



KESAR ENTERPRISES LIMITED

Regd. Off: Oriental House, 7 Jamshedji Tata Road, Churchgate, Mumbai-400 020, India. Website : <http://www.kesarindia.com>
Phone : (+91-22) 22042396 / 22851737 Fax : (+91-22) 22876162 E-mail : headoffice@kesarindia.com
CIN : L24116MH1933PLC001996

24th July, 2024

BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

Scrip Code : 507180

Dear Sir,

Sub: Annual Report for the Financial Year 2023-24

Pursuant to Regulation 34(1) of SEBI (LODR) Regulations, 2015, please find enclosed herewith Annual Report of the Company for the Financial Year 2023-24, containing amongst other things, Notice convening the 89th Annual General Meeting of the Company scheduled to be held on Thursday, 22nd August, 2024 at 3.00 p.m. (IST) via Video Conferencing (VC) / Other Audio Visual Means (OAVM).

The said Annual Report is also available on the website of the Company at <https://www.kesarindia.com>. and has been emailed on 24th July, 2024, to all those shareholders, whose email addresses are registered with the Company/Depositories Participants.

The above is for your information and record.

Thanking you,

Yours faithfully,
For Kesar Enterprises Limited

Gaurav Sharma
Company Secretary &
Assistant Vice President (Legal & HR)

Encl. : As above.



Kesar Enterprises Limited

ANNUAL REPORT

2023 - 2024



www.kesarindia.com

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(Incorporated under the Indian Companies Act VII of 1913)

CIN: L24116MH1933PLC001996

CORPORATE INFORMATION

Board Of Directors

Harsh R Kilachand
(Chairman & Managing Director)

Mahesh A Kuvadia
(Independent Director)

Ranjana Sinha
(Independent Director)

Dr. Narendra Mairpady
(Independent Director)

Rishabh Shah
(Independent Director)

Devendra J Shah
(Non-Executive Non-Independent Director)

Chief Executive Officer (w.e.f. 01.04.2024)

Sharat Mishra

Chief Financial Officer

Rohit Balu

Company Secretary & Assistant Vice President (Legal & HR)

Gaurav Sharma

Statutory Auditors

V. C. Shah & Co.
Chartered Accountants

Secretarial Auditors

Dhrumil M. Shah & Co. LLP
Company Secretaries

Internal Auditors

Chandabhoy & Jassoobhoy
Chartered Accountants

Registered Office

Oriental House 7, Jamshedji Tata Road,
Churchgate,
Mumbai - 400 020

Plant Location

Baheri, Dist. Bareilly (Uttar Pradesh)-243201

Registrar & Transfer Agent

Link Intime India Private Limited
C 101, 247 Park, L. B. S. Marg,
Vikhroli (West), Mumbai - 400 083

Email ID for Communication by shareholders

headoffice@kesarindia.com

Audit Committee

| | | |
|-----------------------|---|-------------|
| Mahesh A Kuvadia | - | Chairperson |
| Harsh R Kilachand | - | Member |
| Dr. Narendra Mairpady | - | Member |
| Ranjana Sinha | - | Member |

Stakeholders' Relationship Committee

| | | |
|-------------------|---|-------------|
| Mahesh A Kuvadia | - | Chairperson |
| Harsh R Kilachand | - | Member |
| Devendra J Shah | - | Member |

Nomination and Remuneration Committee

| | | |
|-----------------------|---|-------------|
| Mahesh A Kuvadia | - | Chairperson |
| Ranjana Sinha | - | Member |
| Harsh R Kilachand | - | Member |
| Dr. Narendra Mairpady | - | Member |

Corporate Social Responsibility Committee

| | | |
|-------------------|---|-------------|
| Mahesh A Kuvadia | - | Chairperson |
| Harsh R Kilachand | - | Member |
| Devendra J Shah | - | Member |

(w.e.f. 22.05.2024)

**89th Annual General Meeting scheduled on
Thursday, 22nd August, 2024 at 3.00 p.m.
through Video Conferencing (VC) / Other
Audio-Visual Means (OAVM)**

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NOTICE OF 89TH ANNUAL GENERAL MEETING

NOTICE is hereby given that 89th Annual General Meeting of the Members of **KESAR ENTERPRISES LIMITED** will be held on **Thursday, 22nd August, 2024 at 3.00 p.m.** through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2024 and Statement of Profit & Loss for the period ended on that date together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Devendra J Shah (DIN: 03095028), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Revision in Fee of Statutory Auditors**

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

“RESOLVED THAT pursuant to the provisions of Section 142 and other applicable provisions, if any, of the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the recommendation of the Audit Committee and the Board of Directors of the Company, audit fee of M/s. V.C. Shah & Co., Chartered Accountants (Firm Registration No. 109818W), who were appointed as Statutory Auditors of the Company at 85th Annual General Meeting (AGM) of the Company held on 11.09.2020 to hold office for a term of five (5) consecutive years, from the conclusion of the 85th AGM till the conclusion of the 90th AGM of the Company to be held in the calendar year 2025, at an original fee of ₹ 8,50,000 (Rupees Eight Lakhs Fifty Thousand only) per annum (excluding statutory levies and out-of-pocket expenses, if any), which was last revised to ₹ 14,00,000 (Rupees Fourteen Lakhs only) per annum from Financial Year 2023-24 onwards by the Shareholders at 88th AGM, be and is hereby further revised to ₹ 17,00,000 (Rupees Seventeen Lakhs only) per annum (excluding statutory levies and out-of-pocket expenses, if any) effective from Financial Year 2024-25 onwards.”

“RESOLVED FURTHER THAT Shri Gaurav Sharma, Company Secretary & Assistant Vice President (Legal & HR) and Shri Rohit Balu, Chief Financial Officer be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

4. **Ratification of Remuneration payable to Cost Auditor for 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 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as recommended by the Audit Committee and approved by the Board of Directors, the payment of remuneration of ₹ 1,35,000/- (Rupees One Lakh Thirty Five Thousand Only) plus GST as applicable and reimbursement of actual travel and out of pocket expenses to Shri Rishi Mohan Bansal, Cost Accountant, Kanpur (Registration No.000022), to conduct the audit of the Cost Records of the Company relating to Sugar, Industrial Alcohol and Electricity divisions for the year ending 31st March, 2025, be and is hereby ratified.”

“RESOLVED FURTHER THAT Shri Gaurav Sharma, Company Secretary & Assistant Vice President (Legal & HR) and Shri Rohit Balu, Chief Financial Officer be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

5. **Re-appointment of Mrs. Ranjana Sinha (DIN: 06989942) as an Independent Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment(s) thereof, for the time being in force) and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including sub-regulation (1A) of Regulation 17, as recommended by the Nomination & Remuneration Committee and the Board of Directors, Mrs. Ranjana Sinha (DIN: 06989942) aged about 74 years, whose appointment as an Independent Director for the 1st term of 5 (five) consecutive

years with effect from 20.09.2019 was approved by the Shareholders at the 85th Annual General Meeting held on 11.09.2020 and whose 1st term as Independent Director expires on 19.09.2024 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing Mrs. Ranjana Sinha as candidate for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for the 2nd Term of 5 (five) consecutive years with effect from 20.09.2024 and that she will not be liable to retire by rotation.”

“RESOLVED FURTHER THAT Shri Gaurav Sharma, Company Secretary & Assistant Vice President (Legal & HR) and Shri Rohit Balu, Chief Financial Officer be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

Registered Office:

Oriental House,
7 Jamshedji Tata Road,
Churchgate,
Mumbai 400 020

By Order of the Board of Directors

Gaurav Sharma
Company Secretary &
Assistant Vice President (Legal & HR)
Membership No. ACS 19509

22nd July 2024

Notes

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by “COVID-19”, General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to “Clarification on holding of Annual General Meeting (“AGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the Annual General Meeting of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 issued by Securities Exchange Board of India (collectively referred to as “SEBI Circulars”), the Notice of the AGM along with Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company’s website www.kesarindia.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of Link Intime India Private Limited (Agency appointed by the Company for the purpose of remote e-voting, e-voting at AGM and VC/OAVM facility for AGM) i.e. <https://instavote.linkintime.co.in>. A member, who wishes to obtain hard copy of the Annual Report, may send a request in this regard, to the Company at headoffice@kesarindia.com or to the Company’s Registrar and Transfer Agent at rnt.helpdesk@linkintime.co.in.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Item No. 2 and Special Business to be transacted at AGM is annexed to this Notice as **Annexure ‘A’**.
4. Relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment / re-appointment at this AGM are also annexed to this Notice as **Annexure ‘B’**.
5. Pursuant to the provisions of the Companies Act, 2013, 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 and SEBI 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 this AGM and hence, the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
6. Register of Members and Share Transfer Books of the Company shall remain closed from **Friday, August 16, 2024 to Thursday, August 22, 2024** (both days inclusive) for the purpose of AGM.

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7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
 - (a) **For shares held in dematerialized form:** to their Depository Participants (DPs);
 - (b) **For shares held in physical form:** to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to **SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70** dated May 17, 2023.

Members may kindly note that SEBI vide its **Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181** dated November 17, 2023, has done away with the provisions of (i) freezing of folios not having PAN, KYC, and Nomination details and (ii) referral of the frozen folios by the RTA/ listed company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

8. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website i.e. <https://kesarindia.com/>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Registrar and Transfer Agent in case the shares are held in physical form.
9. SEBI vide its Circular No. **SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8** dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website i.e. <https://kesarindia.com/> and also on the website of Registrar and Transfer Agent i.e. <https://linkintime.co.in/>. Members may note that any such service request can be processed only after the folio is KYC Compliant.
10. Regulation 40(1) of SEBI Listing Regulations as amended from time to time including amendment made vide notification dated January 24, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of this requirement and also in order to eliminate risks associated with holding shares in physical form, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Company's Registrar and Transfer Agent, for assistance in this regard.
11. The Unclaimed Dividend up to the Financial Year 2010-11 has been transferred to the Investor Education and Protection Fund set up by the Central Government pursuant to Section 125 of the Companies Act, 2013. The Company has not declared any dividend after the Financial Year 2010-11.
12. In case of joint holders, only such joint holder whose name appears as the first holder in the order of names as per the Register of Members will be entitled to vote at AGM.
13. SEBI vide **Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131** dated July 31, 2023, and **SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135** dated August 4, 2023, read with **Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145** dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("**ODR Portal**") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).
14. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
15. Any person, whose name appears in the Register of Member/ list of Beneficial Owners as on Cut-off date specified in this Notice, shall be entitled to vote by way of voting through remote e-voting or e-voting system at AGM on the items/ Resolutions set forth in this Notice. Process for e-voting is provided in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

The members, who have cast their vote(s) by remote e-voting, may also attend the AGM but shall not be entitled to cast their vote again during the AGM.

The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date.

16. Any person including non-individual shareholders holding shares in physical form, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as of the Cut-off date, may obtain the login ID and password by following the instructions provided under Note No. 21.
17. Shri Dhrumil M. Shah (FCS No. 8021) from M/s. Dhrumil M. Shah & Co. LLP, Practising Company Secretaries, has been appointed by the Board of Directors as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
18. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, within two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results shall be announced/declared within the time specified under the applicable laws.
19. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kesarindia.com and on the website of Link Intime India Private Limited i.e. <https://instavote.linkintime.co.in> immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.
20. Members seeking any information/desirous of asking any questions at the AGM with regard to the accounts or any matter to be placed at this AGM may send email to the Company at headoffice@kesarindia.com at least 7 working days before the Meeting. The same will be replied by the Company suitably.
21. **INSTRUCTIONS FOR E-VOTING AND ATTENDING THE AGM THROUGH VC/OAVM**

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the provisions of Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020, Members are provided with the facility to cast their vote on all items/resolutions set forth in this Notice, through remote e-voting (i.e. facility of casting votes by using an electronic voting system from a place other than the venue of AGM) or e-voting during the AGM, at Link Intime India Private Limited's e-voting platform. Members are provided with facility to attend the AGM through VC/OAVM facility provided by Link Intime India Private Limited.

The remote e-voting period will begin on **Monday, 19th August, 2024 (09.00 a.m. IST)** and end on **Wednesday, 21st August, 2024 (05.00 p.m. IST)**. During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialized form, **as on Friday, 16th August, 2024 (the cut-off date)**, may cast their vote electronically. The e-Voting module shall be disabled by Link Intime India Private Limited (LINKINTIME / LIPL) for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting facility during the AGM.

Detailed Instructions for casting votes through e-voting system and attending the AGM through VC/OAVM are as follows:

I. REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

As per SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, individual shareholders holding securities in dematerialized mode can register directly with the depository or will have the option of accessing various e-voting service providers' (ESPs) portals directly from their demat accounts.

A. Login method for Individual Shareholders holding securities in Dematerialized Mode:

1. Individual Shareholders holding securities in dematerialized mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".

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- b) Enter user id and password. Post successful authentication, click on “**Access to e-voting**”.
- c) Click on “**LINKINTIME**” or “**evoting link displayed alongside Company’s Name**” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “**Register Online for IDeAS Portal**” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “**Access to e-voting**”.
- e) Click on “**LINKINTIME**” or “**evoting link displayed alongside Company’s Name**” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “**Login**” tab available under ‘**Shareholder/Member**’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “**Access to e-voting**”.
- e) Click on “**LINKINTIME**” or “**evoting link displayed alongside Company’s Name**” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

2. Individual Shareholders holding securities in dematerialized mode with CDSL:

METHOD 1 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “**LINKINTIME**” or “**evoting link displayed alongside Company’s Name**” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “**LINKINTIME**” or “**evoting link displayed alongside Company’s Name**” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility:

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

B. Login method for Individual shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

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

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:
 - A. **User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.

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

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

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- Click “confirm” (Your password is now generated).

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

Cast your vote electronically:

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

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "**Corporate Body/ Custodian/Mutual Fund**"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "**Investor Mapping**" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - b. 'Investor's Name - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "**Report Section**".

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by the following two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of InstaVote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

METHOD 2 -VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select 'View' icon for 'Company's Name / Event number'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

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

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

Helpdesk for Individual Shareholders holding securities in dematerialized mode:

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

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 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 22 55 33 |

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

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

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

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

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

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID.

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

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

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

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

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholder holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both, the shareholder can use the “**Forgot Password**” option available on the e-Voting website of Link Intime i.e. <https://instavote.linkintime.co.in> .

Click on ‘**Login**’ under ‘**Corporate Body/ Custodian/Mutual Fund**’ tab and further Click ‘**forgot password?**’

Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “**SUBMIT**”.

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

II. PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET & VOTING DURING MEETING:

Instructions for Attending Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “**Login**”.
 - Select the “**Company**” and ‘**Event Date**’ and register with your following details: -
 - A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide Folio Number registered with the Company**
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
 - C. Mobile No.:** Enter your mobile number.
 - D. Email ID:** Enter your email id, as recorded with your DP/Company.
 - Click “**Go to Meeting**” (You are now registered for InstaMeet and your attendance is marked for the meeting).

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

1. Shareholders who would like to speak during the meeting must register themselves as Speakers by sending the request from their registered email id to headoffice@kesarindia.com on or before **Friday, 16th August, 2024**. Only those Members who have registered themselves as speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholders may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

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

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

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

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

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

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

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

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

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

For a smooth experience of viewing the AGM proceedings at InstaMEET, shareholders/ members who are registered as speakers for the event may also refer to detailed instructions placed on the company’s website viz. <https://www.kesarindia.com/communications.html>

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ANNEXURE 'A'

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Circulars issued thereunder

Item No. 2 – Appointment of Shri Devendra J Shah as Director, who retires by rotation at this 89th Annual General Meeting (AGM)

Pursuant to Section 152 of the Companies Act, 2013, Shri Devendra J Shah, Non-Executive Non-Independent Director, shall retire by rotation at this AGM and he being eligible, has offered himself for re-appointment.

Details of Shri Devendra J Shah required in terms of Regulation 36 of SEBI Listing Regulations and Secretarial Standard 2 issued by Institute of Company Secretaries of India, are provided in **Annexure 'B'** to this Notice.

Shri Devendra J Shah is interested in the resolution set out at Item No. 2 of the Notice with regard to his appointment. The relatives of Shri Shah may be deemed to be interested in the resolution set out at Item No. 2 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors or 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 set out at Item No.2 of the Notice for approval by members.

Item No. 3 –Revision in Fee of Statutory Auditors

Members may kindly recall that based on recommendation of Audit Committee and the Board of Directors, M/s. V. C. Shah & Co., Chartered Accountants were appointed as Statutory Auditors of the Company by the Members at 85th Annual General Meeting (AGM) held on 11th September, 2020 to hold office for a term of five (5) consecutive years, from the conclusion of 85th AGM till the conclusion of the 90th AGM to be held in the calendar year 2025, at a fee of ₹ 8,50,000/- per annum (excluding statutory levies and out-of-pocket expenses, if any). The said fee was revised to ₹ 10,00,000/- from Financial Year 2021-22 onwards by members at 86th Annual General Meeting held in the year 2021, to ₹ 12,50,000/- from Financial Year 2022-23 onwards by members at 87th Annual General Meeting held in the year 2022 and further to ₹ 14,00,000/- from Financial Year 2023-24 onwards by members at 88th Annual General Meeting held in the year 2023.

In view of enhanced reporting requirements by Statutory Auditors, the Audit committee, at its meeting held on 22nd May 2024, considered further revision in the fee of statutory Auditors. The Audit Committee, after due consideration, recommended to the Board of Directors, revision in fee of Statutory Auditors from existing fee of ₹ 14,00,000/- per annum to ₹ 17,00,000/- per annum (excluding statutory levies and out- of-pocket expenses, if any) effective from Financial Year 2024-25 onwards.

Based on the recommendation of the Audit Committee, the Board of Directors have approved the proposal to revise fee of Statutory Auditors to ₹ 17,00,000/- per annum (excluding statutory levies and out-of-pocket expenses, if any) effective from Financial Year 2024-25 onwards, subject to approval by Members at this 89th Annual General Meeting by way of an ordinary resolution.

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

The Board recommends the Ordinary Resolution set out at Item No.3 of the Notice for approval by members.

Item No. 4 – Ratification of Remuneration to Cost Auditor for Financial Year 2024-25

The Board of Directors, on the recommendation of the Audit Committee, have approved the appointment and payment of remuneration of ₹ 1,35,000/- (₹1,20,000/- for previous year) to Shri Rishi Mohan Bansal, Cost Accountant, Kanpur (Registration. No.000022), for conducting audit of the cost records of the Company relating to Sugar, Industrial Alcohol and Electricity divisions for the financial year ending 31st March, 2025.

Pursuant to Section 148(3) of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Shri Rishi Mohan Bansal, Cost Auditor, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by members of the Company at this AGM by way of an ordinary resolution.

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

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

Item No. 5 – Re-appointment of Mrs. Ranjana Sinha (DIN: 06989942) as an Independent Director

Appointment of Mrs. Ranjana Sinha (DIN: 06989942) as an Independent Director for the 1st term of 5 (five) consecutive years with effect from 20.09.2019 was approved by the Shareholders at the 85th Annual General Meeting held on 11.09.2020. 1st Term of Mrs. Sinha as independent director will be completed on 19.09.2024.

In view of the above, the Nomination and Remuneration Committee and the Board of Directors at respective meetings held on 22.05.2024, considered the re-appointment of Mrs. Sinha taking into consideration, due performance evaluation of Mrs. Sinha. The performance evaluation carried out by the Board included parameters such as sufficiency of knowledge of Mrs. Sinha to act as Independent Director, her ability to work with independent judgement and fulfilment of criteria of independence as specified under the Companies Act, 2013 and SEBI Listing Regulations. After due evaluation, she was found fit by the Board unanimously, for her re-appointment as Independent Director. At the aforesaid meeting of the Board of Directors, it was resolved to recommend to the Members, the re-appointment of Mrs. Sinha as Independent Director for the 2nd Term of 5 (five) consecutive years effective from 20.09.2024.

In pursuance of Section 149 read with Schedule IV of the Companies Act, 2013 and Regulation 17 (1A) of SEBI Listing Regulations, the approval of shareholders is being sought by Special Resolution as Mrs. Ranjana Sinha is proposed to be appointed as Independent Director for her 2nd Term and she will attain age of seventy-five years during her proposed 2nd term. Her proposed re-appointment is justified, considering her vast knowledge and experience.

The Company has received from Mrs. Sinha (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) Intimation in Form DIR-8 that she is not disqualified under section 164(2) of the Companies Act, 2013 read with the Companies (Appointment & Qualification of Directors) Rules, 2014; and (iii) Declaration that she meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and under SEBI Listing Regulations. In the opinion of the Board, Mrs. Ranjana Sinha fulfils the conditions for her re-appointment as an Independent Director as specified in the Companies Act, 2013 and SEBI Listing Regulations and is independent of the Management, and considering the experience and knowledge, her re-appointment as Independent Director shall be beneficial to the Company.

As a Non-Executive Independent Director, Mrs. Sinha will be entitled to receive sitting fee for attending Board/ Committee meeting(s) as approved by the Board of Directors from time to time. The draft letter of appointment of Mrs. Ranjana Sinha, as an Independent Director setting out the terms and conditions is available for inspection at the Registered Office of the Company, by Members without any fee on all business days (except Saturdays, Sundays and Public Holidays) during 10.00 A.M. to 4.00 P.M. upto the date of this Annual General Meeting. The same is also available on the Company's website viz. www.kesarindia.com.

Details of Mrs. Ranjana Sinha required in terms of Regulation 36 of SEBI Listing Regulations and Secretarial Standard 2 issued by Institute of Company Secretaries of India are provided in 'Annexure 'B' to this Notice.

Mrs. Ranjana Sinha is interested in the resolution set out at Item No. 5 of the Notice with regard to her appointment. The relatives of Mrs. Ranjana Sinha may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors or 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 Special Resolution set out at Item No. 5 of the Notice for approval by members.

Registered Office:

Oriental House,
7 Jamshedji Tata Road,
Churchgate,
Mumbai 400 020

By Order of the Board of Directors

Gaurav Sharma
Company Secretary &
Assistant Vice President (Legal & HR)
Membership No. ACS 19509

22nd July 2024

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ANNEXURE 'B'

Details of Directors retiring by rotation / seeking appointment / re-appointment at the Meeting:

| | |
|---|--|
| A. Shri Devendra J Shah | |
| Date of Birth (Age) | 12th July, 1955 (69 years) |
| Nationality | Indian |
| Qualification | B.Com., Fellow Company Secretary (FCS), Diploma in Financial Management (DFM) |
| Experience (including expertise in specific functional area) / Brief Resume | Shri Devendra J Shah had joined the Company on 23 rd December, 1993. He retired from the Company as Sr. Vice President (Legal) and Company Secretary on 13 th November, 2020. He has overall 40+ years of experience including vast experience in Secretarial, Legal, Administration & Personnel functions. |
| Terms and Conditions of appointment | As per the resolution set out at Item No.2 of this Notice, Shri Shah will retire by rotation at this Annual General Meeting and being eligible, he has offered himself for re-appointment. |
| Remuneration last drawn (FY 2023-24) | Shri Shah has been paid sitting fees amounting to ₹ 3.50 Lakhs for attending meetings of Board and Committees in which he is a member. |
| Remuneration proposed to be paid | Shri Shah is entitled to receive sitting fee for attending meetings of the Board and Committee (s) thereof, of which he may be appointed as member by the Board or for any other purpose, as approved by the Board of Directors from time to time. |
| Date of first appointment on the Board | Shri Shah was appointed by the Board as a Whole Time Director designated as "Director & Company Secretary" for a period of 3 years w.e.f. 27 th January, 2015 and continued as Whole Time Director till 30 th April, 2018. *Shri D J Shah was appointed as Non-Executive Non-Independent Director w.e.f. 12 th August, 2022. |
| Shareholding in the Company as on 31st March, 2024 | 500 Equity Shares |
| Relationship with other Director (s) and Key Managerial Personnel | Nil |
| Number of Meetings of the Board attended during the financial year 2023-24 | 6 out of 6 Board Meetings held |
| Directorships of Other Boards as on 31st March, 2024 | (a) Indian Commercial Company Private Limited (Additional Director) (b) Kilachand Devchand and Company Private Limited (Additional Director) |
| Membership/ Chairmanship of Committees of other Boards as on 31st March, 2024 | Nil |
| Listed entities from which the Director has resigned in the past three years (as on 31st March, 2024) | Nil |

| | |
|---|--|
| B. Mrs. Ranjana Sinha | |
| Date of Birth (Age) | 18.09.1950 (74 years) |
| Nationality | Indian |
| Qualification | M.A. with Economics and History; Diploma in Development Economics in emerging economies from University of Sussex, U.K. IAS from Maharashtra Cadre (1975) |
| Experience (including expertise in specific functional area) / Brief Resume | <ul style="list-style-type: none"> • Additional Chief Secretary, Department of Finance & Department of Textiles, Government of Maharashtra (2007-2009); • Principal Secretary, Department of General Administration, Department of Textiles, Human Rights Commission (2001 to 2007); • Secretary to the Government, Department of Health, Department of Home, Department of Finance (1992- 2001); • Director, Maharashtra Energy Development Agency (MEDA) (1990-92); • Deputy Secretary/Director, Ministry of Textiles Government of India (1985- 90). |
| Terms and Conditions of appointment | As per the resolution set out at Item No. 5 of this Notice. |
| Remuneration last drawn (FY 2023-24) | Mrs. Ranjana Sinha has been paid sitting fees amounting to ₹ 6.00 Lakhs for attending meetings of Board and Committees in which she is a member. |
| Remuneration proposed to be paid | Mrs. Ranjana Sinha is entitled to receive sitting fee for attending meetings of the Board and Committee (s) thereof, of which she may be appointed as member by the Board or for any other purpose, as approved by the Board of Directors from time to time. |
| Date of first appointment on the Board | Mrs. Ranjana Sinha was appointed by the Board as an Independent Director for a period of 5 years w.e.f. 20.09.2019. |
| Shareholding in the Company as on 31st March, 2024 | Nil |
| Relationship with other Director (s) and Key Managerial Personnel | Nil |
| Number of Meetings of the Board attended during the financial year 2023-24 | 6 Meetings out of 6 Board Meetings held |
| Directorships of Other Boards as on 31st March, 2024 | Nil |
| Membership/ Chairmanship of Committees of other Boards as on 31st March, 2024 | Kindly refer to Corporate Governance Report for details |
| Listed entities from which the Director has resigned in the past three years (as on 31st March, 2024) | Nil |

Note : For disclosure as required under Regulation 36(3)(f) in relation to skills and capabilities, Members may kindly refer to Corporate Governance Report.

Registered Office:
Oriental House,
7 Jamshedji Tata Road,
Churchgate,
Mumbai 400 020

By Order of the Board of Directors

Gaurav Sharma
Company Secretary &
Assistant Vice President (Legal & HR)
Membership No. ACS 19509

22nd July 2024

Annual Report 2023-2024

DIRECTORS' REPORT

To

The Members,

Your Directors present the Annual Report of Kesar Enterprises Limited (**the Company**) along with the audited financial statements for the financial year ended March 31, 2024.

1. Financial Highlights

| Particulars | (₹ In Lakhs) | |
|---|---------------------------|---------------------------|
| | Financial Year 2023-24 | Financial Year 2022-23 |
| Profit / (Loss) before interest, depreciation & taxation | 11570.70 | 225.01 |
| Less: Finance Cost | 1390.34 | 2731.72 |
| Profit / (Loss) before Depreciation & Taxation | 10180.36 | (2506.71) |
| Less: Depreciation and Amortisation Expense | 1821.55 | 1898.87 |
| Less: Taxation / Deferred Tax | - | - |
| Profit / (Loss) for the year | 8358.81 | (4405.58) |
| Other Comprehensive Income | | |
| Items that will not be reclassified to profit or loss: | | |
| (i) Actual loss on defined benefit obligation | (30.06) | (70.91) |
| (ii) Effect of measuring investment at fair value | 439.30 | (7.70) |
| Net Profit or (Loss) for the year | 8768.05 | (4484.18) |

For the Financial Year 2023-24, there is a profit of ₹ 8358.81 lakhs as against a loss of ₹ 4,405.58 lakhs in the previous year. After taking into account the effect of other Comprehensive Income based on Ind-AS norms, there is a profit of ₹ 8768.05 lakhs for the Financial Year 2023-24 as against a loss of ₹ 4,484.18 lakhs in the previous year.

Over the last few years, the Sugar Industry has been facing severe difficulties on account of high sugar cane prices set by the State Government, lower sugar prices, reduction of power rates and consequential inadequate recovery of cost of production. These factors have adversely affected the Company's operations and financial performance.

2. Company's Operational Performance (Financial Year 2023-24)

Sugar Division

The crushing for the Season 2023-24 started on 27-10-2023 i.e. 4 days earlier, after considering the cane maturity factor etc., as compared to 31-10-2022 in the previous season, and ended on 19-03-2024 i.e. 37 days earlier, as against 26-04-2023 in the previous season, due to less availability of cane in general and also because of heavy diversion of cane.

During the season, the plant has crushed 94.24 lakh quintals of sugarcane in 144 days as against 115.99 lakh quintals in 177 days in the previous season. The crushing was lower by 21.75 lakh quintals during the season, as compared to previous season. The reduction in the cane crush is mainly due to lower yield of cane per hectare as compared to previous years. This has been a common factor for all the sugar units in the State of Uttar Pradesh, especially in Central and Eastern part of the State. In our captive cane area, overall average yield per hectare has fallen to 514 quintals per hectare during SS 2023-24 as against 551 quintals per hectare of previous SS 2022-23. Also, there was a considerable reduction in the cane area due to diversion of some area to the neighboring factories by the cane authorities, which has gone down to 28,549 hectares during SS 2023-24, as against 30,983 hectares during SS 2022-23. However, overall sugar recovery has gone upto 10.81%, which was 10.49% during previous season. During the season, the sugar production was 10.18 lakh quintals, as against 12.16 lakh quintals in the previous season.

Following is a brief table explaining the changes and impact of Fair and Remunerative Price (FRP) fixed by the Central Government and the State Advisory Price (SAP) fixed by the State of Uttar Pradesh for cane price:

| Category | Details | SS 2023-24 | SS 2022-23 |
|--------------------|---|---------------|---------------|
| FRP Rs per quintal | Base Recovery | 10.25 | 10.25 |
| | Rs per quintal | 315.00 | 305.00 |
| | Premium per quintal of cane per increase of 0.10% recovery | 3.07 | 3.05 |
| | KEL's Recovery | 10.81 | 10.49 |
| | FRP Payable / Qtl at KEL's recovery | 332.19 | 312.32 |
| SAP Rs per quintal | Early Variety | 370.00 | 350.00 |
| | General Variety | 360.00 | 340.00 |
| | Rejected Variety | 355.00 | 335.00 |
| | Higher price paid over and above FRP on account of SAP | 37.81 | 37.68 |

From the above table, it is apparent that, due to the system of adopting cane price payments based on SAP, in the State of UP, the Company has been compelled to pay higher price for cane as compared to the factories that are adopting the FRP based cane price.

During the last few years, the cost of production in the State of Uttar Pradesh (UP) was the highest in the country, which rendered the UP Sugar Industry unviable, cash-starved and uncompetitive. There is an urgent need to rationalize the cane pricing policy in the State of UP and adopt a 'linkage formula' as recommended by the Rangarajan Committee linking sugar cane price to sugar realisation. This is the only long-term solution for stability & viability of the Sugar industry. Indian Sugar Mills Association (ISMA) and UP Sugar Mills Association (UPSMA) have been in discussion on this issue with Central Government. However, the said issue is yet to be decided.

During the Season 2023-24, Molasses produced was 4.20 lakh quintals as against 5.28 lakh quintals in the previous season. The UP Government had announced the Molasses Policy for 2023-24 (November-October), wherein the molasses reservation ratio for the country liquor manufacturers had been increased to 26.18% as against revised order of 22.00% for the previous season.

During the year under review, there is a increase in the sugar selling price, as compared to the previous year. However, the increase in the sugar realisation is not in line with the increase of SAP announced by the UP State Government. Although the Government had approved an increase in Minimum Selling Price (MSP) for sugar 5 years ago, it did not introduce it.

Power Division

During the Sugar Season 2023-24, the Plant started on 19-10-2023 as against 20-10-2022 in the previous season and operated till 03-04-2024 as against 30-04-2023 in the previous season. This season also, the Company has stopped the power plant immediately after the closure of sugar plant operations and did not run the power plant during off-season on account of reduced, unviable power tariffs.

The Plant consumed 2.44 Lakh MT of bagasse and 0.16 Lakh MT of alternate fuel to generate 1.17 Lakh MW power as against 2.82 lakh MT of bagasse and 0.39 lakh MT of alternate fuel to generate 1.39 Lakh MW power in the previous Season. The total power exported to Uttar Pradesh Power Corporation Limited (UPPCL) was 0.76 lakh MW amounting to ₹ 26.50 Crores as against 0.94 lakh MW amounting to ₹ 30.70 Crores in the previous Season.

The Uttar Pradesh Electricity Regulatory Commission vide notification dated 25.07.2019 reduced the power purchase rates of bagasse-based power plants with effect from 01.04.2019 from ₹ 5.86 per unit to ₹3.76 per unit. As per this notification, power purchase rate with effect from 01.04.2022 has become ₹ 3.33 per unit. The sugar industry has filed a writ petition to challenge such reduction in power rates before the Hon'ble High Court, which has been admitted, as at present rates running of power plant is an unviable proposition.

Spirits Division

During the year, Distillery plant was operated at its full capacity of 45 KLPD, as per the guidelines of Pollution Control Board (PCB).

Annual Report 2023-2024

Below given are the comparative figures of two seasons:

| Product | UoM | Season (November to October) | |
|-----------------------|----------|------------------------------|---|
| | | 2023-24 | 2022-23 (Till end of Season 30-06-2023) |
| Molasses Consumed | Lakh Qtl | 1.81 | 4.02 |
| Rectified Spirit (RS) | Lakh BL | 43.12 | 93.09 |
| Ethanol | Lakh BL | 0.00 | 0.00 |
| DS / SDS | Lakh BL | 43.00 | 92.99 |

With a view to capitalise change in the market scenario, the Company has not offered any quantity of Ethanol to Oil Marketing Companies (OMCs) and has decided to supply RS / SDS directly in the open market. However, even the RS / SDS market has not picked up in terms of the rates offered by major players who were our customers all these years. The maximum price that they could offer is only ₹45 per BL of SDS as against our previous year's average realisation of ₹ 52.90 per BL. After evaluating the profitability scenario of distillery operations, and in view of cost of producing RS / SDS vis-a-vis sales realisation, it has been decided to discontinue production of RS / SDS also from the month of Feb 2024 and have stopped the distillery plant operations from 22nd Feb 2024, after producing around 43 Lakh BL of RS during this SS 2023-24. It was also decided to sell the balance of 1.20 Lakh quintals of free sale C molasses in the market directly, which will relatively increase the profitability for the company as a whole.

3. Expectations from Financial Year 2024-25

Sugar Division

The crushing for Season 2024-25 is expected to start in the last week of October 2024 / 1st week of November 2024 depending upon the cane maturity status and other relevant factors.

During the Financial Year 2024-25, the sugar price is expected to be steady due to expected low level of opening stock of sugar, as well as possibility of reduced availability of cane. This may result in the Company generating better operational margins gradually. The industry outlook is positive in the short term and long term with sugar prices expected to be encouraging and stable.

Spirits Division

With the completion of installation of the incineration boiler during the Financial Year 2021-22, the focus will now be on Distillery expansion project of installing a new 80 KLPD MPR plant. Although the original plan was to complete this 80 KLPD plant by September 2022, it got deferred due to certain factors, but it is expected to be executed soon.

Once the 80 KLPD plant gets commissioned, the Company will start running the Distillery at its new capacity of 80 KLPD, which can go upto 96 KLPD with B Heavy molasses. With the higher sales revenue /margin from B Hy molasses, the Company is hopeful of a better performance of its Spirit division, with commissioning of the 80 KLPD plant during next season. Till such time, the Company will continue to run its Distillery at 45 KLPD capacity. However, all these decisions will be based on the required availability of funds for expansion as also the market scenario which is unpredictable.

Power Division

The start date of Cogen Power Plant will be synchronized with the start of the Sugar plant and is most likely to start its operations from the last week of October 2024 and will be operated till the end of sugar crushing season 2024-25.

4. Dividend

Considering the financial position of the Company, your directors have not recommended any dividend for the financial year 2023-24.

5. Transfer to Reserves

No amount is proposed to be transferred to reserves during the year under review.

6. Share Capital

As on March 31, 2024, the Paid-up Share Capital of the Company was ₹ 1007.97 lakhs. During the year under review, the Company has not issued any shares. The Company has no Employee Stock Option Scheme in existence.

7. Directors' Responsibility Statement

Pursuant to the requirement of Section 134(3)(c) of the Companies Act, 2013 (**the Act**), the Board of Directors to the best of their knowledge hereby state that:

- i) in preparation of the annual accounts for the financial year ended on March 31, 2024, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) 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 for that period;
- iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) the Directors had prepared the Annual Accounts for the financial year ended on March 31, 2024 on a going concern basis.
- v) the Directors had laid down proper internal financial controls in place and that such internal financial controls were adequate and were operating effectively.
- vi) 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.

8. Number of Meetings of the Board

Six (6) meetings of the Board of Directors were held during the year under review. For details of meetings of the Board of Directors, Members may kindly refer to the Corporate Governance Report, which is a part of this report.

9. Audit Committee

As on March 31, 2024, the Audit Committee comprised of four (4) members, including three (3) Independent Directors and one (1) Executive Director. Further details of the Audit Committee are provided in the Corporate Governance Report, which forms part of this report.

During the year under review, there were no instances where recommendations of the Audit Committee were not accepted by the Board.

10. Directors & Key Managerial Personnel

As on March 31, 2024, 66.67% of the Board comprised of Independent Directors. List of Directors as on 31st March 2024 is provided in Corporate Governance Report, forming part of this Report.

Pursuant to Section 152 of the Act, Shri Devendra J Shah, Non-Executive Non-Independent Director (DIN: 03095028) shall retire by rotation at the 89th AGM and being eligible, he has offered himself for re-appointment. A resolution seeking shareholders' approval for his re-appointment along with other necessary details, forms part of Notice of 89th AGM.

Mrs. Ranjana Sinha, Independent Director (DIN: 06989942) will complete 1st Term of 5 consecutive years on 19.09.2024. After due consideration based on recommendation of the Nomination and Remuneration Committee and on the basis of report of performance evaluation, the Board of Directors have recommended the re-appointment of Mrs. Ranjana Sinha as Independent Director for 2nd Term of 5 consecutive years w.e.f. 20.09.2024. A resolution seeking shareholders' approval for her re-appointment along with other necessary details, forms part of Notice of 89th AGM.

Pursuant to the provisions of Section 149 of the Act, the Independent Directors have submitted declarations that each of them meets the criteria of Independence as laid down under Section 149(6) of the Act along with the rules framed thereunder and Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the Listing Regulations**). There has been no change in the circumstances affecting their status as Independent Directors of the Company.

The Independent Directors have confirmed compliance with the Code for Independent Directors prescribed in Schedule IV to the Act and also, with the Code of Conduct for Directors and Members of Senior Management formulated by the Company.

During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees.

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Pursuant to the provisions of Section 203 of the Act, following are the Key Managerial Personnel of the Company as on 31st March 2024:

| Name | Designation |
|------------------------|---|
| Shri Harsh R Kilachand | Chairman & Managing Director |
| Shri Sharat Mishra* | Chief Operating Officer |
| Shri Rohit Balu | Chief Financial Officer |
| Shri Gaurav Sharma | Company Secretary & Assistant Vice President (Legal & HR) |

*** The Board of Directors of the Company, at their meeting held on 27.03.2024, appointed and re-designated Shri Sharat Mishra as Chief Executive Officer (Key Managerial Personnel under the Act) w.e.f. 1st April 2024.**

The Directors and Key Managerial Personnel have confirmed that during the year under review, none of them have entered into any agreement for himself / herself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the shares of the Company.

11. Details of Familiarisation Programmes

Pursuant to the provisions of Regulation 25 of the Listing Regulations, the Company familiarises the Independent Directors through various programmes, from time to time, with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. The details of Familiarization Programmes imparted to Independent Directors are placed on the Company's website on https://www.kesarindia.com/corporate_governance.html.

12. Board Evaluation

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and the individual directors pursuant to the provisions of the Act and the Listing Regulations.

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of the criteria such as composition and structure of the Board, effectiveness of the Board processes, information and functioning etc.

The performance of the Committees was evaluated by the Board after seeking inputs from the Committee Members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings etc.

The performance of individual directors was evaluated by the Board on the basis of criteria such as the contribution of each director to the Board and Committee Meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc.

The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India.

In a separate meeting of independent directors held on 02.02.2024, performance of the Board as a whole, Board Committees and Chairman & Managing Director of the Company was evaluated.

Performance evaluation of independent directors was done by the entire Board, excluding the independent director being evaluated.

13. Policy on directors' appointment and remuneration and other details

The Company's policy on appointment of directors, key managerial personnel and senior management and their remuneration is available on the Company's website on https://www.kesarindia.com/corporate_governance.html.

The policy on remuneration has also been disclosed in the Corporate Governance Report, which is a part of this report as an annexure.

14. Corporate Social Responsibility (CSR)

Although the provisions of Section 135 of the Act are not applicable to the Company at present, the Company has a Corporate Social Responsibility Committee. The Composition of the committee is provided in the Corporate Governance Report, forming part of this report.

Although the Company was not required to spend any amount during the year under review in terms of provisions of Section 135, the Company carried out various CSR activities during the year under review, including the following:

- Imparting training to Girls from rural areas for sewing Cloths
- Distribution of Woolen cloths during winter season, among needy people
- Organizing Eye Testing and Blood Donation Camps

15. Internal Financial Control Systems and their Adequacy

The Company has adequate Internal Financial Control Systems in place. The details in respect of internal financial controls and their adequacy are included in the Management Discussion and Analysis Report, which is a part of this report.

16. Risk Management

Your Company has formulated a risk management policy to identify, evaluate and mitigate various kinds of risks. The Audit Committee has oversight in the area of financial risks and controls. A detailed statement indicating the development and implementation of the risk management policy for the Company, including identification of various elements of risk, is part of the Management Discussion and Analysis Report, forming part of this report.

17. Statutory Auditors & Secretarial Auditors

At the 85th Annual General Meeting of the Company held on 11 September 2020, M/s. V. C. Shah & Co., Chartered Accountants were appointed as statutory auditors of the Company to hold office for a term of 5 (Five) years from the conclusion of the 85th Annual General Meeting till the conclusion of 90th Annual General Meeting of the Company to be held in year 2025.

The Board of Directors had, at its meeting held on 10th August 2023, appointed M/s. Dhrumil M. Shah & Co. LLP, Practicing Company Secretaries as secretarial auditors of the Company to undertake the secretarial audit for the financial year 2023-24, in terms of the provisions of Section 204 of the Act.

18. Statutory Auditors' Report and Secretarial Auditors' Report

The Statutory Auditors have submitted their Report for the year ended on 31st March 2024, which has been taken on record by the Board of Directors. There is no qualification, reservation or adverse remark in the Statutory Auditors' Report. No frauds have been reported by the Statutory Auditors during the financial year 2023-24. The Statutory Auditors' Report forms part of this annual report.

The Secretarial Auditors have also submitted their Report for the year ended on 31st March 2024. There is no qualification, reservation or adverse remark in the Secretarial Auditors' Report. No frauds have been reported by the Secretarial Auditors during the financial year 2023-24.

The Secretarial Audit Report is annexed to this report as "Annexure I".

19. Cost Audit

The Company is required to maintain cost records as specified by the Central Government under sub-section (1) of section 148 of the Act and the same have been made and maintained in accordance with the said provision.

Pursuant to Section 148 of the Act, the Board of Directors had appointed Shri Rishi Mohan Bansal, Cost Accountant as Cost Auditor of the Company to conduct the audit of cost records maintained by the Company relating to Sugar, Industrial Alcohol and Electricity Divisions for the year ended on 31st March 2024. The Cost Audit Report when received from the Cost Auditor for year ended on 31st March 2024, shall be considered and examined by the Board and submitted to the Central Government within the stipulated time.

Based on the recommendation of the Audit Committee, the Board of Directors have, at their meeting held on 22nd May 2024, appointed Shri Rishi Mohan Bansal, Cost Accountant as Cost Auditor of the Company to conduct the audit of cost records maintained by the Company relating to Sugar, Industrial Alcohol and Electricity Divisions for the year ending on 31st March 2025. In pursuance of Section 148 (3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, a resolution seeking to ratify the payment of remuneration to the Cost Auditor for the financial year ending on 31st March 2025 forms part of Notice of ensuing 89th AGM.

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20. Vigil Mechanism

The Company has a Whistle Blower Policy and has established the necessary vigil mechanism for directors and employees in accordance with Section 177(9) of the Act and Regulation 22 of the Listing Regulations, to report concerns about any violation of legal or regulatory requirements, misrepresentation of any financial statement and to report actual or suspected fraud or violation of the Code of Conduct of the Company.

The Policy allows the Whistle Blowers to have direct access to the Chairman of the Audit Committee in exceptional circumstances and protects them from any kind of discrimination or harassment. This Policy is available on the Company's website on https://www.kesarindia.com/corporate_governance.html.

21. Transactions with Related Parties

None of the transactions with related parties fall under the scope of Section 188(1) of the Act. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable to the Company for the financial year 2023-24 and hence, does not form part of this report.

A policy of Related Party Transactions as approved by the Audit Committee and the Board of Directors is placed on the Company's website on https://www.kesarindia.com/corporate_governance.html.

22. Particulars of Loans, Guarantees and Investments

The particulars of loans, guarantees and investments as per Section 186 of the Act by the Company, have been disclosed in the financial statements.

23. Deposits from Public

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

24. Credit Facilities

During the year under review, no credit facilities were obtained by the Company from any bank or financial institution.

25. Insurance

The Company has taken adequate insurance for all its properties.

26. Annual Return

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on 31st March 2024 is available on the Company's website on <http://www.kesarindia.com/communications.html>.

27. Prevention of Insider Trading

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 on prevention of Insider Trading, your Company has a comprehensive code which lays down guidelines and advises the Directors, Key Managerial Personnel and other designated persons on procedures to be followed and disclosures to be made, while dealing in securities of the Company. The Company's Code of Conduct for the Directors and Members of Senior Management, also makes it a duty on the part of the Directors and Members of Senior Management to comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015, while trading in securities of the Company.

The Audit Committee of the Board of Directors periodically reviews compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

28. Policy for Prevention of Sexual Harassment

The Company has complied with the provisions relating to constitution of an Internal Complaint Committee (ICC) for prevention and redressal of complaints / grievances on the sexual harassment of women at workplaces under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year under review, the Company did not receive any complaint on sexual harassment.

29. Compliance with Secretarial Standards

Your directors state that applicable provisions of Secretarial Standards i.e. SS-1 and SS-2 issued by the Institute of Company Secretaries of India, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively have been duly followed by the Company.

30. Material Changes & Commitments Affecting Financial Position between the end of the financial year & Date of this Report

In the opinion of the Board of Directors, there are no material changes & commitments affecting the financial position of the Company between the end of financial year 2023-24 and date of this report.

31. Significant and Material Orders passed by the Regulators, Courts and Tribunals

There are no significant and material orders passed by any regulator or court or tribunal impacting the going concern status and company's operations in future, as on the date of this report except that Honorable National Company Law Tribunal, Mumbai Bench, vide its order dated 28.06.2023, allowed withdrawal of application filed by UCO Bank u/s 7 of Insolvency and Bankruptcy Code, 2016, which had sought initiation of Corporate Insolvency Resolution Process of the Company.

32. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Particulars with respect to conservation of energy and technology absorption pursuant to Section 134(3)(m) of the Act are provided in "Annexure II" forming part of this Report. During the year under review, there were no Foreign Exchange Earnings and Outgo.

33. Particulars of Employees

Information required pursuant to Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees on the payroll of the Company in India, is provided as "Annexure III" to this report.

The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the Members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection and any Member interested in obtaining a copy of the same may write to the Company Secretary.

34. Management Discussion & Analysis Report and Corporate Governance Report

Management Discussion & Analysis Report and Corporate Governance Report prepared in accordance with Schedule V of the Listing Regulations form part of this Report as Annexure IV and Annexure V respectively.

The Company has complied with the requirements as stipulated under Regulation 34 of the Listing Regulations. A Certificate from the Secretarial Auditors regarding the compliance of conditions of corporate governance, is annexed to Corporate Governance Report.

35. Acknowledgements

The Directors thank the Company's employees, customers, vendors and members for their continuous support. The Directors also thank the Government of India, Government of Maharashtra and Government of Uttar Pradesh and concerned Government departments and agencies for their co-operation.

On behalf of the Board of Directors

22nd May 2024

Harsh R Kilachand
Chairman & Managing Director
DIN: 00294835

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 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

Kesar Enterprises Limited

CIN: L24116MH1933PLC001996

Oriental House 7 J Tata Road Churchgate,

Mumbai-400020, Maharashtra, India.

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

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

We have examined the books, papers, minute books, forms and returns filed and other records maintained by 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 and the rules and regulations made thereunder to the extent of Foreign Direct Investment.
- 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 there was no reportable event during the financial year under review.**
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not applicable as there was no reportable event during the financial year under review.**
 - e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not applicable as there was no reportable event during the financial year under review.**
 - 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 there was no reportable event during the financial year under review.**

- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not applicable as there was no reportable event during the financial year under review.**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable as there was no reportable event during the financial year under review.**
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
 - j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- vi) We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the Company has complied with the following laws which are specifically applicable to the Company.
1. Food Safety and Standards Act, 2006;
 2. Boilers Act, 1923;
 3. U.P. Sugarcane (Regulation of Supply and Purchase) Act, 1953;
 4. Sugarcane (Control) Order, 1966;
 5. Air (Prevention and Control of Pollution) Act 1981;
 6. Water (Prevention and Control of Pollution) Act, 1974;
 7. Environment Protection Act, 1986;
 8. The Petroleum Act, 1934;
 9. Standards of Weights and Measures Act, 1976;
 10. Manufacture, Storage and Import Of Hazardous Chemical Rules, 1989;
 11. Electricity Act, 2003

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

- i) Secretarial Standards issued by the Institute of Company Secretaries of India;
- ii) The Listing Agreements entered into by the Company with BSE Limited read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied, with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as 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, Independent Directors and Woman Directors. No changes took place in the composition of the Board of Directors during the period under review.

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

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

We further report that based on the review of the compliance mechanism established by the company and on the basis of Compliance certificate(s) issued by various departments and taken on record by the Board of Directors at their meetings, we are of the opinion 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.

Annual Report 2023-2024

We further report that the following event has occurred during the year which has a major bearing on the Company's affairs in pursuance of the Laws, Rules, Regulations, Guidelines Standards etc. referred to above:

1. The Board of Directors, at their meeting held on March 29, 2023, approved a One-Time Settlement (OTS) with UCO Bank. The OTS amount was to be paid in instalments over a period as per the terms of sanction issued by the Bank and accepted by the Company. In light of this One-Time Settlement, UCO Bank filed a Withdrawal Application with the Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench, seeking to withdraw its earlier application under Section 7 of the Insolvency and Bankruptcy Code, 2016, filed against the Company. At the hearing held on June 28, 2023, the Hon'ble NCLT, Mumbai Bench, pronounced an order allowing the withdrawal application. Consequently, the application under Section 7 of the Insolvency and Bankruptcy Code, 2016, filed by UCO Bank against the Company, has been disposed of as withdrawn by the Hon'ble NCLT, Mumbai Bench.

For Dhrumil M. Shah & Co. LLP
Practicing Company Secretaries
ICSI URN: L2023MH013400
PRN: 3147/2023

Dhrumil M. Shah
Partner

FCS 8021 | CP 8978

UDIN: F008021F000424646

Place: Mumbai

Date: 22nd May 2024

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

Annexure I

(To the Secretarial Audit Report)

To,
The Members,
Kesar Enterprises Limited

Auditor's responsibility

Based on audit, our responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. We conducted our audit in accordance with the auditing standards CSAS 1 to CSAS 4 ("CSAS") prescribed by the Institute of Company Secretaries of India ("ICSI"). These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

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

- 1) Maintenance of Secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company and for which we relied on the report of statutory auditors.
- 4) Wherever required, we have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
- 5) The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, standards is the responsibility of Management. Our examination was limited to the verification of procedures on test basis.
- 6) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Dhrumil M. Shah & Co. LLP
Practicing Company Secretaries
ICSI URN: L2023MH013400
PRN: 3147/2023

Place: Mumbai
Date: 22nd May 2024

Dhrumil M. Shah
Partner
FCS 8021 | CP 8978
UDIN: F008021F000424646

Annual Report 2023-2024

Annexure II

Disclosure pursuant to Section 134(3)(m) of the Companies Act, 2013

(1) Conservation of energy:

| A. | POWER AND FUEL CONSUMPTION | | 2023-24 | 2022-23 |
|-----------|------------------------------|-------------|--------------|--------------|
| 1. | ELECTRICITY | | | |
| | a Purchased | | | |
| | Unit | Kwh | Nil | Nil |
| | Total Amount | ₹ | Nil | Nil |
| | Rate/Unit | ₹ | Nil | Nil |
| | b Own Generation | | | |
| | i) Through Diesel Generator | | | |
| | Unit | Kwh | 9,286.00 | 16,210.00 |
| | Units Per Ltr. Of Diesel Oil | Kwh | 2.67 | 2.82 |
| | Rate / Unit | ₹ | 33.73 | 31.89 |
| | ii) Through Steam Turbine | | | |
| | Unit | Kwh | 14,39,17,911 | 15,93,13,408 |
| | Units Per M. T. of Steam | Kwh | 171.46 | 168.38 |
| | Rate / Unit | ₹ | 3.79 | 3.86 |
| 2. | Coal | | | |
| | Quantity | M.T. | - | - |
| | Cost | ₹ | - | - |
| | Average Rate | ₹ | - | - |
| 3. | Bagasse (Own) | | | |
| | Quantity | M.T. | 3,02,607 | 3,44,922 |
| | Cost * | ₹ | - | - |
| | Average Rate * | ₹ (M.T.) | - | - |
| 4. | Other Fuel (Outside) | | | |
| | Quantity | M.T. | 20,511 | 34,727 |
| | Cost | ₹ | 3,67,65,947 | 8,57,64,859 |
| | Average Rate | ₹ | 1,792 | 2,470 |
| 5. | Rice Husk | | | |
| | Quantity | M.T. | - | - |
| | Cost | ₹ | - | - |
| | Average Rate | ₹ | - | - |
| 6. | H. S. DIESEL | | | |
| | Quantity | Ltr. | 3,480 | 5,744 |
| | Cost | ₹ | 3,13,200 | 5,16,960 |
| | Average Rate | ₹ | 90 | 90 |

* Not applicable as the bagasse is a by-product and is used as fuel.

Consumption per unit of production :

| Particulars | | 2023-24 | 2022-23 |
|-------------------------------------|-----------------|---------|---------|
| Product (Sugar) | | | |
| Electricity | Kwh / M.T. | 265.23 | 285.99 |
| Bagasse / Rice Husk / Cane Trash | M.T. / M.T. | - | - |
| Diesel Oil | Ltr. / M.T. | - | - |
| Product (Industrial Alcohol) | | | |
| Electricity | Kwh /000' Ltrs | 415.13 | 437.11 |
| Coal | Qtls./000' Ltrs | - | - |
| Bagasse (Pith) | M.T./000' Ltrs | - | - |
| Rice Husk | Ltr./000' Ltrs | - | - |
| Diesel Oil | Ltr. / 000'Ltrs | - | - |

(2) Absorption of technology, research and development :

a. Research and Development

The Company has not spent any amount on Research & Development.

b. Benefits Derived

| Expenditure on R & D | | 2023-24 | 2022-23 |
|----------------------|-----------|---------|---------|
| a) | Capital | - | - |
| b) | Recurring | - | - |

On behalf of the Board of Directors

22nd May 2024

Harsh R Kilachand
Chairman & Managing Director
DIN: 00294835

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Annexure III

Particulars of Employees' remuneration and other details in terms of Section 134(3)(g) read with Section 197(12) of the Companies Act, 2013 and Rule 5(1) of the 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 2023-2024:

| Executive Director | |
|---|------|
| Shri Harsh R Kilachand | *NIL |
| Non-Executive Non-Independent Director | |
| Shri Devendra J Shah | 0.82 |
| Non-Executive Independent Directors | |
| Shri Mahesh A Kuvadia | 1.52 |
| Mrs. Ranjana Sinha | 1.40 |
| Dr. Narendra Mairpady | 1.40 |
| Shri Rishabh Pankaj Shah | 0.82 |

2. The percentage increase in remuneration of each Director, CFO, COO & CS in the financial year 2023-24:

| Executive Director | |
|---|--------|
| Shri Harsh R Kilachand | *NIL |
| Non-Executive Non-Independent Director | |
| Shri Devendra J Shah | 75.00% |
| Non-Executive Independent Directors | |
| Shri Mahesh A Kuvadia | 23.81% |
| Mrs. Ranjana Sinha | 26.32% |
| Dr. Narendra Mairpady | 26.32% |
| Shri Rishabh Pankaj Shah | 48.94% |
| Key Managerial Personnel | |
| Shri Rohit Balu, Chief Financial Officer (CFO) | 5.33% |
| Shri Gaurav Sharma, Company Secretary & Assistant Vice President (Legal & HR) | 26.28% |
| Shri Sharat Mishra, Chief Operating Officer (COO) | 19.10% |

**Shri Harsh R Kilachand did not draw any remuneration from the Company since March 2014.*

3. Average percentile increase in the remuneration of employees including key managerial personnel (other than Directors) in the financial year was 12.48%. Since Shri Harsh R Kilachand, the only Whole-Time Director on Board, did not draw any remuneration during the Financial Year 2022-2023 & 2023-2024, comparison between increase in remuneration of employees and increase in managerial remuneration is not possible.
4. The Company had 243 permanent employees as on March 31, 2024.
5. It is affirmed that the remuneration paid is as per the remuneration policy of the Company.

On behalf of the Board of Directors

22nd May 2024

Harsh R Kilachand
Chairman & Managing Director
DIN: 00294835

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

GLOBAL SUGAR OVERVIEW:

Bifurcation of global sugar production is as follows:

| Market | % of Global Production | Total Production (2023/2024, Metric Tons) |
|----------------|------------------------|---|
| Brazil | 22% | 41 Million |
| India | 20% | 36 Million |
| European Union | 8% | 15.53 Million |
| China | 5% | 10 Million |
| Thailand | 5% | 9.4 Million |
| United States | 5% | 8.37 Million |
| Russia | 4% | 6.6 Million |
| Pakistan | 3% | 6.26 Million |
| Mexico | 3% | 5.65 Million |
| Australia | 2% | 4.1 Million |

(Source: <https://fas.usda.gov/data/production/commodity/0612000>)

In case of Brazil, a record cane crop, which began in April last year, is being realised, despite the area under cane being at its lowest for 12 years. The harvest ended in March, with total cane sugar production estimated at 45 million tonnes for 23/24, compared to the 38.7 million tonnes produced in 22/23. Recent high global sugar pricing alongside reduced diesel and fertiliser prices have increased sugar mill profits. This has led to more investment in Brazil's sugar industry, resulting in greater efficiencies in the production process and a record volume of sugar produced since November. Ethanol production from sugarcane has more than doubled compared to this time last year, but global prices for crude oil have seen imported oil as a cheaper energy source. With domestic ethanol prices falling, sugar mills have increased the production of sugar as a sweetener to 51.4%.

In case of India, the area under cane in India increased for the 23/24 cane crop. Dry weather reduced the development of the cane, but unseasonal rain improved the cane yield and sugar content just before the harvest began in October. However, a general lack of available labour saw the harvest extend until the end of March with a slight recovery in cane yields in Maharashtra and Karnataka.

With a cap of 2 million tonnes of sugar going towards ethanol production and an extended harvest period, India should be able to produce around 35 million tonnes of cane sugar for 23/24, which is above domestic consumption at 28.5 million tonnes. Since the 22/23 marketing year, India has reduced sugar exports by 45% to help domestic sugar stocks and the country will import sugar during 2024. India produced 32.8 million tonnes of cane sugar in 22/23, a reduction on the 39 million tonnes produced in 21/22.

(Source: <https://www.ragus.co.uk/global-sugar-market-report-april-2024/>)

INDIAN SUGAR INDUSTRY (SUGAR SEASON 2023-24):

The sugarcane crushing season in India is in its final phase, with production slightly lower than the previous season during the same period. According to the data from the National Federation of Cooperative Sugar Factories Limited (NFCFSF), as of April 30, 2024, the crushing for the season 2023-24 was ongoing in 23 sugar mills across the country. As of now, 3129.75 lakh metric tonnes (LMT) of sugarcane have been crushed to produce 315.90 LMT of sugar. A total of 534 sugar mills participated in the crushing season, of which 511 have now closed. In the previous season, 534 sugar mills participated, and 468 had closed operations during the same period.

Sugarcane crushing in the current season is slightly lower than the previous season, but sugar recovery is higher. The average sugar recovery in the current season is 10.09 percent, compared to 9.84 percent in the previous season during the same period.

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Maharashtra is the leading producer of sugar in the current season, followed by Uttar Pradesh and Karnataka. Except for Maharashtra and Uttar Pradesh, sugar mills in other states have ended operations. Sugar production in Maharashtra reached 109.95 LMT, whereas in Uttar Pradesh, sugar output is 103.35 LMT. According to NFCSF, Indian sugar production is estimated to reach 321.35 lakh tonnes, compared to 333.90 lakh tonnes last year.

(Source: <https://www.indiansugar.com/NewsDetails.aspx?nid=57684>)

While Indian Sugar Mills Association (ISMA) has requested the government to allow export of 10 lakh tonne of sugar in the 2023-24 season, anticipating healthy closing stock by the season-end, the Government has ruled out possibility of allowing sugar exports in the current 2023-24 season ending October. Currently, there are curbs on export of sugar for an indefinite period.

(Source : https://www.business-standard.com/industry/news/govt-rules-out-possibility-of-permitting-sugar-exports-in-2023-24-season-124041500389_1.html)

The Government has agreed to allow oil marketing companies to procure ethanol by diverting an extra 800,000 metric tons of sugar for biofuel production. Concerns over sugar production due to below normal monsoon rains between June and September had led India to cap the amount that could be diverted for ethanol in the current season to end-September at 1.7 million metric tons.

Many sugar mills produced B-heavy molasses in anticipation of ethanol production. However, these stocks remain unused after the government capped the diversion of sugar for ethanol. Mills may now use stored B-heavy molasses for ethanol production.

(Source: <https://www.indiansugar.com/NewsDetails.aspx?nid=57678>)

OPERATIONAL HIGHLIGHTS (2023-24):

Sugar Division

- During the season 2023-24, the plant has crushed 94.24 lakh quintals of sugarcane as against 115.99 lakh quintals in the previous season.
- The overall sugar recovery was 10.81%, as against 10.49% in the previous season.
- During the Season 2022-23, Molasses produced was 4.20 lakh quintals as against 5.28 lakh quintals in the previous season.

Power Division

- The Plant consumed 2.44 Lakh MT of bagasse and 0.16 Lakh MT of alternate fuel to generate 1.17 Lakh MW power as against 2.82 lakh MT of bagasse and 0.39 lakh MT of alternate fuel to generate 1.39 Lakh MW power in the previous Season.
- The total power exported to Uttar Pradesh Power Corporation Limited (UPPCL) was 0.76 lakh MW amounting to ₹ 26.50 Crores as against 0.94 lakh MW amounting to ₹ 30.70 Crores in the previous Season.

Spirits Division

Distillery plant was operated at its full capacity of 45 KLPD till it was shut down on 22nd February 2024, due to unviable prices.

FINANCIAL REVIEW (F.Y. 2023-24):

- For the Financial Year 2023-24, Revenue from operations is ₹ 53,105.61 lakhs against revenue from operations of ₹ 55,276.04 in the previous year. Reduction in revenue from operations is on account of lesser availability of sugarcane, lesser sugar sale and reduction in sale of the other by-products.
- For the Financial Year 2023-24, there is a profit of ₹ 8358.81 lakhs as against a loss of ₹ 4,405.58 lakhs in the previous year. After taking into account the effect of other Comprehensive Income based on Ind-AS norms, there is a profit of ₹ 8768.05 lakhs for the Financial Year 2023-24 as against a loss of ₹ 4,484.18 lakhs in the previous year. Increase in profit is majorly on account of increase in other income due to write back of the earlier years' provision of liability of ₹ 9113.77 Lakhs on account of One Time Settlement.
- The Company generated EBIDTA of ₹ 11570.70 lakhs as against ₹ 225.01 lakhs last year.
- During the Financial year 2023-24, the Company did not raise any funds by issue of equity shares or any debt securities. There was no change in Paid-up Share Capital of the Company during the year.
- During the Financial Year 2023-24, the Company did not borrow any funds from Banks / Financial Institutions.

SEGMENT-WISE FINANCIAL PERFORMANCE:

Segment-wise reporting of performance of the Company's primary business segments (Sugar, Power and Spirits) is provided in Note No. 37 to Financial Statements forming part of this annual report.

OPPORTUNITIES & THREATS:

Sugar

Untimely change in government policy and upward pricing in terms of Fair Remunerative Price (FRP) and State Advised Price (SAP) can prove a threat to the Company. Excess production also can affect the sugar prices to a great extent.

Power

The Company has set up a state of the art cogeneration plant operating at high pressure of 115 kg/cm². Therefore, it is very efficient when compared to majority of the cogeneration plants having power cycle at pressures of 45, 67 and 87 kg/cm². This will, therefore, translate into producing more power from same bagasse.

Spirits

Present State and Central Government policies are quite favourable for the Spirits Division. The Government is promoting Ethanol by giving better rates, allowing to produce from 'B' heavy molasses and cane juice directly. The Company also plans to restart Country Liquor and IMFL contract bottling.

RISKS AND CONCERNS:

Raw Material Risk

Sugarcane is the principal raw material for manufacture of Sugar, Spirits and Power and its shortages could be on account of pest attacks, crop diseases, diversion of land by farmers. Shortage of the basic raw materials would severely impact the working of the divisions of the Company. To mitigate these risks, the Company has adopted sound agronomic practice and improvement in basic infrastructure facilities.

Price Risk

Sugar price is susceptible to fluctuations on account of international demand and supply, government pricing for cane as well as sugar, variance in production capacities of peers. Any change may affect the margins of the Company.

Regulatory Risk

The policies of the Central and State Governments in terms of Fair Remunerative Price (FRP) and State Advised Price (SAP) for sugarcane have an impact on the operations of the Company.

INTERNAL CONTROL SYSTEM:

The Company's internal controls are commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization and ensuring compliance with corporate policies. The Company has a well-defined delegation of power with authority limits for approving contracts as well as expenditure.

The Company has appointed independent internal auditors to oversee and carry out internal audit of its activities on half yearly basis. The audit is based on an internal audit plan, which is reviewed and approved by the audit committee. The audit committee reviews audit reports submitted by internal auditors. The audit committee also discusses with the Company's statutory auditors, their views on the adequacy of internal control systems.

Based on its evaluation (as defined in section 177 of Companies Act 2013 and 18 of SEBI (LODR) Regulations 2015), the audit committee has concluded that, as of 31st March 2024, the company's internal financial controls were adequate and operating effectively.

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DETAILS OF SIGNIFICANT CHANGES (I.E. CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN KEY FINANCIAL RATIOS AS REQUIRED TO BE DISCLOSED UNDER SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

| Particulars | Numerator | Denominator | March 31, 2024 | March 31, 2023 | Remarks/Reason for significant change |
|---|----------------------------------|--|----------------|----------------|--|
| (i) Trade Receivable Turnover Ratio (times) | Sales | Average Debtors | 22.20 | 39.24 | There has been significant improvement in realisation of power dues. |
| (ii) Inventory Turnover Ratio (times) | Cost of Goods sold | Average Stock | 4.96 | 5.21 | No Significant Change |
| (iii) Interest Coverage Ratio (times) | Earnings before Interest and Tax | Interest Exp | 7.01 | (0.61) | There has been significant change due to savings in interest due to One Time Settlement (OTS) entered into by the Company and written back on account of OTS has been included in earning for the current year. |
| (iv) Current Ratio (times) | Current Assets | Current Liabilities | 0.36 | 0.27 | There has been significant change in Current liabilities on account of One Time Settlement entered into by the Company and OTS amount fully paid in the current year. |
| (v) Debt Equity Ratio | Borrowings | Equity | 0.38 | 2.11 | There has been significant change in Borrowings on account of One Time Settlement entered into by the Company and OTS amount fully paid in the current year. In the Current year, there has been significant change in other Equity due to Revaluation of the Property, Plant & Equipments. |
| (vi) Operating Profit Margin (%) | Gross Profit | Sales | 1.46% | (2.45%) | There has been significant change due to improvement in realisation of Sugar rates during current year compared to increase in cost of Cane. |
| (vii) Net Profit Margin (%) | Net Profit | Sales | 15.74% | (7.97%) | There has been significant change due to savings in interest due to One Time Settlement entered into by the Company and written back on account of OTS has been included in net profit for the current year. |
| (viii) Return on Equity / Net Worth | Net Profit after Tax | Equity | 45.73% | (73.77%) | There has been significant change due to savings in interest due to One Time Settlement entered into by the Company and written back on account of OTS has been included in net profit for the current year. In the Current year, there has been significant change in other Equity due to Revaluation of the Property, Plant & Equipments. |
| (ix) Trade payables turnover Ratio (%) | Average Trade payables | Purchases & Other manufacturing expenses | 52.27% | 46.31% | No Significant Change |
| (x) Net capital turnover Ratio (%) | Net Sales | Working Capital | (200.85%) | (146.25%) | There has been significant change in Working Capital due to One Time Settlement entered into by the Company and fully paid in current year. |
| (xi) Return on capital (%) | Earnings before Interest and Tax | Capital Employed | 50.85% | (28.03%) | There has been significant change due to savings in interest due to One Time Settlement entered into by the Company and written back on account of OTS has been included in Earnings for the current year. In the Current year, there has been significant change in Capital employed due to Revaluation of the Property, Plant & Equipments |
| (xii) Return on Investment (%) | Dividend & Gain on Investments | Average Investments | 47.00% | 9.00% | Market rate of Listed Equity investment is increased in the current year compared to previous year |

DETAILS OF ANY CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR:

Details of change in return on net worth is already provided in table given above and hence, the same is not repeated here.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT:

The Company considers human capital as a critical asset and success factor for smooth organizational workflow. Efforts are made to improve skills, knowledge and performance of employees by timely training, job satisfaction and enrichment. The Company has added to its fold, experienced manpower in line with future areas of growth. As on 31st March 2024, the Company had 243 permanent employees.

CAUTIONARY STATEMENT:

The above Management Discussion and Analysis Report contains “forward looking statements” within the meaning of applicable laws, and regulations and is futuristic in nature. All statements that address expectations or projections about the future, including, but not limited to statements about the Company’s strategy for growth, market position, expenditures and financial results are forward looking statements. The Company’s actual results, performance or achievement could thus differ materially from those projected in any such forward looking statements. Investors are requested to make their own independent judgments before taking any investment decisions and the Company assumes no responsibility.

CORPORATE GOVERNANCE REPORT

1. Company's philosophy on Corporate Governance

Effective corporate governance practices constitute a strong foundation on which successful commercial enterprises are built to last. The Company's philosophy on Corporate Governance aims at attainment of the highest levels of transparency, accountability and equity in the functioning of the Company and in all interactions with employees, shareholders, creditors, customers and regulators. The Company believes that its systems and actions must be endeavored for enhancing corporate performance and maximizing shareholders' value in the long term.

The Company has adopted a Code of Conduct for Directors and Senior Management, which casts several ethical and legal duties on Directors and Members of Core Management Team, thereby enhancing overall governance level in the functioning of the Company.

The Company also have Directors with knowledge and expertise in diversified fields, which allows the Board of Directors to have a meaningful discussion during their meetings on matters concerning the functioning and business of the Company, which ultimately leads to decision-making beneficial for all stakeholders.

2. Board of Directors

As on 31st March 2024, the Composition of the Board of Directors is in conformity with the stipulation laid down in the Code of Corporate Governance prescribed by the Securities and Exchange Board of India (SEBI) (Listing Obligations & Disclosure Requirements) Regulations, 2015 [**'LODR Regulations'**] as amended from time to time.

The Board includes reputed individuals with considerable professional expertise from fields like finance, legal, commercial, business administration and other related fields, who, not only bring a wide range of experience and expertise, but also impart the desired level of independence to the Board.

The Composition and Category of Directors as on 31st March 2024, is as follows:

| Name of Director | Category |
|---|--|
| Shri Harsh R Kilachand (DIN:00294835) * | Chairman & Managing Director |
| Shri Mahesh A Kuvadia (DIN:07195042) | Independent Director |
| Mrs. Ranjana Sinha (DIN: 06989942) | Independent Director |
| Dr. Narendra Mairpady (DIN:00536905) | Independent Director |
| Shri Rishabh Shah (DIN: 00694160) | Independent Director |
| Shri Devendra J Shah (DIN: 03095028) | Non-Executive Non-Independent Director |

*** Shri Harsh R Kilachand is the Promoter of the Company.**

The Independent Directors have submitted declaration that they meet the criteria of independence as provided in Regulation 16 (1) (b) of the LODR Regulations and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. In the opinion of the Board, the Independent Directors fulfill the conditions of independence specified in LODR Regulations and are independent of the management.

The following skills/ expertise/ competencies have been identified by the Board for its effective functioning, and are currently available with the Board along with names of directors who have such skills / expertise / competence:

| | | |
|---------------------------------------|---|---|
| Industry knowledge/ experience | Knowledge of Sugar, Spirits and Power Manufacturing Industry | Shri Harsh R Kilachand |
| | Understanding of laws, rules, regulations and policies applicable to Sugar, Spirits and Power Manufacturing Industry and General Laws | Shri Harsh R Kilachand Shri Mahesh A Kuvadia Mrs. Ranjana Sinha Shri Rishabh Shah Shri Devendra J Shah |
| Technical skills/experience | General business management | Shri Harsh R Kilachand Shri Mahesh A Kuvadia Dr. Narendra Mairpady Shri Devendra J Shah |
| | Accounting and finance | Shri Mahesh A Kuvadia Dr. Narendra Mairpady |
| | Strategic planning/ business development | Shri Harsh R Kilachand |
| | Information Technology | Shri Harsh R Kilachand Shri Rishabh Shah |
| Behavioural Competencies | Integrity and ethical standards | Shri Harsh R Kilachand Shri Mahesh A Kuvadia Mrs. Ranjana Sinha Dr. Narendra Mairpady Shri Rishabh Shah Shri Devendra J Shah |
| | Decision making | Shri Harsh R Kilachand Shri Mahesh A Kuvadia Mrs. Ranjana Sinha Dr. Narendra Mairpady Shri Rishabh Shah Shri Devendra J Shah |
| | Problem solving skills | Shri Harsh R Kilachand Shri Mahesh A Kuvadia Mrs. Ranjana Sinha Dr. Narendra Mairpady Shri Rishabh Shah Shri Devendra J Shah |

Details of Board Meetings held:

During the year, six (6) Board Meetings were held on 30th May 2023, 10th August 2023, 25th October 2023, 09th November 2023, 02nd February 2024 and 27th March, 2024. The gap between any two consecutive meetings of the Board of Directors was not more than 120 days.

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Directors' Attendance and Directorships Held:

Attendance of each Director at the Board Meetings held during Financial Year 2023-24 and at the last Annual General Meeting held on 29th September 2023 and the Number of other Directorships & Chairmanship/ Membership of Committees of each Director in various Companies as on March 31, 2024, are as under:

| Name of the Director | Number of Board Meetings attended during the FY 2023-2024 | Whether attended last AGM held on 29.09.2023 | Number of Directorships in other Public Companies | Number of Committee positions held in other Public Companies \$ | | Directorship in other listed entity (Category of Directorship) |
|---------------------------------------|---|--|---|---|---------|--|
| | | | | Chairman | Member* | |
| Shri Harsh R Kilachand (DIN:00294835) | 6 | Yes | 2 | 0 | 3 | Kesar Terminals & Infrastructure Limited (Whole-time Director) |
| Shri Mahesh A Kuvadiah (DIN:07195042) | 6 | Yes | 1 | 0 | 2 | Telogica Limited (earlier known as Aishwarya Technologies and Telecom Limited) (Independent Director) |
| Mrs. Ranjana Sinha (DIN: 06989942) | 6 | Yes | 0 | 0 | 0 | None |
| Dr. Narendra Mairpady (DIN: 00536905) | 6 | Yes | 8** | 3 | 6 | a) Man Industries (India) Limited (Independent Director) b) Equipp Social Impact Technologies Limited (Independent Director) c) IPCA Laboratories Limited (Independent Director) |
| Shri Rishabh Shah (DIN: 00694160) | 6 | Yes | 6 | 1 | 4 | Arshiya Limited (Independent Director) |
| Shri Devendra J Shah (DIN:03095028) | 6 | Yes | 0 | 0 | 0 | None |

\$ Only Audit Committee and Stakeholders Relationship Committee have been considered as per Regulation 26 of the LODR Regulations, 2015.

* Membership includes Chairmanship

**This includes 1 (one) Not-for-Profit License Company

None of the Directors hold the office of Director / Independent Director in more than the permissible number of Companies under the Companies Act, 2013 and Regulation 17A of the LODR Regulations. The Directors duly comply with Regulation 26 of the LODR Regulations in respect of Memberships / Chairmanships of the Committees held by them.

Details of equity shares* of the Company held by the Directors as on 31st March 2024:

| Name of the Director | No. of Shares held |
|--|--------------------|
| Shri Harsh R Kilachand (DIN:00294835) | 573976 |
| Shri Mahesh A Kuvadiah (DIN:07195042) | NIL |
| Mrs. Ranjana Sinha (DIN: 06989942) | NIL |
| Shri Narendra Mairpady (DIN: 00536905) | NIL |
| Shri Rishabh Shah (DIN: 00694160) | NIL |
| Shri Devendra J Shah (DIN:03095028) | 500 |

*There are no convertible instruments held by any of the Directors.

Relationship between the Directors inter-se: Nil

The details of Familiarization Programmes imparted to Independent Directors are disclosed on the website of the Company viz. www.kesarindia.com .

The details of the Committees constituted by the Board as per relevant provisions of law are provided herein below:

3. Audit Committee

The Committee has been constituted in line with the provisions of Section 177 of the Companies Act, 2013 & Regulation 18 of the LODR Regulations.

(a) Terms of Reference:

Terms of Reference of the Committee comprise of the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
3. Approval of payment to statutory Auditors for any other services rendered by them;
4. Reviewing, with the Management, the Annual Financial Statements and Auditor's Report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of Section 134(3)(c) of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by the Management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions;
 - g. Qualifications in the draft Audit Report, if any;
5. Reviewing, with the Management, the Quarterly Financial Statements before submission to the Board for approval;
6. Reviewing, with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the Auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the Management, the performance of statutory and internal Auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of the internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal Auditors of any significant findings and follow up thereon;
15. Reviewing the findings of any internal investigations by the internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

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16. Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. Reviewing the functioning of the Whistle Blower Mechanism;
19. Approval of appointment of Chief Financial Officer (CFO) (i.e. Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Approval of appointment of Chief Financial Officer (CFO) (i.e. Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
21. Reviewing the utilization of loans and/ or advances from/investment by the company in its subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower.
22. Considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.
23. Reviewing the information listed in Para B of Part C of Schedule II of the LODR Regulations
24. Reviewing/Considering any other item which is specified in Section 177 (4) of the Companies Act, 2013 and which is not specified above.
25. Carrying out any other function as may be specifically assigned to the Committee under the Companies Act, 2013, LODR Regulations or any other applicable law, rules or regulations, from time to time.

(b) Composition:

The Audit Committee consists of the following Directors:

| Name | Category |
|---|----------|
| Shri Mahesh A Kuvadiah <i>(Independent Director)</i> | Chairman |
| Mrs. Ranjana Sinha <i>(Independent Director)</i> | Member |
| Shri Harsh R Kilachand <i>(Chairman & Managing Director)</i> | Member |
| Dr. Narendra Mairpady <i>(Independent Director)</i> | Member |

(c) Meetings & Attendance:

Details of meeting (s) held during the year along with the attendance of the members of the Committee at the meeting (s) are as follows:

| Date of Meeting | Attendance at Meetings | | | |
|-----------------|------------------------|--------------------|------------------------|-----------------------|
| | Shri Mahesh A Kuvadiah | Mrs. Ranjana Sinha | Shri Harsh R Kilachand | Dr. Narendra Mairpady |
| 30.05.2023 | ✓ | ✓ | ✓ | ✓ |
| 10.08.2023 | ✓ | ✓ | ✓ | ✓ |
| 09.11.2023 | ✓ | ✓ | ✓ | ✓ |
| 02.02.2024 | ✓ | ✓ | ✓ | ✓ |
| Total | 4 out of 4 | 4 out of 4 | 4 out of 4 | 4 out of 4 |

(d) Other Details:

- During the year under review, the gap between two meetings of the Committee did not exceed one hundred and twenty days.
- Committee invites such of the executives of the Company it considers appropriate, representatives of the statutory auditors and internal auditors, to be present at its meetings.
- The Company Secretary acts as the Secretary of the Audit Committee.
- The Company Secretary is the Compliance Officer to ensure compliance and effective implementation of the Code for prevention of Insider Trading formulated by the Company.
- Committee is apprised on matters relating to the Code for prevention of Insider Trading at regular intervals.
- Reports of Internal Auditors are placed before the Audit Committee along with the comments of the Management on the action (s) taken to remedy issues/discrepancies observed in such reports.
- Shri Mahesh A Kuvadia, Chairman of Audit Committee, attended the previous AGM of the Company, which was held on 29th September 2023.

4. Nomination & Remuneration Committee

The Committee has been constituted in line with the provisions of Section 178 of the Companies Act, 2013 & Regulation 19 of the LODR Regulations.

(a) Terms of Reference:

Terms of Reference of the Committee comprise of the following:

1. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal.
2. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.
3. Formulating the criteria and manner for effective evaluation of individual Directors including Independent Directors, the Committees and the Board.
4. Evaluating the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
5. Recommending to the Board, Remuneration payable to the Directors, Key Managerial Personnel and Senior Management including remuneration linked to their performance relating to the Company's operations.
6. Devising a policy on diversity of the Board of Directors

(b) Composition:

The Nomination & Remuneration Committee consists of the following Directors:

| Name | Category |
|---|----------|
| Shri Mahesh A Kuvadia <i>(Independent Director)</i> | Chairman |
| Mrs. Ranjana Sinha <i>(Independent Director)</i> | Member |
| Shri Harsh R Kilachand <i>(Chairman & Managing Director)</i> | Member |
| Dr. Narendra Mairpady <i>(Independent Director)</i> | Member |

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(c) Meetings & Attendance:

Details of meeting (s) held during the year along with the attendance of the members of the Committee at the meeting (s) are as follows:

| Date of Meeting | Attendance at Meetings | | | |
|-----------------|------------------------|--------------------|------------------------|-----------------------|
| | Shri Mahesh A Kuvadia | Mrs. Ranjana Sinha | Shri Harsh R Kilachand | Dr. Narendra Mairpady |
| 30.05.2023 | ✓ | ✓ | ✓ | ✓ |
| Total | 1 out of 1 | 1 out of 1 | 1 out of 1 | 1 out of 1 |

(d) Performance evaluation criteria for Independent Directors:

Performance of Independent Directors is evaluated in accordance with evaluation criteria formulated by Nomination and Remuneration Committee. Criteria on the basis of which evaluation is done includes participation and contribution by a director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behaviour and judgement.

(e) Other Details:

- The Company Secretary acts as the Secretary of the Nomination and Remuneration Committee.
- Shri Mahesh A. Kuvadia, Chairman of Nomination and Remuneration Committee, attended the previous AGM of the Company, which was held on 29th September 2023.
- The Company does not have any Employee Stock Option Scheme.

5. Stakeholders' Relationship Committee

The Committee has been constituted in line with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the LODR Regulations.

(a) Terms of Reference:

Terms of Reference of the Committee comprise of the following:

1. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Reviewing measures taken for effective exercise of voting rights by shareholders.
3. Reviewing adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Reviewing the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

(b) Composition:

The Committee consists of the following Directors:

| Name | Category |
|---|----------|
| Shri Mahesh A Kuvadia <i>(Independent Director)</i> | Chairman |
| Shri Harsh R Kilachand <i>(Chairman & Managing Director)</i> | Member |
| Shri Devendra J Shah <i>(Non-Executive Non-Independent Director)</i> | Member |

(c) Meetings & Attendance:

Details of meeting (s) held during the year along with the attendance of the members of the Committee at the meeting (s) are as follows:

| Date of Meeting | Attendance at Meetings | | |
|-----------------|------------------------|------------------------|----------------------|
| | Shri Mahesh A Kuvadia | Shri Harsh R Kilachand | Shri Devendra J Shah |
| 02.02.2024 | ✓ | ✓ | ✓ |
| Total | 1 out of 1 | 1 out of 1 | 1 out of 1 |

(d) Other Details:

- The Company Secretary acts as the Secretary of the Committee.
- Shri Gaurav Sharma designated as Company Secretary and Assistant Vice President – Legal & HR acts as Compliance Officer.
- The details of investor complaint(s) during the financial year 2023-24 are as follows:

| Investor complaints at the beginning of the year | Investor complaints received during the year | Investor complaints disposed-off during the year | Investor complaints pending at the end of the year |
|--|--|--|--|
| NIL | 1 | 1 | NIL |

- Shri Mahesh A Kuvadia, Chairman of Stakeholders’ Relationship Committee attended the previous AGM of the Company, which was held on 29th September 2023.

6. Share Transfer Committee

The authority to consider and approve the Share Transfer related matters / issue of duplicate Share Certificates etc. has been delegated to Shri Harsh R Kilachand, Chairman & Managing Director and Shri Gaurav Sharma, Company Secretary & Assistant Vice President – Legal & HR.

There were no pending requests for share transfers as on 31st March, 2024.

7. Corporate Social Responsibility Committee

Although the provisions of Section 135 of the Companies Act, 2013 are not applicable to the Company, the Company has a Corporate Social Responsibility Committee constituted.

(a) Terms of Reference:

Terms of Reference of the Committee comprise of the following:

1. Formulating and recommending to the Board, a Corporate Social Responsibility (CSR) Policy indicating the activities to be undertaken by the company in areas or subject, specified in Schedule VII of the Companies Act, 2013.
2. Recommending the amount of expenditure to be incurred on the activities mentioned in the CSR Policy.
3. Monitoring the CSR Policy.

(b) Composition:

The Committee has been reconstituted by the Board of Directors at their meeting held on 22nd May 2024 in the following manner:

| Name | Category |
|--|----------|
| Shri Mahesh A Kuvadia <i>(Independent Director)</i> | Chairman |
| Shri Harsh R Kilachand <i>(Chairman & Managing Director)</i> | Member |
| Shri Devendra J Shah <i>(w.e.f. 22.05.2024)</i> <i>(Non-Executive Non-Independent Director)</i> | Member |

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8. Particulars of Senior Management

| Name | Designation |
|----------------------------------|---|
| Shri Sharat Mishra | Chief Operating Officer* |
| Shri Rohit Balu | Chief Financial Officer |
| Shri Gaurav Sharma | Company Secretary & Assistant Vice President (Legal & HR) |
| Shri Balasubramanian Ranganathan | Vice President (Accounts, Finance & Audit) |
| Shri Neeraj Kumar Agarwal | Vice President (Power) |
| Shri Anshul Mohan Garg | Assistant Vice President (HR & Legal) |
| Shri Anil Verma | Assistant Vice President (Production) |
| Shri Braham Pal Singh | Assistant Vice President (Sales) |
| Shri Ravendra Singh | Assistant Vice President (Cane) |
| Shri Sanjay Kumar | Assistant Vice President (Engineering) |

**Shri Sharat Mishra has been appointed as Chief Executive Officer w.e.f. 1st April 2024 by the Board of Directors at their meeting held on 27.03.2024.*

9. Remuneration Policy for Directors

a) Remuneration to Executive Chairman / Director / Whole-time Director / Managing Director, KMP and Senior Management Personnel:

The Remuneration/ Compensation / Commission / Incentive etc. to be paid to Executive Chairman / Director / Whole-time Director / Managing Director, KMP and Senior Management Personnel etc. is governed as per provisions of the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

b) Remuneration to Non- Executive / Independent Director:

The Non-Executive / Independent Director may receive compensation / commission as per the provisions of the Companies Act, 2013. The amount of sitting fees shall be subject to ceiling / limits as provided under Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

Remuneration of Executive and Non-Executive Directors:

Shri Harsh R Kilachand stopped drawing remuneration from the Company voluntarily from March, 2014 onwards, in view of the heavy losses suffered by the Company for the last few years. His employment with the Company is terminable in accordance with the General Rules of the Company applicable to employees. There is no severance fee payable to him. No stock options have been issued to him.

The details of remuneration* paid to the Non-Executive Directors for attending meetings of Board of Directors and various committees thereof including separate meeting of Independent Directors during the financial year ended on 31st March 2024 are as under:

| Name | Sitting Fees (₹) |
|-----------------------|------------------|
| Shri Mahesh A Kuvadia | 6,50,000 |
| Mrs. Ranjana Sinha | 6,00,000 |
| Dr. Narendra Mairpady | 6,00,000 |
| Shri Rishabh Shah | 3,50,000 |
| Shri Devendra Shah | 3,50,000 |

** No remuneration except the sitting fees as mentioned above were paid to Non-Executive Directors during the year. No stock options have been issued to them.*

10. General Body Meetings

(a) Location and time where the last Annual General Meetings were held:

| Financial Year ended | Date of Annual General Meeting | Location | Time |
|----------------------|--------------------------------|---|----------|
| 31.03.2023 | 29.09.2023 | Through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) | 3:00 p.m |
| 31.03.2022 | 20.09.2022 | Through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) | 3:00 p.m |
| 31.03.2021 | 26.08.2021 | Through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) | 3:30 p.m |

(b) The following Special Resolutions were passed in the Annual General Meeting:

| Date of Annual General Meeting | Particulars of Special Resolution (s) passed thereat |
|--------------------------------|--|
| 29.09.2023 | NIL |
| 20.09.2022 | Appointment of Shri Devendra J Shah as Non-Executive Non-Independent Director w.e.f.12.08.2022 |
| 26.08.2021 | Resolution under Section 149, 152 read with Schedule IV of the Companies Act, 2013 relating to appointment of Shri Mahesh A Kuvadia (DIN: 07195042), as an Independent Director for the 2nd term of 5 years. |

(c) No Resolution was passed during the Financial Year 2023-2024 through postal ballot.

(d) None of the businesses proposed to be transacted at the ensuing AGM requires passing of a special resolution during postal ballot.

11. Disclosures

- a. All transactions entered into during the Financial Year 2023-24 with Related Parties as defined under the Companies Act, 2013 and under LODR Regulations were in the ordinary course of business and on an arms' length basis. There was no Material Related Party transaction. The Company has given in the notes to accounts forming part of Financial Statements, a list of related parties as per relevant Accounting Standard and the transactions entered into with them.
- b. The Company has been generally in compliance with all relevant provisions of laws applicable to the Company and there have been no instances of non-compliance by the Company on any matter related to capital markets during the last three years except the following:
 - (i) In Financial Year 2022-23, the Company was not able to file its audited financial results for the financial year ended on 31st March, 2022 with the Stock Exchange within the period stipulated under Regulation 33 of the said Regulations, in view of enhanced disclosures requirements under amended Schedule III, enhanced reporting requirements as per new Companies (Auditor's Report) Order, 2020 as well as delay in collation of financial data and hence, it could also not hold any Board Meeting during the quarter ended 30th June 2022, in deviation with the requirement under Regulation 17 (2) of the said Regulations. A letter dated 25th May 2022 was also submitted to Stock Exchange (BSE), in compliance of SEBI Circular dated CIR/CFD/CMD-1/142/2018 dated 19th November 2018. The audited financial results for the financial year ended on 31st March 2022 were approved and taken on record at the Board Meeting held on 25th July 2022 and filed with the Stock Exchange on 25th July 2022. The Company paid the fine which was imposed by BSE in terms of Standard Operating Procedure prescribed in SEBI Circular titled "Non-compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Standard Operating Procedure for suspension and revocation of trading of specified securities" dated 22nd January 2020.

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- (ii) Due to reasons stated in paragraph (i) above, the Company could not hold any Board Meeting during the quarter ended 30th June 2022, in deviation with the requirement under Regulation 17 (2) of the said Regulations. The Company held the Board Meeting on 25th July 2022. The Company paid the fine which was imposed by BSE in terms of Standard Operating Procedure prescribed in SEBI Circular titled “Non-compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Standard Operating Procedure for suspension and revocation of trading of specified securities” dated 22nd January 2020.
- c. The Company has laid down procedures to inform Board members about risk assessment and minimization. These procedures are periodically reviewed to ensure control of risk through a properly defined framework.
- d. Whistle Blower Policy / Vigil Mechanism:**
- In staying true to our values of Strength, Performance and Passion, the Company is committed to the highest standards of Corporate Governance and Stakeholder responsibility. The Company has a Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern. We confirm that during the Financial Year 2023-24, no Employee of the Company was denied access to the Audit Committee. The Whistle Blower Policy is available on the website of the Company, <https://www.kesarindia.com/pdf/Policies/Whistle%20Blower%20Policy.pdf>.
- e. A Certificate from the Chairman & Managing Director and Chief Financial Officer (CFO), as required under Regulation 17(8) of the LODR Regulations was placed before the Board of Directors of the Company and annexed to this report as **Annexure `A`**.
- f. Management Discussion & Analysis Report is a part of the Annual Report.
- g. The Company has complied with all applicable mandatory requirements of the LODR Regulations except for those mentioned in this report.
- h. A certificate from M/s. Dhrumil M. Shah & Co. LLP, Practicing Company Secretaries, confirming compliance with the conditions of Corporate Governance is annexed to this Report as **Annexure `B`**.
- i. A certificate from M/s. Dhrumil M. Shah & Co. LLP, Practicing Company Secretaries confirming that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI / Ministry of Corporate Affairs or any such statutory authority is annexed to this Report as **Annexure `C`**.
- j. Declaration by the Chairman and Managing Director stating that the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of the Board of Directors and Senior Management, is annexed to this Report as **Annexure `D`**.
- k. During the Financial Year 2023-24, there was no instance recorded where the board had not accepted any recommendation of/ submission by any committee of the Board, which was mandatorily required for the approval of the Board of Directors.
- l. During the year, the Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of SEBI (LODR) Regulations, 2015.
- m. The Company does not have commodity price activities and commodity hedging activities.
- n. The details of total fee paid/payable by the Company to the Statutory Auditors and all entities in the network firm / network entity of which the statutory auditor is a part, for Financial Year 2023-24, are as follows:

| Type of Service | Fee paid (₹) |
|-------------------------|------------------|
| Audit Fee | 14,00,000 |
| Certifications Services | - |
| Out of Pocket Expenses | 1,29,000 |
| Total | 15,29,000 |

o. Policy on Materiality of and dealing with Related Party Transactions:

Pursuant to Regulation 23 of LODR Regulations, the Company has formulated a 'Policy on Materiality of and dealing with Related Party Transactions' which is hosted on the Company's website viz. <https://www.kesarindia.com/pdf/Policies/Policy%20for%20Related%20Party%20Transactions.pdf> .

- p. There were no complaints received by the Company during the year, under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.No complaint was pending both at the beginning and end of the year.
- q. During the year, the Company has complied with all mandatory requirements specified in Regulation 17 to 27 and clause (b) to (i) of Regulation 46(2) of the LODR Regulations except to disclosure, if any, made in this report.
- r. In compliance of the discretionary requirements as specified in Part E of Schedule II of LODR Regulations, the Internal Auditors of the Company report to the Audit Committee of the Board of Directors.
- s. As on 31st March 2024, the Company has not issued any debt instrument or fixed deposit programme, hence, there is no requirement of obtaining credit rating in this regard.
- t. There was no loan in the nature of 'Loans and Advances' given by the Company to firms / companies in which directors are interested, during the year.

12. Means of communication

The Board takes on record, the Unaudited Quarterly Financial Results and the Audited Financial Results in the prescribed format and thereafter, the results are submitted electronically through online portal to BSE Ltd., where the shares of the Company are listed. The financial results of the Company are published in the "Free Press Journal" an English Newspaper and "Nav Shakti" a Marathi Newspaper within 48 hours of the conclusion of the meeting of the Board in which they are approved. Statutory Notices are published in "Free Press Journal" and "Nav Shakti".

The results and all other official news releases are displayed on the website of the Stock Exchange, viz. <https://www.bseindia.com/> and also on the website of the Company, viz. www.kesarindia.com .

There were no presentations / calls made to the analysts or institutional investors during the year.

13. General Shareholders information

| | | |
|----------|---|---|
| A | Registered Office | Kesar Enterprises Limited Oriental House, 7, Jamshedji Tata Road, Churchgate, Mumbai-400020. |
| B | Plant Locations | Sugar Factory, Power Plant, Distillery at Baheri, Dist. Bareilly, U.P. |
| C | Annual General Meeting | |
| | Date | Thursday, 22 nd August, 2024 |
| | Time | 3.00 pm |
| | Venue | The Company is conducting meeting through VC/ OAVM and as such there is no requirement to have a venue for the AGM. |
| D | Financial Year | 2023-24 |
| E | Next Financial Year ending | 31 st March, 2025 |
| F | Next Annual General Meeting | By 30 th September, 2025 |
| G | Financial Reporting for the year 2024-25 | |
| | For 1 st quarter ended 30 th June, 2024 | By 14 th August, 2024 |
| | For 2 nd quarter ending 30 th September, 2024 | By 14 th November, 2024 |
| | For 3 rd quarter ending 31 st December, 2024 | By 14 th February, 2025 |
| | For 4 th quarter ending 31 st March, 2025 | By 30 th May, 2025 |

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| | | |
|----------|--|---|
| H | Date of Book Closure | From Friday, August 16, 2024 to Thursday, August 22, 2024 (both days inclusive) |
| I | Listing on Stock Exchange | BSE Ltd., The Company has paid annual listing fee due to BSE for the year 2023-24. |
| J | Stock Exchange Code Number | BSE Scrip Code: 507180 |
| K | Demat ISIN numbers in NSDL & CDSL | INE133B01019 |
| L | Address for correspondence by the Shareholders of the Company: | |
| | Registrar & Share Transfer Agent: Link Intime India Pvt. Ltd, C 101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai - 400083. Tel. No.: 810 811 6767 Fax : +91 22 49186060 Email: : rnt.helpdesk@linkintime.co.in Website : www.linkintime.co.in | Kesar Enterprises Limited CIN: L24116MH1933PLC001996 Oriental House, 7, Jamshedji Tata Road, Churchgate, Mumbai-400020. Tel No.: +91 22 22042396 / 22851738 Email: gauravsharma@kesarindia.com Website : www.kesarindia.com |

14. Share Transfer System

SEBI via amendment made in Regulation 40 of the LODR Regulations vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form.

In view of SEBI Circular dated January 25, 2022, the listed companies are required to issue the securities in dematerialized form only, for processing any service requests from shareholders viz., issue of duplicate share certificates, endorsement, transmission, transposition, etc. After processing the service request, a letter of confirmation will be issued to the shareholders, which shall be valid for a period of 120 days, within which the shareholder shall make a request to the respective Depository Participant for dematerializing those shares. If any shareholder fails to submit the dematerialisation request within 120 days, the Company shall credit those shares in the Suspense Escrow Demat account held by the Company. Shareholders can claim the shares transferred to Suspense Escrow Demat account on submission of required documents.

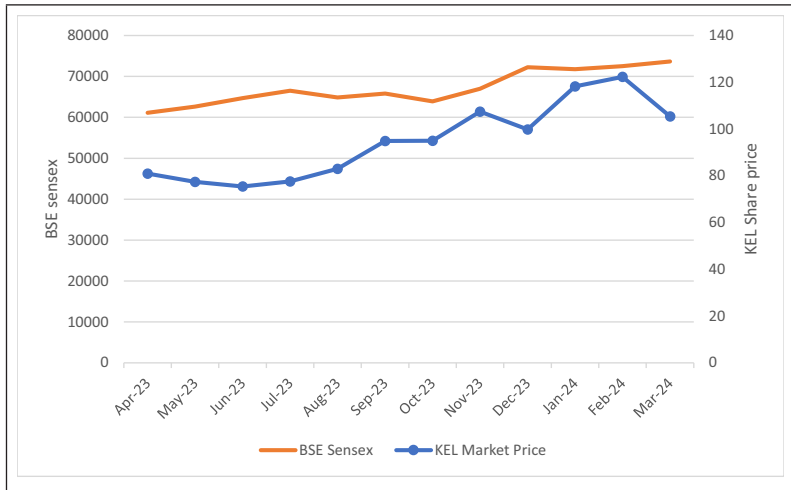
Chairman & Managing Director and Company Secretary are jointly authorised by the Board to approve transfers, which are noted at subsequent Board Meetings.

15. Stock Market Data

The monthly high/low quotation of shares traded on BSE is as follows:

| Month | BSE | |
|----------------|------------|-----------|
| | High Price | Low Price |
| April 2023 | 89.00 | 68.53 |
| May 2023 | 88.00 | 70.40 |
| June 2023 | 83.90 | 73.30 |
| July 2023 | 82.60 | 73.00 |
| August 2023 | 97.15 | 74.10 |
| September 2023 | 111.05 | 80.07 |
| October 2023 | 106.25 | 85.15 |
| November 2023 | 114.00 | 85.70 |
| December 2023 | 130.90 | 95.50 |
| January 2024 | 135.00 | 93.11 |
| February 2024 | 166.40 | 96.00 |
| March 2024 | 127.80 | 98.00 |

Performance of the share price of the Company (KEL) in comparison to the BSE Sensex:



16. Distribution of shareholding as on 31st March 2024

| Shareholding in Nominal Value of | Shareholders | | Share Amount | |
|----------------------------------|--------------|----------------|------------------|----------------|
| | Holders | % of Holders | In Rs. | % to Total |
| Upto - 5,000 | 3923 | 89.038 | 3973170 | 3.942 |
| 5,001 -10,000 | 233 | 5.288 | 1817070 | 1.803 |
| 10,001 - 20,000 | 116 | 2.633 | 1700080 | 1.687 |
| 20,001 - 30,000 | 34 | 0.772 | 838360 | 0.832 |
| 30,001 - 40,000 | 23 | 0.522 | 822250 | 0.816 |
| 40,001 - 50,000 | 6 | 0.136 | 283980 | 0.282 |
| 50,001 - 1,00,000 | 31 | 0.704 | 2318090 | 2.300 |
| 1,00,001 - and above | 40 | 0.908 | 89043820 | 88.340 |
| Total | 4406 | 100.000 | 100796820 | 100.000 |

17. Categories of Shareholders as on 31st March 2024

As on 31st March 2024, about 98.67% of the total shareholding in the Company representing 99,45,650 shares stood converted into dematerialized form.

| Sr. No. | Category | No. of Shares Held | No. of Shares in Dematerialized Form | % of Shareholding |
|-----------|---|--------------------|--------------------------------------|-------------------|
| A. | PROMOTERS & PROMOTER GROUP | | | |
| | Indian Promoters | 71,54,112 | 71,54,072 | 70.98 |
| | Foreign Promoters | - | - | - |
| | Sub Total: | 71,54,112 | 71,54,072 | 70.98 |
| B. | NON-PROMOTERS | | | |
| 1 | INSTITUTIONAL | | | |
| | a. Mutual Funds | 1200 | - | 0.01 |
| | b. Banks, Financial Institutions, Insurance Companies | 1,75,445 | 1,74,850 | 1.74 |
| | c. FIs | - | - | - |
| | Sub Total: | 1,76,645 | 1,74,850 | 1.75 |

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| Sr. No. | Category | No. of Shares Held | No. of Shares in Dematerialized Form | % of Shareholding |
|----------|------------------------------------|--------------------|--------------------------------------|-------------------|
| 2 | OTHERS: | | | |
| | a. Bodies Corporate | 3,64,579 | 3,64,409 | 3.62 |
| | b. Indian Public (Individuals/HUF) | 22,71,562 | 21,39,535 | 22.54 |
| | c. NRI's/ OCB's | 23,691 | 23,691 | 0.24 |
| | d. Clearing Members | 261 | 261 | 0.00 |
| | e. NBFCs | - | - | - |
| | f. IEPF | 88,831 | 88,831 | 0.88 |
| | g. LLP | 1 | 1 | 0.00 |
| | Sub Total: | 27,48,925 | 26,16,728 | 27.27 |
| | GRAND TOTAL: | 1,00,79,682 | 99,45,650 | 100.00 |

Note: There are no outstanding ADR's / GDR's or any Convertible Instruments as on date.

18. Other Disclosures

- a) The details of the last dividend transferred to "Investor Education and Protection Fund" (IEPF) in terms of Section 125 of the Companies Act, 2013 [erstwhile Section 205C of the Companies Act, 1956] are as under:

| Date of declaration | For the Year | Rate of Dividend | Date of transfer to IEPF |
|---------------------|--------------|------------------|--------------------------|
| 17.11.2011 | 2010-2011 | @ 10% | 18.01.2019 |

In terms of provisions of Section 124 (6) of the Companies Act, 2013, the Company has transferred 88,831 shares in the name of Investor Education and Protection Fund Authority.

b) Disclosure with respect to Suspend Escrow Demat Account :

| | |
|--|---------------|
| Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year i.e. as on 01.04.2023 | Nil |
| Number of shareholders whose shares were transferred to suspense account during the year | 1 (52 shares) |
| Number of shareholders who approached the Company for transfer of shares from suspense account during the year | Nil |
| Number of shareholders to whom shares were transferred from suspense account during the year | Nil |
| Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year i.e. as on 31.03.2024 | 1 (52 shares) |

Voting rights on the shares lying in suspense account shall remain frozen till the rightful owner of shares claims the shares.

CERTIFICATION

Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Board of Directors

Kesar Enterprises Limited

Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby certify that:

1. We have reviewed Financial Statements and the Cash Flow Statement for the year ended 31st March 2024 and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. To the best of our knowledge and belief, there are no transactions entered into by the Company during the financial year 2023-24, which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit committee that:
 - (i) there have been no significant changes in internal control over financial reporting during the year;
 - (ii) there have been no significant changes in Accounting Policies during the year; and
 - (iii) there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the Management or an employee having a significant role in the Company's internal control system over Financial Reporting.

Rohit Balu
Chief Financial Officer

Harsh R Kilachand
Chairman & Managing Director
DIN: 00294835

Mumbai,
22nd May 2024

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Annexure B to Corporate Governance Report

CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members,

Kesar Enterprises Limited

CIN: L24116MH1933PLC001996

Oriental House 7 J Tata Road Churchgate,

Mumbai-400020, Maharashtra, India.

We have examined all the relevant records of **KESAR ENTERPRISES LIMITED** (hereinafter referred to as “**the Company**”) for the purpose of certifying compliance with the conditions of Corporate Governance under Chapter IV to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) for the financial year ended **March 31, 2024**.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation process adopted by the Company for ensuring compliance with the conditions of Corporate Governance. This certificate 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 and information furnished to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the said Listing regulations.

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

For Dhrumil M. Shah & Co. LLP
Practising Company Secretaries
ICSI URN: L2023MH013400
PRN: 3147/2023

Place: Mumbai
Date: 22nd May 2024

Dhrumil M. Shah
Partner
FCS 8021 | CP 8978
UDIN: F008021F000424591

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

**The Members,
Kesar Enterprises Limited**

CIN: L24116MH1933PLC001996
Oriental House 7 J Tata Road Churchgate,
Mumbai-400020, Maharashtra, India.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Kesar Enterprises Limited** having CIN: **L24116MH1933PLC001996** and having registered office at Oriental House 7 J Tata Road Churchgate, Mumbai-400020, Maharashtra, India (hereinafter referred to as '**the Company**'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authorities.

| Sr. No. | Name of Director | DIN | Date of appointment in Company |
|---------|-------------------------------|----------|--------------------------------|
| 1. | Mr. Harsh Rajnikant Kilachand | 00294835 | 14/08/2010 |
| 2. | Mr. Narendra Mairpady | 00536905 | 13/11/2020 |
| 3. | Mr. Rishabh Pankaj Shah | 00694160 | 13/11/2020 |
| 4. | Mr. Devendra Jitendra Shah | 03095028 | 12/08/2022 |
| 5. | Mr. Mahesh Ambalal Kuvadia | 07195042 | 11/07/2016 |
| 6. | Ms. Ranjana Ashok Sinha | 06989942 | 20/09/2019 |

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Dhrumil M. Shah & Co. LLP
Practicing Company Secretaries
ICSI URN: L2023MH013400
PRN: 3147/2023

Dhrumil M. Shah
Partner

FCS 8021 | CP 8978
UDIN: F008021F000424569

Place: Mumbai
Date: 22nd May 2024

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Annexure D to Corporate Governance Report

DECLARATION

I hereby confirm that the Company has obtained from all the Members of the Board and Management Personnel, affirmation that they have complied with the Code of Business Conduct and Ethics for Directors and Management Personnel during the Financial Year 2023-24.

Mumbai
22nd May, 2024

Harsh R Kilachand
Chairman & Managing Director
DIN: 00294835

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF KESAR ENTERPRISES LIMITED

Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the accompanying financial statements of **KESAR ENTERPRISES LIMITED** (the "Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and a summary of material accounting policies and other explanatory information (hereinafter referred to as the "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the 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 ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made 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 obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Material Uncertainty Related to Going Concern

We draw attention to Note 45 in the Ind AS financial statements, for the reason stated in the said note, the management has a reasonable expectation that the Company has adequate resources to continue its operational existence for the foreseeable future, the Ind AS financial statements has been prepared on going concern basis, despite accumulated losses resulting in erosion of its net worth.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements of the current year. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Material Uncertainty Related to Going Concern as above, we have determined the matter described below to be the key audit matter to be communicated in our report.

| Key Audit Matter | How our audit addressed the key audit matter |
|---|---|
| <p><u>Valuation of Inventory:</u></p> <p>As on March 31, 2024, the Company has inventory of sugar with the carrying value ₹ 8,986.18 Lakhs. The inventory of sugar is valued at the lower of cost and net realizable value.</p> <p>We considered the inventory valuation of sugar as a key audit matter given the relative size of the balance in the financial statements and significant judgment involved in the consideration of factors such as minimum sale price, monthly quota, fluctuation in selling prices and the related</p> | <p><u>Principle Audit Procedures</u></p> <p>We understood and tested the design and operating effectiveness of controls as established by the management in determination of net realizable value of inventory of sugar.</p> <p>Assessing the appropriateness of Company's accounting policy for valuation of finished goods and compliance of the policy with the requirements of the prevailing accounting standards.</p> |

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| Key Audit Matter | How our audit addressed the key audit matter |
|--|---|
| <p>notifications of the Government in determination of net realizable value. <i>(Refer Note 7 to the financial Statements)</i></p> | <p>We considered various factors including the actual selling price prevailing around and subsequent to the year-end, minimum selling price, monthly quota and other notifications of the Government of India, initiatives taken by the Government with respect to sugar industries.</p> <p>Compared the cost of the finished goods with the estimated net realizable value and checked if the finished goods were recorded at net realizable value where the cost was higher than the net realizable value.</p> <p>Based on the above procedures performed, the management's determination of the net realizable value of the inventory of sugar as at the year end and comparison with cost for valuation of inventory, is considered to be reasonable</p> |
| <p>Key Audit Matter</p> <p><u>Regulations – Litigations and claims</u></p> <p>The Company is exposed to various laws and regulations. In this regulatory environment, there is an inherent risk of litigations and claims. Consequently, provisions and contingent liabilities disclosures may arise from direct and indirect tax proceedings, legal proceedings, including regulatory and other government / department proceedings, as well as investigations by authorities.</p> <p>As at March 31, 2024, the Company's has ascertained contingent liabilities of ₹ 2,020.39 Lakhs.</p> <p>Management applies significant judgments in estimating the likelihood of the future outcome in each case when considering whether, and how much, to provide or in determining the required disclosure for the potential exposure of each matter. This is due to the highly complex nature and magnitude of the legal matters involved along with the fact that resolution of tax and legal proceedings may span over multiple years, and may involve protracted negotiation or litigation. These estimates could change substantially over time as new facts emerge and each legal case progress.</p> <p>We determined this matter to be a key audit matter due to the inherent complexity and magnitude of potential exposures across the Company and the judgment necessary to estimate the amount of provisions required or determine the required disclosure.</p> | <p>How our audit addressed the key audit matter</p> <ul style="list-style-type: none"> • Our Audit approach in relation to the matter involved the following: • Review the outstanding litigations against the Company for consistency with the previous years. Enquire and obtain explanations for movement during the year. • Reading the latest correspondence between the Company and the various tax/legal authorities for significant matters. • Examined selectively the Company's legal expenses and read fully the minutes of the board meetings, in order to ascertain all cases have been identified. • With respect to tax matters, involving our tax specialists, and discussing with the Company's personnel dealing with tax matters, their views and strategies on significant cases, as well as the related technical grounds relating to their conclusions based on applicable tax laws and precedence. • Assessing the decisions and rationale for provisions held or for decisions not to record provisions or make disclosures. • For those matters where management concluded that no provisions should be recognised, by considering the adequacy and completeness of the Company's disclosures. <p>For complex regulatory litigations, reviewing the relevant correspondence by the company, by studying the matters in the light of past precedence and views of company's legal advisor as made available by the company.</p> |

Emphasis of Matter

We draw attention to,

- (a) Note 44 to the accompanying Ind AS Financial Statements, For reason stated in the said note, The Company had entered into a One Time Settlement (OTS) with UCO Bank in March, 2023 and has paid the entire OTS amount as per OTS sanction terms. Accordingly, the Company has given the accounting effect in the books by writing back of liabilities amounting to ₹ 9,113.77 Lakhs and included in Other Income in note no 26. Pursuant to the payment of entire OTS amount, the Company is in the process of completing with the other procedural formalities like release of the Bank's charge on the assets of the Company and withdrawal of various legal cases.

- (b) Refer Note 2(a) to the accompanying Ind AS Financial Statements, During the year the Company has revalued certain class of assets in compliance with Ind AS 16 -Property, Plant & Equipment. The fair value gain on the said revaluation is amounting to ₹ 4,425.23 lakhs, which is reflected in revaluation reserve.

Our opinion is not modified in respect of these matter.

Information Other than the 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 Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the 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 financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

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

- Identify and assess the risks of material misstatement of the 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 financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

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- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management and Board of Directors.
- Conclude on the appropriateness of management's and Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone 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 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 "**Annexure A**", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit 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, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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 controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matter to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act:

In our opinion and to the best of our information and according to the explanations given to us, the Company has not paid/provided for any managerial remuneration to its directors during the year. Accordingly, the provisions of section 197 of the Act are not applicable to the Company.

- 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:
- i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements – Refer Note 32 on Contingent Liabilities to the Ind AS financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv.
 - (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, 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 represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("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;
 - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
 - v. The Company has neither paid nor declared any dividend during the year. So, the compliance with respect to section 123 of the Act is not applicable.
 - vi. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account 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.

For V. C. Shah & Co.

Chartered Accountants

ICAI Firm Registration No.109818W

Viral J. Shah

Partner

Membership No.: 110120

UDIN: 24110120BKFQQL1426

Place: Mumbai

Date: May 22, 2024

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ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the Members of KESAR ENTERPRISES LIMITED on the Ind AS financial statements for the year ended March 31, 2024)

Based on the audit procedures performed for the purpose of reporting a true and fair view on the Ind AS financial statements of the Company and 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, 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) The Property, Plant and Equipment were physically verified during the year by the management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the property, plant and equipment at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed during such verification.
- (c) The title deeds of the immovable property disclosed in the financial statements are held in the name of the company, except for the following cases:

| Description of Property | Gross Carrying Value (₹ in lakhs) | Held in Name of | Whether promoter, director or their relative or employee | Period held | Reason for not being in the name of company |
|---|--------------------------------------|---------------------|--|-----------------------|---|
| Freehold land in Village Khurpia, Tehsil Kiccha, District Udham Singh Nagar, Tehsildar (Tehsil Kiccha, District Udham Singh Nagar), Uttarakhand | 1,271.09 | Pannaben Vinay Shah | No | 06-02-2023 till date | Fraudulently manipulated land revenue records |
| Freehold land in village Bandia ,Bareilly Nainital Road, Tehsil -Kichha, District-Udham Singh Nagar, Uttarakhand | 490.36 | Pannaben Vinay Shah | No | 03-May-2024 till date | Fraudulently manipulated land revenue records |

- (d) As disclosed in note no 2(a) to accompanying Ind AS Financial Statement, the company has revalued it's land, buildings and Plant & Machinery during the year ended March 31, 2024 (but not the right of use assets and intangible assets), during the year and is based on the valuation by a registered valuer and the amount of change is more than 10% of the aggregate of net carrying value of land as class of Property Plant & Equipment. The information of the same is as below:

| Particular | Carrying amount as on 30-June-2023 (₹ in lakhs) | Carrying amount after Revaluation as on 30-June-2023 (₹ in lakhs) | Addition (₹ in lakhs) | Percentage |
|------------|---|---|-----------------------|------------|
| Land | 15,811.10 | 20,230.00 | 4,418.30 | 27.94% |

- (e) As represented by the Management, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder. Hence, reporting under clause (i)(e) of paragraph 3 of the Order is not applicable.
- ii. (a) According to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business. The discrepancies noticed on verification between the physical stocks and the book records as at the year end were not material and have been properly dealt with in the books of account wherever necessary.

- (b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause (ii)(b) of paragraph 3 of the Order is not applicable.
- iii. The Company has made investments in, companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, in respect of which:
- (a) During the year, the Company has not provided loans or advances in the nature of loans or stood guarantee or provided security to any other entity. Hence, reporting under clause (iii)(a) of paragraph 3 of the Order is not applicable.
- (b) In our opinion, the investments made, loans and advances in nature of loans during the year are, prima facie, not prejudicial to the Company's interest. The company has not provided any guarantees to any parties.
- (c) According to the information and explanations given to us and based on the audit procedures performed by us, the Company has not granted loans and advances in the nature of loans. Hence, reporting under clause (iii)(c),(d), (e) and (f) of paragraph 3 of the Order is not applicable.
- iv. The company has not granted any loans to any parties as specified under section 185 of the Act. Further the Company has complied with section 186 of Act for all the investment made. The Company has not given any guarantee of security to anybody during the year.
- v. According to the information given to us and based on the audit procedures performed by us, the Company has not accepted any deposit or amounts which are deemed to be deposits, as per the directives issued by Reserve Bank of India and the provisions of the section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules made thereunder. Hence, reporting under clause (v) of paragraph 3 of the Order is not applicable.
- vi. The maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Act and rules thereunder. We have broadly reviewed such records and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. In respect of statutory dues:
- (a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
- There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.
- (b) There are no dues with respect to income tax, sales tax, service tax, value added tax, GST, customs duty, excise duty which have not been deposited on account of any dispute, except for details given below

| Sr. No. | Name of the statute | Nature of dues | As on 31.03.2024 (₹ in Lakhs) | Period to which the amount relates | Forum where dispute is pending |
|---------|--|-------------------|-------------------------------|------------------------------------|---|
| 1 | Central Sales Tax Act , 1956 | Central Sales Tax | 48.84 | 1989-90,2002-03 and 2003-04 | High Court ,Allahabad |
| 2 | U.P. Tax on Entry of Goods into Local Area Act, 2007 | Entry Tax | 806.68 | 2000-01 to 2006-07 | D.C. (A) – Bareilly |
| 3 | U.P. Tax on Entry of Goods into Local Area Act, 2007 | Entry Tax | 83.10 | 2008-09, 2009-10 | Joint Commissioner (Corporate Circle), Commercial Tax, Bareilly |

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| Sr. No. | Name of the statute | Nature of dues | As on 31.03.2024 (₹ in Lakhs) | Period to which the amount relates | Forum where dispute is pending |
|---------|---|--|-------------------------------|--|---------------------------------------|
| 4 | U.P. Tax on Entry of Goods into Local Area Act, 2007 | Entry Tax | 28.38 | 2010-11 | High Court, Allahabad |
| 5 | U.P. Tax on Entry of Goods into Local Area Act ,2007 | Entry Tax | 1.66 | 2010-11 | Joint Commissioner (Appeal) ,Bareilly |
| 6 | U.P. Tax on Entry of Goods into Local Area Act ,2007 | Entry Tax | 10.25 | 2017-18 | Additional Commissioner (Appeal) |
| 7 | U.P. Tax on Entry of Goods into Local Area Act ,2007 | Entry Tax | 4.30 | 2015-16 | Member Tribunal ,Bareilly |
| 8 | U.P.Trade Tax Act , 1948 | Trade Tax | 6.57 | 1987-88 to 1989-90 and 1991-92 to 1993-94, 1997-98 | High Court ,Allahabad |
| 9 | U.P. Tax on Entry of Goods into Local Area Act ,2007 | Entry Tax | 1.66 | 2010-11 | Joint Commissioner (Appeal) ,Bareilly |
| 10 | Central Excise Act , 1944 | CENVAT Credit availed on Molasses | 634.45 | 2012-2013 | High Court |
| 11 | Central Excise Act , 1944 | Excise on Shortage of Sugar/Molasses /Scrap | 308.62 | 2011-12 & 2012-13 | Jt. Commissioner CEX Noida |
| 12 | Central Excise Act , 1944 | Arrears of Overtime of Excise Personnel | 1.08 | 2006-07 , 2007-08 & 2008-09 | High Court ,Allahabad |
| 13 | Central Excise Act , 1944 | License Fee Payable | 0.48 | 2007-08 | A.E.C. (U.P.) |
| 14 | Central Excise Act , 1944 & Central Excise Rules , 2002 | Demand of reversal of Cenvat Credit on Steel / Welding Electrode | 2.65 | 2005-2006 to 2008-2009 and 2011-2012 | Cestat, Allahabad. |

- viii. As represented by the Management, there were no transactions which were previously not recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. (a) In our opinion and according to the information and explanation given to us, and based on the audit procedures performed by us, the company has defaulted in the repayment of loans or borrowings to banks and lenders. Details of which are as follows.-

| Nature of borrowing including debt securities | Name of lender | Amount not paid on due date (₹ in Lakhs) | Whether principal or interest | No. of days delay or unpaid | Remarks, if any | Paid on | Due date |
|---|--|--|-------------------------------|-----------------------------|--|---------|----------|
| Term Loan | Govt of India (Ministry of Consumer Affairs, Food and Public Distribution) | 2,862.93 | Principal | Unpaid | Default of principal from 31-3-2015 to 30-09-2019 | | |
| Term Loan | Govt of India (Ministry of Consumer Affairs, Food and Public Distribution) | 3,330.70. | Interest | Unpaid | Default of interest from 31-3-2015 to 31-3-2024 | | |
| Term Loan | Govt of India (Ministry of Consumer Affairs, Food and Public Distribution) | 453.89 | Principal | Unpaid | Default of principal from 03-08-2018 to 03-08-2022 | | |

| Nature of borrowing including debt securities | Name of lender | Amount not paid on due date (₹ in Lakhs) | Whether principal or interest | No. of days delay or unpaid | Remarks, if any | Paid on | Due date |
|---|--|--|-------------------------------|-----------------------------|--|------------|------------|
| Term Loan | Govt of India (Ministry of Consumer Affairs, Food and Public Distribution) | 356.41 | Interest | Unpaid | Default of interest from 03-8-2015 to 03-08-2024 | | |
| Term Loan | Uttar Pradesh Co-operative Bank Ltd | 386.12 | Principal | 943 | | | 31-08-2021 |
| Term Loan | Uttar Pradesh Co-operative Bank Ltd | 787.00 | Principal | 762 | | | 28-02-2022 |
| Term Loan | Uttar Pradesh Co-operative Bank Ltd | 944.50 | Principal | 578 | | | 31-08-2022 |
| Term Loan | Uttar Pradesh Co-operative Bank Ltd | 944.50 | Principal | 397 | | | 28-02-2023 |
| Term Loan | Uttar Pradesh Co-operative Bank Ltd | 888.86 | Interest | Unpaid | | | 31-03-2024 |
| Term Loan | Uttar Pradesh Co-operative Bank Ltd | 38.10 | Interest | 578 | | | 28-02-2023 |
| Term Loan | Uttar Pradesh Co-operative Bank Ltd | 177.00 | Interest | 397 | | | 28-02-2023 |
| Term Loan | Uttar Pradesh Co-operative Bank Ltd | 486.25 | Interest | Unpaid | Interest for the period 1-2-2022 till 31-3-2024 | | |
| Term Loan | Uttar Pradesh Co-operative Bank Ltd | 50.00 | Interest | 575 | | 28-03-2024 | 31-08-2022 |

- (b) The Company has not been declared wilful defaulter by any bank or financial institution or any lender.
- (c) According to the information and explanations given to us and based on the audit procedures performed by us, term loans were applied for the purpose for which the loans were obtained.
- (d) On an overall examination of the Financial Statements of the Company, funds raised on short-term basis have not been used during the year for long-term purposes by the Company.
- (e) The Company does not have any subsidiary, joint venture or associates. Hence, reporting under clause (ix) (e) and (f) of paragraph 3 of the Order is not applicable.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence, reporting under clause (x)(a) of paragraph 3 of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence, reporting under clause (x)(b) of paragraph 3 of the Order is not applicable.
- xi. (a) To the best of our knowledge and according to the information and explanations provided to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year. Hence, reporting under clause (xi)(a) of paragraph 3 of the Order is not applicable.
- (b) No report under sub-section (12) of section 143 of the Companies Act is required to be filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As represented by the management, there are no whistle blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company. Hence, reporting under clause (xii)(a), (b) and (c) of paragraph 3 of the Order is not applicable.

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- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the period under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors as per the provisions of section 192 of the Companies Act, 2013. Hence, reporting under clause (xv) of paragraph 3 of the Order is not applicable to the Company.
- xvi. (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.
- (b) The Company has not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. The Company has not incurred cash losses during the financial year but has incurred cash losses ₹ 2,519.34 .78 lakhs during the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditor during the year. Hence, reporting under clause (xviii) of paragraph 3 of the Order is not applicable.
- xix. On the basis of the financial ratios Refer Note no. 49, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our Knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. Based on the verification of the details provided, the criteria specified under section 135 of the Act is not fulfilled and hence the requirement of spending on Corporate Social Responsibility is not applicable to the Company. Accordingly, reporting under clause (xx)(a) and (b) of paragraph 3 of the Order is not applicable

For V. C. Shah & Co.

Chartered Accountants

ICAI Firm Registration No.109818W

Viral J. Shah

Partner

Membership No.: 110120

UDIN: 24110120BKFQQL1426

Place: Mumbai

Date: May 22, 2024

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date to the Members of KESAR ENTERPRISES LIMITED on the Ind AS financial statements for the year ended March 31, 2024)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of sub- section 3 of Section 143 of the Companies Act, 2013 (the “Act”)

We have audited the internal financial controls over financial reporting of **KESAR ENTERPRISES LIMITED** (the “Company”) as of March 31, 2024 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Management’s Responsibility for Internal Financial Controls

The Management of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “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.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of

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the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

For V. C. Shah & Co.

Chartered Accountants

ICAI Firm Registration No.109818W

Viral J. Shah

Partner

Membership No.: 110120

UDIN: 24110120BKFFQL1426

Place: Mumbai

Date: May 22, 2024

BALANCE SHEET

AS AT 31ST MARCH, 2024

(₹ in Lakhs)

| Particulars | Note No. | As at 31st March, 2024 | As at 31st March, 2023 |
|--|-------------|---------------------------|---------------------------|
| I ASSETS | | | |
| 1 Non - Current Assets | | | |
| (a) Property, Plant & Equipments | 2 | 46,711.31 | 43,853.32 |
| (b) Capital Work - in - Progress | 2 | 34.76 | 155.74 |
| (c) Right - of- use asset | 2 | 67.28 | 70.50 |
| (d) Intangible Assets | 2 | 7.45 | 7.75 |
| (e) Financial Assets | | | |
| (i) Investments | 3 | 762.16 | 322.86 |
| (ii) Loans | 4 | 2.00 | 2.00 |
| (iii) Others | 5 | 75.16 | 71.37 |
| (f) Other Non-Current Assets | 6 | 535.36 | 512.81 |
| 2 Current Assets | | | |
| (a) Inventories | 7 | 10,555.36 | 10,423.50 |
| (b) Financial Assets | | | |
| (i) Investments | 8 | 0.00 | 133.79 |
| (ii) Trade Receivables | 9 | 1,295.06 | 907.33 |
| (iii) Cash and Cash Equivalents | 10 | 1,011.14 | 749.89 |
| (iv) Bank Balance other than Cash and Cash Equivalents | 11 | 434.65 | 123.15 |
| (v) Loans | 12 | 4.27 | 4.61 |
| (c) Other - Current Assets | 13 | 1,583.80 | 1,469.97 |
| TOTAL | | 63,079.76 | 58,808.59 |
| II EQUITY AND LIABILITIES | | | |
| 1 Equity | | | |
| (a) Equity Share Capital | 14 | 1,007.97 | 1,007.97 |
| (b) Other Equity | 15 | 18,165.73 | 4,964.22 |
| 2 Liabilities | | | |
| I Non - Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| Lease Liability | 16 | 78.55 | 79.59 |
| (b) Provisions | 17 | 1,133.53 | 1,060.28 |
| (c) Other Non - Current Liabilities | 18 | 1,369.46 | 90.74 |
| II Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 19 | 1,000.00 | 2,800.50 |
| (ii) Lease Liability | 20 | 1.03 | 0.93 |
| (iii) Trade Payables | 21 | | |
| - Total outstanding dues of micro enterprises and small enterprises | | 165.97 | 116.59 |
| - Total outstanding dues of creditors other than micro enterprises and small enterprises | | 26,094.76 | 23,791.36 |
| (iv) Others | 22 | 12,180.50 | 23,819.72 |
| (b) Other Current Liabilities | 23 | 1,714.93 | 914.83 |
| (c) Provisions | 24 | 167.33 | 161.86 |
| TOTAL | | 63,079.76 | 58,808.59 |
| Material Accounting policies | 1 | | |

The accompanying notes are an integral part of the financial statements
As per our report of even date

For and on behalf of the Board of Directors

For V. C. Shah & Co.
Chartered Accountants
ICAI Firm Registration No.109818W

H R KILACHAND
Chairman & Managing Director
DIN: 00294835

MAHESH KUVADIA
Independent Director
DIN: 07195042

Viral J. Shah
Partner
Membership No. 110120

ROHIT BALU
Chief Financial Officer

GAURAV SHARMA
Company Secretary & AVP (Legal & HR)

Place: Mumbai
Date: 22nd May, 2024

Place: Mumbai
Date: 22nd May, 2024

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STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED ON 31st MARCH, 2024

(₹ in Lakhs)

| Particulars | Note No. | For the Year ended 31st March, 2024 | For the Year ended 31st March, 2023 |
|--|----------|--|--|
| I. Revenue from Operations | 25 | 53,105.61 | 55,276.04 |
| II. Other Income | 26 | 9,207.67 | 164.91 |
| III. Total Income (I + II) | | 62,313.28 | 55,440.95 |
| IV. EXPENSES | | | |
| Cost of Materials Consumed | 27 | 42,718.50 | 47,052.94 |
| Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress | 28 | (410.47) | (354.01) |
| Employee Benefits Expense | 29 | 3,643.90 | 3,833.83 |
| Finance Costs | 30 | 1,390.34 | 2,731.72 |
| Depreciation and Amortization Expense | 2 | 1,821.55 | 1,898.87 |
| Other Expenses | 31 | 4,790.65 | 4,683.18 |
| Total Expenses | | 53,954.47 | 59,846.53 |
| V Net Profit / (Loss) Before Tax (III-IV) | | 8,358.81 | (4,405.58) |
| VI Tax Expense: | | | |
| (a) Current Tax | | 0.00 | 0.00 |
| (b) Deferred Tax | | 0.00 | 0.00 |
| VII Profit for the Year (V-VI) | | 8,358.81 | (4,405.58) |
| VIII Other Comprehensive Income | | | |
| (a) Items that will not be reclassified to profit or loss. | | | |
| (i) Actuarial loss on defined benefit obligation | | (30.06) | (70.91) |
| (ii) Income tax relating to defined benefit plans that will not be reclassified to profit or loss. | | | |
| (iii) Effect of measuring investment at fair value | | 439.30 | (7.70) |
| (iv) Income tax relating to above items | | | |
| (b) Items that will be reclassified to profit or loss. | | | |
| (i) Actuarial loss on defined benefit obligation | | | |
| (ii) Effect of measuring investment at fair value | | | |
| (iii) Income tax relating to above items | | | |
| IX Total Comprehensive Income for the year (VII+VIII) | | 8,768.05 | (4,484.18) |
| Earnings Per Equity Share: | | | |
| Basic (₹) | 42 | 82.93 | (43.71) |
| Diluted (₹) | | 82.93 | (43.71) |
| [Nominal Value of Equity Share ₹ 10/- (P.Y. ₹ 10/-)] | | | |
| Material Accounting policies | 1 | | |

The accompanying notes are an integral part of the financial statements
As per our report of even date

For and on behalf of the Board of Directors

For V. C. Shah & Co.
Chartered Accountants
ICAI Firm Registration No.109818W

H R KILACHAND
Chairman & Managing Director
DIN: 00294835

MAHESH KUVADIA
Independent Director
DIN: 07195042

Viral J. Shah
Partner
Membership No. 110120

ROHIT BALU
Chief Financial Officer

GAURAV SHARMA
Company Secretary & AVP (Legal & HR)

Place: Mumbai
Date: 22nd May, 2024

Place: Mumbai
Date: 22nd May, 2024

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2024

| Particulars | For the Year ended 31st March, 2024 | For the Year ended 31st March, 2023 |
|--|--|--|
| | | (₹ in Lakhs) |
| A CASH FLOW FROM OPERATING ACTIVITIES: | | |
| NET PROFIT BEFORE TAX | 8,358.81 | (4,405.58) |
| Non cash/ Ind-As/ other adjustments to reconcile profit before tax to net cash flows: | | |
| Depreciation and Amortization Expense | 1,821.55 | 1,898.87 |
| Interest Income | (35.60) | (28.81) |
| Interest and Finance Charges | 1,390.33 | 2,731.72 |
| Loss / (Profit) on sale of Property, Plant & Equipment (net) | (0.21) | 36.63 |
| Profit on sale of Investments (net) | (20.24) | (76.51) |
| Fair Value (gain)/ loss on Investments | 0.00 | 4.18 |
| Credit Balances Written Back | (3.49) | 0.00 |
| Waiver under One Time Settlement (OTS) Write Back | (9,113.77) | 0.00 |
| Allowance for Bad and doubtful Debts | 23.83 | 25.72 |
| OPERATING PROFIT/(LOSS) BEFORE WORKING CAPITAL CHANGES | 2,421.21 | 186.22 |
| Movements in working Capital | | |
| (Increase) / Decrease in Inventories | (131.86) | (318.59) |
| (Increase) / Decrease in Trade Receivables | (411.56) | 976.95 |
| (Increase) / Decrease in Financial Assets | (311.17) | (95.19) |
| (Increase) / Decrease in Other Non-current Assets | (22.55) | (2.32) |
| (Increase) / Decrease in Other Current Assets | (63.86) | (1,112.08) |
| Increase / (Decrease) in Trade Payables | 2,920.29 | 1,483.41 |
| Increase / (Decrease) in Current Liabilities & Provisions | 1,370.88 | 131.54 |
| CASH GENERATED FROM OPERATIONS | 5,771.36 | 1,249.94 |
| Taxes (Paid)/ Refunds | (45.60) | (36.15) |
| NET CASH GENERATED FROM OPERATING ACTIVITIES | 5,725.76 | 1,213.79 |
| B. CASH FLOW FROM INVESTING ACTIVITIES : | | |
| Purchase of Property, Plant & Equipment & CWIP | (164.11) | (318.00) |
| Sale of Property, Plant & Equipment | 1.56 | 0.71 |
| Sale/ (Purchase) of Investments | 133.79 | 511.74 |
| Profit / (Loss) on sale of Investments | 20.24 | 76.51 |
| Proceeds from Fixed Deposits with Bank (net) | (3.51) | (5.86) |
| Interest Received | 30.97 | 22.03 |
| NET CASH (USED IN) / GENERATED FROM INVESTING ACTIVITIES | 18.94 | 287.13 |

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(₹ in Lakhs)

| Particulars | For the Year ended 31st March, 2024 | For the Year ended 31st March, 2023 |
|---|--|--|
| C. CASH FLOW FROM FINANCING ACTIVITIES : | | |
| Borrowings including Current Maturities Raised | 1,000.00 | 0.00 |
| Repayment of Borrowings | (5,349.15) | (2,900.00) |
| Payment of Lease Liabilities | (17.56) | (13.30) |
| Finance Cost | (1,116.74) | (469.77) |
| NET CASH USED IN FINANCING ACTIVITIES | (5,483.45) | (3,383.07) |
| NET (DECREASE) / INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C) | 261.25 | (1,882.15) |
| CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD | 749.89 | 2,632.04 |
| CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD | 1,011.14 | 749.89 |
| COMPONENT CASH AND CASH EQUIVALENTS | | |
| Cash on Hand | 1.91 | 4.72 |
| Balance with Bank on Current Account | 824.73 | 473.72 |
| Balance with Bank on Fixed Deposits Accounts with original maturity of less than 3 months | 184.50 | 271.45 |
| TOTAL CASH AND CASH EQUIVALENTS | 1,011.14 | 749.89 |

The Cash Flow Statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard (Ind-AS 7) - Statement of Cash Flow.

Reconciliation of Opening and Closing of Finance Activities of Cash Flow Statements.

(₹ in Lakhs)

| Particulars | As at March 31, 2023 | Net Cash Flow | Non Cash Changes | | As at March 31, 2024 |
|-----------------------------|-------------------------|------------------|-----------------------|---|-------------------------|
| | | | Fair Value Changes | Current/ Non Current Classification | |
| Other Financial Liabilities | 8,927.59 | (2,548.65) | 0.00 | 0.00 | 6,378.94 |
| Borrowings current | 2,800.50 | (1,800.50) | 0.00 | 0.00 | 1,000.00 |

Note : Figures in brackets are outflows.

The accompanying notes are an integral part of the financial statements

Material Accounting policies

1

As per our report of even date

For and on behalf of the Board of Directors

For V. C. Shah & Co.
Chartered Accountants
ICAI Firm Registration No.109818W

H R KILACHAND
Chairman & Managing Director
DIN: 00294835

MAHESH KUVADIA
Independent Director
DIN: 07195042

Viral J. Shah
Partner
Membership No. 110120

ROHIT BALU
Chief Financial Officer

GAURAV SHARMA
Company Secretary & AVP (Legal & HR)

Place: Mumbai
Date: 22nd May, 2024

Place: Mumbai
Date: 22nd May, 2024

The Company was incorporated on 01/08/1933. The Company deals in the production of Sugar, Spirit, Ethanol, Bagasse based Power. The Plants are located at Baheri, Uttar Pradesh.

1. MATERIAL ACCOUNTING POLICIES

(a) Basis of Preparation

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by the Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and presentation requirements of Division II of Schedule III to the Act (Ind AS compliant Schedule III).

The accounting policies are applied consistently to all the periods presented in the financial statements.

(b) Basis of Measurement

The financial statements have been prepared on historical cost basis except the following:

Certain financial assets and liabilities are measured at fair value.

Defined benefit plans- plan assets measured at fair value.

Land, Building and Plant & Equipments are carried at the revalued amount.

(c) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current / non-current classification. An asset is treated as current when it is expected to be realised or intended to be sold or consumed in normal operating cycle, held primarily for the purpose of trading, expected to be realised within twelve months after the reporting period or the asset 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 period. All other assets are classified as non-current.

A liability is current when it is expected to be settled in normal operating cycle, it is held primarily for the purpose of trading, it is due to be settled within twelve months after the reporting period and there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

(d) The functional currency of the Company is the Indian Rupee. These financial statements are presented in Indian Rupees and all values are rounded to the nearest Lakhs, except when otherwise stated.

(e) Use of Estimates

The preparation of financial statements are in conformity with recognition and measurement principles of Ind-AS and requires the management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities on the date of the financial statements, the reported amounts of the revenue and expenses during the reporting period and disclosures of contingent liabilities as of the date of the financial statements. Although these estimates are based upon the management's best knowledge of current events and actions, actual results could differ from these estimates. Difference between actual results and estimates are recognized in the period in which the results are known or materialize.

Estimates and underlying assumptions are reviewed on an ongoing basis. Any changes in estimates are reflected in the financial statements in the period in which changes are made and if material, their effects are disclosed in notes to the financial statements.

Key accounting estimates

i) Income taxes:

The Company's tax jurisdiction is India. Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

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ii) **Defined Benefit Obligation:**

The cost of the defined benefit gratuity plan and other post-employment 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.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

iii) **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. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments 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.

iv) **Property, plant and equipment and intangible assets:**

The useful life and residual value of plant, property equipment and intangible assets are determined based on technical evaluation made by the management of the expected usage of the asset, the physical wear and tear and technical or commercial obsolescence of the asset. Due to the judgements involved in such estimations, the useful life and residual value are sensitive to the actual usage in future period.

v) **Provision for litigations and contingencies:**

The provision for litigations and contingencies are determined based on evaluation made by the management of the present obligation arising from past events, the settlement of which is expected to result in outflow of resources embodying economic benefits, which involves judgements around estimating the ultimate outcome of such past events and measurement of the obligation amount.

vi) **Provision for expected credit losses of trade receivables:**

The Company uses a simplified approach to determine impairment loss allowance on the portfolio of trade receivables. This is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. The assessment of the correlation between historical observed default rates, forecast economic conditions and expected credit loss is a significant estimate. The amount of expected credit loss is sensitive to changes in circumstances and of forecast economic conditions. The Company's historical credit loss experience and forecast of economic conditions may not be representative of customer's actual default in the future.

(f) **Revenue Recognition**

The Company derives revenue primarily from sale of manufactured goods.

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised products to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products.

The Company does not expect to have any contracts where the period between the transfer of the promised goods to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

The Company satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

1. The customer simultaneously receives and consumes the benefits provided by the Company's performance as the Group performs; or
2. The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
3. The Company's performance does not create an asset with an alternative use to the Company and an entity has an enforceable right to payment for performance obligation is satisfied.

For performance obligation where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

Revenue from sale of products and services is recognised at a time on which the performance obligation is satisfied.

Dividend income from investments is recognised when the shareholder's right to receive payment has been established.

Interest income is recognized using the effective interest rate (EIR) method.

Insurance Claims are accounted when the right to receive payment is established.

(g) Property Plant and Equipment

Property, plant and equipment are stated at cost including amounts added on revaluation for Land, Building & Plant & Equipment, less accumulated depreciation and impairment loss, if any. The cost of property, plant and equipment comprises its purchase price, non-refundable duties and taxes and any cost directly attributable to bringing the asset to its location and condition necessary for it to be capable of operating in the manner intended by management.

The Company is following revaluation model for Land, Building & Plant & Equipments. The assets are stated at fair market value less accumulated depreciation recognized after the date of the revaluation. Revaluation Reserve to the extent of amount in excess of written down value is shown as 'Revaluation Reserve' under the head 'Other Equity'. The revaluation shall be carried out every five years.

Subsequent expenditures related to an item of property, plant and equipment are added to its book value 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.

(h) Depreciation is provided in following manner:

- (i) Premium on Leasehold Land is amortised over the period of lease.
- (ii) Depreciation on the Bio-Gas Plant, Power Generation Plant, Plant & Machinery installed for Expansion and Modernisation (Sugar & Spirit Division) has been provided on a Straight Line Method based on remaining useful life of the assets in compliance with the provisions as specified in Schedule II of the Companies Act, 2013.
- (iii) Depreciation on Assets taken on lease has been provided on a Straight Line Method based on remaining useful life of the assets in compliance with the provisions as specified in Schedule II of the Companies Act, 2013.
- (iv) For all other assets, depreciation is provided on a Written Down Value Method based on remaining useful life of the assets in compliance with the provisions as specified in Schedule II of the Companies Act, 2013.

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(v) The estimated useful life of the property, plant and equipments are as given below :

| Description of Asset | Useful Life |
|-------------------------|-------------|
| Buildings | 30-60 years |
| Road | 10 years |
| Plant & Equipments | 25 years |
| Electrical Installation | 10 years |
| Office Equipments | 5 years |
| Vehicles | 8 years |
| Furniture & Fixtures | 10 years |
| Computer | 3 years |
| Computer Software | 6 years |

(vi) Depreciation on Assets, whose actual cost does not exceed ₹ 0.05 Lakh for each asset is provided at the rate of hundred percent.

(vii) Depreciation on revalued portion is provided for the balance estimated useful life of the respective assets.

(viii) For property, plant and equipments added / disposed off during the year, depreciation has been provided on a pro-rata basis with reference to the period, at the applicable rates.

(i) Capital Work-in-Progress

Cost of assets not ready for intended use, as on the balance sheet date, is shown as capital work in progress..

(j) Borrowing Costs

Interest and other borrowing costs attributable to qualifying assets are capitalised. Other interest and borrowing costs are charged to Statements of Profit and Loss.

(k) Leases

The Company as a Lessee

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (1) the contract involves the use of an identified asset (2) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (3) the Company has the right to direct the use of the asset.

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

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter period of the lease term and useful life of the underlying asset.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of the leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

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

The Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognized on a straight-line basis over the term of the relevant lease.

(l) Impairment of Non-Financial Assets

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset / cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. An impairment loss is recognized in the Statements of Profit and Loss. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased. A reversal of an impairment loss is recognised immediately in the Statements of Profit and Loss.

(m) 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 Instruments are further divided in two parts viz. Financial Assets and Financial Liabilities.

Part I - Financial Assets

i) Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through a statements of profit and loss, transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contains a significant financing component are measured at transaction price. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

ii) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in the following categories:

- Financial Asset at amortised cost:

A Financial Asset is measured at the amortised 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

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- 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.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

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 in finance income and the losses arising from impairment are recognised in the Statements of Profit and Loss.

- **Financial Asset at FVTOCI (Fair Value through Other Comprehensive Income)**

A Financial Asset is classified as at the FVTOCI if following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows (i.e. SPPI) and selling the financial assets

Financial instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the statements of profit and loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to the statements of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

- **Financial Assets at FVTPL (Fair Value through Statements of Profit and Loss)**

FVTPL is a residual category for financial instruments. Any financial instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

Financial instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statements of Profit and Loss.

Equity investments

All equity investments in scope of Ind-AS 109 are measured at fair value except unquoted Equity Shares. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind-AS 103 applies are classified as at FVTPL. 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. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statements of Profit and Loss.

iii) De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily de-recognised (i.e. removed from the Company's balance sheet) 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 either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

iv) **Impairment of financial assets**

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities deposits, trade receivables and bank balance
- Financial assets that are debt instruments and are measured as at FVTOCI
- Trade receivables or any contractual right to receive cash or another financial asset
- Loan commitments which are not measured as at FVTPL
- Financial guarantee contracts which are not measured as at FVTPL

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statements of profit and loss.

Part II - Financial Liabilities

i) Initial recognition and measurement

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

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.

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through Statements of Profit and Loss, loans and borrowings, payables, are also classified as above.

ii) Subsequent measurement

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

Financial liabilities at fair value through Statement of Profit and Loss

Financial liabilities at fair value through Statements of Profit and Loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through Statements of Profit and Loss. Gains or losses on liabilities held for trading are recognised in the Statements of Profit and Loss.

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Financial liabilities designated upon initial recognition at fair value through the Statements of Profit and Loss is designated as such at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value, gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains / losses are not subsequently transferred to statements of profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statements of profit and loss. The Company has not designated any financial liability as at fair value through the Statements of Profit and Loss.

Loans and borrowings

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the Statements of Profit and Loss when the liabilities are de-recognised 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 statements of profit and loss. This category generally applies to borrowings.

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 impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation.

iii) 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 recognised in the Statements of Profit and Loss.

iv) Offsetting of financial instruments

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

(n) Inventories

- (i) Raw Materials and Stores and Spares are valued at cost arrived on weighted average method.
- (ii) Work in Progress and Finished Goods are valued at lower of cost and Net Realisable Value. Cost includes direct material, direct labour and attributable overheads.
- (iii) By-Products and Scrap Materials are valued at estimated net realisable value.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

(o) Foreign Currency Transactions

Transactions in foreign currencies are accounted at the initially recorded exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currency at the balance sheet date are translated at the year-end rates. Gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognized in the statements of profit and loss.

In case of forward contracts (non speculative), the premium or discount being the differences between the forward exchange rate and the exchange rate at the inception of the contract is recognized as expense or income over the life of the contract. The exchange difference either on settlement or translation is recognized in the statements of profit and loss.

Non-monetary assets and non-monetary liabilities denominated in foreign currency and measured at historical cost are reported using the exchange rate prevalent at the date of transaction.

(p) Earnings per Share

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

(q) Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

(r) Tax Expense

The tax expense for the period comprises current and deferred tax. Tax is recognised in the Statements of Profit and Loss, except to the extent that it relates to items recognised in the other comprehensive income or directly in equity. In which case, the tax is also recognised in other comprehensive income or directly in equity respectively.

- Current tax

Current tax assets and liabilities for current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and tax laws that are applicable to the Company.

- Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply to the period when the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

Deferred tax relating to items recognized outside the Statements of Profit and Loss are recognized outside the Statements of Profit and Loss, either in other comprehensive income or directly in equity.

- Minimum Alternate Tax (MAT)

MAT is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in the Guidance Note issued by ICAI, the said asset is created by way of a credit to the Statements of Profit and Loss and is shown as MAT credit entitlement. The Company review the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income tax during the specified period

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(s) Segment Reporting

The segments are in line with the reporting done to the Chief Operating Decision maker which is the Board of Directors. Inter segment transactions have been accounted for based on the price which has been arrived at considering cost plus appropriate margins. Revenue and expenses that are directly identifiable with or allocable to segments are considered for determining the segment results. Segment assets and liabilities include those directly identifiable with the respective segments. Business segments are identified on the basis of the nature of products, the risk/return profile of the individual business, the organizational structure and the internal reporting system of the Company.

(t) Employee Benefits

Short Term Employee Benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

Post-Employment Benefits

Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards the Provident Fund, Superannuation Fund and Pension Scheme. The Company's contribution is recognised as an expense in the Statements of Profit and Loss during the period in which the employee renders the related service.

Defined Benefit Plans

The Company pays gratuity to the employees whoever has completed five years of service with the Company at the time of resignation/superannuation. The gratuity is paid @15 days salary for every completed year of service as per the Payment of Gratuity Act 1972.

The gratuity liability amount is contributed to the approved gratuity fund formed exclusively for gratuity payment to the employees. The gratuity fund has been approved by respective IT authorities.

The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Re-measurement of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

(u) Contingent Liabilities and Contingent Assets

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 not wholly within the control of the company or a present obligation arising from past events that is not recognized because it is not probable that an outflow of resources embodying economic benefits 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.

Contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company.

Contingent assets are neither recognized nor disclosed, in the financial statements except there is a virtual certainty to receive the same.

(v) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less from the date of acquisition, which are subject to an insignificant risk of changes in value.

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2024

(₹ in Lakhs)

| PARTICULARS | Other Equity | | | | | | | Total Equity | | |
|-----------------------------------|----------------------|----------------------------|----------------------|---|------------------|----------------------------|--------------------|--------------|-----------------|------------|
| | Equity Share Capital | Reserves and Surplus | | | Retained Earning | Other Comprehensive Income | Total Other Equity | | | |
| | Capital Reserve | Securities Premium Reserve | Revaluation Reserves | Storage and Effluent Disposal Reserves: | | | | | General Reserve | |
| As at April 1, 2022 | 1,007.97 | 67.90 | 801.05 | 22,983.14 | 100.24 | 7,374.41 | (22,180.75) | 326.23 | 9,472.22 | 10,480.19 |
| Profit/ (Loss) for the Year | | | | | | | (4,405.58) | | (4,405.58) | (4,405.58) |
| Addition during the Year | | | | | 8.34 | | | | 8.34 | 8.34 |
| Transfer to General Reserve | | | | (617.73) | | | | | (617.73) | (617.73) |
| Deduction during the year | | | | (32.16) | | | | (78.60) | (110.76) | (110.76) |
| Transfer From Revaluation Reserve | | | | | | 617.73 | | | 617.73 | 617.73 |
| As at March 31, 2023 | 1,007.97 | 67.90 | 801.05 | 22,333.25 | 108.58 | 7,992.14 | (26,586.33) | 247.63 | 4,964.22 | 5,972.19 |
| Profit/ (Loss) for the Year | | | | | | | | | | |
| Addition during the Year | | | | 4,425.23 | 8.21 | | | 409.24 | 4,842.68 | 4,842.68 |
| Transfer to General Reserve | | | | (589.15) | | | | | (589.15) | (589.15) |
| Deduction during the year | | | | | | | | | 0.00 | 0.00 |
| Transfer From Revaluation Reserve | | | | | | 589.15 | | | 589.15 | 589.15 |
| As at March 31, 2024 | 1,007.97 | 67.90 | 801.05 | 26,169.33 | 116.79 | 8,581.29 | (18,227.50) | 656.87 | 18,165.73 | 19,173.70 |

The accompanying notes are an integral part of the financial statements
As per our report of even date

For V. C. Shah & Co.

Chartered Accountants
ICAI Firm Registration No.109818W

Viral J. Shah

Partner
Membership No. 110120

Place: Mumbai

Date: 22nd May, 2024

For and on behalf of the Board of Directors

H R KILACHAND

Chairman & Managing Director
DIN: 00294835

MAHESH KUVADIA

Independent Director
DIN: 07195042

ROHIT BALU

Chief Financial Officer

GAURAV SHARMA

Company Secretary & AVP (Legal & HR)

Place: Mumbai

Date: 22nd May, 2024

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NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2024

2. PROPERTY, PLANT AND EQUIPMENTS, CAPITAL WORK IN PROGRESS AND INTANGIBLE ASSETS (OWNED, UNLESS STATED OTHERWISE)

| PARTICULARS / ASSETS | Free hold Land (#) | Lease hold Land Premium | Lease hold Land | Buildings | Plant & Equipments | Office Equipments | Vehicles | Furniture & Fixtures | Total | Intangible Assets Computer Software | Right - of use Assets | (₹ in Lakhs) |
|--|--------------------|-------------------------|-----------------|-----------|--------------------|-------------------|----------|----------------------|-----------|-------------------------------------|-----------------------|--------------|
| | | | | | | | | | | | | |
| Gross Carrying amount | | | | | | | | | | | | |
| Balance as at March 31, 2022 | 9,545.16 | 0.06 | 6,748.57 | 9,647.23 | 43,385.86 | 306.55 | 331.47 | 457.09 | 70,421.99 | 133.47 | 106.23 | |
| Additions | 155.52 | | | 28.10 | 36.73 | 9.00 | 7.41 | 3.26 | 240.02 | 0.38 | | |
| Deductions/ Disposals | | | | 170.34 | | 2.98 | 10.32 | 1.23 | 184.87 | | | 22.87 |
| Balance as at March 31, 2023 | 9,700.68 | 0.06 | 6,748.57 | 9,675.33 | 43,252.25 | 312.57 | 328.56 | 459.12 | 70,477.14 | 133.85 | 83.36 | |
| Additions | 2,451.36 | | 1,966.94 | 22.57 | 210.59 | 23.66 | | 2.25 | 4,677.37 | | | |
| Deductions/ Disposals | | | | 0.47 | | 21.30 | | 1.06 | 22.83 | | | |
| Balance as at March 31, 2024 | 12,152.04 | 0.06 | 8,715.51 | 9,697.90 | 43,462.37 | 314.93 | 328.56 | 460.31 | 75,131.68 | 133.85 | 83.36 | |
| Accumulated Depreciation / Amortisation | | | | | | | | | | | | |
| As at April 1, 2022 | | 0.04 | 570.86 | 6,238.65 | 17,140.10 | 238.88 | 212.39 | 427.66 | 24,828.58 | 125.99 | 25.79 | |
| Depreciation charge for the year | | | 53.56 | 339.12 | 1,431.06 | 28.43 | 36.36 | 7.02 | 1,895.55 | 0.11 | 3.21 | |
| Deductions/ Disposals | | | | 87.11 | | 2.66 | 9.80 | 0.74 | 100.31 | | 16.14 | |
| Balance as at March 31, 2023 | | 0.04 | 624.42 | 6,577.77 | 18,484.05 | 264.65 | 238.95 | 433.94 | 26,623.82 | 126.10 | 12.86 | |
| Depreciation charge for the year | | | 57.89 | 290.07 | 1,409.68 | 22.32 | 25.25 | 12.83 | 1,818.04 | 0.30 | 3.21 | |
| Deductions/ Disposals | | | | 0.45 | | 20.40 | | 0.64 | 21.49 | | | |
| Balance as at March 31, 2024 | | 0.04 | 682.31 | 6,867.84 | 19,893.28 | 266.57 | 264.20 | 446.13 | 28,420.37 | 126.40 | 16.07 | |
| Net Carrying amount | | | | | | | | | | | | |
| As at March 31, 2024 | 12,152.04 | 0.02 | 8,033.20 | 2,830.06 | 23,569.09 | 48.36 | 64.36 | 14.18 | 46,711.31 | 7.45 | 67.28 | |
| As at March 31, 2023 | 9,700.68 | 0.02 | 6,124.15 | 3,097.56 | 24,768.20 | 47.92 | 89.61 | 25.18 | 43,853.32 | 7.75 | 70.50 | |
| Capital Work in Progress | | | | | | | | | | | | |
| As at March 31, 2024 | | | | | | | | | | 34.76 | | |
| As at March 31, 2023 | | | | | | | | | | 155.74 | | |

Note (a): The written down value of Freehold Land, Leasehold Land, Building and Plant and Equipments revalued by the Company on 30th June, 2023 were ₹ 29,655.30 Lakhs and their fair market value were ₹ 34,080.53 Lakhs. Hence, the revaluation resulted in increase in the value of Freehold Land, Leasehold Land, Building and Plant and Equipments by ₹ 4,425.23 Lakhs. The revaluation of the Freehold Land, Leasehold Land, Building and Plant and Equipments resulted into additional Depreciation charge of ₹ 4.45 Lakhs for the year under consideration. Depreciation on revalued portion is provided for the balance estimated useful life of the respective assets and equivalent amount is transferred from Revaluation Reserve to General reserve.

(#) Note b (i): In respect of land (out of the above Freehold Land) owned by the Company in Village Khurpia, Tehsil Kichha, District Udham Singh Nagar, Uttarakhand on an application of a third party, passed an order dated 06.02.2023 deleting the name of the Company as owner and entering the name of third party as owner, in Khatauni (a revenue record of the Local District). On the strength of the order dated 06.02.2023, the third party also filed original suit before Ld. Senior Civil Judge, District Udham Singh Nagar, Uttarakhand, seeking permanent injunction against the Company in respect of the said land. Ld. Senior Civil Judge granted temporary injunction against the Company via order dated 03.03.2023. These orders have been challenged by the Company at appropriate forums including through writ petition filed by the Company before Hon'ble High Court of Uttarakhand at Nainital, which is currently pending for adjudication.

(#) Note b (ii): In respect of land (out of the above Freehold Land) owned by the Company in village Bandia, Bareilly Nainital Road, Tehsil – Kichha, District – Udham Singh Nagar, Uttarakhand, Consolidation Officer, Kichha has, on the request of a third party, passed an order dated 3rd May 2024, deleting the name of the company and entering the name of the third party as legal owner of the said land. On the strength of the said order, the third party has been able to get the land entered in her name in the concerned Khatauni (a revenue record of the Local District). The Company has challenged the order before the Competent Civil Court as well as a writ petition has also been filed before Hon'ble High Court of Uttarakhand at Nainital, which is currently pending for adjudication.

Capital Work in progress (CWIP)

a) CWIP ageing schedule

For the year ended 31.03.2024

(₹ in Lakhs)

| PARTICULARS | Amount in CWIP for the period of | | | | Total |
|---|----------------------------------|-------------|--------------|-------------------|--------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Projects in progress | | | | | |
| 80 Kpd Project | | 1.40 | 25.45 | | 26.85 |
| (b) Projects temporarily Suspended | | | | | |
| Building | | | | 7.91 | 7.91 |
| Total | | 1.40 | 25.45 | 7.91 | 34.76 |

For the year ended 31.03.2023

| PARTICULARS | Amount in CWIP for the period of | | | | Total |
|---------------------------------------|----------------------------------|--------------|-----------|-------------------|---------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Projects in progress | | | | | |
| B Heavy Molasses Transfer Arrangement | 9.37 | 47.63 | | | 56.99 |
| Sewage Treatment Plant -250klpd | 48.76 | | | | 48.76 |
| 80 Kpd Project | 1.40 | 25.45 | | | 26.85 |
| Roads | 4.51 | | | | 4.51 |
| Ash Silo Road (Incineration Boiler) | 10.72 | | | | 10.72 |
| Building | | | | 7.91 | 7.91 |
| Total | 74.76 | 73.08 | | 7.91 | 155.74 |

b) There is no capital work in progress, whose completion is overdue or has exceeded its cost compared to its original plan.

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3. INVESTMENTS

(₹ In Lakhs)

| PARTICULARS | As at 31st March,2024 | As at 31st March,2023 |
|---|--------------------------|--------------------------|
| Investments | | |
| Investment in Unquoted Equity Instruments | | |
| (a) In fully paid Equity Shares (Unquoted) | | |
| (i) 300 Shares of ₹ 100/- each (P.Y.: 300 Shares of ₹ 100/- each) of U.P. Seeds & Tarai Development Corporation Ltd. | 0.30 | 0.30 |
| (ii) 10 Shares of ₹ 1000/- each (P.Y.: 10 Shares of ₹ 1000/- each) of Antophill Warehousing Company Ltd. | 0.10 | 0.10 |
| (iii) 5 Shares of ₹ 10/- each (P.Y.: 5 Shares of ₹ 10/- each) of Baheri Co-operative Cane Development Union Ltd. * | 0.00 | 0.00 |
| (iv) 17 Shares of ₹ 20/- each (P.Y.: 17 Shares of ₹ 20/- each) of Sahakari Ganna Vikas Samiti Ltd. * | 0.00 | 0.00 |
| (v) 1 Share of ₹ 100/- (P.Y.: 1 Share of ₹ 100/-) of Ganna Beej Nigam, Bareilly. * | 0.00 | 0.00 |
| (vi) 1 Share of ₹ 20/- (P.Y.: 1 Share of ₹ 20/-) of Bhojeeपुरा Co-operative Cane Development Union Ltd. * | 0.00 | 0.00 |
| (*Amount is less than ₹ 1,000/-) | 0.00 | 0.00 |
| Total | 0.40 | 0.40 |
| (b) In fully paid Equity Shares Through FVTOCI (Quoted) | | |
| 10,40,000 Shares of ₹ 5/- each (P.Y.: 10,40,000 Shares of ₹ 5/- each) of Kesar Terminals and Infrastructure Limited. | 760.24 | 320.94 |
| (c) Investment in Government Security (At amortised Cost) | | |
| National Savings Certificates (Lodged as security deposit) | 1.52 | 1.52 |
| Total | 761.76 | 322.46 |
| Total (a+b+c) | 762.16 | 322.86 |
| Aggregate amount of Unquoted Investment Carried at Cost | 1.92 | 1.92 |
| Aggregate amount of Quoted Investment at Market Value | 760.24 | 320.94 |
| Total | 761.76 | 322.46 |

4. LOANS

Unsecured and considered good unless otherwise stated:

Other Loans and Advances

| | | |
|---|-------------|-------------|
| (a) Unsecured, considered good | 2.00 | 2.00 |
| (b) Doubtful | 4.00 | 4.00 |
| | 6.00 | 6.00 |
| Less: Allowance for bad and doubtful loans and advances | 4.00 | 4.00 |
| | 2.00 | 2.00 |
| Total | 2.00 | 2.00 |

5. OTHERS

| | | |
|---|--------------|--------------|
| (a) Fixed Deposits with Bank (Under lien for issuing various Bank Guarantees in favor of Government authorities) | 42.84 | 39.32 |
| (b) Interest Accrued on Bank Fixed Deposits | 31.88 | 31.73 |
| (c) Interest Accrued on Investments | 0.44 | 0.32 |
| Total | 75.16 | 71.37 |

KESAR ENTERPRISES LIMITED

6. OTHER NON-CURRENT ASSETS

(₹ In Lakhs)

| PARTICULARS | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---------------------------|---------------------------|
| (a) Capital Advance | 255.30 | 255.30 |
| (b) Balance with Government Authorities | 280.06 | 257.51 |
| Total | 535.36 | 512.81 |

7. INVENTORIES

| | | |
|---|------------------|------------------|
| (a) Raw Materials and components | | |
| Malt Spirit | 0.00 | 8.33 |
| | 0.00 | 8.33 |
| (b) Work-in-progress | | |
| (i) Sugar | 0.00 | 425.60 |
| (ii) Molasses | 0.00 | 61.49 |
| | 0.00 | 487.09 |
| (c) Finished goods | | |
| (i) Sugar | 8,986.18 | 7,727.41 |
| (ii) Spirits | 543.44 | 498.91 |
| (iii) Banked Power | 39.64 | 8.55 |
| | 9,569.26 | 8,234.87 |
| (d) By - Products | | |
| (i) Molasses | 482.35 | 768.96 |
| (ii) Bagasses | 138.89 | 289.11 |
| | 621.24 | 1,058.07 |
| (e) Stores and spares | | |
| | 364.86 | 635.14 |
| Total | 10,555.36 | 10,423.50 |

8. CURRENT INVESTMENTS

Investment in Mutual Funds (Unquoted)

| | | |
|--|-------------|---------------|
| 0 Units (P.Y. 4,86,640 units) in HDFC Short Term Debt Fund Direct Plan Growth Option | 0.00 | 133.79 |
| Total | 0.00 | 133.79 |
| Aggregate amount of Unquoted Investment at Market Value | 0.00 | 133.79 |
| Aggregate Cost of Unquoted Investment | 0.00 | 133.79 |

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9. TRADE RECEIVABLES

(₹ In Lakhs)

| PARTICULARS | As at 31st March, 2024 | As at 31st March, 2023 |
|--|---------------------------|---------------------------|
| (a) Trade Receivables - considered good | 1,328.27 | 930.44 |
| (b) Trade Receivables - credit impaired | 207.79 | 194.10 |
| | <u>1,536.06</u> | <u>1,124.54</u> |
| Less: Allowance for bad and doubtful debts | 241.00 | 217.21 |
| Total | <u>1,295.06</u> | <u>907.33</u> |

Trade receivables Ageing Schedule

As at 31st March, 2024

| Particulars | Outstanding for following periods from due date of payment | | | | | Total |
|--|--|---------------------|--------------------|-----------|----------------------|------------------------|
| | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Undisputed Trade receivables – considered good | 1,321.82 | | 0.45 | | 6.00 | 1,328.27 |
| (ii) Undisputed Trade Receivables – which have significant increase in credit risk | | | | | | |
| (iii) Undisputed Trade Receivables – credit impaired | | | | | 207.79 | 207.79 |
| (iv) Disputed Trade Receivables–considered good | | | | | | |
| (v) Disputed Trade Receivables – which have significant increase in credit risk | | | | | | |
| (vi) Disputed Trade Receivables – credit impaired | | | | | | |
| Total | <u>1,321.82</u> | | <u>0.45</u> | | <u>213.79</u> | <u>1,536.06</u> |

Trade receivables Ageing Schedule

As at 31st March, 2023

| Particulars | Outstanding for following periods from due date of payment | | | | | Total |
|--|--|---------------------|---------------------|-----------|----------------------|------------------------|
| | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Undisputed Trade receivables – considered good | 888.68 | 0.17 | 21.82 | | 19.77 | 930.44 |
| (ii) Undisputed Trade Receivables – which have significant increase in credit risk | | | | | | |
| (iii) Undisputed Trade Receivables – credit impaired | | | | | | |
| (iv) Disputed Trade Receivables–considered good | | | | | | |
| (v) Disputed Trade Receivables – which have significant increase in credit risk | | | | | | |
| (vi) Disputed Trade Receivables – credit impaired | | | | | | |
| Total | <u>888.68</u> | <u>0.17</u> | <u>21.82</u> | | <u>213.87</u> | <u>1,124.54</u> |

10. CASH AND CASH EQUIVALENTS

Cash & Cash Equivalent

| | | |
|--|------------------------|----------------------|
| (a) (i) Balance with Bank - on Current Account | 824.73 | 473.72 |
| (ii) On Fixed Deposits Accounts with original maturity of less than 3 months * | 184.50 | 271.45 |
| (b) Cash on hand | 1.91 | 4.72 |
| Total | <u>1,011.14</u> | <u>749.89</u> |

* This includes Fixed Deposit of ₹ 0.80 Lakhs drawn in the name of Employees of the Company and placed with Government Authorities for Company's Business purpose.

11. BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS

(₹ In Lakhs)

| PARTICULARS | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---------------------------|---------------------------|
| Bank Balance Other than Cash & Cash Equivalents | | |
| Fixed deposit with Bank (More than 3 months & less than 12 months) ** | 434.65 | 123.15 |
| Total | 434.65 | 123.15 |

** This Fixed Deposits are kept as margin money with respective banks for Bank Guarantee issued to various Government Authorities.

12. LOANS

(Unsecured, Considered good)

| | | |
|-----------------------|-------------|-------------|
| Advances to Employees | 4.27 | 4.61 |
| Total | 4.27 | 4.61 |

13. OTHER - CURRENT ASSETS

| | | |
|--|-----------------|-----------------|
| (a) Security Deposits | 1,293.58 | 1,160.15 |
| (b) Advance payment of income tax (Net of provision of ₹ 131.47 Lakhs (PY ₹131.47 Lakhs) | 100.48 | 54.88 |
| (c) Interest Accrued on Bank Fixed Deposits | 5.80 | 1.44 |
| (d) Others (advance GST, advance to supplier & Others) | 183.94 | 253.50 |
| Total | 1,583.80 | 1,469.97 |

14. EQUITY SHARE CAPITAL

| PARTICULARS | As at 31st March, 2024 | | As at 31st March, 2023 | |
|----------------------------------|------------------------|-----------------|------------------------|-----------------|
| | Number | Amount | Number | Amount |
| Authorised | | | | |
| Equity Shares of ₹ 10/- each | 12,000,000 | 1,200.00 | 12,000,000 | 1,200.00 |
| Preference Shares of ₹ 10/- each | 10,000,000 | 1,000.00 | 10,000,000 | 1,000.00 |
| Issued, Subscribed & Paid up | | | | |
| Equity Shares of ₹ 10/- each | 10,079,682 | 1,007.97 | 10,079,682 | 1,007.97 |
| Total | 10,079,682 | 1,007.97 | 10,079,682 | 1,007.97 |

(a) Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period

| Equity Shares Outstanding | Number | Amount | Number | Amount |
|---|-------------|----------|-------------|----------|
| Shares outstanding at the beginning of the year | 1,00,79,682 | 1,007.97 | 1,00,79,682 | 1,007.97 |
| Shares Issued during the year | 0 | w0 | 0 | 0 |
| Shares bought back during the year | 0 | 0 | 0 | 0 |
| Shares outstanding at the end of the year | 1,00,79,682 | 1,007.97 | 1,00,79,682 | 1,007.97 |

(b) Terms/rights attached to Equity Shares

The Company has only one class of Equity Shares having a par value of ₹ 10 /- per Share. Each Holder of Equity Shares is entitled to one vote per Share. The Company declares and pays Dividends in Indian Rupees. The Dividend, if proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting except for interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the value of the remaining assets of the Company after distribution of all preferential amounts, in proportion of their holdings.

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(c) Details of Shareholders holding more than 5% Shares in the Company

| Name of Equity Shareholder | 31st March, 2024 | | 31st March, 2023 | |
|-----------------------------|--------------------|--------------|--------------------|--------------|
| | No. of Shares held | % of Holding | No. of Shares held | % of Holding |
| Kesar Corporation Pvt. Ltd. | 24,72,155 | 24.53 | 24,72,155 | 24.53 |
| Seel Investments Pvt. Ltd. | 32,25,699 | 32.00 | 32,25,699 | 32.00 |
| H.R.Kilachand | 5,73,976 | 5.69 | 5,73,976 | 5.69 |

As at 31st March, 2024

Shares held by promoters at the end of the year

| S. No | Promoter name | No. of Shares | % of total shares | % Change during the year |
|-------|---|------------------|-------------------|--------------------------|
| 1 | RAMILA RAJNIKANT KILACHAND | 10 | 0.00 | |
| 2 | AMRISH RAJNIKANT KILACHAND | 50 | 0.00 | |
| 3 | EXECUTORS OF ESTATE OF LATE SHRI AMBALAL KILACHAND 1.DILIP BABASAHEB BHOSALE 2.HARSH RAJNIKANT KILACHAND 3.AKSHAY ANIRUDH KILACHAND | 8,676 | 0.09 | |
| 4 | RAJNIKANT A KILACHAND HUF | 13,788 | 0.14 | |
| 5 | HARSH RAJNIKANT KILACHAND HUF | 27,425 | 0.27 | |
| 6 | NATASHA HARSH KILACHAND | 41,237 | 0.41 | |
| 7 | ROHAN HARSH KILACHAND | 131,921 | 1.31 | |
| 8 | HARSH FAMILY TRUST :TRUSTEES ARE -1.VINAYAK VASUDEO SAHASRABUDHE 2.RAJESH SHIVANNA CHADAGA 3.SATYEN MADHUSUDAN MEHTA | 208,372 | 2.07 | |
| 9 | ROHITA HARSH KILACHAND | 208,387 | 2.07 | |
| 10 | HARSH RAJNIKANT KILACHAND | 573,976 | 5.69 | |
| 11 | INDIAN COMMERCIAL COMPANY PVT LTD | 242,416 | 2.40 | |
| 12 | KESAR CORPORATION PVT LTD | 2,472,155 | 24.53 | |
| 13 | SEEL INVESTMENT PVT LTD | 3,225,699 | 32.00 | |
| | Total | 7,154,112 | 70.98 | |

As at 31st March, 2023

Shares held by promoters at the end of the year

| S. No | Promoter name | No. of Shares | % of total shares | % Change during the year |
|-------|---|------------------|-------------------|--------------------------|
| 1 | RAMILA RAJNIKANT KILACHAND | 10 | 0.00 | |
| 2 | AMRISH RAJNIKANT KILACHAND | 50 | 0.00 | |
| 3 | EXECUTORS OF ESTATE OF LATE SHRI AMBALAL KILACHAND 1.DILIP BABASAHEB BHOSALE 2.HARSH RAJNIKANT KILACHAND 3.AKSHAY ANIRUDH KILACHAND | 8,676 | 0.09 | |
| 4 | RAJNIKANT A KILACHAND HUF | 13,788 | 0.14 | |
| 5 | HARSH RAJNIKANT KILACHAND HUF | 27,425 | 0.27 | |
| 6 | NATASHA HARSH KILACHAND | 41,237 | 0.41 | |
| 7 | ROHAN HARSH KILACHAND | 131,921 | 1.31 | |
| 8 | HARSH FAMILY TRUST :TRUSTEES ARE -1.VINAYAK VASUDEO SAHASRABUDHE 2.RAJESH SHIVANNA CHADAGA 3.SATYEN MADHUSUDAN MEHTA | 208,372 | 2.07 | |
| 9 | ROHITA HARSH KILACHAND | 208,387 | 2.07 | |
| 10 | HARSH RAJNIKANT KILACHAND | 573,976 | 5.69 | |
| 11 | INDIA CARAT PVT LTD | 10,152 | 0.10 | |
| 12 | INDIAN COMMERCIAL COMPANY PVT LTD | 232,264 | 2.30 | |
| 13 | KESAR CORPORATION PVT LTD | 2,472,155 | 24.53 | |
| 14 | SEEL INVESTMENT PVT LTD | 3,225,699 | 32.00 | |
| | Total | 7,154,112 | 70.98 | |

15. OTHER EQUITY

(₹ In Lakhs)

| PARTICULARS | As at 31st March,2024 | As at 31st March,2023 |
|--|--------------------------|--------------------------|
| (a) Capital Reserves | 67.90 | 67.90 |
| (b) Securities Premium | 801.05 | 801.05 |
| <p>Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provision of the Companies Act, 2013.</p> | | |
| (c) Revaluation Reserves | | |
| <p>Revaluation Reserve is created on revaluation of class of assets comprise of difference between book value and revalued value. The reserve is utilised in accordance with the provision of the Companies Act, 2013.</p> | | |
| Opening Balance | 22,333.25 | 22,983.14 |
| Less: Transfer to General Reserve | 589.15 | 617.73 |
| Less: Deduction during the year | 0.00 | 32.16 |
| Add: Addition during the year | 4,425.23 | 0.00 |
| Closing Balance | 26,169.33 | 22,333.25 |
| (d) Storage and Effluent Disposal Reserves: | | |
| <p>This Reserves has been created for provision and maintenance of adequate storage facility as required under Uttar Pradesh Sheera Niyamtran (Sansodhan) Adesh, 1974. (Refer Note No 34)</p> | | |
| (i) Storage Reserves for Alcohol: | | |
| Opening Balance | 6.68 | 6.18 |
| Add: Current Period Transfer | 0.28 | 0.50 |
| Closing Balance | 6.96 | 6.68 |
| (ii) Storage Reserves for Molasses: | | |
| Opening Balance | 94.77 | 87.49 |
| Add: Current Period Transfer | 7.63 | 7.28 |
| Closing Balance | 102.40 | 94.77 |
| (iii) Effluent Disposal Reserves | | |
| Opening Balance | 7.13 | 6.58 |
| Add: Current Period Transfer | 0.30 | 0.55 |
| Closing Balance | 7.43 | 7.13 |
| (e) General Reserve | | |
| <p>This represents appropriation of profit after tax by the company.</p> | | |
| Opening Balance | 7,992.14 | 7,374.41 |
| Add: Transfer from Revaluation Reserve | 589.15 | 617.73 |
| Closing Balance | 8,581.29 | 7,992.14 |
| (f) Retained Earnings | | |
| <p>This comprise company's Profit / (Loss) after taxes</p> | | |
| Opening Balance | (26,586.33) | (22,180.75) |
| Add: Net Profit / (Loss) for the Year | 8,358.83 | (4,405.58) |
| Closing Balance | (18,227.50) | (26,586.33) |
| (g) Other Comprehensive Income (OCI) | | |
| Opening Balance | 247.63 | 326.23 |
| Other Comprehensive Income | 409.24 | (78.60) |
| Closing Balance | 656.87 | 247.63 |
| Total | 18,165.73 | 4,964.22 |

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16. LEASE LIABILITY

(₹ In Lakhs)

| PARTICULARS | As at 31st March, 2024 | As at 31st March, 2023 |
|-----------------|---------------------------|---------------------------|
| Lease Liability | 78.55 | 79.59 |
| Total | 78.55 | 79.59 |

17. PROVISIONS

| | | |
|-----------------------------------|-----------------|-----------------|
| Provision for Employees Benefits | | |
| (a) Leave Encashment (Non funded) | 114.34 | 118.16 |
| (b) Gratuity (Funded) | 1,019.19 | 942.12 |
| Total | 1,133.53 | 1,060.28 |

18. OTHER NON CURRENT LIABILITIES

| | | |
|---|-----------------|--------------|
| (a) Deposits from Dealers & Customers | 78.50 | 90.74 |
| (Repayable on cancellation of distributionship and Interest at Rate of 9% p.a.) | | |
| (b) Deposits from Customers (Others) | 6.46 | 0.00 |
| (c) Deposit against sale of assets | 1,284.50 | 0.00 |
| Total | 1,369.46 | 90.74 |

19. BORROWINGS

| | | |
|---|-----------------|-----------------|
| (a) Unsecured short term loans from Banks | | |
| From UCO Bank | 0.00 | 2,760.50 |
| (as appearing in books) | | |
| (b) Loans from Related Parties (Refer Note No.38) | 0.00 | 40.00 |
| (c) Loans from Others | 1,000.00 | 0.00 |
| Rate of Interest in the range of 7% to 15% | | |
| Total | 1,000.00 | 2,800.50 |

20. LEASE LIABILITY (CURRENT)

| | | |
|-----------------|-------------|-------------|
| Lease Liability | 1.03 | 0.93 |
| Total | 1.03 | 0.93 |

21. TRADE PAYABLES

(₹ In Lakhs)

| PARTICULARS | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---------------------------|---------------------------|
| For goods and services received | | |
| (a) Total outstanding dues of micro enterprises and small enterprises (Refer note no. 35) | 165.97 | 116.59 |
| (b) Total outstanding dues of creditors other than micro enterprises and small enterprises | 26,094.76 | 23,791.36 |
| Total | 26,260.73 | 23,907.95 |

Trade Payables ageing schedule

As at 31st March, 2024

| PARTICULARS | Outstanding for following periods from due date of payment | | | | Total |
|-----------------------------|--|--------------|-------------|----------------------|------------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) MSME | 165.97 | | | | 165.97 |
| (ii) Others | 25,945.81 | 67.48 | 2.44 | 79.03 | 26,094.76 |
| (iii) Disputed dues - MSME | | | | | |
| (iv) Disputed dues - Others | | | | | |
| Total | 26,111.78 | 67.48 | 2.44 | 79.03 | 26,260.73 |

As at 31st March, 2023

| PARTICULARS | Outstanding for following periods from due date of payment | | | | Total |
|-----------------------------|--|--------------|--------------|----------------------|------------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) MSME | 116.59 | | | | 116.59 |
| (ii) Others | 23,653.35 | 34.92 | 38.43 | 64.66 | 23,791.36 |
| (iii) Disputed dues - MSME | | | | | |
| (iv) Disputed dues - Others | | | | | |
| Total | 23,769.94 | 34.92 | 38.43 | 64.66 | 23,907.95 |

22. OTHERS

| PARTICULARS | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---------------------------|---------------------------|
| (a) Current maturities of Long Term Debts | | |
| (i) Current maturities of Long Term Debts - Secured Borrowings (As appearing in the books) (Refer Note No. 1, 2 & 3 below) | 6,378.94 | 6,378.94 |
| (b) Recalled Long Term Borrowings including Interest (Secured (As appearing in the books) (Refer Note No 4 below) | 0.00 | 9,790.60 |
| (c) Interest accrued and due on Borrowings | 4,388.46 | 5,995.52 |
| (d) Dercognised Interest Payable on U P Co Op Bank - Working Capital Term Loan | 888.86 | 888.86 |
| (e) Payables for Capital Goods | 1.05 | 34.21 |
| (f) Payables for Other Contractual Obligations | 442.85 | 662.03 |
| (g) Payable to Related Party (Refer Note No 38) | 80.34 | 69.56 |
| Total | 12,180.50 | 23,819.72 |

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(1) Sugar Development Fund (Co-Gen Term Loan)

Security: Secured by way of first pari passu charge on Properties of the Sugar Factory at Baheri both present and future

Terms of Repayments:

Tranche I: Repayable in 10 half yearly installments of ₹ 159.77 Lakhs each, starting from July 4, 2014 to January 4, 2019.

Tranche II: Terms of Repayments: Repayable in 10 half yearly installments of ₹ 158.47 Lakhs each, starting from March 2015 to September 2019.

Rate of Interest: Ranging from 4% to 7.5%.

(2) Sugar Development Fund (Modernisation Term Loan)

Security: Secured by way of first pari passu charge on Properties of the Sugar Factory at Baheri both present and future

Terms of Repayments:

Tranche I: Repayable in 5 annual installments of ₹ 44.05 Lakhs each, starting from August 3, 2018 to August 3, 2022.

Tranche II: Terms of Repayments: Repayable in 5 annual installments of ₹ 46.72 Lakhs each, starting from August 15, 2018 to August 15, 2022.

Rate of Interest: 4%.

(3) U P Co Operative Bank Ltd. (Working Capital Term Loan)

Security: Secured by pledge of Stocks of Sugar and further secured by second pari passu charge on Fixed Assets of Sugar Division

Terms of Repayments: Repayable in 8 half yearly installments from August 2019 to Feb 2023

Rate of Interest: Ranging from 8.95% to 9.50%.

(4) UCO Bank (Cogen Term Loan)

Primary Security: Secured by way of first pari passu charge on all Fixed Assets of Sugar, Spirit and Cogen Division at Baheri both present and future, and 1st pari passu charge on the Current Assets of Cogen Division both present and future.

Collateral Security: Secured by way of 2nd pari passu charge on the Current Assets of Sugar and Spirit Division at Baheri (except Sugar Stocks pledged) both present and future
Personal Guarantee: Personal Guarantee of Shri H R Kilachand

Terms of Repayments: The Company has entered into One Time Settlement (OTS) with the UCO Bank and entire OTS amount was to be paid by 31/03/2024 and entire OTS amount is paid by the Company as per OTS sanction terms. Pursuant to the payment of entire OTS amount, the Company is in the process of completing with the other procedural formalities like release of the Bank's charge on the assets of the Company and withdrawal of various legal cases.

Details of Default in repayment of Principal Instalment & Interest

(₹ In Lakhs)

| PARTICULARS | As at 31st March, 2024 | | |
|--------------------|------------------------|-----------------|------------------|
| | Banks | Others | Total |
| 0-90 days | 992.57 | 143.40 | 1,135.97 |
| 90-180 days | 102.62 | 150.07 | 252.69 |
| More than 180 days | 3,557.15 | 6,710.45 | 10,267.60 |
| Total | 4,652.34 | 7,003.92 | 11,656.26 |

Details of Default in repayment of Principal Instalment & Interest

(₹ In Lakhs)

| PARTICULARS | As at 31st March, 2023 | | |
|--------------------|------------------------|-----------------|------------------|
| | Banks | Others | Total |
| 0-90 days | 1,635.81 | 153.87 | 1,789.68 |
| 90-180 days | 470.34 | 250.28 | 720.62 |
| More than 180 days | 13,157.26 | 6,497.50 | 19,654.76 |
| Total | 15,263.41 | 6,901.65 | 22,165.06 |

23. OTHER CURRENT LIABILITIES

| PARTICULARS | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---------------------------|---------------------------|
| Provision for Employees Benefits | | |
| (a) Advance received from Customers | 1,639.31 | 828.88 |
| (b) Statutory Dues | 75.62 | 85.95 |
| Total | 1,714.93 | 914.83 |

24. PROVISIONS

| | | |
|---|---------------|---------------|
| Provision for Employees Benefits | | |
| (a) Gratuity (Funded) | 121.60 | 117.38 |
| (b) Leave Encashment (Non-funded) | 45.73 | 44.48 |
| Total | 167.33 | 161.86 |

25. REVENUE FROM OPERATIONS

| PARTICULARS | For the Year ended on 31st March, 2024 | For the Year ended on 31st March, 2023 |
|--|---|---|
| (a) Sale of Products | | |
| Manufactured Goods | | |
| (i) Sugar | 44,277.73 | 45,413.69 |
| (ii) Power | 3,105.72 | 3,327.01 |
| (iii) Spirits | 3,718.95 | 4,481.12 |
| (iv) By - Products | 927.98 | 282.55 |
| Total (a) | 52,030.38 | 53,504.37 |
| (b) Other Operating Revenue | | |
| (i) Sale of Exports Quota | 0.00 | 639.83 |
| (ii) Scrap Sale | 68.94 | 72.80 |
| (iii) Sale of Renewable Energy Certificate (REC) | 83.93 | 142.28 |
| (iv) Sale of Pesticide | 912.64 | 856.60 |
| (v) Sundry Income | 9.72 | 60.16 |
| Total (b) | 1,075.23 | 1,771.67 |
| Total (a+b) | 53,105.61 | 55,276.04 |

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26. OTHER INCOME

(₹ In Lakhs)

| PARTICULARS | For the Year ended on 31st March, 2024 | For the Year ended on 31st March, 2023 |
|---|---|---|
| (a) Dividend Income | 0.00 | 0.00 |
| (b) Interest Income | | |
| (i) On Fixed Deposits | 33.49 | 21.01 |
| (ii) Others | 2.11 | 7.80 |
| (c) Rent | 34.36 | 38.04 |
| (d) Credit Balance Written Back | 3.49 | 0.00 |
| (e) Profit on Sale of Property, Plant and Equipment (Net) | 0.21 | 0.00 |
| (f) Net Gain realised on sale of Financial Asset | 20.24 | 76.51 |
| (g) Net Gain arising on Financial Asset measured at FVTPL | 0.00 | (4.17) |
| (h) Waiver under One Time Settlement (OTS) Write Back refer Note No 44 | 9,113.77 | 0.00 |
| (i) Allowance for bad and doubtful debts | 0.00 | 25.72 |
| Total | 9,207.67 | 164.91 |

27. COST OF MATERIAL CONSUMED

(a) Raw Materials Consumed

(i) Sugar Cane

| | | |
|---------------------|------------------|------------------|
| Opening Stock | 0.00 | 0.00 |
| Add: Purchases | 41,939.26 | 45,686.90 |
| Less: Closing Stock | 0.00 | 0.00 |
| Consumption | 41,939.26 | 45,686.90 |

(ii) Molasses & Spirits

| | | |
|---------------------|-------------|-------------|
| Opening Stock | 8.34 | 8.34 |
| Add: Purchases | 0.00 | 0.00 |
| Less: Closing Stock | 0.00 | 8.34 |
| Consumption | 8.34 | 0.00 |

(iii) Raw Materials Consumed for Power

| | | |
|--------------------|---------------|---------------|
| Consumption | 413.81 | 931.91 |
|--------------------|---------------|---------------|

(b) Packing Material Consumed

| | | |
|--------------------|---------------|---------------|
| Consumption | 357.09 | 434.13 |
|--------------------|---------------|---------------|

| | | |
|--------------|------------------|------------------|
| Total | 42,718.50 | 47,052.94 |
|--------------|------------------|------------------|

28. CHANGE IN INVENTORIES OF FINISHED GOODS, STOCK IN TRADE AND WORK IN PROGRESS

(a) Opening Stock

| | | |
|---------------------|----------|----------|
| Finished Goods | 8,234.87 | 8,371.32 |
| Work- in - Progress | 487.09 | 488.06 |
| By Products | 1,058.07 | 566.64 |

| | | |
|--------------|-----------------|-----------------|
| Total | 9,780.03 | 9,426.02 |
|--------------|-----------------|-----------------|

(b) Closing Stock

| | | |
|---------------------|----------|----------|
| Finished Goods | 9,569.26 | 8,234.87 |
| Work- in - Progress | 0.00 | 487.09 |
| By Products | 621.24 | 1,058.07 |

| | | |
|--------------|------------------|-----------------|
| Total | 10,190.50 | 9,780.03 |
|--------------|------------------|-----------------|

| | | |
|------------|-----------------|-----------------|
| Net | (410.47) | (354.01) |
|------------|-----------------|-----------------|

29. EMPLOYEE BENEFIT EXPENSES

(₹ In Lakhs)

| PARTICULARS | For the Year ended on 31st March, 2024 | For the Year ended on 31st March, 2023 |
|---|---|---|
| (a) Salaries and Wages | 3,284.49 | 3,488.27 |
| (b) Gratuity expenses | 112.38 | 103.33 |
| (c) Contribution to Provident fund | 201.32 | 191.77 |
| (d) Contribution to Superannuation scheme | 12.33 | 11.71 |
| (e) Staff Welfare | 33.38 | 38.75 |
| Total | 3,643.90 | 3,833.83 |

30. FINANCE COSTS

| | | |
|-------------------------------|-----------------|-----------------|
| (a) Interest Expense | | |
| (i) On Term Loan | 1,358.23 | 2,403.15 |
| (ii) On Short Term Borrowings | 0.00 | 295.37 |
| (b) Others Financial charges | 32.11 | 33.20 |
| Total | 1,390.34 | 2,731.72 |

31. OTHER EXPENSES

| | | |
|--|-----------------|-----------------|
| (a) Stores and Spares | 421.89 | 576.88 |
| (b) Purchase of Pesticides | 914.27 | 843.58 |
| (c) Power and Fuel | 156.70 | 192.66 |
| (d) Repairs | | |
| (i) Plant and Equipments | 1,424.09 | 1,345.94 |
| (ii) Building | 226.82 | 160.82 |
| (iii) Others | 150.56 | 158.41 |
| (e) Rent | 4.64 | 4.29 |
| (f) Insurance | 92.58 | 78.91 |
| (g) Rates and Taxes | 144.02 | 146.44 |
| (h) Commission and Brokerage | 70.97 | 95.32 |
| (i) Legal Charges | 304.61 | 202.14 |
| (j) Loading and Unloading Charges | 211.41 | 253.65 |
| (k) Travelling Expenses | 93.85 | 91.76 |
| (l) Transportation and Freight & Forwarding | 5.35 | 4.66 |
| (m) Security and Other Labour Charges | 129.40 | 122.27 |
| (n) Storage and Effluent Disposal Reserves | 8.20 | 8.34 |
| (o) Directors Sitting Fees | 25.50 | 19.10 |
| (p) Auditors Remuneration | | |
| (i) Audit Fees | 14.00 | 12.50 |
| (ii) Out of Pocket Expenses | 1.29 | 1.56 |
| (q) Cost Audit Fees | 1.20 | 1.20 |
| (r) Bad Debts /Advances written off | 0.04 | - |
| (s) Loss on Sale / Discarded of Fixed Assets | 0.00 | 36.63 |
| (t) Allowance for Doubtful Trade Receivables | 23.78 | 0.00 |
| (u) Miscellaneous Expenses | 365.48 | 326.12 |
| Total | 4,790.65 | 4,683.18 |

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32. CONTINGENT LIABILITIES

(₹ in Lakhs)

| PARTICULARS | As at | As at |
|---|-----------------------------|-----------------------------|
| | 31 st March,2024 | 31 st March,2023 |
| (a) Claims against the company not acknowledged as debts in respect of criminal and civil cases | 4.75 | 4.75 |
| (b) Disputed sales tax, entry tax, trade tax and excise duty cases under appeal: | | |
| Central Sales Tax | 62.00 | 62.00 |
| Entry Tax (U.P.) | 982.60 | 982.60 |
| Trade Tax (U.P.) | 17.21 | 17.21 |
| Excise Duty | 953.35 | 4,992.59 |
| Others | 0.48 | 0.48 |
| Total | 2020.39 | 6,059.63 |

33. CAPITAL AND OTHER COMMITMENTS

Estimated amount of contracts remaining to be executed not provided for

| | | |
|--|----------|----------|
| - Towards Property Plant and Equipment | 2,997.37 | 2,997.37 |
| - Towards Operating Expenditure | 149.63 | 0.00 |

34. Alcohol and Molasses Storage Reserves and Effluent Disposal Reserves amounting to ₹ 116.79 Lakhs (P.Y. ₹ 108.58 Lakhs) are not deposited with a Scheduled Bank since it is reserved by the Company for utilization for provision and maintenance of adequate storage facilities as required under Uttar Pradesh Sheera Niyamtran (Sansodhan) Adesh, 1974.

35. Information as required to be furnished as per section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) is given below: -

| | | |
|---|--------|--------|
| The principal amount and the interest due thereon remaining unpaid to any supplier | 131.92 | 84.91 |
| The amount of Principal and interest paid beyond the appointed day | 162.03 | 183.14 |
| The amount of interest due and payable on delayed payments | 7.53 | 2.14 |
| The amount of interest accrued and remaining unpaid | 7.53 | 2.14 |
| 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. | 0.00 | 0.00 |

This disclosure is on the basis of information available with the Company regarding the status of Suppliers as defined under the "The Micro, Small & Medium Enterprises Development Act, 2006."

36. EMPLOYEE BENEFIT

Defined Contribution Plans

The Company has recognised the following amounts in statements of Profit and Loss

| | (₹ in Lakhs) | |
|---|---|---|
| PARTICULARS | For the year ended on 31st March, 2024 | For the year ended on 31st March, 2023 |
| Employer's Contribution to Provident Fund | 201.32 | 191.77 |
| Employer's Contribution to Super Annuation Fund | 12.33 | 11.71 |

Defined Benefit Plan

- (i) Gratuity (Funded)
- (ii) Leave Encashment (Non-funded)
- (i) **Gratuity (Funded)**

In accordance with Indian Accounting Standard 19 "Employee Benefits" (actuarial valuation was performed by independent actuaries in respect of the aforesaid defined benefit plan.

- (a) **The amounts recognized in the balance sheet are as follows:**

| | Defined Benefit (Gratuity) Plan | |
|---|---|---|
| PARTICULARS | For the year ended on 31st March, 2024 | For the year ended on 31st March, 2023 |
| Present Value of funded obligations | (1,159.41) | (1,082.44) |
| Fair Value of plan assets | 18.63 | 22.94 |
| Net liability (Amount shown in Balance Sheet as Liabilities) | (1,140.78) | (1,059.50) |

- (b) **The amounts recognized in the statements of profit and loss are as follows:**

| | | |
|---|---------------|---------------|
| Current service cost | 41.81 | 40.43 |
| Interest on obligation | 70.57 | 62.90 |
| Total included in employee benefit expense | 112.38 | 103.33 |

- (c) **Changes in present value of defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:**

| | | |
|--|-----------------|-----------------|
| Opening defined benefit obligation | 1082.44 | 979.98 |
| Service costs | 41.80 | 40.43 |
| Interest costs | 77.27 | 64.28 |
| Benefit Directly paid by Employer | (60.22) | (73.20) |
| Benefits paid | (6.84) | 0.00 |
| Actuarial (Gain)/Losses on Obligation – Due to Change in Demographic Assumptions | 0.00 | 4.21 |
| Actuarial (Gain)/Losses on Obligation – Due to Change in Financial Assumptions | 7.93 | (18.48) |
| Actuarial (Gain)/Losses on Obligation – Due to Experience | 22.02 | 85.22 |
| Closing defined benefit obligation | 1,159.41 | 1,082.44 |

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- (d) Changes in the fair value of plan assets representing reconciliation of opening and closing balances thereof are as follows:

(₹ in Lakhs)

| PARTICULARS | Defined Benefit (Gratuity) Plan | |
|---|---|---|
| | For the year ended on 31st March, 2024 | For the year ended on 31st March, 2023 |
| Opening fair value of plan assets | 22.94 | 19.78 |
| Expected return on plan assets | 1.70 | 1.37 |
| Contributions | 0.94 | 1.74 |
| Benefits paid | (6.84) | 0.00 |
| Return on Plan Assets | (0.10) | 0.05 |
| Closing defined benefit obligation | 18.63 | 22.94 |

The Company has invested in LIC Group Gratuity Scheme and hence the investment pattern is defined by LIC as per the Scheme.

- (e) The amount recognized in the other comprehensive Income (OCI) is as follows:

| | | |
|---|--------------|--------------|
| Actual (Gains) / Losses on Obligation | 29.95 | 70.96 |
| Return Plan Assets | 0.10 | (0.05) |
| Net actuarial losses / (gains) recognized in OCI | 30.05 | 70.91 |

- (f) The Reconciliation of Balance Sheet in the statement are as follows:

| | | |
|---|-----------------|-----------------|
| Opening net Liability | 1,059.50 | 960.20 |
| Expenses recognized in Statements of Profit and Loss | 112.38 | 103.33 |
| Expenses recognized in OCI | 30.06 | 70.91 |
| Benefit Directly Paid by Employer | (60.22) | (73.20) |
| Employers Contribution | (0.94) | (1.74) |
| Net Liability/(Assets) Recognised in the Balance Sheet | 1,140.78 | 1,059.50 |

- (g) The amount recognized Interest Cost in the statement are as follows:

| | | |
|---|--------------|--------------|
| Interest Cost | 72.27 | 64.28 |
| Interest Income | (1.70) | (1.38) |
| Net Interest cost for Current Period | 70.57 | 62.90 |

- (h) The amount Expenses recognized for in the statements of Profit and Loss for next year are as follows:

| | | |
|----------------------------|---------------|---------------|
| Current Service Cost | 44.49 | 41.81 |
| Interest Cost | 72.99 | 70.57 |
| Expenses Recognised | 117.48 | 112.38 |

- (i) Principal actuarial assumptions at the balance sheet date (expressed as weighted average):

| | | |
|--------------------------------|-------|-------|
| Expected return on plan assets | 7.21% | 7.41% |
| Rate of Discounting | 7.21% | 7.41% |
| Salary escalation rate | 6.00% | 6.00% |
| Rate of Employees Turnover | 4.00% | 4.00% |

(j) Amounts for the current and previous four years are as follows:

(₹ in Lakhs)

| PARTICULARS | Defined Benefit (Gratuity) Plan | | | | |
|----------------------------|--|--|--|--|--|
| | For the year ended on 31st March, 2024 | For the year ended on 31st March, 2023 | For the year ended on 31st March, 2022 | For the year ended on 31st March, 2021 | For the year ended on 31st March, 2020 |
| Defined benefit obligation | 1,159.41 | 1,082.44 | 979.98 | 949.66 | 887.02 |
| Plan assets | 18.63 | 22.94 | 19.78 | 14.72 | 34.57 |
| Surplus/ (deficit) | (1,140.78) | (1,059.50) | (960.20) | (934.94) | (852.45) |

(k) Experience Adjustment:

| PARTICULARS | Defined Benefit (Gratuity) Plan | | | | |
|-----------------------------------|--|--|--|--|--|
| | For the year ended on 31st March, 2024 | For the year ended on 31st March, 2023 | For the year ended on 31st March, 2022 | For the year ended on 31st March, 2021 | For the year ended on 31st March, 2020 |
| On plan Liability (Gains)/ Losses | 22.02 | 85.22 | 36.68 | 22.11 | 14.98 |
| On plan Assets Gains/ (Losses) | (0.10) | 0.05 | 1.73 | 0.38 | (1.68) |

(l) Maturity Analysis of the Benefit Payments: From the Fund

| PARTICULARS | Projected Benefits Payable in Future Years from the Date of Reporting | |
|--------------------------------|---|--|
| | For the year ended on 31st March, 2024 | For the year ended on 31st March, 2023 |
| 1 st Following Year | 306.19 | 245.97 |
| 2 nd Following Year | 91.43 | 82.46 |
| 3 rd Following Year | 170.29 | 152.75 |
| 4 th Following Year | 201.83 | 159.82 |
| 5 th Following Year | 159.80 | 182.34 |
| Sum of Years 6 to10 | 362.74 | 414.25 |
| Sum of Years 11 and above | 285.11 | 218.00 |

(ii) Other Employee Benefit

The liability for leave entitlement is ₹160.07 Lakhs (P.Y. ₹162.64 Lakhs) disclosed under Long Term Provision (Refer Note No. 17) and Short-Term Provision (Refer Note No. 24)

(iii) Sensitivity Analysis

The below sensitivity analysis is based on the change in an assumption while holding all other assumptions constant. In practice this unlikely to occur and change in some of the assumptions may be correlated. When calculation the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognized in the balance sheet. The method and types of assumptions used in reporting the sensitivity analysis did not change compared to the prior period.

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Gratuity

A quantitative sensitivity analysis for significant assumed as at March 31, 2024 and March 31, 2023 are as shown below.

(₹ in Lakhs)

| PARTICULARS | For the year ended on 31 st March, 2024 | For the year ended on 31 st March, 2023 |
|---|---|---|
| Projected Benefit Obligation on Current Assumptions | 1,159.41 | 1,082.44 |
| Delta Effect of +1% Change in Rate of Discounting | (38.35) | (38.61) |
| Delta Effect of -1% Change in Rate of Discounting | 41.82 | 42.07 |
| Delta Effect of +1% Change in Rate of Salary Increase | 40.91 | 40.54 |
| Delta Effect of -1% Change in Rate of Salary Increase | (39.13) | (38.18) |
| Delta Effect of +1% Change in Rate of Employee Turnover | 2.05 | 2.65 |
| Delta Effect of -1% Change in Rate of Employee Turnover | (2.23) | (2.89) |

1) The Company has a defined benefit gratuity plan in India (Funded). The company's defined benefit gratuity plan is a final salary plan for employees. Gratuity is paid from company as and when it becomes due and is paid as per company's scheme for Gratuity.

2) Gratuity is a defined benefit plan and company is exposed to the following risks:

| | |
|--------------------------------|---|
| Interest Risk | Interest rate risk: A fall in the discount rate which is linked to the Government Securities Rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset. |
| Salary Risk | The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability |
| Investment Risk | The present value of defined benefit plan liability is calculated using a discount rate which is determined by reference to marker yields as at the end of the reporting period on government bonds. If the return on plant assets is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments. |
| Assets Liability Matching Risk | The plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of Rule 101 of Income Tax Rules,1962, this generally reduces ALM risk. |
| Mortality Risk | Since the benefits under the plan is not payable for lifetime and payable till retirement age only, plan does not have any longevity risk. |
| Concentration Risk | Plan is having a concentration risk as all the assets are invested with the insurance company and a default will wipe out all the assets. Although probability of this is very low as insurance companies have to follow stringent regulatory guidelines which mitigate risk. |

(iv) Leave Encashment (Non-funded)

The Company has recognised ₹ 112.65 Lakhs (P.Y. ₹ 55.25 Lakhs) in statements of Profit and Loss based on actuarial valuation.

37. SEGMENTAL REPORTING DISCLOSURES UNDER IND-AS 108

Business Segments:

Based on the guiding principles given in Ind-AS 108 "Operating Segments" the Company's primary business segments are

- (a) Sugar
- (b) Power
- (c) Spirits

Financial Information about the primary business segment:

Figures for the year ended 31st March, 2024 indicated in bold. Previous Year figures indicated in the row below:

(₹ in Lakhs)

| PARTICULARS | Sugar | Power | Spirits | Total |
|---|------------------|-----------------|-----------------|------------------|
| (a) Revenue from Operations | | | | |
| Sales (Including Inter Division/ Segment Revenue and Net of Intra Division Revenue) | 54,291.75 | 9,543.56 | 3,807.58 | 67,642.89 |
| | 56,553.86 | 10,617.89 | 4,570.39 | 71,742.14 |
| Other Income | 1,922.20 | 7,248.29 | 9.20 | 9,179.69 |
| | 39.93 | 6.17 | 7.74 | 53.84 |
| Less: Inter Segment Revenue | 8,102.34 | 6,346.32 | 88.62 | 14,537.28 |
| | 9,285.57 | 7,091.53 | 89.00 | 16,466.10 |
| Add: Unallocable Income | | | | 27.98 |
| | | | | 111.07 |
| Total Revenue | | | | 62,313.28 |
| | | | | 55,440.95 |
| (b) Segmental Results | | | | |
| Segmental Result before Interest, Exceptional Items & Tax | 1,634.09 | 8,305.79 | 392.02 | 10,331.90 |
| | (3,673.59) | 1,555.91 | 1,041.07 | (1,076.61) |
| Less: Finance Cost | | | | 1,390.34 |
| | | | | 2,731.72 |
| Less: Unallocable Expenses Net of Unallocable Income | | | | 582.75 |
| | | | | 597.25 |
| Profit/(Loss) Before Tax | 1,170.72 | 7,407.10 | 392.02 | 8,358.81 |
| | (4,406.79) | (413.60) | 1,041.04 | (4,405.58) |
| Less: Current Tax | | | | 0.00 |
| | | | | 0.00 |
| Less: Deferred Tax | | | | 0.00 |
| | | | | 0.00 |
| Profit / (Loss) after Tax | | | | 8,358.81 |
| | | | | (4,405.58) |
| Other Comprehensive Income | | | | 409.24 |
| | | | | (78.60) |

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| | | | | | (₹ in Lakhs) |
|---|---|------------------|------------------|------------------|------------------|
| PARTICULARS | | Sugar | Power | Spirits | Total |
| Profit / (Loss) after Other Comprehensive Income | | | | | 8,768.05 |
| | | | | | (4,484.18) |
| (c) | Segmental Assets and Liabilities | | | | |
| (i) | Segmental Assets | 27,143.72 | 17,798.66 | 12,497.56 | 57,439.94 |
| | | 25,083.77 | 17,726.65 | 11,424.91 | 54,235.33 |
| | Unallocable Assets/ Investments | | | | 5,639.82 |
| | | | | | 4,573.26 |
| | Total Assets | | | | 63,079.76 |
| | | | | | 58,808.59 |
| (ii) | Segmental Liabilities | 34,595.39 | 6,619.62 | 123.91 | 41,338.92 |
| | | 34,710.58 | 16,465.02 | 147.45 | 51,323.05 |
| | Share Capital & Other Equity | | | | 19,173.70 |
| | | | | | 5,972.21 |
| | Unallocable Liabilities | | | | 2,567.14 |
| | | | | | 1,513.33 |
| | Total Liabilities | | | | 63,079.76 |
| | | | | | 58,808.59 |
| (d) | Capital Expenditure and Depreciation | | | | |
| (i) | Capital Expenditure including Capital Work in Progress | 7.91 | 0.00 | 26.85 | 34.76 |
| | | 329.21 | 8.45 | 52.16 | 389.82 |
| | Unallocable | | | | 8.00 |
| | | | | | 6.32 |
| | Total | | | | 42.76 |
| | | | | | 396.14 |
| (ii) | Depreciation/ Amortization | 622.62 | 739.58 | 398.92 | 1,761.13 |
| | | 657.54 | 744.41 | 422.41 | 1,824.36 |
| | Unallocable Depreciation | | | | 60.42 |
| | | | | | 74.51 |
| | Total Depreciation/ Amortization | | | | 1,821.55 |
| | | | | | 1,898.87 |
| (iii) | Significant non-cash expenditure other than Depreciation/ Amortization | | | | 0.00 |
| | | | | | 0.00 |

Segment Revenue from Operations, Results, Assets and Liabilities and Depreciation include the respective amounts identifiable to each of the segments and amounts allocated on a reasonable basis.

38. RELATED PARTY DISCLOSURES AS PER INDIAN ACCOUNTING STANDARD 24

Names of related parties and nature of related party relationships:

i) Parties where control exists

a) Key Management Personnel:

Mr. H R Kilachand Chairman & Managing Director

b) Enterprises / Entities with Joint Control or Significant Influence over Entity:

Kesar Terminals & Infrastructure Limited

Kesar Multimodal Logistics Limited

Kesar Corporation Pvt. Ltd.

Seel Investments Pvt. Ltd.

Kilachand Devchand & Co. Pvt. Ltd.

Indian Commercial Co. Pvt. Ltd.

India Carat Pvt. Ltd. (Amalgamated with Indian Commercial Co. Pvt. Ltd. w.e.f 19/10/2023)

Harsh R Kilachand (HUF)

Harsh Family Trust

Rajnikant Kilachand (HUF)

ii) Parties with whom the transactions were carried out during the Year

(a) Key Managerial Personnel under Companies Act, 2013:

Mr. Sharat Mishra Chief Operating officer (COO) w.e.f. 25/07/2022

Mr. Rohit Balu Chief Financial Officer (CFO)

Mr. Gaurav Sharma Company Secretary & AVP(Legal & HR)

(b) Non-Executive / Independent Directors:

Mr. M A Kuvadia Independent Director

Dr. Narendra Mairpady Independent Director

Mr. Rishabh Shah Independent Director

Mrs. Ranjana Sinha Independent Director

Mr. Devendra J Shah Non-Executive Non-Independent Director w.e.f. 12/08/2022

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Disclosure of transactions between the Company and related parties and the status of outstanding balance as on 31st March, 2024 indicated in bold. Previous Year figures indicated in the row there below in brackets:

(₹ in Lakhs)

| Nature of Transaction | Kesar Terminals & Infrastructure Ltd | Kesar Multimodal Logistics Ltd | Kilachand Devchand & Co. Pvt. Ltd. | Kesar Corporation Pvt. Ltd. | Indian Commercial Co. Pvt. Ltd | KMP |
|-------------------------------------|--------------------------------------|--------------------------------|------------------------------------|-----------------------------|--------------------------------|---------------------------|
| Expenses payable | 0.75 (0.07) | 0.00 (0.13) | 9.27 (10.26) | | | |
| Expenses Receivable | 13.16 (7.54) | 0.68 (1.04) | | | 5.19 (2.86) | |
| Rent Paid/Provided | | | 17.38 (17.38) | | | |
| Cost sharing Expenses | | | | | 16.91 (8.61) | |
| Loan Repaid | | | | 40.00 (0.00) | | |
| Deposit Placed | | | 200.00 (350.00) | | | |
| Deposit received back | | | 310.00 (0.00) | | | |
| Sitting Fees (Refer note below) | | | | | | 25.50 (19.10) |
| Remunerations (Refer note below) | | | | | | 154.59 (118.21) |
| Consulting Fees (w.e.f. 12/08/2022) | | | | | | 7.68 (12.46) |
| Closing Balance | | | | | | |
| Payables | | | 74.70 (68.15) | 0.00 (40.00) | 5.63 (1.41) | 12.98 (11.50) |
| Receivables | | | 140.00 (250.00) | | | |
| Investments | 760.24 (320.94) | | | | | |

Note: Sitting Fees

| Name of the Directors | For the year ended on 31st March, 2024 | For the year ended on 31st March, 2023 |
|----------------------------------|---|---|
| Mr. M A Kuvadia | 6.50 | 5.25 |
| Mrs. Ranjana Sinha | 6.00 | 4.75 |
| Dr. Narendra Mairpady | 6.00 | 4.75 |
| Mr. Rishabh Shah | 3.50 | 2.35 |
| Mr. D J Shah (w.e.f. 12/08/2022) | 3.50 | 2.00 |
| Total | 25.50 | 19.10 |

Remuneration paid to Key Management Personnel (KMP)

(₹ in Lakhs)

| Name of the Persons | For the year ended on 31st March, 2024 | For the year ended on 31st March, 2023 |
|--------------------------------------|---|---|
| Mr. Gaurav Sharma | 32.28 | 25.56 |
| Mr. Rohit Balu | 45.25 | 46.01 |
| Mr. Sharat Mishra (w.e.f.25/07/2022) | 77.05 | 46.64 |
| Total | 154.59 | 118.21 |

39. FINANCIAL RISK MANAGEMENT

The Company's principal financial liabilities, comprises borrowings, trade and other payables, and financial guarantee contracts. The main purpose of these financial liabilities is to finance the Company's operations and to support its operations directly or indirectly. The Company's principal financial assets include loans, trade and other receivables, cash and cash equivalents that derive directly from its operations.

The Company is exposed to credit risk and liquidity risk. Market risk is applicable for equity shares and variable borrowing. Foreign exchange risk is not applicable since the company does not have long term imports. The below note explains the sources of risk which the entity is exposed to and how the entity manages the risk :

| Risk Management | Exposure arising from | Measurement | Management |
|-----------------------|--|---------------------------|---|
| Credit Risk | Cash and cash equivalents, trade receivables, financial assets measured at amortised cost. | Aging analysis | Diversification of bank deposits |
| Liquidity Risk | Borrowings and other liabilities | Cash flow forecasts | Availability of committed credit lines and borrowing facilities |
| Market Risk – Equity | Change in Equity Prices | Profit / Loss volatility | Strategic decision |
| Market Risk- Interest | Variable Rate Borrowing | Interest rate sensitivity | Mix of fixed versus floating rate |

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. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions and other financial instruments.

Trade receivables

Outstanding customer receivables are regularly monitored and any further services to major customers are approved by the senior management.

On account of adoption of Ind-AS 109, the Company uses the expected credit loss model to assess the impairment loss or gain. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available external and internal credit risk factors and the Company's historical experience for customers.

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(a) Ageing

(₹ in Lakhs)

| PARTICULARS | For the year ended on 31st March, 2024 | | For the year ended on 31st March, March, 2023 | |
|--------------------|--|--|--|--|
| | Undisputed Trade receivables – considered good | Undisputed Trade Receivables – credit impaired | Undisputed Trade receivables – considered good | Undisputed Trade Receivables – credit impaired |
| Less than 6 months | 1,321.82 | 0.00 | 888.68 | 0.00 |
| 6 months -1 year | 0.00 | 0.00 | 0.17 | 0.00 |
| 1-2 years | 0.45 | 0.00 | 21.82 | 0.00 |
| 2-3 years | 0.00 | 0.00 | 0.00 | 0.00 |
| More than 3 years | 6.00 | 207.79 | 19.77 | 194.10 |
| Total | 1,328.27 | 207.79 | 930.44 | 194.10 |

(b) Movement in expected credit loss allowance on trade receivables

| PARTICULARS | For the year ended on 31st March, 2024 | For the year ended on 31st March, 2023 |
|---------------------------------------|---|---|
| Balance at the beginning of the year | 217.21 | 242.94 |
| Add: - Additional provision made | 23.83 | 0.00 |
| Less: - Provision reversed | 0.00 | (25.73) |
| Balance at the end of the year | 241.00 | 217.21 |

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's finance department.

Equity price risk

The Company's equity securities are held at Fair Value through Other Comprehensive Income and depending on the market opportunity, the company shall sell such investments.

| Equity Price sensitivity | Impact on profit before tax | |
|--|-----------------------------|---------------|
| | Current Year | Previous Year |
| Equity Prices (quoted) – increase by 10% | 76.02 | 32.09 |
| Equity Prices (quoted) – decrease by 10% | (76.02) | (32.09) |

Interest rate risk

The Company has MCLR based borrowing and depending on the interest rate scenario, the company decides on the mix of fixed rate versus variable rate borrowing.

Interest rate sensitivity

Variable interest rate loans are exposed to interest rate risk, the impact on profit or loss before tax may be as follows:

| PARTICULARS | Impact on profit before tax | |
|--|-----------------------------|---------------|
| | This Year | Previous Year |
| Interest rate – increase by 100 basis points (100 bps) | (132.24) | (83.71) |
| Interest rate – decrease by 100 basis points (100 bps) | 132.24 | 83.71 |

Liquidity Risk

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans, preference shares and unsecured loans.

KESAR ENTERPRISES LIMITED

The table below provides details regarding the maturities of significant financial liabilities as of March 31, 2024 and March 31, 2023.

(₹ in Lakhs)

| PARTICULARS | Less than 1 year | 1 to 5 years | > 5 years | Total |
|---|------------------|--------------|-----------|-----------|
| Year ended March 31, 2024 | | | | |
| Borrowing (Refer Note No. 19) | 1,000.00 | | | 1,000.00 |
| Trade Payables (Refer Note No. 21) | 26,111.78 | 148.95 | | 26,260.73 |
| Other Financial Liabilities (Refer Note No. 22) | 12,180.50 | | | 12,180.50 |
| PARTICULARS | Less than 1 year | 1 to 5 years | > 5 years | Total |
| Year ended March 31, 2023 | | | | |
| Borrowing (Refer Note No. 19) | 2,800.50 | | | 2,800.50 |
| Trade Payables (Refer Note No. 21) | 23,769.94 | 138.01 | | 23,907.95 |
| Other Financial Liabilities (Refer Note No. 22) | 23,819.72 | | | 23,819.72 |

Capital Management

For the purpose of the Company's capital management, capital includes issued equity share capital, securities premium and all other reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the value of the shares and to reduce the cost of capital.

The Company monitors capital using a gearing ratio, which is net debt divided by total equity. The Company includes within net debt, interest bearing loans and borrowings.

| PARTICULARS | As at March 31, 2024 | As at March 31, 2023 |
|---------------------------|-------------------------|-------------------------|
| Net Debt | | |
| Borrowing | 7,378.94 | 12,616.95 |
| Equity | | |
| Equity share capital | 1,007.97 | 1,007.97 |
| Other Equity | 18,165.74 | 4,964.23 |
| Debt /Equity Ratio | 0.38 | 2.11 |

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40. FINANCIAL INSTRUMENTS BY CATEGORY

The criteria for recognition of financial instruments is explained in significant accounting policies.

(₹ in Lakhs)

| PARTICULARS | March 31, 2024 | | | March 31, 2023 | | |
|------------------------------------|------------------|---------------|-------|------------------|---------------|---------------|
| | Amortised cost | FVTOCI | FVTPL | Amortised cost | FVTOCI | FVTPL |
| Financial Assets | | | | | | |
| Non-Current Investments | | | | | | |
| -Equity instruments | 1.92 | 760.24 | | 1.92 | 320.94 | |
| -Loans | 2.00 | | | 2.00 | | |
| -Other Financial Assets | 75.16 | | | 72.81 | | |
| -Current Investments | | | | | | 133.79 |
| -Trade Receivable | 1,295.06 | | | 907.33 | | |
| -Cash and Cash equivalent | 1,011.14 | | | 749.89 | | |
| -Bank Balance | 434.65 | | | 123.15 | | |
| -Loans | 4.27 | | | 4.61 | | |
| -Other Current Asset | 1,583.80 | | | 1,468.53 | | |
| Total financial Asset | 4,408.00 | 760.24 | | 3,330.24 | 320.94 | 133.79 |
| Financial Liabilities | | | | | | |
| -Non-Current Lease Liability | 78.55 | | | 79.59 | | |
| - Current Lease Liability | 1.03 | | | 0.93 | | |
| -Other non-current liabilities | 1,369.46 | | | 90.74 | | |
| -Short Term Borrowings | 1,000.00 | | | 2,800.50 | | |
| -Trade payable | 26,260.73 | | | 23,907.95 | | |
| -Other Financial Liabilities | 12,180.50 | | | 23,819.72 | | |
| -Other Current Liabilities | 1,714.93 | | | 914.83 | | |
| Total financial liabilities | 42,605.20 | | | 51,614.26 | | |

41. FAIR VALUE HIERARCHY

Some of the Company's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table presents fair value hierarchy of financial assets and financial liabilities measured at fair value on a recurring basis:

| PARTICULARS | As at March 31, 2024 | As at March 31, 2023 |
|---|-------------------------|-------------------------|
| Financial assets: Investments in equity shares (Quoted) at FVTOCI | 760.24 | 320.94 |
| Financial assets: Investments in Mutual Fund (Unquoted) at FVTPL | 0.00 | 133.79 |

42. DISCLOSURE IN RESPECT OF EARNINGS PER SHARE IN ACCORDANCE WITH IND-AS 33

| PARTICULARS | For the year ended on 31st March, 2024 | For the year ended on 31st March, 2023 |
|--|---|---|
| Profit /(Loss) after tax (₹ in Lakhs) | 8,358.81 | (4,405.58) |
| Nominal value of equity shares (₹) | 10 | 10 |
| Weighted average no. of equity shares (Basic) | 1,00,79,682 | 1,00,79,682 |
| Earnings per equity share (Basic) (₹) | 82.93 | (43.71) |
| Weighted average no. of equity shares (Dilutive) | 1,00,79,682 | 1,00,79,682 |
| Earnings per equity share (Dilutive) (₹) | 82.93 | (43.71) |

43. This note provides the information for lease and right of use assets where the company is a lessee.

Following are the changes in the carrying value of right of use assets:

(₹ in Lakhs)

| PARTICULARS | Lease Asset 2023-24 | Lease Asset 2022-23 |
|---|------------------------|------------------------|
| Gross carrying amount | | |
| Opening gross carrying amount | 83.36 | 106.23 |
| Additions | 0.00 | 0.00 |
| Disposals and transfers | (0.00) | (22.87) |
| Closing gross carrying amount | 83.36 | 83.36 |
| Accumulated depreciation | | |
| Opening accumulated depreciation | 12.86 | 25.79 |
| Depreciation charged | 3.21 | 3.21 |
| Disposals and transfers | (0.00) | (16.14) |
| Closing accumulated depreciation | 16.07 | 12.86 |
| Net carrying amount | 67.29 | 70.50 |

The aggregate depreciation expense on ROU assets is included under depreciation and amortization in the statements of profit and loss.

The weighted average lessee's incremental borrowing rate applied to the lease liabilities is 11.02%.

The following are the changes in the carrying value of Lease Liability:

| PARTICULARS | As at 31 March 2024 | As at 31 March 2023 |
|--|------------------------|------------------------|
| Balance as at beginning | 80.51 | 89.71 |
| Additions | 0.00 | 0.00 |
| Finance cost accrued during the period | 8.82 | 8.92 |
| Deletions | (0.00) | (8.37) |
| Less: Payment of lease liabilities | (9.75) | (9.75) |
| Balance as at end | 79.58 | 80.51 |

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

| PARTICULARS | As at 31 March 2024 | As at 31 March 2023 |
|----------------------|------------------------|------------------------|
| Less than one year | 1.03 | 0.93 |
| One to five years | 5.48 | 4.91 |
| More than five years | 73.08 | 74.67 |
| Total | 79.59 | 80.51 |

Rental expense recorded for short-term leases (less than one year) was ₹ 4.64 lakhs and ₹4.29 lakhs for the year ended March 31, 2024 and March 31, 2023 respectively.

44. The Company had entered into a One Time Settlement (OTS) with UCO Bank in March, 2023 and has paid the entire OTS amount as per OTS sanction terms. Accordingly, the Company has given the accounting effect in the books by writing back of liabilities amounting to ₹ 9,113.77 Lakhs and included in Other Income (II). Pursuant to the payment of entire OTS amount, the Company is in the process of completing with the other procedural formalities like release of the Bank's charge on the assets of the Company and withdrawal of various legal cases.

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45. The Company has incurred substantial losses in the earlier years, mainly attributable to high sugarcane prices and relatively lower and unviable Sugar prices. The Company is hopeful for the revival of the Sugar Industry in Uttar Pradesh in view of various steps taken by Uttar Pradesh State Government and Central Government. Hence, these Ind-AS financial statements have been prepared on a “going concern” basis, despite accumulated losses resulting in erosion of its entire net worth.

46 INCOME TAX

- a) Reconciliation of Tax Expenses and the Accounting Profit: (₹ in Lakhs)

| PARTICULARS | For the year ended 31st March 2024 | For the year ended 31st March 2023 |
|---|---------------------------------------|---------------------------------------|
| Profit before tax as per books | 8,358.81 | (4,405.58) |
| Tax effect @ 31.20% | 2,607.95 | (1,374.54) |
| Tax Difference on account of | | |
| Ind-As impact of interest on Related party, MSME Party, Interest & Depreciation on lease assets, Gratuity Provision | 4.92 | (22.90) |
| Depreciation as per books & as per Income Tax Act. | 108.07 | 62.27 |
| Expenditure claimed U/S 43B on the basis of payments | (2,394.09) | 707.94 |
| Rent Expenditure claimed as per Income Tax Act. | (3.04) | (3.04) |
| Tax Saving on carried forward Business Loss of the Current Year | (317.50) | 630.27 |
| Set off of Unabsorbed Depreciation of the Earlier Years against current year Capital Gains | (6.31) | 0.00 |
| Net Total Tax | 0.00 | 0.00 |

- b) The Company has evaluated the Deferred Tax Asset and Deferred Tax Liability on the eligible components as required under Ind AS 12 – Taxes on income. The net outcome is coming to Deferred Tax Asset. Currently the Company has huge unabsorbed depreciation and carry forward losses under the Income tax laws. The Company has assessed the future position and is convinced of having a reasonable certainty of realizing the accumulated losses in future. However, the Company decided that it would be prudent that the net Deferred Tax Asset should not be recognized in the current year in the books of accounts.

47. The Code on Social Security 2020 (‘the Code’) relating to employee benefits, during the employment and post-employment, has received Presidential assent on September 28, 2020. The Code has been published in the Gazette of India. Further, the Ministry of Labour and Employment has released draft rules for the Code on November 13, 2020. However, the effective date from which the changes are applicable is yet to be notified and rules for quantifying the financial impact are also not yet issued.

The Company will assess the impact of the Code and will give appropriate impact in the financial statements in the period in which the Code becomes effective and the related rules to determine the financial impact are published.

48. Balances in ledgers of Sundry Receivables (Debtors), Sundry Payables (Creditors), Loans & Advances/ Security Deposits accepted and given, few Non-operative Bank Accounts are subject to confirmation and reconciliation.

49. Ratios:

| | Particulars | Numerator | Denominator | March 31, 2024 | March 31, 2023 | Remarks/Reason for significant change |
|--------|---|----------------------------------|--|----------------|----------------|--|
| (i) | Trade Receivable Turnover Ratio (times) | Sales | Average Debtors | 22.20 | 39.24 | There has been significant improvement in realisaion of power dues. |
| (ii) | Inventory Turnover Ratio (times) | Cost of Goods sold | Average Stock | 4.96 | 5.21 | |
| (iii) | Interest Coverage Ratio (times) | Earnings before Interest and Tax | Interest Exp | 7.01 | (0.61) | There has been significant change due to savings in interest due to One Time Settlement entered into by the Company and written back on account of OTS has been included in earning for the current year. |
| (iv) | Current Ratio (times) | Current Assets | Current Liabilities | 0.36 | 0.27 | There has been significant change in Current liabilities on account of One Time Settlement entered into by the Company and OTS amount fully paid in the current year. |
| (v) | Debt Equity Ratio | Borrowings | Equity | 0.38 | 2.11 | There has been significant change in Borrowings on account of One Time Settlement entered into by the Company and OTS amount fully paid in the current year. In the Current year, there has been significant change in other Equity due to Revaluation of the Property, Plant & Equipments |
| (vi) | Net Profit Margin (%) | Net Profit | Sales | 15.74% | (7.97%) | There has been significant change due to savings in interest due to One Time Settlement entered into by the Company and written back on account of OTS has been included in net profit for the current year. |
| (vii) | Return on Equity | Net Profit after Tax | Equity | 45.73% | (73.77%) | There has been significant change due to savings in interest due to One Time Settlement entered into by the Company and written back on account of OTS has been included in net profit for the current year. In the Current year, there has been significant change in other Equity due to Revaluation of the Property, Plant & Equipments |
| (viii) | Trade payables turnover Ratio (%) | Average Trade payables | Purchases & Other manufacturing expenses | 52.27% | 46.31% | |
| (ix) | Net capital turnover Ratio (%) | Net Sales | Working Capital | (200.85%) | (146.25%) | WThere has been significant change in Working Capital due to One Time Settlement entered into by the Company and fully paid in current year. |
| (x) | Return on capital (%) | Earnings before Interest and Tax | Capital Employed | 50.85% | (28.03%) | There has been significant change due to savings in interest due to One Time Settlement entered into by the Company and written back on account of OTS has been included in Earnings for the current year. In the Current year, there has been significant change in Capital employed due to Revaluation of the Property, Plant & Equipments |
| (xi) | Return on Investment (%) | Dividend & Gain on Investments | Average Investments | 47.00% | 9.00% | Market rate of Listed Equity investment is increased in the current year compared to previous year |

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50. ADDITIONAL REGULATORY INFORMATION:

a) Loans and advances to promoters, Directors, Key Managerial Personnel and Related Parties

The Company has not given any loans and advances to promoters, Directors, Key Managerial Personnel and Related Parties except as mentioned in note number 38 - Related Party Disclosures as per Indian Accounting Standard 24

b) Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 for the financial years ended March 31, 2024 and March 31, 2023.

c) Undisclosed Income

There are no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

d) Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in Crypto currency or Virtual currency during the financial year ended March 31, 2024 and March 31, 2023.

e) Wilful Defaulter

Based on the information's available with the management, the Company has not been declared as a wilful defaulter by any bank or financial institution or other lender.

f) Fraud Reporting

The company has not reported any fraud during the year ended March 31, 2024 and March 31, 2023.

g) Relationship with Struck off companies

The Company is under the process of identifying the transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

h) Details of Benami Property held

No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

i) Title deed of immovable properties:

The title deeds of the immovable property disclosed in the financial statements are held in the name of the company except in respect of freehold land, which was owned by the Company has now been reflected in the name of the third party as owner, in Khatauni:

(a) Village Khurpia, Tehsil Kichha, District Udham Singh Nagar, Uttarakhand.

(b) Village Bandia, Bareilly Nainital Road, Tehsil – Kichha, District – Udham Singh Nagar, Uttarakhand.

j) There are no charges or satisfaction of charges yet to be registered with Registrar of Companies beyond the statutory period.

k) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

- l)** The Company has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
- m)** The company has used an accounting software for maintaining its books of accounts which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software.
- 51.** The previous year figures have been regrouped and reclassified wherever necessary to correspond with the current year classification / disclosure.

As per our report of even date

For V. C. Shah & Co.

Chartered Accountants

ICAI Firm Registration No.109818W

Viral J. Shah

Partner

Membership No. 110120

Place: Mumbai

Date: 22nd May, 2024

For and on behalf of the Board of Directors

H R KILACHAND

Chairman & Managing Director

DIN: 00294835

ROHIT BALU

Chief Financial Officer

MAHESH KUVADIA

Independent Director

DIN: 07195042

GAURAV SHARMA

Company Secretary & AVP (Legal & HR)

Place: Mumbai

Date: 22nd May, 2024

Annual Report 2023-2024

STATEMENT SHOWING PRODUCTION AND YIELD IN SUGAR

| SEASON | DURATION DAYS | CANE CRUSHED M. TONS | SUGAR PRODUCED M. TONS | RECOVERY % OF CANE CRUSHED |
|-----------|---------------|----------------------|------------------------|----------------------------|
| 2016-2017 | 117 | 6,50,899.84 | 70,482.00 | 10.83 |
| 2017-2018 | 149 | 9,12,500.00 | 96,345.60 | 10.56 |
| 2017-2018 | 30 | 1,47,434.00 | 16,293.00 | 11.05 |
| 2018-2019 | 150 | 9,09,880.00 | 98,604.80 | 10.84 |
| 2018-2019 | 30 | 1,88,762.80 | 22,853.00 | 11.24 |
| 2019-2020 | 148 | 9,39,360.00 | 1,08,092.08 | 11.61 |
| 2019-2020 | 49 | 3,04,739.40 | 34,635.50 | 11.35 |
| 2020-2021 | 153 | 9,90,280.00 | 1,07,041.00 | 10.93 |
| 2020-2021 | 28 | 1,68,761.10 | 19,295.00 | 11.43 |
| 2021-2022 | 144 | 9,02,720.00 | 95,131.10 | 10.54 |
| 2021-2022 | 41 | 2,51,224.54 | 25,470.90 | 10.30 |
| 2022-2023 | 152 | 10,01,670.00 | 1,04,012.60 | 10.38 |
| 2022-2023 | 26 | 15,82,506.00 | 17,614.40 | 11.13 |
| 2023-2024 | 145 | 94,24,459.00 | 1,01,845.00 | 10.81 |

STATEMENT SHOWING PRODUCTION AND YIELD IN DISTILLERY

| Year | Production (Litres) | Yield per Quintal of Molasses (Litres) |
|---------|---------------------|--|
| 2016-17 | 0 | 0 |
| 2017-18 | 0 | 0 |
| 2018-19 | 0 | 0 |
| 2019-20 | 46,99,896 | 23.31 |
| 2020-21 | 58,55,431 | 23.08 |
| 2021-22 | 62,46,238 | 22.62 |
| 2022-23 | 94,70,081 | 22.80 |
| 2023-24 | 78,17,703 | 23.44 |

FINANCIAL STATISTICS FROM 2016-17 TO 2023-24

(₹ in Lakhs)

| Year end position | 2023-24 | 2022-23 | 2021-22 | 2020-21 | 2019-20 | 2018-19 | 2017-18 | 2016-17 |
|------------------------|-------------|-------------|-------------|-------------|-------------|-------------|------------|------------|
| Share Capital | 1,007.97 | 1,007.97 | 1,007.97 | 1,007.97 | 1,007.97 | 1,007.97 | 1,007.97 | 1,007.97 |
| Other Equity | * 18,165.73 | 4,964.22 | 9,472.23 | 12,380.55 | 4,322.02 | 4,603.86 | 9,337.10 | 14,694.45 |
| Borrowings | 7,378.94 | 11,728.09 | 15,516.95 | 17,181.12 | 25,188.13 | 28,748.67 | 30,119.89 | 30,819.79 |
| Working Capital | (21,030.32) | (26,709.89) | (20,095.23) | (14,732.86) | (16,413.08) | (12,803.73) | (7,617.87) | (4,068.12) |
| Total Capital Employed | * 63,079.76 | 58,808.59 | 62,353.19 | 62,857.52 | 63,095.64 | 65,181.36 | 60,010.36 | 59,940.05 |
| Gross Block | * 75,348.89 | 70,694.35 | 70,661.70 | 66,506.66 | 66,506.66 | 67,894.67 | 66,210.43 | 66,027.66 |
| Net Block | * 46,786.04 | 43,931.57 | 45,681.34 | 43,271.53 | 46,263.02 | 46,507.74 | 46,731.33 | 47,100.91 |
| Investments | 762.16 | 322.86 | 330.06 | 352.80 | 187.98 | 656.49 | 60,010.36 | 2,037.23 |
| Equity Shares | | | | | | | | |
| Book Value (₹) | * 190.22 | 59.25 | 103.97 | 132.83 | 52.88 | 55.67 | 102.63 | 155.78 |
| Face Value (₹) | 10.00 | 10.00 | 10.00 | 10.00 | 10.00 | 10.00 | 10.00 | 10.00 |
| For the Year | | | | | | | | |
| Sales | 53,105.61 | 55,276.04 | 46,917.19 | 54,745.92 | 51,792.49 | 40,311.20 | 31,370.74 | 38,978.81 |
| Depreciation | 1,821.55 | 1,898.87 | 1,837.48 | 1,931.15 | 1,826.47 | 1,913.45 | 1,819.14 | 1,897.64 |
| Profit Before Tax | 8,358.81 | (4,405.58) | (2,872.19) | 8,983.05 | (290.53) | (4,737.16) | (5,359.71) | 794.56 |
| Profit After Tax | 8,358.81 | (4,405.58) | (2,889.13) | 8,983.05 | (290.53) | (4,737.16) | (5,359.71) | 794.56 |

* Including Revaluation Reserve.



If undelivered, please return to:

KESAR ENTERPRISES LIMITED

Oriental House, 6th Floor,
7, Jamshedji Tata Road,
Churchgate, Mumbai - 400020