

Place: Gurugram

Date : 29th May 2024

Membership No. 090104

ICAI UDIN : 24090104BKFOMY8178

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Annexure "C" to the Independent Auditors' Report of even date to the members of Zuari Industries Limited (formerly Zuari Global Limited), on the Consolidated Financial Statements for the year ended 31st March 2024

(Referred to in Paragraph 2) under 'Report on Other Legal and Regulatory requirements' of our report on even date)

As required by paragraph 3(xxi) of the CARO 2020, we report that the auditors of the following companies have given qualification or adverse remarks in their CARO report on the standalone financial statements of the respective companies included in the Consolidated Financial Statements of the Holding Company.

S. No	Name of the Company	CIN	Relationship with the Holding Company	Date of auditors report	Paragraph number in the respective CARO reports
1	Zuari Industries Limited	L65921GA1967PLC000157	Holding Company	29th May 2024	i c, ii b,,iii, vii b
2	Simon India Limited	U74899DL1995PLC071074	Subsidiary	20th Apr 2024	vii b, xvii
3	Zuari Finserv Limited	U45400GA2013PLC007383	Subsidiary	1st May 2024	Nil
4	Zuari International Limited	U65993GA1995PLC001942	Subsidiary	14th May 2024	iii c, iii e, vii c, ix a, ix f, xvii
5	Zuari Management Services Limited	U74900GA2006PLC004921	Subsidiary	2nd May 2024	iii d, iii e, xvii
6	Indian Furniture Products Limited	U72200TN2000PLC089255	Subsidiary	2nd May 2024	iii c, iii d, vii b, xvii
7	Zuari Insurance Brokers Limited	U66010GA2003PLC003185	Subsidiary	1st May 2024	vii b
8	Zuari Infraworld India Limited *	U45309KA2007PLC043161	Subsidiary	14th May 2024	iii e, xvii
9	Zuari Envien Bioenergy Private Limited	U24290HR2022PTC105523	Joint Venture	20th May 2024	xvii
10	Zuari IAV Private Ltd	U11202GA2000PTC002869	Joint Venture	10th Apr 2024	vii
11	Forte Furniture Products India Private Limited	U36999TN2017PTC114302	Joint Venture	10th May 2024	ii b, vii b, ix a, xvii
12	Texmaco Infrastructure and Holdings Limited*	L70101WB1939PLC009800	Associate	14th May 2024	iii
13	Zuari Agro Chemicals Limited	L65910GA2009PLC006177	Associate	25th May 2024	i c, vii c, ix f, xvii
14	New Eros Tradecom Limited	U51909WB2009PLC139640	Associate	20th May 2024	Nil

Notes:

* Reporting on CARO of component entities has not been done by auditors in their audit report on consolidated financial statements. Accordingly, the data in above table is based on CARO report on standalone financial statements only.

For V. Sankar Aiyar & Co.
Chartered Accountants
ICAI Firm Regn No. 109208W

Sd/-
(Ajay Gupta)

Partner

Membership No. 090104

ICAI UDIN : 24090104BKFOMY8178

Place: Gurugram

Date : 29th May 2024

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Consolidated Balance Sheet

as at 31 Mar 2024

(All amounts in INR lakhs, unless stated otherwise)

Particulars	Notes	As at 31 Mar 2024	As at 31 March 2023
I ASSETS			
Non-current assets			
Property, plant and equipment	3A	47,569.31	49,672.28
Capital work-in-progress	3A	605.68	107.06
Investment properties	4	610.16	638.93
Goodwill	39	13,197.98	13,256.73
Right of use assets	42	840.70	963.12
Other intangible assets	3B	0.84	-
Investments accounted for using the equity method	37, 38	1,74,693.86	93,850.25
Financial assets			
i. Investments	5	3,10,435.45	1,63,525.07
ii. Loans	6	29,050.07	200.00
iii. Other financial assets	7	3,525.94	1,999.11
Deferred tax assets (net)	19	264.56	239.23
Non-current tax assets (net)		7,412.60	7,473.68
Other non-current assets	8	816.44	6,245.64
Total non-current assets		5,89,023.59	3,38,171.10
Current assets			
Inventories	9	71,953.66	1,11,047.13
Financial assets			
i. Investments	5	38.26	1,193.42
ii. Trade receivables	10	5,491.20	7,999.73
iii. Cash and cash equivalents	11	5,552.05	9,135.37
iv. Bank balances other than (iii) above	12	62,907.65	53,551.35
v. Loans	6	4,800.00	44,263.33
vi. Other financial assets	7	6,423.78	9,676.88
Other current assets	8	3,243.65	5,865.96
Total current assets		1,60,410.25	2,42,733.17
Total assets		7,49,433.84	5,80,904.27
II EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	13A	2,978.17	2,978.17
Other equity	13B	3,88,911.05	2,37,135.91
Equity attributable to equity holders of the Holding Company		3,91,889.22	2,40,114.08
Non-controlling interests	36	(1,434.21)	(1,318.29)
Total equity		3,90,455.01	2,38,795.79
LIABILITIES			
Non-current liabilities			
Financial liabilities			
i. Borrowings	14A	1,26,883.49	1,77,349.06
ii. Lease Liabilities	42	821.80	993.62
iii. Trade payables			
(a) total outstanding due to micro enterprise and small enterprise	15	-	-
(b) total outstanding due to creditors other than micro enterprise and small enterprise	15	114.06	91.30
iv. Other financial liabilities	16	1,000.60	1,000.60
Provisions	20	648.84	669.80
Deferred tax liabilities (net)	19	13,192.09	491.62
Other non-current liabilities	17	1,253.79	1,414.23
Total non-current liabilities		1,43,914.67	1,82,010.23
Current liabilities			
Financial liabilities			
i. Borrowings	14B	1,09,777.42	84,612.97
ii. Lease Liabilities	42	258.81	204.81
iii. Trade payables			
(a) total outstanding due to micro enterprise and small enterprise	15	443.09	36.97
(b) total outstanding due to creditors other than micro enterprise and small enterprise	15	22,842.68	24,981.29
iv. Other financial liabilities	16	8,530.20	10,150.44
Other current liabilities	17	72,516.80	39,661.49
Provisions	20	679.52	450.28
Current tax liabilities (net)		15.64	-
Total current liabilities		2,15,064.16	1,60,098.25
Total equity and liabilities		7,49,433.84	5,80,904.27

Summary of material accounting policies

2.3

The accompanying notes forms an integral part of the financial statements

As per our attached report of even date.

For V. Sankar Aiyar & Co.

Chartered Accountants

Firm's Registration No.: 109208W

Sd/-

Ajay Gupta

Partner

Membership No.: 090104

Place: Gurugram

Date: 29 May 2024

For and on behalf of the Board of Directors of

Zuari Industries Limited (Formerly Zuari Global Limited)

Sd/-

Athar Shahab

Managing Director

DIN: 01824891

Sd/-

Nishant Dalal

Chief Financial Officer

Sd/-

Vijay Vyankatesh Paranjape

Director

DIN: 00237398

Sd/-

Rakesh Kumar Singh

Company Secretary

Membership No. A16093

Consolidated Statement of Profit and Loss

for the year ended 31 Mar 2024

(All amounts in INR lakhs, unless stated otherwise)

Particulars	Notes	Year ended 31 Mar 2024	Year ended 31 March 2023
I REVENUE			
Revenue from operations	21	83,780.07	95,513.50
Other income	22	22,938.59	18,230.62
Total income (I)		1,06,718.66	1,13,744.12
II EXPENSES			
Cost of materials consumed	23	56,326.88	48,981.62
Purchases of stock-in-trade	24	650.85	396.27
Project expenses	25	947.55	10,409.82
Change in inventories of work-in-progress, stock-in-trade and finished goods	26	(4,687.75)	15,036.12
Employee benefits expenses	27	9,759.52	8,968.90
Finance costs	28	28,194.10	24,843.51
Depreciation and amortization expense	29	2,735.92	2,742.09
Other expenses	30	15,598.89	8,940.07
Total expenses (II)		1,09,525.96	1,20,318.40
III Loss before share of net profit of investments accounted for using equity method and tax (I-II)		(2,807.30)	(6,574.28)
IV Share of profit/(loss) of associates and joint ventures accounted for using the equity method	37, 38	2,736.32	37,949.57
V Loss before exceptional items and tax (III+IV)		(70.98)	31,375.29
VI Exceptional items	31	78,471.32	-
VII Profit/(Loss) before tax (V+VI)		78,400.34	31,375.29
VIII Tax expense:			
Current tax expense	18	109.76	53.98
Income tax adjustment for earlier years		6.05	9.28
Deferred tax	19	7,009.13	364.93
Total tax expense		7,124.94	428.19
IX Profit/ (Loss) for the year (VII-VIII)		71,275.40	30,947.10
X Other comprehensive income (A+B)		80,681.63	(87,600.75)
A Items that will be reclassified to profit or loss		923.92	(429.55)
Foreign currency translation reserve		923.92	(429.55)
B Items that will not be reclassified to profit or loss		79,757.71	(87,171.21)
Share of profit/(loss) in associates and joint ventures	37, 38	28,316.19	(531.51)
Re-measurement gains on defined benefit plans		(3.92)	55.23
Net Gain/(loss) on FVTOCI equity securities		57,111.45	(97,355.69)
Income tax relating to these items	19	(5,666.01)	10,660.76
Total comprehensive income for the year (IX + X)		1,51,957.03	(56,653.65)
Profit/(Loss) for the year			
Attributed to:			
Equity holders of the Holding Company		71,391.29	31,063.01
Non-controlling interest	36	(115.89)	(115.91)
		71,275.40	30,947.10
Other comprehensive income			
A Items that will be reclassified to profit or loss			
Attributed to:			
Equity holders of the Holding Company		923.92	(429.55)
Non-controlling interest		-	-
		923.92	(429.55)
B Items that will not be reclassified to profit or loss			
Attributed to:			
Equity holders of the Holding Company		79,757.74	(87,171.19)
Non-controlling interest	36	(0.03)	(0.02)
		79,757.71	(87,171.21)
Total comprehensive income for the year			
Attributed to:			
Equity holders of the Holding Company		1,52,072.95	(56,537.72)
Non-controlling interest	36	(115.92)	(115.93)
		1,51,957.03	(56,653.65)
XI Earnings per equity share: nominal value of share of INR 10 (31 March 2023: INR 10)	32		
(1) Basic		239.72	104.30
(2) Diluted		239.72	104.30

Summary of material accounting policies

2.3

The accompanying notes forms an integral part of the financial statements

As per our attached report of even date.

For V. Sankar Aiyar & Co.

Chartered Accountants

Firm's Registration No.: 109208W

Sd/-

Ajay Gupta

Partner

Membership No.: 090104

Place: Gurugram

Date: 29 May 2024

For and on behalf of the Board of Directors of

Zuari Industries Limited (Formerly Zuari Global Limited)

Sd/-

Athar Shahab

Managing Director

DIN: 01824891

Sd/-

Nishant Dalal

Chief Financial Officer

Sd/-

Vijay Vyankatesh Paranjape

Director

DIN: 00237398

Sd/-

Rakesh Kumar Singh

Company Secretary

Membership No. A16093

Consolidated Statement of Cash Flows

for the year ended 31 Mar 2024

(All amounts in INR lakhs, unless stated otherwise)

Particulars	Year ended 31 Mar 2024	Year ended 31 March 2023
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Profit/(Loss) before tax	78,400.34	31,375.29
Share of profit/(loss) of associates and joint ventures	(2,736.32)	(37,949.57)
Loss before share of loss of associates and joint ventures and tax	75,664.02	(6,574.28)
Adjustments		
Depreciation and amortization expense	2,735.92	2,759.51
Foreign currency translation reserve	923.92	(429.55)
Exceptional Item	(78,471.32)	-
Gain On Disposal of Subsidiary	(2,628.48)	-
(Profit) on sale of Property, plant and Equipment (net)	(7,060.77)	(598.34)
FV Gain/Loss on Preference Shares	112.00	(34.00)
Provision written back	(200.00)	(200.00)
Loss on account of foreign exchange rate fluctuation	111.21	302.98
Gain from redemption of mutual funds	(119.05)	(26.00)
Finance cost	28,469.57	26,412.99
Fair value losses/ (gains) on derivatives not designated as hedge	78.70	(248.98)
Amortisation of deferred gains and deferred grants	(262.50)	(529.50)
Interest income	(6,374.96)	(8,188.70)
Provision for doubtful Debts and advances/(excess provision written back)	3,090.58	-
Dividend income	(4,849.51)	(4,724.23)
Operating profit before working capital changes	11,219.33	7,921.90
Changes in working capital :		
- in inventories	(4,559.53)	14,908.41
- in trade receivables	2,508.53	(740.39)
- in other assets	(273.12)	32.34
- in loans and advances	-	6.35
- in trade payables and other liabilities	(2,056.14)	7,056.86
- in provisions	204.36	(1,049.70)
Cash generated from operations	7,043.43	28,135.77
Income taxes (paid)/ Refund	104.56	(1,223.13)
Net cash flow from operating activities (A)	7,147.99	26,912.64
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment, including intangible assets, capital work-in-progress and capital advances	(1,358.49)	(1,749.44)
Proceeds from sale of property, plant and equipment	4,278.77	689.52
Purchases of non-current investments	(16,258.98)	(592.71)
Proceeds from sale of non-current investments	10,184.16	-
Proceeds from sale of current investments	1,274.21	462.65
Loans (given)/ Received	11,288.26	256.00
(Investment)/Redemption of bank deposits	26,357.96	(28,796.10)
Interest received	6,909.25	9,146.07
Dividends received	4,849.51	4,724.23
Net Cash flow used in investing activities (B)	47,524.64	(15,859.78)

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Consolidated Statement of Cash Flows

for the year ended 31 Mar 2024

(All amounts in INR lakhs, unless stated otherwise)

Particulars	Year ended 31 Mar 2024	Year ended 31 March 2023
C. CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of non-current borrowings	(1,15,108.34)	(21,034.43)
Proceeds from non-current borrowings	80,735.52	28,412.82
Proceeds of current borrowings	25,346.27	9,310.27
Repayment of current borrowings	(13,983.64)	(4,153.02)
Finance cost paid	(34,543.33)	(20,734.21)
Payment of lease liability	(323.40)	(368.40)
Dividend Paid on Preference Shares	(81.22)	-
Dividends paid on equity shares	(297.81)	(297.81)
Net cash flow from/(used in) financing activities (C)	(58,255.95)	(8,864.78)
Net increase/(decrease) in cash and cash equivalents (A + B + C)	(3,583.32)	2,188.08
Cash and cash equivalents at the beginning of the year	9,135.37	6,947.29
Cash and cash equivalents at the end of the year	5,552.05	9,135.37
Components of cash and cash equivalents (refer note 11)		
Cash on hand	3.59	5.90
With banks- on current account	5,486.30	8,396.25
Deposit with original maturity of less than three months	62.16	733.22
	5,552.05	9,135.37

As per our attached report of even date.

For **V. Sankar Aiyar & Co.**

Chartered Accountants

Firm's Registration No.: 109208W

Sd/-

Ajay Gupta

Partner

Membership No.: 090104

Place: Gurugram

Date: 29 May 2024

For and on behalf of the Board of Directors of

Zuari Industries Limited (Formerly Zuari Global Limited)

Sd/-

Athar Shahab

Managing Director

DIN: 01824891

Sd/-

Nishant Dalal

Chief Financial Officer

Sd/-

Vijay Vyankatesh Paranjape

Director

DIN: 00237398

Sd/-

Rakesh Kumar Singh

Company Secretary

Membership No. A16093

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Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 Mar 2024

(All amounts in INR lakhs, unless stated otherwise)

(a) Equity share capital

	31 Mar 2024		31 March 2023	
	Number of shares	Amount	Number of shares	Amount
Equity shares of INR 10 each issued, subscribed and fully paid				
Equity shares outstanding at the beginning of the year	2,97,81,184	2,978.12	2,94,40,604	2,944.06
Add: Issue of share capital	-	-	3,40,580	34.06
Equity shares outstanding at the end of the year	2,97,81,184	2,978.12	2,97,81,184	2,978.12

(b) Other equity

	Attributable to the equity holders of the Holding Company											
	Equity Share Application Money Pending Allotment on Merger	Equity component of non-convertible preference shares	Reserves and surplus				Items of OCI			Equity attributable to equity holders	Non controlling interest	Total equity
			General reserve	Capital reserve	Molasses and alcohol storage and maintenance reserve	Retained earnings	FVTOCI reserve	Foreign currency translation reserve				
As at 1 April 2022	54.71	5,890.53	3,700.00	7,258.55	160.45	39,072.32	2,39,026.85	(572.69)	2,94,590.72	(1,202.37)	2,93,388.35	
Loss for the year	-	-	-	-	-	31,063.01	-	-	31,063.01	(115.91)	30,947.10	
Other comprehensive income	-	-	-	-	-	55.23	(87,226.42)	(429.55)	(87,600.74)	(0.02)	(87,600.76)	
Total comprehensive income	-	-	-	-	-	31,118.24	(87,226.42)	(429.55)	(56,537.73)	(115.93)	(56,653.66)	
Transfer	-	-	-	-	13.06	(13.06)	-	-	-	-	-	
Dividends paid (refer note 33)	-	-	-	-	-	(297.81)	-	-	(297.81)	-	(297.81)	
Arisen pursuant to scheme of amalgamation	(54.71)	-	-	-	-	(564.55)	-	-	(619.26)	-	(619.26)	
As at 31 March 2023	-	5,890.53	3,700.00	7,258.55	173.51	69,315.14	1,51,800.43	(1,002.24)	2,37,135.91	(1,318.29)	2,35,817.61	
As at 1 April 2023	-	5,890.53	3,700.00	7,258.55	173.51	69,315.14	1,51,800.43	(1,002.24)	2,37,135.91	(1,318.29)	2,35,817.61	
Loss for the year	-	-	-	-	-	71,391.29	-	-	71,391.29	(115.89)	71,275.40	
Other comprehensive income/(loss)	-	-	-	-	-	(3.92)	79,761.66	923.92	80,681.66	(0.03)	80,681.63	
Reclassification from OCI to retained earnings on disposal of investments	-	-	-	-	-	9,247.12	(9,247.12)	-	-	-	-	
Total comprehensive loss	-	-	-	-	-	80,634.49	70,514.54	923.92	1,52,072.95	(115.92)	1,51,957.03	
Transfer	-	-	-	-	18.02	(18.02)	-	-	-	-	-	
Dividends paid (refer note 33)	-	-	-	-	-	(297.81)	-	-	(297.81)	-	(297.81)	
As at 31 March 2024	-	5,890.53	3,700.00	7,258.55	191.53	1,49,633.80	2,22,314.97	(78.32)	3,88,911.05	(1,434.21)	3,87,476.83	

This is the Consolidated Statement of Changes in Equity referred to in our report of even date.

As per our attached report of even date.

For V. Sankar Aiyar & Co.

Chartered Accountants

Firm's Registration No.: 109208W

Sd/-

Ajay Gupta

Partner

Membership No.: 090104

Place: Gurugram

Date: 29 May 2024

For and on behalf of the Board of Directors of

Zuari Industries Limited (Formerly Zuari Global Limited)

Sd/-

Athar Shahab

Managing Director

DIN: 01824891

Sd/-

Nishant Dalal

Chief Financial Officer

Sd/-

Vijay Vyankatesh Paranjape

Director

DIN: 00237398

Sd/-

Rakesh Kumar Singh

Company Secretary

Membership No. A16093

Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

1. Corporate Information

The consolidated financial statements of Zuari Industries Limited (formerly known as Zuari Global Limited) ("the Holding Company" or "ZIL") and its subsidiaries (collectively, the Group) are for the year ended 31 March 2024.

The Holding Company is a Public Company domiciled in India. Its shares are listed on two recognized stock exchanges in India viz National Stock Exchange and Bombay Stock Exchange. The registered office of the Holding Company is located at Jai Kisaan Bhawan, Zuari Nagar, Goa 403 726, India.

The Group's primary business activity is real estate, investment services, engineering services, management services, manufacturing and trading of furniture, manufacturing and sale of sugar and its by products, ethanol and generation of power.

2. General information and statement of compliance with Ind ASs

2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified by the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

The consolidated financial statements of ZIL as at and for the year ended 31 March 2024 were approved and authorised for issue by the board of directors on 29th May 2024.

The financial statements of the Group are presented in Indian Rupees (INR), which is also its functional currency and all amounts disclosed in the financial statements and notes have been rounded off to the nearest lacs as per the requirement of Schedule III to the Act, unless otherwise stated.

2.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Holding Company and its subsidiaries, associates and joint ventures as at 31 March 2024.

Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and

- The ability to use its power over the investee to affect its returns.

Consolidation of the financial statements of subsidiaries begins on the date control is established. Profit or loss and other comprehensive income of subsidiaries acquired or disposed of during the year are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable.

The Financial Statements of the parent company and its subsidiaries have been consolidated on a line by line basis by adding together the book value of like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and unrealised profits or losses, if any, in accordance with Ind AS 110 – "Consolidated Financial Statements". Amounts reported in the financial statements of subsidiaries have been adjusted wherever necessary to ensure consistency with the accounting policies adopted by the Group.

The Group attributes total comprehensive income of subsidiaries between the owners of the parent and the non-controlling interests based on their respective ownership interests.

2.3 Summary of material accounting policies

a. Business combination and Goodwill

Business combinations are accounted for using the acquisition method. The acquisition method involves the recognition of the acquiree's identifiable assets and liabilities, including contingent liabilities, regardless of whether they were recorded in the financial statements prior to acquisition. On initial recognition, the assets and liabilities of the acquired subsidiary are included in the consolidated balance sheet at their fair values, which is also used as the basis for subsequent measurement in accordance with the Group's accounting policies. Goodwill is stated after separating out identifiable intangible assets. Goodwill represents the excess of acquisition cost over the fair value of the Group's share of the identifiable net assets of the acquiree at the date of acquisition. Any excess of identifiable net assets over acquisition cost is recognised in the other comprehensive income on the acquisition date and accumulated in equity as capital reserve.

Acquisition related costs are accounted for as expenses in the period in which they are incurred and the services are received.

b. Investment in associates and joint ventures

An Associate is an entity over which the investor has significant influence. Significant influence is the power to participate in the financial and operating

Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

policy decisions of the investee but is not control or joint control of those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement.

Investments in associates and joint ventures are accounted for using the equity method in accordance with Ind AS 28 – “Investments in Associates and Joint Ventures”, unless the investment qualifies for specific exemption.

Under the equity method, on initial recognition the investment in an associate or a joint venture is recognised at cost. The carrying amount of the investment in associates and joint ventures is increased or decreased to recognise the Group’s share of the profit or loss after the date of acquisition. The financial statements of the associate or joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

Unrealised gains and losses on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group’s interest in those entities.

The statement of profit and loss reflects the Group’s share of the results of operations of the associate or joint venture. Any change in OCI of those investees is presented as part of the Group’s OCI. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the statement of changes in equity.

c. Basis of classification of current and non-current

Assets and Liabilities in the balance sheet have been classified as either current or non-current based upon the requirements of Schedule III notified under the Companies Act, 2013.

An asset has been classified as current if (a) it is expected to be realized in, or is intended for sale or consumption in, the Company’s normal operating cycle; or (b) it is held primarily for the purpose of being traded; or (c) it is expected to be realized within twelve months after the reporting date; or (d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date. All other assets have been classified as non-current.

A liability has been classified as current when (a) it is expected to be settled in the Company’s normal operating cycle; or (b) it is held primarily for the purpose of being traded; or (c) it is due to be settled within twelve months after the reporting date; or (d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. All other liabilities have been classified as non-current.

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

An operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents

d. Property, plant and equipment (“PPE”)

PPE and capital work-in progress are stated at acquisition cost less accumulated depreciation and cumulative impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met.

Cost comprises the purchase price and any directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. The cost of an item of PPE shall be recognised as an asset if, and only if:

- a) it is probable that economic benefits associated with the item will flow to the entity in future; and
- b) the cost of the item can be measured reliably.

Subsequent expenditure related to an item of PPE is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the Statement of Profit and Loss for the year during which such expenses are incurred.

Depreciation on property, plant and equipment

Depreciation on property, plant and equipment is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management. The Group has used the following life to provide depreciation on its property, plant and equipment.

Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

Name of assets	Useful life considered
Other buildings (RCC structures)	60 years
Porta Cabins (under building)	5 years
Other buildings (other than RCC structures)	30 years
Plant and machinery	5 to 25 years
Furniture and fixtures	10 years
Office equipment	3 to 6 years
Vehicles	8 years

- a) Leasehold improvements are depreciated over the primary lease period.
- b) The group companies based on technical assessment, depreciates certain items of building, plant and equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.
- c) Insurance/ capital/ critical stores and spares are depreciated over the remaining useful life of related plant and equipment or useful life of insurance/ capital/ critical spares, whichever is lower.

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

e. Other Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and impairment losses, if any.

Recognition:

The costs of intangible asset are recognised as an asset if, and only if:

- it is probable that future economic benefits associated with the item will flow to the entity; and
- the cost of the item can be measured reliably.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment, whenever there is an indication that the

intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at each financial year end and adjusted prospectively, if appropriate treating them as changes in accounting estimates. The maintenance expenses on intangible assets with finite lives is recognised in the statement of profit and loss, unless such expenditure forms part of carrying value of an asset and satisfies recognition criteria.

Gains/(losses) arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is de-recognised.

Intangibles representing computer software are amortized using the straight-line method over their estimated useful lives of three years.

f. Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group's lease asset primarily consist of leases for building. The Group, at the inception of a contract, assesses whether the contract is a lease or not a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration. The Group recognises a right-of-use asset and a lease liability at the lease commencement date.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized and initial direct costs incurred. Right-of-use assets are depreciated on a straight-line basis over the lease term.

At the commencement date of lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to

Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

reflect the accretion of interest and reduced for the lease payments made.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature.

g. Impairment testing of long lived assets

The long lived assets consist of Property, Plant & Equipment, Investment Property and Other Intangible Assets. At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets of a "Cash Generating Unit" (CGU) to determine whether there is any indication that those assets have suffered an impairment loss. Individual assets are grouped for impairment assessment purposes at the lowest level at which there are identifiable cash flows that are largely independent of the cash flows of other groups of assets. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to

its recoverable amount. An impairment loss is recognised immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount. The increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of profit and loss.

h. Borrowing costs

General and specific borrowing costs directly attributed to the acquisition, construction or production of a qualifying asset are capitalized up to the period of time that is required to complete and prepare the asset 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. Capitalisation of borrowing cost is not done if activities necessary to prepare an asset for its intended use is suspended during extended period.

All other borrowing costs are expensed in the period in which they occur or accrue. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Transaction cost in respect of long-term borrowings are amortized over the tenure of respective loans using Effective Interest Rate (EIR) method.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

i. Foreign currency translation

Initial recognition

Transactions in foreign currencies are recorded in the functional currency, by applying to the foreign currency amount the spot rate between the functional currency and the foreign currency at the date the transaction first qualifies for recognition.

Conversion

Foreign currency monetary items are translated using the spot exchange rate prevailing at the reporting date. Non-monetary items that are measured in terms of historical cost denominated in a foreign currency are translated using the exchange rate at the date of the initial transaction. Non-monetary items measured at fair value

Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

denominated in a foreign currency are, translated using the exchange rates that existed when the fair value was determined.

Exchange differences

Exchange differences arising on the settlement of monetary items or on reporting the Group's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expense in the year in which they arise.

j. Inventories

The cost of inventories shall comprise all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition based on normal operating capacity and on a weighted average basis.

Raw Materials, stores and spares are valued at lower of cost and net realizable value. However, these items are considered to be realizable at cost if the finished products, in which they will be used, are expected to be sold at or above cost.

Work-in-progress, finished goods and traded goods, are valued at lower of cost and net realizable value.

Joint products, where cost is not identifiable, are valued by allocating the cost between the products on the relative sales value of each product at the completion of the production, considering it as a rational and consistent basis. By products and saleable scraps, whose cost is not identifiable, are valued by management at estimated net realizable value.

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

Cost for Construction/ work-in-progress of real estate projects includes the cost of land (including development rights and land under agreements to purchase), internal development costs, external development charges, construction costs, overheads, borrowing cost, development/construction materials.

k. Provisions, Contingent liabilities and Contingent Assets

Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the

control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provision for warranty related costs are recognized when the service provided. Provision is based on historical experience. The estimate of such warranty related costs is revised annually.

Contingent Assets

Contingent assets are not recognised but disclosed in the financial statements, where economic inflow is probable.

l. Revenue recognition

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties, if any. The Group recognizes revenue when it transfers control over a product or service to a customer.

To determine whether to recognize revenue, the Group follows a 5-step process:

Identify the Contract with Customer

Under Ind AS 115, the Group must evaluate whether a valid contract is satisfying all the following conditions:

- All parties have approved the agreement (may be oral or written)
- All parties are committed to approve their obligations.
- Each party's rights are identifiable.
- The contract has commercial substance.
- Collectability is probable.

Identifying the performance obligations

A performance obligation is a promise in a contract to transfer a distinct good or service (or a bundle of goods and services) to the customer and is the unit of account in Ind AS 115. Under Ind AS 115,

Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

the Group must evaluate the separability of the promised goods or services based on whether they are 'distinct'. A promised good or service is 'distinct' if both:

- the customer benefits from the item either on its own or together with other readily available resources, and
- it is 'separately identifiable' (i.e. the Group does not provide a significant service integrating, modifying or customizing it)

Determining the transaction price

Under Ind AS 115, the Group shall consider the terms of the contract and its customary business practices to determine the transaction price. The transaction price excludes amounts collected on behalf of third parties. The consideration promised include fixed amounts, variable amounts, or both.

Where the Group has a right to consideration from a customer in an amount that corresponds directly with the value to the customer of the performance completed to date (for example, charges per case/pallet), the Group recognizes revenue in the amount to which it has a right to invoice.

Allocating the transaction price to the performance obligations

The transaction price is allocated to the separately identifiable performance obligations on the basis of their standalone selling price. For services that are not provided separately, the standalone selling price is estimated using adjusted market assessment approach.

Recognizing revenue when/as performance obligation(s) are satisfied.

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made.

Revenue is recognized either at a point in time or over time, when (or as) the Group satisfies performance obligations by transferring the promised goods or services to its customers.

A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue, as, or when, the performance obligation is satisfied. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the company as part of the contract.

The Group recognizes revenue from the following major sources:

Revenue from sale of constructed properties

Revenue from sale of flats and villas is measured based on the consideration specified in a contract with a customer. It is measured at fair value consideration received or receivable, net of returns and allowances, trade discounts and volume rebates. The Group recognizes revenue when it transfers control over flats and villas to a customer which is done after completion of the project, i.e. revenue is recognised based on completed contract method.

In obtaining these contracts, the Group incurs number of incremental costs, such as commissions paid to sales staff, agents etc. The Group recognizes such expenses as an asset (prepaid expense). These are recognised in the statement of profit and loss when revenue corresponding to such cost has been recognised.

Income from service (Engineering, procurement and construction)

The Group enters into contracts for the design, development and construction of different structures (like construction of a manufacturing plant) in exchange for a fixed fee and recognises the related revenue over time. Due to the high degree of interdependence between the various elements of these projects, they are accounted for as a single performance obligation. To depict the progress by which the Group transfers control of the systems to the customer, and to establish when and to what extent revenue can be recognised, the Group measures its progress towards complete satisfaction of the performance obligation by comparing actual cost incurred till date with the total estimated to be incurred for design, development and construction. In addition to the fixed fee, some contracts include bonus payments which the Group can earn by completing a project in advance of a targeted delivery date. At inception of each contract the Group begins by estimating the amount of the bonus to be received using the "most likely amount" approach. This amount is then included in the Group's estimate of the transaction price only if it is highly probable that a significant reversal of revenue will not occur once any uncertainty surrounding the bonus is resolved. The construction normally takes 12-36 months from commencement of design through to completion. Since revenue is recognised over time, management believes that no significant financing component is involved. Expected loss, if any, on a contract is recognized as expense in the

Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

period in which it is foreseen, irrespective of the stage of completion.

Income from engineering and other service contracts is recognized on accrual basis to the extent the services have been rendered and invoices are raised in accordance with the contractual terms with the customers and the recoveries are reasonably certain. Contract revenue earned in excess of billing has been reflected under other current assets and billing in excess of contract revenue has been reflected under current liabilities in the balance sheet.

Liquidated damages/ penalties are netted off with revenue, based on management's assessment of the estimated liability, as per contractual terms and/ or acceptances.

Sale of sugar

For transfer of goods, the Group recognizes revenue when the customers obtain the control of goods. This usually happens when the customer gains right to direct the use of and obtained substantially all benefits from the goods. For the goods sold, the Group receives amount majorly in advance from the customers and therefore there are not any significant financing components involved. For certain sales, where the Group also provide transportation services, the Group considers the same as a separate performance obligation believing that the Group is acting as an agent for transfer of goods and therefore reduces the related costs for transportation and other charges from transaction price.

Sale of power

Revenue is recognized, when power units are transferred to the customer.

Sale of Ethanol

Revenue is recognized when the customers obtain the control of goods. This usually happens when ethanol is supplied to Oil marketing companies (OMC) location.

Interest income

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend Income

Dividend is recognized when the Group's right to receive the payment is established.

Renewable energy certificates income

Income from Renewable Energy Certificates (RECs) is recognized at latest trade prices on the basis of prevailing market price as confirmed by trade exchange regulated by Central Electricity Regulatory Commission.

Power banked unit

Income from power banked units is recognised when the right to set off power banked units is established against the power to be purchased by the Group.

Brokering Service

Revenue from brokering services is recognized when the Company satisfies its performance obligations by rendering services to customers. These services are consumed simultaneously by the customers.

Other Income

Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

m. Taxes on income

Tax expense recognised in profit or loss comprises the sum of deferred tax and current tax except the ones recognized in other comprehensive income or directly in equity.

Current tax is determined as the tax payable in respect of taxable income for the year and is computed in accordance with relevant tax regulations. Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity).

Deferred tax is recognized in respect of temporary differences between carrying amount of assets and liabilities for financial reporting purposes and corresponding amount used for taxation purposes. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carry forward of unused tax credits and unused tax losses can be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year 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 relating to items recognized

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outside Statement of Profit and Loss is recognized outside Statement of Profit or Loss (either in other comprehensive income or in equity). The Company offsets deferred tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same tax authority.

n. **Post-employment benefits and short-term employee benefits**

Post-employment benefits plans

The Group provides post-employment benefits through various defined contribution and defined benefit plans.

Defined contribution plans

The Group pays fixed contribution into independent entities in relation to several state plans and insurances for individual employees. The Group has no legal or constructive obligations to pay contributions in addition to its fixed contributions, which are recognised as an expense in the period that related employee services are received.

Defined benefit plans

Under the Group's defined benefit plans, the amount of benefit that an employee will receive on retirement is defined by reference to the employee's length of service and final salary. The legal obligation for any benefits remains with the Group, even if plan assets for funding the defined benefit plan have been set aside. Plan assets may include assets specifically designated to a long-term benefit fund as well as qualifying insurance policies.

The liability recognised in the balance sheet for defined benefit plans is the present value of the defined benefit obligation (DBO) at the reporting date less the fair value of plan assets.

Management estimates the DBO annually with the assistance of independent actuaries. This is based on standard rates of inflation, salary growth rate and mortality. Discount factors are determined close to each year-end by reference to high quality corporate bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related pension liability.

Service cost on the Group's defined benefit plan is included in employee benefits expense. Gains and losses resulting from re-measurements of the long term net defined benefit liability are included in other comprehensive income.

Short term employee benefits

Short-term employee benefits, including leave entitlement, are current liabilities, measured at the undiscounted amount that the Group expects to pay as a result of the unused entitlement.

o. **Government grants**

Government grants are recognized at their fair values where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favorable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value (based upon the level of inputs available) and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

p. **Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a financing component are measured at transaction price.

Subsequent measurement

Financial Assets other than Equity Instruments

Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

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- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. The EIR amortisation is included in finance income in the profit or loss.

Financial assets at Fair value through other comprehensive income (FVOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on principal outstanding. They are subsequently measured at each reporting date at fair value, with all fair value movements recognised in Other Comprehensive Income (OCI). On derecognition of the asset, cumulative gain or loss previously recognised in Other Comprehensive Income is reclassified from the OCI to Statement of Profit and Loss.

Financial asset at Fair value through profit or loss (FVTPL):

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit and loss.

Equity investments (other than Investment in Joint Ventures and Associates)

All equity investments in scope of Ind AS 109 are measured at fair value. Equity Investments, which are held for trading are classified as Fair value through Profit and Loss with all changes recognized in the P&L. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

De-recognition

A financial asset is primarily de-recognised when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and the transfer qualifies for derecognition under Ind AS 109.

Impairment of financial assets

The Group assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance.

The Group follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables that do not contain a significant financing component.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

Financial liabilities

Initial recognition and measurement

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

Subsequent measurement

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Non-Convertible Redeemable Preference Shares (NCRPS)

At the issue date or receipt of money, whichever is earlier, the fair value of the liability component of

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for the year ended 31 March 2024

NCRPS is estimated using the market interest rate for similar non-convertible instrument. This amount is recorded as a liability at amortized cost using the effective interest method until extinguished upon at the instrument's redemption date. The equity component is determined as the difference of the amount of the liability component from the fair value of the instrument issued to equity shareholders of the Company.

Financial Liabilities through PL

A financial liability is classified as FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss.

De-recognition

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

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

q. Cash and cash equivalents

Cash and cash equivalents comprises cash at bank and in hand and short term investments with an original maturity periods of three months or less, which are subject to an insignificant risk of change in value.

For the purpose of the Statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

r. Dividend to equity holders

The Group recognizes a liability to make dividend distributions to equity holders of the Group when the distribution is authorized and the distribution is no longer at the discretion of the Group. A corresponding amount is recognized directly in equity.

s. Earnings per share

Basic Earnings per Share (EPS) is calculated by dividing the net profit or loss for the year attributable to the equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year.

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

t. Investment property

The Group has certain investments in Land & Buildings which are classified as Investment Property as per the requirement of Ind AS 40. The same is held generally to earn rental income or for capital appreciation or both. The Investment Property has been recognised at cost less accumulated depreciation and impairment, if any. The same has been disclosed separately in the financial statements alongwith requisite disclosure about fair valuation of such Investment Property at year end.

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

u. Fair value measurement

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

Summary of consolidated material accounting policies and other explanatory information

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as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

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

The Group's management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operation.

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets, and significant liabilities, such as contingent consideration, if any.

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.

v. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments.

The Group has eight operating/reportable segments: engineering, furniture, real estate, sugar, power, investment service, ethanol plant and management services. In identifying these operating segments, management generally follows the Group's service lines representing its main products and services.

Each of these operating segments is managed separately as each requires different technologies, marketing approaches and other resources.

In addition, corporate assets which are not directly attributable to the business activities of any operating segment are not allocated to a segment.

w. Assets held for sale

Non-current assets are classified as held for sale if their carrying value will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell.

Such assets are not depreciated or amortized while they are classified as held for sale. Such assets classified as held for sale are presented separately from the other assets in the balance sheet.

x. Exceptional items

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements

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Summary of consolidated material accounting policies and other explanatory information

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(All amounts in INR lakhs, unless stated otherwise)

Note:3A Property, plant and equipment

Particulars	Freehold land	Leasehold improvement	Buildings	Plant and equipment	Furniture and fixtures	Office equipment	Vehicles	Total	Capital work in progress	Grand total
Gross block										
As at 1 April 2022	517.51	235.41	12,068.96	48,790.64	392.98	666.88	342.12	63,014.50	702.50	63,717.00
Additions (including borrowing costs)	-	-	54.82	1,557.28	1.89	55.35	123.18	1,792.52	-	1,792.52
Deletions	-	-	-	(207.48)	(77.43)	(127.67)	(149.33)	(561.91)	1,026.76	464.85
Adjustments	-	-	-	-	-	0.25	2.90	3.15	(1,622.20)	(1,619.05)
As at 31 March 2023	517.51	235.41	12,123.78	50,140.44	317.44	594.81	318.87	64,248.26	107.06	64,355.32
Additions (including borrowing costs)	-	-	111.74	420.94	5.97	72.38	-	611.03	573.03	1,184.06
Deletions	(222.23)	-	-	(30.76)	(6.94)	(26.09)	-	(286.02)	(74.41)	(360.43)
Adjustments	-	-	-	-	-	0.02	1.77	1.79	-	1.79
As at 31 March 2024	295.28	235.41	12,235.52	50,530.62	316.47	641.12	320.64	64,575.06	605.68	65,180.74
Accumulated depreciation										
As at 1 April 2022	-	108.47	2,186.28	9,236.21	265.17	582.77	218.27	12,597.17	-	12,597.17
Charge for the year	-	24.28	413.05	1,931.93	21.84	42.35	35.31	2,468.76	-	2,468.76
Deletions	-	-	-	(188.54)	(69.23)	(117.56)	(114.62)	(489.95)	-	(489.95)
As at 31 March 2023	-	132.75	2,599.33	10,979.60	217.78	507.56	138.96	14,575.98	-	14,575.98
Charge for the year	-	20.69	415.95	1,949.18	18.96	51.54	30.30	2,486.62	-	2,486.62
Deletions	-	-	-	(30.05)	(5.14)	(21.66)	-	(56.85)	-	(56.85)
As at 31 March 2024	-	153.44	3,015.28	12,898.73	231.60	537.44	169.26	17,005.75	-	17,005.75
Net block										
As at 31 March 2024	295.28	81.97	9,220.24	37,631.89	84.87	103.68	151.38	47,569.31	605.68	48,174.99
As at 31 March 2023	517.51	102.66	9,524.45	39,160.84	99.66	87.25	179.91	49,672.28	107.06	49,779.34

- (i) **Contractual obligations** - Refer note 43C for disclosure of contractual commitments for the acquisition of property, plant and equipment.
- (ii) Refer note 14A and 14B for details of Property, Plant & Equipment pledged as security.
- (iii) **Preoperative expenses (pending allocation) (included in Capital work-in-progress)**

	As at 31 Mar 2024	As at 31 Mar 2023
Consultancy and Professional charges	-	15.05
Closing balance carried forward	-	15.05

(iv) **CWIP ageing Schedule**

As at 31 March 2024:

Particulars of Asset	Past Ageing (Outstanding Since)				Total
	< 1 year	1 - 2 Years	2 - 3 Years	> 3 years	
Project in Progress	597.20	8.48	-	-	605.68
Total	597.20	8.48	-	-	605.68

As at 31 March 2023:

Particulars of Asset	Past Ageing (Outstanding Since)				Total
	< 1 year	1 - 2 Years	2 - 3 Years	> 3 years	
Project in Progress	107.06	-	-	-	107.06
Total	107.06	-	-	-	107.06

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Note: 3B Other intangible assets

Particulars	Software
Gross block	
As at 1 April 2022	357.63
Additions	20.28
Deletions	252.54
As at 31 March 2023	125.37
Additions	10.64
Deletions	-
As at 31 March 2024	136.01
Amortisation	
As at 1 April 2022	355.52
Charge for the year	3.01
Deletions	233.16
As at 31 March 2023	125.37
Charge for the year	9.80
Deletions	-
As at 31 March 2024	135.17
Net block	
As at 31 March 2024	0.84
As at 31 March 2023	-

Note 4: Investment property

Particulars	Amount
Gross Block	
As at 1 April 2022	840.29
Additions	-
Disposal/Adjustment	-
As at 31 March 2023	840.29
Additions	-
Disposal/Adjustment	-
As at 31 March 2024	840.29
Accumulated depreciation	
As at 1 April 2022	172.63
Depreciation	28.73
Disposal/Adjustment	-
As at 31 March 2023	201.36
Depreciation	28.77
Disposal/Adjustment	-
As at 31 March 2024	230.13
Net block	
As at 31 March 2024	610.16
As at 31 March 2023	638.93

4.1 Notes

Refer note 14A and 14B for the information on investment property pledged as security by the Company.

(i) Leasing arrangements

Group's investment property consist of land and building let out to other group companies, outside party for business purpose and also to an educational institution.

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for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

(ii) Amount recognised in profit and loss for investment properties

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Rental income derived from investment properties	702.40	715.09
Profit on sale of investment property	6,082.60	625.94
Direct operating expenses (including repairs and maintenance) that did not generate rental income	-	-
Profit arising from investment properties before depreciation and indirect expenses	6,785.00	1,341.03
Less: depreciation	28.77	28.73
Profit arising from investment properties before indirect expenses	6,756.23	1,312.30

(iii) Fair value

Particulars	31 March 2024	31 March 2023
Investment properties	38,634.17	41,527.92

Fair value hierarchy and valuation technique

The Group obtains independent valuations for its investment properties annually. The best evidence of fair value is current prices in an active market for similar properties. Where such information is not available, the Group considers information from a variety of sources.

These valuations are based on valuations performed by S V Kushte, a registered valuer. Mr. Kushte is a specialist in valuing these types of investment properties.

The Group has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

iv. Reconciliation of fair value:

Particulars	Amount
Opening balance as on 1 April 2022	41,810.92
Fair value differences	-
Disposals	(283.00)
Opening balance as on 31 March 2023	41,527.92
Fair value differences	-
Disposals	(2,893.75)
Closing balance as on 31 March 2024	38,634.17

Note 5: Financial assets

Investments

Particulars	Non Current		Current	
	As at 31 Mar 2024	As at 31 Mar 2023	As at 31 Mar 2024	As at 31 Mar 2023
Investment in equity instruments				
Investments at fair value through OCI (fully paid)				
Unquoted				
100,000 (31 March 2023: 100,000) equity shares of INR 10/- each fully paid up of Biotech Consortium of India Limited	48.68	48.68	-	-
19,092 (31 March 2023: 19,092) equity shares of INR 100/- each fully paid up of Lionel Edward Limited	61.40	61.40	-	-

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(All amounts in INR lakhs, unless stated otherwise)

Particulars	Non Current		Current	
	As at 31 Mar 2024	As at 31 Mar 2023	As at 31 Mar 2024	As at 31 Mar 2023
180,240 (31 March 2023: 180,240) equity shares of INR 10/- each fully paid up of Premium Exchange and finance Limited	5.59	5.59	-	-
188,460 (31 March 2023: 188,460) equity shares of INR 10/- each fully paid up of Master Exchange & Finance Limited	5.90	5.90	-	-
9,800 (31 March 2023: 9,800) equity shares of Omani Riyal 1 each fully paid-up in Simon Engineering and Partners LLC , Sultanate of OMAN	10.45	10.45	-	-
Less: Impairment in value of investments in Simon Engineering and Partners LLC , Sultanate of OMAN	(10.45)	(10.45)	-	-
258,250 (31st March 2023: 258,250) equity shares of INR 100/- each fully paid up of Lionel India Limited	258.90	258.90	-	-
Less: Impairment of investment in Lionel India Limited	(258.90)	(258.90)	-	-
Quoted				
59,475,924 (31 March 2023: 61,620,147) equity shares of INR 10/- each fully paid up of Chambal Fertilisers and Chemicals Limited	2,03,407.65	1,62,738.81	-	-
64,534,914 (31 March 2023: Nil) equity shares of INR 10/- each fully paid up of Texmaco Rail and Engineering Limited (Refer Note 31(ii))	1,06,353.54	-	-	-
24,700 (31 March 2023: 24,700) equity shares of INR 10/- each fully paid up of Duke Commerce Limited	0.69	0.69	-	-
34,722 (31 March 2023: 34,722) equity shares of USD 0.01/- each fully paid up of Synthesis Energy System Inc.	-	-	-	-
Investment in joint venture (Preference Shares)				
550,000 (31 March 2023: 500,000) 1% Redeemable Non Cumulative optionally convertible preference shares of INR 100/- each fully paid up of Brajbhumi Nirmaan Private Limited	550.00	662.00	-	-
Investment in Others				
Nil (31 March 2023: 660,000) 6% Redeemable non-cumulative non-convertible preference shares of INR 100/- each fully paid up of Adventz Investment Company Private Limited	-	-	-	650.00
Investment in Mutual Funds				
Investments at fair value through Profit and Loss				
Quoted				
1,388.82 Units (31 March 2023: 21,286.67 Units) of Baroda BNP Paribas liquid fund	-	-	38.26	250.04
Nil (31 March 2023: 22,065.15 Units) of Bank of India Overnight fund	-	-	-	250.04
Nil (31 March 2023: 1,734.06 Units) of PGIM Regular mutual fund	-	-	-	20.00
Nil (31 March 2023: 1,986.89 Units) Of Baroda mutual fund	-	-	-	23.34
Investment in Government Securities				
Amortised cost				
Unquoted				
5 Years National Saving Certificates	2.00	2.00	-	-
	3,10,435.45	1,63,525.07	38.26	1,193.42
Aggregate amount of quoted investments	3,09,761.88	1,62,739.50	-	-
Aggregate market value of quoted investments	3,09,761.88	1,62,739.50	-	-
Aggregate book value of quoted investments in mutual funds	-	-	38.26	543.42
Aggregate net asset value of mutual funds	-	-	38.26	543.42
Aggregate value of other unquoted investments	942.92	1,054.92	-	650.00
Aggregate amount of impairment in the value of investment	269.35	269.35	-	-

5.1 Refer Note 14A and 14B for investments pledged as security.

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for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

6. Loans (at amortised cost)

Particulars	Non Current		Current	
	As at 31 Mar 2024	As at 31 Mar 2023	As at 31 Mar 2024	As at 31 Mar 2023
Inter corporate deposit (Refer Note 46 for Related Party Disclosures)	29,775.07	1,125.00	4,800.00	44,263.33
Less: Loss allowance for doubtful deposits	(725.00)	(925.00)	-	-
	29,050.07	200.00	4,800.00	44,263.33

Notes

Particulars	Non Current		Current	
	As at 31 Mar 2024	As at 31 Mar 2023	As at 31 Mar 2024	As at 31 Mar 2023
Breakup of Loans details:				
Secured - considered good	-	-	-	-
Unsecured - considered good	29,050.07	200.00	4,800.00	44,263.33
Unsecured - Credit impaired	725.00	925.00	-	-
	29,775.07	1,125.00	4,800.00	44,263.33
Less: Allowance for doubtful deposits	(725.00)	(925.00)	-	-
	29,050.07	200.00	4,800.00	44,263.33

7. Other financial assets (at amortised cost)

Particulars	Non Current		Current	
	As at 31 Mar 2024	As at 31 Mar 2023	As at 31 Mar 2024	As at 31 Mar 2023
Security deposits	332.60	324.33	2,357.78	1,840.65
Non-current bank balance (refer note (i) below)	3,167.79	1,671.48	-	-
Unbilled revenue (refer note 49)	-	-	678.29	652.89
Amounts held with Central Electricity Regulatory Commission (CERC) (refer note ii below)	-	-	102.25	102.25
Less:-Provision for CERC	-	-	(102.25)	-
Government Grants in the form of interest subvention/ assistance (refer note iii below)	-	-	2,999.32	3,042.79
Less:- Provision for grant in form of Interest subvention	-	-	(2,864.02)	-
Marked to market value of derivative instruments not designated as hedges	-	-	-	78.70
Insurance Receivable (refer note iv below)	-	-	1,077.70	-
Interest accrued but not due	25.55	3.30	34.50	734.68
Margin Trade Funding	-	-	537.48	-
Other receivables	-	-	1,602.73	3,224.92
	3,525.94	1,999.11	6,423.78	9,676.88

Notes

i) Majorly non-current bank balance includes the following:

- INR 43.00 lakhs (31 March 2023: INR 43.00 lakhs) pledged to Bombay Stock Exchange, National Stock Exchange and National Securities Clearing Corporation Ltd as deposits which are maturing within 12 months of reporting date. However, considering the compulsion to renew the same, they have been treated as non current.
- INR 1.12 lakhs (31 March 2023: INR 1.12 lakhs) with clearing member ISSL Settlement & Transaction Services Limited.
- INR 500.00 lakhs (31 March 2023: INR 500.00 lakhs) lien with HDFC Bank Limited.

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- (d) INR 35.41 lakhs (31 March 2023: INR 550.68 lakhs) pertains to the amount pledged with banks and sales tax authorities by Holding company.
- (e) INR 1,557.72 lakhs (31 March 2023: INR 280.18 lakhs) is on account of FD submitted to SDF for NOC for creating additional charge and for margin money against BG for distillery.
- (f) The deposit of 22.00 lakhs (31 March 2023: INR 22.00 lakhs) is lien with Insurance Regulatory and Development Authority of India for meeting minimum base capital requirement prescribed under Regulation 23 of Insurance Regulatory and Development Authority of India (Insurance Brokers) Regulations, 2017 (earlier Regulation 12 of Insurance Regulatory and Development Authority of India (Insurance Brokers) Regulations, 2013)
- (g) INR 148.88 lakhs (31 March 2023: INR 140.50 lakhs) lien marked in favour of debenture trustee catalyst Trusteeship Limited (for the benefit of the subscribers of Debentures ("Debenture Holders") i.e. ICICI Prudential Corporate Credit Opportunities Fund I.
- ii) INR 500 per REC unit sold has been deducted and held by respective power exchanges for onward submission to CERC on behalf of the Holding Company being a RE generator with reference to Hon'ble Supreme Court order dated 14 July 2017. Total amount held is INR 102.25 lacs (31 March 2023: 102.25 lakhs). Considering prudence, in view of the substantial delay, the company has made provision for such receivable.
- iii) The Holding company has accrued government grant in form of Interest subvention amounting to INR 2,999.32 lakhs (31 March 2023: INR 3,045.77 lakhs). There has been a significant delay in receipt of such government grants. Considering prudence, the company has made provision for INR 2864.02 lakhs against such receivable.
- iv) On 31.03.2023, there was an explosion in the sugar factory of the Holding Company, resulting in major damage of boiler and other equipments. The Company has incurred expense aggregating to Rs.1644.34 lacs towards repair of the boiler and has also received an advance of Rs. 625 lacs from the insurance company. The net balance of Rs. 1019.34 lacs has been shown as insurance claim receivable under other current assets. The insurance claim is under process with the insurance company and the Company is hopeful of recovering entire damages due to fire incident.

Note 8: Other assets

Particulars	Non Current		Current	
	As at 31 Mar 2024	As at 31 Mar 2023	As at 31 Mar 2024	As at 31 Mar 2023
Unsecured considered good				
Capital advances (refer note 9 (i) c)	40.35	4,798.90	-	-
Advances to suppliers (refer note (i) and (ii) below)	-	639.61	736.40	2,866.21
Balances with statutory authorities	569.04	621.46	1,832.56	2,321.74
Amount paid as deposits against disputed demand	187.53	185.38	-	-
Prepaid expenses	19.52	0.29	480.57	374.26
Rent equilisation reserve	-	-	173.88	157.86
Renewable energy certificate receivable	-	-	-	75.03
Others	-	-	12.66	37.86
Gratuity plan asset (refer note 40)	-	-	7.58	10.06
Contract assets				
Cost incurred to obtain a contract (Refer note 49 for details of significant changes in contract assets)	-	-	-	22.94
	816.44	6,245.64	3,243.65	5,865.96

Notes

- i) Includes recoverable advances paid to a sub-contractor amounting to Rs.2,246.49 lakhs (Previous Year: Rs 2,246.49 lakhs) including interest accrued Rs.33.72 lakhs (Previous Year: Rs.33.72 lakhs). The Management had initiated legal proceedings and was pursuing recovery through arbitration and other legal means with that party. During the year, management have done reassessment of claim on subcontractor, potential counter claim by sub-contractor against Company, the cost and time involved in arbitration and other legal aspects, it was felt appropriate by Company to withdraw the arbitration proceeding. Accordingly, Company has submitted the withdrawal application on 11 March 2024 and provision is created against this recoverable advance.

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(All amounts in INR lakhs, unless stated otherwise)

- ii) Includes advance payments made under the Development Management Agreement to agencies which are entitled to certain percentage of income calculated in the manner specified therein. The advance payments made aggregated to Rs. 639.61 lakhs as at 31 March 2024 (Previous Year: Rs. 639.61 lakhs) and these will be adjusted in the year when the agency becomes entitled to share of income as per the agreement. One of the operating creditors of the Agency has initiated insolvency proceeding against them. The subsidiary company is an unsecured creditor and the Agency has no substantial assets which can give recovery to unsecured creditors. As a prudent practice, the management has decided to fully provide for this amount.

Note 9: Inventories

Particulars	As at 31 Mar 2024	As at 31 Mar 2023
Raw materials	120.72	165.69
Land and construction work-in-progress (refer note (i)below)	27,965.81	80,886.09
Work-in-progress	1,116.80	476.56
Finished goods/ Traded Goods (refer note (ii))	38,261.10	24,390.27
Pakaging material,Stores and spares	394.72	477.97
Valued at estimated realisable value:		
By-products/ Joint Products		
Bagassee	1,294.22	703.35
Molasses	2,774.76	3,850.87
Pressmud	16.83	70.83
Scrap	8.70	25.50
	71,953.66	1,11,047.13

Notes:

(i) Land and construction work-in-progress

- a) Land admeasuring 41,563 sq mt (31 March 2023: 2,78,611 sq mt) of INR 540.32 lakhs (31st March 2023: INR 3621.94 lakhs) is pending to be registered in the Company's name. The title deeds for the same is in name of Zuari Agro Chemicals Limited, an associate.
- b) The Management has reviewed the carrying value of its construction work-in-progress by assessing the net realisable value of the project which is determined by forecasting sales rates, expected sale prices and estimated costs to complete (including escalations and cost overrun). This review by the management did not result in any loss and thus no adjustments/ provisions to the carrying value of project work-in-progress was required and external valuation was not considered necessary by the Management. In respect of early stage projects, the underlying fair value of land based on valuation report of chartered engineer was considered for the purpose of determining the net realisable value and the carrying value of the construction work-in-progress was found to be less than the net realisable value so ascertained
- c) Zuari Infracoreworld SJM Properties LLC (ZISJM), incorporated in Dubai Mainland, as a wholly owned subsidiary of Zuari Industries Limited (Ultimate Holding company), had initiated the project "Exquisite Living Residences" in the year 2014 at Dubai, UAE after signing a JV agreement with Green Tree Property Management Co. LLC, UAE (the JV Partner and land owning company, GTPMC). Accordingly, Burj District Development Limited (BDDL) was incorporated as the JV Company between ZISJM and GTPMC, in Cayman Islands Offshore. Expenditure for approvals, construction cost etc. was being incurred in respect of the project by ZISJM, being the project developer and had classified such expenditure as development work in progress.

In terms of an agreement dated 12 January 2023, ZISJM was entrusted with the task of project management, supervision and successful development of the said project for an agreed fee. The development activity is carried out on behalf of the wholly owned subsidiary of BDDL i.e Burj District One Limited (BOO) in Jebel Ali Freezone, Dubai which owns the plot of land.

During the FY 2023-24, The Board of Directors of ZISJM, has reclassified INR 43,653.00 lakhs from inventory and INR 4,798.50 lakhs from capital advances to Investment in Joint Venture company i.e. Burj District Development Limited.

(ii) Finished goods

- a) Includes an amount of INR 2,217.32 lakhs (31 March 2023: INR 519.21 lakhs) which represents residential units in respect of which Group has entered into agreement for sale with the respective customers, amounts received against these agreements by the Group has been reported as advance from customers. Pending receipt of balance consideration and execution of absolute sale deed effecting the transfer of legal title, the same is reported as Inventory.

- (iii) For inventories pledged as securities against financial liabilities, refer note 14A and 14B.

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Note 10: Trade receivables

Particulars	As at 31 Mar 2024	As at 31 Mar 2023
Amortised cost		
Trade receivables - related parties (refer note 46)	2,295.65	2,338.08
Trade receivables - others	3,195.55	5,661.65
	5,491.20	7,999.73
Break-up for security details:		
From related parties		
Unsecured, considered good	2,295.65	2,338.08
From others		
Secured, considered good	254.84	315.85
Unsecured, considered good	2,940.71	5,345.80
Unsecured – credit impaired	2,261.14	2,143.94
	7,752.34	10,143.67
Less: Loss allowances	(2,261.14)	(2,143.94)
	5,491.20	7,999.73

No trade or other receivable are due from directors or other officers of the Group either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

Trade Receivable Ageing Schedule

Particulars	As at 31 March 2024						Total
	Unbilled revenue	< 6 months	6 month -1 years	1 - 2 Years	2 - 3 Years	> 3years	
Undisputed Trade Receivable - Considered Good	190.97	2,960.43	281.60	604.08	605.74	848.37	5,491.20
Undisputed Trade Receivable - Which have a significant increase in credit risk	-	-	-	-	-	2,261.14	2,261.14
Less: Provision for doubtful debt	-	-	-	-	-	(2,261.14)	(2,261.14)
Total	190.97	2,960.43	281.60	604.08	605.74	848.37	5,491.20

Particulars	As at 31 March 2023						Total
	Unbilled revenue	< 6 months	6 month -1 years	1 - 2 Years	2 - 3 Years	> 3years	
Undisputed Trade Receivable - Considered Good	86.99	3,067.72	2,779.05	684.13	562.22	819.62	7,999.73
Undisputed Trade Receivable - Which have a significant increase in credit risk	-	-	-	-	58.76	2,085.18	2,143.94
Less: Provision for doubtful debt	-	-	-	-	(58.76)	(2,085.18)	(2,143.94)
Total	86.99	3,067.72	2,779.05	684.13	562.22	819.62	7,999.73

Note 11: Cash and cash equivalents

Particulars	As at 31 Mar 2024	As at 31 Mar 2023
Cash and cash equivalents		
Balances with banks:		
On current accounts	5,486.30	8,396.25
Cash on hand	3.59	5.90
Deposits with original maturity less than 3 months	62.16	733.22
	5,552.05	9,135.37

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Note 12: Other bank balances

Particulars	As at 31 Mar 2024	As at 31 Mar 2023
Balances with banks:		
Balance with banks-on fixed deposit account with remaining maturity period for more than 3 months but less than 12 months (refer note (i) below)	96.19	27,278.83
Balance with banks - on unpaid dividend account	46.90	24.35
Margin money deposits (refer note (ii) below)	28.70	27.92
Balance in Current Accounts - Exchanges	232.80	904.43
Balance in Escrow Accounts (refer note (iii) below)	62,503.06	25,315.82
	62,907.65	53,551.35

Notes:

- i) Balance with Banks on fixed deposit include:
 - a) Includes amount pledged with banks against BGs of INR 80.07 lakhs (31 March 2023: INR 91.93 lakhs).
 - b) Deposits of Nil (31 March 2023: INR 24,542.29 lakhs) held with banks under lien in favour of Yes Bank Limited, GIFT City for providing finance facility to Zuari SJM Properties LLC, Dubai."
- ii) Margin money deposit with carrying amount of INR 28.70 lakhs (31 March 2023: INR 27.92 lakhs) are subject to first charge to secure the Company's bank guarantee.
- iii) This represents funds received in Escrow accounts from the customers towards the residential project "Exquisite Living Residences" towards the sales proceeds on behalf of the Project company i.e. Burj District One Limited (Wholly OWned subsidiary of the JV Company, Burj District development Limited).

Note 13A: Equity share capital

Particulars	As at 31 Mar 2024	As at 31 Mar 2023
Authorised:		
155,000,000 (31 March 2023: 155,000,000) equity shares of INR 10/- each	15,500.00	15,500.00
Issued:		
29,789,235 (31 March 2023: 29,789,235) equity shares of INR 10/- each fully paid	2,978.92	2,978.92
Subscribed and paid-up* :		
29,781,184 (31 March 2023: 29,781,184) equity shares of INR 10/- each fully paid	2,978.12	2,978.12
Add: Amount paid up on forfeited shares	0.05	0.05
	2,978.17	2,978.17

I. Reconciliation of equity shares outstanding at the beginning and end of the reporting year

Equity shares	As at 31 Mar 2024		As at 31 Mar 2023	
	In numbers	Amount	In numbers	Amount
At the beginning of the year	2,97,81,184	2,978.12	2,94,40,604	2,944.06
Issued during the year	-	-	3,40,580	34.06
Outstanding at the end of the year	2,97,81,184	2,978.12	2,97,81,184	2,978.12

II. Terms/ Rights attached to equity shares

- i) The Company has only one class of equity shares having a par value of INR 10 per share. Each share holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by board of directors is subject to the approval of shareholders in the ensuing Annual General Meeting.
- ii) 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 shareholder.

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III. Details of Shareholders holding more than 5% of equity shares in the Company

Name of shareholder	As at 31 Mar 2024		As at 31 Mar 2023	
	No. of Shares held	% Holding in Class	No. of Shares held	% Holding in Class
Globalware Trading and Holdings Limited	74,91,750	25.16%	74,91,750	25.16%
Texmaco Infrastructure and Holdings Limited	27,57,941	9.26%	27,57,941	9.26%
Adventz Finance Private Limited	29,34,947	9.86%	29,34,947	9.86%

As per records of the Holding Company, including its register of shareholders/member and other declarations received from shareholders regarding beneficial interest, the above holding represents both legal and beneficial ownership of shares.

IV. Aggregate number of shares issued for consideration other than cash

	As at 31 Mar 2024	As at 31 Mar 2023
Shares issued for consideration other than cash	-	3,40,580

V. Shareholding of Promoters

Name	No of Shares 31 March 2024	% of total Shares	No of Shares 31 March 2023	% of total Shares	% Change during the year
Texmaco Infrastructure & Holdings Limited	27,57,941	9.26%	27,57,941	9.26%	0.00%
Adventz Finance Private Limited	29,34,947	9.86%	29,34,947	9.86%	0.00%
New Eros Tradecom Limited	11,96,767	4.02%	11,96,767	4.02%	0.00%
Adventz Securities Enterprises Limited	98,804	0.33%	98,804	0.33%	0.00%
Saroj Kumar Poddar as trustee	12,00,000	4.03%	12,00,000	4.03%	0.00%
Saroj Kumar Poddar as individual	3,22,989	1.08%	3,22,989	1.08%	0.00%
Jyotsna Poddar	71,621	0.24%	71,621	0.24%	0.00%
Basant Kumar Birla	30,000	0.10%	30,000	0.10%	0.00%
Saroj & Company	10,457	0.04%	10,457	0.04%	0.00%
Duke Commerce Limited	3,01,761	1.01%	3,01,761	1.01%	0.00%
Jeewan Jyoti Medical Society	1,38,550	0.47%	1,38,550	0.47%	0.00%
Greenland Trading Private Limited	7,018	0.02%	7,018	0.02%	0.00%
Indrakshi Trading Company Private Limited	7,018	0.02%	7,018	0.02%	0.00%
Shradha Agarwala	7,018	0.02%	7,018	0.02%	0.00%
Aashti Agarwala	7,018	0.02%	7,018	0.02%	0.00%
Anisha Berlia	7,018	0.02%	7,018	0.02%	0.00%
Ayesha Poddar	7,018	0.02%	7,018	0.02%	0.00%
Akshay Poddar	3,20,384	1.08%	3,20,384	1.08%	0.00%
Globalware Trading And Holdings Limited	74,91,750	25.16%	74,91,750	25.16%	0.00%

Note 13B: Other equity

Particulars	As at 31 Mar 2024	As at 31 Mar 2023
Retained earnings		
Balance brought forward from last year	69,315.14	39,072.32
Add: Profit for the year	71,391.29	31,063.01
Add: Reclassification from OCI to retained earnings on disposal of investments	9,247.12	-
Add/(Less): Other comprehensive income	(3.92)	55.23
Less: Transfer to Molasses Reserves	(18.02)	(13.06)
Less: Arisen pursuant to scheme of amalgamation	-	(564.55)
Less: Dividends paid (refer note 33)	(297.81)	(297.81)
	1,49,633.80	69,315.14
General reserve		
Balance brought forward from last year	3,700.00	3,700.00
Add: Transfer to Retained Earnings	-	-
	3,700.00	3,700.00

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Particulars	As at 31 Mar 2024	As at 31 Mar 2023
FVTOCI reserve		
Balance bought forward from last year	1,51,800.43	2,39,026.85
Add: Movement during the year	79,761.66	(87,226.42)
Add: Reclassification from OCI to retained earnings on disposal of investments	(9,247.12)	-
	2,22,314.97	1,51,800.43
Capital reserve		
Add: Provided during the year	7,258.55	7,258.55
	7,258.55	7,258.55
Molasses and alcohol storage and maintenance reserve		
Balance bought forward from last year	173.51	160.45
Add: Provided during the year	18.02	13.06
	191.53	173.51
Foreign currency translation reserve		
Balance bought forward from last year	(1,002.24)	(572.69)
Less: Other comprehensive income	923.92	(429.55)
	(78.32)	(1,002.24)
Equity component of non convertible preference shares		
Balance bought forward from last year	5,890.53	5,890.53
	5,890.53	5,890.53
Equity Share Application Money Pending Allotment on Merger		
Balance bought forward from last year	-	54.71
Add/(Less): Arisen pursuant to scheme of amalgamation	-	(54.71)
	3,88,911.05	2,37,135.91

i) Nature and purpose of other reserve

Retained earnings

Retained earnings are created from the profit / loss of the Company, as adjusted for distributions to owners, transfers to other reserves, etc.

General reserve

The Group has transferred a portion of the net profit kept separately for future propose.

FVTOCI reserve

The Group has elected to recognise changes in the fair value of certain investments in equity shares in other comprehensive income. These are accumulated in Fair value through OCI reserve in OCI within the equity. The Company transfers this reserves to retained earnings when relevant equity investments are derecognised.

Capital reserve

Where the preference shares are redeemed out of the profits available for distribution, a sum equivalent to the nominal amount of shares being redeemed shall be transferred to the Capital Redemption Reserve. It also includes Group's share of capital reserve of associate companies.

Molasses and alcohol storage and maintenance reserve

The above mentioned reserve is created under Molasses Control Order 1961 which requires every sugar factory to set aside a amount as mentioned in the order. The amount credited in said account shall be utilised only for purposes of construction or erection of storage facilities for molasses.

Foreign currency translation reserve

Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed off.

Equity component of non convertible preference shares

This represents equity component on discounting of preference shares issued by various group companies outside the group.

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Note 14A: Non current borrowings

Paticulars	As at 31 Mar 2024	As at 31 Mar 2023
Secured		
Term loans		
Rupee loan		
- from banks	17,318.78	26,933.63
- from financial institutions	94,227.58	85,092.98
- Non-Convertible debentures from financial institution	40,144.76	67,244.26
Foreign currency loan		
Foreign currency loans	-	9,248.63
Liability Component of financial instruments		
- 7% Non-convertible redeemable preference shares (NCRPS)	606.48	590.04
- 8.5% Non-convertible cumulative redeemable preference shares (NCRPS)	13,908.68	12,344.29
- 10.50% Non-convertible cumulative redeemable preference shares (NCRPS)	646.65	633.68
Unsecured		
Inter corporate deposits (refer note 46)	5,031.75	6,511.44
Loan from others	2,606.33	2,567.31
	1,74,491.01	2,11,166.26
Less: Amount disclosed under the head "Current Borrowings" (refer note 14B)	47,607.52	33,817.20
	1,26,883.49	1,77,349.06

14.1 Changes in liabilities arising from financing activities pursuant to Ind AS 7 - Cash flows:

Paticulars	Non-Current borrowings (including current maturities)	Current borrowings
As at 1 April 2022	2,06,516.01	37,518.98
Cash adjustments		
Proceeds from borrowings	28,412.82	9,310.27
Repayment of borrowings	(21,034.43)	(4,153.02)
Non-cash adjustments		
Impact of Regrouping	(8,119.54)	8,119.54
Effective interest rate adjustments	5,391.40	-
As at 31 March 2023	2,11,166.26	50,795.77
As at 1 April 2023	2,11,166.26	50,795.77
Cash adjustments		
Proceeds from borrowings	80,735.52	25,346.27
Repayment of borrowings	(1,15,108.34)	(13,983.64)
Non-cash adjustments		
Effective interest rate adjustments	(2,302.43)	11.50
As at 31 March 2024	1,74,491.01	62,169.90

1. Rupees term loans from banks

- Facility of Nil (31 March 2023: INR 269.86 lakhs) consisting a term loan, bearing interest @ 9.40%-10.50% p.a. was taken from State Bank of India. The term loan is repayable in 16 equal quarterly instalments commencing from 1 April 2019 and ending on 11 April 2023. The loan has been fully repaid during the year.
- Facility of Nil (31 March 2023: INR 1706.46 lakhs) bearing interest @ - 9.40%p.a- 10.50% p.a. consist of cane soft loan taken from State Bank of India. The loan is repayable in 18 quarterly installments commencing from 31 December 2019 and ending on 30 September 2024. The loan has been fully repaid during the year.
- Facility of INR 588.08 lakhs (31 March 2023: INR 2846.22 lakhs) from Zila Sahakari Bank. This loan is secured by way of Residual charge on free assets of the Company and carry a interest rate of 5%. The loan is repayable in 60

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equal monthly installments starting from 31 July 2019. The loan is at concessional rate of interest and has been carried at amortised cost using discount rate of 11.80%-12.30% p.a.

- d. Finance facility availed by Zuari SJM Properties LLC, Dubai step down subsidiary comprising of term loan facility with the total sanctioned limit of Nil (2023: Rs.22,111.09 lakhs [AED 110 million at rate at the reporting date of Rs.22.372 per AED (USD 30.5 million)]) from Yes Bank Limited, IFSC banking unit, GIFT city, Gujarat, India towards project development related expense. The loan has been fully repaid during the year.
- e. Facility of 16,730.70 lakhs (31 March 2023: Nil) bearing interest @ 9.65 % p.a from Canara Bank. The loan is for a tenure of five years. The loan is repayable in ten half yearly installments starting from Sept 2024, with first two installment of 2.50% each of the loan amount then another two of 7.50% each of the loan amount and remaining six of 13.33% each of the loan amount. The above loans is secured by way of:

Exclusive mortgage of land at Mandya District, Mysore admeasuring 23.02 acre held by Zuari Infracore India Limited (subsidiary) and exclusive mortgage of land at Goa admeasuring approx 26 acres in the name of the company. The company has also pledged 8,00,000 shares of Chambal Fertilizers and Chemicals limited."

2. Rupees term loans from financial institutions

- a. Facility of INR 12,500.00 lakhs (31 March 2023: INR 4,300.59 lakhs) from Bajaj Finance Limited, bearing interest rate 9.65% p.a. ~ 9.90% p.a. having outstanding balance of INR 12,464.00 lakhs (31 March 2023: INR 4,300.59 lakhs). The loan is repayable in 36 months from the date of disbursement. The loan is secured by pledge of 69,15,914 share of Chambal Fertilizers and Chemicals Limited (owned by the Company) and 3,85,000 shares of Chambal Fertilizers and Chemicals limited owned by Simon India limited (Wholly Owned Subsidiary).
- b. Facility of INR 9,375.00 lakhs (31 March 2023: INR 9,375.00 lakhs) from Tata Capital Financial Services Ltd., bearing interest rate 12.25 % p.a. having outstanding balance of INR 3,111.67 lakhs (31 March 2023: INR 9,292.77). The loan is repayable in 4 equal installments within 42 months from the date of first disbursement. The loan is secured by pledge of 8,17,500 shares of Chambal Fertilizers and Chemicals Limited (owned by the Company) and 3,41,000 shares of Gillette India Limited (owned by Globalware Trading and Holdings Limited).
- c. Facility of INR 5,000.00 lakhs (31 March 2023: INR 5,000 lakhs) from STCI Finance Limited, bearing interest rate 11.75% p.a. having outstanding balance of INR 4,990.87 lakhs (31 March 2023: INR 4,980.70 lakhs). The loan is repayable in 36 months from the date of disbursement. The loan is secured by pledge of 33,28,000 shares of Chambal Fertilizers and Chemicals Limited (owned by the Company).
- d. Facility of INR 11,500.00 lakhs (31 March 2023: Nil) from Axis Finance Limited, bearing interest rate 10.75 % p.a. having outstanding balance of INR 11,381.19 lakhs (31 March 2023: Nil). The loan is repayable in 4 unequal annual installments from the date of first disbursement.

The above loans was secured by way of:

Exclusive mortgage of land at Goa admeasuring approx 30.55 acres in the name of the company and exclusive mortgage of land (Including factory) at Chennai admeasuring approx 16.72 acre in the name of Indian Furniture products India Limited (Subsidiary of the company). The company has also pledged 56,90,000 shares of Chambal Fertilizers and Chemicals limited owned by the company."

- e. Facility of INR 1,561.32 lakhs (31 March 2023: INR 2,349.00 lakhs) bearing interest @ 9.80 % p.a. consist of loan taken from Indian Renewal Energy Development Agency Limited (IREDA). The said loan is repayable in 40 quarterly installments starting from expiry of 1 year from the date of commissioning of co-generation project.

The loan is secured by way of:

1. First mortgage / charge, pari passu, on entire fixed assets of company, situated at 62.318 acres of land at Aira Estate, Khamaria Pandit, Distt Lakhimpur Kheri, Uttar Pradesh and a new peice of land of 27.045 acres at Village Allipur, Paragana Dhauraha, District Kheri, Uttar Pradesh with existing term loan lender State Bank of India and Sugar Development Fund.
2. Second pari-passu charge on current assets of company (excluding receivables from the power project on which there is a first pari-passu charge) along with other lenders.

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- f. Facility of INR 3,785.15 lakhs (31 March 2023: INR 5,118.48 lakhs) bearing interest of 11.80% p.a. consist of loan taken from Indian Renewal Energy Development Agency Limited (IREDA). The said loan is repayable in 24 equal quarterly installments from 12 months from commencement of operations.

The loan is secured by way of First equitable mortgage charge on entire fixed assets of the Company, situated at 62.318 acres of land at Aira Estate, Khamaria Pandit, Distt Lakhimpur Kheri, Uttar Pradesh and a new piece of land of 27.045 acres at Village Allipur, Paragana Dhauraha, District Kheri, Uttar Pradesh together with building, movable and immovable machinery and fixed assets (present and future) of Company, pari pasu with other term lenders including SDF and Exclusive charge on Escrow/TRA account opened for Distillery receivables.

- g. Facility of INR 140.44 lakhs (31 March 2023: 327.68 lakhs) bearing interest of 9.70% p.a. consist of loan taken from Indian Renewal Energy Development Agency Limited (IREDA). The said loan is repayable in 16 equal quarterly installments from 30 June 2021 and ending on 31 December 2024.

The loan is secured by way of First pari passu charge on entire movable including the receivables of power and immovable properties of the Company including and pertaining to 62.318 acres of land at Aira Estate, Khamaria Pandit, Distt Lakhimpur Kheri, Uttar Pradesh and a new piece of land of 27.045 acres at Village Allipur, Paragana Dhauraha, District Kheri, Uttar Pradesh with existing term loan lender State Bank of India and Sugar Development Fund and Second pari passu charge on entire current assets of the Company excluding receivables on which IREDA and SBI have first pari passu charge.

- h. Facility of INR 677.83 lakhs (31st March 2023: 954.50 Lakhs) bearing interest of 11.30% p.a. consist of loan taken from Indian Renewal Energy Development Agency Limited (IREDA). The said loan is repayable in 24 equal quarterly installments from 30 December 2020 and ending on 30 September 2026 .

The loan is secured by way of First equitable mortgage charge on entire fixed assets of the Company, situated at 62.318 acres of land at Aira Estate, Khamaria Pandit, Distt Lakhimpur Kheri, Uttar Pradesh and a new piece of land of 27.045 acres at Village Allipur, Paragana Dhauraha, District Kheri, Uttar Pradesh together with building, movable and immovable machinery and fixed assets (present and future) of the Company, pari pasu with other term lenders including SDF and Exclusive charge on Escrow/TRA account opened for Distillery receivables.

- i. Facility under Sugar Development Fund of INR 1,883.35 lakhs (31 March 2023: INR 3,032.19 lakhs) consisting of term loan 1 of INR 723.70 lakhs (31 March 2023: INR 1,428.12 lakhs) and term loan 2 of INR 1,159.65 lakhs (31 March 2023: INR 1,604.07 lakhs) carrying a fixed rate of interest 4.75% p.a. and 4.50% p.a. respectively for a time period of 10 years.

The said term loan 1 is repayable in 10 Half yearly installments starting from 28 April 2020.

The said term loan 2 is repayable in 10 Half Yearly installments starting from 31 January 2022.

The loan is secured by first charge on, pari passu basis, all moveable assets of company except book debts and a new piece of land of 27.045 acres at Village Allipur, Paragana Dhauraha, District Kheri, Uttar Pradesh with existing term loan lenders SBI and IREDA.

The loan is at concessional rate of interest and has been carried at amortised cost using discount rate of 11.80%-12.30%.

- j. Facility of Nil (31 March 2023: INR 16,525.92 lakhs) bearing interest @ 11.85% p.a from LIC Housing Finance Limited. The loan is repayable over a period of 60 months with 36 months moratorium for repayment of principal from the date of first disbursement with right to accelerate payment based on the review of cash flows.

The loan is secured by way of equitable mortgage on the Land and Building to be constructed under project name "Zuari Garden City " in area admeasuring to 50 Acres and 35 Guntas (excluding sold units), Project receivables and further secured by Corporate Guarantee issued by the holding company. The loan has been repaid during the year."

- k. Facility of INR 7,499.64 lakhs (31 March 2023: INR 4,999.64 lakhs) bearing interest @ 11% p.a from IIFL Wealth. The loan is repayable over a period of 36 months with 18 months lock in.

Pledge of 17,40,000 shares of Chambal Fertilizers and Chemicals Limited (Owned by the Company) and 1,43,654 shares of Gillette India Limited (Owned by Adventz Finance Private Limited) to provide security cover of 2 times.

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- l. The term loan facility of INR 5,000 Lakhs (31st Mar 2023 - INR 4,650 Lakhs) taken from M/s Bajaj Finance Limited (BFL) carries an annual interest at floating rate of 9.75% p.a. linked to BFL base rate. It is repayable at the end of Tenure i.e 36 months. The term loan is secured by way of:-
 1. Pledge of Equity Shares of Chambal Fertilisers & Chemicals Ltd
 2. Security Provided by Zuari Industries Limited.
 3. During the period Interest rate was range from from 9.75% to 9.95%.
 4. The outstanding book balance is INR 4994.89 Lakhs (31 March 2023: INR 4640.07 lakhs).
- m. Facility of INR 9,975.30 lakhs (31 March 2023 : INR 8,000 lakhs) bearing interest @13.00% pa. taken from IIFL Wealth Prime Limited and is repayable in 36 months (effective 10th April 21) with 18 months lock-in.The loan is secured by way of pledge of 33,53,500 Equity shares of Chambal Fertilisers & Chemicals Limited of Zuari Industries Limited and Premium Exchange and Finance Limited and 1,35,038 Equity Shares of Gillette India Ltd held by Adventz Finance Private Limited and Globalware Trading and Holdings Limited to provide 2.00 times of security value.
- n. Facility of INR 12,450 lakhs (31 March 2023 : INR 12,450 lakhs) bearing interest @ 10.50%~10.75% p.a. taken from Tata Capital Finance Services Ltd having outstanding balance of INR 8,282.69 lakhs (31 March 2023: INR 12,387.60 lakhs) and is repayable in 36 months.The loan is secured by way of pledge of 34,14,079 Equity shares of Chambal Fertilisers & Chemicals Limited of Zuari Industries Limited (Formerly Zuari Global Limited) and 15,000 Equity Shares of Gillette India Ltd held by GTHL.
- o. Facility of INR 6,100 lakhs (31 March 2023: INR 5,700 lakhs) bearing interest @9.50%~9.75% p.a. taken from Bajaj Finance Ltd and is repayable in 24 months.The loan is secured by way of pledge of 39,79,785/- equity shares of Chambal Fertilisers & Chemicals Limited of Zuari Industries Limited (Formerly Zuari Global Limited) cover of 2 times.
- p. Facility of INR 4500 lakhs (31 March 2023: INR 2,500 lakhs) outstanding of INR 1,491.76 lakhs (31 March 2023: INR 2,483.84 lakhs) bearing interest @ 11.15%~11.50% p.a. taken from Arka Fincap Limited and is repayable by 30 June 2024. The loan is secured by way of pledge of 22,00,000/- equity shares of Chambal Fertilisers & Chemicals Limited of Mr Akshay Poddar to provide security cover of 2 times of the outstanding loan.
- q. Facility of INR 10,000 lakhs (31 March 2023 : Nil) outstanding of INR 9,933.93 lakhs (31 March 2023: Nil) bearing interest @11.90% pa. taken from 360one Wealth Prime Limited and is repayable in 36 months (effective 2th Jan 24).The loan is secured by way of pledge of 60,05,500 Equity shares of Chambal Fertilisers & Chemicals Limited of Zuari Industries Limited to provide 2.00 times of security value.
- r. Facility of INR 6,000 lakhs (31 March 2023 : Nil) outstanding of INR 5,953.55 lakhs (31 March 2023: Nil) bearing interest @12.00% pa. taken from 360one Wealth Prime Limited and is repayable in 36 months (effective 2th Jan 24).The loan is secured by way of pledge of 33,70,000 Equity shares of Chambal Fertilisers & Chemicals Limited of Zuari Industries Limited to provide 2.00 times of security value.

3. Non Convertible debentures from financial institution

- a) Secured, unrated and unlisted Non-Convertible Debentures ('NCDs') aggregating to Nil (31 March 2023: INR 12,750.00 lakhs) comprising of Nil debentures of INR 10 lakhs each (31 March 2023: 1,275 debentures of INR 10 lakhs each), bearing interest rate of 6.00% p.a. (effective 7.06% after applicable taxes). These NCDs are redeemable on private placement basis at a premium of 11.00% compounded quarterly. The carrying value of the NCDs after adjustment of processing fees is Nil (31 March 2023: INR 17,255.17 lakhs).
- b) Secured, unrated and unlisted Non-Convertible Debentures ('NCDs') aggregating to INR 15,000.00 lakhs comprising of 1,500 debentures of INR 10 lakhs each bearing interest rate of 11.00% p.a. The carrying value of the NCDs after adjustment of processing fees is INR Nil lakhs (31 March 2023: 14,792.05 lakhs). The loan has been fully repaid during the year.
- c) Secured, unrated and unlisted Non-Convertible Debentures ('NCDs') aggregating to INR 20,000.00 lakhs comprising of 2,000 debentures of INR 10 lakhs each bearing interest rate of 11.00% p.a. The carrying value of the NCDs after adjustment of processing fees is INR 19,790.98 lakhs (31 March 2023: Nil). The 2000 debentures are redeemable on 30 Sept 2026.

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The NCDs are secured by way of Pledge of 3,657,445 shares of Chambal Fertilizers and Chemicals Limited (Owned by the Company) and 2,14,450 shares of Gillette India Limited (Owned by Adventz Finance Private Limited)."

- d) Secured, unrated and unlisted Non-Convertible Debentures ('NCDs') aggregating to INR 9,000.00 lakhs (31 March 2023: INR 9,000 Lakhs) comprising of 900 debentures of INR 10 lakhs each, bearing interest rate of 14.00% p.a. to IIFL Wealth Prime Limited.

This loan is secured by following:

- (i) A first ranking exclusive pledge to be created over 85,00,000 of preference shares of the Company ("ZIL Preference Shares"), held by Mr. Saroj Kumar Poddar ("Promoter") to ensure that a security cover is maintained at all times till the Debentures are redeemed in full, to the satisfaction of the Debenture Trustee along with all rights, title, claims, demands, benefits and interests of the Company therein, in favour of the Debenture Trustee, for the benefit of the holders of the Debentures ("Pledge");
 - (ii) Pledge of 34,75,000 equity shares of Chambal fertilizers and Chemicals Limited held by the company.
 - (iii) A first ranking and exclusive charge by way of hypothecation over all the present and future receivables of the Company and all the rights, title, interests, benefits, claims, proceeds, demands whatsoever or any part thereof of the Company in relation to such receivables ("Hypothecated Assets"), in favour of the Debenture Trustee; ("Hypothecation")
- e) Secured, unrated and unlisted Non-Convertible Debentures ('NCDs') aggregating to INR 17,500.00 lakhs comprising of 1,750 debentures of INR 10 lakhs each bearing interest rate of 10.00% p.a. were issued by the Company during the previous year. The carrying value of the NCDs is Nil (31 March 2023: INR 17,343.83 lakhs). The debentures have been repaid during the year.
- f) Secured, unrated and unlisted Non-Convertible Debentures ('NCDs') aggregating to INR 8,900.00 lakhs (31 March 2023: INR 8,900 lakhs) bearing interest rate of 6% per annum and 6.87% per annum redemption premium. The carrying value of the NCDs is INR 8,869.48 lakhs (31 March 2023: INR 8,853.21 lakhs). The 1750 debentures are redeemable on 10 Jan 2025.

This loan is secured by following:

- I.) First ranking pari passu and exclusive charge over below share
 - a) 7,00,000 equity shares (31 March 2023: 15,00,000 equity shares) of Chambal Fertilisers & Chemicals Limited of Zuari Industries Ltd, holding company
 - b) 3,77,840 equity shares (31 March 2023: 4,02,840 Equity share) of Chambal Fertilisers & Chemicals Limited of the company
 - c) 27,94,568 (31 March 2023: 27,94,568 Equity shares) of Zuari Agro chemicals Ltd held by Zuari Industries Ltd, holding company
 - d) 50,78,909 (31 March 2023: 50,78,909 Equity Shares) of Zuari Agro chemicals Ltd held by Zuari Management Services Limited, fellow subsidiary

The above shares are pledged in the favour of the Debenture Trustee, for the benefit of the Debenture Holders, the Pledged shares, Collateral and all of the Pledgor's right, title, interest, benefits, claims and demands whatsoever in, to, under, or in respect of Pledged shares existing now or hereinafter, delivered or deemed to be delivered.

- II.) Unconditional and irrevocable corporate guarantee issued by Zuari Industries Limited, holding company
 - III) First ranking and exclusive mortgage by way of deposit of title deeds over the mortgaged property.
 - IV) First ranking and exclusive charge by way of Hypothecation over the DSRA amount.
- g) Secured, unrated and unlisted Non-Convertible Debentures ('NCDs') aggregating to INR 2,500.00 lakhs comprising of 2,500 debentures of INR 1 lakhs each, bearing interest rate of 12.50% p.a. to Texterity Private Limited. Outstanding balance is INR 2,484.30 lakhs

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This loan is secured by following:

- i) Exclusive charge by way of pledge over 4,55,000 equity shares of Chambal Fertilizers & Chemicals Limited held by Zuari Industries Limited, such that total value of these pledged shares is at least 0.25x of Issue Size.
- ii) Pledge of 0.50x on shares of Chambal Fertilizers & Chemicals Limited held by Zuari Industries Limited till the security is perfected to the satisfaction of the Debenture Trustee. Once the charge on land is done, then such shares upto 0.25x to be released.
- iii) Exclusive mortgage over parcel of land parcels owned by Zuari Industries admeasuring 47595 (Forty Seven Thousand Five Hundred Ninety Five) square meters or thereabouts situate, lying and being at survey No-251/1, 252/1 situated at sancoale Village, Zuari Nagar, Goa, which shall be mortgaged by Zuari Industries Limited to the extent of 1.5x of issue size.

4. Foreign currency loans

Facility of Nil (31 March 2023: INR 9,248.63 lakhs) from Netherlandse Financierings Maatschappij Voor Ontwikkelingsladen N.V. (F.M.O) bearing interest @ 8.30% p.a (PY @ 4.21% p.a) and is repayable in installments starting from 10 July 2020 onwards (payable half yearly), being first 5 installments of USD 3.50 lakhs each , next 5 installments of USD 10.00 lakhs each, next 3 for USD 15.00 lakhs each and last being USD 27.50 lakhs.

The said term loan was secured by way of Exclusive charge on Immovable property of Company having survey no. 119/1 admsures 51425 sq. mtrs ,survey no. 120/1 admsures 8075 sq. mtrs,survey No 121 admsures 32239 sq. mtrs,survey No 129/1 admsures 24625 sq. mtrs,survey No 130/1 admsures 86175 sq. mtrs and survey No 131/1 admsures 19050 sq. mtrs situated at Sancoale within the limits of Village panchayat of Sancoale Goa, Mormugao Taluka, Sub Districty of Registration District of State of Goa. The loan has been repaid during the year.

5. Preference shares

a. The Non-Convertible Redeemable Preference Shares (NCRPS) of INR 606.48 lakhs (31 March 2023: INR 590.04 lakhs) carrying dividend @ 7.00% per annum. These shares are redeemable at par in one single lot after the expiry of 12th year from the date of allotment of shares with a right vested in the Board of Directors to redeem earlier subject to the consent of subscribers. The Board reserves the right to pay the dividend earlier with the consent of the subscribers but subject to the availability of profit. In case of loss or inadequacy of profit, the right of holders of NCRPS to receive the dividend shall expire. NCRPS have been initially recorded at amortised by discounting the cash flow at maturity of instruments with discount rate of 12% p.a.

b. 114.50 lakhs Non-Convertible Redeemable Preference Shares (NCRPS) with present value of debt component of INR 13,908.68 lakhs (31 March 2023: INR 12,344.29 lakhs) carry dividend @ 8.50% p.a. which are cumulative in nature and redeemable in Jan 2025 (70 lakhs shares), Aug 2025 (15 lakhs shares) and March 2025 (29.5 lakhs shares) respectively. Each holder of preference shares is entitled to one vote per share on resolutions placed before Zuari Infracore India Limited, which directly affect the rights attached to the preference share. These shares are redeemable at a price band of INR 200 - INR 217 per preference share.

NCRPS have been initially recorded at fair value by discounting the cash flow at maturity of instruments with discount rate of 14% p.a. (interest rate applicable to similar other borrowings of Zuari Infracore India Limited).

c. The Non-Convertible Redeemable Preference Shares (NCRPS) of INR 646.65 lakhs (31 March 2023: INR 633.68 lakhs) carrying dividend @ 10.50% per annum. These shares are redeemable at par in one single lot after the expiry of 3 years from the date of allotment of the Non-Convertible Redeemable Preference Shares by Zuari Industries Limited (formerly Zuari Global Limited), with a right vested in the Board of Directors of ZIL to redeem earlier subject to the consent of subscribers.

6. Inter Corporate Deposits

Intercompany deposits loans of INR 5,031.75 lakhs (31 March 2023: INR 6,511.44 lakhs) at interest rate of 0% to 16% p.a. from related parties which are repayable within 2 years. The parties have also agreed to extend financial support to Zuari Infracore India Limited by not demanding payment of their outstanding dues till such time as the subsidiary company's equity is restored.

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7. Loans from Others

Unsecured loans of INR 2,606.33 lakhs (31 March 2023: INR 2,567.31 lakhs) at interest rate of 0% to 12% p.a. which are repayable within 2 years.

Note 14B. Current borrowings

Particulars	As at 31 Mar 2024	As at 31 Mar 2023
Secured		
Term loan from banks	11,131.96	9,065.69
Cash credit from banks	17,878.04	18,064.89
Loan from financial institutions	-	3,888.49
Non-Convertible debentures from financial institution	4,500.00	6,500.00
Loan from others	1,900.00	3,900.00
Current Maturities of Long Term Borrowings	47,607.52	33,817.20
Unsecured		
Loans from others	26,759.90	9,376.70
	1,09,777.42	84,612.97

1. Term loans from banks

- a. Facility of INR 11,090.64 Lakhs (31 March 2023: INR 9,004.00 lakhs) bearing interest rate of 10.30% per annum taken from Barclays Investment and Loans (India) Pvt. Ltd.

The loan is secured by pledge of 49,50,000 shares of Chambal Fertilizers and Chemicals Limited (owned by the Zuari Industries Limited (formerly Zuari Global Limited)) and 76,000 shares of Gillete India Limited (Owned by Adventz Finance Private Limited).

- b. Vehicle loan of INR 41.32 lakhs (31 March 2023 : INR 61.69 lakhs).

2. Cash credit from banks

- a. Cash credit of INR 11,436.47 lakhs (31 March 2023: INR 6,865.53 lakhs) bearing interest @ 9.40%~9.55% p.a. taken from State Bank of India and repayable on demand.

The cash credit is secured by way of:

- (i) Primary hypothecation charge on entire current assets of company including its book debts both present and future on pari passu basis and also by first charge on pari passu basis with other lenders on the fixed assets of SPE Division
- (ii) Collateral extension of 2nd charge on the entire fixed assets of company on pari passu 2nd Charge basis with other working capital lenders.

*Receivables from the power project jointly financed by IREDA, SDF and SBI shall be first shared on pari passu charge basis between SBI, SDF and IREDA for the term loan and on second pari passu charge basis for working capital facilities and soft loan of SBI.

- b. Several cash credit facilities aggregating to INR 5,441.57 lakhs (31 March 2023: INR 10,199.36 lakhs) bearing interest @8.25% - 8.50% p.a. taken from Zila Sahakari Bank Limited and repayable on demand.

The cash credit facilities are secured by way of:

- (i) First charge on finished goods, work in progress and raw material.
- (ii) Pari pasu charge on land ,building and plant and machinery against principal and interest amount."

- c. Working capital demand loan of INR 1,000 Lakhs (31 March 2023: INR 1000 Lakhs) bearing interest rate 10.20% p.a. taken from ICICI Bank Limited.

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3. Loan from financial institutions

- a. Facility of Nil (31 March 2023: INR 3,900 Lakhs) from Anand Rathi Global Finance Limited, bearing interest rate 12.00% p.a. having outstanding balance of Nil (31 March 2023: INR 3,888.49 lakhs). The loan is repayable in 365 days from the date of disbursement. The loan has been repaid by the company during the year.

4. Non Convertible debentures from financial institution

Secured, unrated and unlisted Redeemable Non-Convertible Debentures ('NCDs') aggregating to Rs.4,500.00 Lakhs, comprising of 45 debentures of Rs. 100.00 Lakhs each, bearing interest rate of 12.00% p.a. issued by the Company were redeemable as on 29 April 2022. However, the maturity has been further extended to April 29, 2025.

The NCDs are secured by way of hypothecation of on all present and future rights, title, interests, claims and demands of the company over following loans & advances of the company:

Loan amount of Rs.4,800.00 Lakhs given to Zuari Agro Chemicals Limited.

The asset cover of the aforementioned NCDs is more than 100% of the principal outstanding as on 31 Mar 2024.

5. Loans from others - Secured and Unsecured

- a. Secured loans aggregating to INR 1,900 lakhs (31 March 2023: INR 3,900.00 lakhs) from various parties, bearing interest 11.00%-14.00% p.a. and repayable between 1 months to 12 months from the date of disbursement. These loans are secured by way of pledge of 27,65,000 equity shares of Zuari Agro Chemicals limited of the holding company.
- b. Unsecured loans aggregating to INR 24,400.00 lakhs (31 March 2023: INR 1,747.16 lakhs) from Adventz Finance Private Limited, bearing interest 12.5% p.a.
- c. Unsecured loans aggregating to INR 2,359.90 lakhs (31 March 2023: INR 7,629.54 lakhs) from various parties, bearing interest 12%-15% p.a.

Note 15: Trade payables

Particulars	Non Current		Current	
	As at 31 Mar 2024	As at 31 Mar 2023	As at 31 Mar 2024	As at 31 Mar 2023
Trade payables (including acceptance)				
Dues to micro and small enterprises	-	-	443.09	36.97
Due to others	114.06	91.30	22,842.68	24,981.29
	114.06	91.30	23,285.77	25,018.26

Trade Payable Ageing Schedule

Particulars	As at March 2024					
	Outstanding from due date of payments					
	Unbilled Dues	< 1 year	1 - 2 years	2-3 years	>3 years	Total
MSME	-	415.15	12.07	-	15.87	443.09
Others	46.12	21,060.65	421.16	308.82	1,119.98	22,956.74
Total	46.12	21,475.80	433.23	308.82	1,135.85	23,399.83

Particulars	As at March 2023					
	Outstanding from due date of payments					
	Unbilled Dues	< 1 year	1 - 2 years	2-3 years	>3 years	Total
MSME	-	12.67	2.16	0.08	22.06	36.97
Others	165.21	22,600.43	251.47	66.68	1,988.80	25,072.59
Total	165.21	22,613.10	253.63	66.76	2,010.86	25,109.56

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Note 16: Other financial liabilities

Particulars	Non Current		Current	
	As at 31 Mar 2024	As at 31 Mar 2023	As at 31 Mar 2024	As at 31 Mar 2023
Other financial liabilities at amortised cost				
Interest accrued but not due on borrowings	-	-	2,032.63	5,905.35
Employees Payable	-	-	425.59	411.85
Security deposits received	1,000.60	1,000.60	443.69	487.96
Payable towards purchase of capital goods			117.12	295.52
Other payables	-	-	5,463.27	3,024.41
Statutory liabilities to be credited to 'Investor's Education and Protection Fund' as and when due :				
Unclaimed dividends	-	-	46.90	24.35
Unclaimed deposits and interest warrants	-	-	1.00	1.00
Total other financial liabilities	1,000.60	1,000.60	8,530.20	10,150.44

Note 17: Other liabilities

Particulars	Non Current		Current	
	As at 31 Mar 2024	As at 31 Mar 2023	As at 31 Mar 2024	As at 31 Mar 2023
Statutory liabilities	-	-	1,475.76	1,479.79
Contract liabilities (Refer Note 49)				
Advances received from customers and others				
Against Sale of Land	-	-	1,139.00	4,150.17
Others**	-	-	3,607.30	8,482.92
Amount received on account of deposit under litigation*	522.16	522.16	-	-
Payable to Joint venture company (Advance directly received from customers)(Refer Note 12(iii))	-	-	66,167.21	25,319.00
Deferred government grant	731.63	892.07	127.54	229.61
	1,253.79	1,414.23	72,516.80	39,661.49

Notes:

*The Holding Company had demerged its fertilizer undertaking to Zuari Agro Chemicals Limited (ZACL) with effect from 1 July 2011. The Company had, during the financial year ended 31 March 2017, based on Hon'ble High Court Order on demerger of fertilizer undertaking, identified the amount of income tax paid or payable under protest pertaining to fertilizer undertaking demerged into ZACL. The Company has exchanged letter of mutual understanding with ZACL, wherein, ZACL has paid such amount of tax paid or payable under protest by the Company. The balance carrying value of such advance is INR 522.16 lakhs (31 March 2023: INR 522.16 lakhs) and classified under non-current liability.

** Includes advances of Rs.433.49 lakhs (Previous Year:INR 482.46 lakhs) in respect of cancelled residential units in respect of which the Company is in negotiation with parties for selling units of other projects against which these amounts are expected to be adjusted and Rs. 323.01 lakhs (Previous year: Rs.323.01 lakhs) collected from the buyers towards club membership charges fees which will be adjusted against the expenses incurred in this regard.

Note 18 Income tax

The major components of income tax expense for the years ended 31 March 2024 and 31 March 2023 are:

Profit or loss section	As at 31 Mar 2024	As at 31 Mar 2023
Current income tax:		
Current income tax charge	109.76	53.98
Income tax adjustment for earlier years	6.05	9.28
Deferred tax:		
Relating to origination and reversal of temporary differences	7,009.13	364.93
Income tax expense/(credit) reported in the statement of profit or loss	7,124.94	428.19

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(All amounts in INR lakhs, unless stated otherwise)

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for 31 March 2024 and 31 March 2023.

Particulars	As at 31 Mar 2024	As at 31 Mar 2023
Accounting profit/ (loss) before Income tax	78,400.34	31,375.29
Tax at the applicable tax rate of 25.17%	19,737.70	7,748.34
Profit/Losses of associates and joint ventures on which no tax asset recognised	(697.66)	(9,552.70)
DTA not recognised on LT Capital Gain	(3,082.65)	188.40
DTA not recognised on losses of subsidiaries	4,536.88	1,431.41
Tax Impact on Cessation of TREL as Associate (Refer Note 5.2)	(13,203.01)	-
Others	(166.31)	612.73
Tax expense	7,124.94	428.19

Note 19 Deferred tax assets (net):

Particulars	As at 1 April 2022	Provided during the year	As at 31 Mar 2023	Provided during the year	As at 31 Mar 2024
Deferred tax assets:					
Expenses allowable in Income tax on payment basis	1,036.12	(528.54)	507.58	(165.81)	341.77
Carry forward of unused tax losses and unabsorbed depreciation	10,900.06	(330.42)	10,569.64	2,557.49	13,127.13
Deferred government grants	205.53	(10.73)	194.80	21.44	216.24
Unrealised profit on sale of land	1,320.34	(18.94)	1,301.40	(319.36)	982.04
Financial asset & financial liabilities at amortised cost	(99.47)	1,034.92	935.45	(1,137.92)	(202.47)
Others	768.82	(168.08)	600.74	(512.81)	87.93
Total deferred tax assets (A)	14,131.40	(21.78)	14,109.61	443.03	14,552.65
Deferred tax liability:					
Property, plant and equipment impact of difference between tax base and book base	7,288.81	349.86	7,638.67	174.51	7,813.18
Fair valuation of investment	17,390.82	(10,667.48)	6,723.34	12,943.66	19,667.00
Total deferred tax liability (B)	24,679.63	(10,317.62)	14,362.01	13,118.17	27,480.18
Deferred tax assets (net) (A - B)	(10,548.23)	10,295.85	(252.39)	(12,675.14)	(12,927.53)
Disclosed in Financial Statements:					
Deferred Tax Assets	124.81		239.23		264.56
Deferred Tax Liability	10,673.04		491.62		13,192.09

Notes:

i) Reconciliation of deferred tax assets (net):

Particulars	As at 31 Mar 2024	As at 31 Mar 2023
Opening balance	(252.39)	(10,548.23)
Tax (credit)/expense during the year recognised in statement of profit or loss	(7,009.13)	(364.93)
Tax (credit)/expense during the year recognised in OCI	(5,666.01)	10,660.76
Closing balance	(12,927.53)	(252.39)

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Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

(ii) The amount of deductible temporary differences on which no deferred tax assets are recognised amounted to:

Particulars	As at 31 Mar 2024		As at 31 Mar 2023	
	Gross amount	Unrecognised tax effect	Gross amount	Unrecognised tax effect
Other temporary differences	1,433.38	334.09	2,477.67	598.25
Unused capital tax losses	5,935.35	679.00	9,172.04	1,049.28
Unused business losses and unabsorbed depreciation	18,462.62	4,463.53	18,973.01	4,591.78

(iii) The Group is carrying an amount of INR 13127.13 lakhs (31 March 2023: INR 10569.64 lakhs) as deferred tax assets on carry forward of unused tax losses, unused tax credits and unabsorbed depreciation as at 31 March 2024, majorly pertaining to holding company. The management is confident of generating sufficient taxable profits in the near future considering the power purchase arrangement with the Uttar Pradesh Power Corporation Limited, signed contracts for supply of ethanol with Oil Marketing Companies, reduced finance costs due to expected repayment of term loans, future expansion plans like setting up of 16 MW Co-generation Power Plant and industry focused trade policies of the government, which will enable the Group to utilise the deferred tax assets.

Note 20: Provisions (current and non-current)

Particulars	Non Current		Current	
	As at 31 Mar 2024	As at 31 Mar 2023	As at 31 Mar 2024	As at 31 Mar 2023
Provision for employee benefits				
Leave encashment (refer note 40)	299.29	301.01	129.26	72.94
Gratuity (refer note 40)	203.68	222.40	550.26	350.66
Others	-	-	-	-
	502.97	523.41	679.52	423.60
Others provisions				
Provision for litigations (refer note (i) below)	145.87	145.87	-	-
Provision for warranty (refer note (ii) below)	-	0.52	-	26.68
	145.87	146.39	-	26.68
	648.84	669.80	679.52	450.28

Notes:

(i) Provision for litigations

Particulars	As at 31 Mar 2024	As at 31 Mar 2023
Opening balance	145.87	145.87
Additions during the year	-	-
Reversal during the year	-	-
Closing balance	145.87	145.87

Provision for litigation relates to the estimated outflows in respect of possible liabilities expected to arise in future in connection with ongoing litigations relating to indirect taxes. Due to nature of such litigation, it is not possible to estimate the timings/ uncertainties relating to further outflows as well as expense relating to such litigations.

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Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

(ii) Provision for warranty

Particulars	As at 31 Mar 2024	As at 31 Mar 2023
Opening balance	27.20	1,198.37
Additions during the year	-	0.11
Amount used during the year	4.70	182.12
Unused amount reversed during the year	22.50	989.16
Closing balance	-	27.20

The group has assessed the year end provision for expected claims/expenditure on construction contracts on the basis of the best estimate and historical experience and the provision is revised annually.

Note 21: Revenue from operations

Particulars	Year ended 31 Mar 2024	Year ended 31 Mar 2023
Revenue from contracts with customers		
Operating revenues		
Sale of finished, traded and by products	58,645.40	70,602.74
Sale of power	2,655.44	3,209.03
Engineering supplies and other services	4,831.17	4,397.26
Revenue from sale of constructed properties and development management fees	6,711.40	13,134.04
Revenue from sale of land	10,597.18	3,804.49
Other operating revenue		
Scrap sales	81.91	95.68
Rental income from Investment Properties	257.57	270.26
	83,780.07	95,513.50

Note 22: Other income

Particulars	Year ended 31 Mar 2024	Year ended 31 Mar 2023
Interest income on:		
Bank deposits	237.24	1,517.46
Intercorporate loans	5,994.08	6,615.98
Others	23.41	121.26
Income tax refunds	143.64	55.26
Dividend income from:		
Equity investments designated at fair value through other comprehensive income	4,849.51	4,724.23
Excess provisions written back (net)	400.68	1,088.40
Exchange fluctuations (net)	2.28	24.44
Gain from redemption/Fair valuation from mutual funds	119.05	26.00
Rent received	537.43	517.19
Management consulting fee	20.10	19.14
Profit on sale of PPE/Investment Property	7,060.77	598.34
Gain on disposal of Subsidiary (Refer Note i below)	2,628.48	-
Government grants	293.98	388.79
Amortisation of deferred government grants	262.50	529.50
Fair value gain on derivatives not designated as hedges	-	248.98
Miscellaneous income	365.44	1,755.65
	22,938.59	18,230.62

Note

- (i) The Holding Company subscribed to 1,84,90,000 equity shares of face value of INR 10 each of its Joint Venture company, Zuari Envien Bioenergy Private Limited (ZEBPL). Further, the other joint venture partner also subscribed to 1,85,00,000 equity

Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

shares of ZEBPL. Post subscription of the shares, there is reduction in ownership of the Group to 50% resulting in loss of control of ZEBPL as per IND AS. Accordingly, the Group has recognised a gain of INR 2,628.48 lakhs on dilution of ownership in ZEBPL under other income in the consolidated profit and loss.

Note 23: Cost of raw materials consumed

Particulars	Year ended 31 Mar 2024	Year ended 31 Mar 2023
Opening stock	165.69	24.14
Purchases and procurement expenses	56,281.91	49,123.17
	56,447.60	49,147.31
Less: Closing stock (includes inventory of bagasse)	120.72	165.69
	56,326.88	48,981.62

Note 24: Purchase of stock-in-trade

Particulars	Year ended 31 Mar 2024	Year ended 31 Mar 2023
Fertilizer/Furniture & sugar	650.85	396.27
	650.85	396.27

Note 25: Project expenses

Particulars	Year ended 31 Mar 2024	Year ended 31 Mar 2023
Architect/Consultancy/Legal & Professional fees	99.30	713.65
Marketing Expenses	-	599.20
Travelling and conveyance	5.72	0.56
Sub-contracting fee	7.03	11.87
Site office expenses	3.87	85.23
Project staff costs	40.48	336.76
Interest on borrowings	275.47	2,474.01
Project expenses	510.26	4,937.48
Provision for warranties (refer note 20)	-	0.11
Miscellaneous expenses	5.42	1,250.95
	947.55	10,409.82

Note 26: Change in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	Year ended 31 Mar 2024	Year ended 31 Mar 2023
Closing stock		
Finished goods/ Traded Goods	38,261.10	24,390.27
Land and construction work-in-progress	27,965.81	80,886.09
Work-in-progress	1,116.80	476.56
Molasses	2,774.76	3,850.87
Bagassee	1,294.22	703.35
Pressmud	16.83	70.83
Scrap	8.70	25.50
	71,438.22	1,10,403.47

Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

Particulars	Year ended 31 Mar 2024	Year ended 31 Mar 2023
Opening stock		
Finished goods	24,390.27	34,760.02
Land and construction work-in-progress	80,886.09	85,905.21
Work-in-progress	476.56	626.33
Molasses	3,850.87	3,472.25
Bagassee	703.35	594.84
Pressmud	70.83	24.21
Scrap	25.50	56.73
	1,10,403.47	1,25,439.59
(Increase) / decrease		
Finished products	(13,870.83)	10,369.75
Land and construction work-in-progress	52,920.28	5,019.12
Work in progress	(640.24)	149.77
Molasses	1,076.11	(378.62)
Bagassee	(590.87)	(108.51)
Pressmud	54.00	(46.62)
Scrap	16.80	31.23
Less: Reclassification from Inventory to Investments (Refer Note 9(i)c)	(43,653.00)	-
	(4,687.75)	15,036.12

Note 27: Employee benefits expenses

Particulars	Year ended 31 Mar 2024	Year ended 31 Mar 2023
Salaries, wages and bonus	8,926.82	8,169.41
Contribution to provident and other funds	630.55	639.64
Staff welfare expenses	202.15	159.85
	9,759.52	8,968.90

Note 28: Finance costs

Particulars	Year ended 31 Mar 2024	Year ended 31 Mar 2023
Interest expense	28,006.28	26,036.31
Interest on lease liabilities (refer note 42)	119.88	139.86
Financing component on advances from customers	-	904.53
Other borrowing costs	343.40	236.82
	28,469.57	27,317.52
Less: Transfer to project expenses	275.47	2,474.01
	28,194.10	24,843.51

Note: Capitalisation of the Borrowing cost is not required to be suspended when substantial technical and administrative work is carried out or when there is a temporary delay which is a necessary part of the process of getting an asset ready for sale. The Management is of the view that the slow progress of various real estate projects are temporary in nature considering the nature of the industry and the economic conditions prevailing across the industry. Accordingly, capitalisation (transfer to inventory) of interest cost is not suspended during the year except for certain early stage projects in respect of which interest cost is suspended with effect from March 2020 considering various developments.

Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

Note 29: Depreciation and amortization expense

Particulars	Year ended 31 Mar 2024	Year ended 31 Mar 2023
Depreciation on property, plant and equipment	2,486.62	2,468.76
Depreciation on right-of-use asset	210.73	259.01
Amortisation on intangible assets	9.80	3.01
Depreciation on investment property	28.77	28.73
	2,735.92	2,759.51
Less: transferred to project expenses	-	(17.42)
	2,735.92	2,742.09

Note 30: Other expenses

Particulars	Year ended 31 Mar 2024	Year ended 31 Mar 2023
Consumption of stores and spares	871.62	920.86
Consumption of packing materials	874.70	702.44
Corporate Social responsibility	-	6.56
Power, fuel and water	59.20	28.27
Outward freight and handling	1,575.20	1,562.40
Rent	265.22	203.41
Rates and taxes	393.26	346.03
Insurance	309.35	240.67
Repairs and maintenance		
Building	86.63	78.45
Machinery	1,732.39	1,635.85
Others	208.07	279.15
Payment to auditors	115.52	105.80
Consultancy charges	1,136.35	557.37
Impairment of doubtful debts and advances	5,344.60	47.74
Loss on foreign exchange (net)	111.34	305.78
Fair value losses on derivatives not designated as hedges	78.70	-
Commission on sales	526.25	218.18
Advertisement	75.43	52.09
Donation	56.98	23.95
Bad Debts written off	110.17	127.86
Communication	47.43	48.52
Travelling and conveyance	239.09	201.70
Impairment Loss for Investment	112.00	-
Maintenance and security	238.60	106.77
Miscellaneous expenses	1,030.79	1,140.22
	15,598.89	8,940.07

Note 31: Exceptional items

Particulars	Year ended 31 Mar 2024	Year ended 31 Mar 2023
Income		
Gain on reclassification of Texmaco Rail and Engineering Limited (Refer Note I below)	81,327.79	-
Expenses		
Provision for advances to contractors (Refer Note ii below)	2,797.72	-
Impairment of Goodwill (Refer Note iii below)	58.75	-
	78,471.32	-

Summary of consolidated material accounting policies and other explanatory information

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(All amounts in INR lakhs, unless stated otherwise)

- i. Texmaco Rail and Engineering Limited (TREL), an associate of the group had approved allotment of equity shares pursuant to QIP issue. Consequently, shareholding of the group in TREL has reduced from 20.05% to 16.83%. Hence, the group no longer accounts TREL as an equity accounted investee (associate) from the date of loss of significant influence i.e. Nov 24, 2023. An exceptional gain of INR 81327.79 lakhs is recognised as an exceptional item in consolidated profit & loss, being the difference between fair value of retained investment and carrying value of investment on the date of loss of significant influence. Subsequently, the investment is accounted for at Fair Value through Other Comprehensive Income (FVOCI) as per IND AS 109.
- ii. One of the wholly owned subsidiary of the company, Zuari Infracore India Limited has recognised an exceptional loss of INR 2,797.72 lakhs for the year ended 31st March 2024 which includes provision for advance to contractor. Refer Note 8(ii) and 8(iii) for details.
- iii. The Group had recognised goodwill on its Real estate foreign operation ('ZISJMPLLC'), attributable to the Cash Generating Unit ('CGU') of business operations. The Group has assessed the fair valuation of the said CGU and basis the review of current situation, the goodwill allocated to such CGU has been impaired during the year and same has been disclosed as exceptional item above.

Note 32: Earnings per share (EPS)

Basic and Diluted EPS amounts are calculated by dividing the profit/(loss) for the year attributable to equity holders of the Holding Company by the weighted average number of equity shares outstanding during the year.

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

Particulars	Year ended 31 Mar 2024	Year ended 31 Mar 2023
Loss after taxation as per statement of Profit and Loss (INR in lakhs)	71,391.29	31,063.01
Weighted average number of shares used in computing earnings per share - Basic and Diluted	2,97,81,184	2,97,81,184
Earnings per share – Basic and Diluted (in INR) (annualised)	239.72	104.30
Face value per share (in INR)	10.00	10.00

Note 33: Distributions made and proposed

Particulars	Year ended 31 Mar 2024	Year ended 31 Mar 2023
Dividends on equity shares and preference shares paid:		
Equity dividends: INR 1 per equity share (31 March 2023: INR 1 per equity share)	297.81	297.81
7% NCRPS: INR 0.70 per preference share (31 March 2023: Nil) on proportionate basis	32.72	-
10.50% NCRPS : INR 1.05 per preference share (31 March 2023: Nil) on proportionate basis	48.50	-
	379.03	297.81
Proposed dividends on equity shares:		
Equity Shareholders : INR 1 per equity share (31 March 2023 : INR 1 per equity share)	297.81	297.81
7% NCRPS: INR 0.70 per preference share (31 March 2023 : INR 0.70 per preference share on proportionate basis)	41.45	32.70
10.50% NCRPS : INR 1.05 per preference share (31 March 2023 :INR 1.05 per preference share on proportionate basis)	61.45	48.48
	102.90	81.18

The Board of Directors in its meeting held on 29th May 2024, recommended a final dividend of INR 1/- per fully paid up equity share of INR 10 each besides payment of dividend on non convertible redeemable preference shares (7% and or 10.50%, as applicable) for the financial year 2023-24. The same is subject to approval of shareholders at the ensuing Annual General meeting.

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for the year ended 31 March 2024

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Note 34: Critical accounting judgements, estimates and assumptions

The preparation of financial statements in conformity with generally accepted accounting principles in India requires management to make judgements, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and the results of operations during the reporting year end. Although these estimates and associated assumptions are based upon historical experiences and various other factors besides management's best knowledge of current events and actions, actual results could differ from these estimates. The estimates and underlying assumptions are reviewed on a periodic basis. Any revision in the accounting estimates is recognised in the period in which the results are known/ materialise.

In the process of applying the company's accounting policies, management has made the following judgements, estimates and assumptions, which have the most significant effect on the amounts recognised in the financial statements:

i) Income Tax Balances and related contingencies

The Holding Company has significant litigations outstanding as at 31 March 2024 which includes income tax and wealth tax. The eventual outcome of these tax proceedings is dependent on the outcome of future events and unexpected adverse outcomes could significantly impact the Company's reported profits and balance sheet position. The amounts involved are material and the application of accounting principles as given under Ind AS 37, Provisions, Contingent Liabilities and Contingent Assets, in order to determine the amount to be recorded as a liability or to be disclosed as a contingent liability, in each case, is inherently subjective, and needs careful evaluation and judgement to be applied by the management. Key judgments are also made by the management in estimating the amount of liabilities, provisions and/or contingent liabilities related to aforementioned litigations.

ii) Revenue recognition

Revenue recognition from real estate project requires significant judgments to be applied in determining the amount of revenue is to be recognised, such as whether revenue to be booked over time or in time, whether the Group has enforceable right to payment for performance completed to date or the customer controls the assets as it is created etc. Significant judgements are also involved in estimating the amount of financing component from the total contract value. The amount of revenue to be recognised is closely linked to the project inventory.

iii) Inventory valuation of construction work in progress

The Group holds inventories stated at the lower of cost and net realisable value. Such inventories include land, work in progress and completed units. Considering the nature of the activity and, in particular the scale of its developments and the length of the development cycle, the Group has to allocate project-wide development costs between units being built. It also has to forecast the costs to complete on such developments.

In making such assessments and allocations, there is a degree of inherent estimation uncertainty; in particular due to the need to take account of future direct input costs, sales prices and the need to allocate project-wide costs on an appropriate basis to reflect the overall level of development risk, including planning risk. The Group has established internal controls designed to effectively assess and review inventory carrying values and ensure the appropriateness of the estimates made. These assessments and allocations evolve over the life of the development in line with the risk profile, and accordingly the margins reflects these evolving estimates. Similarly, these estimates impact the carrying value of inventory at each reporting date as this is a function of costs incurred in the year and the allocation of inventory to costs of sales on each property sold."

iv) Impairment of financial assets

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

v) Recognition of deferred tax assets

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

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vi) Leases

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116 on Leases. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics. The Company reassess the option when significant events or changes in circumstances occur that are within the control of the lessee.

vii) Inventories Valuation

The Group estimates the net realizable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realization of these inventories may be affected by future demand or other market-driven changes that may reduce future selling prices.

viii) Useful life of property, plant and equipment

The management estimates the useful life and residual value of property, plant and equipment based on technical evaluation. These assumptions are reviewed at each reporting date.

ix) Valuation of investment property

Investment property is stated at cost. However, as per Ind AS 40, there is a requirement to disclose fair value as at the balance sheet date. The Group engaged independent valuation specialists to determine the fair value of its investment property as at reporting date.

x) Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill recognised by the Group.

xi) Defined benefit plans

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

xii) Fair value measurement of financial instruments

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

xiii) Warranty provisions

The Group generally offers 12 months to 24 months warranties for its EPC projects. Management estimates the related provision for future warranty claims based on the historical warranty claims information, as well as recent data available that might suggest that past cost may differ from future claims.

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(All amounts in INR lakhs, unless stated otherwise)

Note 35: Disclosure of Interest in subsidiaries, joint ventures and associates:

The Group's subsidiaries, Joint ventures and associates at 31 March 2024 are set out below. Unless stated otherwise, they have share capital consisting solely for equity shares that are held directly by the Group, and the proportion of ownership interests held equal the voting rights held by the Group. The Country of incorporation or registration is also their principal place of business.

Name of the Company	Country of incorporation / principal place of business	Proportion of ownership interest (%)	
		As at 31 Mar 2024	As at 31 Mar 2023
1) Disclosure of Interest in Joint Ventures:			
1 Zuari IAV Private Limited	India	50.00%	50.00%
2 Forte Furniture Products India Private Limited	India	50.00%	50.00%
3 Zuari Envien Bioenergy Private Limited (Refer Note 22(i))	India	50.00%	-
4 Burj District Development Limited (Refer Note 9(i)c)	UAE	50.00%	50.00%
5 Burj District One Limited (wholly owned subsidiary of BDD Ltd) (Refer Note 9(i)c)	UAE	50.00%	50.00%
2) Disclosure of interest in subsidiaries:			
1 Indian Furniture Products Limited	India	86.05%	86.05%
2 Simon India Limited (refer note (i) below)	India	100.00%	100.00%
3 Zuari Management Services Limited	India	100.00%	100.00%
4 Zuari Infracore India Limited (ZIIL)	India	100.00%	100.00%
5 Zuari International Limited (formerly Zuari Investments Limited)	India	100.00%	100.00%
6 Zuari Finserv Limited	India	100.00%	100.00%
7 Zuari Envien Bioenergy Private Limited (Refer Note 22(ii))	India	-	100.00%
8 Zuari Insurance Brokers Limited	India	100.00%	100.00%
9 Zuari Infra Middle East Limited	UAE	100.00%	100.00%
10 Zuari Infracore SJM Elysium Properties LLC (formerly known as SJM Elysium Properties LLC)	UAE	100.00%	100.00%
3) Disclosure of interest in associates:			
1 Zuari Agro Chemicals Limited (including subsidiaries and Joint Ventures) (refer note (iii) below)	India	32.08%	32.08%
2 Texmaco Infrastructure & Holdings Limited (including subsidiaries and Joint Ventures) (refer note (iv) below)	India	30.83%	30.83%
3 Texmaco Rail and Engineering Limited (including subsidiaries and Joint Ventures) (Till 24 Nov 2023) (refer note (v) below) (refer note 31(i))	India	-	20.05%
4 New Eros Tradecom Limited	India	45.05%	45.05%
5 Mangalore Chemicals & Fertilizers Limited	India	0.26%	0.26%
6 Braj Bhumi Nirmaan Private Limited (including subsidiaries) (refer note (ii) below)	India	25.00%	25.00%
7 Pranati Niketan Private Limited	India	25.00%	25.00%
8 Darshan Nirmaan Private Limited	India	25.00%	25.00%

Notes

- i) The subsidiary company had 49% interest in the assets, liabilities, expenses and output of the Simon Engineering & Partners LLC, incorporated in Sultanate of Oman (JV Company), which is involved in Engineering, Construction and Procurement Services. However, the subsidiary company's interest in Simon Engineering & Partners LLC had been reduced to 29% unilaterally in the year ended 31 December 2010. The Subsidiary Company is of opinion that they did not have any control on the functioning of the JV Company, the change in shareholding pattern came to light when the termination agreement was in discussion. Hence, JV Company has not been consolidated as required under Ind AS 28- Investment in Joint Venture and Associate as specified under Section 133 of the Act and the Companies (Indian Accounting Standards) Rules, 2015, as amended. However, the subsidiary company had created a provision for diminution in the value of investment in the share capital of the JV company of INR 10.45 lakhs (31 March 2023: INR 10.45 lakhs) and provision against amount receivable of INR 25.82 lakhs (31 March 2023: INR 25.47 lakhs) from JV company against the invoices raised by the subsidiary company in the financial statements.

Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

ii) The information relating to the subsidiaries of Braj Bhumi Nirmaan Private Limited are given below:

Name of the Company	Country of Incorporation / Principal place of business	Proportion of Ownership Interest (%) of Brajbhumi Nirmaan Private Limited	
		As at 31 Mar 2024	As at 31 Mar 2023
1 Rosewood Agencies Private Limited	India	100.00%	100.00%
2 Neobeam Agents Private Limited	India	100.00%	100.00%
3 Mayapur Commercial Private Limited	India	100.00%	100.00%
4 Nexus Vintrade Private Limited	India	100.00%	100.00%
5 Bahubali Tradecomm Private Limited	India	100.00%	100.00%
6 Hopeful Sales Private Limited	India	100.00%	100.00%
7 Divine Realdev Private Limited	India	100.00%	100.00%
8 Kushal Infraproperty Private Limited	India	100.00%	100.00%
9 Beatle Agencies Private Limited	India	100.00%	100.00%
10 Suhana Properties Private Limited	India	100.00%	100.00%
11 Saket Mansions Private Limited	India	100.00%	100.00%

iii) The information relating to the subsidiaries and joint ventures of Zuari Agro Chemicals Limited

Name of the Company	Country of Incorporation / Principal place of business	Proportion of Ownership Interest (%) of Zuari Agro Chemicals Limited	
		As at 31 Mar 2024	As at 31 Mar 2023
Subsidiaries Companies			
1 Mangalore Chemicals and Fertilizers Limited	India	54.03%	54.03%
2 Adventz Trading DMCC (Not Considered for consolidation)	UAE	100.00%	100.00%
3 Zuari Farmhub Limited	India	99.54%	99.54%
Joint ventures			
Zuari Maroc Phosphates Private Limited (including its subsidiary-Paradeep Phosphates Limited ('PPL') and Zuari Yoma Agri Solutions, an associate of PPL)	India	50.00%	50.00%

iv) The information relating to the subsidiaries and joint ventures of Texmaco Infrastructure & Holdings Limited :-

Name of the Company	Country of Incorporation / Principal place of business	Proportion of Ownership Interest (%) of Texmaco Infrastructure & Holding Limited	
		As at 31 Mar 2024	As at 31 Mar 2023
Subsidiaries Companies			
1 Valley View landholdings Private Limited	India	100.00%	100.00%
2 Macfarlane & Company Limited	India	74.53%	74.53%
3 High Quality Steels Limited	India	100.00%	100.00%
4 Topflow Buildcon Private Limited	India	100.00%	100.00%
5 Startree Enclave Private Limited	India	100.00%	100.00%
6 Snowblue Enclave Private Limited	India	100.00%	100.00%
Associate Companies			
1 Lionel India Limited	India	50.00%	50.00%

Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

v) The information relating to the subsidiaries and joint ventures of Texmaco Rail and Engineering Limited:-

Name of the Company	Country of Incorporation / Principal place of business	Proportion of Ownership Interest (%) of Texmaco Rail and Engineering Limited	
		As at 31 Mar 2024	As at 31 Mar 2023
Subsidiaries Companies			
1 Belur Engineering Private Limited	India	Not Applicable	100.00%
2 Texmaco Transtrak Private Limited	India		51.00%
3 Texmaco Rail System Private Limited	India		51.00%
4 Texmaco Rail Electrification Private Limited	India		100.00%
5 Panihati Engineering Udyog Private Limited	India		100.00%
Associate Companies			
1 Texmaco Defence Systems Private Limited	India		41.00%
Joint Ventures			
1 Touax Texmaco Railcar Leasing Private Limited	India		50.00%
2 Wabtec Texmaco Rail Private Limited	India		40.00%

Note 36: Material partly owned subsidiaries

Financial information of subsidiaries that have material non-controlling interests is provided below :

	Country of incorporation and operation	31 March 2024	31 March 2023
Proportion of equity interest held by non-controlling interests			
1. Indian Furniture Products Limited (IFPL)	India	13.95%	13.95%
Information regarding non-controlling interests			
Accumulated balances of material non-controlling interests			
Indian Furniture Products Limited (IFPL)		(1,434.21)	(1,318.29)
		(1,434.21)	(1,318.29)
Loss allocated to material non-controlling interests			
Indian Furniture Products Limited (IFPL)		(115.92)	(115.93)
		(115.92)	(115.93)

The summarised financial information is provided below. This information is based on amounts before inter company eliminations.

1. Indian Furniture Products Limited

	As at 31 Mar 2024	As at 31 Mar 2023
Summarised statement of profit and loss		
Revenue	0.07	78.49
Other income	589.90	528.12
	589.97	606.61
Cost of materials consumed	(0.11)	(0.22)
Changes in inventories of finished goods, stock-in-trade and work in progress	(18.13)	(171.51)
Employee benefits expense	(32.48)	(52.21)
Finance costs	(1,436.97)	(1,192.19)
Depreciation and amortization expense	(102.67)	(110.03)
Other expenses	(192.29)	(218.09)
	(1,782.65)	(1,744.25)
Loss before tax	(1,192.68)	(1,137.64)
Income tax credit	4.49	3.70
Loss for the year	(1,188.19)	(1,133.94)

Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

	As at 31 Mar 2024	As at 31 Mar 2023
Other comprehensive income	(0.20)	(0.12)
Total comprehensive income	(1,188.39)	(1,134.06)
Attributable to non-controlling interests before adjustment	(115.92)	(115.93)
Attributable to non-controlling interests	(115.92)	(115.93)
Summarised balance sheet		
Non-current assets	1,056.61	1,111.89
Current assets	2,304.97	2,304.71
Non-current liabilities	(7,795.36)	(10,897.45)
Current liabilities	(5,846.87)	(1,969.15)
Total Equity	(10,280.65)	(9,450.00)
Attributable to		
Equity holders of Holding Company	(8,846.44)	(8,131.71)
Non controlling interest	(1,434.21)	(1,318.29)
Summarised cash flow		
Cash flow from operating activities	15.71	33.39
Cash flow from investing activities	188.84	593.28
Cash flow from financing activities	(202.74)	(640.01)
Net increase/ (decrease) in cash and cash equivalent	1.81	(13.34)

**Profit or loss and each component of other comprehensive income (OCI) are attributable to the equity holders of the Holding Company and to the non-controlling interests, even if this results in the non-controlling interests having deficit balance.

Note 37: Investments accounted for using the equity method

Particulars	31 Mar 2024			31 March 2023		
	Carrying amount of investment	Share of profit/ (loss)	Share of OCI*	Carrying amount of investment	Share of profit/ (loss)	Share of OCI*
Interest in joint venture (refer note 37A)						
a) Zuari IAV Private Limited	2,004.51	(48.37)	(0.61)	2,053.49	156.90	0.15
b) Forte Furniture Products India Private Limited	-	(1,655.47)	(0.46)	-	(897.55)	10.63
c) Zuari Envien Bioenergy Private Limited	3,705.86	(19.18)	0.27	-	-	-
d) Burj District Development Limited (refer Note 9(i)(c))	62,627.72	-	-	-	-	-
Interest in associates (refer note 38)						
a) Zuari Agro Chemicals Limited*	54,341.46	3,287.85	329.73	50,723.88	38,069.92	880.54
b) New Eros Tradecom Limited	3,856.00	(19.92)	2,004.09	1,871.84	71.91	(460.64)
c) Texmaco Infrastructure & Holdings Limited [§]	45,727.58	106.61	26,004.89	19,616.07	66.18	(1,004.75)
d) Texmaco Rail & Engineering Limited [¶]	-	1,085.10	(21.58)	17,153.80	457.30	42.64
e) Brajbhumi Nirmaan Private Limited	2,232.45	(35.71)	-	2,268.16	(6.20)	-
f) Darshan Nirmaan Private Limited [^]	-	-	-	-	-	-
g) Pranati Nirmaan Private Limited [^]	-	-	-	-	-	-
h) Mangalore Chemicals & Fertilizers Limited [#]	198.26	35.40	(0.14)	163.00	31.11	(0.08)
	1,74,693.86	2,736.32	28,316.19	93,850.25	37,949.57	(531.51)
*Share of OCI						
A Items that will be reclassified to profit or loss			-			-
B Items that will not be reclassified to profit or loss			28,316.19			(531.51)

*Fair market value of Zuari Agro Chemicals Limited as on 31 March 2024 INR 22,852.92 lakhs (31 March 2023: INR 16,350.50 lakhs).

[#]Fair market value of Mangalore Chemicals & Fertilizers Limited as on 31 March 2024 INR 310.33 lakhs (31 March 2023: INR 299.76 lakhs).

[§]Fair market value of Texmaco Infrastructure & Holdings Limited as on 31 March 2024 INR 37,287.74 lakhs (31 March 2023: INR 19,370.76 lakhs).

[¶]Fair market value of Texmaco Rail & Engineering Limited as on 31 March 2023: INR 27,395.07 lakhs. Also, refer Note 31(i).

Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

[^]As per Para 38 of Ind AS 28 Investment in Associate and Joint Ventures:

If an entity's share of losses of an associate or a joint venture equals or exceeds its interest in the associate or joint venture (which includes any long term interest that, in substance, form part of the Group's net investment in the associate or joint venture), the entity discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture. If the associate or joint venture subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

Note 37A: Interest in joint venture

The Group's interest in joint venture is accounted for using the equity method in the consolidated financial statements.

Summarised financial information of the joint ventures, based on its Ind AS financial statements and reconciliation with the carrying amount of the investment in consolidated financial statements are set out below:

(A) ZUARI IAV PRIVATE LIMITED

Summarised balance sheet	31 Mar 2024	31 March 2023
Current assets	3,162.02	2,687.96
Non-current assets	4,922.24	5,359.79
Current liabilities	(1,642.26)	(1,474.04)
Non-current liabilities	(2,432.98)	(2,466.73)
Equity	4,009.02	4,106.98
Carrying amount of the investment	2,004.51	2,053.49

Summarised statement of profit and loss	31 Mar 2024	31 March 2023
Revenue	1,829.14	2,058.32
Other income	284.85	112.79
	2,113.99	2,171.11
Employee benefits expense	(283.74)	(257.16)
Finance costs	(255.11)	(251.48)
Depreciation and amortization expense	(407.59)	(400.22)
Other expenses	(1,165.88)	(838.66)
	(2,112.32)	(1,747.52)
Profit before tax	1.67	423.59
Income tax expense	1.78	(109.80)
Profit for the year	3.45	313.79
Other comprehensive income	(1.21)	0.31
Total comprehensive income	2.24	314.10
Group's share of profit for the year	1.73	156.90
Less: Distribution of dividend during the year	(50.10)	-
Group's share of profit/(loss) for the year after DDT	(48.37)	156.90
Group's share of other comprehensive income for the year	(0.61)	0.15

(B) FORTE FURNITURE PRODUCTS INDIA PRIVATE LIMITED

Summarised balance sheet	31 Mar 2024	31 March 2023
Current assets	1,199.93	3,802.27
Non-current assets	1,128.42	1,658.07
Current liabilities	(8,890.76)	(5,990.84)
Non-current liabilities	(1,085.43)	(3,805.46)
Equity	(7,647.84)	(4,335.96)
Carrying amount of the investment (Refer Note below)	(3,823.92)	(2,167.99)

Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

Summarised statement of profit and loss	31 Mar 2024	31 March 2023
Revenue	3,892.14	6,022.36
Interest income	64.13	318.74
	3,956.27	6,341.10
Cost of raw materials and components consumed	(1,869.22)	(3,425.85)
Purchase of traded goods	(1,000.80)	(750.26)
Increase in inventories of finished goods, work-in-progress and traded goods	(1,070.18)	43.45
Employee benefits expenses	(1,056.43)	(1,267.46)
Finance costs	(635.42)	(634.86)
Depreciation and amortization expense	(504.85)	(424.99)
Other expenses	(1,130.33)	(1,676.24)
	(7,267.23)	(8,136.19)
Loss before tax	(3,310.96)	(1,795.09)
Income tax (expense)/credit	-	-
Loss for the year	(3,310.96)	(1,795.09)
Other comprehensive income	(0.92)	21.27
Total comprehensive income	(3,311.88)	(1,773.82)
Group's share of loss for the year	(1,655.47)	(897.55)
Group's share of other comprehensive income for the year	(0.46)	10.63

Note

* Provision has been made for share in negative net worth amounting to INR 3,823.92 lakhs (31 March 2023: INR 2,167.99 lakhs) and included in other financial liabilities (Note 16) considering company's plan to finance losses in future.

(C) ZUARI ENVIEN BIOENERGY PRIVATE LIMITED

Summarised balance sheet	31 Mar 2024
Current assets	3,824.57
Non-current assets	1,947.84
Current liabilities	(104.47)
Non-current liabilities	(57.89)
Equity	5,610.05
Carrying amount of the investment	3,705.86

Summarised statement of profit and loss	31 Mar 2024
Revenue	-
Other income	43.49
	43.49
Employee benefits expense	(8.07)
Finance costs	(1.57)
Depreciation and amortization expense	(0.14)
Other expenses	(7.39)
	(17.17)
Profit before tax	26.32
Income tax expense	(64.68)
Profit for the year	(38.36)
Other comprehensive income	0.53
Total comprehensive income	(37.83)
Group's share of profit for the year	(19.18)
Group's share of other comprehensive income for the year	0.27

Note

(i) ZEBPL ceased to be a subsidiary and became a joint venture during the financial year 2023-24. Refer Note 22(i) for details.

Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

(ii) The profit and loss as provided above is for the period post subscription of the shares by other JV partner (period when ZEBPL is a Joint Venture).

(iii) Contingent liabilities and commitment of joint ventures

	31 Mar 2024	31 March 2023
Contingent liabilities not provided for (Group's share):	54.21	99.54
Capital Commitments (Project construction and development) (Group's share)	38,434.75	-

Note 38: Interest in associates

The Group's interest in associate is accounted for using the equity method in the consolidated financial statements.

Summarised financial information of the material associates, based on its Ind AS financial statements, and reconciliation with the carrying amount of the investment in consolidated financial statements are set out below:

(A) ZUARI AGRO CHEMICALS LIMITED

Summarised balance sheet	31 Mar 2024	31 Mar 2023
Current assets	1,48,279.27	1,79,430.85
Non-current assets	3,33,710.87	3,25,738.79
Current liabilities	(1,87,140.64)	(2,20,711.26)
Non-current liabilities	(65,871.20)	(73,026.56)
Non controlling interest	(59,584.72)	(53,315.00)
Equity	1,69,393.58	1,58,116.82
Carrying amount of the investment	54,341.46	50,723.88

Summarised statement of profit and loss	31 Mar 2024	31 Mar 2023
Revenue	4,59,545.85	4,55,261.73
Other income	17,741.42	9,464.62
	4,77,287.27	4,64,726.35
Cost of materials consumed	(2,00,159.82)	(2,18,747.66)
Purchases of stock in trade	(96,316.60)	(83,390.68)
Changes in inventories of finished goods, stock-in-trade and work in progress	(4,608.94)	(5,835.76)
Employee benefits expense	(12,823.33)	(11,965.81)
Finance costs	(21,125.76)	(20,545.08)
Depreciation and amortization expense	(9,480.51)	(7,851.16)
Other expenses	(1,09,752.98)	(1,02,188.49)
	(4,54,267.94)	(4,50,524.64)
Profit/(Loss) before share of profit of a joint venture and tax	23,019.33	14,201.71
Exceptional Items	-	1,15,349.10
Share of profit of joint ventures	2,303.78	9,792.64
Loss before tax	25,323.11	1,39,343.45
Income tax expense	(7,962.20)	(12,911.20)
Non Controlling Interest	(7,112.02)	(6,239.71)
Profit/(loss) for the year from continued operation	10,248.89	1,20,192.54
Profit/(loss) for the year from discontinued operation	-	(1,521.53)
Profit/(Loss) for the year	10,248.89	1,18,671.01
Other comprehensive income	1,002.83	2,730.35
Non Controlling Interest	25.00	14.48
Total comprehensive Income	11,276.72	1,21,415.84
Group's share of profit/(loss) for the year	3,287.85	38,069.92
Group's share of other comprehensive income for the year	329.73	880.54

Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

(B) NEW EROS TRADECOM LIMITED

Summarised balance sheet	31 Mar 2024	31 Mar 2023
Current assets	169.03	132.08
Non-current assets	8,404.30	4,030.02
Current liabilities	(13.94)	(7.08)
Equity	8,559.39	4,155.02
Carrying amount of the investment	3,856.00	1,871.84

Summarised statement of profit and loss	31 Mar 2024	31 Mar 2023
Other income	42.62	208.04
Other expenses	(44.50)	(53.99)
Profit before tax	(1.88)	154.05
Income tax expense	(42.34)	-
Profit for the year	(44.22)	154.05
Other comprehensive income	4,448.58	(1,022.51)
Total comprehensive income	4,404.36	(868.46)
Group's share of profit for the year	(19.92)	71.91
Group's share of other comprehensive income for the year	2,004.09	(460.64)

(C) TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED

Summarised balance sheet

Particulars	31 Mar 2024	31 Mar 2023
Current assets	8,819.28	7,843.76
Non-current assets	1,49,223.69	60,092.43
Current liabilities	(752.40)	(570.43)
Non-current liabilities	(8,912.36)	(3,672.97)
Non controlling interest	(79.13)	(75.92)
Equity	1,48,299.08	63,616.87
Carrying amount of the investment	45,727.58	19,616.07

Summarised statement of profit and loss	31 Mar 2024	31 Mar 2023
Revenue	1,608.25	1,652.76
Other income	978.40	883.17
	2,586.65	2,535.93
Purchases of products for sale	-	(79.00)
Employee benefits expense	(1,140.38)	(1,066.86)
Finance costs	(243.96)	(205.07)
Depreciation and amortization expense	(252.35)	(259.79)
Other expenses	(687.19)	(646.46)
	(2,323.88)	(2,257.18)
Profit/(Loss) before exceptional item	262.77	278.75
Exceptional Item	-	-
Profit/(Loss) before share of profit of a joint venture and tax	262.77	278.75
Share of profit of joint ventures & associates	144.02	-
Loss before tax	406.79	278.75
Income tax expense	133.33	29.58
Non Controlling Interest	(3.21)	1.85
Profit/(loss) for the year	536.91	310.18
Other comprehensive income	84,336.43	(3,258.50)
Non Controlling Interest	-	-
Total comprehensive income	84,873.34	(2,948.32)
Group's share of Profit/(loss) for the year	165.55	95.64
Less: Distribution of dividend during the year	58.94	29.47
Group's share of profit/(loss) for the year after dividend	106.61	66.18
Group's share of other comprehensive income for the year	26,004.89	(1,004.75)

Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

(D) TEXMACO RAIL & ENGINEERING LIMITED

(Refer Note 31(i))

Summarised balance sheet	31 Mar 2023
Current assets	2,72,701.36
Non-current assets	62,153.17
Current liabilities	(1,73,167.13)
Non-current liabilities	(26,381.26)
Non controlling interest	241.30
Equity	1,35,547.44
Carrying amount of the investment	17,153.80

Summarised statement of profit and loss	Upto 24 Nov 2023	31 Mar 2023
Revenue	1,98,803.79	2,24,327.74
Other income	4,633.78	2,637.42
	2,03,437.58	2,26,965.16
Cost of materials consumed	(1,59,515.47)	(1,73,909.24)
Changes in inventories of finished goods, stock-in-trade and work in progress	(1,325.73)	12,323.16
Power & Fuel	(5,521.01)	(7,037.07)
Employee benefits expense	(8,784.18)	(13,005.71)
Finance costs	(9,101.14)	(11,617.49)
Depreciation and amortization expense	(2,575.79)	(3,519.61)
Other expenses	(9,462.08)	(28,158.12)
	(1,96,285.40)	(2,24,924.08)
Profit/(Loss) before share of profit of a joint venture and tax	7,152.18	2,041.08
Share of profit of joint ventures	1,129.42	1,427.25
Loss before tax	8,281.60	3,468.33
Income tax expense	(3,152.97)	(887.86)
Non Controlling Interest	14.93	22.16
Profit/(loss) for the year	5,143.56	2,602.63
Other comprehensive income	176.04	212.67
Non Controlling Interest	(17.22)	-
Total comprehensive Income	5,302.38	2,815.30
Group's share of Profit/Loss for the year till loss of significant influence	1,085.10	457.30
Group's share of other comprehensive income till loss of significant influence	(21.58)	42.64

(E) BRAJBHUMI NIRMAAN PRIVATE LIMITED

Summarised balance sheet	31 Mar 2024	31 Mar 2023
Current assets	21,972.19	22,566.25
Non-current assets	28.28	29.22
Current liabilities	(17,264.77)	(19,390.57)
Non-current financial liabilities	(864.69)	-
Less: Deemed equity	(1,233.32)	(421.54)
Less: Minority Interest	(2.71)	(2.57)
Equity	2,640.40	2,785.93
Proportion of the Group's ownership	660.10	696.48
Goodwill	1,590.01	1,590.01
Adjustments for unrealised profits	(17.66)	(18.33)
Carrying amount of the investment	2,232.45	2,268.16

Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

Summarised statement of profit and loss	31 Mar 2024	31 Mar 2023
Revenue	-	12.39
Other income	0.41	0.71
	0.41	13.10
Purchase of stock in trade	(1,319.11)	(1,642.36)
Change in inventories of finished goods, work in progress and stock in trade)	1,319.11	1,616.60
Employee benefits expense	(0.25)	(0.20)
Finance Cost	(35.02)	-
Depreciation and amortization expense	(0.96)	(0.89)
Other expenses	(106.86)	(7.05)
	(143.09)	(33.90)
Loss before tax	(142.68)	(20.80)
Income tax (expense)/credit	-	(3.94)
Non Controlling Interest	0.14	0.18
Loss for the year	(142.54)	(24.56)
Other comprehensive income	-	-
Total comprehensive income	(142.54)	(24.56)
Group's share of loss for the year	(35.71)	(6.20)

Note:

As per Ind AS 112 'Disclosure of Interests in Other Entities', the Holding Company is required to disclose the summarised financial information of associates which are material to the Holding Company. Accordingly, the Holding Company has not shown the summarised financial information of Darshan Nirmaan Private Limited, Pranati Nirmaan Private Limited and Mangalore Chemicals and Fertilizers Ltd., as not considered material.

(ii) Contingent liabilities and commitment of associates*

	31 Mar 2024	31 Mar 2023
Contingent liabilities not provided for (Group's share):		
Demand/claims from government authorities	2,576.12	5,057.36
Other claims against the company not acknowledge as debts	453.79	475.12
Aggregate amount of guarantees issued by the banks to various government authorities and others**	379.88	17,164.96
Commitments		
Estimated amount of contracts remaining to be executed on capital account (not provided for)	6,320.88	1,783.45

Note 39: Goodwill

	Amount
Gross carrying value	
As at 1 April 2022	13,256.73
Additions	-
Disposals	-
Impairment	-
As at 31 March 2023	13,256.73
As at 1 April 2023	13,256.73
Additions	-
Disposals	-
Impairment	58.75
As at 31 March 2024	13,197.98

Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

The Carrying value of goodwill is attributable to the following CGUs:

	As at 31 Mar 2024	As at 31 Mar 2023
Segments		
Real estate operations	829.36	888.11
Sugar operations	12,368.62	12,368.62
	13,197.98	13,256.73

Note 40: Employee benefits

Defined contribution plan

	31 March 2024	31 March 2023
Contribution to defined contribution plans, recognised as expense for the year ended is as under:		
Employer's contribution to provident fund /Pension Scheme	630.55	639.64
	630.55	639.64

Defined benefit plans

Provision for defined benefit plans are based on certain assumptions, however the actual results may vary in future. Accordingly, these plans typically expose the company to following actuarial risks:

- (i) Actual Salary increase
- (ii) Actual Return on Investment
- (iii) Change in Discount Rate in future
- (iv) Actual Mortality & disability
- (v) Actual Withdrawals

a) Compensated absences

Amount recognised in the statement of profit and loss is as under:

Particulars	31 March 2024	31 March 2023
Total service cost	98.50	150.13
Net interest cost	28.98	23.58
Net actuarial (gain)/loss for the year	57.43	6.62
Expense recognized in the statement of profit and loss	184.91	180.33

Movement in the liability recognized in the balance sheet is as under:

Particulars	31 March 2024	31 March 2023
Present value of defined benefit obligation at the beginning of the year	373.95	388.75
Acquisition Adjustment	0.18	(4.38)
Current service cost	98.50	150.13
Interest cost	28.98	23.58
Actuarial (gain) on obligation	57.43	6.62
Benefits paid	(130.49)	(190.75)
Present value of defined benefit obligation at the end of the year	428.55	373.95

Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

b) Gratuity

Particulars	31 March 2024	31 March 2023	31 March 2024	31 March 2023
	Funded		Unfunded	
- Gratuity plan- net liability	(382.83)	(318.17)	(371.11)	(254.89)
- Gratuity plan- net asset	7.56	10.06	-	-
	(375.27)	(308.11)	(371.11)	(254.89)

The Group has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service.

In respect of the Holding Company and a subsidiary company, scheme is funded with insurance companies in the form of qualifying insurance policies.

Net employee benefit expense (recognized in employee cost) for the year ended 31 March 2024

Particulars	31 March 2024	31 March 2023	31 March 2024	31 March 2023
	Funded		Unfunded	
Current service cost	78.35	72.95	139.39	49.56
Net interest cost	23.00	24.74	19.10	14.93
	101.35	97.69	158.49	64.49

Amount recognised in other comprehensive income for the year ended 31 March 2024

Particulars	31 March 2024	31 March 2023	31 March 2024	31 March 2023
	Funded		Unfunded	
Actuarial gain on obligations	(24.13)	21.81	20.37	19.15
Return on plan assets (excluding amounts included in net interest expense)	(0.16)	14.27	-	-
	(24.29)	36.08	20.37	19.15

Changes in the present value of the defined benefit obligation for the year ended 31 March, 2024 are as follows:

Particulars	31 March 2024	31 March 2023	31 March 2024	31 March 2023
	Funded		Unfunded	
Opening defined obligation	825.85	829.70	254.89	211.63
Current service cost	78.35	72.95	139.39	49.56
Interest cost	61.65	58.94	19.10	14.93
Re-measurement (or actuarial) (gain) / loss	24.13	(21.81)	(20.37)	(19.15)
Benefits paid	(63.39)	(99.35)	(20.53)	(9.55)
Acquisition adjustment	0.18	(14.58)	(1.37)	7.47
Defined benefit obligation	926.77	825.85	371.11	254.89

Changes in the fair value of plan assets are as follows:

	31 March 2024	31 March 2023
Fair value of plan assets	517.74	481.36
Interest income	38.49	48.47
Contribution by employer	54.15	64.43
Benefits paid	(58.88)	(76.52)
Closing fair value of plan assets	551.50	517.74
Investment with insurer	551.50	517.74

Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

The principal assumptions used in determining benefit obligation for the Company's plans are shown below:

Particulars	31 March 2024	31 March 2023
Discount rate (in %)	7.15%	7.45%
Salary escalation (in %)	Generally, 5% thereafter	Generally, 5% thereafter
Mortality rate (% of IALM 12-14)	100%	100%

Quantitative sensitivity analysis for significant assumption as at 31 March 2024 is as shown below:

Particulars	31 March 2024		31 March 2024	
	Discount rate		Future salary increases	
Sensitivity level	0.5 % increase	0.5 % decrease	0.5 % increase	0.5 % decrease
Impact on defined benefit obligation	-23.29	24.40	24.46	-23.64

Quantitative sensitivity analysis for significant assumption as at 31 March 2023 is as shown below:

Particulars	31 March 2023		31 March 2023	
	Discount rate		Future salary increases	
Sensitivity level	0.5 % increase	0.5 % decrease	0.5 % increase	0.5 % decrease
Impact on defined benefit obligation	-56.27	61.87	62.00	-56.67

Maturity profile of defined benefit obligation

Expected cash value over the next 10 years

Particulars	31 March 2024	31 March 2023
Within the next 12 months (next annual reporting period)	309.64	127.22
Between 2 and 5 years	751.79	454.21
Beyond 5 years	311.54	597.95

c) Provident Fund

The Holding Company contributes its share in an approved provident fund trust viz. Zuari Industries Limited Employees Provident Fund. The Company is liable for shortfall, if any, in the fund assets based on the government specified minimum rate of return. It has been confirmed by the PF Trust that there is no shortfall as at 31st March, 2024

Note 41: Segment information

Identification of segment

The identified reportable segments for the year under review are engineering services, furniture, real estate, investment services, sugar, power, ethanol and management services. Engineering services segment includes technology, basic engineering, detailed engineering, project management, procurement and construction services in the engineering and contracting sector. Furniture segment includes manufacturing, sale and trading of furniture products. Real estate segment includes development of real estates. Investment services includes capital market related services. Sugar division includes extraction of Sugar from Sugar Cane. Power division includes co-generation of power using by product of sugar division i.e. bagasse. Ethanol division includes manufacturing of ethanol using Molasses. Management services include management consultancy, manpower outsourcing and related services.

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Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

2023-24	Engineering	Furniture	Real estate	Sugar	Power	Investment services	Ethanol Plant	Management Services	Unallocated	Total
A. Segment revenue:										
External sales/ income	219.62	0.07	17,566.15	58,647.39	7,219.37	2,180.82	16,547.98	2,774.42	-	1,05,155.82
Inter-segment sales/income	-	-	-	(16,189.14)	(4,563.93)	(46.76)	(278.99)	(296.93)	-	(21,375.75)
	219.62	0.07	17,566.15	42,458.25	2,655.44	2,134.06	16,268.99	2,477.49	-	83,780.07
B. Segment results										
Segment results										
Less: Share of profit of associates and joint ventures	(213.32)	358.01	9,806.59	526.55	(3,315.45)	632.84	2,216.10	(246.75)	-	9,764.57
Less: Finance costs	-	-	-	-	-	-	-	-	2,736.32	2,736.32
Add: Unallocated income net off unallocated expenses	-	-	-	-	-	-	-	-	(28,194.10)	(28,194.10)
Add: Exceptional Item	-	-	-	-	-	-	-	-	15,622.23	15,622.23
Add: Tax expenses	-	-	-	-	-	-	-	-	78,471.32	78,471.32
	-	-	-	-	-	-	-	-	(7,124.94)	(7,124.94)
Profit after tax as per statement of profit and loss										71,275.40
C. Other information:										
Segment assets	1,136.75	3,222.27	1,03,676.22	72,485.78	16,266.29	6,751.77	18,235.32	293.20	5,27,366.24	7,49,433.84
Segment liabilities	530.38	893.33	75,631.35	20,526.83	24.12	2,346.14	2.49	432.04	2,58,592.16	3,58,978.83
Non controlling interests	-	-	-	-	-	-	-	-	(1,434.21)	(1,434.21)
Capital expenditure (cash outflow)	5.05		28.66	1,035.26	8.72	40.95	237.56	2.29	-	1,358.49
Depreciation and amortization	33.28	102.67	120.15	1,033.25	690.29	123.60	630.72	1.96	-	2,735.92
D. Disaggregation of revenue from contracts with customers										
Operating revenue										
Sale of finished, traded and by products	-	0.07	-	42,376.34	-	-	16,268.99	-	-	58,645.40
Sale of power	-	-	-	-	2,655.44	-	-	-	-	2,655.44
Engineering supplies and other services	219.62	-	-	-	-	2,134.06	-	2,477.49	-	4,831.17
Revenue from sale of land, constructed properties and development management fees	-	-	17,308.58	-	-	-	-	-	-	17,308.58
Other operating revenue:										
Scrap sales and Other Operating Income	-	-	-	81.91	-	-	-	-	-	81.91
Rental income from Investment Properties	-	-	257.57	-	-	-	-	-	-	257.57
										83,780.07
Timing of recognition										
At a point in time	-	0.07	17,566.15	42,458.25	2,655.44	2,134.06	16,268.99	2,477.49	-	83,560.45
Over time	219.62	-	-	-	-	-	-	-	-	219.62
										83,780.07

The group mainly caters to domestic market. The export turnover is not significant. Hence, geographical disclosures have not been provided.

There is no single external customer contributing more than 10% of the Group revenue during the year.

Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

2022-23	Engineering	Furniture	Real estate	Sugar	Power	Investment services	Ethanol Plant	Management Services	Unallocated	Total
A. Segment revenue:										
External sales/ income	87.41	78.49	17,208.78	69,470.27	6,621.69	1,561.11	17,177.31	2,912.67	-	1,15,117.73
Inter-segment sales/income	-	-	-	(15,851.68)	(3,412.65)	(20.56)	(175.97)	(143.37)	-	(19,604.23)
Segment revenue	87.41	78.49	17,208.78	53,618.59	3,209.03	1,540.55	17,001.35	2,769.30	-	95,513.50
B. Segment results										
Segment results	616.07	30.94	1,250.55	(844.60)	196.42	211.47	2,538.55	(251.94)	-	3,747.46
Less: Share of loss of associates and joint ventures	-	-	-	-	-	-	-	-	37,949.57	37,949.57
Less: Finance costs	-	-	-	-	-	-	-	-	(24,843.51)	(24,843.51)
Add: Unallocated income net off unallocated expenses	-	-	-	-	-	-	-	-	14,521.77	14,521.77
Add: Exceptional Item	-	-	-	-	-	-	-	-	-	-
Add: Tax expenses	-	-	-	-	-	-	-	-	(428.19)	(428.19)
Profit after tax as per statement of profit and loss										30,947.10
C. Other information:										
Segment assets	1,300.63	3,336.20	1,54,672.36	65,124.01	19,507.63	5,544.36	19,341.03	258.62	3,11,819.43	5,80,904.27
Segment liabilities	1,013.88	1,429.43	41,083.02	24,451.54	410.10	1,722.23	28.44	456.32	2,71,513.52	3,42,108.48
Non controlling interests	-	-	-	-	-	-	-	-	(1,318.29)	(1,318.29)
Capital expenditure (cash outflow)	2.91	0.62	571.44	815.97	43.05	23.45	287.60	4.40	-	1,749.44
Depreciation and amortization	35.47	110.04	136.94	1,055.88	682.39	119.00	617.94	1.85	-	2,759.51
D. Disaggregation of revenue from contracts with customers										
Operating revenue										
Sale of finished, traded and by products	-	78.49	-	53,522.91	-	-	17,001.35	-	-	70,602.74
Sale of power	-	-	-	-	3,209.03	-	-	-	-	3,209.03
Engineering supplies and other services	87.41	-	-	-	-	1,540.55	-	2,769.30	-	4,397.26
Revenue from sale of constructed properties and development management fees	-	-	16,938.53	-	-	-	-	-	-	16,938.53
Other operating revenue:										
Scrap sales	-	-	-	95.68	-	-	-	-	-	95.68
Rental income from Investment Properties	-	-	270.26	-	-	-	-	-	-	270.26
Timing of recognition										
At a point in time	-	78.49	17,208.78	53,618.59	3,209.03	1,540.55	17,001.35	2,769.30	-	95,426.09
Over time	87.41	-	-	-	-	-	-	-	-	87.41
										95,513.50

There is no single external customer contributing more than 10% of the Group revenue during the year.

Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

Note 42: Leases

The Group has entered into lease for several buildings in the form of sugar godown, registered office, Corporate office:

i. Right-of-use assets	Amount
Opening Balance as at 1 April 2022	1,073.50
Addition	148.63
Depreciation	(259.01)
Closing balance as at 31 March 2023	963.12
Opening Balance as at 1 April 2023	963.12
Addition	88.31
Depreciation	(210.73)
Closing balance as at 31 March 2024	840.70

ii. Lease liabilities	Current	Non Current	Amount
Opening Balance as at 1 April 2022			1,276.37
Addition			150.60
Interest accrued			139.86
Payments			(368.40)
Closing Balance as on 31 March 2023	204.81	993.62	1,198.43
Addition			85.70
Interest accrued			119.88
Payments			(323.40)
Closing Balance as on 31 March 2024	258.81	821.80	1,080.61

Note:

- a. Refer note 47 for maturity analysis of lease liabilities
- b. The effective interest rate for lease liabilities is 12%, with maturity between 2021-2028

ii. Amount recognised in the statement of profit and Loss	Note No	31 Mar 2024	31 Mar 2023
Depreciation	29	210.73	259.01
Interest on lease liabilities	28	119.88	139.86
Net impact on statement of profit and loss		330.61	398.87

Where the Group is a lessor

The Company has entered into operating leases on its investment properties in Goa consisting of land and building (refer note 4). The leases do not transfer substantially all the risks and rewards incidental to ownership of the assets hence the same are being classified as operating leases.

Further, a subsidiary has also leased out its land and building alongwith plant & machinery under operating lease. Rental income recognised during the year is INR 751.82 lakhs (31 March 2023: INR 764.51 lakhs)

Undiscounted lease payments to be received under operating lease as at 31 March 2024 are as follows:

	31 Mar 2024	31 Mar 2023
Within one year	743.76	762.99
After one year but not more than five years	2,101.43	2,673.31
More than five years	4,590.18	4,622.91

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Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

Note 43A: Contingent liabilities:

	As at 31 Mar 2024	As at 31 Mar 2023
I. Demands / claims by various government authorities and others not acknowledged as debts and contested by the Company		
(A) Excise duty and service tax	99.23	99.23
(B) Sales tax and GST	443.29	373.64
(C) Income tax and wealth tax	5,853.43	5,623.12
(D) Labour Disputes	2.01	2.01
(E) Regulatory Fees on Molasses	399.31	213.96
(F) Warehouse Rent	17.01	11.91
	6,814.28	6,323.87
II. Other claims against the Group not acknowledged as debts	105.45	71.30
III. Dividend liability on non-convertible redeemable cumulative preference shares	536.63	536.63

Notes:

- a) Further, the Group has certain litigations involving employees, for which a sufficiently reliable estimate of the amount of the obligation cannot be made. Based on management assessment and in-house legal team's advice, the management believes that the Group has reasonable chances of succeeding before the courts/appellate authorities and does not foresee any material liability. Pending the final decision on the matters, no further provision has been made in the financial statements.
- b) In case of Holding Company, UP Government have levied regulatory fees on sale and captive consumption of molasses @ Rs.20/-Qtl wef 24.12.2021 vide order order no 4605-5153 dated 12.01.2022 passed by the office of the Commissioner cum molasses controller Allahabad 2. UP Sugar Mill Association filed a writ petition at Hon'ble High Court Lucknow Bench challenging this order levying regulatory fees on molasses vide write petition no 589 of 2022. Pending outcome of the case the Company has deposited entire amount accrued on account of regulatory fees amounting to INR 399.31 lakhs (31 March 2023: INR 213.96 lacs) under protest and any liability would be provided as and when decided by the court. Based on discussions with the solicitors/ favourable decisions in similar cases/ legal opinions taken by the Company, the management does not expect these claims to succeed and hence, no provision against above is considered necessary.
- c) **Value added tax/ Sales tax liability on sale of molasses**
- Based on discussions with the solicitors/ favourable decisions in similar cases/ legal opinions taken by the Company, the management does not expect these claims to succeed and hence, no provision against above is considered necessary. The Company has sold molasses to certain parties without charging sales tax on the basis of stay order by Hon'ble High Court of Allahabad and is pending with Hon'ble Supreme Court. It says that during the pendency of special appeal before Hon'ble Supreme Court, the Company shall not realise taxes on sale of molasses. In case the order is decided against the parties by the Hon'ble Supreme Court, the Company would be liable to collect and pay VAT/Sales tax to the department along with interest and penalty. Amount involved is indeterminate.

Note 43B: Corporate guarantees given in favour of banks / others on behalf of :

Particulars	Outstanding exposure as on 31.03.2024	As at 31 Mar 2024
Forte Furniture Products India Private Limited	1,830.04	2,013.00
Zuari Envien Bio Energy Private Limited	-	20,292.00

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Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

Note 43C: Capital and other commitments

Capital commitments contracted at the end of the reporting period but not recognised as liabilities is as follows:-

Particulars	As at 31 Mar 2024	As at 31 Mar 2023
Property, plant and equipment	82.56	-
Project construction and development	2,786.92	73,915.08
	2,869.48	73,915.08

Note 44 Fair values measurements

Financial instruments by category

Particulars	31 Mar 2024			31 March 2023		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
Financial assets						
Investments						
Quoted equity shares*	-	3,09,761.88	-	-	1,62,739.50	-
Un-quoted equity shares	-	121.57	-	-	121.57	-
Redeemable non-cumulative optionally convertible preference shares	550.00	-	-	662.00	-	-
Redeemable non-cumulative non- convertible preference shares	-	-	-	650.00	-	-
Mutual funds	38.26	-	-	543.42	-	-
Government Securities	-	-	2.00	-	-	2.00
Trade receivable	-	-	5,491.20	-	-	7,999.73
Cash and cash equivalents	-	-	5,552.05	-	-	9,135.37
Other bank balances	-	-	62,907.65	-	-	53,551.35
Loans	-	-	33,850.07	-	-	44,463.33
Derivative Instruments	-	-	-	78.70	-	-
Others financial assets	-	-	9,949.72	-	-	11,597.29
Total financial assets	588.26	3,09,883.45	1,17,752.69	1,934.12	1,62,861.07	1,26,749.07
Financial liabilities						
Borrowings (including current maturities of long term borrowings)	-	-	2,38,693.54	-	-	2,67,867.38
Trade payables	-	-	23,399.83	-	-	25,109.56
Other financial liabilities	-	-	7,498.17	-	-	5,245.69
Lease liabilities	-	-	1,080.61	-	-	1,198.43
Total financial Liabilities	-	-	2,70,672.15	-	-	2,99,421.06

*The equity securities for which the Group has made an irrevocable election at initial recognition to recognize changes in fair value through OCI rather than profit and loss are investments which are not held for trading purposes.

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Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

Note 45 Fair values measurements

The following table provides the fair value measurement hierarchy of the Group's assets and liabilities.

Particulars	Total	Fair value measurement using		
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
As at 31 March 2024:				
Assets measured at fair value:				
A. FVOCI financial Instruments				
Quoted equity shares	3,09,761.88	3,09,761.88	-	-
Unquoted equity shares	121.57	-	-	121.57
B. FVPL financial Instruments				
Investment				
Redeemable non-cumulative optionally convertible preference shares	550.00	-	-	550.00
Investment in quoted mutual funds	38.26	38.26	-	-
	3,10,471.71	3,09,800.14	-	671.57
Derivative Instruments (Assets)				
	-	-	-	-
There have been no transfers between Level 1 and Level 2 during the period.				
As at 31 March 2023:				
Assets measured at fair value:				
A. FVOCI financial Instruments				
Quoted equity shares	1,62,739.50	1,62,739.50	-	-
Unquoted equity shares	121.57	-	-	121.57
B. FVPL financial Instruments				
Investment				
Redeemable non-cumulative optionally convertible preference shares	662.00	-	-	662.00
Redeemable non-cumulative non-convertible preference shares	650.00	-	650.00	-
Quoted mutual funds	543.42	543.42	-	-
	1,64,716.49	1,63,282.92	650.00	783.57
Derivative Instruments (Assets)				
	78.70	-	78.70	-
There have been no transfers between level 1 and level 2 during the year period.				

i) Valuation techniques used to determine fair value

Specific valuation techniques used to value financial instruments include -

- The fair values of the quoted equity shares are based on price quotations at the reporting date.
- The fair value of Mutual Funds is determined using the NAV at the balance sheet date.
- The fair values of the unquoted equity shares have been estimated using a DCF model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows, discount rate, credit risk and volatility. The probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted equity investments and preference shares.
- The fair value of unquoted preference shares is estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. The valuation requires management to use unobservable inputs in the model, of which the significant unobservable inputs are disclosed in the tables below. Management regularly assesses a range of reasonably possible alternatives for those significant unobservable inputs and determines their impact on the total fair value.

Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

(ii) The following table presents the changes in level 3 items for the period ended 31 March 2024 and 31 March 2023:

	Redeemable non-cumulative optionally convertible preference shares	Investment in Unquoted equity shares	Total
As at 1 April 2022	662.00	121.57	783.57
Gain recognised in statement of profit and loss	-	-	-
Gain recognised in other comprehensive income	-	-	-
As at 31 March 2023	662.00	121.57	783.57
Gain/ (Loss) recognised in statement of profit and loss	(112.00)	-	(112.00)
Gain recognised in other comprehensive income	-	-	-
As at 31 March 2024	550.00	121.57	671.57

(iii) Financial instruments measured at amortised cost

The management assessed that carrying value of financial assets and financial liabilities, carried at amortized cost, are approximately equal to their fair values at respective balance sheet dates and do not significantly vary from the respective amounts in the balance sheets.

Note 46: Related party disclosures

A. A list of related parties as identified by the management is as under:

i) Joint ventures of the Company:

- Zuari IAV Private Limited, a Joint venture of Zuari Industries Limited (formerly known as Zuari Global Limited)
- Forte Furniture Products India Private Limited, a Joint venture of Zuari Industries Limited (formerly known as Zuari Global Limited)
- Zuari Envien Bioenergy Private Limited, a Joint venture of Zuari Industries Limited (formerly known as Zuari Global Limited)
- Burj District Development Limited, Joint Venture of Zuari Infracore SJM Properties LLC
- Burj District One Limited, subsidiary of the Burj District Development Limited
- Simon Engineering & Partners LLC, a Joint venture of Simon India Limited (Refer Note 35(i))

ii) Associates of the Company:

- New EROS Tradecom Limited, an associate of Zuari International Limited
- Zuari Agro Chemicals Limited, an associate of Zuari Industries Limited
- Mangalore Chemicals and Fertilisers Limited, a subsidiary of Zuari Agro Chemicals Limited
- Adventz Trading DMCC, a subsidiary of Zuari Agro Chemicals Limited
- Zuari Farmhub Limited, a subsidiary of Zuari Agro Chemicals Limited.
- Zuari Maroc Phosphates Private Limited, a joint venture of Zuari Agro Chemicals Limited
- Paradeep Phosphates Limited, a subsidiary of Zuari Maroc Phosphates Private Limited
- Zuari Yoma Agri Solutions Limited an associate of Paradeep Phosphates Limited
- Brajbhumi Nirmaan Private Limited, an associate of Zuari Infracore India Limited
- Pranati Niketan Private Limited, an associate of Zuari Infracore India Limited
- Darshan Nirmaan Private Limited, an associate Zuari Infracore India Limited
- Rosewood Agencies Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
- Neobeam Agents Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
- Mayapur Commercial Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
- Nexus Vintrade Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
- Bahubali Tradecom Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
- Hopeful Sales Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
- Divine Realdev Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
- Kushal Infracore Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
- Beatle Agencies Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited

Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

21. Suhana Properties Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
22. Saket Mansions Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
23. Texmaco Infrastructure and Holdings Limited, an associate of Zuari Industries Limited
24. Valley View Landholdings Private Limited, a subsidiary of Texmaco Infrastructure and Holdings Limited
25. Macfarlane & Company Limited, a subsidiary of Texmaco Infrastructure and Holdings Limited
26. High Quality Steels Limited, a subsidiary of Texmaco Infrastructure and Holdings Limited
27. Topflow Buildcon Private Limited, a Step-down subsidiary of Texmaco Infrastructure and Holdings Limited
28. Startree Enclave Private Limited, a Step-down subsidiary of Texmaco Infrastructure and Holdings Limited
29. Snowblue Enclave Private Limited, a Step-down subsidiary of Texmaco Infrastructure and Holdings Limited
30. Lionel India Limited, an associate of Texmaco Infrastructure and Holdings Limited

Upto 24 Nov 2023 (Refer Note 31(i)):

31. Texmaco Rail & Engineering Limited, an associate of Zuari Industries Limited (formerly known as Zuari Global Limited)
32. Belur Engineering Private Limited, a subsidiary of Texmaco Rail & Engineering Limited
33. Panihati Engineering Udyog Private Limited, a subsidiary of Texmaco Rail & Engineering Limited
34. Texmaco Rail Electrification Limited, a subsidiary of Texmaco Rail & Engineering Limited
35. Texmaco Rail System Private Limited, a Step-down subsidiary of Texmaco Rail & Engineering Limited
36. Texmaco Transtrak Private Limited, a Step-down subsidiary of Texmaco Rail & Engineering Limited
37. Texmaco Defence Systems Private Limited, an associate of Texmaco Rail & Engineering Limited
38. Touax Texmaco Railcar Leasing Private Limited, a joint venture of Texmaco Rail & Engineering Limited
39. Wabtec Texmaco Rail Private Limited, a joint venture of Texmaco Rail & Engineering Limited
40. Belgharia Engineering Udyog Private Limited, a subsidiary of Texmaco Rail & Engineering Limited

iii) Enterprises having significant influence, with whom there are transactions during the year:

1. Globalware Trading and Holdings Limited, exercising significant influence over Zuari Industries Limited
2. Adventz Finance Private Limited, exercising significant influence over Zuari Industries Limited

iv) Key Management Personnel

1. Mr. S. K. Poddar- Chairman
2. Mr. Athar Sahab- Managing Director
3. Mrs. Manju Gupta - Independent and Non-Executive director
4. Mr. Vijay Vyankatesh Paranjape -Independent And Non-Executive Director
5. Mr. Sushil Kumar Roongta - Independent and Non Executive Director
6. Mr. Alok Saxena- Executive Director
7. Mr. Suneet Shrinivas Maheshwari- Independent and Non-Executive Director
8. Mrs. Jyotsna Poddar- Non Executive Director
9. Mr. L. M. Chandrasekaran- Independent and Non Executive Director*
10. Mr. Bhaskar Chatterjee- Independent and Non Executive Director *

* (Ceased to be directors of erstwhile Zuari Sugar and Power Limited ("ZSPL") due to dissolution of Board of Directors of ZSPL in terms of Amalgamation of ZSPL with Zuari Industries Limited w.e.f. 30th April 2024, being effective date)

v) Relatives of Key Management Personnel

1. Mr. Akshay Poddar, Son of Mr. S.K Poddar
2. Mrs. Zakiya Maryam Athar, Wife of Managing Director

vi) Funds for Post-employment benefit plan

1. Zuari Industries Limited Employees Provident Fund
2. Zuari Industries Limited Sr. Staff Superannuation Fund
3. Zuari Industries Limited Non Management Employees Pension Fund
4. Zuari Industries Limited Gratuity Fund
5. Simon India Ltd. Staff Superannuation Fund
6. Simon India Ltd Gratuity Fund

Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

B. Related party transactions

Following transactions were carried out with related parties in the ordinary course of business for the year ended 31 March 2024:

S No	Transaction details	For the year ended March 2024				For the year ended March 2023				
		Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence	Key Management Personnel/ Relatives of KMP	Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence
1	Inter-Corporate deposits/ Loans/ Advances/Deposits given:									
	- Forte Furniture Products India Private Limited	550.00	-	-	-	-	300.00	-	-	-
2	Inter-Corporate deposits/ Loans/ Advances/Deposits taken:									
	- Globalware Trading and Holdings Limited	-	-	340.69	-	-	-	111.86	-	-
	- Adventz Finance Private Limited	-	-	24,400.00	-	-	-	300.00	-	-
	- Mr. Akshay Poddar	-	-	-	-	-	-	-	-	258.78
3	Inter-Corporate deposits/ Loans/ Advances/Deposits repaid:									
	- Texmaco Infrastructure and Holding Limited	-	1,350.00	-	-	-	-	-	-	-
	- Adventz Finance Private Limited	-	-	1,700.00	-	-	-	100.00	-	-
4	Managerial remuneration#									
	- Athar Sahab	-	-	-	-	262.71	-	-	-	240.37
	- Alok Saxena	-	-	-	-	68.72	-	-	-	46.16
	#Entirely in the nature of short term employee benefits and does not include provision for compensated absence/ gratuity individual figures cannot be determined.									
5	Dividend received									
	- Zuari IAV Private Limited	50.10	-	-	-	-	-	-	-	-
	- Texmaco Infrastructure and Holding Limited	-	58.94	-	-	-	-	29.47	-	-

Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

S No	Transaction details	For the year ended March 2024					For the year ended March 2023				
		Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence	Key Management Personnel/ Relatives of KMP	Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence	Key Management Personnel/ Relatives of KMP
	- Texmaco Rail & Engineering Limited	-	96.80	-	-	-	-	-	64.54	-	-
	- Mangalore Chemicals & Fertilizers Limited	-	4.59	-	-	-	-	-	3.67	-	-
6	Lease rentals received										
	- Zuari IAV Private Limited	206.59	-	-	-	-	-	-	-	-	-
	- Zuari Agro Chemicals Limited	-	-	-	-	-	-	2.31	-	-	-
	- Paradeep Phosphates Limited	-	1.03	-	-	-	-	11.51	-	-	-
	- Forte Furniture Products India Private Limited	494.25	-	-	-	-	-	-	-	-	-
7	Sitting fees paid										
	- Mr. S. K. Poddar	-	-	-	-	-	-	-	-	-	3.65
	- Mr. Vijay V Paranjape	-	-	-	-	-	-	-	-	-	5.85
	- Mrs Manju Gupta	-	-	-	-	-	-	-	-	-	3.40
	- Mr. Bhaskar Chatterjee	-	-	-	-	-	-	-	-	-	1.55
	- Mr. L.M Chandrasekaran	-	-	-	-	-	-	-	-	-	0.65
	- Sushil Kumar Roongta	-	-	-	-	-	-	-	-	-	5.10
	- Jyotsna Poddar	-	-	-	-	-	-	-	-	-	2.00
	- Suneet Maheshwari	-	-	-	-	-	-	-	-	-	4.65
	- Marco Wadia	-	-	-	-	-	-	-	-	-	0.40
	- Akshay Poddar	-	-	-	-	-	-	-	-	-	0.40
8	Management fees / service charges received										
	- Zuari IAV Private Limited	20.10	-	-	-	-	-	-	-	-	-
	- Forte Furniture Products India Private Limited	4.20	-	-	-	-	-	-	-	-	-
9	Investment in equity shares										
	- Zuari Enviroenergy private Limited	1,201.85	-	-	-	-	-	-	-	-	-

Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

S No	Transaction details	For the year ended March 2024				For the year ended March 2023					
		Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence	Key Management Personnel/ Relatives of KMP	Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence	Key Management Personnel/ Relatives of KMP
10	Interest expense										
	- Texmaco Infrastructure and Holding Limited	-	126.11	-	-	-	-	-	106.24	-	-
	- Adventz Finance Private Limited	-	-	792.99	-	-	-	122.76	-	-	-
11	ICDs given repaid										
	- Forte Furniture Products India Private Limited	250.00	-	-	-	-	-	-	727.50	-	-
	- Zuari Envien Bioenergy private Limited	475.00	-	-	-	-	-	-	-	-	-
	- Zuari Agro Chemicals Limited	-	6,000.00	-	-	-	-	-	-	-	-
	- Texmaco Rail & Engineering Limited	-	5,366.72	-	-	-	-	-	-	-	-
12	Sale of goods to/ services										
	- Zuari Agro Chemicals Limited	-	-	-	-	-	-	-	37.89	-	-
	- Forte Furniture Products India Private Limited	-	-	-	-	-	-	-	117.29	-	-
	- Zuari Farmhub Limited	-	-	-	-	-	-	-	23.62	-	-
	- Texmaco Infrastructure & Holdings Limited	-	0.66	-	-	-	-	-	-	-	-
	- Mangalore Chemicals & Fertilisers Limited	-	-	-	-	-	-	-	89.98	-	-
	- Paradeep Phosphates Limited	-	71.16	-	-	-	-	-	749.32	-	-
	- Texmaco Rail & Engineering Limited	-	-	-	-	-	-	-	15.29	-	-
	- Zuari Envien Bioenergy Private Limited	0.08	-	-	-	-	-	-	-	-	-
13	Purchase of goods from										
	- Zuari Farmhub Limited	-	-	-	-	-	-	-	0.60	-	-

Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

S No	Transaction details	For the year ended March 2024				For the year ended March 2023				
		Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence	Key Management Personnel/ Relatives of KMP	Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence
14	Interest income on ICDs									
	- Forte Furniture Products India Private Limited	55.59	-	-	-	-	31.69	-	-	-
	- Zuari Agro Chemicals Limited	-	5,443.98	-	-	-	-	5,902.50	-	-
	- Zuari Envien Bioenergy private Limited	24.21	-	-	-	-	-	-	-	-
	- Texmaco Rail & Engineering Limited	-	492.89	-	-	-	-	679.94	-	-
15	Depository Income/RTA Income									
	- Zuari Agro Chemicals Limited	-	21.66	-	-	-	-	11.02	-	-
	- Texmaco Infrastructure & Holdings Limited	-	0.15	-	-	-	-	0.01	-	-
	- Forte Furniture Product Indian Pvt Ltd	0.20	-	-	-	-	0.25	-	-	-
	- New Eros Tradecom Limited	-	0.11	-	-	-	-	0.11	-	-
	- Zuari Marco Phosphates Private Limited	-	0.32	-	-	-	-	1.04	-	-
	- Zuari Envien Bioenergy private Limited	0.47	-	-	-	-	-	-	-	-
16	Lease rental and Maintenance Paid									
	- Texmaco Infrastructure and Holding Limited	-	105.28	-	-	-	-	101.05	-	-
17	Transactions with funds for post employment benefit trust									
	- Zuari Industries Limited Employees Provident Fund	-	-	-	79.62	-	-	-	59.21	-
	- Zuari Industries Limited Non Management Employees Pension Fund	-	-	-	2.80	-	-	-	2.17	-

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for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

S No	Transaction details	For the year ended March 2024				For the year ended March 2023					
		Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence	Key Management Personnel/ Relatives of KMP	Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence	Key Management Personnel/ Relatives of KMP
Related party balances :											
1	Loan given										
	- Forte Furniture Products India Private Limited	500.00	-	-	-	-	200.00	-	-	-	-
	- Zuari Agro Chemicals Limited	-	33,350.00	-	-	-	-	39,350.00	-	-	-
	- Texmaco Rail & Engineering Limited	-	-	-	-	-	-	4,106.53	-	-	-
2	Loans and advances Payable (Including accrued Interest)										
	- Adventz Finance Private Limited	-	-	24,400.00	-	-	-	1,747.16	-	-	-
	- Globalware Trading and Holdings Limited	-	-	1,648.93	-	-	-	-	1,959.83	-	-
	- Mr. Akshay Poddar	-	-	-	-	-	-	-	-	-	3,332.18
	- Texmaco Infrastructure and Holding Limited	-	-	-	-	-	-	1,654.23	-	-	-
3	Trade payables										
	- Zuari Agro Chemicals Limited	-	20.72	-	-	-	-	21.93	-	-	-
	- Zuari Farmhub Limited	-	155.10	-	-	-	-	155.10	-	-	-
4	Advances or deposits recoverable/ debtors										
	- Brajbhumi Nirmaan Private Limited	-	563.85	-	-	-	-	563.85	-	-	-
	- Zuari Agro Chemicals Limited	-	24.27	-	-	-	-	11.22	-	-	-
	- Forte Furniture Products India Private Limited	1,863.74	-	-	-	-	1,411.22	-	-	-	-
	- Paradeep Phosphates Limited	-	44.50	-	-	-	-	52.14	-	-	-
	- Mangalore Chemicals & Fertilizers Limited	-	10.31	-	-	-	-	-	-	-	-
	- Zuari Marco Phosphates Private Limited	-	0.41	-	-	-	-	0.26	-	-	-
	- Zuari Farmhub Limited	-	79.87	-	-	-	-	110.65	-	-	-

Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

S No	Transaction details	For the year ended March 2024				For the year ended March 2023				
		Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence	Key Management Personnel/ Relatives of KMP	Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence
	- Zuari Envien Bioenergy Private Limited	52.05	-	-	-	-	-	-	-	-
	- Texmaco Rail & Engineering Limited	-	2.33	-	-	-	1.79	-	-	-
	- Zuari IAV Private Limited	10.83	-	-	-	6.43	-	-	-	-
5	Interest receivable on ICD/Loan									
	- Forte Furniture Products India Private Limited	-	-	-	-	2.07	-	-	-	-
	- Texmaco Rail & Engineering Limited	-	-	-	-	-	929.67	-	-	-
6	Advance against purchase of land									
	- Burj District Development Limited, Cayman Islands	-	-	-	-	4,798.50	-	-	-	-
7	Advances against income tax under litigations									
	- Zuari Agro Chemicals Limited	-	522.16	-	-	-	522.16	-	-	-
8	Deposit of provident fund									
	- Zuari Industries Limited Employees Provident Fund	-	-	-	6.66	-	-	-	5.74	-
	- Zuari Industries Limited Non Management Employees Pension Fund	-	-	-	0.19	-	-	-	0.23	-
9	Security Deposit Given									
	- Texmaco Infrastructure and Holding Limited	-	17.67	-	-	-	17.67	-	-	-
	- Paradeep Phosphates Limited	-	0.60	-	-	-	0.60	-	-	-
10	Escrow & Restricted Accounts									
	- Burj District One Limited	62,503.06	-	-	-	25,315.82	-	-	-	-

Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

Note 47: Financial risk management objectives and policies

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

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.

(a) Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Such borrowings are based on fixed as well as floating interest rate. Interest rate risk is determined by current market interest rates, projected debt servicing capability and view on future interest rate. The group mitigates this risk by regularly assessing the market scenario and finding appropriate financial instruments.

Interest rate sensitivity	Increase/ decrease in basis points	Effect on profit before tax INR lakhs
31 March 2024		
INR Borrowings	+50	(360.70)
INR Borrowings	-50	360.70
31 March 2023		
INR Borrowings	+50	(298.73)
INR Borrowings	-50	298.73

(b) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates.

Foreign currency sensitivity

USD	Net Exposure	Change in USD rate	Effect on profit before tax/ pre-tax equity INR lakhs
31 March 2024			
	341.45	+5%	17.07
		-5%	(17.07)
31 March 2023			
	(8,916.22)	+5%	(445.81)
		-5%	445.81

SAR	Net Exposure	Change in SAR rate	Effect on pre-tax equity INR lakhs
31 March 2024			
	-	+5%	-
		-5%	-
31 March 2023			
	(5.92)	+5%	(0.30)
		-5%	0.30

Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

AED	Net Exposure	Change in AED rate	Effect on pre-tax equity INR lakhs
31 March 2024	29.47	+5%	1.47
		-5%	(1.47)
31 March 2023	28.00	+5%	1.40
		-5%	(1.40)

c) Equity price risk

Applicability

The Group's investment in listed and non-listed equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. Having regard to the intrinsic worth, intent and long term nature of securities, fluctuation in their prices are considered acceptable. Reports on the equity portfolio are submitted to the senior management on a regular basis. The Holding Company's Board of Directors reviews and approves all equity investment decisions.

The exposure of equity securities price risk arises from investment FVTOCI held by the Group. At the reporting date, the exposure to listed equity securities at fair value was INR 3,09,761.88 lakhs (31 March 2023: INR 1,62,739.50 lakhs) and unlisted equity securities at fair value is INR 121.57 lakhs (31 March 2023: INR 121.57 lakhs), which are classified at FVTOCI .

Equity price sensitivity

The table below summarises the impact of increase/decrease of the index on the Company's equity and profit for the period. The analysis is based on the assumption that the equity index had increased by 5% or decreased by 5% with all other variables held constant, and that all the Company's equity instruments moved in line with the index.

Particulars	Impact on other components of equity
31 March 2024	
NSE Nifty 50-increases by 5%	15,488.09
NSE Nifty 50-decreases by 5%	(15,488.09)
31 March 2023	
NSE Nifty 50-increases by 5%	8,136.98
NSE Nifty 50-decreases by 5%	(8,136.98)

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables).

The Group extends credit to customers in normal course of business. The Group considers factors such as credit track record in the market and past dealings for extension of credit to customers. The Group monitors the payment track record of the customers. Outstanding customer receivables are regularly monitored. The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and operate in largely independent markets.

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Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

Reconciliation of loss allowance provisions - Trade receivable	Amount
Impairment allowance on 1 April 2022	2,107.33
Net impairment loss reversed during the year	36.61
Impairment allowance on 31 March 2023	2,143.94
Net impairment loss recognised during the year	117.20
Impairment allowance on 31 March 2024	2,261.14

Liquidity risk

Liquidity risk is the risk where the group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach is to ensure as far as possible that it will have sufficient liquidity to meet its liabilities when due.

The Group relies on a mix of borrowings and excess operating cash flows to meet its needs for funds. The group monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities at all times so that the Group does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

Particulars	Less than 1 year	1 to 5 years	> 5 years	Total
Year ended 31 March 2024				
Borrowings	1,11,810.05	1,26,883.49	-	2,38,693.54
Trade payables	23,285.77	114.06	-	23,399.83
Other financial liabilities	6,497.57	1,000.60	-	7,498.17
Lease Liabilities	258.81	688.43	133.37	1,080.61
	1,41,852.20	1,28,686.58	133.37	2,70,672.15
Year ended 31 March 2023				
Borrowings	90,518.32	1,77,349.06	-	2,67,867.38
Trade payables	25,018.26	91.30	-	25,109.56
Other financial liabilities	4,245.09	1,000.60	-	5,245.69
Lease Liabilities	204.81	782.59	211.03	1,198.43
	1,19,986.48	1,79,223.55	211.03	2,99,421.06

Note 48: Capital management

For the purpose of the Group's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the company. The Group's objective with respect to capital management is to ensure continuity of business, while at the same time provide reasonable returns to its various stakeholders. In order to achieve this, requirement of capital is reviewed periodically with reference to operating and business plans that take into account capital expenditure and strategic investments. Sourcing of capital is done through judicious combination of equity/ internal accruals and borrowings, both short term and long term.

Particulars	31 March 2024	31 March 2023
Borrowings (including debt portion of preference shares)	2,36,660.91	2,61,962.03
Less: cash and cash equivalents	5,552.05	9,135.37
Net debts	2,31,108.86	2,52,826.66
Total capital	3,91,889.22	2,40,114.08
Capital and net debt	6,22,998.08	4,92,940.74
Gearing ratio (%)	37.10%	51.29%

Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the major financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

Note 49. Revenue related disclosures:

Significant changes in contract assets and liabilities

Contract liabilities - Advance from customers	31 March 2024	31 March 2023
Opening balance of Contract liabilities	8,482.92	18,085.81
Less: Amount of revenue recognised against opening contract liabilities	5,739.57	12,043.36
Add: Addition in balance of contract liabilities for current year	863.95	27,759.47
Less: Reclassification from contract liabilities-advance from customer	-	25,319.00
Closing balance of Contract liabilities	3,607.30	8,482.92

Contract liabilities - Deferred revenue	31 March 2024	31 March 2023
Opening balance of Contract liabilities - Deferred revenue	-	11.22
Less: Amount of revenue recognised against contract liabilities	-	11.22
Add: Addition in balance of contract liabilities for current year	-	-
Closing balance of Contract liabilities - Deferred revenue	-	-

Contract assets - unbilled revenue	31 March 2024	31 March 2023
Opening balance of contract assets	652.89	909.32
Less: Amount of revenue recognised against opening contract liabilities	652.89	900.08
Add: Addition in balance of contract assets for the current year	678.29	643.65
Closing balance of contract assets	678.29	652.89

Contract assets - cost Incurred to obtain a Contract	31 March 2024	31 March 2023
Opening balance of contract assets	22.94	24.01
Less: Amount of prepaid expense recorded as expense in statement of profit & loss in current year	22.94	46.32
Add: Addition in balance of prepaid expenses in current year	-	45.25
Closing balance of contract assets	-	22.94

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Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

50. Statutory group information:

S No	Name of the Entity	Net Assets, i.e., total assets minus total liabilities as at 31 March 2024		Share in Profit or Loss for the year ended 31 March 2024		Share in Other comprehensive Income for the year ended 31 March 2024		Share in Total comprehensive Income for the year ended 31 March 2024	
		As % of consolidated net assets	Amount (INR in lakhs)	As % of consolidated profit or loss	Amount (INR in lakhs)	As % of consolidated net assets	Amount (INR in lakhs)	As % of consolidated profit or loss	Amount (INR in lakhs)
	Zuari Industries Limited (Console)	100.00	3,91,889.22	100.00	71,391.29	100.00	80,681.66	100.00	1,52,072.95
1	Holding Company								
	Zuari Industries Limited	69.16	2,71,046.81	3.17	2,265.59	73.68	59,443.62	40.58	61,709.21
2	Indian subsidiaries								
	Indian Furniture Products Limited	(0.13)	(509.94)	(1.66)	(1,188.63)	(0.00)	(0.20)	(0.78)	(1,188.84)
	Simon India Limited	2.16	8,446.72	0.05	36.81	2.23	1,799.28	1.21	1,836.09
	Zuari Finserv Limited	0.90	3,517.53	0.26	184.09	(0.02)	(17.48)	0.11	166.61
	Zuari Management Services Limited	1.47	5,774.58	(0.14)	(100.60)	3.09	2,491.35	1.57	2,390.75
	Zuari Infracore India Limited	(1.15)	(4,489.31)	(20.86)	(14,895.24)	1.14	922.91	(9.19)	(13,972.33)
	Zuari Investments Limited	23.13	90,631.71	(2.04)	(1,455.11)	93.89	75,753.90	48.86	74,298.79
	Zuari Insurance Brokers Limited	0.25	971.50	0.41	296.01	(0.00)	(0.33)	0.19	295.69
3	Minorities Interest in subsidiaries								
	Indian Furniture Products Limited	0.37	1,434.21	0.16	115.89	0.00	0.03	0.08	115.92
4	Indian joint ventures								
	Zuari IAV Private Limited	-	-	(0.07)	(48.37)	(0.00)	(0.61)	(0.03)	(48.98)
	Forte Furniture Products India Private Limited	-	-	(2.32)	(1,655.47)	(0.00)	(0.46)	(1.09)	(1,655.93)
	Zuari Envien Bioenergy Private Limited	-	-	(0.03)	(19.18)	0.00	0.27	(0.01)	(18.91)
	Burj District Developments Limited	-	-	-	-	-	-	-	-
5	Associates								
	Zuari Agro Chemicals Limited	-	-	4.61	3,287.85	0.41	329.73	2.38	3,617.58
	New Eros Tradecom Limited	-	-	(0.03)	(19.92)	2.48	2,004.09	1.30	1,984.17
	Mangalore Chemicals & Fertilizers Limited	-	-	0.05	35.40	(0.00)	(0.14)	0.02	35.26
	Brajbhumi Nirmaan Private Limited	-	-	(0.05)	(35.71)	-	-	(0.02)	(35.71)
	Texmaco Infrastructure and Holding Limited	-	-	0.15	106.61	32.23	26,004.89	17.17	26,111.50
	Texmaco Rail & Engineering Limited	-	-	1.52	1,085.10	(0.03)	(21.58)	0.70	1,063.53
7	Eliminations and adjustments due to consolidation	3.84	15,065.41	116.82	83,396.15	(109.10)	(88,027.61)	(3.05)	(4,631.45)
		100.00	3,91,889.22	100.00	71,391.29	100.00	80,681.66	100.00	1,52,072.95

Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

Note 51 Statutory group information:

S No	Name of the Entity	Net Assets, i.e., total assets minus total liabilities as at 31 March 2023		Share in Profit or Loss for the year ended 31 March 2023		Share in Other comprehensive Income for the year ended 31 March 2023		Share in Total comprehensive Income for the year ended 31 March 2023	
		As % of consolidated net assets	Amount (INR in lakhs)	As % of consolidated profit or loss	Amount (INR in lakhs)	As % of consolidated net assets	Amount (INR in lakhs)	As % of consolidated profit or loss	Amount (INR in lakhs)
	Zuari Industries Limited (Console)	100.00	2,40,114.08	100.00	31,063.01	100.00	(87,600.74)	100.00	(56,537.73)
1	Holding Company								
	Zuari Industries Limited	88.62	2,12,780.31	1.73	537.79	102.06	(89,405.73)	157.18	(88,867.94)
2	Indian subsidiaries								
	Indian Furniture Products Limited	0.28	678.89	(3.65)	(1,133.94)	0.00	(0.12)	2.01	(1,134.06)
	Simon India Limited	2.75	6,610.63	2.44	758.15	3.97	(3,475.64)	4.81	(2,717.49)
	Zuari Finserv Limited	1.40	3,350.92	0.09	28.17	0.00	(0.41)	(0.05)	27.76
	Zuari Management Services Limited	1.41	3,383.82	(0.62)	(193.45)	0.71	(626.07)	1.45	(819.52)
	Zuari Infracore India Limited	3.12	7,483.01	(14.89)	(4,626.31)	0.48	(422.66)	8.93	(5,048.97)
	Zuari International Limited	6.80	16,332.92	(6.10)	(1,893.47)	1.34	(1,172.27)	5.42	(3,065.74)
	Zuari Insurance Brokers Limited	0.28	675.83	0.51	157.09	0.00	(1.25)	(0.28)	155.84
	Zuari Envien Bionergy Private Limited	(0.00)	(0.19)	(0.00)	(1.19)	-	-	0.00	(1.19)
3	Minorities Interest in subsidiaries								
	Indian Furniture Products Limited	0.55	1,318.29	0.37	115.91	(0.00)	0.02	(0.21)	115.93
4	Indian joint ventures								
	Zuari IAV Private Limited	-	-	0.51	156.90	(0.00)	0.15	(0.28)	157.05
	Forte Furniture Products India Private Limited	-	-	(2.89)	(897.55)	(0.01)	10.63	1.57	(886.92)
5	Associates								
	Zuari Agro Chemicals Limited	-	-	122.56	38,069.92	(1.01)	880.54	(68.89)	38,950.46
	New Eros Tradecom Limited	-	-	0.23	71.91	0.53	(460.64)	0.69	(388.73)
	Mangalore Chemicals & Fertilizers Limited	-	-	0.10	31.11	0.00	(0.08)	(0.05)	31.03
	Texmaco Rail & Engineering Limited	-	-	1.47	457.30	(0.05)	42.64	(0.88)	499.94
	Texmaco Infrastructure and Holding Limited	-	-	0.21	66.18	1.15	(1,004.75)	1.66	(938.57)
	Brajbhumi Nirmaan Private Limited	-	-	(0.02)	(6.20)	-	-	0.01	(6.20)
6	Eliminations and adjustments due to consolidation	(5.21)	(12,500.35)	(2.05)	(635.31)	(9.17)	8,034.90	(13.09)	7,399.59
		100.00	2,40,114.08	100.00	31,063.01	100.00	(87,600.74)	100.00	(56,537.73)

Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

52. Scheme of Amalgamation

Hon'ble National Company Law Tribunal, Mumbai vide its order dated 12 April 2024 approved the Scheme of Amalgamation of Zuari Sugar and Power Limited (ZSPL or Transferor Company) with Zuari Industries Limited (ZIL or Transferee Company or Holding company) in accordance with the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder. Both ZIL and ZSPL filed the certified copy of orders with Registrar of Companies, Goa respectively on 30 April 2024. The Appointed Date as per the scheme is 1 April 2022 and became operative from the Effective Date i.e. 30 April 2024.

On 30 April 2024, the entire business and whole of the undertaking of ZSPL, without any further act, deed, matter or thing, together with all properties, assets, rights, liabilities, benefits and interest therein stand transferred to and vested in and / or deemed to be transferred to and vested in ZIL, as a going concern and become the properties and liabilities of ZIL from 1 April 2022.

The key terms of the Scheme are as under:

1. As Transferor Company is a wholly owned subsidiary of Transferee Company, the entire issued, subscribed and paid up equity share capital of Transferor Company is held by Transferee company through itself and its nominees. Accordingly, upon scheme becoming effective, Transferee company would not be required to issue and allot any shares in lieu or exchange of the holding of the wholly owned subsidiary and the stated issued and paid up capital of Transferor Company shall stand cancelled
2. ZIL to account for amalgamation as per 'Pooling of Interest Method' in accordance with Ind AS 103.
3. The carrying amount of investments in the shares of ZSPL as appearing in the books of ZIL shall stand cancelled.
4. The comparative financial information in respect of prior periods presented in financial statements of ZIL shall be restated, as if amalgamation had occurred from the beginning of such comparative period (i.e on or from 01.04.2022).

The comparative figures for the year ended March 31, 2023 have been restated in accordance with the aforesaid scheme and Ind AS 103- Business Combinations to include the results of the Company and its subsidiary as per "Pooling of Interest method". The restated figures have been approved by the company's Board of Directors and subjected to audit by the statutory auditors of the company.

The impact of merger on other equity is as follows:

Particulars	Retained earnings
As at 1 April 2022 (Before Merger)	
Reserves of consolidated ZIL	38,889.92
Deferred Tax Assets of ZSPL recognised pursuant to amalgamation	182.40
As at 1 April 2022 (Post Merger)	39,072.32

Note 53. Additional Disclosures

(a) Compliance with number of layers of companies:

No layers of companies has been established beyond the limits prescribed under clause 87 of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

(b) Relationship with Struck off Companies:

There are no transaction with the companies whose name struck off under section 248 of The Companies Act, 2013 or section 560 of Companies Act, 1956 during the year ended 31 March 2024 and the year ended 31 March 2023, except as per the details given below:-

Name of the Struck off company	Nature of transaction with Struck off Company	Balance Outstanding as at 31st March, 2024	Balance Outstanding as at 31st March, 2023	Relation with the Struck off Company
Sureka Equipments Pvt. Ltd.	Trade Payable	-	1.79	Vendor

Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

(ii) Details of Other Struck off entities holding equity shares in the company is as below :

Name of the Struck off company	No of Shares held
Bombay Trading Co Pvt Ltd	400
Florescent Securities Ltd	10
Mareshwari Share And Stock Brokers Pvt Ltd	217
P R Investments Limited	10
Kothari Intergroup Ltd.	2

(c) Reconciliation of quarterly statement of current assets filed with banks or financial statements- State Bank of India and DCB

Quarter ended	Particulars of Security Provided	Amount as per books	Amount as per quarterly return / statement	Amount of difference	Reason for material discrepancy
Jun-23	Hypothecation Charge on entire Current Assets and Charge on pledge of finish, W.I.P goods,Raw Material and additional charge on land ,Building and plant and machinery same as SBI against principal and interest amount.	21,560.79	21,781.36	(220.57)	Difference due to inventory valuation as per audited/ reviewed books of accounts.
Sep-23		3,251.79	3,416.22	(164.43)	
Dec-23		11,394.41	10,151.87	1,242.54	
Mar-24		39,064.94	39,064.94	-	

(d) Details in respect of Utilization of Borrowed funds and share premium shall be provided in respect of:

The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
- Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

- Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries"

Note 54: Simon India Ltd. has not received the payment of outstanding foreign receivables within the period mentioned in the Master Circular on Export of Goods and Services issued by the Reserve Bank of India ("RBI"). Trade receivables amounting to INR 395.24 lakhs (31 March 2023: INR 350.87 lakhs) due from overseas parties is outstanding for a period of more than nine months. In respect of these receivables – the Company has intimated to RBI through its authorised dealer bank for the delays in its realisation. Pending the final outcome of the aforesaid matters, which is presently unascertainable, the Company has made provision for full amount, as a matter of prudence.

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Summary of consolidated material accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in INR lakhs, unless stated otherwise)

Note 55: Notes from consolidated financial statements of Zuari Agro Chemicals Limited (an Associate of the Holding Company) for the year ended 31 March 2024

- a) In case of a subsidiary, Mangalore Chemicals & Fertilizers Limited (MCFL), during the year ended 31.03.2021 had recognized urea subsidy income of INR 29.14 crores without benchmarking its cost of production using naphtha with that of gas-based urea manufacturing units recently converted to natural gas, as notified by the Department of Fertilizers for subsidy income computation. MCFL has filed writ petition against the Department of Fertilizers [DoF] before the Hon'ble High Court of Delhi [DHC] against this matter. The management of the subsidiary based on legal opinion and considering the fact that the energy cost is always a pass through in subsidy computation, believes that artificial benchmarking is arbitrary and discriminatory and is confident of realization of the aforesaid subsidy income.
- b) The Board of Directors of the Parent Company in its meeting held on 7th February, 2024, inter-alia, has considered and approved the proposed transfer of 3,92,06,000 equity shares having face value of INR 10/- each of Mangalore Chemicals and Fertilizers Limited ("MCFL"), representing 33.08% of the paid-up equity share capital of MCFL, held by the Company to Zuari Maroc Phosphates Private Limited (ZMPPL), pursuant to and as set out in the composite scheme of arrangement by and amongst MCFL, Paradeep Phosphates Limited and their respective shareholders and creditors, subject to the approval of the shareholders, creditors and other applicable regulatory authorities including Hon'ble National Company Law Tribunal of the Company, as may be required under applicable law. Post implementation of the proposed scheme of arrangement, MCFL will be amalgamated with into Paradeep Phosphates Limited and MCFL will stand dissolved without winding up from the Appointed date i.e. April 1, 2024. The transfer of the identified shares from the Parent Company to Zuari Maroc Phosphates Private Limited is proposed to take place as per the Scheme, at a price of INR 144 per identified share, and ZMPPL is to pay aggregate cash consideration of INR 56,456.64 lakhs for such transfer of the Identified Shares, subject to any taxes that need to be deducted at source. The proposed transfer of the Identified Shares by the Parent Company to ZMPPL may be considered a 'related party transaction' under the SEBI LODR Regulations. The transfer is proposed to take place pursuant to and in accordance with the price as set out in the Scheme, and will be undertaken on an arm's length basis.
- c) In case of Parent company, at the 14th Annual General Meeting held on 27th September 2023, the shareholders of the Company, have approved the waiver of recovery of excess remuneration of Rs 0.81 lakhs paid to Mr. Sunil Sethy, Ex-Managing Director during the financial year 2019-20. The Company has filed an application under Section 454 read with Section 441 of The Companies Act, 2013 for adjudication of penalties/ compounding of offence under Section 197 of The Companies Act 2013.

Note 56: The Board of Directors of Forte Furniture Product India Private Limited, considering the cash losses incurred in the earlier years, have carried out a detailed business evaluation exercise during the year. The management, during the year, has focussed its efforts on fulfilling the open orders, collection of receivables and liquidation of inventory. Further, a roadmap for curtailing the operations are also being considered. Consequently, the assets have been stated at lower of its carrying value or net realisable value and liabilities have been stated at value its been expected to be discharged. No further provision is considered necessary by the management based on information available till date. Further, the shareholders have also committed to support the company by providing additional support as evidenced from the infusion in the form of ECD/ ICD in the current year. Considering the same, the management is of the view that the company will be able to meet the liabilities outstanding as at the year end.

As per our attached report of even date.

For **V. Sankar Aiyar & Co.**

Chartered Accountants

Firm's Registration No.: 109208W

Sd/-

Ajay Gupta

Partner

Membership No.: 090104

Place: Gurugram

Date: 29 May 2024

For and on behalf of the Board of Directors of

Zuari Industries Limited (Formerly Zuari Global Limited)

Sd/-

Athar Shahab

Managing Director

DIN: 01824891

Sd/-

Nishant Dalal

Chief Financial Officer

Sd/-

Vijay Vyankatesh Paranjape

Director

DIN: 00237398

Sd/-

Rakesh Kumar Singh

Company Secretary

Membership No. A16093



Registered Office

Jai Kisaan Bhawan,
Zuarinagar, Goa - 403726
CIN No: L65921GA1967PLC000157

Corporate office

5th Floor, Tower A, Global Business Park,
Sector - 26, MG Road, Gurugram, Haryana, 122002