

To,
The BSE Limited,
P.J Towers,
Dalal Street,
Mumbai - 400 001

Date: 08th September, 2023

Dear Sir/Madam,

Sub: Notice of the 53rd Annual General Meeting (AGM) of the Company and Annual Report for the financial year 2022-23.

Pursuant to the provisions of SEBI (listing Obligation and Disclosure Requirements) Regulations 2015, please find enclosed herewith the Notice of the 53rd Annual General Meeting (AGM) of the Company and Annual Report for the financial year 2022-23.

In compliance with the applicable Circulars issued by MCA and SEBI, the Notice of the 53rd AGM along with the Annual Report for the FY 2022-23 are being sent only through electronic mode to those members whose email IDs are registered with the Company / Depositories.

Further, notice of the 53rd AGM and the Annual Report for the FY 2022-23 are also made available on the website of the Company at www.kotharis.in.

This is for your information and necessary records.

Thanking you,

Yours Faithfully,
For Kothari Industrial Corporation Limited

ANIL KUMAR Digitally signed by
ANIL KUMAR PADHIALI
PADHIALI Date: 2023.09.08
14:02:56 +05'30'

Anil Kumar Padhiali
Company Secretary and Compliance Officer



53rd Annual Report

2022-2023





BOARD OF DIRECTORS

| | | |
|------------------------------|----------------|--|
| Mr. Pradip D. Kothari | DIN (01315682) | Chairman |
| Mr. J. Rafiq Ahmed | DIN (02861341) | Vice Chairman & Managing Director |
| Mr. Dilip Machado | DIN (06895289) | Independent Director |
| Mr. D.Gunasekaran | DIN (07326495) | Independent Director |
| Mrs. T.A. Rajalaxmi | DIN (08148628) | Non-Independent Director |

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Anil Kumar Padhiali

CHIEF FINANCIAL OFFICER

Mr. V. Singaravel (Resigned w.e.f. 20.10.2022)
Mr. N. Balajee (appointed w.e.f. 01.12.2022 and Resigned w.e.f. 24.04.2023)
Mr. Vijayaraghavan (appointed w.e.f. 25.05.2023)

EXECUTIVE TEAM:

Mr. P. Karthikeyan
Executive Vice President
Mr. A. Sahabudeen
Vice President

STATUTORY AUDITORS

M/s. Arockiasamy & Raj (Regn. No. 006850S)
Chartered Accountants
New No. 2, Old No. 33, 1st Floor,
2nd Cross Street, C.I.T. Nagar West,
Chennai - 600 035.

REGISTERED OFFICE:

“Kothari Buildings”
114, Mahathma Gandhi Salai,
Chennai – 600 034.
Tel.No.+91 044-28334565
CIN No. L74110TN1970PLC005865
Email: enquiries@kotharis.in
Website: www.kotharis.in

INTERNAL AUDITOR

M/s. N. Ganesan & Co.,
Chartered Accountants
Lake View Building, 2nd Floor,
TNSC Bank upstairs,
New No.177/3, Old No.136
Valluvarkottam High Road,
Nungambakkam,
Chennai - 600 034.

FACTORY:

Super Phosphate Factory,
(Under lease arrangement with
M/s. Coromandel International Limited)
Ennore, Chennai-600 057.

SECRETARIAL AUDITOR

Santosh Senapati & Co.,
Practicing Company Secretary

REGISTRARS:

M/s. Integrated Registry Management Services Private Limited

2nd Floor, “Kences Towers”,
1, Ramakrishna Street, off North Usman Road,
T. Nagar, Chennai 600 017.

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KOTHARI INDUSTRIAL CORPORATION LIMITED

CIN No. L74110TN1970PLC005865

Regd. Office : "Kothari Buildings", 114, Mahathma Gandhi Salai, Nungambakkam, Chennai 600 034

Email: enquiries@kotharis.in | Website: www.kotharis.in | Tel.No.+91 044-28334565

NOTICE TO MEMBERS

NOTICE is hereby given that the 53rd Annual General Meeting of the Company will be held at **11.00 a.m. on Saturday, 30th September, 2023** through video conferencing / Other Audio-Visual Means ("VC/OAVM") to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt:
 - a) The Audited Standalone Financial Statements of the Company for the financial Year ended 31st March, 2023 and the Reports of Board of Directors and Auditors thereon.
 - b) The Audited Consolidated Financial Statements of the Company for the financial Year ended 31st March, 2023 and the Report of Auditors thereon.
2. To appoint a Director in the place of Mrs. Thoojlamudu Arulpathy Rajalaxm (DIN: 08148628), who retires by rotation and being eligible offers herself for re-appointment.
3. **Appointment of Statutory Auditors for The First Term of Five Consecutive Years:**

To appoint M/s. RAY & RAY, Chartered Accountants, Chennai (FRN: 301072E) as Statutory Auditors of the Company to hold office for the first term of five consecutive years and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution.

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under as amended from time to time, M/s. RAY & RAY, Chartered Accountants, Chennai, (FRN:301072E), be and are hereby appointed as the Statutory Auditors of the Company to hold office for a first term of 5 (Five) consecutive years from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 58th AGM of the Company to be held in the year 2028, on such remuneration plus reimbursement of out-of pocket and travelling expenses etc as may be mutually agreed between the Board of Directors of the Company, and Statutory Auditors."

SPECIAL BUSINESS:

4. **To authorize the sale of Equity Shares held by the Company in M/s. Kothari Marine International Limited**

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

"RESOLVED THAT pursuant to the provisions of Section 180 (1)(a), and other applicable provisions, if any of the Companies Act, 2013 and pursuant to regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications, amendments or re-enactments of any of them for the time being in force), and all applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable SEBI provisions and the provision of the Memorandum and Articles of Association of the Company and subject to other applicable statutory provisions, rules, regulations, guidelines and also subject to necessary approvals, consents, permissions and sanctions from the concerned Authorities and such terms and conditions as may be imposed by them consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which shall be deemed to include any Committee of Directors or Director(s) or official(s) of the Company for the time being authorized by the Board to exercise the powers conferred on the Board by this resolution) to transfer, assign, deliver or otherwise dispose of shares held by the company in M/s. Kothari Marine International Limited, a subsidiary of the company at a consideration of par value to the prospective buyer(s);

RESOLVED FURTHER THAT for the purpose of implementation of this resolution, the Board be and is hereby authorised to do all such acts, deeds, matter and things, including but not limited to deciding the time, mode, manner, extent of tranches, if required and other terms and conditions of the disinvestment/ sales of the shares as aforesaid, negotiating and finalising the terms of sale/ offer for sale as may be necessary, desirable and expedient to be agreed, and all incidental and necessary steps for and on behalf of the company and to settle all questions or queries that may arise in the course of implementing this resolution."

5. To authorize the sale of Equity Shares held by the Company in M/s. Kartiken Logistics Limited

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

“RESOLVED THAT pursuant to the provisions of Section 180 (1)(a), and other applicable provisions, if any of the Companies Act, 2013 and pursuant to regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications, amendments or re-enactments of any of them for the time being in force), and all applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable SEBI provisions and the provision of the Memorandum and Articles of Association of the Company and subject to other applicable statutory provisions, rules, regulations, guidelines and also subject to necessary approvals, consents, permissions and sanctions from the concerned Authorities and such terms and conditions as may be imposed by them consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which shall be deemed to include any Committee of Directors or Director(s) or

official(s) of the Company for the time being authorized by the Board to exercise the powers conferred on the Board by this resolution) to transfer, assign, deliver or otherwise dispose of shares held by the company in M/s. Kartiken Logistics Limited, at a consideration of par value to Mr. Rakesh Garg (Buyer);

RESOLVED FURTHER THAT for the purpose of implementation of this resolution, the Board be and is hereby authorised to do all such acts, deeds, matter and things, including but not limited to deciding the time, mode, manner, extent of tranches, if required and other terms and conditions of the disinvestment/ sales of the shares as aforesaid, negotiating and finalising the terms of sale/ offer for sale as may be necessary, desirable and expedient to be agreed, and all incidental and necessary steps for and on behalf of the company and to settle all questions or queries that may arise in the course of implementing this resolution.”

By Order of the Board of Directors

For KOTHARI INDUSTRIAL CORPORATION LIMITED

PRADIP D KOTHARI
CHAIRMAN
DIN : 01315682

Place : Chennai
Date : 31.08.2023

Kothari Industrial Corporation Limited

Important Notes:-

1. The Ministry of Corporate Affairs vide its Circular No. 10/2022 dated December 28, 2022 read with Circular No. 02/2022 dated May 05, 2022 read with Circular No. 21/2021 dated December 14, 2021 read with Circular No. 02/2021 dated January 13, 2021 read with Circular No. 20/2020 dated May 05, 2020, Circular No. 14/2020 dated April 8, 2020 read with Circular No. 17/2020 dated April 13, 2020 allows conducting of Annual General Meeting of the Company through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the members for the meeting at a common venue. In terms of the said Circulars and in compliance with the provisions of the Companies Act, 2013 and SEBI Circulars, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the AGM through VC / OAVM only. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Central Depository Services (India) Limited (CDSL) will be providing facility for voting through remote e-Voting, for participation in the AGM through VC / OAVM Facility and e-Voting during the AGM.
3. Members may join the 53rd AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 10.45 a.m. IST i.e., 15 minutes before the time scheduled to start the 53rd AGM and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 53rd AGM.
4. Members may note that the VC /OAVM Facility, provided by CDSL, allows participation of at least 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and Auditors can attend the AGM without any restriction on account of the first-come first-served principle.
5. In compliance with the aforesaid MCA Circulars and SEBI Circular dated January 05, 2023, the notice of the AGM along with the Annual Report 2022-2023 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 2022-23 will also be available on the Company's website www.kotharis.in, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the website of CDSL at www.evotingindia.com. The member holding shares in physical form and who have not registered their email id may register their email id by sending a signed request letter mentioning name, folio number, complete address, self-attested copy of PAN, self-attested copy of Driving Licence/Passport/Bank Statement/Aadhar, supporting the registered address of the member, copy of the share certificate (front & back) and the email id to be registered to yuvraj@integratedindia.in. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
6. In terms of the MCA and SEBI Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, Members will not be entitled to appoint Proxy(ies) to attend and vote. However, in pursuance of section 112 and section 113 of the Companies Act, 2013, representatives of the members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the meeting held through VC.
7. The Register of the Members and Share Transfer Books of the Company shall remain closed from 24.09.2023 to 30.09.2023 (Both days inclusive) for the purpose of Annual General Meeting.
8. Attendance of members through VC shall be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
9. The statement pursuant to Section 102 of the Companies Act, 2013 setting out of material facts concerning the items of special business specified above is annexed hereto.

10. Under Section 125(1) of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. Since the Company has not declared any dividend from the year 1995 onwards, the necessity of transferring the unpaid or unclaimed dividend to IEPF does not arise.
11. Securities and Exchange Board of India (“SEBI”) has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company/RTA has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialization.
12. Members holding shares in physical form are requested to register their email id for receiving an electronic copy of the Annual Report and also notify immediately any change in their address/E-mail address to the Company/its Share Transfer Agents.
13. Members holding shares in electronic form are requested to advise change of address/E-mail address to their Depository Participants. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, are used by the Company for the payment of dividends in future if any. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.
14. Corporate members intending to make their authorised representatives to attend the Meeting through VC are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting held through VC.
15. The Notice of the Annual General Meeting and the Annual Report will be available on the Company’s website www.kotharis.in. The members who wish to inspect any of the relevant documents referred to in the accompanying notice may send the request to the email id of the Company i.e. companysecretary@kotharis.in. till 5.00 pm, 29th September, 2023 and Company will provide such documents through email.
16. Pursuant to Section 72 of the Companies Act, 2013 and the Rules made there under the Members holding shares in single name may, at any time, nominate in form SH-13, any person as his/her nominee to whom the securities shall vest in the event of his/ her death. Nomination would help the nominees to get the shares transmitted in their favor without any hassles. Members desirous of making any cancellation/ variation in the said nomination can do so in form SH-14. The nomination forms can be downloaded from the Company’s website www.kotharis.in.
17. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to Company’s Share Transfer Agents by sending a duly signed letter along with a self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member printed on it. In alternative Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
18. **The instructions to shareholders for remote e-voting and e-voting during AGM and joining meeting through VC/OAVM are as under:**
 - (i) The voting period begins on **27th September 2023 at 09.00 a.m. and ends on 29th September 2023 at 05.00 p.m.** During this period shareholders ‘of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **23rd September 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Kothari Industrial Corporation Limited

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/ LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where |

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL | the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders holding securities in demat mode with NSDL | <p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.</p> |

| | |
|---|--|
| | <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

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

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

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

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

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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

(vii)

| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
|---|---|
| PAN | <p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ RTA/Depository Participant are requested to use the first two letters of their name and the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name of the CAPITAL letters. Example, if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. (Sl. No. mentioned in your address label can be used as Sequence No. for this purpose) |
| Dividend Bank Details OR Date of Birth (DOB) | <ul style="list-style-type: none"> • Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name “**KOTHARI INDUSTRIAL CORPORATION LIMITED**” on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email

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address viz; nganesanassociates@yahoo.com & enquiries@kotharis.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 03 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at companysecretary@kotharis.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 03 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at companysecretary@kotharis.in. These queries will be replied to by the company suitably by email.

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

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

1. **For Physical shareholders** - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to company/rta email id viz:companysecretary@kotharis.in/yuvraj@integratedindia.in
2. **For demat shareholders** - Please update your email id & mobile no. with your respective depository Participant (dP).
3. **For individual demat shareholders** - Please update your email id & mobile no. with your respective depository Participant (dP) which is mandatory while e-Voting & joining virtual meetings through depository.

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

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

General:

- a) After dispatch of the notice, any person who acquires shares of the Company and becomes member of the Company as on the cut-off date i.e., Saturday, 23rd September 2023 may obtain the login ID and password by sending an email to yuvraj@integratedindia.in or companysecretary@kotharis.in or helpdesk.evoting@cdslindia.com by mentioning their Folio No./DP ID and Client ID No. However, if you are already registered with CDSL for remote e-voting, then you can use your existing user ID and password for casting your vote.
- b) The voting rights of a member shall be in proportion to his shares in the paid-up equity share capital of the Company as on the cut-off date of i.e., Saturday, **23rd September 2023**.
- c) M/s. N. Ganesan & Co, Practicing Chartered Accountant (Membership Number:023700) has been appointed as the Scrutinizer to scrutinize e-voting in a fair and transparent manner.
- d) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 2 working days from the conclusion of the AGM to the Chairman of the Annual General Meeting. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kotharis.in and website of CDSL <http://www.evotingindia.com> and also forward the same to Bombay Stock Exchange Limited, Mumbai simultaneously, where the Company's shares are listed.
- e) The profile of Director seeking reappointment forms an integral part of the Notice. The Director have furnished the requisite consent and declarations.
- f) Since the AGM shall be conducted through VC / OAVM, the route map, Proxy Form and Attendance Slip are not annexed to this Notice.

Explanatory Statement pursuant to the provisions of Sec.102 (1) of the Companies Act, 2013:**Item No.3**

The Members at the 48th Annual General Meeting (AGM) held on September 26, 2018 had approved appointment of M/s.Arockiasamy& Ra, Chartered Accountants,Chennai (FRN: 006850S) as Statutory Auditors of the Company to hold office from the conclusion of the 48th AGM till the conclusion of the 53rd AGM in the year 2023.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company ('Board') has, based on the recommendation of the Audit Committee, proposed the appointment of M/s. RAY & RAY, Chartered Accountants, Chennai (FRN: 301072E) as the Statutory Auditors of the Company, for the first term of five consecutive years from the conclusion of 53rd AGM till the conclusion of 58th AGM of the Company to be held in the year 2028.

Pursuant to Section 139 of the Act and the Rules framed there under, the Company has received written consent from M/s. RAY & RAY, and a certificate that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed there under. As required under the Listing Regulations, M/s. RAY & RAY, have confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

Brief profile:

RAY & RAY, Chartered Accountants, is one of the leading Chartered Accountancy (CA) firms in India with its head office in Kolkata. The firm has a pan India presence through branch offices in major metropolitan cities and offers audit, tax and advisory services in India and abroad.

RAY & RAY, over the last ten decades, since its inception in 1922, has grown into an institution that embodies the highest standards of professional integrity, expertise and values. Ray & Ray branch offices are located in major metro cities in India and have a dedicated team of professionals, capable of offering services across a range of disciplines within India or abroad.

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The audit fee of M/s.Arockiasamy& Ra, Chartered Accountants for the Financial year 2021-22 was Rs. 3.54 lakhs (including applicable tax).

The audit fee payable to M/s. RAY & RAY, Chartered Accountants, is Rs. 3,00,000 (Rupees Three Lakhs only) plus applicable taxes and reimbursement of actual out of pocket expenses incurred by them in connection with the statutory audit of the Company for the financial year 2023-2024. The remuneration payable to the Statutory Auditors for the remaining periods of the first term will be subsequently determined by the Board as per the recommendations of the Audit Committee from year to year.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested financially or otherwise in the Resolution at item no. 3 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item no. 3 of the Notice for approval by the Members.

Item No.4

As per Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A of the SEBI (LODR) Regulations, 2015, the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution.

Explanation (i) to Section 180(1) (a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1) (a) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year.

Explanation (ii) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1) (a) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

Kothari Marine International Limited is a subsidiary of the Company. The subsidiary Company is incorporated as on 13/07/2018 with the paid up capital of Rs.10, 00,000/-. Face value is Rs.10 per share. Company is holding 99.99 percent shares of that Company. The Board keeping in view the hardship incurred as the subsidiary company has not received the expected growth, it feels that's its prudent to withdraw investment from the Subsidiary and considers the proposed disinvestment in the best interest of the Company. The Board of Directors of the subsidiary company is of the opinion that with the existing infrastructure facilities presently available with the company is not sufficient to carry on the activities of the company profitability. Subsidiary company is required more working capital requirements to run the business. From last 3 years there is no business activities in the company. The proceeds from the sale will be utilized in the Business. The board of directors of the Company is in their meeting held on 31st August, 2023 decided to disposal of the shares to the respective buyer(s) after getting approval from members.

Accordingly, pursuant to Section 180(1) (a) of the Companies Act, 2013, and Regulation 37A of the SEBI (LODR) Regulations, 2015, and all applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members of the Company are further requested to note that their consent to the Board is being sought by way of a Special Resolution to sell / transfer/ dispose-of the entire shares.

None of the Directors or KMP of the Company or their relatives are related or concerned or interested, financially or otherwise in the resolution.

The Board accordingly recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members.

Item No.5

As per Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A of the SEBI (LODR) Regulations, 2015, the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the

company, only with the approval of the members of the Company by way of a special resolution.

Explanation (i) to Section 180(1) (a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1) (a) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year.

Explanation (ii) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1) (a) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

The company proposes to disinvest its entire investment of 52000 equity shares of face value Rs. 10 each to Mr. Rakesh Garg. The Board keeping in view that the company has not received the expected growth, it feels that's its prudent to withdraw investment from the company and considers the proposed disinvestment in the best interest of the Company. The proceeds from the sale will be utilized

in the Business. The board of directors of the Company, in their meeting held on 31st August 2023, decided to disposal of the shares to Mr. Rakesh Garg after getting approval from members.

Accordingly, pursuant to Section 180(1) (a) of the Companies Act, 2013, and Regulation 37A of the SEBI (LODR) Regulations, 2015, and all applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members of the Company are further requested to note that their consent to the Board is being sought by way of a Special Resolution to sell / transfer/ dispose-of the entire shares.

None of the Directors or KMP of the Company or their relatives are related or concerned or interested, financially or otherwise in the resolution.

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

By Order of the Board of Directors
For KOTHARI INDUSTRIAL CORPORATION LIMITED

Place : Chennai
Date : 31.08.2023

PRADIP D KOTHARI
CHAIRMAN
DIN : 01315682

Kothari Industrial Corporation Limited

ANNEXURE TO THE NOTICE

Particulars of the Director seeking Reappointment/Appointment in the forthcoming Annual General Meeting pursuant to Reg. 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard -2 (SS-2) issued by the Institute of Company Secretaries of India.

I.

| | |
|--|---|
| Name of the Director | Mrs. Thoopjlamudu Arulpathy Rajalaxmi |
| Date of Birth | 18.11.1961 |
| Date of Appointment | 11.06.2018 |
| Qualification | B.A |
| Expertise in specific functional area | She has vast experience in Leadership, strategies, Planning, Sales, and Governance. |
| Directorships in other companies | Kothari Marine International Limited |
| Listed entities from which resigned in the past three years | Nil |
| Membership / Chairman in other companies | Nil |
| Committee Membership | Member a) Nomination and Remuneration Committee b) Stakeholders Relationship Committee |
| Shareholding in Kothari Industrial Corporation Limited | 0 |
| Relationship with Other Directors, Manager and others Key Managerial Personnel of the Company. | Nil |
| Number of meetings attended during the year | Please refer Boards Report |

BOARD'S REPORT

Dear Members,

Your Directors hereby present their 53rd Annual Report on the business and operations together with the Audited Accounts of the Company for the year ended March 31, 2023.

SUMMARY OF FINANCIAL RESULTS:

| Particulars | 2022-23 | 2021-2022 |
|--|---------------------|-----------|
| | Rs. in Lakhs | |
| Total Revenue | 1032.22 | 1031.86 |
| Total Expenses | 1630.88 | 1309.21 |
| (Loss) before Depreciation, Interest, Exceptional Item and Tax | (598.66) | (277.35) |
| Depreciation | 11.26 | 10.74 |
| Interest | 1134.61 | 973.55 |
| Profit/(Loss) before Exceptional Item and Tax | (1744.53) | (1261.64) |
| Exceptional Items (net) | - | 169.54 |
| Profit/(Loss) before Tax | (1744.53) | (1092.10) |
| Tax Expenses | - | 6.75 |
| Profit/(Loss) for the year | (1744.53) | (1098.85) |
| Other Comprehensive Income | 14 | 32.23 |
| Total Comprehensive Income | (1758.53) | (1066.62) |
| Earnings per share | (9.13) | (5.75) |

DIVIDEND

The Board of directors of the company has not recommended any dividend for the year ended 31st March, 2023.

PERFORMANCE

The performance of the company during the year under review is satisfactory and promising. Company has leased out their factory to M/s. Coromandel International Limited for business arrangements and modernization of factory for a period of 5 years and the same had been approved by the members of the company at their extra ordinary general meeting held on 07th December 2021. It is leased out for improving the scope of revenue of the company as otherwise a Business revenue Model. The Board of directors will thrive to improve the performance during the current year. In addition, during the year the company has diversified into various businesses such as Drones and Hotels.

A detailed note on performance is furnished in the management discussion and analysis report.

CHANGE IN NATURE OF BUSINESS IF ANY:

During the year under review Company has started to do business in marketing & manufacturing of Drones and also started Hotel business. The demand for drones has increased during the financial year. During the year under review, Company obtained shareholders' approval via Extra Ordinary General Meeting held on 28.03.2023 to Sell/Transfer/dispose of the Land, Plant and Machinery and Building situated at Kathivakkam Village, Ennore, Chennai-600 057.

PROSPECTS

Due to diversification to other businesses, it is expected that the company would register better performance during the coming year.

SHARE CAPITAL:

The paid-up equity share capital as on 31st March 2023 remains unchanged at Rs. 955.54 lakhs.

The company has not issued any shares during the year under review.

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REDUCTION OF SHARE CAPITAL

Your Board of Directors at their meeting held on 31.10.2020, approved a Scheme of Reduction of share capital (the Scheme), to extinguish / cancel 66,27,000 equity shares of the Company held by Promoters group of the Company, as detailed in the Scheme which is posted on the Company's website. The Scheme was approved by the shareholders through a special resolution vide postal ballot dated June 30, 2021, and was taken on record by the stock exchanges (BSE – designated stock exchange for this purpose).

The Company had filed the application/scheme for reduction of capital before the NCLT, Chennai. NCLT, Chennai has approved the scheme of reduction of capital via an order dated 10.05.2023. The company had filed e-form INC-28 with the Registrar of Companies, Chennai on 30.05.2023, upon which the scheme has become effective. The issue subscribed and paid-up capital of the Company stands reduced from 1,91,10,885 equity shares of ₹5/- each aggregating to ₹9,55,54,425 to 1,24,83,885 equity shares of ₹5/- each aggregating to ₹6,24,19,425.

TRANSFER TO RESERVES

Your company has not transferred any amount to the reserves for the year ended 31st March, 2023 in the absence of profit.

MANAGEMENT DISCUSSION AND ANALYSIS & CORPORATE GOVERNANCE:

In terms of provisions of Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, (hereinafter referred to as Listing Regulations) the Management Discussion and Analysis Report is appended as **Annexure I** to this report.

PARTICULARS OF EMPLOYEES:

The details of remuneration of Directors and Employees in accordance with the provisions of Section 197(12)

of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended as **Annexure II** to this report.

A statement showing the remuneration of employees who were in receipt of remuneration as prescribed under Rule 5(2) & Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 form part of this report and will be provided to any member on a written request to the Company Secretary.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A) Change in Board Constitution and KMP

- i) Mrs. Thoopjlamudu Arulpathy Rajalaxmi, Director, will retire at the forthcoming Annual General Meeting. She is eligible for re-election and offers herself accordingly, subject to the approval of the members at the ensuing Annual general meeting of the company.
- ii) During the year, at the 52nd AGM of the Company held on September 27, 2022, Mr. Pradip D Kothari who was liable to retire by rotation and being eligible, was re-appointed as a director liable to retire by rotation.
- iii) During the year, after shareholders' approval in the AGM held on September 27, 2022, Mr. Pradip D Kothari continued as non-executive director after attaining the age of 75 years.
- iv) Mr. Rafiq Ahmed was reappointed as Managing Director of the Company for a further period of three years w.e.f 28th September 2022.
- v) During the year, Mr. V Singaravel resigned from the post of Chief financial officer as on 20.10.2022. During the year, Mr. Balajee appointed as a Chief financial officer of the Company as on 01.12.2022.

B) Details with regards to meeting of Board of Directors during the year of the Company

(i) Composition of the Board of Directors as on the date of this Report is mentioned below:

| Name of the Director | Designation | Category |
|-------------------------------------|-----------------------------------|--|
| Mr. Pradip D Kothari | Director/Chairman | Non-executive Non-Independent Director |
| Mr. Rafiq Ahmed | Vice Chairman & Managing Director | Executive Director |
| Mr. Gunasekaran | Director | Independent Director |
| Mr. Dilip Machadoo | Director | Independent Director |
| Ms.Thoopjlamudu Arulpathy Rajalaxmi | Director | Non-executive Non-Independent Director |

(ii) Board meeting:

The Board of Directors met 07 times during the financial year ended 31st March, 2023 in accordance with the provisions of the Companies Act, 2013 and rules made there under.

During the FY 2022-2023, 07 meetings of the Board of Directors of the Company were held i.e., on 28.05.2022, 06.06.2022, 07.07.2022, 12.08.2022, 14.11.2022, 14.02.2023, and 04.03.2023. The gap between two meetings did not exceed 120 days. The attendance of the members at the Board of Directors meetings was as follows:

| Name of Director | No. of Board Meetings attended |
|--------------------------------------|--------------------------------|
| Mr. Pradip D Kothari | 07 |
| Mr. J Rafiq Ahmed | 07 |
| Mr. D Gunasekaran | 07 |
| Mr. DilipMachado | 07 |
| Ms. Thoopjlamudu Arulpathy Rajalaxmi | 07 |

(C) Policy on Directors' Appointment and Remuneration:

The Policy of the Company on Director's Appointment and Remuneration, including criteria for determining qualifications, positive attributes, independence of director and other matters provided under Section 178(3) of the Companies Act, 2013, adopted by the Board, is posted on the website of the Company www.kotharis.in. We affirm that the Remuneration paid to the director is as per the terms laid out in the said policy.

(D) Declaration by Independent Directors:

The Company has received necessary declarations from each Independent Director(s) under Section 149(7) of the Companies Act, 2013, that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013.

(E) Familiarization Programme For Independent Directors:

A policy on familiarization program for Independent Directors has also been adopted by the Company and is put up on the website of the company www.kotharis.in. All new Independent Directors (IDs) included in the Board are presented with an overview of the Company's business operations, products, organization structures and about the Board Constitutions and its procedures.

(F) Separate Meeting of Independent Directors:

The Independent Directors of the Company had met during the year on 30th March 2023 to review the performance of Non-Independent Directors and the Board as a whole, reviewed the performance of the Chairperson of the Company and also assessed the quality, quantity and timeliness of flow of information between the company management and the Board without the presence of the Non-Independent Directors and members of the Management.

(G) KEY MANAGERIAL PERSONNEL:

The following are Key Managerial Personnel:
 Mr. J Rafiq Ahmed, Managing Director
 Mr. Anil Kumar Padhiali, Company Secretary cum Compliance officer
 Mr. V. Singravel, Chief Financial Officer (Resigned on 20.10.2022)
 Mr. N Balajee, Chief Financial Officer (appointed on 01.12.2022 and Resigned on 24.04.2023)
 Mr. Vijayaraghavan, Chief Financial Officer (appointed on 25.05.2023)

COMPOSITION OF BOARD'S COMMITTEES:

Currently, the Board has three Committees: The Audit Committee, the Nomination and Remuneration Committee, and the Stakeholder's Relationship Committee. All Committees are appropriately constituted.

1) Audit Committee:

(a) Terms of Reference:

The powers, role and terms of reference of the Audit Committee covers the area as mentioned under Regulation 18 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013, besides

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other terms as may be referred by the Board of Directors. The powers, role and terms of reference of the Audit Committee include inter alia oversight of Company's financial reporting process, internal financial controls, reviewing the adequacy of the internal audit function, reviewing with management the quarterly/ annual financial statements before submission to the Board, recommending the appointment of statutory auditors and fixation of their remuneration, approval of related party transactions, evaluation of risk management systems etc.

(b) Composition, name of members and chairperson:

The Audit Committee Comprises 3 members, which includes one Non-executive Director and two Non-Executive Independent Directors. The members of the Committee are as follows:

| | | |
|----------------------|----------|--|
| Mr. Dilip Machado | Chairman | Non-executive Independent director |
| Mr. Pradip D Kothari | Member | Non-Independent Non-Executive Director |
| Mr. D Gunasekaran | Member | Non-executive Independent director |

(c) Meetings and attendance during the year:

During the financial year under review, Audit Committee Meetings were held 7 times in a year viz., on 28.05.2022, 06.06.2022, 07.07.2022, 12.08.2022, 14.11.2022, 14.02.2023, and 04.03.2023 the attendance of the members at the Audit Committee meetings was as follows:

| Name of the Members | Attendance particulars | |
|----------------------|------------------------------|----------------------------------|
| | Meeting Held During the year | Meeting Attended During the year |
| Mr. Dilip Machado | 7 | 7 |
| Mr. Pradip D Kothari | 7 | 7 |
| Mr. D Gunasekaran | 7 | 7 |

2) Nomination and Remuneration Committee:

(a) Terms of Reference:

The terms of reference of the Committee include the following namely formulation of criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to remuneration of the directors, key managerial personnel and other employees; formulation of criteria for evaluation of Directors performance, devising a policy on Board diversity, identify persons who are qualified to become directors and who may be appointed in senior management positions in accordance with the criteria laid down, and recommend to Board their appointment and removal.

(b) Composition, name of members and chairperson:

The Committee Comprises 3 members, which includes three Non-Executive Directors. The members of the Committee are as follows:

| | | |
|-------------------------------------|----------|--|
| Mr. Dilip Machado | Chairman | Non-Executive Independent director |
| Mr. D Gunasekaran | Member | Non-Executive Independent director |
| Ms.Thoopjlamudu Arulpathy Rajalaxmi | Member | Non-Executive Non-Independent director |

(c) Meetings and attendance during the year:

During the financial year under review, Nomination and Remuneration Committee Meetings was held 3 times in a year viz 12.08.2022. 14.11.2022 and 14.02.2023 viz., the attendance of the members at the Nomination and Remuneration Committee meeting was as follows:

| Name of the Members | Attendance particulars | |
|-------------------------------------|------------------------------|----------------------------------|
| | Meeting Held During the year | Meeting Attended During the year |
| Mr. Dilip Machado | 3 | 3 |
| Mr. D Gunasekaran | 3 | 3 |
| Ms.Thoopjlamudu Arulpathy Rajalaxmi | 3 | 3 |

(d) Performance evaluation criteria for independent directors:

The criteria for evaluation of the Independent Directors will be attendance, participation in deliberations, understanding the Company's business and that of the industry and in guiding the Company in decisions affecting the business and additionally based on the roles and responsibilities as specified in Schedule IV of the Companies Act, 2013. A formal evaluation mechanism has been adopted for evaluating the performance of the Board, Committees thereof, individual Directors and the chairman of the Board.

3) Stakeholders Relationship Committee:

(a) Terms of Reference:

The Committee looks into redressal of grievances of the investors namely shareholders. The Committee deals with grievances pertaining to transfer of shares, non-receipt of annual report, non-receipt of dividend, dematerialisation / dematerialisation of shares, non-receipt of dividend warrants, transfer/transmission/split of shares etc. The Board of Directors have delegated the power of approving transfer/transmission of shares to a Share Transfer Committee.

b) Composition, name of members and chairperson:

The Committee Comprises 3 members, which includes three non-executive Directors. The members of the Committee are as follows:

| | | |
|-------------------------------------|----------|--|
| Mr. D Gunasekaran | Chairman | Non-Executive Independent director |
| Mr. Dilip Machado | Member | Non-Executive Independent director |
| Ms.Thoopjlamudu Arulpathy Rajalaxmi | Member | Non-Executive Non-Independent director |

During the financial year under review, Stakeholder Relationship Committee Meetings were held 5 times in a year viz. 22.04.2022, 28.06.2022, 10.08.2022, 02.09.2022, and 03.02.2023 and the attendance of the members at the Stakeholder Relationship Committee meeting was as follows:

| Name of the Members | Attendance particulars | |
|-------------------------------------|------------------------------|----------------------------------|
| | Meeting Held During the year | Meeting Attended During the year |
| Mr. Dilip Machado | 5 | 5 |
| Mr. D Gunasekaran | 5 | 5 |
| Ms.Thoopjlamudu Arulpathy Rajalaxmi | 5 | 5 |

BOARD EVALUATION:

Annual evaluation of the performance of the Board, its Committees and of individual directors has been made, pursuant to the section 134(3) of the Companies Act, 2013.

The Nomination and Remuneration Committee ("NRC") reviewed the annual performance of the individual Directors.

In a separate meeting of Independent Directors, performance of non-Independent Directors, performance of the Board as a whole was evaluated.

VIGIL MECHANISM:

The Company has established a mechanism for Director's and employees to report their concerns relating to fraud, malpractice or any other activity or event which is against the interest of the Company. The

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Whistle Blower Policy is in place. Employees can report to the Management concerned unethical behaviour, act or suspected fraud or violation of the Company's Code of Conduct Policy. No Employee has been denied access to the Audit Committee. The Vigil Mechanism policy of the company is available on our website www.kotharis.in.

CORPORATE SOCIAL RESPONSIBILITY:

As per the provision of Section 135 of the Companies Act, 2013, all companies having a net worth of Rs.500 crore or more, or a turnover of Rs.1,000 crore or more or a net profit of Rs.5 crore or more during any financial year are required to constitute a CSR committee and hence our Company do not meet the criteria as mentioned above, hence the Company has not constituted any Corporate Social Responsibility Committee and the provisions of Section 135 of the Companies Act, 2013 is not applicable to the Company.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT 2013:

The Company has in place a Sexual Harassment Policy in line with the requirement of the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act 2013. All the employees (permanent, Contractual, temporary, Trainees) are covered under this policy. Company has constituted the internal complaint committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013. During the year under review, no complaints were received falling under the category of Sexual Harassment of Women.

SECRETARIAL AUDITOR:

Pursuant to provisions of section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company engaged the services of M/s. Santosh Senapati & Co., Company Secretary in practice, Chennai to conduct the Secretarial Audit of the Company for the 12 months period ended on 31st March, 2023. The Secretarial Audit Report (in Form MR-3) is attached as **Annexure-III** to this Report.

Comments of the Board on the qualification/reservation/adverse remarks/disclosure made:

| Observations by Secretarial Auditor | Management Reply |
|---|---|
| 1) Company has not maintained structured Digital Database (SDD) and is non-compliant with provisions of Regulation 3(5) and Regulation 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015. | Company has been suspended since 2000, due to suspension, company was not maintained structured Digital Database (SDD) for the year ended 31.03.2023. The Board noted that Company has made an application for revocation of suspension to BSE Limited. The company secretary informed to the Board that now the company has maintained SDD and complied with the provisions of Reg. 3(5) and Reg. 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015. |

STATUTORY AUDITORS & AUDITORS REPORT:

At the 48th Annual General Meeting of the Company held on 26th September 2018 M/s. Arockiasamy & Raj, Chartered Accountants, Chennai, were re-appointed as Statutory Auditors of the company to hold office till the conclusion of the Annual General Meeting to be held in the year 2023. The Independent Auditors' Report on the accounts for the financial year ended 31st March 2023 does not contain any qualification remarks. In the Audit report has drawn attention to certain financial notes without however qualifying their report.

During the year under review, the statutory auditors have not reported to the Audit Committee under section 143(12) of the Companies Act, 2013, any instance of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board Report.

The Board of Directors of the Company, in their meeting held on 31st August, 2023, recommended the appointment of M/s. RAY & RAY., Chartered Accountants, Chennai (FRN: 301072E) as statutory auditors of the Company to hold office from the

conclusion of the AGM in 2023 till the conclusion of the Annual General Meeting to be held in the year 2028.

COST AUDITOR:

Pursuant to notification of Companies (Cost Records and Audit) Rules, 2014 read with Companies (Cost Records and Audit) Amendment rules, 2014 the Company does not fall under the purview of Cost Audit.

PARTICULARS ON CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

(a) Energy Conservation:

- (i) The steps taken or impact on conservation of energy- The superphosphate factory is under long lease and the lessee has taken appropriate steps to ensure energy in a comprehensive manner. The company has taken efforts to conserve and optimize the use of energy in office.
- ii) The steps taken by the company for utilizing alternate sources of energy-NA.
- iii) The capital investment on energy conservation equipments- NA.

(b) Technology absorption:

- (i) The efforts made towards technology absorption; The KOTHARI INDUSTRIAL CORPORATION LIMITED (KICL) has acquired a 10-year-old Surveying, Aerial Data Processing, Geo Spatial Company called 'Geo Adithya Technologies' and 'Geo Aadithya International' on 01 Jun 2022, by way of Slump Sale agreements to extend its services in the field of Surveying, Aerial Data Processing and Geo Spatial verticals.
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution;

KICL has made a purchase of Geospatial software, Data Processing Hardware, Drones and Drone related software for providing Drone related services and for executing Drone Projects.

KICL has been Empaneled for "Tamil Nadu Unmanned Aerial Vehicle Corporation", Tamil Nadu Department of Geology and Mining and been

qualified for providing Geospatial Survey and Drone Related Services.

After acquiring, KICL has participated in Drone Tenders and won the Adyar Drone Unit tender by Greater Chennai Police and has successfully delivered the Project.

- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the year under reference) -
 - a) details of the technology imported;- NA
 - b) the year of import;- NA
 - c) whether the technology has been fully absorbed and if not, areas where absorption has not taken place, and the reasons thereof;- NA
- (iv) The expenditure incurred on Research and Development- The disclosure pertaining to Research and Development & Technology Absorption is not applicable to your Company.

(c) Foreign Exchange Earnings and Outgo:

| Particulars | FY 2022-23 | FY 2021-22 |
|--|----------------|------------|
| Foreign Exchange Earnings | Rs. 111444.00 | Nil |
| a) Providing land survey service for GCP collection using DGPS | | |
| Foreign Exchange Outgo | Rs. 2744035.80 | Nil |
| a) Advance for buying Drone software | | |
| b) Wood Purchase | Rs. 1685749.00 | - |

DIRECTORS' RESPONSIBILITY STATEMENT:

The Directors confirm that: -

- a) In the preparation of the Accounts for the Financial Year ended 31st March 2023 the applicable accounting standards and schedule III of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force), have been followed along with the proper explanation relating to material departure;

Kothari Industrial Corporation Limited

- b) They have selected such accounting policies and applied them consistently and made judgements 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 Loss of the Company for that period.
- c) To the best of their knowledge and information, they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- d) They have prepared the annual accounts on a going concern basis. The auditors have expressed an emphasis of matter on Going Concern in their Audit.
- e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls though adequate are being strengthened on an ongoing basis quite effective to operate effectively; and
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

SUBSIDIARIES, ASSOCIATES, AND JOINT VENTURES:

Kothari Marine International Limited is an unlisted material subsidiary of the Company. The Company is holding 99.99 percent shares of that Company and does not have any Associate Company nor does it have Joint Venture with any entity. Consolidated Financial statements are applicable to your Company. The policy for determining the material subsidiaries is available in our website at www.kotharis.in.

CONSOLIDATION FINANCIAL STATEMENTS:

The Audited Consolidated financial statements of the company for the Financial Year ended 31st March 2023 together with the report of the Independent Auditors form part of the Annual Report.

Pursuant to first proviso to subsection (3) of Section 129 read with Rule 5 of the Companies (Accounts) Rule, 2014 a statement containing salient features of financial statements of subsidiary is annexed as **Annexure IV**.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has not invested or given any loan or guarantee or in terms of Section 186 of the Companies Act, 2013, during the financial year 2022-23.

RISK MANAGEMENT

The Company has implemented a risk management policy including identification therein of elements of risk, if any, which in the opinion of the Board is adequate.

EXTRACT OF ANNUAL RETURN:

In accordance with Section 92(3) of the Act and rule 12(1) of the Companies (Management and Administration) Rules, 2014 (as amended), a copy of the Annual Return of the Company shall be placed on the Website of the Company at www.kotharis.in.

RELATED PARTY TRANSACTIONS:

All Related Party Transactions entered into by your Company had prior approval of the Audit Committee and the Board of Directors, as required under the Listing Regulations and the Companies Act 2013. Subsequently, the Audit Committee and the Board have also reviewed the Related Party Transactions on a quarterly basis. Since all Related Party Transactions entered into by your Company were in the ordinary course of business and also on an arm's length basis, accordingly the particulars of the transactions as prescribed in Form AOC - 2 is annexed as **Annexure-V**.

CORPORATE GOVERNANCE:

Your Company shall not be mandatorily required to submit Corporate Governance Report as the equity share capital and net worth of the Company is less than required limits as on the last date of the previous financial year. Provided that where the provision of the Act becomes applicable to the Company at a later date, the Company shall comply with the requirements within six months from the date on which the provisions become applicable to the Company.

COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company complies with all applicable secretarial standards issued by the Institute of Company Secretaries of India.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURT:

There are no significant and material orders passed by the Regulators or Court that would impact the going concern status of the company.

INTERNAL FINANCIAL CONTROLS:

The Company has a well-placed, proper and adequate internal control system, which ensures that all assets are safeguarded and protected and that the transactions are authorized, recorded and reported correctly. The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. This has been endorsed by statutory auditors in their separate report which is annexed.

CODE OF CONDUCT:

As prescribed under the provisions of Section 149 of the Companies Act, 2013 read with Schedule IV thereto and Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for its Board of Directors and senior management and employees, the Company has formulated a comprehensive Code of Conduct (the Code). The Code is applicable to Directors and senior management and employees to such extent as may be applicable to them depending upon their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance of law. The Code reflects the values of the Company viz. Customer Value, Integrity, one team and Excellence. A copy of the Code has been uploaded on the Company's website www.kotharis.in. The Code has been circulated to all the Directors and Management Personnel and its compliance is affirmed by them annually. A declaration signed by the Company's Managing Director for the compliance of this requirement is published in this Report.

INTERNAL AUDITOR:

M/s. N. Ganesan & Co., Chartered Accountants as the Internal Auditor of the Company have carried out effective internal audit of the operations and accounts of the company during the year.

MATERIAL CHANGES AND COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

No material changes and commitments affecting the financial position of the company occurred.

LISTING:

The Company is listed on The Bombay Stock Exchange (BSE) and Calcutta Stock Exchange Limited (CSE). The Company has paid listing fees for the financial year 2023-2024 to BSE Limited and the Company has not paid listing fees to CSE since 1998. company has made an application for revocation of suspension to BSE Limited.

DEPOSITS:

The Company has not accepted any public deposit during the year.

ACKNOWLEDGEMENT:

Your directors place on records their appreciation of the valuable support of management, Financial Institutions, Government authorities, Banks, and Employees. The cooperation and the forbearance of the members are gratefully acknowledged.

By Order of the Board of Directors
For **KOTHARI INDUSTRIAL CORPORATION LIMITED**

Place : Chennai
Date : 31.08.2023

PRADIP D KOTHARI
CHAIRMAN
DIN : 01315682

Kothari Industrial Corporation Limited

Annexure I

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors have pleasure in presenting the management discussion and analysis report for the year ended on March 31, 2023.

1. INDUSTRY STRUCTURE, DEVELOPMENT : India is the third largest producer and consumer of mineral fertiliser globally. Over the years, the Indian fertiliser industry has grown significantly on the back of favourable demand, government's support and increasing agricultural output. Presently, the Government is actively focusing on addressing balanced crop nutrition and improving soil health. The Fertilizers industry has always been an important part of people's lives in India. The fertilizers industry in India is one of the oldest manufacturing sectors in the country and is currently it's largest. The company was engaged in the business of manufacture of Single Super Phosphate (SSP) in the Manufacturing unit situated at Kathivakkam Village, Ennore, Chennai-600057. The production was shelved/discontinued due to scarcity of imported quality Raw materials and want for working capital funds. The Board of Directors proposed an alternative solution for capacity expansion, and identified the factory situated at Ennore, which is not being fully utilized by the Company due to lack of fund.. In this regard, the Board has approached and offered M/s. Coromandal International Limited to operate the production facilities on lease basis as they are into similar manufacture as well own mines the question of Raw materials scarcity does not arise which is the backbone of this industry. The Board of Directors leased out the factory for a period of 5 years situated at Ennore, Chennai to M/s. Coromandel International Limited. During the year 2022-2023, the company has diversified into various business such as Drones and Hotels.

2. OPPORTUNITIES & THREATS : Government's vision to double farmer's income by 2024 is likely to increase agri inputs consumption. Improved awareness about soil health and sustainable practices to promote balanced organic fertilizer. Central and State governments' support towards drip and microirrigation adoption to improve the resource use efficiency and promote water soluble fertiliser usage. The Government is committed to encourage the healthy growth of Capital Market for development of the Economy. During the year 2022-2023, the company has diversified into various

business such as Drones and Hotels. Company has made an application for revocation of suspension to BSE Limited. After revocation of suspension, company will raise capital from the public. The company is exploring other significant business opportunities as part of a diversification scheme which would generate financial outlay and the profitability of the company during the rest of the current financial year 2023-24. The company was engaged in the business of manufacture of Single Super Phosphate (SSP) in the Manufacturing unit situated at Kathivakkam Village, Ennore, Chennai-600057. The Business is operating under challenging environment due to various factors as high cost of raw material/supplies, high Interest Cost and the banks reducing the borrowing powers and then stopping abruptly funding of the working capital are the factors that have led to the recent negative performance of the Company. In addition to that due to continuous loss the entire net worth is eroded and it is negative now. The production was shelved/discontinued due to scarcity of imported quality Raw materials and want for working capital funds. Our factory was established in the year 1960. The Land, Plant and Machinery and Building is under hypothecation since 1995. Since our factory is very old and situated in Coastal Regulation Zone (CRZ) and near to sea, and Company is required fund to develop the factory so we are unable to run the factory with latest technology. Since our factory is situated near to sea, we have lost 7 acres due to sea erosion. Several initiatives such as launching of new products, substantial improvements in quality and service, cost reduction etc. were taken in the past. However, the performance of the Unit did not improve. As the Unit is considered no longer viable, after considering various options the Board decided to sell the same in the overall best interest of all the stakeholders, if we get a suitable buyer.

3. SEGMENT-WISE PERFORMANCE : The Company's main business activity is trading of Fertilizers product and its related activities which fall under four reportable segments. The company has rentals income on its property leased out to various tenants subsequent to the close of the financial year. Major portion of the company's rentable space have been parted pursuant to the approval of the shareholders at the Extra-ordinary General Meeting held on 26th February 2019. Pursuant to the approval of the shareholders at the Extra-ordinary

General Meeting of the company held on 26th February 2019, the company sold two floors of Kothari Buildings to M/s. Gemini Iron and Steel Pvt. Ltd and in July 2021 transferred remaining two floors to the financial creditor in full settlement of its claim. The Company has leased out the factory situated at Ennore, Chennai to M/s. Coromandel International Limited. The same has been approved by the shareholders of the company vide EGM held on 07th December 2021. The rental income is likely to be significantly reduced going forward. The Company has majorly focused on quality and production. The company has embarked upon marketing of sanitizers and face masks (health care products) the demand which is increasing due to COVID 19 incidence. These products are well received by hospitals and general public. The company has started the production and marketing of FMCG products in the 2021-2022 financial year. During the year 2022-2023, the company has diversified into various business such as Drones and Hotels. During the year, the Company recorded a total revenue of Rs. 1032.22 Lacs as compared to Rs. 1031.86 Lacs in the previous year. The details of segment-wise performance is furnished in notes to the financial statements.

4. OUTLOOK : The Company continues to explore the possibilities of expansion and will make the necessary investments when attractive opportunities arise. Company will continue to focus on improving the quality of customer engagement, creating new infrastructure & strengthening existing operations, promoting a safe work environment, enabling culture for happy and satisfied employees, thereby enhancing its stakeholder's value creation. Overall, with a normal monsoon expectation and strengthened business processes, KICL expects to sustain its growth momentum in 2023-24. The company is exploring other significant business opportunities as part of diversification scheme which would generate financial outlay and the profitability of the company during the rest of the current financial year 2023-24.

5. RISK & CONCERNS : Risk management is a very important part of the Company's business policy. Risk Management structure spans across different levels and the Company, continuously identifies, classifies and formulates mitigation measures. The key risk management practices include risk assessment, measurement, monitoring, reporting,

mitigation actions and integration with strategy and business planning. The Company has a robust Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. The framework has different risk models which help in identifying risks trend, exposure and potential impact analysis at a Company level as also separately for business segments.

6. INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY :

Company has adequate internal controls consistent with the nature of business and size of the operations, to effectively provide for safety of its assets, reliability of financial transactions with adequate checks and balances, adherence to applicable statutes, accounting policies, approval procedures and to ensure optimum use of available resources. These systems are reviewed and improved on a regular basis. The Company's operating and business control procedures ensure efficient use of resources and comply with the procedures and regulatory requirements. There are adequate internal controls to safeguard the assets and protect them against losses from unauthorized use or disposition and the transactions are authorized, recorded and reported correctly. The Audit Committee periodically reviews the internal controls systems and reports their observations to the Board of Directors if any. The Directors have appointed M/s. N. Ganesan & Co., Chartered Accountants as the Internal Auditors of the Company for the FY 2022-23.

7. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE :

During the year, the Company has recorded a total turnover of Rs. 1032.22 Lacs as compared to Rs. 1031.86 Lacs in the previous year. The Company has made net loss of Rs. (1744.53) Lacs as compared to net loss of Rs. (1098.85) Lacs of the previous year after providing depreciation, tax, etc. for the year ended 31st March, 2023.

8. HUMAN RESOURCE DEVELOPMENT : Human resources are the most important resources in an organization and need to be used efficiently, because

Kothari Industrial Corporation Limited

success, stability and growth of an organization depend on its ability in acquiring, utilizing and developing the human resources for the benefit of the organization. There were no incidents of sexual harassment reported during the year under review, in terms of the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company believes that the human resources are vital in giving the Company a Competitive edge in the current business environment. The Company's philosophy is

to provide congenial work environment, performance-oriented work culture, knowledge acquisition / dissemination, creativity and responsibility. As in the past, the Company has enjoyed cordial relations with the employees at all levels. The Company continues to run an in-house training program held at regular intervals and aimed at updating their knowledge about issues.

Total number of employees as on 31st March 2023 was 42.

9. KEY FINANCIAL RATIOS:

| Description | U/M | 2022-23 | 2021-22 | Remarks |
|-------------------------|-------|----------|----------|---|
| Debtors Turnover | Days | 103.49 | 86.90 | Due to monsoon failure. |
| Inventory Turnover | Days | 69.05 | 65.75 | It is in line with the previous year. |
| Interest coverage ratio | Times | (0.74) | (0.12) | Due to increase of interest. |
| Current ratio | Times | 0.52 | 0.87 | Due to increase in liability. |
| Debt Equity ratio | - | (1.53) | (2.27) | Due to increase of debt. |
| Operating Profit Margin | % | (169.44) | (122.27) | Due to loss is more as compared to last year. |
| Net Profit Margin % | % | (192) | (107) | Net Loss is more as compared to previous year. |
| Return on Net worth | % | 42 | 39 | Due to increase in loss and increase in equity. |

By Order of the Board of Directors
For KOTHARI INDUSTRIAL CORPORATION LIMITED

PRADIP D KOTHARI
CHAIRMAN
DIN : 01315682

Place : Chennai
Date : 31.08.2023

Annexure II

Details under Section 197(12) Of the Companies Act, 2013 Read With Rule 5(1) Of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- (i) The ratio of the remuneration of each Director to the median employee's remuneration for the financial year and such other details: No remuneration was received by any directors in the company during the financial year 2022-23. Mr. Gunasekaran received only sitting fees.
- (ii) There is no percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Manager, except Company Secretary, in the financial year.
- No remuneration received by the director, so the question of percentage increase in remuneration of each director doesn't arise. Mr. Gunasekaran received only sitting fees.
 - There is no Chief Executive Officer in the financial year, so the question of percentage increase in remuneration of Chief Executive Officer doesn't arise.
 - There is 61.89% increase of remuneration of CS in the financial year.

(iii) The percentage increased in the median remuneration of employees in the financial year : 10.09%.

(iv) There were 42, permanent employees on the rolls of the Company as on 31.03.2023.

(v) Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average percentage increase in the salaries of employees other than the Managerial Personnel in the last financial year is 62.14% and there is no percentile increase in the managerial remuneration.

(vi) It is hereby affirmed that the remuneration paid is as per the remuneration policy of the Company.

By Order of the Board of Directors
For KOTHARI INDUSTRIAL CORPORATION LIMITED

Place : Chennai
Date : 31.08.2023

PRADIP D KOTHARI
CHAIRMAN
DIN : 01315682

Form No.MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR 2022-23

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

To

The Members,
Kothari Industrial Corporation Limited
(CIN - L74110TN1970PLC005865)
Registered Office: Kothari Buildings,
114, Mahatma Gandhi Salai,
Nungambakkam,
Chennai 600034.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Kothari Industrial Corporation Ltd (CIN: L74110TN1970PLC005865) (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 period covering the financial year 2022-23 has complied with the applicable statutory provisions listed herein and also 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 2022-23 with respect to the provisions of-

- i. The Companies Act, 2013 (the Act) and the Rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 and the Rules made thereunder;
- iii. The Depositories Act, 1996 and the Rules framed there under;

- iv. Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI ACT) to the extent applicable to the company:
 - a. The securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f. The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations 1993;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, SEBI Regulations including LODR Regulations as under:

- i. The Board of Directors of the company have approved a Scheme of Reduction of share capital (the Scheme), to extinguish / cancel 66,27,000 equity shares of the Company held by Promoters group of the Company, as detailed in the Scheme

which is posted on the Company's website. The Scheme was approved by the shareholders through a special resolution vide postal ballot dated June 30, 2021, and was taken on record by the stock exchanges (BSE – designated stock exchange for this purpose). The Company had filed the application/scheme for reduction of capital before the NCLT, Chennai. NCLT, Chennai has approved the scheme of reduction of capital via an order dated 10.05.2023. The company had filed e-form INC-28 with the Registrar of Companies, Chennai on 30.05.2023, upon which the scheme has become effective. The issue subscribed and paid-up capital of the Company stands reduced from 1,91,10,885 equity shares of ₹5/- each aggregating to ₹9,55,54,425 to 1,24,83,885 equity shares of ₹5/- each aggregating to ₹6,24,19,425.

- ii. The proceedings initiated by the collector of Nilgiris for repossession of certain plots of land in Coonoor earmarked for public use has been challenged by the company on a writ petition filed before Madras High Court and the matter is pending adjudication.
- iii. The company's shares continue to be under suspension mode with BSE Limited and Calcutta Stock Exchange Limited and steps have already been taken by the company to revoke the suspension for trading from BSE Limited.
- iv. The company's super phosphate factory at Ennore has been leased out to M/s Coromandel International Limited. The same has been approved by the shareholders of the company vide EGM held on 07th December 2021. The compliance of various statutes relating to the running of the factory, compliance of various labour laws, regulations, pollution control and other employee related enactments are the responsibilities of the Lessee and not of the company.
- v. The Statutory Auditors have drawn attention to the following points in their Report and Note to the Financial statement:
 - a. That the Financial statement has been prepared on principles applicable to a Going Concern and the reasons for such an inference on this matter have been enumerated.

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

- i. Secretarial Standards issued by "The Institute of Company Secretaries of India";

- ii. The Listing agreement entered into by the company with BSE read with the SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015.

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

| Nature of Non-Compliances | Applicable Act, Rules, Regulations, Provisions, etc. |
|--|---|
| Maintenance of Structured Digital Database (SDD) | Regulation 3(5) and 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015 |

We further report that:

- i. The Board of Directors of the company is duly constituted with proper balance of Executive, Non-Executive, and Independent Directors.
- ii. Adequate notice is given to all Directors to schedule the meetings, agenda and detailed notes on agenda were sent to directors at shorter notice and at least Seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

**For SANTOSH SENAPATI & CO.,
Company Secretaries**

**CS. SANTOSH KUMAR SENAPATI
Company Secretary
(M.No. 11548)**

**Place : Chennai (C.P. No. 16782)
Date : 22/08/2023 Peer Review Certificate No. 2789/2022
UDIN: F011548E000845029**

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

Annexure-A

(Our report of even date is to be read along with this Annexure-A)

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc;
5. The compliance of the provisions of the corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For SANTOSH SENAPATI & CO.,
Company Secretaries**

**CS. SANTOSH KUMAR SENAPATI
Company Secretary
(M.No. 11548)
(C.P. No. 16782)**

**Peer Review Certificate No. 2789/2022
UDIN : F011548E000845029**

**Place : Chennai
Date : 22/08/2023**

Annexure IV
Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries/associate companies/
joint ventures**
Part "A": Subsidiary

(Information in respect of each subsidiary to be presented with amounts in Rs.)

| Sl. No. | Particulars | Details |
|---------|---|--------------------------------------|
| 1. | Name of the subsidiary | Kothari Marine International Limited |
| 2. | Reporting period for the subsidiary concerned, if different from the holding company's reporting period | 01.04.2022 to 31.03.2023 |
| 3. | Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries | Not Applicable |
| 4. | Share capital | 1000000 |
| 5. | Reserves & surplus | (89263) |
| 6. | Total assets | 953237 |
| 7. | Total Liabilities | 953237 |
| 8. | Investments | 0 |
| 9. | Turnover | 0 |
| 10. | Loss before taxation | (31343) |
| 11. | Provision for taxation | 0 |
| 12. | Loss after taxation | (31343) |
| 13. | Proposed Dividend | 0 |
| 14. | % of shareholding | 99.99 |

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations: N.A
- Names of subsidiaries which have been liquidated or sold during the year. N.A

 By Order of the Board of Directors
For KOTHARI INDUSTRIAL CORPORATION LIMITED
PRADIP D KOTHARI
CHAIRMAN
DIN : 01315682
Place : Chennai
Date : 31.08.2023

Form AOC-2

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

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

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

Rs. In Lakhs

| Name of the Related party and nature of relationship | Nature of contracts/ arrangements/ transaction | Duration of the contracts/ arrangements/ transaction | Salient terms of the contracts or arrangements or transaction including the value, if any | Date of approval by the Board, If any | Amount paid as advances, if any |
|---|---|---|--|--|--|
| Topguard International Security Force Private Limited- The Managing Director of the company is a Director in the Related Party Company. | Security services | 2022-2023 | Value of transactions not exceeding of Rs.25 lakhs for the financial year 2022-2023. | 14.02.2022 | Nil |

By Order of the Board of Directors
For **KOTHARI INDUSTRIAL CORPORATION LIMITED**

PRADIP D KOTHARI
CHAIRMAN
DIN : 01315682

Place : Chennai
Date : 31.08.2023

**DECLARATION UNDER REGULATION 26(3) READ WITH SECHEDULE V PART D OF SEBI
(LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

I, Rafiq Ahmed (DIN: 02861341), Managing Director of the Company declare that the all-Board members and Senior Management personnel have affirmed compliance with the Code of Conduct for the FY ended 31st March, 2023.

By Order of the Board of Directors
For **KOTHARI INDUSTRIAL CORPORATION LIMITED**

J. RAFIQ AHMED
MANAGING DIRECTOR
DIN : 02861341

Place : Chennai
Date : 31.08.2023

COMPLIANCE CERTIFICATE UNDER REGULATION UNDER REGULATION 17(8) READ WITH PART B OF SCHEDULE II OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,
The Board of Directors,
KOHARI INDUSTRIAL CORPORATION LIMITED

- A. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. 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 listed entity pertaining to financial reporting. Further we have not come across any reportable deficiencies in the design or operation of such internal controls.
- D. We have indicated to the auditors and the Audit committee
1. That there are no significant changes in internal control over financial reporting during the year;
 2. That there are no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 3. That there are no instances of significant fraud with the involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

By Order of the Board of Directors
For KOTHARI INDUSTRIAL CORPORATION LIMITED

Place : Chennai
Date : 31.08.2023

J. RAFIQ AHMED
MANAGING DIRECTOR
DIN : 02861341

VIJAYARAGHAVAN
CHIEF FINANCIAL OFFICER

Kothari Industrial Corporation Limited

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of
KOHARI INDUSTRIAL CORPORATION LIMITED
Kothari Buildings, Nungambakkam High Road,
Chennai-600034

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Kothari Industrial Corporation Limited having CIN-L74110TN1970PLC005865 and having registered office at Kothari Buildings, Nungambakkam High Road, Chennai-600034 (herein after 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 Subclause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me 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 31st March, 2023 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 other Statutory Authority.

| SL. No. | Name of Director | DIN | Date of appointment in Company |
|---------|----------------------------------|----------|--------------------------------|
| 1 | PRADIP DAYANAND KOTHARI | 01315682 | 28/04/1972 |
| 2 | JINNAH MOIDEEN AHMED RAFIQ | 02861341 | 21/04/2017 |
| 3 | DILIP MACHADO | 06895289 | 31/03/2015 |
| 4 | DAKSHINAMOORTHY GUNASEKARAN | 07326495 | 30/10/2015 |
| 5 | THOOPJLAMUDU ARULPATHY RAJALAXMI | 08148628 | 11/06/2018 |

Ensuring the eligibility of and 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 SANTOSH SENAPATI & CO.,
Company Secretaries

CS. SANTOSH KUMAR SENAPATI
Company Secretary
(M.No. 11548)
(C.P. No. 16782)

Place : Chennai
Date : 22/08/2023

Peer Review Certificate No. 2789/2022
UDIN : F011548E000845031

Independent Auditor's Report

To the Members of

KOTHARI INDUSTRIAL CORPORATION LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **KOTHARI INDUSTRIAL CORPORATION LIMITED** ("*the Company*") which comprises the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), Cash Flow Statement and the Statement of changes in equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and loss, changes in equity and its cash flows for the year ended on that date.

Basis of Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI)

together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS Financial Statements.

Material Uncertainty Related to Going Concern

The company has generated negative cash flows and incurred substantial operating losses during the current year and earlier years. Its current liabilities far exceeds its current assets. In order to continue the company is apparently dependent on the infusion of sufficient funds and restructuring of operations. There is, thus, in our opinion, existence of material risk as to the company's ability to continue as going concern. Based on the funds infused, business plans and the diversification programmes of the management, the company is reasonably assured to carry on the operations as a going concern. On this basis the company has prepared the financial statements on going concern basis. **Our conclusion is not qualified in respect of these matters.**

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have not determined any matters to be the key audit matters to be communicated in our report.

Continued...

Kothari Industrial Corporation Limited

| Key Audit Matter | Auditor's Response |
|---|---|
| <p>Revenue recognition under Ind AS 115</p> <p>The sales of various products traded by the company are generally on credit terms. The credit terms varies according to the nature of products namely, Straight Fertilizers, NPK Mixtures, Agro Products, Micro Bio Products, Water Soluble Fertilizers etc. and relationship with the customers. In Addition the Company has been trading in FMCG Products including health care Products and confectionaries.</p> <p>Most of the customers are long standing relationship with the company and are being serviced by Field Officers. The credit period varies according to the products mentioned above and also the credit worthiness of the customers. The credit period generally ranges from 30 to 120 days which is normal trade practice.</p> <p>There is however no standard policy.</p> | <p>Our procedures included:</p> <p>It is noticed during the audit that the company has effective control through field officers to monitor the quantum of sales including types of products and value of goods sold on credit. The field officers are in constant touch with the customers and monitor recovery of dues and supply by goods on credit is conditioned by overdues from the customers. There is no procedure of charging overdue interest on overdue accounts, but this is taken into account would affect the credit rating of the customers. The above procedure has been broadly reviewed to our satisfaction.</p> <p>The company has recently evolved effective online control system ensuring better supervision at the field level, regional office etc.</p> |

INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

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

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

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.

Without qualifying our report we draw attention to the following:

1. The financial statement has been presented on principles applicable to a going concern despite accumulated losses and consequent erosion of net worth, there is also significant mismatch between current liability and current assets therefore there is material uncertainty in fulfilling the gabs within reasonable time. Significant amount of moneys being made available from time to time by associate companies of Managing Director for working funds and settlement of old creditors and would continue to do so. Further, the business plan envisaged by the management provides for large scale expansion with injection of finance.(Refer Note No. 3)
2. No provision has been created in the accounts against loss that may arise due to the claim raised by the Government against the Coonoor property. (Refer Note No. 4).

3. Arbitration Award against the Company regarding additional electricity dues of erstwhile Caustic Soda plant which is challenged by the Company before Madras High Court and pending Adjudication. (Refer Note No.5).
4. The Company has Charged Rs. 1125.51 lakhs being the Interest on the Loan from M/s Parveen Roadways (P) Limited a related party to the retained earnings directly instead of re-stating the previous year's financial statements as per IND AS 8. (Refer Note No.7).
5. Board of Directors at their meeting held on 31.10.2020, approved a Scheme of Reduction of share capital (the Scheme), to extinguish / cancel 66,27,000 equity shares of the Company held by Promoters group of the Company, as detailed in the Scheme which is posted on the Company's website. The Scheme was approved by the shareholders through a special resolution vide postal ballot dated June 30, 2021, and was taken on record by the stock exchanges (BSE – designated stock exchange for this purpose).

The Company has filed the application scheme for reduction of capital before the NCLT, Chennai. The Hon'ble NCLT Bench, Chennai Approved the scheme via order dated 10th May 2023. The Scheme will be made effective by filling a certified copy of the order of the NCLT through e-form INC-28 with the Registrar of Companies Chennai. Upon effectiveness of the scheme, the issued, subscribed and paid-up share capital of the Company stand reduced from 19110885 equity shares of Rs. 5/- each aggregating to Rs.9,55,54,42 to 1,24,83,885 equity shares of Rs 5/- each aggregating to Rs. 6,24,19,425 (Refer Note No.6).

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the company in accordance with the Indian Accounting Standards prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Indian Accounting Standards)

Rules, 2015, as amended 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.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

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

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

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

Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under

Kothari Industrial Corporation Limited

section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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

Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, 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 Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. Except the fact that the company has charged Rs. 2229.93 lakhs being the Prior year interest on the Loan from M/s Parveen Roadways (P) Limited a related party to the retained earnings directly instead of re-stating the previous year's financial statements as per IND AS 8.
 - e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.

- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". 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 matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
 In our opinion and to the best of our information and according to the explanations given to us, no remuneration was paid by the Company to its directors during the year.
- 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 standalone financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, 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, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
1. The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.
 2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **M/s. Arockiasamy & Raj**
 Chartered Accountants
 Firm Reg.No.006850S
 (A. Nagarajan)
 Partner
 Membership No. 020680

Place : Chennai
 Dated : 25.05.2023

Kothari Industrial Corporation Limited

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **Kothari Industrial Corporation Limited** of even date)

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”)

1. We have audited the internal financial controls over financial reporting of **KOTHARI INDUSTRIAL CORPORATION LIMITED** (“the Company”) as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

MANAGEMENT’S RESPONSIBILITY FOR THE INTERNAL FINANCIAL CONTROLS

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

AUDITOR’S RESPONSIBILITY

3. Our responsibility is to express an opinion on the 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 Institute of Chartered Accountants of India 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.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures are 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.

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

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

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

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management

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

OPINION

8. In our opinion, 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, 2023, 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.

Place : Chennai
Dated : 25.05.2023

For **M/s. Arockiasamy & Raj**
Chartered Accountants
Firm Reg.No.006850S
(A. Nagarajan)
Partner
Membership No. 020680

Kothari Industrial Corporation Limited

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 2 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2023:

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. In respect of the Company's Property, Plant and Equipment and Intangible Assets;
 - a) (A) The Company has maintained proper records showing full particulars Including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
 - (B) The Company has maintained proper records showing full particulars of intangible assets.
 - b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c) The title deeds of all the immovable properties (other than properties where the company is lessee and the lease agreements are duly executed in favour of the company) disclosed in the Financial Statements are held in the name of the company. However in respect land to the extent of 5.33 Grounds s dispute regarding ownership is pending with Madras High Court. (Ref Note (vi) to Note no 1-Share capital.
 - d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
 - e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii) The management has conducted the physical verification of inventory at reasonable intervals.
- iii) The company has not been sanctioned any working capital Loan.
 - a) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- v) According to the information and explanations given to us, the company has not accepted any Public Deposits during the year.
- vi) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- vii) The Company is not regular in depositing undisputed statutory dues including provident fund, service tax, Goods and Service Tax, income tax (tax deducted at source), professional tax and property tax.
 - (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has not been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Goods and Service Tax, Duty of Customs, and any other statutory dues with the appropriate authorities.

(b) According to the information and explanations given to us, the extent of arrears of undisputed amount outstanding as on 31st March 2023 for a period of more than six months from the date they became payable, as certified by the Management is as under

Rs.

| | |
|-------------------|-----------|
| Income Tax (TDS)* | 35,38,710 |
| Professional Tax | 18,95,219 |
| Provident fund | 24,38,580 |

(c) According to the information and explanations given to us, There are no disputed dues of Income Tax, Customs Duty, Cess and other material statutory dues except the following.

| Name of the statute | Nature of dues | Amount (in lacs) | Period to which the amount relates | Forum where dispute is pending |
|---|----------------|------------------|------------------------------------|--|
| Tamilnadu Branch Transfer of Fertilisers Non receipt of 'C' forms and disputed tax on sulphur loan | TNGST & CST | 3.87 | 1988-89 to 1991-92 | D.C.C.T appeals STAT and High court stay |
| Karnataka Turnover tax on NPK Mixture | KST | 0.05 | 1996-97 | STAT – Stay |
| Kerala Disputed rate of tax | KGST | 876.89 | 2001-02 | STAT – Stay |
| | Total | 77.42 | | |
| Remanded back to Assessing authorities: Branch transfer of fertilisers, non receipt of 'C' forms and disputed taxes | TNGST & CST | 77.42 | 1985-86 to 1997-98 | D.C.C.T appeals STAT and High court |

- viii) No unrecorded Transaction has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act 1961.
- ix) On the basis of verification of records and according to the information and explanations given to us, the Company has defaulted in repayment of loans or borrowings to Financial Institutions and subsequently settled the matter thru court, NCLT proceedings and assignments. The company has not raised any monies against issue of debentures.
- x) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- xi) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xii) Based upon the audit procedures performed and the information and explanations given by the management, the company has not paid any managerial remuneration during the year.
- xiii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- xiv) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

Kothari Industrial Corporation Limited

- xiv) a) The company has an Internal Audit system. However it has to be strengthened.
- b) The reports of the Internal auditors for the period under audit were considered us.
- xv) The company has not entered into any non-cash transactions with directors or persons connected with him.
- xvi) a) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.
- b) The Company has not conducted any Non-Banking financial or Housing Finance activities during the year.
- c) The company is not a core Investment Company as defined in the Regulation made by the Reserve Bank of India.
- d) The Group does not have any Core Investment Company.
- xvii). The company has incurred cash loss during the year and in the immediately preceding financial as follows

Rs. in Lakhs

| | |
|-----------------------|------------|
| Cash Loss F.Y 2022-23 | (1,979.60) |
| Cash Loss F.Y 2021-22 | (1,055.88) |

xviii) There has not been any resignation of Statutory Auditors

xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions 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. Please our report on the Going Concern.

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) There is no ongoing projects during the Financial Year.

xxi) Since this is a standalone The subsidiary company whose results are included in the consolidated financial statements are not covered by CARO.

For **M/s. Arockiasamy & Raj**
Chartered Accountants
Firm Reg.No.006850S

(A. Nagarajan)
Partner

Membership No. 020680

Place : Chennai
Dated : 25.05.2023

KOTHARI INDUSTRIAL CORPORATION LIMITED
STANDALONE BALANCE SHEET AS AT 31ST MARCH 2023
Rupees in Lakhs

| Particulars | Note No | As at 31 st March 2023 | As at 31 st March 2022 |
|--|---------|--------------------------------------|--------------------------------------|
| ASSETS | | | |
| NON-CURRENT ASSETS | | | |
| (a) Property, Plant and Equipment | 15(a) | 2,753.81 | 2,738.82 |
| (b) Intangible assets | 15(b) | 3.22 | - |
| (c) Property held for sale | 15(c) | - | - |
| (d) Deferred tax asset | | 778.03 | 778.03 |
| (e) Financial Assets | | | |
| (i) Investments | 16 | 9.99 | 9.99 |
| (ii) loans and advances | 17 | 83.66 | 133.46 |
| Non-Current Assets | | 3,628.72 | 3,660.30 |
| CURRENT ASSETS | | | |
| (a) Inventories | 18 | 167.84 | 222.29 |
| (b) Financial Assets | | | |
| (ii) Trade receivables | 19 | 271.54 | 225.16 |
| (ii) Cash and cash equivalents | 20 | 37.79 | 17.09 |
| (iii) Other Financial assets | 21 | 703.98 | 521.75 |
| Current Assets | | 1,181.16 | 986.29 |
| TOTAL ASSETS | | 4,809.88 | 4,646.60 |
| EQUITY AND LIABILITIES | | | |
| EQUITY | | | |
| (a) Equity Share Capital | 22 | 955.54 | 955.54 |
| (b) Other Equity | 23 | (5,708.38) | (3,717.52) |
| Equity | | (4,752.84) | (2,761.98) |
| LIABILITIES | | | |
| NON-CURRENT LIABILITIES | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 24 | 7,265.80 | 6,252.84 |
| (b) Provisions | 25 | 19.29 | 16.03 |
| Non Current Liabilities | | 7,285.09 | 6,268.87 |
| CURRENT LIABILITIES | | | |
| (a) Financial Liabilities | | | |
| (ii) Trade payables | 26 | | |
| Total outstanding dues of micro enterprises and small enterprises | | 5.24 | 33.94 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | | 115.70 | 202.57 |
| iii) Other Financial liabilities | 27 | 2,049.43 | 815.49 |
| (c) Provisions | 28 | 107.26 | 87.72 |
| Current Liabilities | | 2,277.63 | 1,139.71 |
| TOTAL EQUITY AND LIABILITIES | | 4,809.88 | 4,646.60 |
| SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES | 2 | | |
| CONTINGENT LIABILITIES | 29 | | |

The accompanying notes are an integral part of the standalone Ind AS financial statements

As per our Report of even date attached

For Arockiasamy & Raj
Chartered Accountants
Regn.No.006850S
A. Nagarajan
Partner
Membership No.020680
Place: Chennai
Date: 25th May 2023
For and on behalf of the Board of Directors
Pradip D Kothari
Chairman
DIN : 01315682
Anil Kumar Padhiali
Company Secretary
J. Rafiq Ahmed
Vice Chairman &
Managing Director
DIN : 02861341
S. Vijayaraghavan
Chief Financial Officer

Kothari Industrial Corporation Limited

Standalone Statement of Profit and Loss for the year ended 31st March, 2023

| Particulars | Note No | Rupees in Lakhs | |
|--|---------|---|---|
| | | For the year ended 31 st March 2023 | For the year ended 31 st March 2022 |
| Revenue from operations | 30 | 957.64 | 945.77 |
| Other Income | 31 | 73.48 | 86.09 |
| | | <u>1,031.12</u> | <u>1,031.86</u> |
| Expenses: | | | |
| Purchase of Stock-in-Trade | | 531.00 | 801.06 |
| Changes in inventories of finished goods, work-in-progress and Stock-in-Trade | 32 | (18.77) | (73.22) |
| Employee benefits | 33 | 288.67 | 160.69 |
| Financial costs | 34 | 1,134.61 | 973.55 |
| Depreciation and amortization expense | 15(d) | 11.26 | 10.74 |
| Other expenses | 35 | 831.21 | 420.68 |
| | | <u>2,777.98</u> | <u>2,293.50</u> |
| Profit / (Loss) before exceptional and extraordinary items and tax | | (1,746.86) | (1,261.64) |
| Exceptional Items | 36 | (230.00) | 169.54 |
| Profit before extraordinary items and tax | | <u>(1,976.86)</u> | <u>(1,092.10)</u> |
| Extraordinary Items | | - | - |
| Profit / (Loss) before tax | | <u>(1,976.86)</u> | <u>(1,092.10)</u> |
| Tax expense: | | | |
| (1) Current tax | | - | 6.75 |
| Profit for the year from continuing operations | | <u>(1,976.86)</u> | <u>(1,098.85)</u> |
| Profit/(Loss) from discontinuing operations | | | |
| Tax expense of discounting operations | | | |
| Profit/(Loss) from Discontinuing operations | | - | - |
| Profit/(Loss) for the year | | <u>(1,976.86)</u> | <u>(1,098.85)</u> |
| Other Comprehensive Income | | | |
| Items that will not be reclassified to profit or loss | | | |
| - Re-measurement of gains and (losses) on defined benefit obligation | | (14.00) | 32.23 |
| Total Comprehensive Income for the year | | <u>(1,990.86)</u> | <u>(1,066.62)</u> |
| Earning per equity share: | | | |
| (1) Basic | | (10.34) | (5.75) |
| (2) Diluted | | (10.34) | (5.75) |

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2

The accompanying notes are an integral part of the standalone Ind AS financial statements

As per our Report of even date attached

For Arockiasamy & Raj
Chartered Accountants
Regn.No.006850S

A. Nagarajan
Partner
Membership No.020680
Place: Chennai
Date: 25th May 2023

For and on behalf of the Board of Directors

Pradip D Kothari
Chairman
DIN : 01315682

Anil Kumar Padhiali
Company Secretary

J. Rafiq Ahmed
Vice Chairman &
Managing Director
DIN : 02861341

S. Vijayaraghavan
Chief Financial Officer

A) EQUITY SHARE CAPITAL Rs. in Lakhs

(i) Year ended 31st March, 2023

| | | | | | | | |
|-----------------------------|--------|--|---|---|---|------------------------------|--------|
| Balance as at April 1, 2022 | 955.54 | Changes in Equity Share Capital due to Prior period errors | - | Changes in equity Share capital during the current year | - | Balance as at March 31, 2023 | 955.54 |
|-----------------------------|--------|--|---|---|---|------------------------------|--------|

(ii) Year ended 31st March, 2022

| | | | | | | | |
|-----------------------------|--------|--|---|---|---|------------------------------|--------|
| Balance as at April 1, 2021 | 955.54 | Changes in Equity Share Capital due to Prior period errors | - | Changes in equity Share capital during the current year | - | Balance as at March 31, 2022 | 955.54 |
|-----------------------------|--------|--|---|---|---|------------------------------|--------|

B) OTHER EQUITY

(1) Current Year ended 31st March, 2023

| | Capital Reserve | Capital Redemption Reserve | Reserves and Surplus | | | Total |
|--|-----------------|----------------------------|----------------------|-------------------|---|------------|
| | | | Revaluation Surplus | Retained Earnings | | |
| Balance at the beginning of the current reporting period | -420.97 | 18.00 | 2164.74 | -6302.79 | | -4541.02 |
| Additions Made during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| Transition Adjustments made during previous year | 0 | 0 | 0 | 0 | 0 | 0 |
| Profit/(Loss) for the year | 0 | 0 | 0 | -1977.17 | | -1977.17 |
| Comprehensive income for the year | 0 | 0 | 0 | -14.00 | | -14.00 |
| Transfer to retained earning | 0 | 0 | 0 | 0 | 0 | 0.00 |
| Balance at the end of the current reporting period | -420.97 | 18.00 | 2164.74 | -8293.96 | | (6,532.19) |

Rs. in Lakhs

(2) Previous Year ended 31st March, 2022

| | Reserves and Surplus | | | | Total |
|--|----------------------|----------------------------|---------------------|-------------------|------------|
| | Capital Reserve | Capital Redemption Reserve | Revaluation Surplus | Retained Earnings | |
| Balance as at April 1, 2021 | 1415.76 | 18.00 | 3380.86 | -5235.59 | -420.97 |
| Restated balance at the beginning of the previous reporting period | 1216.14 | 0 | 0 | 0 | 1216.14 |
| Transition Adjustments made during previous year | 0 | 0 | -1216.14 | 0 | -1216.14 |
| Profit/(Loss) for the year | 0 | 0 | 0 | -1098.85 | -1098.85 |
| Comprehensive income for the year | 0 | 0 | 0 | 32.23 | 32.23 |
| Transfer to retained earning | 0 | 0 | 0 | -2229.93 | -2229.93 |
| Balance at the end of the current reporting period | 2631.9 | 18.00 | 2164.72 | -8532.14 | (3,717.52) |

As per our Report of even date attached

For Arockiasamy & Raj
Chartered Accountants
Regn.No.0068505

A. Nagarajan
Partner
Membership No.020680
Place: Chennai
Date: 25th May, 2023

For and on behalf of the Board of Directors

Pradip D Kothari
Chairman
DIN : 01315682

J. Rafiq Ahmed
Vice Chairman &
Managing Director
DIN : 02861341

S. Vijayaraghavan
Chief Financial Officer

Anil Kumar Padhiali
Company Secretary

STANDALONE CASH FLOW STATEMENT

| | 31 st March 2023 Rs. Lakhs | 31 st March 2022 Rs. Lakhs |
|--|--|--|
| A) CASH FLOW FROM OPERATING ACTIVITIES | | |
| PROFIT/(LOSS) BEFORE TAX | | (1,092.10) |
| ADJUSTMENTS FOR | | |
| Depreciation and amortization expense | 11.26 | 10.74 |
| Finance Cost | 1,134.61 | 973.55 |
| Creditors written back | - | (1,562.43) |
| (Profit)/Loss on sale of Property | - | 1,050.77 |
| Provision for Expenses | - | 60.40 |
| Provision for Doubtful Debts | - | 281.72 |
| Interest Income | - | (4.84) |
| Discount Received | - | (6.75) |
| Provision for tax | - | - |
| Foreign Exchange Fluctuation Gain | - | - |
| Provision No Longer Required | 1,145.87 | 803.16 |
| | (600.99) | (288.94) |
| OPERATING PROFIT BEFORE WORKING CAPITAL CHARGES | | |
| ADJUSTMENTS FOR | | |
| MOVEMENT IN WORKING CAPITAL : | | |
| Inventories | 54.45 | (73.22) |
| Trade Receivables | (46.38) | (2.43) |
| Other Financial Assets | (182.23) | (13.42) |
| Short Term Provisions | - | 10.37 |
| Trade Payables | (115.57) | (500.38) |
| Financial Liabilities | 1,239.53 | (1,351.01) |
| Current Liabilities | | |
| | 949.80 | (1,930.09) |
| | 348.81 | (2,219.03) |
| NET CASH FLOW FROM OPERATING ACTIVITIES | | |
| B) CASH FLOW FROM INVESTING ACTIVITIES | | |
| Sale / (Purchase) of Property, Plant and equipments, Intangibles | (29.49) | 375.54 |
| Interest Received | - | - |
| Net Advances Paid | - | - |
| NET CASH FLOW FROM INVESTING ACTIVITIES (B) | (29.49) | 375.54 |

| | | | |
|--|--------------|---------------|--------------|
| C) CASH FLOW FROM FINANCE ACTIVITIES | | | |
| Long Term Borrowings | 1,016.22 | | |
| Advances | 49.80 | | |
| Interest Paid | (1,134.61) | | |
| NET CASH FLOW FROM FINANCING ACTIVITIES (C) | | (68.59) | 1,841.14 |
| NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C) | | 250.72 | (2.35) |
| CASH AND CASH EQUIVALENT OPENING BALANCE | | 17.09 | 19.44 |
| EFFECT OF EXCHANGE DIFFERENCES ON RESTATEMENT OF FOREIGN CURRENCIES CASH AND CASH EQUIVALENTS | | - | - |
| CASH AND CASH EQUIVALENT CLOSING BALANCE | | 267.79 | 17.09 |
| COMPONENTS OF CASH AND CASH EQUIVALENTS | | | |
| Cash on Hand | 1.28 | | 0.19 |
| Balances on Current Accounts | 36.51 | | 16.90 |
| Cheques on Hand | | | |
| TOTAL CASH AND CASH EQUIVALENTS | 37.79 | | 17.09 |

Note:- The above cash flow statement has been prepared under "Indirect method" Set out in the Ind AS 7 - Cash flow statement

As per our Report of even date attached

For Arockiasamy & Raj
Chartered Accountants
Regn.No.006850S

A. Nagarajan
Partner
Membership No.020680
Place: Chennai
Date: 25th May, 2023

For and on behalf of the Board

Pradip D Kothari
Chairman
DIN : 01315682

J. Rafiq Ahmed
Vice Chairman &
Managing Director
DIN : 02861341

Anil Kumar Padhiali
Company Secretary

S. Vijayaraghavan
Chief Financial Officer

NOTES ON ACCOUNTS

NOTES FORMING PART OF THE STANDALONE IND AS FINANCIAL STATEMENTS

1. CORPORATE INFORMATION

(i) Holding Company

Kothari Industrial Corporation Limited (“KICL” or “the Company”) is a public limited company was incorporated under the provisions of the Indian Companies Act 1956 in July 1, 1970 and is a listed company. The Company is engaged in manufacturing and mixing of fertilisers and has a network of distributors in the southern states and has developed a brand value recognised in the market place. The company has leased its fertilizer factory to M/s. Coromandel International Limited. The Company is also deal with FMCG Products like Health Care Products and Manufacturing of Rusk, Cookies and Dum Roots.

The financial statement has been presented on principles applicable to a going concern despite accumulated losses and consequent erosion in net worth, on the fact that significant amount of moneys being made available from time to time by associate companies of the Managing Director for working funds and settlement of old creditors and would continue to do so. Further, the business plan envisaged by management provides for large scale expansion with injection of finance.

2. SIGNIFICANT ACCOUNTING POLICIES :

2.1 Basis of preparation of standalone Ind AS Financial statements

(a) Statement of Compliance

These financial statements have been prepared in accordance with the generally accepted accounting principles in India and have complied in all material respects with the Indian Accounting Standards (“Ind AS”) notified under Section 133 of the Companies Act, 2013 (the Act), the Companies (Indian Accounting Standards) Rules, 2015 and Companies Indian Accounting Standards) Amendment Rules, 2016 as applicable and also complied with other relevant provisions of the Act and Interpretations issued by the Ind AS Transition Facilitation Group (ITFG) applicable to Companies reporting under Ind As and additional disclosures required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(b) Basis of measurement

These financial statements have been prepared under historical cost convention except for certain assets and liabilities as tatted in the respective policies, which have been measured at fair value.

(c) Current versus non-current classification

The assets and liabilities have been classified as current or non current as per the Company’s normal operating cycle and other criteria set out in schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities. Cash or cash equivalent is treated as current, unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

2.2 Use of estimates and judgement

The preparation of financial statement in conformity with the generally accepted accounting principles requires the management to make judgements, estimates and assumptions that affect the reported amounts

Kothari Industrial Corporation Limited

of assets and liabilities as at the balance sheet date, reported amounts of revenue and expenses for the year and disclosure of contingent liabilities as of the date of balance sheet. The judgement, estimates and assumptions used in the accompanying financial statements are based upon the management's evaluation of the relevant facts and circumstances as of the date financial statements. Actual amounts could differ from these estimates.

2.3 Significant estimates and judgements

The areas involving significant estimates and judgements:

Defined Employee benefit Obligation - (Refer Note 37)

2.4 Property, Plant and Equipment

(a) Freehold land is carried at cost. All other items of property, plant and equipment including intangibles are carried at cost less accumulated depreciation/amortisation losses, if any.

Subsequent expenditure relating to an asset is included in its book value only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of a component accounted for as an intangible asset is derecognised when replaced. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.

2.5 Depreciation

Depreciation on tangible assets is provided on Written Down value method based on all assets at the appropriate rates in accordance with Schedule II to the Companies Act, 2013. Cost of Intangible amortised over a period of ten years on written down value basis. Investment property is depreciated using the straight line method over its estimated useful life in line with rates specified in Schedule II to the Companies Act 2013.

2.6 Borrowing Costs

Borrowing costs attributable to acquisition or construction of qualifying assets are capitalized as part of the cost of assets up to the date such assets are ready for their intended use. Other borrowing costs are recognised as expense in the period in which they are incurred.

2.7 Impairment

The carrying values of assets/cash generating units at each Balance sheet date are annually reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased such reversal of impairment loss is recognised in the statement of Profit and Loss.

2.8 Foreign Currency translation

i) Functional and presentation currency

The financial statements are presented in Indian Rupee, the national currency of India, which is the functional currency of the Company.

ii) Transaction and balances

Initial Recognition

Foreign currency transactions are recorded in functional currency using the exchange rate prevailing on

the date of transaction.

Subsequent recognition

As at the reporting date, monetary assets and liabilities denominated in foreign currency are restated at the closing exchange rates. Exchange differences arising out of actual payment/realisation and from the year end restatement are recognised in the statement of Profit and Loss.

Forward Contracts

Foreign exchange forward contracts outstanding at the year-end on account of firms commitment / highly probable forecast transactions are marked to market and the gains / losses, if any, are recognised in the Statement of Profit and Loss. The Company does not enter into any speculative transactions in derivatives.

2.9 Inventories

Fertilizer mixtures are valued at lower of cost or net realizable value following first in first out method. Raw materials, Stores and Spare parts are valued at weighted-average cost basis.

2.10 Cash and Cash equivalents

Cash and Cash equivalents consists of all cash balances including demand deposits with banks with original maturities of three months or less.

2.11 Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost, less provision for impairment.

2.12 Investments and other financial assets

i) Classification

The Company classifies its financial assets in the following measurement categories:

- a) Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- b) Those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flow.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For Investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

The Company reclassifies debt instruments when and only when its business model for managing those asset changes.

ii) Measurement

Initial recognition:

The Company measures a financial asset (in the case of a financial asset not carried at a fair value through profit or loss) at its fair value plus transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets that are carried at fair value through profit or loss are expensed in profit or loss.

Subsequent measurement

a. Equity Instruments

The Company subsequently measures all investments in equity (except that in the associate) at fair value and has elected to present fair value gains and losses on equity investments in other comprehensive income with no subsequent reclassification fair value gains and losses to profit or loss.

Investment in associates are measured at cost less provision for impairment.

b. Debt Instruments:

Company's investment in mutual funds (debt funds) are measured at Fair Value through Profit or Loss (FVTPL). A gain or loss on a debt investment that is subsequently measured at FVTPL and is not part of a hedging relationship is recognised in profit or loss and presented in the statement of profit and loss in the period in which it arises.

iii) Impairment of financial asset:

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost. Impairment is considered when there is significant increase in credit risk.

iv) De-recognition of financial assets

A financial asset is de-recognised only when:

- a) The Company's contractual right to the cash flow expires or
- b) The Company had transferred the rights to receive cash flows from the financial asset.

2.13 Revenue recognition

Revenue from Contracts with Customers

Revenue from contracts with customers is recognised when the Company satisfies performance obligation by transferring promised goods to customers. Performance obligations are satisfied at the point of time when the customer obtains controls of the asset. Revenue from Fertilizer sales is recognised when the significant risks and rewards of ownership in the goods are transferred to customers and recovery of the consideration is probable.

Sale of Products

Revenue from the sale of products is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. Revenue from the sale of products is measured at the fair value of the consideration received or receivable. Revenue is net of returns and allowances, trade discounts and volume rebates and Goods and Services Tax.

Sale of services

Royalty income is recognised, on an accrual basis, at agreed rate on production of branded products by the licensee, in accordance with the terms of agreement.

2.14 Lease Rental Income

As a lessor

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the statement of profit and loss on a straight line basis.

2.15 Government Subsidy

Government Subsidy are recognised at fair value where there is a reasonable assurance that the subsidy will be received and all attached conditions will be complied with.

Government Subsidy relating to income are recognised in the statement of profit and loss over the periods in which the related costs, for which the grants are intended to compensate are recognised as expenses.

2.16 Employee benefits / Obligations

(i) Short term obligations

Liabilities for wages and salaries including non monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees rendered their related services are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the Balance Sheet.

ii) Post employment obligations

The Company has the following post employment obligations / plans:

- a) Defined benefit plans such as gratuity for its eligible employees; and
- b) Defined contribution plan such as provident fund

a) Gratuity:

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit obligation is calculated annually by Actuaries using the projected unit credit method.

Actuarial gains or losses are recognised in other comprehensive income. Further, the profit or loss not include an expected return on plan assets. Further, the profit or loss does not include an expected return on plan assets. Instead net interest recognised in profit or loss is calculated by applying the discount rate used to measure the defined benefit obligation to the net defined benefit liability or asset.

Re-measurement gains or losses arising from experience adjustments and changes in actuarial assumption are recognised in the period in which they occur, directly in other comprehensive income (net of tax).

(b) Provident Fund:

This is a defined contribution plan, and contributions made to the Fund as per the rules of the Company are charged top profit and loss. The Company has no further obligations for future provident fund benefits other than monthly contributions.

2.17 Taxes on Income

Taxes on Income comprise current tax and deferred tax.

The current tax expense for the period is the tax payable on the current period's taxable income computed at the applicable income tax rate and is recognised in the statement of profit or loss. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

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Current and deferred tax is recognised in statement profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2.18 Provisions and contingencies

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Contingencies

Contingent liabilities are not recognised but are disclosed in notes. Contingent assets are neither recognised nor disclosed in the financial statements.

2.19 Earnings per share

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

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

2.20 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM")

2.21 Dividend to Shareholders

Final dividend distributed to equity shareholders is recognised in the period in which it is approved by the members of the Company in the Annual General Meeting. Interim dividend is recognised when approved by the Board of Directors at the Board meeting. Dividend distributed (including interim dividend) is recognised in the Statement of changes in Equity.

2.22 Recent Accounting pronouncements to be effective from 1st April 2019

Ind AS 116 Leases:

The Ministry of Corporate Affairs has notified the Ind AS 116. Leases which will be effective from April 1, 2019. Ind AS 116 would replace the existing leases standard Ind AS 17. The standard sets out the principles for the recognition, measurement, presentation and disclosures for both parties to a contract, i.e. the lessee and a lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of profit and loss. The Company is currently evaluating the requirements of Ind AS 116 on the financial statements. The Company believes that the definition of lease under Ind AS 116 would not significantly change the scope of contracts that meet the definition of a lease.

Amendment to Ind AS 12 'Income Taxes':

On March 30, 2019, the Ministry of Corporate Affairs has notified limited amendments to Ind AS 12 'Income Taxes'. The amendments require an entity to recognise the income tax consequences of dividends as defined in Ind AS 109 when it recognises a liability to pay a dividend. The income tax consequences of

dividends are linked more directly to past transactions or events that generated distributable profits than to distribution to owners. Therefore, an entity shall recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The amendments will come into force for accounting periods beginning on or after April 1, 2019. The Company is evaluating the effect of the above in the financial statements.

Appendix C to Ind AS 12, Uncertainty over Income Tax Treatments:

On March 30, 2019, Ministry of Corporate Affairs (“MCA”) has notified the Companies (Indian Accounting Standards) Amendment Rules, 2019 containing Appendix C to Ind AS 12, Uncertainty over Income Tax Treatments which clarifies the application and measurement requirements in Ind AS 12 when there is uncertainty over income tax treatments. The current deferred tax asset or liability shall be recognized and measured by applying the requirements in Ind AS 12 based on the taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates determined by applying this appendix. The amendment is effective for annual periods beginning on or after April 1, 2019. The Company is evaluating the effect of the above in the financial statements.

Amendment to Ind AS 19 ‘Employee Benefits’:

On March 30, 2019, the Ministry of Corporate Affairs has notified limited amendments to Ind AS 19 ‘Employee Benefits’ in connection with accounting for plan amendments, curtailments and settlements. The amendments require an entity to use updated assumptions to determine current service cost and net interest for remainder of the period after a plan amendment, curtailment or settlement and to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognized because of the impact of the asset ceiling. The amendment will come into force for accounting periods beginning on or after April 1, 2019. The Company is evaluating the effect of the above in the financial statements.

2.23 Recent Pronouncements which have become effective April 1, 2022

On March 23, 2022, the Ministry of Corporate Affairs (MCA) amended the Companies (Indian Accounting Standards) Amendment Rules 2022 as follows:

Ind AS 16 - Property, Plant and Equipment:

The amendment clarifies that any excess of net sale proceeds of items produced while testing an equipments over the cost of testing shall not be recognised in the Profit or Loss but deducted from the directly attributable costs considered as part of cost of such items of property, plant and equipment. This will however, not have any impact on the Company’s financial statements.

Ind AS 37 - Provisions, Contingent Liabilities and Contingent Asset:

The amendment specifies that the ‘cost of fulfilling’ a contract comprises the costs that relate directly to the contract. Which consist of both the incremental costs of fulfilling that contract and an allocation of other costs that relate directly to fulfilling contracts. An entity shall apply the amendment to contracts for which it has not yet fulfilled all its obligations at the beginning of the annual reporting period in which it first applies the amendment (the date of initial application). The entity shall not restate comparative information. Instead, the entity shall recognise the cumulative effect of initially applying the amendment as an adjustment to the opening balance of retained earnings or other component of equity, as appropriate, at the date of initial application. The Company has evaluated the amendment and does not expect any material impact on its financial statements.

| Note 15 (a) Property, plant and equipment and Intangible assets | | Note 15 (b) | | | | | | |
|---|--------------------------|-------------|-------------------|----------------------|----------|----------|-------------------|----------|
| Description of Assets | Freehold/Lease hold Land | Buildings | Plant & Machinery | Furniture & Fittings | Vehicles | Total | Intangible Assets | Total |
| 1. Gross Carrying value | | | | | | | | |
| Balance as at March 31, 2020 | 2,639.98 | 1.57 | 73.37 | 0.33 | 4.72 | 2,719.96 | 3.02 | 2,722.98 |
| Additions* | - | - | 1.10 | - | - | 1.10 | - | 1.10 |
| Disposals | - | - | - | - | - | - | - | - |
| Balance as at March 31, 2021 | 2,639.98 | 1.57 | 74.47 | 0.33 | 4.72 | 2,721.06 | 3.02 | 2,724.08 |
| Additions* | - | - | 48.80 | - | 42.27 | 91.07 | - | 91.07 |
| Disposals | - | - | - | - | - | - | - | - |
| Balance as at March 31, 2022 | 2,639.98 | 1.57 | 123.27 | 0.33 | 46.99 | 2,812.13 | 3.02 | 2,815.15 |
| II. Accumulated depreciation / Amortisation | | | | | | | | |
| Balance as at March 31, 2023 | 2,639.98 | 1.57 | 123.27 | 0.33 | 46.99 | 2,812.13 | 3.02 | 2,815.15 |
| Additions* | - | - | 25.55 | - | - | 25.55 | 3.92 | 29.47 |
| Disposals | - | - | - | - | - | - | - | - |
| Balance as at March 31, 2020 | - | 0.57 | 48.81 | 0.33 | 4.06 | 53.77 | 2.37 | 56.14 |
| Charge for the year | - | 0.90 | 7.25 | - | 0.65 | 8.80 | 0.65 | 9.45 |
| Disposals | - | - | - | - | - | - | - | - |
| Balance as at March 31, 2021 | - | 1.47 | 56.06 | 0.33 | 4.71 | 62.57 | 3.02 | 65.59 |
| Charge for the year Note 15(d) | - | - | 6.83 | - | 3.91 | 10.74 | - | 10.74 |
| Disposals | - | - | - | - | - | - | - | - |
| Balance as at March 31, 2022 | - | 1.47 | 62.89 | 0.33 | 8.62 | 73.31 | 3.02 | 76.33 |
| Charge for the year Note 15(d) | - | - | - | - | - | - | - | - |
| Disposals | - | - | - | - | - | - | - | - |
| Balance as at March 31, 2023 | - | 1.47 | 62.89 | 0.33 | 8.62 | 73.31 | 3.02 | 76.33 |
| Charge for the year | - | - | 6.22 | - | 4.34 | 10.56 | 0.70 | 11.26 |
| Net Carrying Value | | | | | | | | |
| Balance as on March 31, 2023 | 2,639.98 | 0.10 | 60.38 | 0.00 | 34.02 | 2,728.26 | 6.24 | 2,757.03 |
| Balance as on March 31, 2022 | 2,639.98 | 0.10 | 60.38 | 0.00 | 38.36 | 2,738.82 | 0.00 | 2,738.82 |
| Balance as on March 31, 2021 | 2,639.98 | 0.10 | 18.41 | 0.00 | 0.00 | 2,658.49 | 0.00 | 2,658.49 |
| Balance as on March 31, 2020 | 2,639.98 | 1.00 | 24.56 | 0.00 | 0.65 | 2,666.20 | 0.65 | 2,666.84 |

Note 15(c) Property, plant and equipment has been sold during the year March 31, 2023

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| *Property has been sold during the year | - | - | - | - | - | - | - | - |
|---|---|---|---|---|---|---|---|---|

Rs. in Lakhs

| 16. | | 31 st March 2023 | 31 st March 2022 |
|-----|--|-----------------------------|-----------------------------|
| | Investments | | |
| | Non-Current Investments | | |
| | Unquoted | | |
| | Investments in Equity instruments | | |
| | 99994 shares of Kothari Marine International Limited @ Rs. 10 each | 9.99 | 9.99 |
| | - 52000 shares of Katiken Logistics Ltd @ Rs.10 each* | 5.20 | 5.20 |
| | Less: Investment provision | (5.20) | (5.20) |
| | Total | 9.99 | 9.99 |

The Company is defunct and in verge of liquidation

| 17. | | 31 st March 2023 | 31 st March 2022 |
|-----|---|-----------------------------|-----------------------------|
| | Loans and Advances | | |
| | Non Current Assets | | |
| | Secured considered good | | |
| | Capital Advances | | |
| | Security Deposits | 83.66 | 133.46 |
| | Sub Total | 83.66 | 133.46 |
| | Unsecured considered good/Doubtful | | |
| | - Rental Deposit | - | - |
| | Sub Total | - | - |
| | Advances recoverable in cash or in kind | - | - |
| | Other loans & advances | - | - |
| | - Balances with Govt. Authorities | - | - |
| | Sub Total | - | - |
| | Total | 83.66 | 133.46 |

Current Assets

| 18. | | 31 st March 2023 | 31 st March 2022 |
|-----|----------------------|-----------------------------|-----------------------------|
| | Inventories | | |
| | Work in progress | | |
| | Finished goods | 82.52 | 134.57 |
| | Stock in trade(Land) | 51.93 | 51.93 |
| | Others | | |
| | - Packing Materials | 33.39 | 35.79 |
| | Total | 167.84 | 222.29 |

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Details of Finished Goods Inventory

Rs. in Lakhs

| 18.1 | Particulars | 31 st March 2023 | 31 st March 2022 |
|------|-------------------------------|-----------------------------|-----------------------------|
| | (i) Goods Manufactured | | |
| | - NPK Mixtures | - | - |
| | (iii) Details of Traded goods | | |
| | - Agro Products | 0.89 | 1.67 |
| | - Micro & Bio Products | 0.17 | 0.47 |
| | - ST. Fertilisers | 21.58 | 62.44 |
| | - NPK Mixtures | 1.54 | 1.76 |
| | - Zinc Sulphate | - | 1.69 |
| | - W.S.Fertilisers | - | - |
| | - Rusk Products | 9.53 | 14.01 |
| | - Sanitizer Products | 27.24 | 31.78 |
| | - Mask Products | 6.17 | 20.29 |
| | - Teak | 9.72 | - |
| | - Food | 5.59 | - |
| | - Hilnet & Book | 0.09 | 0.45 |
| | Total | 82.52 | 134.57 |

| 19 | | 31 st March 2023 | 31 st March 2022 |
|----|-------------------------------|-----------------------------|-----------------------------|
| | Trade receivables | | |
| | Secured Considered good | - | - |
| | Unsecured, considered good | 548.18 | 225.17 |
| | Unsecured considered doubtful | (276.64) | 281.72 |
| | Less : Bad debts | - | (5.08) |
| | Less : Provisions | - | (276.64) |
| | Total | 271.54 | 225.17 |

Note 19 (i) Trade Receivables ageing Schedule - Year ended 31st March 2023

| Particulars | Outstanding for Following periods from due date of Payment | | | | | | |
|-----------------------------|--|--------------------|-------------------|--------------|--------------|-------------------|-----------------|
| | Not Due | Less than 6 Months | 6 Moths to 1 year | 1-2 Years | 2-3 Years | More than 3 Years | Total |
| Trade receivables | | 132.42 | (1.19) | -4.68 | 62.19 | 351.39 | 540.13 |
| Less : Bad debts | - | | | | | - | - |
| Less : Provisions for Debts | - | | | | | (276.64) | (276.64) |
| Total | - | 132.42 | (1.19) | -4.68 | 62.19 | 74.75 | 263.49 |

Trade Receivables ageing Schedule - Year ended 31st March 2022

| Particulars | Outstanding for Following periods from due date of Payment | | | | | | |
|-----------------------------|--|--------------------|-------------------|-------------|--------------|-------------------|---------------|
| | Not Due | Less than 6 Months | 6 Moths to 1 year | 1-2 Years | 2-3 Years | More than 3 Years | Total |
| Trade receivables | | 125.31 | 19.97 | 3.67 | 76.22 | 281.72 | 506.89 |
| Less : Provisions for Debts | - | | | | | (5.08) | (5.08) |
| Total | - | 125.31 | 19.97 | 3.67 | 76.22 | 276.64 | 501.81 |

| 20 | | 31 st March 2023 | 31 st March 2022 |
|----|--|-----------------------------|-----------------------------|
| | Cash and cash equivalents (as per Cash Flow Statement) | | |
| | Balances with banks | | |
| | - In current account | 36.52 | 16.89 |
| | - Cheques on hand | - | - |
| | Cash in hand | 1.28 | 0.20 |
| | Total | 37.79 | 17.09 |

| 21 | | 31 st March 2023 | 31 st March 2022 |
|----|---|-----------------------------|-----------------------------|
| | Other Financial assets | | |
| | Loans and advances unsecured and considered goods | 550.55 | 327.93 |
| | Advance Income tax | 153.44 | 193.82 |
| | Total | 703.98 | 521.75 |

| Note No. | Particulars | 31 st March 2023 | | 31 st March 2022 | |
|-----------|---|-----------------------------|---------------|-----------------------------|---------------|
| | | No. of Shares | Rs. in Lakhs | No. of Shares | Rs. in Lakhs |
| 22 | Share Capital | | | | |
| | Authorised Share Capital Equity Share of Rs.5 each | 5,00,00,000 | 2,500.00 | 5,00,00,000 | 2,500.00 |
| | Issued Share Capital Equity Share of Rs.5 each | 1,91,10,885 | 955.54 | 1,91,10,885 | 955.54 |
| | Subscribed Share Capital Equity Share of Rs.5 each | 1,91,10,885 | 955.54 | 1,91,10,885 | 955.54 |
| | Fully Paid up Share Capital Equity Share of Rs.5 each | 1,91,10,885 | 955.54 | 1,91,10,885 | 955.54 |
| | Equity shares issued during the year Equity Share of Rs.5 each | - | - | - | - |
| | Total | 1,91,10,885 | 955.54 | 1,91,10,885 | 955.54 |

a. Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year

| Note No. | Particulars | 31 st March 2023 | | 31 st March 2022 | |
|------------|------------------------------------|-----------------------------|---------------|-----------------------------|---------------|
| | | No. of Shares | Rs. in Lakhs | No. of Shares | Rs. in Lakhs |
| (a) | Equity Shares | | | | |
| | At the beginning of the year | 1,91,10,885 | 955.54 | 1,91,10,885 | 955.54 |
| | issued during the year | - | - | - | - |
| | outstanding at the end of the year | 1,91,10,885 | 955.54 | 1,91,10,885 | 955.54 |

(b) Rights, Preferences and restrictions attached to equity shares

Each shareholder is entitled to one vote per share and dividend when declared. Other rights are governed by the Articles of Association of the Company and the Companies Act 2013.

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(c) Details of Shares held by share holders holding more than 5% of the aggregate shares in the company

| | 31 st March 2023 | | 31 st March 2022 | |
|-------------------------------------|-----------------------------|--------------------|-----------------------------|--------------------|
| | Percentage | No. of Shares | Percentage | No. of Shares |
| Equity Shares | | | | |
| Mr. Pradip D Kothari | 17.09% | 32,66,288 | 17.09% | 32,66,288 |
| A. Rabindran Swamidason | 13.08% | 25,00,000 | 13.08% | 25,00,000 |
| Rakesh Garg | 9.63% | 18,40,000 | 9.63% | 18,40,000 |
| Life Insurance Corporation of India | 7.70% | 14,71,629 | 7.70% | 14,71,629 |
| Mr. A. Sahabudeen | 5.91% | 11,29,793 | - | - |
| Total | | 1,02,07,710 | | 1,02,07,710 |

(d) Shares held by Promoters and Promoter Group

| Shares held by Promoters and Promoters Group as on 31.03.2023 | | | | |
|---|-----------------------------------|----------------|----------------------------------|--------------------------|
| Sr. No. | Promoter and Promoters Group Name | No. of Shares | % of total Shares of the Company | % Change during the year |
| 1 | Pradip D. Kothari | 3266288 | 17.09 | - |
| 2 | Surekha P. Kothari | 111323 | 0.58 | - |
| 3 | Maya D. Kothari | 76410 | 0.4 | - |
| 4 | Mitali P. Kothari | 168090 | 0.88 | - |
| 5 | Piyali P. Kothari | 203056 | 1.06 | - |
| 6 | Antara P. Kothari | 180492 | 0.94 | - |
| 7 | Asha Thayer | 103890 | 0.54 | - |
| 8 | Solaman Investments | 360000 | 1.88 | - |
| 9 | Kothari & Sons Nominees Pvt. Ltd. | 107526 | 0.56 | - |
| 10 | A. Rabindran Swamidason | 2500000 | 13.08 | - |
| 11 | RakeshGarg | 1840000 | 9.63 | - |
| 12 | K. Santhanam | 20000 | 0.1 | - |
| 13 | N. Ravichandran | 100060 | 0.52 | - |
| 14 | T. Sankaran | 40000 | 0.21 | - |
| 15 | N. Srinivasan | 40000 | 0.21 | - |
| 16 | G. Mohan Das | 60450 | 0.32 | - |
| 17 | N.K. Sukkal | 60450 | 0.32 | - |
| 18 | N. Santharam | 5001 | 0.03 | - |
| 19 | A.R. Raja | 2001 | 0.01 | - |
| 20 | D. Ravindra Reddy | 60001 | 0.31 | - |
| | Total | 9305038 | 48.69 | - |

| Shares held by Promoters and Promoters Group as on 31.03.2022 | | | | |
|---|-----------------------------------|----------------|----------------------------------|--------------------------|
| Sr. No. | Promoter and Promoters Group Name | No. of Shares | % of total Shares of the Company | % Change during the year |
| 1 | Pradip D. Kothari | 3266288 | 17.09 | - |
| 2 | Surekha P. Kothari | 111323 | 0.58 | - |
| 3 | Maya D. Kothari | 76410 | 0.4 | - |
| 4 | Mitali P. Kothari | 168090 | 0.88 | - |
| 5 | Piyali P. Kothari | 203056 | 1.06 | - |
| 6 | Antara P. Kothari | 180492 | 0.94 | - |
| 7 | Asha Thayer | 103890 | 0.54 | - |
| 8 | Solaman Investments | 360000 | 1.88 | - |
| 9 | Kothari & Sons Nominees Pvt. Ltd. | 107526 | 0.56 | - |
| 10 | A. Rabindran Swamidasonon | 2500000 | 13.08 | - |
| 11 | RakeshGarg | 1840000 | 9.63 | - |
| 12 | K. Santhanam | 20000 | 0.1 | - |
| 13 | N. Ravichandran | 100060 | 0.52 | - |
| 14 | T. Sankaran | 40000 | 0.21 | - |
| 15 | N. Srinivasan | 40000 | 0.21 | - |
| 16 | G. Mohan Das | 60450 | 0.32 | - |
| 17 | N.K. Sukkal | 60450 | 0.32 | - |
| 18 | N. Santharam | 5001 | 0.03 | - |
| 19 | A.R. Raja | 2001 | 0.01 | - |
| 20 | D. Ravindra Reddy | 60001 | 0.31 | - |
| | Total | 9305038 | 48.69 | - |

22.1 Additional Disclosures

Out of the Paid-up Capital

- (i) 22,25,850 Equity Shares of Rs.10/- each were allotted as fully paid on amalgamation in February 1972 for consideration other than cash.
- (ii) 8,29,760 Equity Shares of Rs.10/- each fully paid were allotted for consideration other than cash to certain financial institutions on conversion of part of secured loans, in the year 1981.
- (iii) 20,00,000 Equity Shares of Rs.10/- each fully paid were allotted for consideration other than cash on 01.10.1983 as per the terms of issue to the holders of 13.5% Convertible Secured Debentures issued to the Public.
- (iv) 45,68,200 Equity Shares of Rs.10/- each were allotted on 25.08.93 as fully paid on part conversion of 16% Secured Partly convertible Redeemable Debentures allotted on 25.02.93.
- (v) In accordance with the consent given by the shareholders at the 39th Annual General Meeting held on 14th December 2009, the company has allotted 66,27,000 equity share of Rs 5/-each aggregating to Rs 331.35 laksh to promoters and associates on 31st March 2016.

The face value of equity shares was reduced from Rs. 10/- per share to Rs. 5/- per share pursuant to the order dated 31st August, 2010 from the Madras High Court with effect from that date.

- (vi) The consent terms filed on 05.03.2000 with the Supreme Court and decreed by the said Court in the matter of share allotment and sale of 5.33 grounds of land effects of the decree has not been considered in the books of accounts of the company, since the consent decree terms are yet to be implemented. A suit has since been filed in Madras High Court for implementation of the scheme.

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Rs. in Lakhs

| 23 | | 31 st March 2023 | 31 st March 2022 |
|------|--|-----------------------------|-----------------------------|
| | Reserves and Surplus | | |
| | Capital Reserves | 2,631.90 | 2,631.90 |
| | Capital Redemption Reserves | 18.00 | 18.00 |
| | Retained Earnings | (2,229.93) | (2,229.93) |
| | Debenture Redemption Reserves | - | - |
| | Revaluation Reserves | 2,164.72 | 2,164.72 |
| | Deficit | (8,293.08) | (6,302.21) |
| | Total | (5,708.38) | (3,717.52) |
| 23.1 | | 31 st March 2023 | 31 st March 2022 |
| | Capital Reserves | | |
| | Balance at the beginning of the year | 2,631.90 | 1,415.76 |
| | Add : Addition Made during the year | 1,216.14 | 1,216.14 |
| | Balance as at the end of the year | 3,848.04 | 2,631.90 |
| 23.2 | | 31 st March 2023 | 31 st March 2022 |
| | Capital Redemption Reserves | | |
| | Balance at the beginning of the year | 18.00 | 18.00 |
| | Balance as at the end of the year | 18.00 | 18.00 |
| 23.3 | | 31 st March 2023 | 31 st March 2022 |
| | Retained Earnings | | |
| | Balance at the beginning of the year | - | - |
| | Add:- Transfer from Revaluation Reserve | - | - |
| | Less- Retained Earnings made during the year | - | (2,229.93) |
| | Less;- Transfer to Capital Reserve | - | - |
| | Balance as at the end of the year | - | (2,229.93) |
| 23.4 | | 31 st March 2023 | 31 st March 2022 |
| | Revaluation Reserves | | |
| | Balance at the beginning of the year | 2,164.72 | 3,380.86 |
| | Less : Transition adjustments | - | - |
| | Less : Transition adjustments made during the year | - | (1,216.14) |
| | Balance as at the end of the year | 2,164.72 | 2,164.72 |
| 23.5 | | 31 st March 2023 | 31 st March 2022 |
| | Deficit: | | |
| | Balance at the beginning of the year | (6,302.21) | (5,235.59) |
| | ADD : transfer from revaluation reserve | - | - |
| | Profit/(Loss) for the year | (1,990.86) | (1,066.62) |
| | Less : Depreciation of prior year 2016 & 17 | - | - |
| | Deficit as at the end of the year | (8,293.08) | (6,302.21) |

| 24. | | 31 st March 2023 | 31 st March 2022 |
|-----|-------------------------------|-----------------------------|-----------------------------|
| | Non Current Borrowings | | |
| | Secured | | |
| | Term Loans | | |
| | - From Banks | - | - |
| | - From Others | - | - |
| | - From Related Party* | 7,265.80 | 6,252.84 |
| | Total | 7,265.80 | 6,252.84 |

Secured by a charge on Company's share of Land and Building.

| 25. | | 31 st March 2023 | 31 st March 2022 |
|-----|-------------------------------|-----------------------------|-----------------------------|
| | Provisions | | |
| | Non Current - Due to Gratuity | 19.29 | 16.03 |
| | Total | 19.29 | 16.03 |

| 26. | | 31 st March 2023 | 31 st March 2022 |
|-----|--|-----------------------------|-----------------------------|
| | Trade Payables | | |
| | Total outstanding dues of micro and small enterprises | 5.24 | 33.94 |
| | Total outstanding dues of creditors other than micro and small enterprises | 115.70 | 202.57 |
| | Total | 120.93 | 236.50 |

Micro and small enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 have been determined based on the information available with the Company. The required disclosures are given below:

Note 26(i) Trade Payable ageing Schedule - year ended 31st March 2023

| Particulars | Outstanding for Following periods from due date of Payment | | | | | | Total |
|--------------|--|--------------------|-------------------|--------------|--------------|-------------------|---------------|
| | Not Due | Less than 6 Months | 6 Moths to 1 year | 1-2 Years | 2-3 Years | More than 3 Years | |
| (i) MSME | - | 5.24 | - | - | - | - | 5.24 |
| (II) Others | - | 79.14 | (17.34) | 41.17 | 12.74 | - | 115.71 |
| Total | - | 84.38 | (17.34) | 41.17 | 12.74 | - | 120.95 |

Trade Payable ageing Schedule - year ended 31st March 2022

| Particulars | Outstanding for Following periods from due date of Payment | | | | | | Total |
|--------------|--|--------------------|-------------------|-------------|--------------|-------------------|---------------|
| | Not Due | Less than 6 Months | 6 Moths to 1 year | 1-2 Years | 2-3 Years | More than 3 Years | |
| (i) MSME | - | 33.94 | - | - | - | - | 33.94 |
| (II) Others | - | 71.49 | 52.72 | 4.83 | 73.51 | - | 202.55 |
| Total | - | 105.43 | 52.72 | 4.83 | 73.51 | - | 236.49 |

Kothari Industrial Corporation Limited

Rs. in Lakhs

| | 31 st March 2023 | 31 st March 2022 |
|--|-----------------------------|-----------------------------|
| Principal amount due and remaining unpaid | 5.24 | 33.94 |
| Interest due and unpaid on the above amount | - | - |
| Interest paid by the Company in terms of section 16 of the Micro, Small and Medium enterprises Act. 2006 | - | - |
| Payment made beyond the appointed day during the year | - | - |
| Interest due and payable for the period of delay | - | - |
| Interest accrued and remaining unpaid | - | - |
| Amount of further interest remaining due and payable | - | - |

| 27. | 31 st March 2023 | 31 st March 2022 |
|--|-----------------------------|-----------------------------|
| Other Financial Liabilities | | |
| Current maturities of long term debt | - | - |
| Interest accrued and due on borrowings | - | - |
| Unclaimed Dividends | - | - |
| Rent Deposit | - | - |
| Statutory dues including PF and TDS | 356.98 | 210.81 |
| Salaries & Wages Payable | 84.57 | 35.24 |
| Income Tax Provisions - MAT | - | 6.75 |
| Others* | 1,607.88 | 562.68 |
| Total | 2,049.43 | 815.49 |

*20.94 Lakhs of Car Loan is Secured

| 28. | 31 st March 2023 | 31 st March 2022 |
|---------------------------|-----------------------------|-----------------------------|
| Provisions | | |
| Current - Due to Gratuity | 107.06 | 87.72 |
| Total | 107.06 | 87.72 |

Rs. in Lakhs

| 29. | | 31 st March 2023 | 31 st March 2022 |
|-----|---|-----------------------------|-----------------------------|
| | Contingent liabilities and commitments (to the extent not provided for) | | |
| | Contingent liabilities | | |
| | Claims against the company not acknowledged as debt | | |
| | - Disputed sales tax demands under appeal including stay of recovery granted for Rs.854.65 lakhs (Rs.20.50 lakhs paid under protest included under advances) (Based on another Supreme Court order and legal Opinion such demands may not be sustainable) | | |
| | - Others (Exclusive of Interest) | | |
| | Guarantees | 7.00 | 7.00 |
| | Other money for which the company is contingently liable | | |
| | - Differential Customs Duty on Import machinery Availled under export obligation scheme | 84.07 | 84.07 |
| | 1. Pursuant to an arbitration award dated 30.09.2017 relating to additional electricity dues of Caustic Soda plant sold by the Company in the year 1986. together with interest at 6% p.a. | 231.37 | 231.37 |
| | The Company has challenged the award before the Madras High Court by paying 60 Lacs as Court Deposit. Pending disposal of the case by the High Court. | | |
| | Provision for Expenses as mentioned in the Subject matter of MOU. | 250.00 | 250.00 |
| | Total | 572.44 | 572.44 |

| 30. | | 31 st March 2023 | 31 st March 2022 |
|-----|---|-----------------------------|-----------------------------|
| | Revenue from Operations (for companies other than a finance company) | | |
| | Revenue from - Sale of Fertilisers, FMCG - Health Care and Other Products (Refer Note (i)) | 731.92 | 877.09 |
| | Other operating revenue (Refer Note (ii)) | 225.72 | 68.68 |
| | Total | 957.64 | 945.77 |

Note :- (i) Includes Revenue from Contracts with Customers

Note :- (ii) Operating revenue includes Lease Rental Income and Royalty Income

Kothari Industrial Corporation Limited

Rs. in Lakhs

| 30.1 | | 31 st March 2023 | 31 st March 2022 |
|------|--|-----------------------------|-----------------------------|
| | (i) Details of Sales (Finished goods) | | |
| | - NPK Mixtures | - | - |
| | (ii) Details of Sales (Traded goods) | | |
| | - Agro Products | 0.55 | 0.03 |
| | - Micro & Bio Products | 2.77 | 11.07 |
| | - ST. Fertilisers | 134.34 | 246.72 |
| | - NPK Mixtures | 182.98 | 419.49 |
| | - Pesticides | - | - |
| | - Packing Materials | 0.46 | 0.04 |
| | - W.S.Fertilizers | - | - |
| | | 321.11 | 677.36 |
| | FMCG - Health Care and Other Products | 410.80 | 199.73 |
| | Total | 731.91 | 877.09 |
| 31. | | 31 st March 2023 | 31 st March 2022 |
| | Other Income | | |
| | Interest Received | - | - |
| | Discount Received | - | 4.84 |
| | Foreign Exchange Gain | - | - |
| | Provisions no longer required | - | - |
| | - Other Income | 73.48 | 81.25 |
| | Total | 73.48 | 86.09 |
| 32. | | 31 st March 2023 | 31 st March 2022 |
| | Changes in inventory of finished goods and Work in progress | | |
| | (Increase)/decrease in stock | | |
| | Stock at the end of the year: | | |
| | Finished goods | 115.91 | 170.36 |
| | Land held as stock-in-Trade | 51.93 | 51.93 |
| | Less:- | | |
| | Total A | 167.84 | 222.29 |
| | Stock at the beginning of the year: | | |
| | Finished goods | 97.14 | 97.14 |
| | Land converted into Stock-in-Trade on 1 st April 2007 | 160.27 | 160.27 |
| | Add: Land Converted into Stock-in-Trade | 414.78 | 414.78 |
| | Less: Transferred on Sale of Land | (523.12) | (523.12) |
| | Total B | 149.07 | 149.07 |
| | Total | (18.77) | (73.22) |

Rs. in Lakhs

| 33. | | 31 st March 2023 | 31 st March 2022 |
|-----|------------------------------------|-----------------------------|-----------------------------|
| | Employee Expense | | |
| | Salaries and wages | 241.47 | 93.64 |
| | Gratuity | 8.80 | 49.35 |
| | Contribution to PF & ESI | 7.71 | 7.75 |
| | Workmen and Staff welfare expenses | 30.69 | 9.95 |
| | Total | 288.67 | 160.69 |

| 34. | | 31 st March 2023 | 31 st March 2022 |
|-----|----------------------|-----------------------------|-----------------------------|
| | Finance Costs | | |
| | Interest | 1,134.61 | 973.55 |
| | Total | 1,134.61 | 973.55 |

| 35. | | 31 st March 2023 | 31 st March 2022 |
|-----|---|-----------------------------|-----------------------------|
| | Other Expenses | | |
| | Consumption of stores and Packing Materials | - | - |
| | Power and fuel | 28.72 | 23.98 |
| | Rent | 122.46 | 87.78 |
| | Audit Fees | | |
| | - Statutory Audit | 3.00 | 3.00 |
| | - Tax Audit | 0.25 | 0.25 |
| | - Other Audit | 0.45 | 0.25 |
| | Repairs to buildings | 16.82 | 13.23 |
| | Repairs others | 31.08 | 20.45 |
| | Director Sitting Fee | 0.22 | 0.42 |
| | Insurance | 1.86 | 0.16 |
| | Rates & Taxes | 0.28 | 5.99 |
| | Travelling expenses | 140.11 | 29.05 |
| | Telephone expenses | 7.65 | 6.03 |
| | Postage & Courier | 0.76 | 0.51 |
| | Conveyance | 26.38 | 4.93 |
| | Security charges | 18.05 | 1.70 |
| | Printing & Stationery | 4.97 | 5.20 |
| | Professional Charges | 75.12 | 25.87 |
| | Bank Charges | 1.95 | 0.76 |
| | Selling Expenses | 155.47 | 100.18 |
| | Office Maintenance | 35.71 | 9.46 |
| | Other Manufacturing expenses | 16.79 | 14.17 |
| | Other Expenses | 143.10 | 67.29 |
| | Total | 831.21 | 420.68 |

Kothari Industrial Corporation Limited

Rs. in Lakhs

| 36. | | 31 st March 2023 | 31 st March 2022 |
|-----|-----------------------------------|-----------------------------|-----------------------------|
| | Exceptional Items | | |
| | Profit / (Loss) on Sale of Assets | - | (1,050.77) |
| | Creditors written back | - | 1,562.43 |
| | Provision for Expenses | - | (60.40) |
| | Bad Debts written off | - | (5.08) |
| | Provision for Doubtful Debts | - | (276.64) |
| | Total | - | 169.54 |

Exceptional items comprise of -

- Profit on sale of part of Kothari land and Building for Rs. 674.51 Lakhs related to the sale of 2 floors of Kothari Properties.
- Compensation for the surrender of right over two floors in Kothari Building Rs.1181.50 Lakhs based on Arbitration Award.

37. Employee benefit obligations

| | <u>Rs. In Lakhs</u> | <u>Rs. In Lakhs</u> |
|--------------|-----------------------|-----------------------|
| | <u>Gratuity</u> | <u>Gratuity</u> |
| | <u>March 31, 2023</u> | <u>March 31, 2022</u> |
| Current | 107.06 | 87.72 |
| Non Current | 19.29 | 16.03 |
| Total | 126.55 | 103.75 |

Other long-term employee benefits

Compensated absences

There is no scheme for encashment of earned leave.

Post employment benefits

(a) Defined contribution plan - Provident fund and Superannuation fund

Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The Obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation.

Amount recognised in the statement of profit and Loss

| | <u>Rs. In Lakhs</u> | <u>Rs. In Lakhs</u> |
|----------------|-----------------------|-----------------------|
| | <u>March 31, 2023</u> | <u>March 31, 2022</u> |
| Provident Fund | 7.17 | 7.02 |

(b) Defined benefit plan - Gratuity

The Company provides for Gratuity for employees as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for 5 years are eligible for Gratuity. The amount of Gratuity payable on retirement/ termination is the employees' last drawn basic salary per month computed proportionately for 15 days' salary multiplied by the number of years of service.

| (i) Reconciliation | Rs. In Lakhs |
|--|---------------|
| Opening Defined benefit obligation as on April 1, 2022 | 103.75 |
| Transfer in/(out) obligation | - |
| Current service cost | 1.88 |
| Interest Cost | 6.92 |
| Total amount recognised in profit or loss | 8.8 |
| Components of actuarial gain/losses on obligation: | |
| Due to Change in financial assumptions | (0.67) |
| Due to Change in demographic assumption | - |
| Due to experience adjustments | 14.67 |
| Total amount recognised in other comprehensive income | 14.00 |
| Past service cost | - |
| Loss (gain) on curtailments | - |
| Liabilities assumed in an amalgamation in the nature of purchase | - |
| Exchange differences on foreign plans | - |
| Benefits paid | - |
| Closing Defined benefit obligation as on March 31, 2023 | 126.55 |

Expected Company contribution for the next year

(ii) Significant actuarial assumptions:

The significant actuarial assumptions were as follows:

| | 31-Mar-23 |
|--------------------|---|
| Discount Rate | 7.30% |
| Salary Growth Rate | 6.00% |
| Withdrawal Rates | 15% at younger ages reducing to 3% at older ages |

The average outstanding term of the obligations (years) as at valuation date is 5.9 years.

(iii) Sensitivity to key assumptions

| | |
|--------------------|--------|
| Discount rate | -0.42% |
| | 0.44% |
| Salary growth rate | 0.43% |
| | -0.41% |

The above Sensitivity analysis is performed by varying a single parameter while keeping all the other parameters unchanged.

The method used does not indicate anything about the likelihood of change in any parameter and the extent of the change if any.

| 38. | Earnings / (Loss) per share - calculation of weighted average number of Equity Shares of Rs.5/- each. | | |
|-----|---|-----------------------------------|-----------------------------------|
| | | 31st March 2023 | 31st March 2022 |
| | Net Profit /(Loss) attributable to Shareholders | (1,976.86) | (1,098.85) |
| | Number of shares of Rs.5/- each | 1,91,10,885 | 1,91,10,885 |
| | Basic & Diluted Earnings(in Rupees) per Share | (10.34) | (5.75) |

Kothari Industrial Corporation Limited

39. Related Party Disclosures (contd.):

Particulars of transactions with related Parties

| | Description | 31 st March 2023 | 31 st March 2022 |
|-----|---|-----------------------------|-----------------------------|
| (a) | Remuneration to key Managerial Personnel | | |
| | Mr. Anil Kumar Padhiali | 8,53,071 | 5,47,532 |
| | Mr. V Singaravel | 3,09,490 | 5,49,193 |
| | Mr. Balaji Narayanan | 6,93,314 | - |
| | | 18,55,875 | 10,96,725 |
| (b) | Payment to Directors | | |
| | Mr. Dilip Machado | - | 21,224 |
| | Mr. D. Gunasekaran | 21,224 | 21,224 |
| | Total | 21,224 | 42,448 |

40. Related Parties Disclosure :

(i) Name of the Key Management Personnel:

Mr. Pradip D. Kothari - Chairman & Managing Director (till 28th September 2017)
Chairman (from 28th September 2017)

Mr. Rafiq Ahmed - Managing Director (with effect from 28th September 2017)

No remuneration was paid to both the Chairman and Managing Director during the year.

Mr. V. Singaravel - Chief Financial Officer (Resigned w.e.f. 20.10.2022)

Mr. N. Balaji - Chief Financial Officer (Appointed w.e.f. 01.12.2022 and Resigned w.e.f. 24.04.2023)

Mr. S. Vijayaraghavan - Chief Financial Officer (Appointed w.e.f. 25.05.2023)

Mr. Anil Kumar Padhiali - Company Secretary with effect from 19th March 2018).

(a) Related parties under Ind AS 24 with whom transactions have taken place during the year:

| | | |
|---|------------|--|
| Gemini Fertilizers | Proprietor | (Effective from 21 st April 2017) |
| Parveen Roadways Private Limited | Director | (Effective from 21 st April 2017) |
| Gemini Legal Consultants Private Limited | Director | (Effective from 21 st April 2017) |
| Gemini Iron and Steel Private Limited | Director | (Effective from 21 st April 2017) |
| Top guard International Security Force Private Limited | Director | (Effective from 21 st April 2017) |
| Kothari Marine International Limited (Subsidiary Company) | Director | (Effective from 13 st July 2018) |
| Gemini Karma International Services Private Limited (The spouse of Managing Director is a Director in the Company) | | (Effective from 26 st March 2018) |
| Parveen Roadways | Proprietor | (Effective from 21 st April 2017) |
| Parveen Rolling Company | Proprietor | (Effective from 21 st April 2017) |

Rs. in Lakhs

| Transactions with related parties during the year along with balances as at year end: | Enterprise having significant influence | Enterprise having significant influence |
|---|---|---|
| Nature of Transaction | 31.03.2023 Amount (Rs. in lakhs) | 31.03.2022 Amount (Rs. in lakhs) |
| a) Transaction during the year | | |
| <u>Purchase of Raw Materials & finished goods</u> | | |
| Gemini Fertilizers | - | 94.49 |
| <u>Royalty Income</u> | | |
| Gemini Fertilizers | - | 4.83 |
| <u>Lease Rental Income</u> | | |
| Gemini Fertilizers | - | 11.00 |
| <u>Rental Income</u> | | |
| Gemin Karma International Services Private Limited | - | 9.00 |
| <u>Financial Costs</u> | | |
| Parveen Roadways Private Limited | 1,125.51 | 968.60 |
| <u>Security Charges</u> | | |
| Top guard International Security Force Private Limited | 18.05 | 5.24 |
| b) Balances outstanding as at year end | | |
| <u>Investment</u> | | |
| Kothari Marine International Limited | 9.99 | 9.99 |
| <u>Trade Receivables</u> | | |
| Gemini Legal Consultants Private Limited | 39.29 | 39.29 |
| <u>Trade Payables</u> | | |
| Gemini Fertilizers | 63.54 | 68.59 |
| Top Guard International Security Force Private Limited | 5.24 | 33.94 |
| <u>Loan</u> | | |
| Parveen Roadways Private Limited | 7,265.80 | 6,252.84 |
| Rafiq Ahmed - Managing Director | 964.50 | - |
| <u>Advance payable</u> | | |
| Parveen Roadways Private Limited | 7.91 | 7.91 |
| Kothari Marine International Limited | 9.04 | 9.24 |
| Gemini Iron and Steel Private Limited | 290.63 | 290.75 |
| <u>Recoverable</u> | | |
| Gemini Fertilizers | | |
| Gemini Karma International Services Private Limited | 131.65 | 131.65 |
| Top Guard International Security Force Private Limited | 4.09 | - |
| Gemini Legal Consultants Private Limited | - | 9.00 |

Kothari Industrial Corporation Limited

41. Financial Ratios:

Rs. in Lakhs

| Sl. No. | | Items of numerator and denominator | As at 31.03.2023 | As at 31.03.2022 | % of Change | Reason for variance |
|---------|---|---|------------------|------------------|-------------|--|
| 1 | Current Ratio | Current Assets / Current Liabilities | 0.52 | 0.87 | (40) | Due to increase in liabilities |
| 2 | Return on Equity Ratio % | Profit after tax / Average Share Holders Equity | (10.34) | (5.75) | 80 | Due to sudden increasing expe. profit has came down |
| 3 | Inventory turnover Ratio (No. of times) | Sale of Products / Average Inventory | 3.75 | 4.72 | (21) | Due to Sales drop down in the Current year Compared to previous year |
| 4 | Trade Receivables turnover Ratio (No. of times) | Revenue from Operations / Average Trade Receivables | 3.86 | 2.61 | 48 | Due to monsoon failure, we can't collect the payment |
| 5 | Trade Payables turnover Ratio (No of times) | Purchases / Average Trade payables | 2.87 | 1.50 | 91 | Due to monsoon failure, we can't make the payment |
| 6 | Net Capital turnover Ratio (No. of times) | Revenue from Operations/ Net Working Capital | (0.87) | (6.17) | (86) | Due to failure of monsoon |
| 7 | Net Profit ratio(%) | Profit after tax / Revenue from Operations | (206.43) | (116.19) | 78 | Net loss is more as compared to previous year |
| 8 | Return on Capital employed (%) | Earnings before Interest and Tax / Average capital employed | (27.89) | (4.42) | 531 | Due to increase in loss |
| 9 | Return on Investment (%) | Income from Investments / Average invested Funds | 0 | 0 | | NA |

42. Segment Information

- 42.1 The Directors of the Company have been identified as the Chief Operating Decision Makers (CODM) as
- 42.2 The business operation are restricted in India. The Company operates in India and foreign markets. The Company has opted to disclose segment information using quantitative threshold as per the Ind AS 108.

Rs. in Lakhs

| Sl. No. | PARTICULARS | Twelve Months Ended | |
|-----------|--|-------------------------|-------------------------|
| | | 31.03.2023 (Audited) | 31.03.2022 (Audited) |
| 1. | Segment Revenue (Net Sales/Income from Operations) | | |
| | a. Fertilizer | 321.11 | 677.32 |
| | b. Rental from Property | 12.00 | 45.43 |
| | c. FMCG Products | 332.38 | 223.02 |
| | d. Hotel | 222.16 | - |
| | e. Drone | 143.47 | - |
| | f. Others | - | - |
| | Total | 1,031.12 | 945.77 |
| | Less: Inter Segment revenue | | |
| | Net Sales / Income from Operations | 1,031.12 | 945.77 |
| 2. | Segment Results (Profit before Tax and Interest) | | |
| | a. Fertilizer | (9.43) | (379.85) |
| | b. Rental from Property | 7.51 | 45.43 |
| | c. FMCG Products | (668.41) | (39.76) |
| | d. Hotel | (48.45) | - |
| | e. Drone | (150.81) | - |
| | Total | (869.59) | (374.18) |
| | Less: | | |
| | (i) Unallocated Interest and finance charges | 1,134.61 | 973.55 |
| | (ii) Other unallocable expenditure net of unallocable Income | 27.35 | 255.63 |
| | Profit before tax | (1,976.86) | (1,092.10) |
| 3. | Segment Assets | | |
| | a. Fertilizer | 424.29 | 854.16 |
| | b. Rental from Property | 132.60 | 132.14 |
| | c. FMCG Products | 61.51 | 85.50 |
| | d. Hotel | 39.77 | - |
| | e. Drone | 261.85 | - |
| | Unallocated | 3,889.86 | 3,574.80 |
| | Total | 4,809.88 | 4,646.60 |
| 4. | Segment Liability | | |
| | a. Fertilizer | 425.90 | 1,051.99 |
| | b. Rental from Property | - | - |
| | c. FMCG Products | 136.73 | 140.98 |
| | d. Hotel | 88.23 | - |
| | e. Drone | 420.92 | - |
| | Unallocated | 8,490.93 | 6,215.61 |
| | Total | 9,562.71 | 7,408.58 |
| 5. | Capital Employed (3-4) Total Capital Employed | (4,752.84) | -2,761.98 |

44. Financial Risk Management

The Company has at present no outside credit facilities. The working capital and other financial needs are arranged by Vice Chairman and Managing Director through the Associate Companies out of credit obtained and hence the risk is not borne by the Company. As regards trading operation a close monitoring procedure is in place and marketing field team ensures recovery of receivables and no significant bad or doubtful debts are likely to occur in the future.

The Financial risk in regards to manufacture of fertilizer is to the account of the lessee including overseas credit and settlement thereof.

Kothari Industrial Corporation Limited

3. Due to continues losses the net worth of the Company has eroded. The Managing Director is arranging continuous finance through the Associate Companies for working capital and settlement of old creditors and would continue to do so. Further, the business plan envisaged by management provides for large scale expansion with injection of additional finance. In view of the foregoing, the financials have been prepared on principles applicable to a Going Concern.
4. The proceedings initiated by the Collector of Nilgiris for repossession of certain plots of land in Coonoor earmarked for public use has been challenged by the company on a Write Petition filed before Madras High Court and the matter is pending adjudication.
5. Pursuant to an arbitration award dated 30.9.2017 relating to additional electricity dues of Caustic Soda manufactured sold by the Company in the year 1986 amounting to Rs. 2.31 Crores together with interest at 6% p.a. The Company has challenged the award before the Madras High Court which is pending adjudication, During the year compromise arrangement made between company and SPIC, The Company Made a payment Rs. 1.15 Crore during the financial year 2022-23 and balance amount to be made in following year after adjusting court deposit Rs.60 Lakhs and for the Same the company made provision in the books amounting Rs. 2.30 Crores during the year And paid Rs.15 lakhs in this quarter and balance amount Rs. 40 Lakhs is pending.
6. Board of Directors at their meeting held on 31.10.2020, approved a Scheme of Reduction of share capital (the Scheme), to extinguish / cancel 66,27,000 equity shares of the Company held by Promoters group of the Company, as detailed in the Scheme which is posted on the Company's website. The Scheme was approved by the shareholders through a special resolution vide postal ballot dated June 30, 2021, and was taken on record by the stock exchanges (BSE – designated stock exchange for this purpose). The Company has filed the application scheme for reduction of capital before the NCLT, Chennai. The Hon'ble NCLT Bench, Chennai Approved the scheme via order dated 10th May 2023. The Scheme will be made effective by filling a certified copy of the order of the NCLT through e-form INC-28 with the Registrar of Companies Chennai. Upon effectiveness of the scheme, the issued, subscribed and paid-up share capital of the Company stand reduced from 19110885 equity shares of Rs. 5/- each aggregating to Rs. 9,55,54,42 to 1,24,83,885 equity shares of Rs. 5/- each aggregating to Rs. 6,24,19,425.
7. The Company has considered to repay the loan aggregating Rs.6252.84 Lacs together with Interest for the period upto 31.3.21 has been charged to retained earnings. The Company stands committed to its future obligations of Term Loan and Interest without fail.
8. With regard to various pending legal claims which are under adjudication / and /or negotiation, the management does not anticipate any significant cash outflow and any possible claim is not quantifiable at present and accordingly no provision has been made in the accounts.
9. Extra-ordinary General Meeting of the Company on 7th December 2021 Conducted to transfer the Factory situated at Kathivakkam Village Ennore Chennai-600 057 on lease for business arrangements and modernization of factory by to M/s. Coromandel International Limited with their own investment at interest free cost as per the guidelines of Department of Fertilizers (DOF) and also for manufacture Single Super Posphate (SSP) with all Plant & Machinery and other Accessories fully required for manufacturing process for a period of 5 years.
10. The company's assessment for the accounting years 2003-04 to 2010-11 are under appeal before the Commissioner of Income Tax (appeals). In the unlikely event of, the appeals being disposed of against the company, there would be no tax demand in view of the accumulated losses.

11. Following the assignment of dues from Kotak Mahindra Bank and settling the dues in full and Assignee namely Parveen Roadways Private Limited has made a contingent claim on the company of Rs.5215 Lakhs being the debt originally indicated as in the Assignment Deed.

| 12. Exceptional Items includes:- | Rs. In Lakhs |
|--|--------------|
| Loss on Transfer of Building together with Land in settlement of secured financial Creditors | - |
| The Unclaimed balances which are already time barred written back | - |
| Provision for Expenses | - |
| Provision for Doubtful Debts | - |
| Bad Debts Written off | - |
| Total | 0.00 |

13. Provision for Expenses:- Out of 3.10 Crore Balance of Rs. 2.50 Crore will be made by the Company out of the Operational Profits (Future Profit) as mentioned in the Subject matter of MOU signed during 2018.

14. In accordance with Accounting Standard 22 - "Taxes on Income", Deferred tax Asset is not recognised as a matter of prudence.

15. There is no material impact on Inventories and Receivables due to Covid-19.

The figures of the previous periods have been regrouped reclassified wherever necessary.

As per our Report of even date attached

For Arockiasamy & Raj
Chartered Accountants
Regn.No.006850S

A. Nagarajan
Partner
Membership No.020680
Place: Chennai
Date: 25th May 2023

For and on behalf of the Board

Pradip D Kothari
Chairman
DIN : 01315682

Anil Kumar Padhiali
Company Secretary

J. Rafiq Ahmed
Vice Chairman &
Managing Director
DIN : 02861341

S. Vijayaraghavan
Chief Financial Officer

Kothari Industrial Corporation Limited

UDIN : 23020680BGWGNW7253

Independent Auditor's Report

To the Members of

KOTHARI INDUSTRIAL CORPORATION LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **KOTHARI INDUSTRIAL CORPORATION LIMITED ("the Company") and its subsidiary company** which comprises of the consolidated Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Cash Flow Statement and the consolidated Statement of changes in equity for the year then ended, and a summary of significant accounting policies and other explanatory information to the consolidated financial statements.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act 2013 (The Act) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at March 31, 2023, and consolidated loss, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis of Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our

other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS Financial Statements.

Material Uncertainty Related to Going Concern

The company has generated negative cash flows and incurred substantial operating losses during the current year and earlier years. Its current liabilities far exceeds its current assets. In order to continue the company is apparently dependent on the infusion of sufficient funds and restructuring of operations. There is, thus, in our opinion, existence of material risk as to the company's ability to continue as going concern. Based on the funds infused, business plans and the diversification programmes of the management, the company is reasonably assured to carry on the operations as a going concern. On this basis the company has prepared the financial statements on going concern basis. **Our conclusion is not qualified in respect of these matters.**

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have not determined any matters to be the key audit matters to be communicated in our report.

Continued...

| Key Audit Matter | Auditor's Response |
|---|---|
| <p>Revenue recognition under Ind AS 115</p> <p>The sales of various products traded by the company are generally on credit terms. The credit terms varies according to the nature of products namely, Straight Fertilizers, NPK Mixtures, Agro Products, Micro Bio Products, Water Soluble Fertilizers etc. and relationship with the customers. In Addition the Company has been trading in FMCG Products including health care Products and confectionaries.</p> <p>Most of the customers are long standing relationship with the company and are being serviced by Field Officers. The credit period varies according to the products mentioned above and also the credit worthiness of the customers. The credit period generally ranges from 30 to 120 days which is normal trade practice.</p> <p>There is however no standard policy.</p> | <p>Our procedures included:</p> <p>It is noticed during the audit that the company has effective control through field officers to monitor the quantum of sales including types of products and value of goods sold on credit. The field officers are in constant touch with the customers and monitor recovery of dues and supply by goods on credit is conditioned by overdues from the customers. There is no procedure of charging overdue interest on overdue accounts, but this is taken into account would affect the credit rating of the customers. The above procedure has been broadly reviewed to our satisfaction.</p> <p>The company has recently evolved effective online control system ensuring better supervision at the field level, regional office etc.</p> |

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge

obtained during the course of our audit or otherwise appears to be materially misstated.

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.

Without qualifying our report we draw attention to the following:

1. The financial statement has been presented on principles applicable to a going concern despite accumulated losses and consequent erosion of net worth, there is also significant mismatch between current liability and current assets therefore there is material uncertainty in fulfilling the gabs within reasonable time. Significant amount of moneys being made available from time to time by associate companies of Managing Director for working funds and settlement of old creditors and would continue to do so. Further, the business plan envisaged by

Kothari Industrial Corporation Limited

management provides for large scale expansion with injection of finance.(Refer Note No. 3)

2. No provision has been created in the accounts against loss that may arise due to the claim raised by the Government against the Coonoor property. (Refer Note No. 4).
3. Arbitration Award against the Company regarding additional electricity dues of erstwhile Caustic Soda plant which is challenged by the Company before Madras High Court and pending Adjudication.(Refer Note No.5).
4. The Company has Charged Rs. 2229.70 lakhs being the Prior year Interest on the Loan from M/s Parveen Roadways (P) Limited a related party to the retained earnings directly instead of re- stating the previous year's financial statements as per IND AS 8.(Refer Note No.7).
5. Board of Directors at their meeting held on 31.10.2020, approved a Scheme of Reduction of share capital (the Scheme), to extinguish / cancel 66,27,000 equity shares of the Company held by Promoters group of the Company, as detailed in the Scheme which is posted on the Company's website. The Scheme was approved by the shareholders through a special resolution vide postal ballot dated June 30, 2021, and was taken on record by the stock exchanges (BSE – designated stock exchange for this purpose).

The Company has filed the application scheme for reduction of capital before the NCLT, Chennai. The Hon'ble NCLT Bench, Chennai Approved the scheme via order dated 10th May 2023. The Scheme will be made effective by filling a certified copy of the order of the NCLT through e-form INC-28 with the

Registrar of Companies Chennai. Upon effectiveness of the scheme, the issued, subscribed and paid-up share capital of the Company stand reduced from 19110885 equity shares of Rs. 5/- each aggregating to Rs.9,55,54,42 to 1,24,83,885 equity shares of Rs. 5/- each aggregating to Rs. 6,24,19.425 (Refer Note No.6).

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the company in accordance with the Indian Accounting Standards prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Indian Accounting Standards) Rules, 2015, as amended 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.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a

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

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

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

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

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty

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

Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were

Kothari Industrial Corporation Limited

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

Other Matter

We did not audit the financial statements/financial information of One subsidiary whose financial statements/financial information reflect total assets of Rs. 9,53,237/- as at March 31, 2023, total revenue of Rs. Nil and total comprehensive income [comprising of profit/(loss) and other comprehensive income] of (Rs. -31343/-) for the year ended on that date, as considered in the consolidated financial results, These financial statements/ financial information have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the consolidated financial results insofar as it relates to the amounts included in respect of these subsidiaries is based solely on the reports of the other auditors.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. 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 Flow dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

Expect the fact that the company has charged Rs. 2229.93 lakhs being the prior year interest on the loan from M/s Parveen Roadways (P) Limited a related party to the retained earnings directly instead of re – stating the previous year's financial statements as per IND AS 8.

- e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". 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 matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, no remuneration was paid by the Company to its directors during the year.

- 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 consolidated financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.
-

For M/s. Arockiasamy & Raj
Chartered Accountants
Firm Reg.No.006850S
(A. Nagarajan)
Partner
Membership No. 020680

Place : Chennai
Dated : 25.5.2023

Kothari Industrial Corporation Limited

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **Kothari Industrial Corporation Limited** of even date)

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”)

1. We have audited the internal financial controls over financial reporting of **KOTHARI INDUSTRIAL CORPORATION LIMITED** (“the Company”) as of March 31, 2023 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

MANAGEMENT’S RESPONSIBILITY FOR THE INTERNAL FINANCIAL CONTROLS

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

AUDITOR’S RESPONSIBILITY

3. Our responsibility is to express an opinion on the 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 Institute of Chartered Accountants of India 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.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures are 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.

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

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

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

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to

error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

8. In our opinion, 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, 2023, 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.

Place : Chennai
Dated : 25.5.2023

For **M/s. Arockiasamy & Raj**
Chartered Accountants
Firm Reg.No.006850S
(A. Nagarajan)
Partner
Membership No. 020680

Kothari Industrial Corporation Limited

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 2 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2023:

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. In respect of the Company's Property, Plant and Equipment and Intangible Assets;
 - a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
(B) The Company has maintained proper records showing full particulars of intangible assets.
 - b. The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c. The title deeds of all the immovable properties (other than properties where the company is lessee and the lease agreements are duly executed in favour of the company) disclosed in the Financial Statements are held in the name of the company. However in respect of 5.33 Grounds a dispute regarding ownership is pending with Madras High Court. (Ref Note (vi) to Note no 1-Share capital.
 - d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
 - e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) The management has conducted the physical verification of inventory at reasonable intervals.
- (iii) The company has not been sanctioned any working capital Loan
 - a) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- v) According to the information and explanations given to us, the company has not accepted any Public Deposits during the year.
- vi) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- vii) The Company is not regular in depositing undisputed statutory dues including provident fund, service tax, Goods and Service Tax, income tax (tax deducted at source), professional tax and property tax.
 - (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has not been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Goods and Service Tax, Duty of Customs, and any other statutory dues with the appropriate authorities.

(b) According to the information and explanations given to us, the extent of arrears of undisputed amount outstanding as on 31st March 2023 for a period of more than six months from the date they became payable, as certified by the Management is as under

Rs.

| | |
|-------------------|-----------|
| Income Tax (TDS)* | 35,38,710 |
| Professional Tax | 18,95,219 |
| Provident fund | 24,38,580 |

(c) According to the information and explanations given to us, There are no disputed dues of Income Tax, Customs Duty, Cess and other material statutory dues except the following.

| Name of the statute | Nature of dues | Amount (in lacs) | Period to which the amount relates | Forum where dispute is pending |
|---|----------------|------------------|------------------------------------|--|
| Tamilnadu Branch Transfer of Fertilisers Non receipt of 'C' forms and disputed tax on sulphur loan | TNGST & CST | 872.97 | 1988-89 to 1991-92 | D.C.C.T appeals STAT and High court stay |
| Karnataka Turnover tax on NPK Mixture | KST | 3.87 | 1996-97 | STAT – Stay |
| Kerala Disputed rate of tax | KGST | 0.05 | 2001-02 | STAT – Stay |
| | Total | 876.89 | | |
| Remanded back to Assessing authorities: Branch transfer of fertilisers, non receipt of 'C' forms and disputed taxes | TNGST & CST | 77.42 | 1985-86 to 1997-98 | D.C.C.T appeals STAT and High court |

- viii) No unrecorded Transaction has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act 1961.
- ix) On the basis of verification of records and according to the information and explanations given to us, the Company has defaulted in repayment of loans or borrowings to Financial Institutions and subsequently settled the matter thru court, NCLT proceedings and assignments. The company has not raised any monies against issue of debentures.
- x) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- xi) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xii) Based upon the audit procedures performed and the information and explanations given by the management, the company has not paid any managerial remuneration during the year.
- xiii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- xiv) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

Kothari Industrial Corporation Limited

- a) The company has an Internal Audit system. However it has to be strengthened.
- b) The reports of the Internal auditors for the period under audit were considered us.
- xv) The company has not entered into any non-cash transactions with directors or persons connected with him.
- xvi) a) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.
- b) The Company has not conducted any Non-Banking financial or Housing Finance activities during the year.
- c) The company is not a core Investment Company as defined in the Regulation made by the Reserve Bank of India.
- d) The Group does not have any Core Investment Company.
- xvii) The company has incurred cash loss during the year and in the immediately preceding financial as follows

Rs. in Lakhs

| | |
|-----------------------|----------|
| Cash Loss F.Y 2022-23 | 1,979.88 |
| Cash Loss F.Y 2021-22 | 1,056.04 |

xviii) There has not been any resignation of Statutory Auditors.

xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions 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. Please our report on the Going Concern.

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) There is no ongoing projects during the Financial Year.

xxi) The Statutory Auditors of the Subsidiary company has not made any un favorable or qualified report under CARO 2020 Since this is a standalone The subsidiary company whose results are included in the consolidated financial statements are not covered by CARO.

For M/s. Arockiasamy & Raj
Chartered Accountants
Firm Reg.No.006850S

(A. Nagarajan)
Partner
Membership No. 020680

Place : Chennai
Dated : 25.5.2023

KOTHARI INDUSTRIAL CORPORATION LIMITED
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2023
Rupees in Lakhs

| Particulars | Note No | As at 31 st March 2023 | As at 31 st March 2022 |
|--|---------|--------------------------------------|--------------------------------------|
| ASSETS | | | |
| NON-CURRENT ASSETS | | | |
| (a) Property, Plant and Equipment | 15(a) | 2,753.81 | 2,738.82 |
| (b) Intangible assets | 15(b) | 3.22 | - |
| (c) Property held for sale | 15(c) | | |
| (d) Deferred tax asset | | 778.03 | 778.03 |
| (e) Miscellaneous Expenditure | 16 | 0.03 | 0.06 |
| (g) Financial Assets | | | |
| (i) Investments | 17 | - | - |
| (ii) loans and advances | 18 | 83.66 | 133.46 |
| Non-Current Assets | | 3,618.76 | 3,650.37 |
| CURRENT ASSETS | | | |
| (a) Inventories | 19 | 167.84 | 222.29 |
| (b) Financial Assets | | | |
| (i) Trade receivables | 20 | 271.54 | 225.17 |
| (ii) Cash and cash equivalents | 21 | 37.79 | 17.09 |
| (iii) Other Financial assets | 22 | 704.44 | 522.21 |
| Current Assets | | 1,181.61 | 986.76 |
| TOTAL ASSETS | | 4,800.38 | 4,637.13 |
| EQUITY AND LIABILITIES | | | |
| EQUITY | | | |
| (a) Equity Share Capital | 23 | 955.54 | 955.54 |
| (b) Other Equity | 24 | (5,709.28) | (3,718.10) |
| Equity | | (4,753.73) | (2,762.56) |
| LIABILITIES | | | |
| NON-CURRENT LIABILITIES | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 25 | 7,265.80 | 6,252.84 |
| (b) Provisions | 26 | 19.29 | 16.03 |
| Non Current Liabilities | | 7,285.09 | 6,268.87 |
| CURRENT LIABILITIES | | | |
| (a) Financial Liabilities | | | |
| (i) Trade payables | 27 | | |
| Total outstanding dues of micro enterprises and small enterprises | | 5.24 | 33.94 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | | 115.71 | 202.56 |
| ii) Other Financial liabilities | 28 | 2,040.39 | 806.25 |
| (b) Other Current liabilities | 29 | 0.44 | 0.35 |
| (c) Provisions | 30 | 107.26 | 87.72 |
| Current Liabilities | | 2,269.02 | 1,130.82 |
| TOTAL EQUITY AND LIABILITIES | | 4,800.38 | 4,637.13 |
| SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES | 2 | | |
| CONTINGENT LIABILITIES | 31 | | |

The accompanying notes are an integral part of the standalone Ind AS financial statements

 As per our Report of even date attached
For Arockiasamy & Raj
Chartered Accountants
Regn.No.006850S
A. Nagarajan
Partner
Membership No.020680
Place: Chennai
Date: 25th May 2023

For and on behalf of the Board of Directors

Pradip D Kothari
Chairman
DIN : 01315682

Anil Kumar Padhiali
Company Secretary
J. Rafiq Ahmed
Vice Chairman &
Managing Director
DIN : 02861341

S. Vijayaraghavan
Chief Financial Officer

Kothari Industrial Corporation Limited

Consolidated Statement of Profit and Loss for the year ended 31st March, 2023

| Particulars | Note No | Rupees in Lakhs | |
|--|---------|---|---|
| | | For the year ended 31 st March 2023 | For the year ended 31 st March 2022 |
| Revenue from operations | 32 | 957.64 | 945.77 |
| Other Income | 33 | 73.48 | 86.09 |
| | | 1,031.12 | 1,031.86 |
| Expenses: | | | |
| Purchase of Stock-in-Trade | | 531.00 | 801.06 |
| Changes in inventories of finished goods, work-in-progress and Stock-in-Trade | 34 | (18.77) | (73.22) |
| Employee benefits | 35 | 288.67 | 160.69 |
| Financial costs | 36 | 1,134.61 | 973.55 |
| Depreciation and amortization expense | | 11.29 | 10.77 |
| Other expenses | 37 | 831.49 | 420.84 |
| | | 2,778.29 | 2,293.69 |
| Profit / (Loss) before exceptional and extraordinary items and tax | | (1,747.17) | (1,261.83) |
| Exceptional Items | 38 | 230.00 | 169.54 |
| Profit before extraordinary items and tax | | (1,977.17) | (1,092.29) |
| Extraordinary Items | | - | - |
| Profit / (Loss) before tax | | (1,977.17) | (1,092.29) |
| Tax expense: | | | |
| (1) Current tax | | - | 6.75 |
| Profit for the year from continuing operations | | (1,977.17) | (1,099.04) |
| Profit/(Loss) from discontinuing operations | | | |
| Tax expense of discounting operations | | | |
| Profit/(Loss) from Discontinuing operations | | - | - |
| Profit/(Loss) for the year | | (1,977.17) | (1,099.04) |
| Other Comprehensive Income | | | |
| Items that will not be reclassified to profit or loss | | | |
| - Re-measurement of gains and (losses) on defined benefit obligation | | (14.00) | 32.23 |
| Total Comprehensive Income for the year | | (1,991.17) | (1,066.81) |
| Earning per equity share: | | | |
| (1) Basic | | (10.35) | (5.75) |
| (2) Diluted | | (10.35) | (5.75) |

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2

The accompanying notes are an integral part of the standalone Ind AS financial statements

As per our Report of even date attached

For Arockiasamy & Raj
Chartered Accountants
Regn.No.006850S

A. Nagarajan
Partner
Membership No.020680
Place: Chennai
Date: 25th May 2023

For and on behalf of the Board of Directors

Pradip D Kothari
Chairman
DIN : 01315682

Anil Kumar Padhiali
Company Secretary

J. Rafiq Ahmed
Vice Chairman &
Managing Director
DIN : 02861341

S. Vijayaraghavan
Chief Financial Officer

KOTHARI INDUSTRIAL CORPORATION LIMITED
Rs. in Lakhs
A) EQUITY SHARE CAPITAL (Refer Note No. 23)
(i) Year ended 31st March 2023

| Balance as at April 1, 2022 | Changes in Equity Share Capital due to Prior period errors | Changes in Equity Share Capital during the current year | Balance as at March 31, 2023 |
|-----------------------------|--|---|------------------------------|
| 955.54 | - | - | 955.54 |

(i) Year ended 31st March 2022

| Balance as at April 1, 2021 | Changes in Equity Share Capital due to Prior period errors | Changes in Equity Share Capital during the current year | Balance as at March 31, 2022 |
|-----------------------------|--|---|------------------------------|
| 955.54 | - | - | 955.54 |

B) OTHER EQUITY (Refer Note No. 24)
(i) Current year ended 31st March 2023

| | Reserves and Surplus | | | | |
|--|----------------------|----------------------------|---------------------|-------------------|-----------|
| | Capital Reserve | Capital Redemption Reserve | Revaluation Surplus | Retained Earnings | Total |
| Balance at the beginning of the current reporting period | -420.97 | 18.00 | 2164.74 | -6302.79 | -4541.02 |
| Additions Made during the year | 0 | 0 | 0 | 0 | 0 |
| Transition Adjustments made during Previous Year | 0 | 0 | 0 | 0 | 0 |
| Profit / (Loss) for the year | 0 | 0 | 0 | -1977.17 | -1977.17 |
| Comprehensive Income for the year | 0 | 0 | 0 | -14.00 | -14.00 |
| Transfer to retained earning | 0 | 0 | 0 | 0 | 0.00 |
| Balance at the end of the current reporting period | -420.97 | 18.00 | 2164.74 | -8293.96 | 6,532.19) |

(ii) Previous year ended 31st March 2022

| | Reserves and Surplus | | | | |
|--|----------------------|----------------------------|---------------------|-------------------|------------|
| | Capital Reserve | Capital Redemption Reserve | Revaluation Surplus | Retained Earnings | Total |
| Balance as at April 1, 2021 | 1415.76 | 18.00 | 3380.86 | -5235.98 | -421.36 |
| Restated balance at the beginning of the previous reporting period | 1216.14 | 0 | 0 | 0 | 1216.14 |
| Transition Adjustments made during Previous Year | 0 | 0 | -1216.14 | 0 | -1216.14 |
| Profit / (Loss) for the year | 0 | 0 | 0 | -1099.04 | -1099.04 |
| Comprehensive Income for the year | 0 | 0 | 0 | 32.23 | 32.23 |
| Transfer to retained earning | 0 | 0 | 0 | -2229.93 | -2229.93 |
| Balance at the end of the current reporting period | 2631.9 | 18.00 | 2164.72 | -8532.72 | (3,718.10) |

As per our Report of even date attached
For Arockiasamy & Raj
 Chartered Accountants
 Regn.No.006850S

A. Nagarajan
 Partner
 Membership No.020680
 Place: Chennai
 Date: 25th May 2023

For and on behalf of the Board of Directors

Pradip D Kothari
 Chairman
 DIN : 01315682

Anil Kumar Padhiali
 Company Secretary

J. Rafiq Ahmed
 Vice Chairman &
 Managing Director
 DIN : 02861341

S. Vijayaraghavan
 Chief Financial Officer

Kothari Industrial Corporation Limited

| CONSOLIDATED CASH FLOW STATEMENT | 31st March 2023 Rs Lakhs | 31st March 2022 Rs Lakhs | Rupees in Lakhs |
|--|---|---|------------------------|
| A) CASH FLOW FROM OPERATING ACTIVITIES | | | |
| PROFIT/(LOSS) BEFORE TAX | | | (1,092.29) |
| ADJUSTMENTS FOR | | | |
| Depreciation and amortization expense | 11.29 | | 10.77 |
| Finance Cost | 1,134.61 | | 973.55 |
| Creditors written back | - | | (1,562.43) |
| (Profit)/Loss on Sale of Property | - | | 1,050.77 |
| Provision for Expenses | -230.00 | | 60.40 |
| Provision for Doubtful Debts | - | | 281.72 |
| Interest Income | - | | - |
| Discount Received | - | | (4.84) |
| Provision for tax | - | | (6.75) |
| Foreign Exchange Fluctuation Gain | - | | - |
| Provision No Longer Required | - | | - |
| | 915.90 | 803.19 | (289.10) |
| OPERATING PROFIT BEFORE WORKING CAPITAL CHARGES | (831.27) | | |
| ADJUSTMENTS FOR | | | |
| MOVEMENT IN WORKING CAPITAL : | | | |
| Inventories | 54.45 | | (73.22) |
| Trade Receivables | (46.37) | | (2.43) |
| Other Financial Assets | (182.23) | | (13.42) |
| Short Term Provisions | - | | 10.37 |
| Trade Payables | (115.55) | | (500.38) |
| Financial Liabilities | 1,239.67 | | (1,350.76) |
| Current Liabilities | 0.08 | | (0.10) |
| | 950.06 | (1,929.94) | (1,929.94) |
| NET CASH FLOW FROM OPERATING ACTIVITIES | 118.79 | | (2,219.04) |
| B) CASH FLOW FROM INVESTING ACTIVITIES | | | |
| Sale / (Purchase) of Property, Plant and equipments, Intangibles | (29.48) | | 375.55 |
| Interest Received | - | | - |
| Net Advanced Paid | | | |
| | (29.48) | 375.55 | 375.55 |
| NET CASH FLOW FROM INVESTING ACTIVITIES (B) | | | |

| | Rupees in Lakhs |
|--|-----------------|
| C) CASH FLOW FROM FINANCE ACTIVITIES | |
| Long Term Borrowings | 2,728.22 |
| Advances | 86.47 |
| Interest Paid | (973.55) |
| NET CASH FLOW FROM FINANCING ACTIVITIES (C) | 1.841.14 |
| NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C) | (2.35) |
| CASH AND CASH EQUIVALENT OPENING BALANCE | 19.44 |
| EFFECT OF EXCHANGE DIFFERENCES ON RESTATEMENT OF FOREIGN CURRENCY CASH AND CASH EQUIVALENTS | - |
| CASH AND CASH EQUIVALENT CLOSING BALANCE | 17.09 |
| COMPONENTS OF CASH AND CASH EQUIVALENTS | |
| Cash on Hand | 1.28 |
| Balances on Current Accounts | 36.51 |
| Cheques on Hand | 17.09 |
| TOTAL CASH AND CASH EQUIVALENTS | 37.79 |

Note:- The above cash flow statement has been prepared under "Indirect method " Set out in the Ind AS 7 - Cash flow statement

As per our Report of even date attached

For Arockiasamy & Raj
Chartered Accountants
Regn.No.006850S

A. Nagarajan
Partner
Membership No.020680
Place: Chennai
Date: 25th May 2023

For and on behalf of the Board of Directors

Pradip D Kothari
Chairman
DIN : 01315682

J. Rafiq Ahmed
Vice Chairman &
Managing Director
DIN : 02861341

S. Vijayaragha
Chief Financial Officer

Kothari Industrial Corporation Limited

NOTES ON ACCOUNTS

NOTES FORMING PART OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

1. Corporate Information

(i) Holding Company

Kothari Industrial Corporation Limited (“KICL” or “the Company”) is a public limited company was incorporated under the provisions of the Indian Companies Act 1956 in 1 July, 1970 and is a listed company. The Company is engaged in manufacturing and mixing of fertilisers and has a network of distributors in the southern states and has developed a brand value recognised in the market place. The company has leased its fertilizer factory to M/s. Coromandel International Limited. The Company is also deal with FMCG Products like Health Care Products and Manufacturing of Rusk, Cookies and Dum Roots.

The financial statement has been presented on principles applicable to a going concern despite accumulated losses and consequent erosion in net worth, on the fact that significant amount of moneys being made available from time to time by associate companies of the Managing Director for working funds and settlement of old creditors and would continue to do so. Further, the business plan envisaged by management provides for large scale expansion with injection of finance.

(ii) Subsidiary Company

Kothari Marine International Limited is an Indian Company promoted by Kothari Industrial Corporation Limited, which is registered under the provisions of the Companies Act, 2013. The Company's main activity is Marine business.

2. SIGNIFICANT ACCOUNTING POLICIES :

2.1 Basis of preparation of standalone Ind AS Financial statements

(a) Statement of Compliance

These financial statements have been prepared in accordance with the generally accepted accounting principles in India and have complied in all material respects with the Indian Accounting Standards (“Ind AS”) notified under Section 133 of the Companies Act, 2013 (the Act), the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 as applicable and also complied with other relevant provisions of the Act and Interpretations issued by the Ind AS Transition Facilitation Group (ITFG) applicable to Companies reporting under Ind AS and additional disclosures required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(b) Basis of measurement

These financial statements have been prepared under historical cost convention except for certain assets and liabilities as stated in the respective policies, which have been measured at fair value.

(c) Current versus non-current classification

The assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities. Cash or cash equivalent is treated as current, unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

2.2 Use of estimates and judgement

The preparation of financial statement in conformity with the generally accepted accounting principles requires the management to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities as at the balance sheet date, reported amounts of revenue and expenses for the year and disclosure of contingent liabilities as of the date of balance sheet. The judgement, estimates and assumptions used in the accompanying financial statements are based upon the management's evaluation of the relevant facts and circumstances as of the date financial statements. Actual amounts could differ from these estimates.

2.3 Significant estimates and judgements

The areas involving significant estimates and judgements:

Defined Employee benefit Obligation - (Refer Note 37)

2.4 Property, Plant and Equipment

- (a) Freehold land is carried at cost. All other items of property, plant and equipment including intangibles are carried at cost less accumulated depreciation/amortisation losses, if any.

Subsequent expenditure relating to an asset is included in its book value only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of a component accounted for as separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.

2.5 Depreciation

Depreciation on tangible assets is provided on Written Down value method based on all assets at the appropriate rates in accordance with Schedule II to the Companies Act, 2013. Cost of Intangible amortised over a period of ten years on written down value basis. Investment property is depreciated using the straight line method over its estimated useful life in line with rates specified in Schedule II to the Companies Act 2013.

2.6 Borrowing Costs

Borrowing costs attributable to acquisition or construction of qualifying assets are capitalized as part of the cost of assets up to the date such assets are ready for their intended use. Other borrowing costs are recognised as expense in the period in which they are incurred.

2.7 Impairment

The carrying values of assets/cash generating units at each Balance sheet date are annually reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased such reversal of impairment loss is recognised in the statement of Profit and Loss.

2.8 Foreign Currency translation

i) Functional and presentation currency

The financial statements are presented in Indian Rupee, the national currency of India, which is the functional currency of the Company.

ii) Transaction and balances

Initial Recognition

Foreign currency transactions are recorded in functional currency using the exchange rate prevailing on the date of transaction.

Subsequent recognition

As at the reporting date, monetary assets and liabilities denominated in foreign currency are restated at the closing exchange rates. Exchange differences arising out of actual payment/ realisation and from the year end restatement are recognised in the statement of Profit and Loss.

Forward Contracts

Foreign exchange forward contracts outstanding at the year-end on account of firms commitment / highly probable forecast transactions are marked to market and the gains / losses, if any, are recognised in the Statement of Profit and Loss. The Company does not enter into any speculative transactions in derivatives.

2.9 Inventories

“Fertilizer mixtures are valued at lower of cost or net realizable value following first in first out method. Raw materials, Stores and Spare parts are valued at weighted-average cost basis“.

2.10 Cash and Cash equivalents

Cash and Cash equivalents consists of all cash balances including demand deposits with banks with original maturities of three months or less.

2.11 Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost, less provision for impairment.

2.12 Investments and other financial assets

i) Classification

The Company classifies its financial assets in the following measurement categories:

- a) Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- b) Those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flow.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For Investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

The Company reclassifies debt instruments when and only when its business model for managing those asset changes.

ii) Measurement

Initial recognition:

The Company measures a financial asset (in the case of a financial asset not carried at a fair value through profit or loss) at its fair value plus transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets are carried at fair value through profit or loss are expensed in profit or loss.

Subsequent measurement

a. Equity Instruments

The Company subsequently measures all investments in equity (except that in the associate) at fair value and has elected to present fair value gains and losses on equity investments in other comprehensive income with no subsequent reclassification fair value gains and losses to profit or loss.

Investment in associates are measured at cost less provision for impairment.

b. Debt Instruments:

Company's investment in mutual funds (debt funds) are measured at Fair Value through Profit or Loss (FVTPL). A gain or loss on a debt investment that is subsequently measured at FVTPL and is not part of a hedging relationship is recognised in profit or loss and presented in the statement of profit and loss in the period in which it arises.

iii) Impairment of financial asset:

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost. Impairment is considered when there is significant increase in credit risk.

iv) De-recognition of financial assets

A financial asset is de-recognised only when:

- a) The Company's contractual right to the cash flow expires or
- b) The Company had transferred the rights to receive cash flows from the financial asset.

2.13 Revenue recognition

Revenue from Contracts with Customers

Revenue from contracts with customers is recognised when the Company satisfies performance obligation by transferring promised goods to customers. Performance obligations are satisfied at the point of time when the customer obtains controls of the asset. Revenue from Fertilizer sales is recognised when the significant risks and rewards of ownership in the goods are transferred to customers and recovery of the consideration is probable.

Sale of Products

Revenue from the sale of products is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. Revenue from the sale of products is measured at the fair value of the consideration received or receivable. Revenue is net of returns and allowances, trade discounts and volume rebates and Goods and Services Tax.

Sale of services

Royalty income is recognised, on an accrual basis, at agreed rate on production of branded products by the licensee, in accordance with the terms of agreement.

2.14 Lease Rental Income

As a lessor

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the statement of profit and loss on a straight line basis.

2.15 Government Subsidy

Government Subsidy are recognised at fair value where there is a reasonable assurance that the subsidy will be received and all attached conditions will be complied with.

Government Subsidy relating to income are recognised in the statement of profit and loss over the periods in which the related costs, for which the grants are intended to compensate are recognised as expenses.

2.16 Employee benefits / Obligations

(i) Short term obligations

Liabilities for wages and salaries including non monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees rendered their related services are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the Balance Sheet.

(ii) Post employment obligations.

The Company has the following post employment obligations / plans:

- a) Defined benefit plans such as gratuity for its eligible employees; and
- b) Defined contribution plan such as provident fund

a) Gratuity:

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit obligation is calculated annually by Actuaries using the projected unit credit method.

Actuarial gains or losses are recognised in other comprehensive income. Further, the profit or loss not include an expected return on plan assets. Further, the profit or loss does not include an expected return on plan assets. Instead net interest recognised in profit or loss is calculated by applying the discount rate used to measure the defined benefit obligation to the net defined benefit liability or asset.

Re-measurement gains or losses arising from experience adjustments and changes in actuarial assumption are recognised in the period in which they occur, directly in other comprehensive income (net of tax).

(b) Provident Fund:

This is a defined contribution plan, and contributions made to the Fund as per the rules of the Company are charged top profit and loss. The Company has no further obligations for future provident fund benefits other than monthly contributions.

2.17 Taxes on Income

Taxes on Income comprise current tax and deferred tax

The current tax expense for the period is the tax payable on the current period's taxable income computed at the applicable income tax rate and is recognised in the statement of profit or loss. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Current and deferred tax is recognised in statement profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2.18 Provisions and contingencies

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Contingencies

Contingent liabilities are not recognised but are disclosed in notes. Contingent assets are neither recognised nor disclosed in the financial statements.

2.19 Earnings per share

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

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

2.20 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (“CODM”)

2.21 Dividend to Shareholders

Final dividend distributed to equity shareholders is recognised in the period in which it is approved by the members of the Company in the Annual General Meeting. Interim dividend is recognised when approved by the Board of Directors at the Board meeting. Dividend distributed (including interim dividend) is recognised in the Statement of changes in Equity.

2.22 Recent Accounting pronouncements to be effective from 1st April 2019

Ind AS 116 Leases:

The Ministry of Corporate Affairs has notified the Ind AS 116. Leases which will be effective from April 1, 2019. Ind AS 116 would replace the existing leases standard Ind AS 17. The standard sets out the principles for the recognition, measurement, presentation and disclosures for both parties to a contract, i.e. the lessee and a lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of profit and loss. The Company is currently evaluating the requirements of Ind AS 116 on the financial statements. The Company believes that the definition of lease under Ind AS 116 would not significantly change the scope of contracts that meet the definition of a lease.

Amendment to Ind AS 12 ‘Income Taxes’:

On March 30, 2019, the Ministry of Corporate Affairs has notified limited amendments to Ind AS 12 ‘Income Taxes’. The amendments require an entity to recognise the income tax consequences of dividends

as defined in Ind AS 109 when it recognises a liability to pay a dividend. The income tax consequences of dividends are linked more directly to past transactions or events that generated distributable profits than to distribution to owners. Therefore, an entity shall recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The amendments will come into force for accounting periods beginning on or after April 1, 2019. The Company is evaluating the effect of the above in the financial statements.

Appendix C to Ind AS 12, Uncertainty over Income Tax Treatments:

On March 30, 2019, Ministry of Corporate Affairs (“MCA”) has notified the Companies (Indian Accounting Standards) Amendment Rules, 2019 containing Appendix C to Ind AS 12, Uncertainty over Income Tax Treatments which clarifies the application and measurement requirements in Ind AS 12 when there is uncertainty over income tax treatments. The current deferred tax asset or liability shall be recognized and measured by applying the requirements in Ind AS 12 based on the taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates determined by applying this appendix. The amendment is effective for annual periods beginning on or after April 1, 2019. The Company is evaluating the effect of the above in the financial statements.

Amendment to Ind AS 19 ‘Employee Benefits’:

On March 30, 2019, the Ministry of Corporate Affairs has notified limited amendments to Ind AS 19 ‘Employee Benefits’ in connection with accounting for plan amendments, curtailments and settlements. The amendments require an entity to use updated assumptions to determine current service cost and net interest for remainder of the period after a plan amendment, curtailment or settlement and to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognized because of the impact of the asset ceiling. The amendment will come into force for accounting periods beginning on or after April 1, 2019. The Company is evaluating the effect of the above in the financial statements.

2.23 Recent Pronouncements which have become effective April 1, 2022:

On March 23, 2022, the Ministry of Corporate Affairs (MCA) amended the Companies (Indian Accounting Standards) Amendment Rules 2022 as follows:

Ind AS 16 - Property, Plant and Equipment:

The amendment clarifies that any excess of net sale proceeds of items produced while testing an equipments over the cost of testing shall not be recognised in the Profit or Loss but deducted from the directly attributable costs considered as part of cost of such items of property, plant and equipment. This will however, not have any impact on the Company’s financial statements.

Ind AS 37 - Provisions, Contingent Liabilities and Contingent Asset:

The amendment specifies that the ‘cost of fulfilling’ a contract comprises the costs that relate directly to the contract. Which consist of both the incremental costs of fulfilling that contract and an allocation of other costs that relate directly to fulfilling contracts. An entity shall apply the amendment to contracts for which it has not yet fulfilled all its obligations at the beginning of the annual reporting period in which it first applies the amendment (the date of initial application). The entity shall not restate comparative information. Instead, the entity shall recognise the cumulative effect of initially applying the amendment as an adjustment to the opening balance of retained earnings or other component of equity, as appropriate, at the date of initial application. The Company has evaluated the amendment and does not expect any material impact on its financial statements.

Rs. in Lakhs
 Note 15 (b)

Note 15 (a) Property, plant and equipment and Intangible assets

| Description of Assets | Freehold/Lease hold Land | Buildings | Plant & Machinery | Furniture & Fittings | Vehicles | Total | Intangible Assets | Total |
|--|--------------------------|-----------|-------------------|----------------------|----------|----------|-------------------|----------|
| 1. Gross Carrying value | | | | | | | | |
| Balance as at March 31, 2020 | 2,639.98 | 1.57 | 73.37 | 0.33 | 4.72 | 2,719.96 | 3.02 | 2,722.98 |
| Additions | - | - | 1.10 | - | - | 1.10 | - | 1.10 |
| Disposals | - | - | - | - | - | - | - | - |
| Balance as at March 31, 2021 | 2,639.98 | 1.57 | 74.47 | 0.33 | 4.72 | 2,721.06 | 3.02 | 2,724.08 |
| Additions | - | - | 48.80 | - | 42.27 | 91.07 | - | 91.07 |
| Disposals | - | - | - | - | - | - | - | - |
| Balance as at March 31, 2022 | 2,639.98 | 1.57 | 123.27 | 0.33 | 46.99 | 2,812.13 | 3.02 | 2,815.15 |
| II. Accumulated depreciation / Amortisation | | | | | | | | |
| Balance as at March 31, 2023 | 2,639.98 | 1.57 | 123.27 | 0.33 | 46.99 | 2,812.13 | 3.02 | 2,815.15 |
| Additions | - | - | 25.55 | - | - | 25.55 | 3.92 | 29.47 |
| Disposals | - | - | - | - | - | - | - | - |
| Balance as at March 31, 2020 | - | 0.57 | 48.81 | 0.33 | 4.06 | 53.77 | 2.37 | 56.14 |
| Charge for the year | - | 0.90 | 7.25 | - | 0.65 | 8.80 | 0.65 | 9.45 |
| Disposals | - | - | - | - | - | - | - | - |
| Balance as at March 31, 2021 | - | 1.47 | 56.06 | 0.33 | 4.71 | 62.57 | 3.02 | 65.59 |
| Charge for the year Note 15(d) | - | - | 6.82 | - | 3.92 | 10.74 | - | 10.74 |
| Disposals | - | - | - | - | - | - | - | - |
| Balance as at March 31, 2022 | - | 1.47 | 62.88 | 0.33 | 8.63 | 73.31 | 3.02 | 76.33 |
| Charge for the year Note 15(d) | - | - | - | - | - | - | - | - |
| Disposals | - | - | - | - | - | - | - | - |
| Balance as at March 31, 2023 | - | 1.47 | 62.88 | 0.33 | 8.63 | 73.31 | 3.02 | 76.33 |
| Charge for the year | - | - | 6.22 | - | 4.34 | 10.56 | 0.70 | 11.26 |
| Net Carrying Value | | | | | | | | |
| Balance as on March 31, 2023 | 2,639.98 | 0.10 | 60.39 | 0.00 | 34.01 | 2,728.26 | 6.24 | 2,757.03 |
| Balance as on March 31, 2022 | 2,639.98 | 0.10 | 60.39 | 0.00 | 38.35 | 2,738.82 | 0.00 | 2,738.82 |
| Balance as on March 31, 2021 | 2,639.98 | 0.10 | 18.41 | 0.00 | 0.00 | 2,658.49 | 0.00 | 2,658.49 |
| Balance as on March 31, 2020 | 2,639.98 | 1.00 | 24.56 | 0.00 | 0.65 | 2,666.20 | 0.65 | 2,666.84 |

Note 15(c) Property, plant and equipment has been sold during the year March 31, 2023

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| *Property has been sold during the year | - | - | - | - | - | - | - | - |
|---|---|---|---|---|---|---|---|---|

Kothari Industrial Corporation Limited

Rs. in Lakhs

| 16. | | 31 st March 2023 | 31 st March 2022 |
|-----|--|-----------------------------|-----------------------------|
| | Miscellaneous Expenditure | | |
| | Preliminary Expenses not written off | 0.07 | 0.10 |
| | Less:- Preliminary Expenses W/o. during the year | 0.03 | 0.04 |
| | Closing Balance | 0.03 | 0.06 |

| 17. | | 31 st March 2023 | 31 st March 2022 |
|-----|--|-----------------------------|-----------------------------|
| | Investments | | |
| | Non-Current Investments | | |
| | Unquoted | | |
| | Investments in Equity instruments | | |
| | 99994 shares of Kothari Marine International Limited @ Rs. 10 each | - | - |
| | - 52000 shares of Katiken Logistics Ltd @ Rs.10 each* | 5.20 | 5.20 |
| | Less: Investment provision | (5.20) | (5.20) |
| | Total | - | - |

*The Company is defunct and in verge of liquidation

| 18. | | 31 st March 2023 | 31 st March 2022 |
|-----|---|-----------------------------|-----------------------------|
| | Loans and Advances | | |
| | Non Current Assets | | |
| | Secured considered good | | |
| | Capital Advances | | |
| | Security Deposits | 83.66 | 133.46 |
| | Sub Total | 83.66 | 133.46 |
| | Unsecured considered good/Doubtful | | |
| | - Rental Deposit | - | - |
| | Sub Total | - | - |
| | Advances recoverable in cash or in kind | - | - |
| | Other loans & advances | - | - |
| | - Balances with Govt. Authorities | - | - |
| | Sub Total | - | - |
| | Total | 83.66 | 133.46 |

Current Assets

| 19. | | 31 st March 2023 | 31 st March 2022 |
|-----|----------------------|-----------------------------|-----------------------------|
| | Inventories | | |
| | Work in progress | | |
| | Finished goods | 82.52 | 134.57 |
| | Stock in trade(Land) | 51.93 | 51.93 |
| | Others | | |
| | - Packing Materials | 33.39 | 35.79 |
| | Total | 167.84 | 222.29 |

Details of Finished Goods Inventory

Rs. in Lakhs

| 19.1 | Particulars | 31 st March 2023 | 31 st March 2022 |
|------|------------------------------|-----------------------------|-----------------------------|
| | (i) Goods Manufactured | | |
| | - NPK Mixtures | - | - |
| | (ii) Details of Traded goods | | |
| | - Agro Products | 0.89 | 1.67 |
| | - Micro & Bio Products | 0.17 | 0.47 |
| | - ST. Fertilisers | 21.58 | 62.44 |
| | - NPK Mixtures | 1.54 | 1.76 |
| | - Zinc Sulphate | - | 1.69 |
| | - W.S.Fertilisers | - | - |
| | - Rusk Products | 9.53 | 14.01 |
| | - Sanitizer Products | 27.24 | 31.78 |
| | - Mask Products | 6.17 | 20.29 |
| | - Teak | 9.72 | - |
| | - Food | 5.59 | - |
| | - Hilnet & Book | 0.09 | 0.45 |
| | Total | 82.52 | 134.57 |

| 20 | | 31 st March 2023 | 31 st March 2022 |
|----|-------------------------------|-----------------------------|-----------------------------|
| | Trade receivables | | |
| | Secured considered goods | - | - |
| | Unsecured considered goods | 548.18 | 225.17 |
| | Unsecured considered doubtful | (276.64) | 281.72 |
| | Less : Bad debts | - | (5.08) |
| | Less : Provisions | - | (276.64) |
| | Total | 271.54 | 225.17 |

20 (i) Trade Receivables ageing Schedule - Year ended 31st March 2023

| Particulars | Outstanding for Following periods from due date of Payment | | | | | | Total |
|-----------------------------|--|--------------------|-------------------|--------------|--------------|-------------------|-----------------|
| | Not Due | Less than 6 Months | 6 Moths to 1 year | 1-2 Years | 2-3 Years | More than 3 Years | |
| Trade receivables | | 132.42 | (1.19) | -4.68 | 62.19 | 351.39 | 540.13 |
| Less : Bad debts | - | | | | | - | - |
| Less : Provisions for Debts | - | | | | | (276.64) | (276.64) |
| Total | - | 132.42 | (1.19) | -4.68 | 62.19 | 74.75 | 263.49 |

Trade Receivables ageing Schedule - Year ended 31st March 2022

| Particulars | Outstanding for Following periods from due date of Payment | | | | | | Total |
|-----------------------------|--|--------------------|-------------------|-------------|--------------|-------------------|-----------------|
| | Not Due | Less than 6 Months | 6 Moths to 1 year | 1-2 Years | 2-3 Years | More than 3 Years | |
| Trade receivables | | 125.31 | 19.97 | 3.67 | 76.22 | 281.72 | 506.89 |
| Less : Bad debts | - | | | | | (5.08) | (5.08) |
| Less : Provisions for Debts | - | | | | | (276.64) | (276.64) |
| Total | - | 125.31 | 19.97 | 3.67 | 76.22 | - | 225.17 |

Kothari Industrial Corporation Limited

Rs. in Lakhs

| 21 | | 31 st March 2023 | 31 st March 2022 |
|----|--|-----------------------------|-----------------------------|
| | Cash and cash equivalents (as per Cash Flow Statement) | | |
| | Balances with banks | | |
| | - In current account | 36.52 | 16.90 |
| | - Cheques on hand | - | - |
| | Cash in hand | 1.28 | 0.19 |
| | Total | 37.79 | 17.09 |

| 22 | | 31 st March 2023 | 31 st March 2022 |
|----|---|-----------------------------|-----------------------------|
| | Other Financial assets | | |
| | Loans and advances unsecured and considered goods | 551.00 | 328.39 |
| | - Advance Income tax | 153.44 | 193.82 |
| | Total | 704.44 | 522.21 |

| Note No. | Particulars | 31 st March 2023 | | 31 st March 2022 | |
|-----------|--|-----------------------------|---------------|-----------------------------|---------------|
| | | No. of Shares | Rs. in Lakhs | No. of Shares | Rs. in Lakhs |
| 23 | Share Capital | | | | |
| | Authorised Share Capital Equity Share of Rs.5 each | 5,00,00,000 | 2,500.00 | 5,00,00,000 | 2,500.00 |
| | Issued Share Capital Equity Share of Rs.5 each | 1,91,10,885 | 955.54 | 1,91,10,885 | 955.54 |
| | Subscribed Share Capital Equity Share of Rs.5 each | 1,91,10,885 | 955.54 | 1,91,10,885 | 955.54 |
| | Fully Paid up Share Capital Equity Share of Rs.5 each | 1,91,10,885 | 955.54 | 1,91,10,885 | 955.54 |
| | Total | 1,91,10,885 | 955.54 | 1,91,10,885 | 955.54 |

a. Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year

| Note No. | Particulars | 31 st March 2023 | | 31 st March 2022 | |
|------------|------------------------------------|-----------------------------|---------------|-----------------------------|---------------|
| | | No. of Shares | Rs. in Lakhs | No. of Shares | Rs. in Lakhs |
| (a) | Equity Shares | | | | |
| | At the beginning of the year | 1,91,10,885 | 955.54 | 1,91,10,885 | 955.54 |
| | issued during the year | - | - | - | - |
| | outstanding at the end of the year | 1,91,10,885 | 955.54 | 1,91,10,885 | 955.54 |

(b) Rights, Preferences and restrictions attached to equity shares

Each shareholder is entitled to one vote per share and dividend when declared. Other rights are governed by the Articles of Association of the Company and the Companies Act 2013.

(c) Details of Shares held by share holders holding more than 5% of the aggregate shares in the company

| | 31 st March 2023 | | 31 st March 2022 | |
|-------------------------------------|-----------------------------|--------------------|-----------------------------|--------------------|
| | Percentage | No. of Shares | Percentage | No. of Shares |
| Equity Shares | | | | |
| Mr. Pradip D Kothari | 17.09% | 32,66,288 | 17.09% | 32,66,288 |
| A. Rabindran Swamidasonon | 13.08% | 25,00,000 | 13.08% | 25,00,000 |
| Rakesh Garg | 9.63% | 18,40,000 | 9.63% | 18,40,000 |
| Life Insurance Corporation of India | 7.70% | 14,71,629 | 7.70% | 14,71,629 |
| Mr. A. Sahabudeen | 5.91% | 11,29,793 | 5.91% | 11,29,793 |
| Total | | 1,02,07,710 | | 1,02,07,710 |

d) Shares held by Promoters and Promoter Group

| Shares held by Promoters and Promoters Group as on 31.03.2023 | | | | |
|---|------------------------------------|----------------|----------------------------------|--------------------------|
| Sr. No. | Promoter and Promoters group name | No. of Shares | % of total Shares of the Company | % Change during the year |
| 1 | Pradip D. Kothari | 3266288 | 17.09 | - |
| 2 | Surekha P. Kothari | 111323 | 0.58 | - |
| 3 | Maya D. Kothari | 76410 | 0.4 | - |
| 4 | Mitali P. Kothari | 168090 | 0.88 | - |
| 5 | Piyali P. Kothari | 203056 | 1.06 | - |
| 6 | Antara P. Kothari | 180492 | 0.94 | - |
| 7 | Asha Thayer | 103890 | 0.54 | - |
| 8 | Solaman Investments | 360000 | 1.88 | - |
| 9 | Kothari & Sons Nominees Pvt. Ltd., | 107526 | 0.56 | - |
| 10 | A. Rabindran Swamidasonon | 2500000 | 13.08 | - |
| 11 | Rakesh Garg | 1840000 | 9.63 | - |
| 12 | K. Santhanam | 20000 | 0.1 | - |
| 13 | N. Ravichandran | 100060 | 0.52 | - |
| 14 | T. Sankaran | 40000 | 0.21 | - |
| 15 | N. Srinivasan | 40000 | 0.21 | - |
| 16 | G. Mohan Das | 60450 | 0.32 | - |
| 17 | N.K. Sukkal | 60450 | 0.32 | - |
| 18 | N. Santharam | 5001 | 0.03 | - |
| 19 | A.R. Raja | 2001 | 0.01 | - |
| 20 | D. Ravindra Reddy | 60001 | 0.31 | - |
| | Total | 9305038 | 48.69 | - |

Kothari Industrial Corporation Limited

| Shares held by Promoters and Promoters Group as on 31.03.2022 | | | | |
|---|------------------------------------|----------------|----------------------------------|--------------------------|
| Sr. No. | Promoter and Promoters group name | No. of Shares | % of total Shares of the company | % Change during the year |
| 1 | Pradip D. Kothari | 3266288 | 17.09 | - |
| 2 | Surekha P. Kothari | 111323 | 0.58 | - |
| 3 | Maya D. Kothari | 76410 | 0.4 | - |
| 4 | Mitali P. Kothari | 168090 | 0.88 | - |
| 5 | Piyali P. Kothari | 203056 | 1.06 | - |
| 6 | Antara P. Kothari | 180492 | 0.94 | - |
| 7 | Asha Thayer | 103890 | 0.54 | - |
| 8 | Solaman Investments | 360000 | 1.88 | - |
| 9 | Kothari & Sons Nominees Pvt. Ltd., | 107526 | 0.56 | - |
| 10 | A. Rabindran Swamidasonon | 2500000 | 13.08 | - |
| 11 | Rakesh Garg | 1840000 | 9.63 | - |
| 12 | K. Santhanam | 20000 | 0.1 | - |
| 13 | N. Ravichandran | 100060 | 0.52 | - |
| 14 | T. Sankaran | 40000 | 0.21 | - |
| 15 | N. Srinivasan | 40000 | 0.21 | - |
| 16 | G. Mohan Das | 60450 | 0.32 | - |
| 17 | N.K. Sukkal | 60450 | 0.32 | - |
| 18 | N. Santharam | 5001 | 0.03 | - |
| 19 | A.R. Raja | 2001 | 0.01 | - |
| 20 | D. Ravindra Reddy | 60001 | 0.31 | - |
| | Total | 9305038 | 48.69 | - |

23.1 Additional Disclosures

Out of the Paid-up Capital

- (i) 22,25,850 Equity Shares of Rs.10/- each were allotted as fully paid on amalgamation in February 1972 for consideration other than cash.
- (ii) 8,29,760 Equity Shares of Rs.10/- each fully paid were allotted for consideration other than cash to certain financial institutions on conversion of part of secured loans, in the year 1981.
- (iii) 20,00,000 Equity Shares of Rs.10/- each fully paid were allotted for consideration other than cash on 01.10.1983 as per the terms of issue to the holders of 13.5% Convertible Secured Debentures issued to the Public.
- (iv) 45,68,200 Equity Shares of Rs.10/- each were allotted on 25.08.93 as fully paid on part conversion of 16% Secured Partly convertible Redeemable Debentures allotted on 25.02.93.
- (v) In accordance with the consent given by the shareholders at the 39th Annual General Meeting held on 14th December 2009, the company has allotted 66,27,000 equity share of Rs 5/-each aggregating to Rs 331.35 laksh to promoters and associates on 31st March 2016.

The face value of equity shares was reduced from Rs. 10/- per share to Rs. 5/- per share pursuant to the order dated 31st August, 2010 from the Madras High Court with effect from that date.

- (vi) The consent terms filed on 05.03.2000 with the Supreme Court and decreed by the said Court in the matter of share allotment and sale of 5.33 grounds of land effects of the decree has not been considered in the books of accounts of the company, since the consent decree terms are yet to be implemented. A suit has since been filed in Madras High Court for implementation of the scheme.

Rs. in Lakhs

| 24 | | 31 st March 2023 | 31 st March 2022 |
|------|---|-----------------------------|-----------------------------|
| | Reserves and Surplus | | |
| | Capital Reserves | 2,631.90 | 2,631.90 |
| | Capital Redemption Reserves | 18.00 | 18.00 |
| | Retained Earnings | (2,229.93) | (2,229.93) |
| | Debenture Redemption Reserves | - | - |
| | Revaluation Reserves | 2,164.72 | 2,164.72 |
| | Deficit | (8,293.97) | (6,302.79) |
| | Total | (5,709.28) | (3,718.10) |
| 24.1 | | 31 st March 2023 | 31 st March 2022 |
| | Capital Reserves | | |
| | Balance at the beginning of the year | 2,631.90 | 1,415.76 |
| | Add:- Addition made during the year | - | 1,216.14 |
| | Balance as at the end of the year | 2,631.90 | 2,631.90 |
| 24.2 | | 31 st March 2023 | 31 st March 2022 |
| | Capital Redemption Reserves | | |
| | Balance at the beginning of the year | 18.00 | 18.00 |
| | Balance as at the end of the year | 18.00 | 18.00 |
| 24.3 | | 31 st March 2023 | 31 st March 2022 |
| | Retained Earnings | | |
| | Balance at the beginning of the year | (2,229.93) | - |
| | Add : Transfer from Revaluation Reserve | - | - |
| | Less : Retained Earnings made during the year | - | (2,229.93) |
| | Less : Transfer to Capital Reserve | - | - |
| | Balance as at the end of the year | (2,229.93) | (2,229.93) |
| 24.4 | | 31 st March 2023 | 31 st March 2022 |
| | Revaluation Reserves | | |
| | Balance at the beginning of the year | 2,164.72 | 3,380.86 |
| | Add : Transition adjustments | - | (1,216) |
| | Less : Transition adjustments made during the previous year | - | - |
| | Balance as at the end of the year | 2,164.72 | 2,164.72 |
| 24.5 | | 31 st March 2023 | 31 st March 2022 |
| | Deficit: | | |
| | Balance at the beginning of the year | (6,302.79) | (5,235.40) |
| | ADD : transfer from revaluation reserve | - | - |
| | Profit/(Loss) for the year | (1,991.18) | (1,066.82) |
| | Less : Depreciation of prior year 2016 & 17 | - | - |
| | Deficit as at the end of the year | (8,293.97) | (6,302.21) |

Kothari Industrial Corporation Limited

Rs. in Lakhs

| | | | |
|-----|-------------------------------|-----------------------------------|-----------------------------------|
| 25. | | 31st March 2023 | 31st March 2022 |
| | Non Current Borrowings | | |
| | Secured | | |
| | Term Loans | | |
| | - From Banks | - | - |
| | - From Others | - | 450.00 |
| | - From Related Party* | 7,265.80 | 5,802.84 |
| | Total | 7,265.80 | 6,252.84 |

*Secured by a charge on Company's share of Land and Building.

| | | | |
|-----|-------------------------------|-----------------------------------|-----------------------------------|
| 26. | | 31st March 2023 | 31st March 2022 |
| | Provisions | | |
| | Non Current - Due to Gratuity | 19.29 | 16.03 |
| | Total | 19.29 | 16.03 |

| | | | |
|-----|--|-----------------------------------|-----------------------------------|
| 27. | | 31st March 2023 | 31st March 2022 |
| | Trade Payables | | |
| | Total outstanding dues of micro and small enterprises | 5.24 | 33.94 |
| | Total outstanding dues of creditors other than micro and small enterprises | 115.71 | 202.57 |
| | Total | 120.94 | 236.51 |

Micro and small enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 have been determined based on the information available with the Company. The required disclosures are given below:

Note 27 (i) Trade Payable ageing Schedule - year ended 31st March 2023

| Particulars | Outstanding for Following periods from due date of Payment | | | | | | |
|--------------|--|--------------------|-------------------|--------------|--------------|-------------------|---------------|
| | Not Due | Less than 6 Months | 6 Moths to 1 year | 1-2 Years | 2-3 Years | More than 3 Years | Total |
| (i) MSME | - | 5.24 | - | - | - | - | 5.24 |
| (ii) Others | - | 79.14 | (17.34) | 41.17 | 12.74 | - | 115.71 |
| Total | - | 84.38 | (17.34) | 41.17 | 12.74 | - | 120.95 |

Trade Payable ageing Schedule - year ended 31st March 2022

| Particulars | Outstanding for Following periods from due date of Payment | | | | | | |
|--------------|--|--------------------|-------------------|-------------|--------------|-------------------|---------------|
| | Not Due | Less than 6 Months | 6 Moths to 1 year | 1-2 Years | 2-3 Years | More than 3 Years | Total |
| (i) MSME | - | 33.94 | - | - | - | - | 33.94 |
| (ii) Others | - | 71.49 | 52.72 | 4.83 | 73.51 | - | 202.55 |
| Total | - | 105.43 | 52.72 | 4.83 | 73.51 | - | 236.49 |

| | | | |
|--|--|-----------------------------------|-----------------------------------|
| | | 31st March 2023 | 31st March 2022 |
| | Principal amount due and remaining unpaid | 5.24 | 33.94 |
| | Interest due and unpaid on the above amount | - | - |
| | Interest paid by the Company in terms of section 16 of the Micro, Small and Medium enterprises Act. 2006 | - | - |
| | Payment made beyond the appointed day during the year | - | - |
| | Interest due and payable for the period of delay | - | - |
| | Interest accrued and remaining unpaid | - | - |
| | Amount of further interest remaining due and payable | - | - |

Rs. in Lakhs

| 28. | | 31 st March 2023 | 31 st March 2022 |
|-----|--|-----------------------------|-----------------------------|
| | Other Financial Liabilities | | |
| | Current maturities of long term debt | - | - |
| | Interest accrued and due on borrowings | - | - |
| | Unclaimed Dividends | - | - |
| | Rent Deposit | - | - |
| | Statutory dues including PF and TDS | 356.98 | 210.81 |
| | Salaries & Wages Payable | 84.57 | 35.24 |
| | Income Tax Provisions - MAT | - | 6.75 |
| | Others* | 1,598.83 | 553.44 |
| | Total | 2,040.39 | 806.25 |

* 20.94 Lakhs of Car Loan is Secured

| 29. | | 31 st March 2023 | 31 st March 2022 |
|-----|----------------------------------|-----------------------------|-----------------------------|
| | Other Current Liabilities | | |
| | Due to a Party | 0.02 | 0.02 |
| | Others | 0.41 | 0.33 |
| | Due to Holding Company | - | - |
| | Total | 0.44 | 0.35 |

| 30. | | 31 st March 2023 | 31 st March 2022 |
|-----|---------------------------|-----------------------------|-----------------------------|
| | Provisions | | |
| | Current - Due to Gratuity | 107.26 | 87.72 |
| | Total | 107.26 | 87.72 |

| 31. | | 31 st March 2023 | 31 st March 2022 |
|-----|---|-----------------------------|-----------------------------|
| | Contingent liabilities and commitments (to the extent not provided for) | | |
| | Contingent liabilities | | |
| | Claims against the company not acknowledged as debt | | |
| | - Disputed sales tax demands under appeal including stay of recovery granted for Rs.854.65 lakhs (Rs.20.50 lakhs paid under protest included under advances) (Based on another Supreme Court order and legal Opinion such demands may not be sustainable) | | |
| | - Others (Exclusive of Interest) | | |
| | Guarantees | 7.00 | 7.00 |
| | Other money for which the company is contingently liable | | |
| | - Differential Customs Duty on Import machinery Availed under export obligation scheme | 84.07 | 84.07 |
| | 1. Pursuant to an arbitration award dated 30.09.2017 relating to additional electricity dues of Caustic Soda plant sold by the Company in the year 1986. together with interest at 6% p.a. | 231.37 | 231.37 |
| | The Company has challenged the award before the Madras High Court by paying 60 Lacs as Court Deposit. Pending disposal of the case by the High Court. Provision for expenses mentioned in the subject matter of MOU. | 250.00 | 250.00 |
| | Total | 572.44 | 572.44 |

Kothari Industrial Corporation Limited

Rs. in Lakhs

| 32. | | 31 st March 2023 | 31 st March 2022 |
|-----|--|-----------------------------|-----------------------------|
| | Revenue from Operations (for companies other than a finance company) | | |
| | Revenue from - Sale of Fertilisers, FMCG-Health Care & Other products (Refer Note (i)) | 731.91 | 877.09 |
| | Other operating revenue (Refer Note (ii)) | 225.72 | 68.68 |
| | Total | 957.64 | 945.77 |

Note :- (i) Includes Revenue from Contracts with Customers

Note :- (ii) Operating revenue includes Lease Rental Income and Royalty Income

| 32.1 | Particulars | 31 st March 2023 | 31 st March 2022 |
|------|------------------------------------|-----------------------------|-----------------------------|
| (i) | Details of Sales (Finished goods) | | |
| | - NPK Mixtures | - | - |
| (ii) | Details of Sales (Traded goods) | | |
| | - Agro Products | 0.55 | 0.03 |
| | - Micro & Bio Products | 2.77 | 11.07 |
| | - ST. Fertilisers | 134.34 | 246.72 |
| | - NPK Mixtures | 182.98 | 419.49 |
| | - Pesticides | - | - |
| | - Packing Materials | 0.46 | 0.04 |
| | - W.S.Fertilizers | - | - |
| | | 321.11 | 677.36 |
| | FMCG- Health Care & Other Products | 410.80 | 199.73 |
| | Total | 731.91 | 877.09 |

| 33. | | 31 st March 2023 | 31 st March 2022 |
|-----|-------------------------------|-----------------------------|-----------------------------|
| | Other Income | | |
| | Interest Received | - | - |
| | Discount Received | - | 4.84 |
| | Foreign Exchange Gain | - | - |
| | Provisions no longer required | - | - |
| | - Other Income | 73.48 | 81.25 |
| | Total | 73.48 | 86.09 |

Rs. in Lakhs

| 34. | | 31 st March 2023 | 31 st March 2022 |
|-----|--|-----------------------------|-----------------------------|
| | Changes in inventory of finished goods and Work in progress | | |
| | (Increase)/decrease in stock | | |
| | Stock at the end of the year: | | |
| | Finished goods | 115.91 | 170.36 |
| | Land held as stock-in-Trade | 51.93 | 51.93 |
| | Less:- | | |
| | Total A | 167.84 | 222.29 |
| | Stock at the beginning of the year: | | |
| | Finished goods | 97.14 | 97.14 |
| | Land converted into Stock-in-Trade on 1st April 2007 | 160.27 | 160.27 |
| | Add: Land Converted into Stock-in-Trade | 414.78 | 414.78 |
| | Less: Transferred on Sale of Land | (523.12) | (523.12) |
| | Total B | 149.07 | 149.07 |
| | | | |
| | Total | (18.77) | (73.22) |

| 35. | | 31 st March 2023 | 31 st March 2022 |
|-----|------------------------------------|-----------------------------|-----------------------------|
| | Employee Expense | | |
| | Salaries and wages | 241.47 | 93.64 |
| | Gratuity | 8.80 | 49.35 |
| | Contribution to PF & ESI | 7.71 | 7.75 |
| | Workmen and Staff welfare expenses | 30.69 | 9.95 |
| | Total | 288.67 | 160.69 |

| 36. | | 31 st March 2023 | 31 st March 2022 |
|-----|----------------------|-----------------------------|-----------------------------|
| | Finance Costs | | |
| | Interest | 1,134.61 | 973.55 |
| | Total | 1,134.61 | 973.55 |

Kothari Industrial Corporation Limited

Rs. in Lakhs

| 37. | | 31 st March 2023 | 31 st March 2022 |
|-----|---|-----------------------------|-----------------------------|
| | Other Expenses | | |
| | Consumption of stores and Packing Materials | - | - |
| | Materials | 28.72 | 23.98 |
| | Power and fuel | 122.46 | 87.78 |
| | Rent | | |
| | Audit Fees | | |
| | - Statutory Audit | 3.11 | 3.14 |
| | - Tax Audit | 0.25 | 0.25 |
| | - Other Audit | 0.45 | 0.25 |
| | Repairs to buildings | 16.82 | 13.23 |
| | Repairs Others | 31.08 | 20.45 |
| | Director Sitting Fee | 0.22 | 0.42 |
| | Insurance | 1.86 | 0.16 |
| | Rates & Taxes | 0.28 | 5.99 |
| | Travelling expenses | 140.11 | 29.05 |
| | Telephone expenses | 7.65 | 6.03 |
| | Postage & Courier | 0.76 | 0.51 |
| | Conveyance | 26.39 | 4.93 |
| | Security Charges | 18.05 | 1.70 |
| | Printing & Stationery | 4.97 | 5.20 |
| | Professional Charges | 75.12 | 25.87 |
| | Bank Charges | 1.95 | 0.76 |
| | Selling Expenses | 155.47 | 100.18 |
| | Office Maintenance | 35.71 | 9.46 |
| | Other Manufacturing expenses | 16.79 | 14.17 |
| | Other Expenses | 143.26 | 67.31 |
| | Total | 831.49 | 420.84 |

| 38. | | 31 st March 2023 | 31 st March 2022 |
|-----|-----------------------------------|-----------------------------|-----------------------------|
| | Exceptional Items | | |
| | Profit / (Loss) on Sale of Assets | - | (1,050.77) |
| | Creditors written back | - | 1,562.43 |
| | Provision for Expenses | - | (60.40) |
| | Bad Debts written off | - | (5.08) |
| | Provision for Doubtful Debts | - | (276.64) |
| | Total | - | 169.54 |

39. Employee benefit obligations

| | <u>Rs. In Lakhs</u> <u>Gratuity</u> <u>March 31, 2023</u> | <u>Rs. In Lakhs</u> <u>Gratuity</u> <u>March 31, 2022</u> |
|--------------|---|---|
| Current | 107.26 | 87.72 |
| Non Current | 19.29 | 16.03 |
| Total | <u>126.55</u> | <u>103.75</u> |

Other long-term employee benefits

Compensated absences

There is no scheme for encashment of earned leave.

Post employment benefits

(a) Defined contribution plan - Provident fund and Superannuation fund

Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The Obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation.

Amount recognised in the statement of profit and Loss

| | <u>Rs. In Lakhs</u> <u>March 31, 2023</u> | <u>Rs. In Lakhs</u> <u>March 31, 2022</u> |
|----------------|--|--|
| Provident Fund | 7.17 | 7.02 |

(b) Defined benefit plan - Gratuity

The Company provides for Gratuity for employees as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for 5 years are eligible for Gratuity. The amount of Gratuity payable on retirement/termination is the employees' last drawn basic salary per month computed proportionately for 15 days' salary multiplied by the number of years of service.

| (i) Reconciliation | Rs. In Lakhs |
|--|---------------------|
| Opening Defined benefit obligation as on April 1, 2022 | 103.75 |
| Transfer in/(out) obligation | - |
| Current service cost | 1.88 |
| Interest Cost | 6.92 |
| Total amount recognised in profit or loss | 8.8 |
| Components of actuarial gain/losses on obligation: | |
| Due to Change in financial assumptions | (0.67) |
| Due to Change in demographic assumption | - |
| Due to experience adjustments | 14.67 |
| Total amount recognised in other comprehensive income | 14.00 |
| Past service cost | - |
| Loss (gain) on curtailments | - |
| Liabilities assumed in an amalgamation in the nature of purchase | - |
| Exchange differences on foreign plans | - |
| Benefits paid | - |
| Closing Defined benefit obligation as on March 31, 2023 | 126.55 |

Kothari Industrial Corporation Limited

Expected Company contribution for the next year

(ii) Significant actuarial assumptions:

The significant actuarial assumptions were as follows:

31-Mar-23

| | |
|--------------------|---|
| Discount Rate | 7.30% |
| Salary Growth Rate | 6.00% |
| Withdrawal Rates | 15% at younger ages reducing to 3% at older ages |

The average outstanding term of the obligations (years) as at valuation date is 5.9 years.

(iii) Sensitivity to key assumptions

| | |
|--------------------|--------|
| Discount rate | -0.42% |
| | 0.44% |
| Salary growth rate | 0.43% |
| | -0.41% |

The above Sensitivity analysis is performed by varying a single parameter while keeping all the other parameters unchanged.

The method used does not indicate anything about the likelihood of change in any parameter and the extent of the change if any.

| | | | |
|-----|---|-----------------------------------|-----------------------------------|
| 40. | Earnings / (Loss) per share - calculation of weighted average number of Equity Shares of Rs.5/- each. | | |
| | | 31st March 2023 | 31st March 2022 |
| | Net Profit / (Loss) attributable to Shareholders | (1,977.17) | (1,099.04) |
| | Number of shares of Rs.5/- each | 1,91,10,885 | 1,91,10,885 |
| | Basic & Diluted Earnings(in Rupees) per Share | (10.35) | (5.75) |

41. Related Party Disclosures (contd.):

Particulars of transactions with related Parties

| | Description | 31 st March 2023 | 31 st March 2022 |
|-----|---|-----------------------------|-----------------------------|
| (a) | Remuneration to key Managerial Personnel | | |
| | Mr. Anil Kumar Padhiali | 8,86,451 | 5,47,532 |
| | Mr. V. Singaravel | 3,30,646 | 5,49,193 |
| | Mr. Balaji Narayanan | 7,53,457 | |
| | | 19,70,554 | 10,96,725 |
| (b) | Payment to Directors | | |
| | Mr. Dilip Machado | | 21,224 |
| | Mr. D. Gunasekaran | 21,224 | 21,224 |
| | Total | 21,224 | 42,448 |

42. Related Parties Disclosure :

(i) Name of the Key Management Personnel:

Mr. Pradip D. Kothari - Chairman & Managing Director (till 28th September 2017)
Chairman (from 28th September 2017)

Mr. Rafiq Ahmed - Managing Director (with effect from 28th September 2017)

No remuneration was paid to both the Chairman and Managing Director during the year.

Mr. V. Singaravel - Chief Financial Officer (Resigned w.e.f. 20.10.2022)

Mr. N. Balaji - Chief Financial Officer (Appointed w.e.f. 01.12.2022 - Resigned w.e.f. 24.04.2023)

Mr. S. Vijayaraghavan - Chief Financial Officer (Appointed w.e.f. 25.05.2023)

Mr. Anil Kumar Padhiali - Company Secretary (with effect from 19th March 2018).

Rs. in Lakhs

(a) Related parties under Ind AS 24 with whom transactions have taken place during the year:

| | | |
|---|------------|--|
| Gemini Fertilizers | Proprietor | (Effective from 21 st April 2017) |
| Parveen Roadways Private Limited | Director | (Effective from 21 st April 2017) |
| Gemini Legal Consultants Private Limited | Director | (Effective from 21 st April 2017) |
| Gemini Iron and Steel Private Limited | Director | (Effective from 21 st April 2017) |
| Top guard International Security Force Private Limited | Director | (Effective from 21 st April 2017) |
| Kothari Marine International Limited (Subsidiary Company) | Director | (Effective from 13 st July 2018) |
| Gemini Karma International Services Private Limited (The spouse of Managing Director is a Director in the Company) | | (Effective from 26 st March 2018) |
| Parveen Roadways | Proprietor | (Effective from 21 st April 2017) |
| Parveen Rolling Company | Proprietor | (Effective from 21 st April 2017) |

Rs. in Lakhs

| Transactions with related parties during the year along with balances as at year end: | Enterprise having significant influence | Enterprise having significant influence |
|---|---|---|
| Nature of Transaction | 31.03.2023 Amount (Rs. in lakhs) | 31.03.2022 Amount (Rs. in lakhs) |
| a) Transaction during the year | | |
| <u>Purchase of Raw Materials & finished goods</u> | | |
| Gemini Fertilizers | - | 94.49 |
| <u>Royalty Income</u> | | |
| Gemini Fertilizers | - | 4.83 |
| <u>Lease Rental Income</u> | | |
| Gemini Fertilizers | - | 11.00 |
| <u>Rental Income</u> | | |
| Gemini Karma International Services Private Limited | - | 9.00 |
| <u>Financial Costs</u> | | |
| Parveen Roadways Private Limited | 1,125.51 | 968.60 |
| <u>Security Services</u> | | |
| Top Guard International Security Force Private Limited | 18.05 | 5.24 |

Kothari Industrial Corporation Limited

Rs. in Lakhs

| Transactions with related parties during the year along with balances as at year end: | Enterprise having significant influence | Enterprise having significant influence |
|---|---|---|
| Nature of Transaction | 31.03.2023 Amount (Rs. in lakhs) | 31.03.2022 Amount (Rs. in lakhs) |
| b) Balances outstanding as at year end | | |
| <u>Investment</u> | | |
| Kothari Marine International Limited | - | - |
| <u>Trade Receivables</u> | | |
| Gemini Legal Consultants Private Limited | 39.29 | 39.29 |
| <u>Trade Payables</u> | | |
| Gemini Fertilizers | 63.54 | 68.59 |
| Top Guard International Security Force Private Limited | 5.24 | 33.94 |
| <u>Loan</u> | | |
| Parveen Roadways Private Limited | 7,265.80 | 6,252.84 |
| Rafiq Ahmed - Managing Director | 964.50 | |
| <u>Advance payable</u> | | |
| Parveen Roadways Private Limited | 7.91 | 7.91 |
| Kothari Marine International Limited | - | - |
| Gemini Iron and Steel Private Limited | 290.63 | 290.76 |
| <u>Recoverable</u> | | |
| Gemini Legal Consultants Private Limited | 15.65 | 9.00 |
| Gemin Karma International Services Private Limited | 131.65 | 131.65 |
| Top Guard International Security Force Private Limited | 4.05 | - |

43. Financial ratios:
Rs. in Lakhs

| Sl. No. | | Items of numerator and denominator | As at 31.03.2023 | As at 31.03.2022 | % of Change | Reason for variance |
|---------|---|---|------------------|------------------|-------------|--|
| 1 | Current Ratio | Current Assets / Current Liabilities | 0.52 | 0.87 | (40) | Due to increase in liabilities |
| 2 | Return on Equity Ratio % | Profit after tax / Average Share Holders Equity | (10.35) | (5.75) | 80 | Due to sudden increasing expe. profit has come down |
| 3 | Inventory turnover Ratio (No. of times) | Sale of Products / Average Inventory | 3.75 | 4.72 | (21) | Due to Sales drop down in the Current year Compared to previous year |
| 4 | Trade Receivables turnover Ratio (No. of times) | Revenue from Operations / Average Trade Receivables | 3.86 | 2.61 | 48 | Due to monsoon failure, we can't collect the payment |
| 5 | Trade Payables turnover Ratio (No of times) | Purchases / Average Trade payables | 2.87 | 1.50 | 92 | Due to monsoon failure, we can't make the payment |
| 6 | Net Capital turnover Ratio (No. of times) | Revenue from Operations/ Net Working Capital | (0.88) | (6.57) | (87) | Due to failure of monsoon |
| 7 | Net Profit ratio(%) | Profit after tax / Revenue from Operations | (206.46) | (116.21) | 78 | Net loss is more as compared to previous year |
| 8 | Return on Capital employed (%) | Earnings before Interest and Tax / Average capital employed | (27.91) | (4.43) | 530 | Due to increase in loss |
| 9 | Return on investment (%) | Income From Investments / Average invested funds | 0 | 0 | | N.A |

Kothari Industrial Corporation Limited

44. Segment Information

- 44.1 The Directors of the Company have been identified as the Chief Operating Decision Makers (CODM) as
- 44.2 The business operation are restricted in India. The Company operates in India and foreign markets. The Company has opted to disclose segment information using quantitative threshold as per the Ind AS 108.

Rs. in Lakhs

| Sl. No. | PARTICULARS | Twelve Months Ended | |
|-----------|--|-------------------------|-------------------------|
| | | 31.03.2023 (Audited) | 31.03.2022 (Audited) |
| 1. | Segment Revenue (Net Sales/Income from Operations) | | |
| | a. Fertilizer | 321.11 | 677.32 |
| | b. Rental from Property | 12.00 | 45.43 |
| | c. FMCG Products | 332.38 | 223.02 |
| | d. Hotel | 222.16 | |
| | e. Drone | 143.47 | |
| | f. Others | | |
| | Total | 1,031.12 | 945.77 |
| | Less: Inter Segment revenue | | |
| 2. | Net Sales / Income from Operations | 1,031.12 | 945.77 |
| | Segment Results (Profit before Tax and Interest) | | |
| | a. Fertilizer | (9.43) | (379.85) |
| | b. Rental from Property | 7.51 | 45.43 |
| | c. FMCG Products | (668.41) | (39.76) |
| | d. Hotel | (48.45) | |
| | e. Drone | (150.81) | |
| | d. Others | (0.31) | (0.19) |
| | Total | (869.90) | (374.37) |
| | Less: | | |
| | (i) Unallocated Interest and finance charges | 1,134.61 | 973.55 |
| | (ii) Other unallocable expenditure net of unallocable Income | 27.34 | 255.63 |
| 3. | Profit before tax | (1,977.17) | (1,092.29) |
| | Segment Assets | | |
| | a. Fertilizer | 424.29 | 854.16 |
| | b. Rental from Property | 132.60 | 132.14 |
| | c. FMCG Products | 61.51 | 85.50 |
| | d. Hotel | 39.77 | |
| | e. Drone | 261.85 | |
| | Unallocated | 3,880.36 | 3,565.33 |
| | Total | 4,800.38 | 4,637.13 |
| 4. | Segment Liability | | |
| | a. Fertilizer | 425.90 | 1,051.99 |
| | b. Rental from Property | - | - |
| | c. FMCG Products | 136.73 | 140.98 |
| | d. Hotel | 88.23 | |
| | e. Drone | 420.92 | |
| | Unallocated | 8,482.33 | 6,206.72 |
| | Total | 9,554.11 | 7,399.69 |
| 5. | Capital Employed (3-4) Total Capital Employed | (4,753.73) | -2,762.56 |

45. Fair Value Measurements

(a) Financial instrument by category and hierarchy

Rs. in Lakhs

| Particulars | Hierarchy | Notes | 31 st March 2023 | | | 31 st March 2022 | | |
|--|-----------|-------|-----------------------------|------|----------------|-----------------------------|------|----------------|
| | | | FVPL | FOCI | Amortized cost | FVPL | FOCI | Amortized cost |
| Financial assets | | | | | | | | |
| (i) Financial assets held at amortized cost | | | | | | | | |
| Trade receivables | 1 | 20 | | | 271.54 | | | 225.17 |
| Cash and cash equivalents | 1 | 21 | | | 37.79 | | | 17.09 |
| Other financial assets | 1 | 22 | | | 704.44 | | | 522.21 |
| Financial liabilities | | | | | | | | |
| (i) Financial liabilities held at amortized cost | | | | | | | | |
| Borrowings | 1 | - | | | - | | | - |
| Trade payables | 1 | 27 | | | 120.94 | | | 236.49 |
| Other Financial liabilities | 1 | 28 | | | 2,040.39 | | | 806.25 |

Hierarchy

level 1 : If one or more of the significant inputs is not based on observable market data, the instrument is included in level 1. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 1.

Fair value of financial assets and liabilities measured at amortised cost.

The carrying amounts of trade receivables, trade payables, cash and cash equivalents, other financial assets and other financial liabilities (current) are considered to be the same as their fair values, due to their short-term nature and categorized as Level 1 hierarchy.

Kothari Industrial Corporation Limited

46. Financial Risk Management

The Company has at present no outside credit facilities. The working capital and other financial needs are arranged by Vice Chairman and Managing Director through the Associate Companies out of credit obtained and hence the risk is not borne by the Company. As regards trading operation a close monitoring procedure is in place and marketing field team ensures recovery of receivables and no significant bad or doubtful debts are likely to occur in the future.

The Financial risk in regards to manufacture of fertilizer is to the account of the lessee including overseas credit and settlement thereof.

47. Consolidation method adopted

These Consolidated Financial Statements (CFS) are prepared in accordance with Ind AS on “Consolidated Financial Statements” (Ind AS 110), specified under section 133 of the Companies Act, 2013.

| Name of the Subsidiary Company | 31.3.2023 | 31.3.2022 |
|--|----------------|----------------|
| | % of Ownership | % of Ownership |
| Kothari Marine International Limited | 99% | 99% |
| Balance Sheet | Rs. in Lakhs | Rs. in Lakhs |
| Non Current Assets | 0.03 | 0.07 |
| Current Assets | 9.5 | 9.69 |
| Total Assets | 9.53 | 9.76 |
| Non Current Liabilities | | - |
| Current Liabilities | 0.42 | 0.34 |
| Total Liabilities | 0.42 | 0.34 |
| Total Equity | 10 | 10.00 |
| Profit and Loss | | |
| Profit for the year | -0.31 | (0.19) |
| Other Comprehensive Income | - | - |
| Total Comprehensive Income | (0.31) | (0.19) |
| Cash flow from Operating activities | 0 | (0.03) |
| Cash flow from Investing activities | 0 | 0.03 |
| Cash flow from Financing activities | -0.05 | - |
| Net Increase in Cash and Cash Equivalents | - | - |

3. Due to continues losses the net worth of the Company has eroded. The Managing Director is arranging continuous finance through the Associate Companies for working capital and settlement of old creditors and would continue to do so. Further, the business plan envisaged by management provides for large scale expansion with injection of additional finance. In view of the foregoing, the financials have been prepared on principles applicable to a Going Concern.
4. The proceedings initiated by the Collector of Nilgiris for repossession of certain plots of land in Coonoor earmarked for public use has been challenged by the company on a Write Petition filed before Madras High Court and the matter is pending adjudication.
5. Pursuant to an arbitration award dated 30.9.2017 relating to additional electricity dues of Caustic Soda manufactured sold by the Company in the year 1986 amounting to Rs. 2.31 Crores together with interest at 6% p.a. The Company has challenged the award before the Madras High Court which is pending adjudication, During the year compromise arrangement made between company and SPIC, The Company Made a payment Rs.1.15 Crore during the financial year 2022-23 and balance amount to be made in following year after adjusting court deposit Rs. 60 Lakhs and for the Same the company made provision in the books amounting Rs. 2.30 Crores during the year And paid Rs.15 lakhs in this quarter and balance amount Rs. 40 Lakhs is pending.
6. Board of Directors at their meeting held on 31.10.2020, approved a Scheme of Reduction of share capital (the Scheme), to extinguish / cancel 66,27,000 equity shares of the Company held by Promoters group of the Company, as detailed in the Scheme which is posted on the Company's website. The Scheme was approved by the shareholders through a special resolution vide postal ballot dated June 30, 2021, and was taken on record by the stock exchanges (BSE – designated stock exchange for this purpose). The Company has filed the application scheme for reduction of capital before the NCLT, Chennai. The Hon'ble NCLT Bench, Chennai Approved the scheme via order dated 10th May 2023. The Scheme will be made effective by filing a certified copy of the order of the NCLT through e-form INC-28 with the Registrar of Companies Chennai. Upon effectiveness of the scheme, the issued, subscribed and paid-up share capital of the Company stand reduced from 19110885 equity shares of Rs 5/- each aggregating to Rs.9,55,54,42 to 1,24,83,885 equity shares of Rs 5/- each aggregating to Rs.6,24,19,425.
7. The Company has considered to repay the loan aggregating Rs.6252.84 Lacs together with Interest for the period upto 31.3.21 has been charged to retained earnings. The Company stands committed to its future obligations of Term Loan and Interest without fail.
8. With regard to various pending legal claims which are under adjudication / and /or negotiation, the management does not anticipate any significant cash outflow and any possible claim is not quantifiable at present and accordingly no provision has been made in the accounts.
9. Extra-ordinary General Meeting of the Company on 7th December 2021 Conducted to transfer the Factory situated at Kathivakkam Village Ennore Chennai-600 057 on lease for business arrangements and modernization of factory by to M/s. Coromandel International Limited with their own investment at interest free cost as per the guidelines of Department of Fertilizers (DOF) and also for manufacture Single Super Posphate (SSP) with all Plant & Machinery and other Accessories fully required for manufacturing process for a period of 5 years.

Kothari Industrial Corporation Limited

10. The company's assessment for the accounting years 2003-04 to 2010-11 are under appeal before the Commissioner of Income Tax (appeals). In the unlikely event of, the appeals being disposed of against the company, there would be no tax demand in view of the accumulated losses.
11. Following the assignment of dues from Kotak Mahindra Bank and settling the dues in full and Assignee namely Parveen Roadways Private Limited has made a contingent claim on the company of Rs. 5215 Lakhs being the debt originally indicated as in the Assignment Deed.

12.

| Exceptional Items includes:- | Rs. In Lakhs |
|--|--------------|
| Loss on Transfer of Building together with Land in settlement of secured financial Creditors | - |
| The Unclaimed balances which are already time barred written back | - |
| Provision for Expenses | - |
| Provision for Doubtful Debts | - |
| Bad Debts Written off | - |
| Total | 0.00 |

13. In accordance with Accounting Standard 22 - "Taxes on Income", Deferred tax Asset is not recognised as a matter of prudence.
14. There is no material impact on Inventories and Receivables due to Covid-19.
15. The figures of the previous periods have been regrouped reclassified wherever necessary.

As per our Report of even date

For Arockiasamy & Raj
Chartered Accountants
Regn.No.006850S

A. Nagarajan
Partner
Membership No.020680
Place: Chennai
Date: 25th May 2023

For and on behalf of the Board

Pradip D Kothari
Chairman
DIN : 01315682

Anil Kumar Padhiali
Company Secretary

J. Rafiq Ahmed
Vice Chairman &
Managing Director
DIN : 02861341

S. Vijayaraghavan
Chief Financial Officer

INTENTIONALLY BLANK



If undelivered please return to :

KOTHARI INDUSTRIAL CORPORATION LIMITED

Regd. Office : "Kothari Buildings" Box No. 3332,
No. 114, Mahatma Gandhi Salai,
Nungambakkam, Chennai - 600 034.

