



Ponni Sugars (Erode) Limited



26th
Annual Report
2021-22



Year Scorecard

- ❖ *Stepped up cane volume*
- ❖ *Strong rebound in recovery*
- ❖ *Sky rocketing fuel prices*
- ❖ *Stable product prices*
- ❖ *Strong bottom line – the highest in a decade*

Directors

N Gopala Ratnam (*Chairman*)
 Dr L M Ramakrishnan (*Vice Chairman*)
 N Ramanathan (*Managing Director*)
 Arun G Bijur
 Bimal K Poddar
 V Sridar
 Dr Nanditha Krishna
 K Bharathan
 Mohan Verghese Chunkath (*from 06.05.2022*)
 Bharti Chhotubhai Pithawalla (*from 06.05.2022*)

Audit Committee

V Sridar (*Chairman*)
 Bimal K Poddar
 Dr L M Ramakrishnan
 K Bharathan

Nomination and Remuneration Committee

V Sridar (*Chairman*)
 N Gopala Ratnam
 Dr L M Ramakrishnan

Stakeholders Relationship Committee

N Gopala Ratnam (*Chairman*)
 Arun G Bijur
 N Ramanathan
 V Sridar

CSR Committee

N Gopala Ratnam (*Chairman*)
 N Ramanathan
 Dr Nanditha Krishna

Chief Financial Officer

K Yokanathan

Banks

Canara Bank
 IDBI Bank Limited
 HDFC Bank Limited

Auditors

M/s. S Viswanathan LLP
 Chartered Accountants
 17, Bishop Wallers Avenue (West)
 Mylapore
 Chennai 600 004

Registered Office

“ESVIN HOUSE”
 13 Rajiv Gandhi Salai (OMR)
 Perungudi, Chennai 600 096
 Phone: (044) 24961920 / 24960156
 Email: admin@ponnisugars.com
 Web: www.ponnisugars.com

Email ID for Investor Grievance

investor@ponnnisugars.com

Works

Odappalli, Cauvery RS (Post)
 Erode 638 007, Tamil Nadu
 Phone: (04288) 247351 to 355
 Email: gen@ponnisugars.com

Registrar & Transfer Agent

Cameo Corporate Services Ltd
 “Subramanian Buildings”, 5th Floor
 No.1, Club House Road, Chennai 600 002
 Phone: (044) 28460390
 Email: investor@cameoindia.com

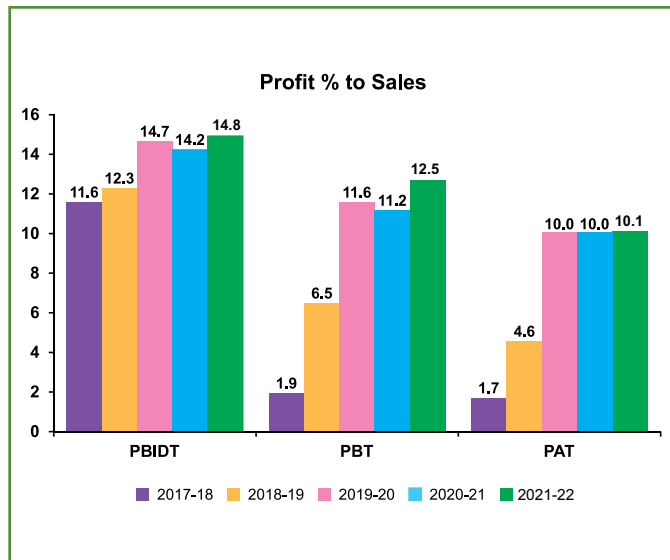
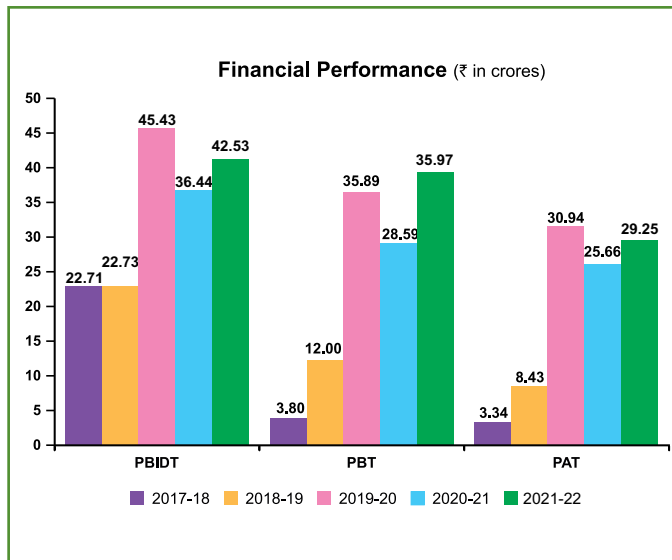
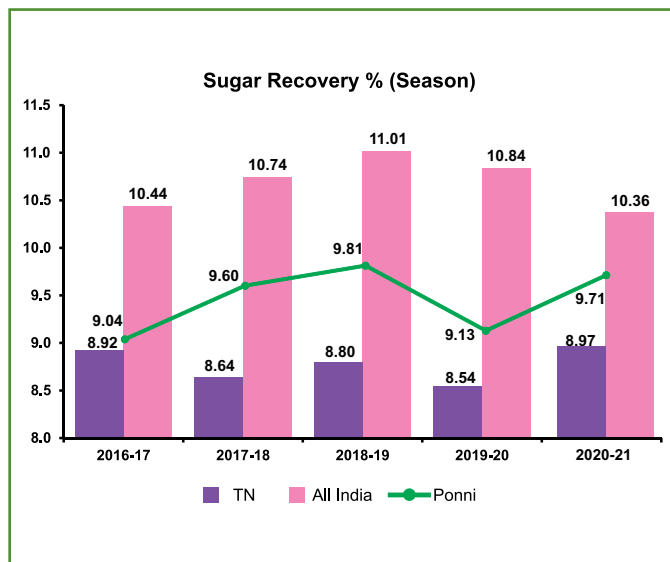
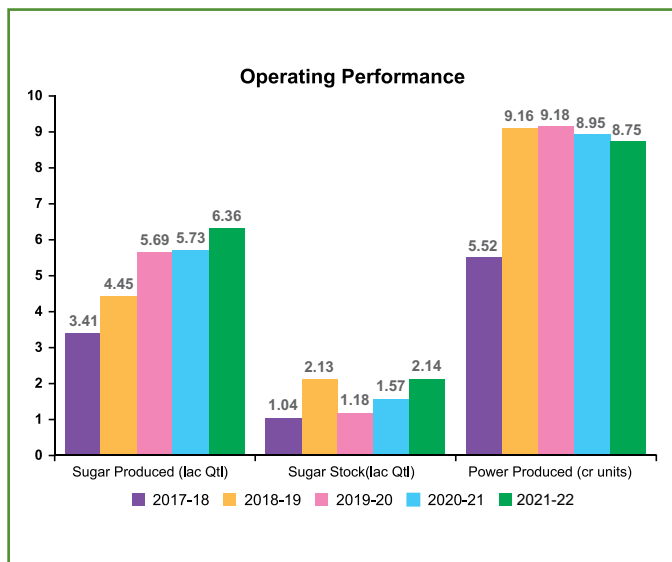
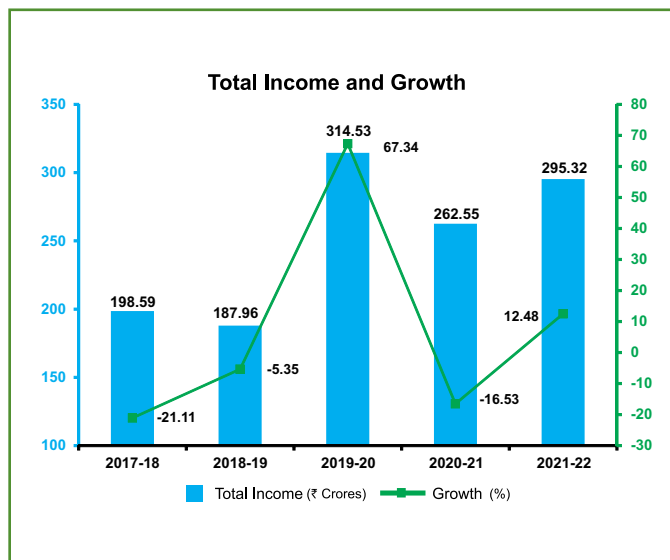
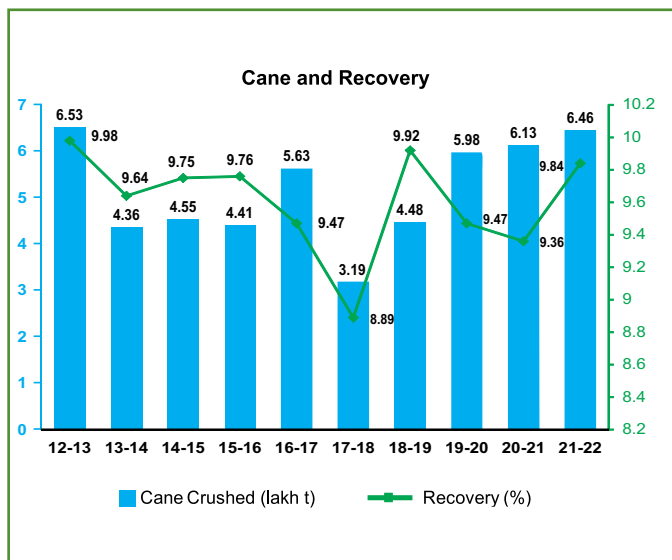
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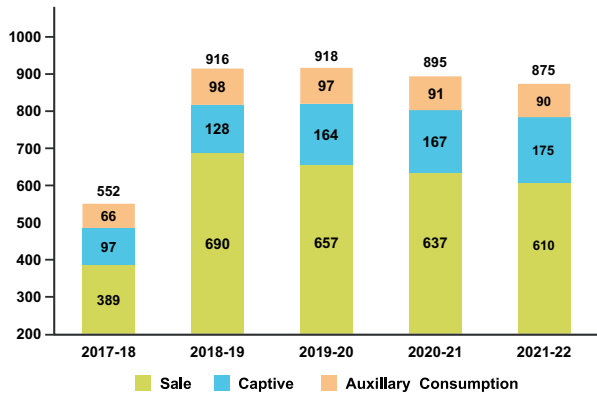
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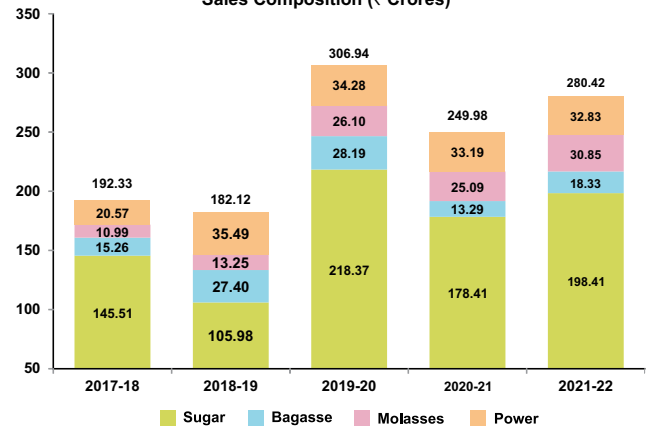
Performance Chart



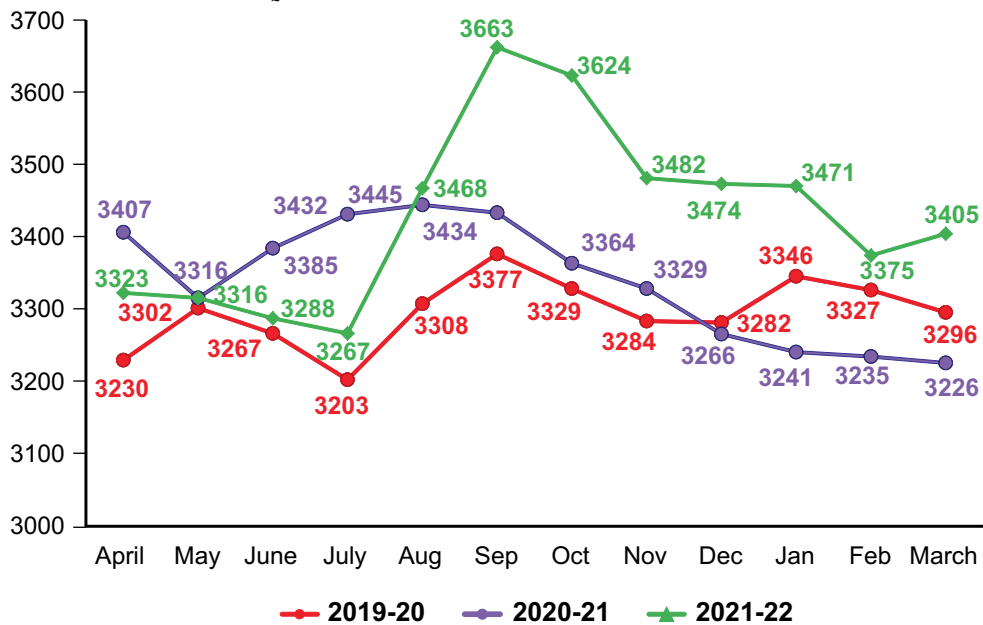
Power Production / Export (Lakh Units)



Sales Composition (₹ Crores)

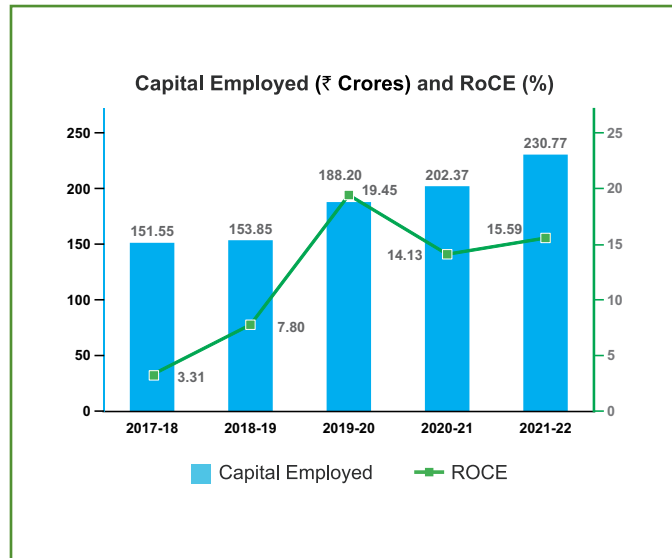
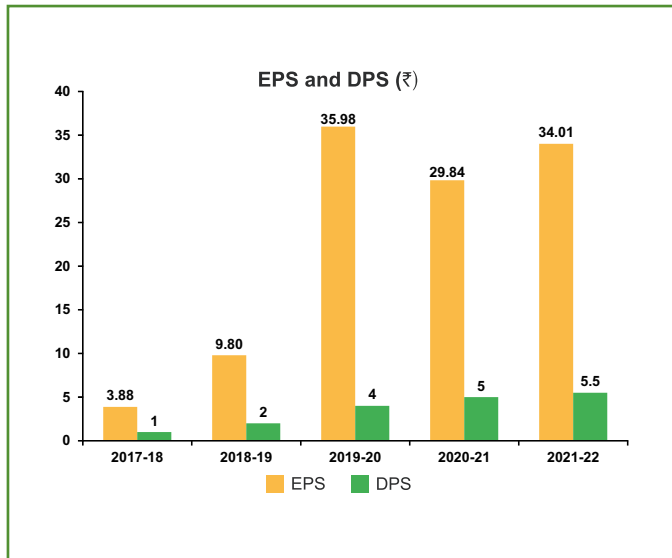
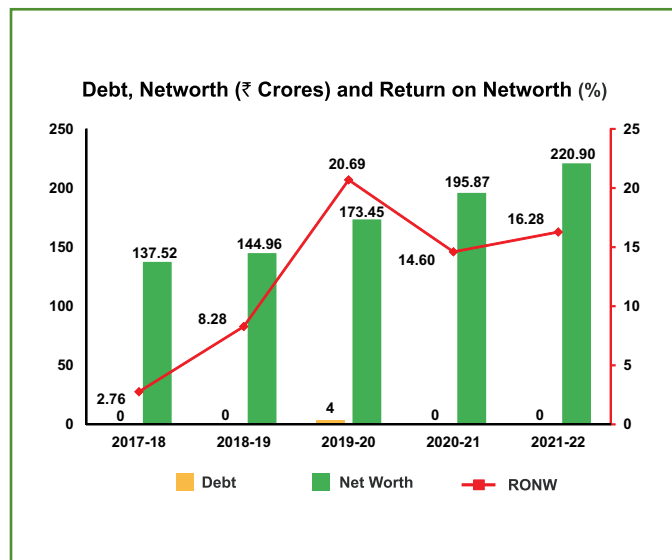
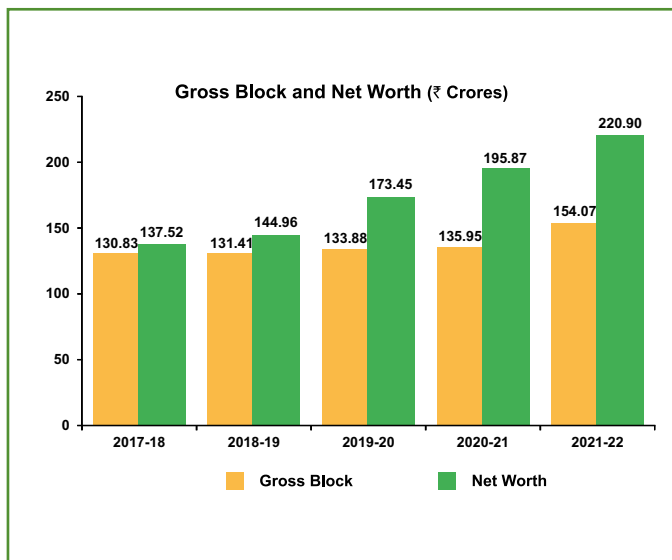


Ex-Factory Sugar Realization (₹ /Qtl)





Ponni Sugars (Erode) Limited



Financial Highlights – Ten Years at a Glance

₹ in Lakhs

For the year	2012-13	2013-14	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22
Total Income	21489	17103	16153	17081	25174	19859	18796	31453	26255	29532
Total Expenditure	18561	16429	16511	16758	21189	17588	16523	26910	22611	25279
PBIDT	2928	674	-358	323	3985	2271	2273	4543	3644	4253
Interest	358	671	512	587	475	197	347	268	54	12
Depreciation	1161	825	566	564	570	568	593	739	731	644
Profit before exceptional items	1409	-822	-1436	-828	2940	1506	1333	3536	2859	3597
Exceptional Items	193	-541	-893	-1090	776	1126	133	-53	0	0
PBT	1216	-281	-543	262	2164	380	1200	3589	2859	3597
Tax	-695	197	-178	72	645	46	357	495	293	672
PAT	1911	-478	-365	190	1519	334	843	3094	2566	2925
EPS (₹)	22.22	-5.56	-4.24	2.21	17.66	3.88	9.80	35.98	29.84	34.01
Cash EPS (₹)	27.64	0.03	1.81	9.61	31.80	10.49	18.55	44.14	35.93	42.41
Dividend %	15	6	--	12	25	10	20	40	50	55
As at year end										
Gross Block	17278	17575	17602	17638	17747	13083	13141	13388	13595	15048
Net Block	13309	13339	12773	12261	11840	11952	11417	10932	10419	11234
Loan Funds	8208	8283	7791	7663	4905	725	3487	2013	0	0
Net Worth	12914	12376	12011	12159	13678	13752	14496	17345	19587	22090
Book value per share (₹)	150.19	143.93	139.69	141.41	159.08	159.94	168.59	201.72	227.80	256.91
Share Price at NSE (in ₹)										
High	415.00	359.45	251.00	248.00	357.05	228.80	189.40	182.00	197.00	380.00
Low	108.00	87.10	100.50	110.90	172.70	141.00	102.30	81.00	112.10	145.30



PONNI SUGARS (ERODE) LIMITED

CIN : L15422TN1996PLC037200

ESVIN House, 13 Rajiv Gandhi Salai (OMR), Perungudi, Chennai 600 096

Phone : 044 24961920 / 24960156

E Mail: admin@ponnisugars.com Website: www.ponnisugars.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 26th Annual General Meeting of the Company will be held on Wednesday, the 20th July 2022 at 10.30 AM through Video Conference / Other Audio Visual means (VC / OAVM) to transact the following business:

ORDINARY BUSINESS

1. Adoption of Financial Statements

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

“RESOLVED that the audited Financial Statements for the year ended 31st March 2022 and the reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted.”

2. Dividend declaration

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

“RESOLVED that

- (i) a dividend of ₹ 5.50 (Rupees five and paise fifty only) per Equity Share, for the Financial Year 2021-22 be and is hereby declared on the 8598418 Equity Shares of ₹10/- each fully paid-up;
- (ii) the dividend amount to each shareholder be rounded off to the nearest rupee.
- (iii) the dividend be paid to the shareholders whose names appear in the Register of Members of the company in the case of physical holding and to the beneficial owners of shares recorded with the Depositories in the case of demat holding as per details to be furnished by National Securities Depository Ltd/ Central Depository Services (India) Ltd for the purpose, as on Wednesday, the 20th July 2022.”

3. Reappointment of retiring Director

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

RESOLVED that Mr Arun G Bijur (DIN: 00024434) who retires by rotation, be and is hereby reappointed as a director of the company, liable to retire by rotation”

4. Appointment of Auditor

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

“RESOLVED that pursuant to Section 139 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder the Company do hereby appoint M/s S Viswanathan LLP, Chartered Accountants, Chennai (LLP Identification No.AAE-7072) as the Auditors of the company for a second term to hold office from the conclusion of this Annual General Meeting till the conclusion of the 31st Annual General Meeting of the company on such remuneration fixed by the Board of Directors on the recommendation of Audit Committee from time to time.”

SPECIAL BUSINESS

5. Appointment of Director

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

RESOLVED that Mrs Bharti Chhotubhai Pithawalla (DIN: 00341382) who was earlier appointed as an additional director of the company from 6th May 2022 and who holds office till the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company liable to retire by rotation.

6. Appointment of Independent Director

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

“RESOLVED that pursuant to the provisions of Section 149 and 152 of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and other applicable provisions of the Act, and the Rules made there under and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, [including any statutory modification(s) or re-enactment thereof for the time being in force], Mr. Mohan Verghese Chunkath (DIN:01142014) who was earlier appointed as an additional director of the company from 6th May 2022 and who holds office till the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, to hold office for a fixed term of five years from 6th May 2022 to 5th May 2027.”

7. Remuneration to Cost Auditor

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

“RESOLVED that the Company do hereby confirm and ratify in terms of Section 148 and other applicable provisions of the Companies Act, 2013 and the Rules made there under the remuneration approved by the Board of Directors on the recommendations of the Audit Committee for M/s S Mahadevan & Co., Cost Accountants (Firm Registration No.000007), for conducting the audit of cost records of the Company for the financial year 2022-23 at ₹ 150000 (Rupees one lakh fifty thousand only) plus tax and reimbursement of travel and out of pocket expenses incurred for purpose of such audit.”

(By Order of the Board)

For **PONNI SUGARS (ERODE) LIMITED**

Chennai
6th May 2022

N Ramanathan
Managing Director

NOTES:

1. AGM thro VC / OAVM

Ministry of Corporate Affairs (“MCA”) by Circular No. 2/2022 dated 05.05.2022 have allowed companies to hold their Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) till end of 2022.

Accordingly, the 26th AGM of the Company will be held through VC/ OAVM (e-AGM) and the shareholders can attend and participate in the e-AGM through VC/ OAVM only. The deemed venue of the e-AGM will be the registered office of the company.

2. Quorum/ Proxy form / Attendance slip

A shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a shareholder of the company. However, as this AGM is being held thro’ VC/ OAVM, physical attendance of shareholders is dispensed with. Accordingly, the facility for appointment of proxies by the shareholders is not applicable for this e-AGM. Hence the proxy form and attendance slip are not being annexed to this Notice and the resultant requirement for submission of proxy forms does not arise.

The presence of shareholders through VC/ OAVM will be reckoned for the purpose of quorum u/s 103 of the Act.

Corporate shareholders entitled to appoint authorized representatives are requested to send a duly certified copy of Board Resolution authorizing their representative(s) to attend and vote at the e-AGM, pursuant to Section 113 of the Companies Act, 2013 (“the Act”).

3. Particulars of Directors

Particulars of Directors seeking appointment / reappointment pursuant to Regulation 36 (3) of the Listing Regulations is given in Appendix-A that forms part of this Notice.



4. Explanatory Statement / Special Business

Statement pursuant to Section 102(1) of the Act in respect of the Special Business and Regulation 17 (1A) of the Listing Regulations in respect of Special Resolution to be transacted at the meeting is annexed hereto.

As per the provisions of Clause 3 A II of the General Circular no 20/2020 dt.5th May 2020 and subsequent circulars, the matters of Special Business as appearing at item nos 5 to 7 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.

5. Book Closure

The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, the 8th July 2022 to Wednesday, the 20th July 2022 (both days inclusive).

6. Dividend

Dividend on declaration will be paid on 26.07.2022 (Tuesday).

Shareholders are advised to refer to 'Shareholder information' section of the Corporate Governance Report (page 55 of the Annual Report) for details on dividend entitlement, payment options, tax on dividend and procedure for claiming tax exemption.

7. Unpaid Dividend

Unpaid Dividend for over 7 years will be transferred to the Investor Education and Protection Fund. Shareholders may refer to page 56 of the Annual Report and lodge their claim, if any, immediately.

Shares in respect of which dividend has not been paid or claimed for seven consecutive years or more had been transferred to Investor Education and Protection Fund. Shareholders may refer to page 56 of the Annual Report for details.

8. Attending e-AGM

The Company has appointed Central Depository Services (India) Limited (CDSL), to provide VC / OAVM facility. The detailed procedure and manner for participating in e-AGM through VC / OAVM is given in Appendix-B.

9. Voting Process

Shareholders can cast their votes thro' Remote e-Voting or at the AGM thro' e-Voting. The detailed process and instructions are given in Appendix-C

10. Mailing of AGM Notice & Annual Report

In deference to extant MCA / SEBI circulars, Notice of AGM and the Annual Report for FY 2021-22 are being sent in electronic mode to shareholders whose email address is registered with the Depository Participants (DP) or the Registrar & Transfer Agent (RTA). Shareholders holding shares in physical / demat form who have not registered their email address with the Company can get the same registered as per the procedure given (refer Sl. No.11).

The AGM Notice and Annual Report are available on the websites of the Company www.ponnisugars.com, Stock Exchanges i.e. BSE Ltd www.bseindia.com and National Stock Exchange of India Ltd www.nseindia.com. The AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility and e-Voting System during the AGM) www.evotingindia.com

11. Procedure for obtaining the Annual Report, AGM Notice and e-Voting instructions by the shareholders whose email addresses are not registered with the DPs/ RTA

Shareholders are advised to register/ update their email address and mobile number immediately, in case they have not done so earlier:

- In case of shares held in demat mode, with their respective DPs.
- In case of shares held in physical mode, by accessing the link <https://investors.cameoindia.com> or by email to the RTA at investor@cameoindia.com

with details of Folio number and attaching a self-attested copy of PAN card.

- After due verification the Company/ RTA will send login credentials for attending the AGM and voting to the registered email address.
- Any person who becomes a shareholder of the company after despatch of the AGM Notice and holding shares as on the cut-off date may obtain the user Id and password in the manner provided in the AGM Notice.

12. Inspection of documents

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred in notice will be available for inspection in electronic mode. Shareholders can send an email for the purpose to admin@ponnisugars.com.



STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND REGULATION 17 (1A) OF THE LISTING REGULATIONS FORMING PART OF THE NOTICE.

Item No.3

Reappointment of Retiring Director

Mr.Arun G Bijur (DIN:00024434) aged 74 years, is associated with our Company for more than two decades. He comes under promoter group category.

Mr. Arun G Bijur retires at this Annual General Meeting and is eligible for reappointment. Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2018 (LODR) requires special resolution to be passed for the appointment or continuance of a person in the directorship of a company, if he has attained the age of 75 years. Since Mr. Arun G Bijur would be crossing 75 years during the current tenure, it is proposed to pass a special resolution for the current reappointment.

Mr. Arun G Bijur is quite active and alert at this age and in the opinion of the Board, he is suitable for being continued as a Director of the Company. Information required under Regulation 36(3) of LODR is given in Appendix-A that forms part of this Notice.

Except Mr. Arun G Bijur, no other director or key managerial personnel of the Company or their relatives are concerned or interested financially or otherwise, in this item of business.

The Board recommends the Special Resolution set out in Item No.3 of the Notice for approval of the shareholders.

Item No.4

Appointment of Auditor

This explanatory statement for Auditors Appointment though not required for ordinary business is voluntarily provided.

Shareholders at the 21st Annual General Meeting (AGM) held on 02.08.2017 approved the appointment of M/s. S Viswanathan LLP, Chartered Accountants, as auditors of the company for a tenure of five years. Their first term of appointment comes to an end on the conclusion of this AGM.

Under Section 139 (2) of the Companies Act, 2013, M/s. S Viswanathan LLP are eligible for a second term of five consecutive years. The Board of Directors at their meeting held on 25th March 2022, on the recommendation of the Audit Committee, approved (i) the appointment of M/s S Viswanathan LLP, Chartered Accountants, Chennai (LLP Identification No.AAE-7072) as auditors for a second tenure of five years from the conclusion of this 26th AGM till the conclusion of 31st AGM; (ii) the remuneration for FY 2022-23 (same as FY 2021-22) as under:

SI No.	Description	Fee for FY 2022-23 (₹ lakhs)
1	Statutory audit	8.00
2	Interim audit/ Limited review of quarterly results	2.00
3	Tax Audit	1.00
4	Other certification	As may be decided by the Managing Director for each certification.

GST and reimbursement of expenses extra.

(iii) the remuneration for the following four years to be decided by the Board from time to time.

M/s S.Viswanathan LLP is a reputed firm of Chartered Accountants, formed in 1951. The audit firm has extensive experience in providing audit and assurance services including large corporates and PSUs.

The company has received the written consent of the proposed auditors to the appointment and requisite certificate prescribed u/s 139 and 141 of the Act.

None of the directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in this item of business.

The Board recommends the Ordinary Resolution set out in Item No. 4 of the Notice for approval of the shareholders.

Item No.5

Appointment of Director

Mr. Chhotubhai Keshavbhai Pithawalla was one of the promoters of erstwhile Ponni Sugars & Chemicals Ltd and was on its Board from 1987. Consequent to the Demerger Scheme, he was part of the promoter group of the company and a director from 26.10.2001.

On the demise of Mr.Pithawalla, the Board inducted his spouse Mrs. Bharti Chhotubhai Pithawalla (DIN: 00341382) as a promoter director from 01.02.2013. She however got disqualified by the Ministry of Corporate Affairs under Section 164 (2) of the Companies Act, 2013 for the period from 01.11.2016 to 31.10.2021, by reason of her being a director in a defaulting company. On receipt of communication to this effect, her directorship in our Company stood vacated under Section 167 of the Act, effective 27.10.2017. The disqualification period ended on 31.10.2021.

Having regard to the fact that Mrs. Pithawalla continues to represent promoter category and recognizing her unequivocal commitment to the company, the Board at its meeting held on 6th May 2022, on the recommendation of the Nomination and Remuneration Committee (NRC), appointed her as an additional director. She holds this office till the date of this Annual General Meeting.

Mrs. Pithawalla holds 500466 equity shares constituting 5.82% in the company. She has all along been categorized as promoter.

The company has received a notice from a shareholder under Section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Bharti Chhotubhai Pithawalla for appointment as director, liable to retire by rotation. No deposit along with this notice is required by dint of NRC recommendation to her appointment.

Mrs. Pithawalla, aged 74 years, would be crossing 75 years during her current tenure. She is alert and in the opinion of the Board, she is suitable for being appointed as a director of the company. As required under Regulation 17 (1A) of the Listing Regulations, approval of the shareholders by way of special resolution is sought for her appointment. Information required under Regulation 36(3) of LODR is given in Appendix-A that forms part of this Notice.

Except Mrs. Bharti Chhotubhai Pithawalla, no other director or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this item of business.

The Board recommends the Special resolution set out in Item No.5 of the Notice for approval of shareholders.

Item No.6

Appointment of Independent Director

The Board of Directors at their meeting held on 06.05.2022, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Mohan Verghese Chunkath (DIN:01142014) as an additional director in the category of independent director. In terms of Section 161 of Companies Act, 2013 (the Act), he holds office till the date of this Annual General Meeting.

Mr. Mohan Verghese Chunkath is not disqualified for being appointed as director in terms of Section 164 of the Act. The company has received the following in respect of his appointment:

- i) Consent to act as Director under Sec.152(5) of the Act - Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014.
- ii) Form DIR 8 intimating that he is not disqualified under Sec.164(2) of the Act – Rule 14 of Companies (Appointment and Qualification of Directors) Rules, 2014.
- iii) Notice in writing from a member proposing the candidature of Mr. Mohan Verghese Chunkath for being appointed as director of the company – Sec.160 of the Act.
- iv) Declaration from the director that he meets with the criteria of independence prescribed both under the Act and LODR.

Mr Mohan Verghese Chunkath is a retired IAS official. He served as TN Chief Secretary and has overall administrative and managerial experience of more than four decades and thus possess the required skill and capabilities for being appointed as an independent director. His name is included in the data bank of Independent Director's Data Bank as required under Companies (Appointment & Qualification of Directors) Rules, 2014. He is exempt from the proficiency test.

In the opinion of the Board, Mr. Mohan Verghese Chunkath fulfills the conditions for being appointed as Independent Director as specified in the Act & LODR and he is independent of the management. Information required under Regulation 36(3) of LODR is given in Appendix-A that forms part of this Notice.



The Independent Director would be eligible for sitting fee for attending the Board and Committee meetings within the ceiling prescribed by the Act and as determined by the shareholders and the Board from time to time. He is also eligible for commission out of the net profits of the company within the limits permissible under Law and approved by shareholders. However, he will not be entitled to any stock option. Details of remuneration are disclosed in the Corporate Governance Report to shareholders each year.

All the material documents referred to in the Notice and this Statement such as statutory forms, draft letters of appointment setting out the terms and conditions of appointment etc. are available for inspection without any fee by the members at the registered office of the Company on any working day between 11.AM and 1.00 PM.

The draft Letter of Appointment setting out terms and conditions of appointment is also available on the website of the Company.

Except Mr. Mohan Verghese Chunkath, no other director or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in this business.

In deference to Section 150 (2) of the Act and Regulation 25(2A) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (LODR), the appointment of independent director shall be subject to the approval of the shareholders by special resolution. Accordingly, the approval of shareholders by way of special resolution is sought for appointment of Mr. Mohan Verghese Chunkath as independent director for a five (5) year tenure from 6th May 2022 to 5th May 2027.

The Board recommends the Special Resolution set out in Item No. 6 of the Notice for approval of the shareholders.

Item No.7

Remuneration to Cost Auditor

The Company is engaged in two business segments namely Sugar and Cogen. It maintains cost accounting records and get them audited under the provisions of the Companies Act, 2013 (the Act).

While the remuneration for the audit of cost records is determined by the Board of Directors on the recommendations of Audit Committee, it will have to be ratified by the shareholders at the following General Meeting.

The Board of Directors have appointed M/s S Mahadevan & Co., Cost Accountants (Firm Registration No.000007) for the audit of cost records of the company for the financial year 2022-23 pertaining to both Sugar and Cogen segments and approved the remuneration at ₹ 1,50,000/- (Rupees one lakh fifty thousand only), based on the recommendation of the Audit Committee.

It is now placed for the ratification of shareholders in accordance with Section 148 (3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014.

No director or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in this item of business.

The Board recommends the Ordinary Resolution set out in Item No.7 of the Notice for ratification of the shareholders

(By Order of the Board)

For **PONNI SUGARS (ERODE) LIMITED**

Chennai
6th May 2022

N Ramanathan
Managing Director

Details of Directors seeking appointment/reappointment at the 26th Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director seeking reappointment	Mr Arun G Bijur
DIN	00024434
Date of Birth / Age	11.04.1948 (74)
Qualification	B.Tech (Chemical Engineering)
Experience & Expertise	Technocrat with proven experience in project management, skills and troubleshooting expertise. Has overall managerial experience in successfully steering SPB Projects & Consultancy Limited for over 3 decades
Terms & conditions of re-appointment	Non-independent and non-executive director liable to retire by rotation
Remuneration proposed to be paid	Sitting fee and commission as decided by Board within the ceiling approved by shareholders
Remuneration last drawn (FY 21-22)	Sitting fee: ₹ One Lakh Commission: ₹ Two Lakhs
Date of first appointment on the Board	26.12.1996
Shareholding in the company	100 Equity Shares
Relationship with other directors, manager and key managerial personnel	Nil
Number of Board meetings attended during the year	4 (80%)
Other Directorships	<i>Chairman</i> SPB Projects & Consultancy Limited <i>Director</i> Esvi International (Engineers & Exporters) Limited
Memberships/ Chairmanship of Committees in other companies	Nil
Resignation of directorships from listed entities during past three years	Nil

Name of Director seeking appointment	Mrs Bharti Chhotubhai Pithawalla
DIN	00341382
Date of Birth / Age	26.02.1948 (74)
Qualification	G C E- O Level, OND – Business Studies
Experience & Expertise	Global experience in family business
Terms & conditions of appointment	Non-independent and non-executive director liable to retire by rotation
Remuneration proposed to be paid	Sitting fee and commission as decided by Board within the ceiling approved by shareholders
Remuneration last drawn	Nil
Date of first appointment on the Board	01.02.2013 (Ceased on 27.10.2017)
Shareholding in the company	500466 Equity Shares (5.82%)
Relationship with other directors, manager and key managerial personnel	Nil



Ponni Sugars (Erode) Limited

Number of Board meetings attended during the year	N.A.
Other Directorships	Nil
Memberships/ Chairmanship of Committees in other companies	Nil
Resignation of directorships from listed entities during past three years	Nil

Name of Director seeking appointment	Mr Mohan Verghese Chunkath, IAS (Retd)
DIN	01142014
Date of Birth / Age	10.03.1956 (66)
Qualification	M.Sc (Zoology), IAS
Experience & Expertise	Belonging to 1978 batch of IAS, he has held various positions in Govt. of India including district collector, and Secretary in charge of Higher Education. He was the Principal Secretary, Forest & Environment. During his stint in TEDA as its CMD, he identified solar energy as thrust area for vigorous promotion. He served as TN Chief Secretary from May'14 to Dec'14. Currently, he is the Secretary of Auroville Foundation, Puducherry. Has overall administrative and managerial experience for over four decades.
Terms & conditions of appointment	Independent director for 5 years from 6th May 2022 to 5th May 2027.
Remuneration proposed to be paid	Sitting fee and commission as decided by Board within the ceiling approved by shareholders
Remuneration last drawn	NIL
Commission	NIL
Date of first appointment on the Board	06.05.2022
Shareholding in the company	Nil
Relationship with other directors, manager and key managerial personnel	Nil
Number of Board meetings attended during the year	N.A
Other Directorships	<i>Director</i> Seshasayee Paper & Boards Ltd
Memberships/ Chairmanship of Committees in other companies	Seshasayee Paper & Boards Ltd <i>Member:</i> Audit Committee Risk Management Committee
Resignation of directorships from listed entities during past three years	Nil

Procedure for participation in the 26th AGM through VC/ OAVM

1. The Company has engaged CDSL to provide VC/ OAVM facility to its shareholders for participation in the e-AGM.
2. Shareholders will be able to attend the e-AGM by using their e-Voting login credentials.
3. Facility to join the meeting will open 30 minutes before the scheduled time of the e-AGM and will be kept open throughout the proceedings of the e-AGM.
4. Shareholders desiring to express their views/ ask questions during the meeting may register themselves as a speaker. Request for this may be made to admin@ponnisugars.com on or before Saturday the 16th July 2022 (5.00 PM).
5. Only those shareholders who have registered themselves as a speaker will be allowed to express their views or ask questions at the e-AGM. The company reserves the right to restrict the number of questions and number of speakers depending upon the availability of time for conduct of the e-AGM.
6. Shareholders who do not wish to speak during the AGM but have queries or views may send the same in advance to the company in the same manner stated above. Their queries will be replied suitably by the company through email.
7. Shareholders are advised to quote their Name, DP ID-Client ID and Folio No. in all their communications.
8. Recorded transcript of the e-AGM will be uploaded on the website of the Company as soon as possible.

Help Center

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL or in physical mode	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 2305 8738 / 8542 / 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 22 44 30.

You may also refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under 'help' section.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, 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.



Voting Process & Instructions

A) Remote e-Voting Facility

1. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, the company is pleased to provide to its shareholders the facility to exercise their right to vote at the 26th Annual General Meeting (AGM) on resolutions proposed to be considered thereat by electronic means. For this purpose, "remote e-Voting" facility is offered whereby a shareholder can cast his vote using an electronic system from a place of his choice.
2. The Remote e-Voting facility is offered through e-Voting services provided by Central Depository Services (India) Limited (CDSL).
3. Remote e-Voting commences on Saturday the 16th July'22 (10.30 AM) and ends on Tuesday the 19th July'22 (5.00 PM). The e-Voting portal will thereupon be blocked by CDSL.

(B) Login for Remote e-Voting / joining the meeting

I Demat Holders

1. Pursuant to 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.
2. In order to increase the efficiency of the voting process, all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants, will be able to cast their vote without having to register again with the E-voting Service Providers (ESPs).
3. Pursuant to said SEBI Circular, Login for e-Voting and joining virtual meetings for shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Shareholders (user) who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com. Then click on Login icon and select New System Myeasi. 2) After successful login, the user will see the e-Voting Menu. On clicking the e-voting menu, he/ she will see the holdings along with links of the respective e-Voting service provider which is CDSL in our case. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility – <ol style="list-style-type: none"> (a) Please visit the e-Services website of NSDL https://eservices.nsdl.com (b) 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. (c) Enter your User ID and Password. (d) After successful authentication, you will see e-Voting services. (e) Click on “Access to e-Voting” under e-Voting services and you will see e-Voting page. (f) Click on company name or e-Voting service provider name. (g) 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Alternatively, the user can directly visit the e-Voting website of NSDL https://www.evoting.nsdl.com/. <ol style="list-style-type: none"> (a) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. (b) A new screen will open. Enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. (c) After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. (d) 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 and e-voting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<ol style="list-style-type: none"> 1) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2) After successful login, you will be able to see e-Voting option. 3) 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. 4) Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider’s website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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



5. Registration of e-mail with DPs

Procedure for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for virtual attendance in AGM/ e-voting for the resolutions proposed in this notice:

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), AADHAAR (self attested scanned copy of Aadhaar card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

II. Login method for e-voting and joining virtual meeting for Physical shareholders & Non individual shareholders

1. Log on to the e-voting website www.evotingindia.com.
2. Click on “Shareholders” module.
3. Now enter your User ID - :
 - I. For CDSL: 16 digits beneficiary ID,
 - II. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - III. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

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

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. 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.

7. After entering these details appropriately, click on “SUBMIT” tab.
8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be 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.
9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (i) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
 - (ii) 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.

- (iii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (iv) 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.
- (v) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (vi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (vii) 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.

(C) Additional Facility for Non – Individual Shareholders and Custodians –Remote Voting only.

1. 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.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
3. 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.
4. 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.
5. 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.
6. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; admin@ponnisugars.com, if they have

voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(D) Voting at e-AGM

1. Shareholders who could not vote through remote e-voting may avail the e-voting system provided at the e-AGM by CDSL. The procedure is the same as mentioned for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If a shareholder cast his vote in the e-AGM without being present, his vote will be treated as invalid.
4. In case of joint holders attending the meeting, only the joint holder who is higher in the order of names will be entitled to vote at the e-AGM.
5. 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.

(E) General Instructions

1. The cut-off date for the purpose of e-voting has been fixed as Wednesday the 13th July 2022. Shareholders holding shares as on this date alone are entitled to vote under either mode.
2. In case of persons who have acquired shares and become shareholders of the company after the dispatch of AGM Notice, the company would be mailing the 26th Annual Report for 2021-22 to their registered email address as and when they become shareholders. They may follow the same procedure for voting.
3. Voting rights of shareholders shall be in proportion to their shareholding in the company as on the cut-off date of 13th July 2022.
4. In case a shareholder by inadvertence or otherwise has voted under both options, his voting by Remote e-Voting only will be considered.
5. Mr A S Kalyanaraman, Practicing Chartered Accountant (Membership No. 201149) failing him Mr N Basker, Practicing Chartered Accountant (Membership No. 207226) have been appointed as the Scrutinizer.



6. The Scrutinizer will after the conclusion of voting at the e-AGM:
 - (i) First unblock and count the votes cast at the e-AGM through e-voting.
 - (ii) Then unblock the votes cast through Remote e-Voting.
 - (iii) Both the above will be done in the presence of two witnesses not in the employment of the company.
 - (iv) Make a consolidated Scrutinizer's report (integrating the votes cast at the meeting & through Remote e-Voting) of the total votes cast in favour or against, to the Chairman.
 - (v) The Scrutinizer's report as above would be made soon after the conclusion of e-AGM and in any event not later than three days from the conclusion of the meeting.
7. Voting Results
 - i) The Chairman or a person authorised by him in writing will authenticate the result of the voting based on the Scrutinizer's report and have it declared.
 - (ii) The results declared along with the scrutinizer's report will be placed on the company's website www.ponnisugars.com and on the website of CDSL www.evotingindia.com immediately after the result is declared and also communicated to NSE and BSE.
 - (iii) Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of e-AGM.

Request to Shareholders

The Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 requires the Company to keep the Register of Members in Form No. MGT-1. As compared to the Register of Members under the old Act, the new Law calls for certain additional information to be recorded. In order that the Company is facilitated to comply with same, shareholders are requested to send the following information for updating their records in our Register of Members:

- i) Name of the member
- ii) Folio/ DP ID - Client ID
- iii) Email address
- iv) Permanent Account Number (PAN)
- v) CIN (in the case of company)
- vi) Unique Identification Number
- vii) Father/ Mother/ Spouse name
- viii) Occupation
- ix) Status
- x) Nationality
- xi) In case of minor, name of guardian and date of birth of minor
- xii) Instructions, if any for sending Notice etc.

For shareholders holding shares in physical form

As an ongoing measure to enhance the ease of doing business for investment, SEBI vide its letter dated 03.11.2021 has prescribed common and simplified forms for processing any service requests. Accordingly, it is mandatory for holders of physical securities to furnish PAN, KYC details and nomination.

A communication by our RTA was despatched to holders of physical securities on 09.02.2022. SEBI letter and prescribed forms have also been uploaded in the Company's website. Shareholders are requested to send the relevant details immediately.

BOARD'S REPORT

Your Board is pleased to present its 26th Annual Report and the audited financial statements for FY 2021/ 22.

	2021-22	2020-21
Physical Performance		
Cane crushed (tonnes)	646407	613226
Sugar recovery (%)	9.84	9.36
Sugar produced (tonnes)	63555	57276
Power produced (lakh kwh)	875	895
Financial Performance (₹ crores)		
Total Income	295.32	262.55
Profit Before Interest, Depreciation & Tax	42.53	36.44
Profit Before Tax	35.97	28.59
Profit After Tax	29.25	25.66

The financial statements disclose additional information in terms of amendments to Schedule III to the Companies Act, 2013 that have come into force from 01.04.2021 to the extent applicable.

Dividend

Your Directors recommend a dividend of ₹5.50/- (Rupees Five and paise Fifty only) per equity share of ₹10 each for the financial year ended 31st March 2022, subject to the approval of shareholders at the ensuing Annual General Meeting.

Transfer to General Reserves

Your directors have proposed to transfer ₹25 crores to General Reserve.

Company's performance

Sugarcane crushing during the year showed further improvement and is the highest in nine years, thanks externally to munificent monsoon and internally to the multitude of development initiatives meaningfully crafted and meticulously pursued in the last couple of years. Riding further on a rebound in sugar recovery, our sugar production is the highest in 7 years. With well directed subsidies, planting of higher sucrose cane varieties and installation of drip system in our command area got good boost. While so, our cane area is now increasingly haunted by heightened harvest labour challenge. Frequent absenteeism and formidable rise in harvest charges harrowingly lead to despicable disruption in daily crushing schedule besides

denuding farmers' margin. Mechanization is no doubt the Hobson's choice to supplement, though not substitute, the harvest challenge. It however is no panacea as it is ingrained with innate impediments to operate in our command area - fragmented land holdings, undulated terrain, obstacle to free movement etc. The company while being alive to these road blocks has drawn up a clear roadmap for phased implementation of mechanized harvest in its area of operation.

Sugar prices during the year peaked by Sep/ Oct '21 that however turned deciduous and discernibly declined thereafter. Average sugar realization during FY 2021-22 was about 10% lower while cane cost catapulted 20% higher as compared to corresponding figures five years ago. Quintessentially, this has queered the margin in sugar business in this quinquennium. Fuel cost flared up during the year for both fossil and bio-fuel, the steepest rise occurring in the case of coal. This prompted our company to consciously curtail coal use to only around 5%, despite regulatory norm permitting fossil fuel use up to 15% to qualify as renewable energy producer. No wonder, standalone power production during off-season using coal as supplementary fuel has become unarguably unviable, more so due to draconian delay in realization of power dues from TANGEDCO.

Continuous improvements and fine tuning of our cogen system led to the lowest ever specific steam consumption for the current year. Much of the normal and essential repairs and maintenance that could not be undertaken in the last financial year owing to Covid clampdown were carried over and successfully completed in the current year. As a result, R & M cost has significantly shot up this time.

Markets were speciously speculative over Government coming out with a cap on sugar exports in the current season. Government however wisely decided against any such precipitous move that would have had a preposterous consequence on domestic sugar balance and price stability. Indeed, it is largely to Government's credit that the industry amidst steadfast surplus sugar production for five successive years has successfully pared sugar stocks by 50%. Sugar exports excelled and exceeded the previous year high, that too devoid of subsidy back up. In a welcome departure, as against Indian surplus chasing the world market and crashing global prices in the bargain, it is now the turn of world demand seeking Indian sugar to bridge the deficit at stepped up sugar prices compatible with our domestic parity!



Resumption of REC trading and accumulated REC inventory on hand boosted our other operating income, though the entire non solar REC trading is currently done only at the floor price. The proposal to negate REC sale entitlement referable to captive consumption is however a clear dampener to us.

Riding on a resounding operational performance, the financial results for the year show all round improvement. Total income rose by about 11% while PBT posted over 25% upsurge. Indeed, PBT for FY 2021-22 is the second highest in the annals of the company. While the all time record well over a decade ago in FY 2009-10 was on the sole strength of an abnormal rise in sugar prices then, it is all the more creditable that our top notch performance this time overwhelmingly stems from operational excellence, braving the squeezed margin because of benign sugar prices. Higher profits from sugar segment that enjoys no tax holiday unlike cogen warranted higher tax provision. Overall, both the operating and financial results of the company for FY 2021-22 would seem eminently enviable and convincingly creditable.

The company has embarked on an energy efficiency project in Oct '21 on a capital outlay of ₹11 crores. This is aimed at strengthening the daily rate of crushing and simultaneously securing lower steam consumption. This project is being implemented in phases and would be fully completed by July 2022. This is entirely financed out of our internal accruals.

Ethanol Project

The company's plan to set up a 45 KLPD Distillery-cum-Ethanol plant conceived in June 2019 remains largely a non starter due to prior environment clearance required therefor and the inordinate time delay involved in that process. After a long and relentless pursuit, Government of Tamil Nadu in Oct '21 issued a G.O. granting general exemption for locating ethanol projects within an existing sugar complex in relaxation of the minimum distance criteria from notified rivers. We are thankful to the State for this pragmatic decision to encourage ethanol projects like ours. The huge capex in an ethanol project however would need to incorporate product flexibility for its long term viability. We have accordingly approached the State and sought amendment / clarification to this G.O. so as to broad-base the available exemption to cover allied products as well such as ENA and RS. This remains a work in process till date.

The State Environment Impact Assessment Authority (SEIAA) in June '20 considered our ethanol project and

conveyed its initial decision to recommend same for the grant of Terms of Reference (TOR) subject to receiving State Government exemption for the location. After the issue of G.O. in Oct '21 cited above, we submitted our application to SEIAA in Dec '21 for TOR, followed by a presentation of our project in Mar '22 SEIAA meeting. We have since received communication dated 21.04.2022 from SEIAA setting out the detailed TOR. It is hoped that the final environmental clearance for our ethanol project would come in the normal course.

While so, the interest subvention support granted in June '19 for our ethanol project up to a term loan component of ₹ 57.80 crores (whose validity was twice extended) would expire by end Sep '22 unless Bank borrowings are availed before this deadline. Since the interest subvention support is critical for the viability of ethanol project and the extant delay attributable to environment clearance process is beyond our control, we would make appropriate representation towards protecting our entitlement for this subsidy.

Outlook for FY 2022-23

IMD has forecast a normal monsoon for the 4th year in a row. All India cane production may hence witness little surprise or swing. The foresight of the Government of India in aggressively promoting ethanol production in substitution of sugar is proving handy to decisively rein in the sugar glut. With additional ethanol production capacities hitting the ground, the ethanol substitution route should help subsume about 50 lakh tonnes of sugar production in the next season. While so, continuing stability in global prices can be expected to be supportive of sustained sugar exports. Further, the normative level of opening inventory should ensure that sugar prices rule firm, albeit with muted prospects for meteoric upsurge.

Sugarcane crop in the company's command area shows good promise. The normal SW monsoon should for sure reassure the water storage in Mettur reservoir. Our sustained cane promotional measures including financial sops have been well received by the farmers, evidenced by the swift return to normalcy in our cane area, yield and recovery. The major challenge, to reiterate, comes from harvest labour front that is perceived a 'new normal' henceforth. The company on its part would persist with its drive for mechanization to mitigate the crisis.

Based on current assessment, the company bets on marginally higher volume of cane availability in the coming year. Sugar recovery should stay firm while product prices are expected to stay supportive. We accordingly remain sanguine for sustaining our good performance in FY 2022-23 as well.

Management Discussion and Analysis Report

A detailed discussion on the industry structure (dealing with world sugar and Indian sugar) as well as on the financial and operational performance of the company is contained in the 'Management Discussion and Analysis Report' that forms an integral part of this Report (Annx-1).

Corporate Governance

Pursuant to Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Corporate Governance Report together with the certificate from the company's auditors confirming the compliance of conditions of Corporate Governance is given in Annx-2. The Corporate Governance Report also includes contents and disclosures required under Section 134(3) of the Companies Act, 2013 at relevant places that forms an integral part of this report.

Disclosures / Confirmation

In deference to Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, disclosures / confirmation are made as below:

(i) Annual Return

A copy of annual return for FY 2021-22 will be placed on the website of the company www.ponnisugars.com after conclusion of the 26th AGM.

(ii) Directors' Responsibility Statement

Pursuant to Section 134(3)(c) of the Companies Act, 2013 (the Act) with respect to the Directors Responsibility Statement, your Board confirms that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures from the same;
- (b) the directors 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 of the profit of the company for that period;
- (c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors have prepared the annual accounts on a going concern basis;
- (e) the directors have laid down internal financial controls to be followed by the company and that said internal financial controls are adequate and were operating effectively; and
- (f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

(iii) Particulars of Loans, Guarantees or Investments

The company did not give any Loan or Guarantee or provide any security or make investment covered under Section 186 of the Companies Act, 2013 during the year.

(iv) Particulars of contracts or arrangements with Related Party

The Corporate Governance Report contains relevant details on the nature of Related Party Transactions (RPTs) and the policy formulated by the Board on Material RPTs. All RPTs during FY 2021-22 were on an arm's length basis and in the ordinary course of business. There is no material RPT by the company with any related party during the year. Accordingly disclosure in Form AOC-2 under Section 134(3)(h) read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is not required.

(v) Material changes and commitments

There is no change in the nature of business of the company during the year.

There is no material change or commitment affecting the financial position of the company that has occurred since 31st March 2022 to the date of this report.

(vi) Conservation of Energy etc.

Information relating to conservation of energy, technology absorption and foreign exchange earnings and outgo as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is given in Annx-3.

(vii) Corporate Social Responsibility (CSR)

The company is covered under the mandate of Section 135 of the Companies Act, 2013 for FY 2021-22. The CSR report in the prescribed form is given in Annx-4 that forms part of this report.



(viii) Public deposit

The company does not accept public deposits and there is no amount outstanding at the beginning or end of the year.

(ix) Adverse orders

No significant or material order has been passed by the regulators or courts or tribunals impacting the going concern status of the company and the company's operations in future.

(x) Adequacy of Internal Financial Control with reference to financial statements

- 1) The company maintains all its records in ERP system developed in-house and the work flow and approvals are routed through this system.
- 2) The company has laid down adequate systems and well drawn procedures for ensuring internal financial controls. It has appointed an external audit firm as internal auditors for periodically checking and monitoring the internal control measures.
- 3) Internal auditors are present at the Audit Committee meetings where internal audit reports are discussed alongside of management comments and the final observation of the internal auditor.
- 4) The Board of Directors have adopted various policies like Related Party Transactions Policy and Whistle Blower Policy and put in place budgetary control and monitoring measures for ensuring the orderly and efficient conduct of the business of the company, 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.

(xi) Insolvency and Bankruptcy Code, 2016

No application has been made or proceeding pending under the Insolvency and Bankruptcy Code 2016 in respect of the company.

(xii) Valuation difference

The company has done no one time settlement with Banks or Financial Institutions.

(xiii) Particulars of Employees

The Statement of Disclosure of Remuneration under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules") is appended as Annx-5 to this Report.

The information as per Rule 5(2) of the Rules forms part of this report. However as per second proviso to Section 136(1) of the Act, the Report and Financial Statements are being sent to the members of the Company excluding the same. This is available for inspection and any member interested in obtaining a copy of this statement may write to the Company Secretary.

Directors

Mr Arun G Bijur retires by rotation at this meeting and being eligible, offers himself for reappointment that would be through Special Resolution.

Ms Bharti Chhotubhai Pithawalla was appointed as an additional director by the Board of Directors from 06.05.2022 and retires at the ensuing Annual General Meeting. She comes under the promoter category. The proposal for her appointment as a director, liable to retire by rotation is placed for the approval of shareholders by Special Resolution.

Mr Mohan Varghese Chunkath was appointed as an additional director by the Board of Directors from 06.05.2022 in the category of independent director. He retires at the ensuing Annual General Meeting. The proposal for his appointment as an independent director of the company for a tenure of five years from 06.05.2022 is placed for the approval of shareholders by way of Special Resolution.

Due disclosure in respect of the above appointees and rationale for their appointment are furnished in the statement pursuant to Section 102(1) of the Companies Act, 2013 attached to the AGM Notice.

All the independent directors of the company have registered their names in the Databank of Indian Institute of Corporate Affairs and they have all been exempt from the requirement of written test under Rule 6(4) of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

There was no appointment (other than the reappointments made in the normal course at the 25th AGM) or resignation of director or key managerial personnel during the year.

Auditors

M/s S Viswanathan LLP (Firm Regn.No.004770S/ S200025) were appointed as statutory auditors, in the 21st AGM for a term of five years. Accordingly their term expires at the conclusion of the 26th AGM. They are eligible for being appointed as statutory auditors for one more term of five

years. The proposal for their reappointment is placed before the shareholders. There is no fraud reported by auditors under Section 143(12) of the Companies Act, 2013.

Particulars of statutory auditors, cost auditors, internal auditors and the secretarial auditors have been given in the Corporate Governance Report that forms an integral part of this report. Secretarial Audit Report as required by Section 204(1) of the Companies Act, 2013 is attached (Annx-6).

Acknowledgement

We convey our sincere appreciation and thanks to the Central Government, Government of Tamil Nadu, Banks, customers and suppliers for their understanding and

support. We place on record the continuing commitment shown by our extended family of sugarcane farmers who have readily embraced new varieties and reasonably responded to improved cultivation practices.

Your company has been able to achieve commendable results, thanks to the committed contribution of its employees in all ranks. The Board, above all, wishes to thank the valued shareholders for their untrammelled patronage.

For Board of Directors

Chennai
6th May 2022

N Gopala Ratnam
Chairman

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MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry structure and development

World Sugar

Industry Structure

Sugar is produced dominantly from sugarcane, while about one-fifth is from beet. Though beet has recorded robust rise in yield, crop area has steeply risen for sugarcane essentially from tropical countries. Ethanol production consumes about 15% of the world sugarcane harvest but consistently constitutes over one-half in Brazil. India is fast catching up in its bid to absorb surplus sugarcane into ethanol production that helps in concomitant cut in sugar production.

Brazil barring few years of exception has been the top world sugar producer and exporter. India displacing Thailand has recently emerged as the second largest sugar exporter. World trade volume represents about one-third of production, the rest being captively consumed in the country of origin. Import demand is well geographically distributed as opposed to exports eminently coming from concentrated pockets. China is the world's largest importer followed by Indonesia.

India remains unchallenged as the top consumer of sugar despite low and near static per capita consumption. India has become a structurally surplus sugar producer in the past decade and a regular exporter in the world market.

Consumption growth has decelerated from the average of 2.4% since 1960s to around 1.8% in the last decade. Consumption has steadily shifted from the western hemisphere towards east. Demand growth is decidedly driven by increasing population and improved per capita income of such growing population. However, direct demand has dampened of late due to rising health concerns and State intervention through sin-tax levy and red-labelling mandate. Institutional consumption, on the other hand, has been growing in emerging economies almost in tandem with the growth in national income. Covid induced lockdown restrictions too depressed sugar demand in the last two years, albeit not alarmingly.

World sugar prices are highly volatile wherein the price volatility for raw sugar is generally higher compared to white sugar. World prices for white and raw sugar are strongly co-related. There is clear statistical relationship

between prices and stocks, expressed by the relationship of stock to consumption. There exists a small positive correlation between the price of sugar and oil.

Status update

World production in 2021-22 would be flat around 170 mln tonnes for 3 years in a row. Steep fall in Brazil's production triggered by the double whammy of drought and frost has been neutralized by commensurate rise in Thailand and India. Sugarcane mix between sugar and ethanol witnessed little change in Brazil this year.

World raw sugar prices touched a four and half year high in September 2021, followed by intermittent corrections. White sugar premium has risen sharply in recent months. Going forward, the spike in crude oil prices fuelled by the Russia-Ukraine war is expected to hike relative share of cane for ethanol in Brazil, thereby reinforcing the current bullish sentiments in the world sugar market.

The freight market is pivotal to the price of sugar on a landed cost basis. Broadly, the cost of shipment from exporting origin to importing destination ranges between 5% and 20% of the cost profile at destination. Much of this variance is due to voyage length and vessel type used. Though freight rates fell from the peak and corrected by 20-30% during Oct-Nov '21, the container market continues to struggle with delay in logistics. The Ukraine war has only exacerbated the exporters' woes. This has effectively scoured long distant shipment, widening the export window for Indian sugar into newer markets with expanded market share.

Indian sugar

Industry structure

The Indian sugar industry is characterized by the coexistence of private, cooperative and public sector. It is inherently inclusive, supports over 50 million farmers & their families and finely fits into the Aatma Nirbhar Bharat mission of the Government. It is rural centric and hence a key driver and enabler for village level wealth creation. Sugar is India's second largest agro-based industry after Textiles. It has tremendous transformational opportunities to meet the country's food, fuel and power needs in an eco-friendly manner.

Sugarcane and sugar production are seasonal with more than 90% happening in the winter months of November to March. Sugarcane use for production of sugar has steadily increased over time in preference to alternative sweeteners. UP, Maharashtra and Karnataka are the dominant sugar producing States accounting for 85% of country's production that would meet more than entire domestic consumption. Household sugar consumption is about 35% with per capita consumption below 20 kg that is far lower than Brazil, US and Europe.

Sugar is largely sold as a commodity with branded sugar at its nascent stage in India, though growing at a CAGR of 8%. It is a niche market with more people opting for it on the fear that loose commodity may contain dust, foreign particles and touched by multiple people. Out of the household sugar consumption of 11-12 mln tonnes a year, hardly 3% is branded as compared to the share of branded product in edible oil segment at 50-55%. Also there are just 2-3 players in every geographical area with no single brand commanding all India market.

Tamil Nadu has been producing below 10 lakh tonnes of sugar (that is in single digit while U.P and Maharashtra have leapfrogged to three digits!) for 4 years in a row, a frustrating fall from the peak of 26 lakh tonnes in SS 2006-07. Successive years of drought has stoically sucked the staying power of several private sector players. Egregious losses and consequent enervated finances have mowed down private sector mills to a moribund state, while the cooperative mills linger on with liberal Government funding support.

The State has been fast losing on its competitive edge in terms of size, season duration and sugar recovery juxtaposed to other major sugar producing regions. Further, sugar mills in the State are mandated to bear in full the transport cost for sugarcane, while in all the other States the statutory cane price is inclusive of transport cost. Still worse, TN Government has discontinued its partial subsidy support for this from SS 2020-21. With TN sugar mills already reeling under high cost pressures due to depressed sugar recovery and dismal capacity utilization, this add on burden is outright onerous and unarguably beyond their bearing capacity.

TN sugar industry in collaboration with the renowned Sugarcane Breeding Institute of ICAR launched in Oct '16 a Sweet Bloom project to identify and develop viable cane varieties relevant to the State. The new cane variety Co 11015 so spotted has shown early promise during trials and its planting is now progressively being scaled up.

While the journey to recovery has thus begun for TN sugar, it is a long way to go.

Status update

Sugar production estimate during SS 2021-22 underwent successive revisions at regular intervals, all unflinchingly in the upward direction. The initial prognosis was a tad below the past season, then was expected to be flat and is now placed at considerably higher than the last season. The latest estimate is 350 lakh tonnes, a new record for the country. Notably, this is after subsuming 34 lakh tonnes of sugar by diversion to ethanol. Just two States – Maharashtra and Karnataka - have contributed to this mighty rise and upward revision during the current year.

The inimicable impact of high sugar production has however been tamed by exports and ethanol. India's sugar exports in SS 2021-22 would be an all time high of 90 lakh tonnes and more importantly, this feat has been achieved in the absence of and without relying on any specific subsidy from the Government. Cumulatively India has shipped 200 lakh tonnes in three seasons but for which the domestic price collapse would have been alarming and disastrous.

Notwithstanding successive years of high sugar production, the closing inventory level of 70 lakh tonnes, thanks again to exports and ethanol, would be normative. Sugar prices have largely remained stable and at levels marginally higher than the previous year. Improved cash flows from exports and ethanol and better sugar prices have helped sugarcane price arrears to be in check. In all, the imaginative and insightful policy thrust by the Government of India on aggressive ethanol promotion has taken head on the problems customarily associated with sugarcane and sugar glut.

Sugar industry reforms remain overdue despite growing consensus on the economic imperative to not delay same. In particular, the desolate disconnect between sugar and sugarcane price demands a decisive and lasting solution. NITI Aayog too came out with a report of its Task Force on Sugarcane and Sugar in April 2020 besides CACP religiously reinforcing its recommendations on this in its annual cane pricing policy reports. Food Ministry in turn constituted a working committee in Apr '21 to engage with stakeholders and evolve a mechanism for implementation of these recommendations. It remains regrettably a work in progress for a little too long.

Cogen

Cogeneration of power was conceived three decades ago to diversify the revenue stream and counter the cyclicity



in sugar business. After the advent of Electricity Act, 2003, the promotional measures pursued under Government initiative by way of preferential tariff, assured off-take and long term power purchase agreement helped attract huge investment in bagasse based cogeneration of power.

Cogen however has lamentably lost much steam in recent years. Returns are hit by surplus power situation, falling tariff and improved connectivity that are no doubt welcome from a macro perspective. This has however turned high cost investments since FY '17 in cogen by dint of declining power tariff and steadily rising maintenance cost, parlously pulling down power margins. Availability and price of alternative fuels remains a challenge.

The Gol proposed to amend the Electricity Act and issued a draft for this in April '20 to address existing shortcomings. In particular, it advocated a mechanism for contract enforcement. Further, the Gol also cleared a financial package of ₹ 90,000 crores for Discoms to borrow and in turn commit these funds to clear the long overdues to power producers. The disbursement out of this was conditional upon Discoms coming out with a clear roadmap for rationalizing their operations and sustaining long term finances. Despite all, the response from State Discoms would seem lackadaisical. Further, the contract enforcement authority mooted by the Ministry of Power remains a non starter. As a result, bagasse based power producers suffer continuing and escalating delay in receiving their dues from Discoms.

REC mechanism was conceived to devise a tradable instrument so as to incentivize renewable energy production. The Regulator fixed the floor and forbearance price to balance the interest of both the eligible and obligated entities under this mechanism. Overtime, the Regulator was progressively reducing the floor price and completely dismantled the same in its June 2020 order. Simultaneously, the forbearance price was also pulled down on every revisit. Aggrieved, renewable energy generators challenged this before APTEL that in Nov '21 decided the issue squarely in favour of the renewable energy producers. In turn, CERC restored status quo ante in the matter of floor and forbearance prices. The trading in the REC market that remained suspended by APTEL's interim order since July '20 finally resumed in Nov '21. Non solar RECs are currently traded only at the floor price level, ie. ₹1000/ MWh.

Bagasse based cogeneration brings to bear multitude of benefits to the economy and environment. Power supply is closer to the destination rural markets, while fuel efficiency gets optimized in the factory. Above all, the incremental

revenue from power supports sugarcane price payment particularly during times of distressed sugar price. It hence calls for renewed policy thrust to revitalize renewable energy production from bagasse.

Ethanol

The Ethanol Blending Program (EBP) with petrol in the country has had a chequered progress. Introduced first in 2003 and reinforced again in 2007 with a 5% blend target, the actual mix remained pretty low. For the first time, ethanol blend achieved 5% during Ethanol Supply Year 2019-20, that raised to 8.5% in 2020-21 and is well poised to touch 10% this year.

Since export subsidies for sugar may not continue beyond 2023 under extant WTO norms, our surplus sugarcane needs an alternative absorption route that can convincingly come only through ethanol. The Gol on its part is blazing all guns to bolster ethanol off-take by the OMCs. Environment clearance process for capacity expansion has been spruced up. Further, the ethanol blend target is advanced to year 2022 for 10% blend and year 2025 for 20% blend.

The calorific value of ethanol is hardly 55-60% as compared to petrol. But its efficacy as an auto fuel is enhanced with higher oxygenate. Gol has reportedly succeeded in equalizing the calorific value of petrol and ethanol with the help of Russian scientists. If this makes commercial success, it would be a big game changer. Further, efforts are on for developing a technology to blend ethanol with diesel. The Transport Ministry on its part is giving a big push for flexi fuel vehicle and opening ethanol dispensing depots by oil marketing companies.

Brazil, the pioneer in EBP which started it way back in 1975 took 25 years to raise the blend mandate from 10 to 20%. Viewed so, India's resolve to double the blend in just about 3 years would seem audacious, but with committed pursuit achievable.

Government Policies

(i) Sugar

- Gol imposed stock holding norms and introduced MSQ for sugar from June '18 that continues to remain in vogue.
- Gol raised the MSP for sugar from ₹ 29 to ₹ 31/ kg in Feb '19 that is unrevised till date.
- Gol in May '21 reduced the subsidy from ₹ 6000 to ₹ 4000/ t for the residual exports in SS 2020/21.

- Gol has discontinued the export subsidy for SS 2021/ 22.
- Gol in Sep '21 advised closure of financial assistance to sugar mills under various SDF schemes.
- Compulsory jute packing for sugar continues at 20% for Jute Year 2021-22.

(ii) *Cane price*

- Gol in August '21 has increased the FRP by ₹ 5/- qtl to ₹ 290/ qtl for SS 2021-22 that is linked to base recovery of 10%.
- GoTN announced Transitional Production Incentive of ₹ 42.50/ t and a special incentive of ₹ 150/ t for SS 2020-21.
- GoTN announced a special incentive of ₹195 / t to the sugarcane farmers for SS 2021-22.
- GoTN however discontinued the transport subsidy of ₹100/ t for the sugar mills since SS 2020-21.

(iii) *Cogeneration*

- CERC March '20 order amending REC pricing (reducing floor price to zero and forbearance price to ₹1000/ MWh) challenged – APTEL in July '20 suspended REC trading in the power exchanges. APTEL in Nov '21 set aside CERC's March '20 order. Following this, CERC restored REC's floor price at ₹ 1000/ MWh and forbearance price at ₹ 3000/ MWh for non-solar. REC trading resumed in November '21.
- Electricity (Change in Law, Must-run Status and other matters) Rules, 2020 allows order of priority for adjustment of payments received from Discoms.
- MoP in April '21 placed draft National Electricity Policy 2021 on its website.
- MoP in July '21 came out with a Discussion paper on redesigning REC mechanism to align same with the emerging changed power scenario and promote new and renewable technology.
- CERC in February '22 issued the proposed CERC (Terms and Conditions for Renewable Energy Certificates for Renewable Energy Generation) Regulations, 2022. This seeks to decline REC sale entitlement in the case of captive generating stations.

(iv) *Ethanol*

- Gol in Nov' 21 notified higher ex-mill price of ethanol for supply to public sector OMCs during ethanol supply year 2021/ 22.

(₹ / ltr)

Feedstock	ESY 21	ESY 22
C-Molasses	45.69	46.66
B-Heavy Molasses	57.61	59.08
Sugarcane juice/ syrup	62.65	63.45

- Gol in April '22 extended the deadline for interest subvention support from June '22 to September '22. Bank loan to be drawn before this date to qualify.
- Unblended fuel to attract additional differential excise duty of ₹ 2/ ltr from 01.10.2022.
- NITI Aayog on the World Environment Day (05.06.2021) released the 'Road map for EBP in India 2020-25' committing to advance the target for 20% blend on all India basis. This would be April '25 against the earlier target of April '30.

(v) *Environment*

- GoTN in October '21 granted general permission to establish ethanol units within existing sugar mills/ distilleries in relaxation of minimum distance criteria from notified rivers.
- GoTN in October '21 facilitated TNPCB to issue consent orders for longer duration. Sugar and Cogen under the red category qualify for renewal of consent enuring for 5 year tenure.

(vi) *Others*

- GoTN in Aug '21 amended the TN Business Facilitation Rules, 2017. This sets out time limit for grant or renewal of various approvals, licenses and clearances.

Opportunities & Threats

India has a low per capita consumption of sugar with growing income. Its large domestic market provides a strong platform to leverage local production for capturing global market. This however demands cane cost optimization through improved farm productivity and high sucrose cane variety, besides effectively tapping the byproducts for greater value addition.

Ethanol presents an elegant value chain for sugar industry. Government policies are directed towards increasing the ethanol blend in petrol and concurrently cutting sugar surplus through premium pricing for ethanol produced by way of sugar substitution. Indeed, the Government has advanced the EBP target to reach 20% blend by 2025.

Sugar business is intrinsically cyclical, but India has emerged structurally surplus over the last decade. Markets



tend to overreact to demand-supply disequilibrium, causing volatile change in product pricing. Cogeneration and Ethanol have turned significant value creators to soften the adverse fall out of sugar surplus. Sugar exports and ethanol production from diverted sucrose now play a stellar role to declog the glut and correct closing sugar inventory to desirable level.

Regulatory power tariffs for renewable energy meet stiff resistance from Discoms in the face of falling electricity prices in the open market. This puts cogen plants set up at high capital cost on the promise of long term viable tariff under operational stress and financial distress. Further, the inordinate delay in the absence of effective enforcement mechanism in the payment of power bills enervates and eclipses the guaranteed margins besides choking the liquidity of power producers. Repeated attempts by the Centre to bail out State Discoms, often times tied to time bound implementation of reforms, haven't met with desired success.

Sugarcane is a robust crop but its availability is critically dependent upon nature. Repeated monsoon failure, frail flow in river Cauvery and dead storage level in Mettur reservoir that caters to the company's command area of cane together throw up a tantalizing challenge to agriculture in its neighbourhood, thwarting cane cultivation in the process. Drip irrigation is catching up but the high capital outlay, glitches in Government subsidy schemes and deficiency in water resources not enough to meet even the minimal drip requirement for cultivation during deficit years impede its pace of adoption.

Harvest labour shortage increasingly poses an intimidating challenge to both the cane farmers and mills in the State. In particular, harvest charges in TN are twice or thrice compared to other major sugar producing regions. Frequent and excessive absenteeism ineluctably interrupts daily crushing schedule. Mechanization, though not a panacea with several imponderables associated with it, is no longer a matter of choice but is fast emerging as a dire necessity for sugarcane harvest in TN.

The disequilibrium between sugar and sugarcane prices in the absence of Price Stabilisation Fund advocated by CACP creates periodical pressures, more particularly during industry downturn. Sugarcane pricing reform is overdue.

Sugar industry is criticized on two counts. While its end product, viz. sugar is sledge-hammered as a health hazard, the raw material i.e., sugarcane is condemned as water guzzler. Much of these are over-blown but the underlying message should merit and meaningfully warrant dispassionate introspection. Accordingly, ISMA has taken the lead to spread right awareness, while simultaneously underpinning the need for a holistic and pragmatic approach.

Segment-wise or product-wise performance

The Company is engaged in two segments, namely Sugar and Cogeneration of power (Cogen). The segment-wise performance for the year is as under:

Particulars	Sugar (tonnes)	Cogen (Lakh units)
Production	63555	875
Sales	57903	610
	₹ lakhs	₹ lakhs
Sales	26580	8658
Operating Profit	2248	1166

Outlook

Brazil having recovered from its worst drought and frost would see an improved cane crop but far below previous peaks. Escalating ethanol price could more likely prompt relatively lower cane mix for sugar. Thailand would further marginally recover, while India would for sure achieve higher sugar substitution by ethanol. Overall, global sugar balance barring weather shocks may not see much surprise, that should keep world prices range bound.

Despite all time high sugar production, the opening sugar inventory for India in Oct '22 would be the lowest in five years, recording a cumulative decline by about 50%. With continuing promise for ethanol and export, sugar prices should hold firm with marginally upward bias. Stressed finances of Discoms, more significantly in Tamil Nadu, would continue to pose realization challenge for power dues. Late payment surcharge though mandated both in Law and Regulation remains for ever elusive. Rising fuel prices and inadequate tariff would limit the prospect for standalone power production during off-season.

With return to normal monsoon after long, sugarcane planting in Tamil Nadu has shown decent rise, besides promising better sugar recoveries across regions. Rising

farm input costs, frequent disruption in harvest labour and abominable hike in harvest charges together pose a serious threat to the very sustainability of sugar industry in the State.

Amidst macro-level challenges outlined above, our company is relatively better placed to combat these cross currents as detailed in the Board's Report.

Risks and concerns

The management cautions that the risks outlined below are not exhaustive and are for information purposes only. Investors are requested to exercise their own judgment in assessing various risks associated with the industry and the company.

Industry risk

Sugar industry being agro based and in commodity business is fraught with seminal climatic and cyclical risks. It has to source sugarcane from its neighbourhood and out of command area where growth and availability hinges upon monsoon and water table. Despite recent liberalization by Centre, there are continuing controls on cane area, cane pricing and periodic market intervention measures.

Cogen tariff is determined by the Regulator for supply to TANGEDCO under a long term PPA. The rate, though currently favourable, may vary widely from prevailing market rates. There are growing litigations in the appellate forum (APTEL) on the tariff determination process, multiplicity of charges, purported move to migrate to competitive bidding posing palpable uncertainty in the continuity of current PPA and captive consumption tax. The final outcome on any and all of these would have considerable impact on the company.

Risk mitigation

The Company has built enviable relationship over the years with the local farming community. It has judiciously used surplus cash generated during industry upturn to pare debts and stay lean and financially fit. It has diversified into Cogen. It has of course little control over agro-climatic risks, regulatory interventions and market risks.

Risk specific to the Company

Erode Sugar Mill is squeezed for land in its factory area that impedes scope for major expansion or diversification

plans. Prospects for cane area expansion is listless. Of late, its command area for cane has become increasingly susceptible to water stress.

Gol policy push to help sugar industry of late is centered on ethanol. The company's plan to set up ethanol unit is making slow progress due to cumbersome and time consuming process for environmental clearance. The company's location is densely populated and distillery project is prone to public resistance on perceived threat of polluting the water-bodies in the neighbourhood. The ethanol project of the company is planned on state of the art technology to ensure zero liquid discharge and protect the environment.

Covid-19 risk

The company wasn't much affected by the three waves of Covid-19. Continuous process industries like sugar were largely spared from Govt lockdown restrictions. The company continues to closely monitor and strictly enforce covid appropriate practices and conducive behavior including social distancing by all in the interest of safety and well being of its employees.

Risk Management

The Board being responsible for framing, implementing and monitoring the risk management plan for the company has laid down the framework for risk assessment and mitigation procedures. It has set out detailed framework to deal with key areas of risks encompassing raw material risk, product price risk, regulatory risk, finance risk and risk specific to the company. It has put in place adequate system to keep its key operating team aware and beware of the likely risk factors. Internal control systems and internal audit checks help the company continuously monitor emerging risks and take timely corrective action. There is no element of risk in the opinion of the Board which may threaten the existence of the company.

Disclosure of strategy

SEBI circular dated 10.05.2018 requires listed entities to consider disclosure of medium-term and long-term strategy within the limits set by its competitive position based on a timeframe as determined by its Board of Directors. It further requires articulation of a clear set of long-term metrics specific to the company's long-term strategy to allow for appropriate measurement of progress.



Pursuant to the above, the Board of Directors in Oct '18 considered and approved the long-term strategy and medium-term strategy for the company. For this, the Board has set 3-5 years tenure for medium-term and more than 5 years for long-term in deciding appropriate strategy. The long-term and medium-term strategies are disclosed in the company website -www.ponnisugars.com.

Internal Control Systems and their adequacy

The Company has proper and effective internal control systems commensurate with its nature of business and size of operations to ensure that all controls and procedures function satisfactorily at all times and all policies are duly complied with as required. These are considered adequate to reasonably safeguard its assets against loss or misappropriation through unauthorized or unintended use.

There is adequate and effective internal audit system that employs periodic checks on on-going process. The Audit Committee of the Board of Directors regularly reviews the effectiveness of internal control system in order to ensure due and proper implementation and due compliance with applicable laws, accounting standards and regulatory guidelines.

Human Resources

The Company employs 147 seasonal and 133 non-seasonal employees. Industry-wide wage settlement expired on 30th September 2018 and renewal talks are yet to begin, having regard to the distressed state of TN sugar industry. Industrial relations remained cordial throughout the year.

Discussion on Financial Performance with respect to Operational Performance

Operational Performance

	Year ended	
	31.03.2022	31.03.2021
Number of days	249	233
Average Crushing rate (tcd)	2596	2632
Cane Crushed (t)	646407	613226
Recovery (%)	9.84	9.36
Sugar produced (t)	63555	57276
Power production (lakh kwh)	875	895

Current year performance is punctuated by marginal rise in cane crushing, marked rebound in sugar recovery, meaningful increase in sugar production and measly improvement in sugar off-take. Power production and sale were a tad subdued due to stressed availability and sky-rocketing price of bio-fuel, not backed by commensurate tariff and timely realization. Operational efficiencies were optimal. Details are covered in the Board's Report.

Financial performance

The financial performance is underpinned by improved operations, supportive sugar price and remunerative molasses price. These could effectively neutralize the cost pressures brought about by increased sugarcane price and frightening fuel cost.

As a result, our Turnover and PBT are the second best in over a decade.

Key Financial Ratios

Description	U/M	2021-22	2020-21	Change %	Explanation
Operating Profit margin (PBIDT / Total Income)	%	14.40	13.88	3.75	
Net profit margin (PAT / Total Income)	%	10.14	10.01	1.30	
Interest Coverage	Times	-	165.64	-	Nil debt this year
Return on capital employed	%	15.59	14.13	10.33	
Return on Net worth	%	16.28	14.60	11.51	
Earnings per share	₹	34.01	29.84	13.97	
Debt Equity ratio	Times	-	-	-	Nil debt
Current ratio	Times	3.29	2.77	18.77	
Net worth per Share	₹	256.91	227.80	12.78	
Debtors Turnover	%	5.95	4.18	42.34	Due to increase in sales volume and reduction of average debtors.
Inventory Turnover	%	4.56	5.49	(16.94)	Only sugar segment considered

Cautionary Statement

Statements made in this Report describing industry outlook as well as Company's plans, projections and expectations may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ materially from those either expressed or implied.

Chennai
6th May 2022

For Board of Directors

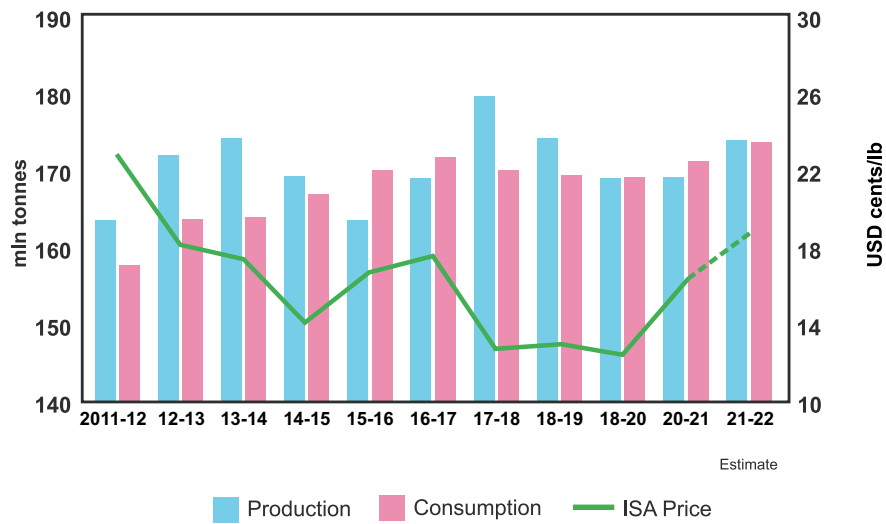
N Gopala Ratnam
Chairman



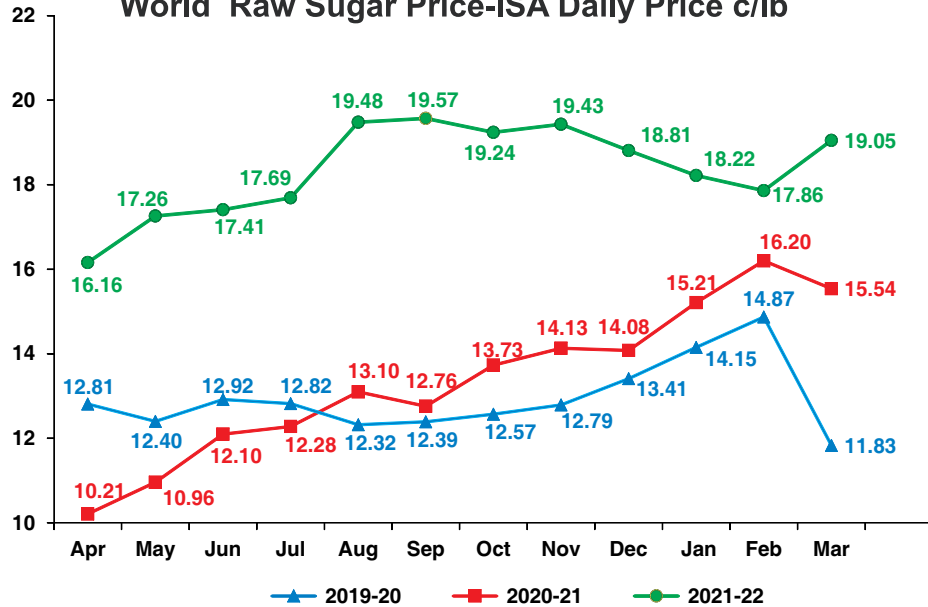
Abbreviations used

APTEL	Appellate Tribunal for Electricity
CACP	Commission for Agricultural Costs and Prices
CAGR	Compounded Annual Growth Rate
CERC	Central Electricity Regulatory Commission
Cogen	Cogeneration
EBP	Ethanol Blending Program
FRP	Fair and Remunerative Price
FY	Financial year
GoI	Government of India
GoTN	Government of Tamil Nadu
ICAR	Indian Council of Agricultural Research
ISMA	Indian Sugar Mills Association
MSP	Minimum Selling Price
MSQ	Monthly Sale Quota
MoP	Ministry of Power
MWh	Mega Watt Hour
NITI Aayog	National Institution for Transforming India
OMC	Oil Marketing Companies
PAT	Profit After Tax
PBIDT	Profit Before Interest, Depreciation & Tax
PPA	Power Purchase Agreement
REC	Renewable Energy Certificate
SDF	Sugar Development Fund
SS	Sugar Season
T	Tonne
TANGEDCO	Tamil Nadu Generation and Distribution Corporation Ltd
TN	State of Tamil Nadu
TNPCB	Tamil Nadu Pollution Control Board
WTO	World Trade Organization
Year for industry data is generally for Sugar Season Oct-Sept	

World production, Consumption and ISA Prices

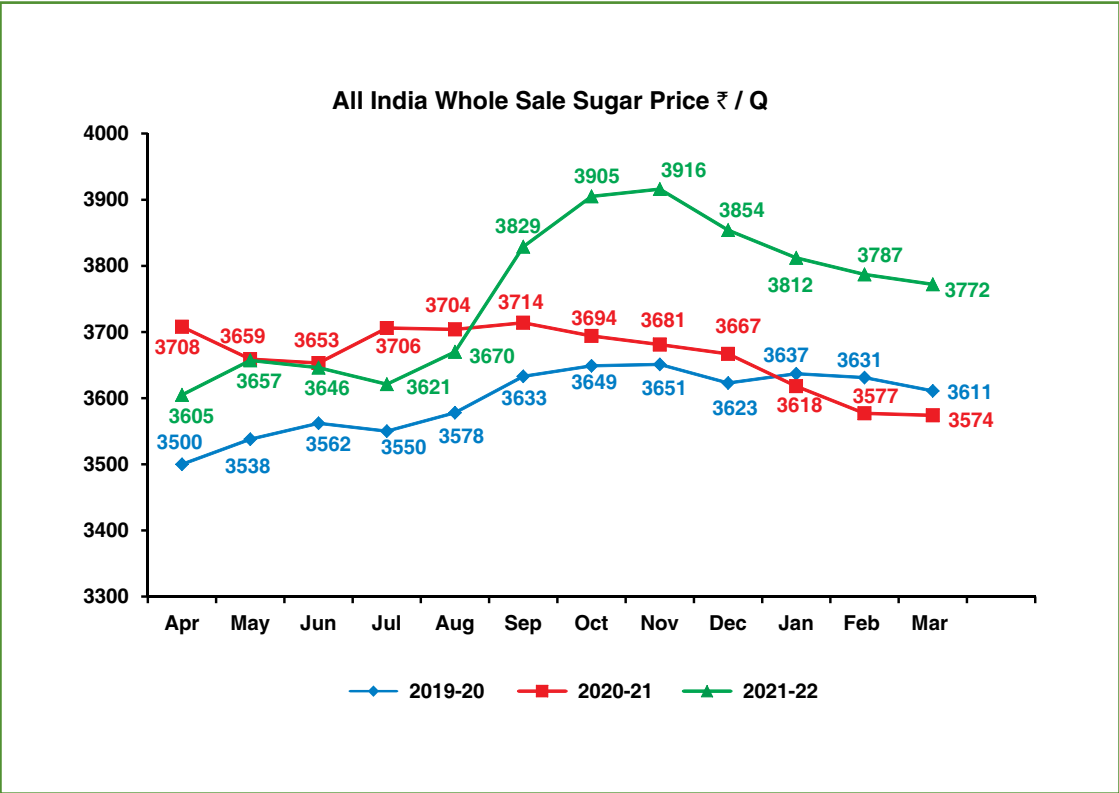
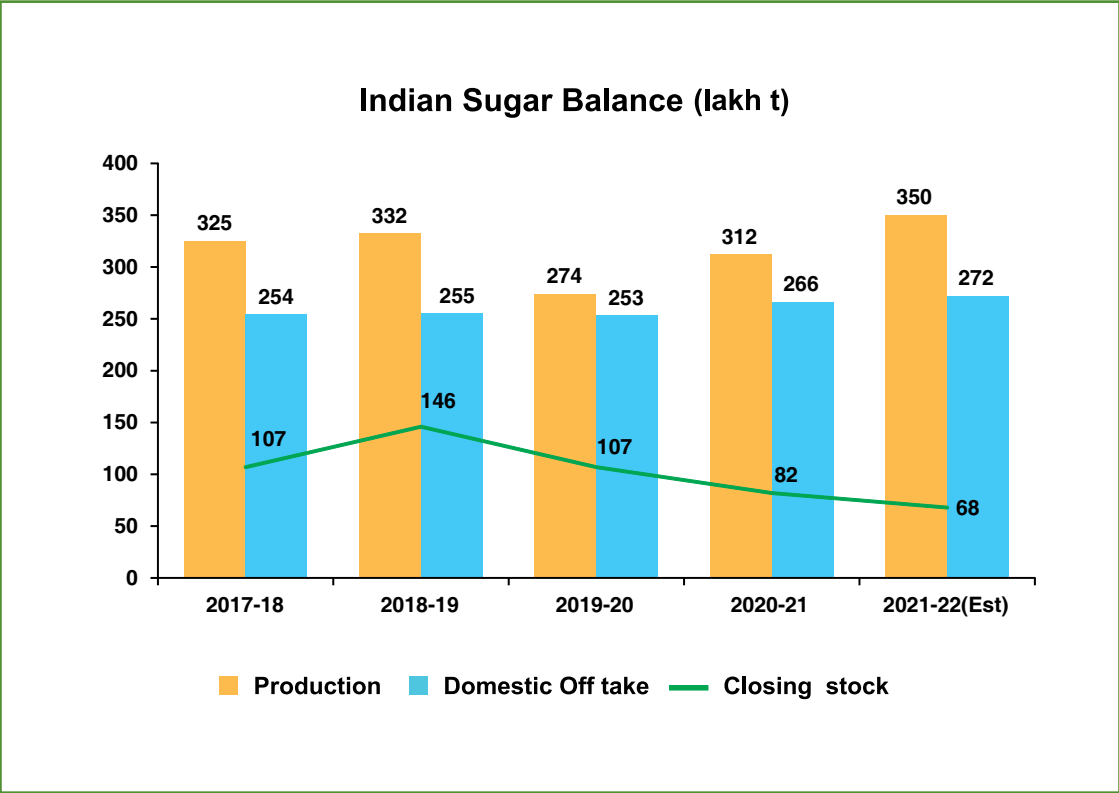


World Raw Sugar Price-ISA Daily Price c/lb





Ponni Sugars (Erode) Limited



CORPORATE GOVERNANCE REPORT

Company's philosophy on Corporate Governance

The Company belongs to SPB (Seshasayee Paper) Group, is professionally managed and is deeply committed to the core values of Corporate Governance concepts. It strives to maintain the highest ethical standards in its conduct of business. Its executive management has the freedom to run the enterprise within the framework of effective accountability and commit its resources in a manner that meets shareholders' aspirations and societal expectations. The Company's objective is to transcend beyond bare compliance of the statutory requirement of the code and be a responsive and responsible entity through transparency, integrity of information and timely disclosures.

Legal and Regulatory Framework

The Companies Act, 2013 (the Act) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) provide the effective framework of Corporate Governance. The principles of Corporate Governance enshrined in these legislations are complied in all respects by the Company. The policies, procedures and processes of the Company are at all times directed in furtherance of following the best practices and institutionalizing the code of corporate governance.

This Report for FY 2021-22 is furnished in terms of Regulation 34(3) and Schedule V of the Listing Regulations. Further, this Report also discloses relevant information in terms of Section 134(3) of the Act and forms an integral part of the Board's Report to shareholders.

(A) Board of Directors

i) Board Composition

The Board is central to our corporate governance practice. It oversees, monitors and ensures that the management serves and protects the best and balanced long term interest of all our stakeholders.

- (a) The composition of the Board is devised in a manner to have optimal blend of expertise drawn from Industry, Management and Finance.
- (b) All except the Managing Director are non-executive Directors and thus constitute more than one-half of the total number of Directors. The Company has a women director. The Managing Director is additionally responsible to continue to discharge the functions of Secretary within the meaning of Section 203 of the Act and Articles of Association of the Company.
- (c) The Managing Director is not liable to retire by rotation. All the other non-independent directors retire by rotation and in the normal course seek re-appointment at the AGM. Brief resume of Directors seeking appointment / reappointment is given in the Notice of the AGM.
- (d) The ceiling for being Chairman/ Director/ Committee member of Board of Companies stipulated under the Act or Listing Regulations are complied with by all Directors of the company.
- (e) No Director is relative of any other Director.
- (f) The age of every Director, including Independent Director, is above 21 years. Shareholder approval by special resolution is obtained for appointing or continuing the directorship of non-executive directors beyond 75 years of age.



Ponni Sugars (Erode) Limited

(g) Relevant details of Directors

Name of Director/ Category/ DIN	Date of initial Appointment	No. of Equity Shares held	Attendance at Board meetings during 2021-22		As on 31st March 2022			Attendance at last AGM Y- Yes N- No
			No. of meetings	%	No. of Directorships \$	Committee position*		
						Chairman	Member	
Mr N Gopala Ratnam Non-Executive Chairman Promoter DIN:00001945	26.12.1996	2823	5	100	5	2	2	Y
Dr L M Ramakrishnan Independent DIN:00001978	26.10.2001	536	5	100	5	--	3	Y
Mr Arun G Bijur Promoter Group Non-Executive DIN:00024434	26.12.1996	100	4	80	3	--	1	Y
Mr Bimal K Poddar Promoter, Non-Executive DIN:00031146	26.10.2001	NIL	5	100	7	--	1	Y
Mr N Ramanathan Managing Director DIN:00001033	01.04.2005	3001	5	100	5	--	2	Y
Mr V Sridar Independent DIN:02241339	05.06.2009	NIL	5	100	4	3	2	Y
Dr Nanditha Krishna Independent DIN:00906944	24.12.2010	NIL	5	100	6	--	--	Y
Mr K Bharathan Independent DIN:00210433	28.12.2011	NIL	4	80	2	1	2	Y

\$ includes Listed and Unlisted companies

* Pertains to Audit and Stakeholders Relationship Committee of the Board

(h) Directorship in other listed entities as on 31.03.2022

SI No	Name of Director	Name of the other listed entity	Category
1	Mr N Gopala Ratnam	a) Seshasayee Paper and Boards Ltd b) High Energy Batteries (India) Ltd	Executive Chairman Non executive Chairman – Non independent.
2	Dr L M Rmakrishnan	SKM Egg Products Exports (India) Ltd	Independent Director
3	Mr V Sridar	Seshasayee Paper and Boards Ltd	Independent Director
4	Dr Nanditha Krishna	Seshasayee Paper and Boards Ltd	Independent Director
5	Mr K Bharathan	Aban Offshore Ltd	Independent Director

(i) Core skills/ expertise / competence of Directors

The company is engaged in regulated sectors viz. sugar and power. Its business is impacted by cyclicity, seasonality and volatility in commodity prices. Accordingly, the core skills/ expertise/ competencies identified by the Board as required in the context of its business and its segments are:

- Hands on experience in operating and managing manufacturing business.
- Expertise in finance, including treasury and foreign exchange.
- Expertise in overall management and administration.
- Exposure to global trade and practices.
- Commitment to comply with legal and regulatory norms.
- Social and environment consciousness.

The Board is satisfied that its directors together possess requisite skill sets for the effective functioning of the company.

SI No	Name of Director	Skill set, expertise and competence
1	Mr N Gopala Ratnam	- Technocrat with rich and varied experience in project and operational management of process industries. - Brings to bear leadership skills in heading SPB Group of Companies and steering them to higher growth trajectories.
2	Dr L M Ramakrishnan	- Doctor turned educationist, having wide experience in the establishment and management of educational institutions. - Commands goodwill and respect from local farming community
3	Mr N Ramanathan	- A professional with impressive academic track record. - Vast experience in diverse disciplines of Finance, Taxation and General Management. - Two decades of hands-on experience in sugar industry. - Regular member on the executive committee of industry associations – well networked in industry.
4	Mr V Sridar	- A Chartered Accountant having rich experience in Banking, Finance and General Management. - Held several high positions in commercial banks and National Housing Bank.
5	Mr Arun G Bijur	- Technocrat with proven experience in project management skills and troubleshooting expertise. - Has overall managerial experience.
6	Mr Bimal K Poddar	- Varied experience in the spheres of Finance, Administration and General Management in diverse family businesses. - Widely travelled and gained global business exposure.
7	Dr Nanditha Krishna	- Authority in indology and an environmental educationist. - Highly committed in promoting arts, education and environment. - Contributor of articles covering varied subjects.
8	Mr K Bharathan	- A Chartered Accountant having rich and varied experience in Banking, Finance and Insurance Business.



ii) Independent Directors

- a) The Chairman is non-executive and falls under Promoter category. The number of Independent Directors is one-half of the total strength. Any reduction in the strength of Independent Directors is filled within 3 months for ensuring minimum stipulated strength of Independent Directors in the Board.
- b) The company has four Independent directors who have been reappointed for a second term by way of Special Resolution through Postal Ballot obtained on 29-03-2019 as under:

SI No	Name	DIN	Re-appointment tenure	
			From	To
1	Dr Nanditha Krishna	00906944	1.4.2019	31.3.2024
2	Mr V Sridar	02241339	1.4.2019	31.3.2024
3	Mr K Bharathan	00210433	1.4.2019	31.3.2024
4	Dr L M Ramakrishnan	00001978	1.4.2019	30.9.2022

Further, approval was also obtained by the Special Resolution stated above in the case of Dr. L M Ramakrishnan and Mr. V Sridar, who have crossed or would be crossing 75 years of age during their second term.

- (c) Independent directors are issued Letter of reappointment and the terms thereof are posted on the company website.
- (d) The company has formulated a familiarization programme for Independent Directors with the objective of making them familiar with their role, responsibilities, rights & responsibilities, nature of the industry, business model and compliance management. The details of the programme are uploaded on the company website.
- (e) The Independent directors have renewed their registration in the databank maintained by Indian Institute of Corporate Affairs (IICA). All the four Independent directors are exempted from undertaking the online proficiency test conducted by IICA.
- (f) All the Independent directors have given the declaration affirming that they meet the criteria of independence as provided in Section 149 (6) of the Act and have complied with relevant provisions of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

- (g) In the opinion of the Board, (i) all the Independent Directors fulfill the conditions for being appointed as Independent Director as specified in the Act and Listing Regulations, (ii) they possess the integrity and expertise and have the experience required for their role as independent director of the company, (iii) the Board has taken note that all the four independent directors have been issued the exemption certificate by IICA from passing the online proficiency test.
- (h) No Independent Director has resigned from the directorship of the company before the expiry of the term of appointment during the financial year ended 31st March 2022.

(iii) D & O Insurance

The company has proactively taken Directors and Officers insurance covering both independent and non-independent directors for such sum and risks as determined necessary and expedient by the Board.

(iv) Certificate of non disqualification

Certificate from Mr V Suresh, Practicing Company Secretary confirming that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI / MCA or any such statutory authority is provided in Appendix -2.

(B) Board Process

i) Board Meetings

The Board meeting dates for the entire financial year are tentatively fixed before start of the year. An annual calendar of Board / Committee meetings is circulated to facilitate Directors plan their schedules for attending the meetings.

Notice for Board meeting is issued normally 3 weeks in advance. Detailed Agenda papers are circulated one week in advance. During the year, 5 Board meetings were held as against the minimum requirement of 4 meetings on 07.05.2021, 19.07.2021, 22.10.2021, 21.01.2022 and 25.03.2022. Interval between any two meetings was not more than 120 days. Two meetings on 22.10.2021 and 25.03.2022 were physical while the other three meetings were through Video Conference (VC) in due compliance of Rule 3 of the Companies (Meetings of Board and its Powers) Rules, 2014, having regard to the Covid-19 pandemic and consequent social distancing norms.

ii) Board Proceedings

Board meetings are governed by structured Agenda containing comprehensive information and extensive details that is circulated at least one week in advance. Urgent issues and procedural matters are at times tabled at the meeting with prior approval of Chairman and consent of all present. Power Point presentation is made to facilitate pointed attention and purposive deliberations at the meetings.

The Board periodically reviews compliance reports of all laws applicable to the Company and takes proactive steps to guard against slippages and take remedial measures as appropriate. The Board is apprised of risk assessment and minimization procedures that are periodically reviewed. The Board is committed to discharge all key functions and responsibilities as spelt out in the Act and SEBI Regulations.

The governance process includes an effective post-meeting follow-up, review of ATR (Action Taken Report) and reporting process for decisions taken pending approval of Board.

During FY 2021-22, the Board has accepted all the recommendations of the Committees of the Board that are mandatorily required.

iii) Board Minutes

Draft Board minutes prepared by the Company Secretary are placed at the meeting and updated for changes based on discussions thereat. After approval by Chairman, it is circulated within 15 days of the meeting to all directors for comments and then finalized with the consent of Chairman and recorded in the Minutes Books. These are placed at the succeeding meeting for confirmation and record.

(C) Board Committees

i) Audit Committee

The Board has constituted an Audit Committee comprising only non-executive Directors with more than two-third being Independent. The Chairman of Audit Committee is an independent director and is present at the Annual General Meeting (AGM) of the company. It meets at regular intervals not exceeding 120 days between any two meetings and subject to a minimum of 4 times in a year.

MD duly assisted by CFO & Senior Vice President (Operations) is present as invitee while Statutory Auditors and the Internal Auditor are present in most meetings. The cost auditor is invited during

consideration of cost audit report and also whenever required by the Committee. The Company Secretary acts as the Secretary of the Audit Committee.

The Audit Committee conforms to Section 177 of the Act and Regulation 18 of the Listing Regulations in all respects concerning its constitution, meetings, functioning, role and powers, mandatory review of required information, approved related party transactions and accounting treatment for major items. Appointments of auditors, cost auditors, secretarial auditor and internal auditors are done on the recommendations of the Audit Committee.

During the year, the Audit Committee met 5 times on 06.05.2021, 19.07.2021, 22.10.2021, 21.01.2022 and 25.03.2022. Two meetings held on 22.10.2021 and 25.03.2022 were physical while the other meetings were conducted through VC. Its composition and attendance during 2021-22 is given hereunder:

Name of Member	Category	Attendance at meetings	
		No.	%
Mr V Sridar, <i>Chairman</i>	Independent	5	100
Mr Bimal K Poddar	Non-Independent	5	100
Dr L M Ramakrishnan	Independent	5	100
Mr K Bharathan	Independent	4	80
<i>Permanent Invitee:</i>			
Mr N Ramanathan	Executive	5	100

Members of the Audit Committee have requisite financial and management expertise. They have held or hold senior positions in reputed organizations.

ii) Nomination and Remuneration Committee

The Company has a Nomination and Remuneration Committee. It comprises 3 non-executive Directors of which 2 are independent including its Chairman.

Name of Member	Category	Attendance at meetings	
		No.	%
Mr V Sridar, <i>Chairman</i>	Independent, Non-Executive	1	100
Mr N Gopala Ratnam	Non-Independent, Non-Executive	1	100
Dr L M Ramakrishnan	Independent, Non-Executive	1	100



The Committee meets as per needs but at least once in a year. It met once during the year on 24.03.2022 through VC.

The Chairman of the Committee is an independent director and is present at the AGM of the company. The powers, role and terms of reference of the Committee cover the areas as contemplated u/s 178 of the Act and Regulation 19 of the Listing Regulations, besides other terms as may be referred by the Board of Directors. The role includes–

- Formulation of criteria for determining qualifications, positive attributes and independence of a director.
- Recommending to the Board (a) a remuneration policy for directors, key managerial personnel and senior management (b) all remuneration, in whatever form, payable to senior management.
- Formulation of criteria for evaluation of independent directors and the Board.
- Devising a policy on Board diversity.
- Identification of persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.

iii) Stakeholders Relationship Committee

The Board has a Stakeholders Relationship Committee pursuant to Reg.20 of Listing Regulations. Its role and responsibility includes expeditious processing and approval of transactions in securities, compliance with the Act and SEBI regulations, review of measures taken for effective exercise of voting rights by shareholders and redressal of investor grievances. The Committee oversees and monitors the performance of the Registrar & Transfer Agents in accordance with service standards adopted by the company and devises measures for overall improvement in the quality of investor services.

The Committee comprises of 4 Directors, of which one is an independent director. The Chairman of the Committee is a non-executive Director and is present at the AGM of the company. The Committee met once through VC during the year on 21.01.2022. Its composition and attendance is given hereunder:

Name of Member	Category	Attendance at Meetings	
		No.	%
Mr N Gopala Ratnam, <i>Chairman</i>	Non-Executive	1	100
Mr Arun G Bijur	Non-Executive	1	100
Mr N Ramanathan	Executive	1	100
Mr V Sridar	Independent	1	100

The Company Secretary is the Compliance Officer.

The company has in place an adequate system for expeditious redressal of investor complaints.

Status of investor complaints is shown in the Shareholder Information section of this Report. Quarterly reports on the compliance of investor grievances are filed with the stock exchanges. Annual compliance certificates signed by both the company and the Share Transfer Agent are filed within one month.

iv) Corporate Social Responsibility (CSR) Committee

The company is covered under Section 135 of the Act for FY 2021-22. As against the CSR obligation of ₹ 52 lakhs to be incurred for the year, it has spent ₹ 78 lakhs in the areas specified under Sch.VII of the Act. The CSR Policy was first framed on 6th February 2015 and last reviewed on 22nd October 2021. The composition of CSR Committee is given hereunder:

Name of Member	Category
Mr N Gopala Ratnam, <i>Chairman</i>	Non-Executive
Mr N Ramanathan	Executive
Dr Nanditha Krishna	Independent

The Committee met thrice during the year on 06.05.2021, 22.10.2021 and 24.03.2022. The meeting on 22.10.2021 was physical and the other two meetings through VC, wherein all the members were present. The CSR Budget for FY 2022-23 was considered in Mar'22 meeting and recommended to the Board.

v) Other Committees

The Board reconstituted the Finance Committee from 06-08-2020 comprising three directors of which two are independent directors, to facilitate quick response to its financial needs/obligations/compliances besides framing the investment policy.

Name of Member	Category
Mr V Sridar, <i>Chairman</i>	Independent
Mr K Bharathan	Independent
Mr N Ramanathan	Executive

Its role was expanded to cover choice of investment for deployment of surplus funds and monitoring the investment activities of the company. It meets as and when need arises to consider any matter assigned to it. No meeting was held during the year.

vi) Committee Minutes

Minutes of all the Committees of the Board are prepared by the Secretary of the Company and approved by the Chairman of the Meeting. These are placed at the succeeding Committee Meetings for confirmation and then circulated to the Board in the Agenda for being recorded thereat.

vii) Circular Resolution

Recourse to circular resolution is made in exceptional and emergent cases that are recorded at the succeeding Board / Committee Meetings. During the year, three circular resolutions were passed as under:

SI No	Date	Purpose
1	12.04.2021	Reconstitution of CSR committee.
2	10.06.2021	Contribution of ₹ 25 lakhs to Tamil Nadu State Disaster Management Authority (TNSDMA) to support COVID relief activities.
3	09.08.2021	Approving Postal Ballot Notice to seek shareholder approval (by ordinary resolution) for fresh MoU with Seshasayee Paper and Boards Ltd for supply of Bagasse and related items.

(D) Governance Process & Policies

(i) Policy on Director's Appointment & Remuneration

The Board on the recommendations of the Nomination and Remuneration Committee meeting in March 2015 approved a Nomination and Remuneration Policy. This was last reviewed in March 2020 and no change

was considered necessary. It inter alia deals with the manner of selection of Board of Directors and Managing Director and their remuneration.

1. Criteria for selection of Non Executive Directors

- The Committee will identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as director.
- Directors would be chosen from diverse fields of expertise drawn from industry, management, finance and other disciplines.
- In case of appointment of independent directors, the Committee will satisfy itself with regard to the independent nature of the directors' vis-à-vis the company conforming in entirety to the conditions specified under Section 149 of the Act read with Schedule IV thereto and the Rules made there under and the Listing Regulations.
- The Committee will ensure that the candidate identified for appointment as a director is not disqualified in any manner under Section 164 of the Act.
- In the case of reappointment of non-independent directors, the Board will take into consideration the performance evaluation of the director and his engagement level.

2. Remuneration Policy

The remuneration policy aims at attracting and retaining suitable talent and devising a remuneration package commensurate with competition, size of the company, its nature of business and considered appropriate to the respective role and responsibilities of the employee concerned.

The remuneration policy seeks to ensure that performance is recognized and achievements rewarded. Remuneration package is transparent, fair and simple to administer, besides being legal and tax compliant.

The policy recognizes the inherent constraint in relating remuneration to individual performance and fixing meaningful benchmark for variable pay due to the cyclical nature of industry, agro climatic and regulatory risks. Employee compensation is not allowed to get significantly impacted by such external adversities that are admittedly beyond their realm of control.



The Policy has been uploaded on Company website www.ponnisugars.com under investor information/policy.

3. Remuneration of Directors & KMPs

The Nomination and Remuneration Committee recommends the remuneration of directors and KMPs which is approved by the Board of Directors and where necessary further approved by the shareholders through ordinary or special resolution as applicable. Remuneration comprises of both fixed and variable pay. However the share of variable pay is so devised as to factor in the volatile changes in profit levels inherent to the nature of industry in which the company operates. Bearing this in mind, the remuneration package involves a balance between fixed and incentive pay reflecting short and long term performance objective appropriate to the working of the company and its goals.

Managing Director is the only Executive Director entitled for monthly remuneration. Mr N Ramanathan has been re-appointed as Managing Director for a tenure of 3 years from 01.04.2020. There is no service contract containing provisions of notice period or severance package.

Mr K Yokanathan, President and CFO is the other KMP and was paid remuneration of ₹ 50.41 lakhs in FY 2021-22.

The Committee also broadly reviews the remuneration of key functionaries in the Senior Management cadre and makes appropriate recommendation to the Board.

No Director or his relative holds an office or place of profit in the Company. Other than direct or indirect equity holding and sitting fee, there is no pecuniary relationship or transaction between the company and its non-executive directors. No stock option has been issued by the company to executive director.

Non-Executive Directors are paid sitting fee at ₹ 20000 per meeting of Board or any Committee thereof. Pursuant to the approval of shareholders at its 24th AGM for payment of commission to Non-Executive Directors for three financial years from 1st April 2020 to 31st March 2023, commission of ₹ 2 lakhs is being paid for each Non-Executive Director for FY 2021-22.

Remuneration particulars of all the Directors and KMP are given in Note 39 (ii) (c) & (d) of the Financial Statement. The same may be treated as required disclosure under Para IV Section II –Part II of the Schedule V to the Act and Clause (6) of Para C of Schedule V to the Listing Regulations.

(ii) Performance Evaluation

The Board of Directors in Mar'15 on the recommendations of the Nomination and Remuneration Committee approved the Board evaluation framework. It has laid down specific criteria for performance evaluation as set out by the said Committee. This is being reviewed once in 3 years. Accordingly, the Board of Directors at their meeting held on 25th March 2022, based on the recommendations of the Nomination and Remuneration Committee last reviewed the above criteria for performance evaluation for Independent Directors, Non-Independent Directors and Board of Directors and decided that no change is necessary.

The company's Board evaluation policy and practice conform to all the mandatory requirements of the Act and Listing Regulations. The Board evaluation is internally done on annual basis using templates that incorporate specific attributes. There is oral one-on-one discussion of the template contents relevant to each director and the format is filled on the basis of collective views voiced. The feedback is orally given to all the directors. The Chairman's role is overall mediation to facilitate objective evaluation and collective decision making. The Board evaluation process is reviewed responding to regulatory changes or once in three years.

The Nomination and Remuneration Committee during the year evaluated the performance of every Independent and Non Independent Director at its meeting held on 24th March 2022 through Video Conference.

The director whose performance is being evaluated did not participate during that part of the meeting. The Committee has expressed overall satisfaction on such evaluation.

The Independent Directors in their exclusive meeting on 25.03.2022 did the evaluation on the performance of Chairperson, non-independent directors and the Board as a whole. They have expressed overall satisfaction on such evaluation. Three Independent directors were present at this meeting.

The Board at its March 2022 meeting evaluated the performance of each of the Independent Directors (excluding the Independent Director being evaluated) and recorded its overall satisfaction and decided in terms of Para VIII (2) of Schedule IV to the Act that Independent Directors be continued in their respective offices.

The Board at its March 2022 meeting further evaluated the functioning of each of the five committees and evaluated its own performance on the basis of the criteria approved by the Nomination and Remuneration Committee.

There was no specific observation made during Board evaluation last year and current year that is material and requires further action.

(iii) Insider Trading

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board in March 2015 formulated the:

- (i) Code of Practices and Procedures for Fair disclosure of Unpublished Price Sensitive Information (Regulation 8); and
- (ii) Minimum Standards for Code of Conduct to regulate, Monitor and Report Trading by Insiders (Regulation 9).

These Codes have been reviewed every three years and whenever the same is amended.

The Board in Mar'22 reviewed and reformulated these Codes.

These have been uploaded in the company website, intimated to the Stock Exchanges and are applicable from 01.04.2022.

These codes apply to all directors and designated persons. It is hereby affirmed that all directors and designated persons have complied with the codes as applicable during FY 2021-22 and a confirmation to this effect has been obtained from them.

The company seeks to ensure that material information/event is disseminated as soon as it becomes credible and concrete for maintaining information symmetry in the market except when non-disclosure is considered in the interest of its stakeholders.

The trading window remains closed during the period when designated persons in terms of the Regulations can reasonably be expected to have possession of unpublished price sensitive information. In any event,

the trading window remains closed from the end of every quarter till 48 hours after declaration of financial results. Intimation of this is given to stock exchanges and a system generated alert is sent to all directors and designated persons.

The company on its own maintains a structured digital database containing the details of persons/ entities with whom unpublished price sensitive information is shared. This database is maintained with adequate controls and checks such as time stamping and audit trails to ensure that the database cannot be tampered.

The Company Secretary is designated as the compliance officer for this purpose. The Audit Committee monitors the adherence to various requirements as set out in the Codes.

(iv) Code of Conduct

The Board in Mar'05 formulated in deference to the Listing Regulations the Code of Conduct for Directors and Senior Management Personnel of the Company. The same is posted on its website. All the Directors and Senior Management Personnel have complied with the Code and a confirmation to this effect has been obtained from them individually for FY 2021-22.

Further, the senior management personnel have declared to the Board that no material, financial and commercial transactions were entered into by them during FY 2021-22 where they have personal interest that may have a potential conflict with the interest of the Company at large.

Declaration signed by MD affirming the above is attached (Appendix-1)

(v) Related Party Transactions

The Board in Feb'15 formulated the Policy on Related Party Transactions (RPTs). It further fixed the materiality threshold under this policy at 10% of the Company's turnover as per the last audited financial statements. Transactions with a related party individually or taken together in a financial year crossing this 10% threshold would be considered material. This policy has been uploaded on the company's website.

Pursuant to Reg.23 of the Listing Regulations, the RPT Policy is reviewed by the Board once in 3 years. All RPTs during FY 2021-22 were on an arms-length basis and were in the ordinary course of business. They are



disclosed in Note 39(i) of the Financial Statements that includes transactions with entity belonging to the promoter holding more than 10% shareholding in the company in accordance with the relevant accounting standards. None of these transactions is likely to have a conflict with the company's interest.

All RPTs have the approval of Audit Committee. Omnibus approval is obtained, in respect of non-material, routine or unforeseen RPTs. The Board in Feb'16 laid down the criteria for granting omnibus approval in line with the Policy on RPTs. The Audit Committee at its meeting held in March'21 gave its omnibus approval for RPTs during FY 2021-22 in line with such criteria.

The company had a material RPT on a continuing basis with one of its promoters viz. Seshasayee Paper and Boards Limited (SPB). This was approved by the Audit Committee in March 2015, the Board in May 2015 and shareholders by Special Resolution at the 19th AGM.

The company during the year modified certain clauses in the MoU with SPB on the supply of bagasse and entered into a fresh MoU on 26.07.2021 for this purpose. This was with the approval of the Audit Committee and Board on 19.07.2021 that was further approved by shareholders through ordinary resolution on 15.09.2021 through Postal Ballot.

With overall increase in company's total income and reduced volume of transaction with SPB, there is no material transaction with that party in both the current and previous year.

None of the directors had any pecuniary relationships or transactions vis-à-vis the company other than those duly disclosed.

(vi) Commodity / foreign exchange risk and hedging

(a) Risk Management

The company has a robust risk management framework to identify and evaluate business risks and opportunities. It seeks to create transparency, minimize adverse impact on the business objective and enhance the company's competitive advantage. It aims at ensuring that the executive management controls the risk through a properly defined framework.

The company has laid down appropriate procedures to inform the Board about the risk assessment and minimization procedures. The Board periodically revisits and reviews the overall risk management plan for making desired changes in response to the dynamics of the business.

Key areas of risks identified and mitigation plans are covered in the Management Discussion and Analysis Report. The company is not currently required to constitute a Risk Management Committee.

(b) Commodity price risks and hedging

Sugar is traded in spot and futures markets on commodity exchange both in the Indian and global commodity markets. The Company is exposed to usual price risk associated with market fluctuations. Export-import contracts are normally on firm price basis with immediate delivery.

The company in line with industry practice trades in sugar on spot basis. The company's power production after meeting its captive needs is committed for supply to the State Discom at regulatory price under long term PPA. Hence, no trade or hedging is done in the Energy Exchange.

(c) Foreign Exchange Risk

The company does not have material foreign exchange risk in the normal course of its business as it is only an occasional player in global market. Hedging through forward/futures contract is done as and when need arises.

The company's Foreign Exchange exposure during the year was insignificant and hence no hedging was done.

(d) Exposure to commodity / commodity risk during FY 2020-21

Commodity Name	Exposure in INR towards the particular commodity (₹ crores)	Exposure in Quantity terms towards the particular commodity (tonnes)	% of such exposure hedged through commodity derivatives				
			Domestic market		International market		Total
			OTC	Exchange	OTC	Exchange	
Sugar	----	----	NIL	NIL	NIL	NIL	NIL
Power	----	----	NIL	NIL	NIL	NIL	NIL

(vii) Whistle Blower Policy

The Company has established a vigil mechanism overseen by the Audit Committee and no personnel has been denied access to the Audit Committee. This Policy has been uploaded on the Company's website.

No complaint under this facility was received in FY 2021-22.

(viii) Anti-Sexual Harassment Policy

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received on sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

Number of Complaints filed, disposed during and pending at end of FY 2021-22 – Nil.

(ix) Document preservation

Pursuant to Regulation 9 of the Listing Regulations, the company has formed a policy for preservation of records. This Policy covers all corporate records of the company whether in paper or digital form and applies to all departments and business functions of the company. This Policy has been uploaded on the company website.

(E) Other Compliances**(i) Management Discussion and Analysis**

Management Discussion and Analysis Report is made in conformity with Regulation 34(2)(e) of the Listing Regulations and is attached to the Board's Report forming part of the Annual Report of the Company.

(ii) Quarterly Financial Results

Quarterly Financial Results (unaudited – limited reviewed) are approved by the Board on the recommendations of the Audit Committee. These are filed with Stock Exchanges, online, after the conclusion of the Board Meeting besides publication of the abstract of the results in dailies as required, within the stipulated time. These are also immediately posted on the company website.

(iii) Quarterly Compliance Report

The Company has submitted for each of the four quarters during FY 2021-22 the Compliance Report

on Corporate Governance to Stock Exchanges within time limit from the close of each quarter.

(iv) Disclosure of material events or information

Pursuant to Regulation 30 of the Listing Regulations, the company discloses the information/events specified under Schedule III of the Listing Regulations and also based on the materiality threshold determined by the Board to the stock exchanges. The company during the year made 2 disclosures to stock exchange.

Sl. No	Date	Disclosure
1	23.04.2021	Distruption of operation – exemption for Continuous Process industries.
2	08.05.2021	Distruption of operation – lockdown effect for Registered office.

(v) Online filing**NEAPS / Listing centre**

Quarterly reports are filed under specified modes with:

- National Stock Exchange Ltd through NSE Electronic Application Processing System (NEAPS)
- BSE Ltd through 'BSE Listing Centre'.

SCORES

SEBI requires all listed companies to process investor complaints in a centralized web based system called 'SEBI Complaints Redress System' (SCORES). Investors are encouraged to lodge complaints thro' e-mode, while SEBI digitizes complaints in physical form and uploads same. Listed companies are advised to view the complaint and submit Action Taken Report (ATR) with supporting documents in SCORES.

SEBI in March'20 has launched the Mobile App "SEBI SCORES" to help investors access SCORES at their convenience from smart phone. The App has all the features of SCORES otherwise available in the existing internet media. After mandatory registration on the App, for each grievance lodged, investors will get an acknowledgement via SMS and email. Investors can not only file their grievance but also track the status of their complaint redressal. Investors can also key in reminders for their pending grievances.

During the year, there was no complaint against our company posted on the SCORES site.



(vi) Reconciliation of Share Capital Audit

Description	Frequency	For quarter ended	Furnished on
Reconciliation of the total admitted capital with NSDL / CDSL and the total issued & listed capital	Quarterly	30.06.2021	07.07.2021
		30.09.2021	12.10.2021
		31.12.2021	12.01.2022
		31.03.2022	07.04.2022

(vii) Accounting treatment

In the preparation of financial statements, no accounting treatment different from that prescribed in any Accounting Standard has been followed.

(viii) Cost records and Cost audit

The company is required to maintain cost records as specified u/s 148(1) of the Act. The company maintains such accounts and records in respect of sugar and cogeneration of power.

Pursuant to Section 148 of the Act, the company has appointed M/s S.Mahadevan & Co., Cost Accountants (Firm Regn.No.000007), Coimbatore to undertake cost audit of the company for FY 2021-22. Their remuneration was approved by the shareholders at the 24th AGM.

Cost Audit Report

Filing Cost Audit Report	2021-22	2020-21
Due date	30.09.2022	30.09.2021
Actual date	Target 31.08.2022	16.08.2021
Audit Qualification in Report	---	Nil

(ix) (a) Secretarial Standards & Secretarial Audit

The company has complied with all applicable Secretarial Standards during the year. Mr V Suresh, a practicing company secretary (C.P.No.6032) was appointed to undertake the Secretarial Audit of the company for FY 2021-22. The Secretarial Audit Report was placed before the Board on 6th May 2022 and there is no qualification therein. It is annexed to Board's Report.

(b) Annual Secretarial Compliance Certificate

Regulation 24(A) of the Listing Regulations mandated all listed companies to file Annual Compliance

Certificate issued by a practicing company secretary with Stock Exchanges within 60 days of the end of the financial year. The Company has obtained the certificate from Mr V Suresh (PCS) that will be filed with the Stock Exchanges in time.

(x) Internal Auditor

The company has appointed Maharaj N R Suresh And Co LLP, Chartered Accountants (LLP Identification No.AAT-9404), Chennai, to conduct internal audit of the functions and activities of the company for FY 2021-22. The Internal Auditor reports directly to the Audit Committee.

(xi) CEO/ CFO certification

CEO certification by Mr N Ramanathan, Managing Director and CFO certification by Mr K Yokanathan, Chief Financial Officer as required under Regulation 17 (8) of the Listing Regulations were placed before the Board at its meeting on 6th May 2022.

(xii) Review of Directors' Responsibility Statement

The Board in its Report has confirmed that the annual accounts for the year ended 31st March 2022 have been prepared as per applicable accounting standards and policies and that sufficient care has been taken for maintaining adequate accounting records.

(xiii) Auditors' Certificate on Corporate Governance

Certificate of Statutory Auditors has been obtained on the compliance of conditions of Corporate Governance in deference to Para E of Schedule V of the Listing Regulations and the same is annexed (Appendix-3).

(xiv) Subsidiary Companies

The Company has no subsidiary.

(xv) Deposits

The company has not accepted deposits from the public.

(xvi) Peer review of Auditors

Regulation 33 (1) (d) of the Listing Regulations stipulates that limited review / audit reports shall be given only by an Auditor who has subjected himself to the peer review process and holds a valid certificate issued by the Peer Review Board of the ICAI. The statutory auditors of the Company M/s S Viswanathan LLP have undergone the peer review process and been issued requisite certificate that was placed before the Audit Committee.

(xvii) Statutory Auditor's fees for FY 2021-22 to M/s S Viswanathan LLP

Please refer Note 24A of Financial Statements.

No fee or other sum was paid during the year to any entity in the network firm/ network entity of which the statutory auditor is a part.

(F) Discretionary requirements

(i) Chairperson

Chairman's office is separated from CEO. The Chairman is non-executive but does not maintain an office at Company's expense.

(ii) Shareholders' Rights

Quarterly Financial Results of the Company are e-mailed to shareholders whose email ids are available with the company. These are posted on the Company's website and the summary of the results are advertised in newspapers.

(iii) Audit Qualifications

The Company since inception has ensured to remain in the regime of unqualified financial statements. Annual financial results for FY 2021-22 are being filed with the stock exchanges along with the declaration by the Managing Director confirming that the Auditors' Report on Annual Financial Results containing unmodified opinion.

(G) Disclosures

(i) There is neither non-compliance by the company nor strictures imposed on the company by the Stock Exchanges or SEBI or any statutory authority on any matters related to the capital market during the last 3 years.

(ii) Website

The Company maintains a functional website <http://www.ponnisugars.com>. It contains basic information about the company and disseminates all the information spelt out in Regulation 46 of the Listing Regulations. Updates are uploaded within two working days of change in content in respect of matters specified in Regulation 46 (2).

(iii) Business Responsibility and Sustainability Report

SEBI has mandated the inclusion of Business Responsibility Reports as part of the Annual Reports for listed entities that is currently applicable for top

1000 listed entities. Our company is not covered by this.

(iv) Dividend Distribution Policy

SEBI has mandated formulation of Dividend Distribution Policy for top 1000 listed entities and disclosure of the same in the Annual Reports and websites of the company. Our Company is not presently covered by this.

(H) Means of Communication

(i) Intimation of Board meeting

The Company intimates Stock Exchanges the Notice of Board Meeting to consider financial results. The results are furnished to Stock Exchanges immediately on conclusion of Board Meeting and concurrently uploaded in company's website. These media publication is done in accordance with regulatory prescriptions.

(ii) Chairman's Communiqué

Printed copy of the Chairman's Speech is distributed to all the shareholders at the Annual General Meeting. It is also placed on the website of the Company and sent to Stock Exchanges.

(iii) Financial Results

Period (Quarter ended)	Financial Results		News paper
	Date of approval by Board	Date of Publication	
30.06.2021	19.07.2021	20.07.2021	Business Standard and Makkal Kural
30.09.2021	22.10.2021	23.10.2021	
31.12.2021	21.01.2022	22.01.2022	
Quarter and Year ended 31.03.2022	06.05.2022	07.05.2022*	

*(Publication arranged)

The results published also show as footnote relevant additional information and/or disclosures to the investors. Financial results are-

- (a) filed online through XBRL / PDF with Stock Exchanges immediately after the conclusion of the Board meeting;
- (b) posted on the company's website www.ponnisugars.com that also displays other official News releases; and



(c) emailed to shareholders who have registered their email ids.

No presentation was made during the year to institutional investors or analysts. The Company has no agreement with any media company for public dissemination of its corporate information.

(I) General Body Meetings

(i) Particulars of past 3 AGMs

AGM/Year	Venue	Date & Time	Special Resolutions passed
23rd 2018-19	New Woodlands Hotel Pvt Ltd 72-75, Dr Radhakrishnan Road, Mylapore Chennai 600004	23.07.2019 10.30 AM	NIL
24th 2019-20	Through Video Conference/ Other Audio Visual Means (Deemed Venue:	19.08.2020 11.00 AM	1) Reappointment of retiring director - Mr N Gopala Ratnam 2) Reappointment of Managing Director
25th 2020-21	Registered Office)	20.07.2021 11.00 AM	Reappointment of retiring director Mr Bimal K Poddar

No Extraordinary General Meeting was convened during the year.

ii) e-Voting in AGM

In addition to remote e-voting, the company offered e-Voting facility to the members who were present in AGM, but could not vote through remote e-voting pursuant to Rule 20 of the Companies (Management & Administration) Rules, 2014.

iii) Postal Ballot

- One ordinary resolution seeking approval of shareholders for fresh MoU entered with SPB for supply of Bagasse was passed through Postal Ballot on 15.09.2021.
- No special resolution was passed by Postal Ballot in FY 2021-22.
- At present there is no proposal to pass Special Resolution through Postal Ballot.

(J) General Shareholder Information

(i) Details for 26th AGM

Date and Time	Wednesday, the 20th July 2022 at 10.30 AM
Financial Year	2021-22
Book Closure Dates	Friday, the 8th July 2022 to Wednesday, the 20th July 2022 (both days inclusive)
Dividend	₹ 5.50 per Equity Share (proposed)
Dividend payment date	26th July 2022
Cut-off Date for e-Voting	Wednesday, the 13th July 2022

(ii) Financial Calendar for FY 2022-23 (tentative)

Results for the quarter ending	30th Jun 2022	20th July 2022
-do-	30th Sep 2022	21st October 2022
-do-	31st Dec 2022	27th January 2023
Results for the year ending	31st Mar 2023	May 2023
Annual General Meeting	July 2023	

(iii) Listing

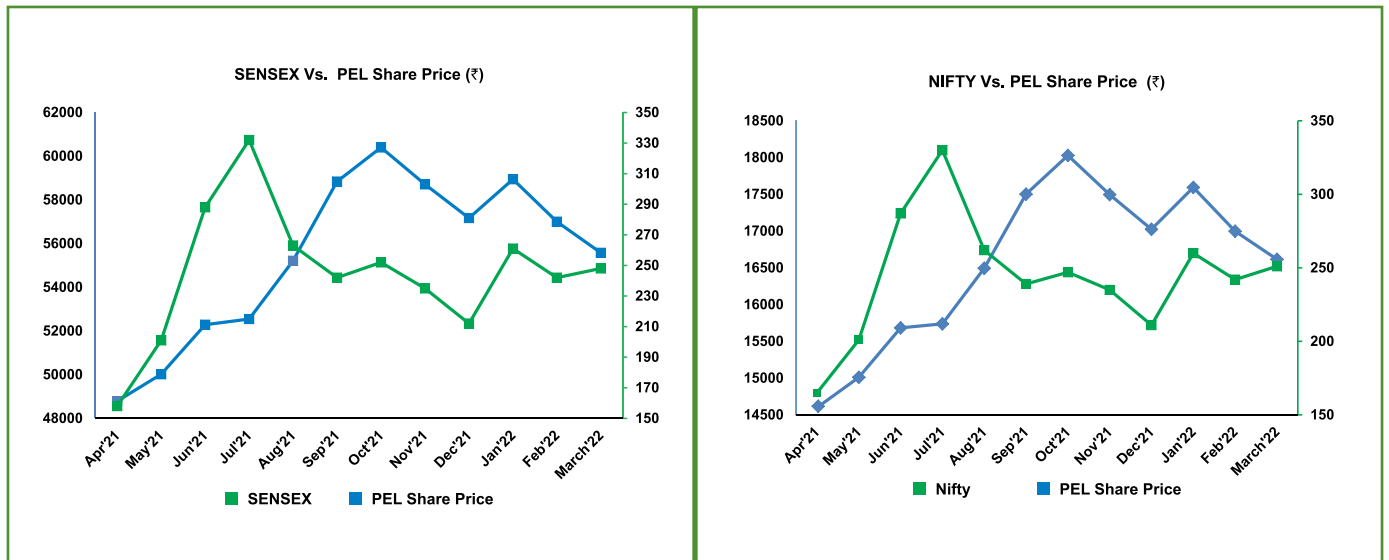
Name & Address	Listed from	Stock Code
BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400 001 Phone: 022-22721233/ 22721234 Fax: 022-2272 2082 Email:corp.relations@bseindia.com	April 2002	532460
National Stock Exchange of India Ltd Exchange Plaza, Bandra Kurla Complex Bandra East, Mumbai 400 051 Phone: 022-26598235 / 8236 Fax: 022-26598237 / 8238 Email: cmlist@nse.co.in	April 2002	PONNIERODE

Listing fee has been paid to both the Stock Exchanges for FY 2022-23.

(iv) Market Price Data

Month	BSE Ltd.				National Stock Exchange of India Ltd.			
	Share price		Volume		Share price		Volume	
	High	Low	No. of shares	Value (₹ lakhs)	High	Low	No. of shares	Value (₹ lakhs)
April'21	184	131	28224	40.87	184	145	268202	448.30
May'21	225	177	233927	476.85	225	177	1119605	2263.03
June'21	382	194	357203	1007.27	380	194	3196857	9004.81
July'21	383	280	223490	741.87	380	279	927366	3040.81
Aug'21	302	223	40165	104.83	303	221	196870	508.56
Sept'21	260	223	30694	73.99	257	220	95721	228.19
Oct'21	273	230	44228	109.27	268	226	252930	625.21
Nov'21	253	217	19858	46.68	253	216	142196	335.37
Dec'21	228	195	47381	101.80	226	196	338079	730.01
Jan'22	306	216	285820	794.45	306	213	1649801	4558.64
Feb'22	277	207	71177	177.31	277	206	427178	1065.97
March'22	285	211	105940	272.73	284	217	830777	2129.16

(v) Relative Performance of the Company Share Price Vs BSE Sensex & NSE Nifty





(vi) Registrar and Share Transfer Agent

(for both Demat and Physical segments)

Cameo Corporate Services Ltd, "Subramanian Buildings", 5th Floor 1, Club House Road Chennai 600 002.	Phone: 044-28460390 (4 lines) Email:investor@cameoindia.com Web: www.cameoindia.com SEBI Registration No: INR000003753
Contact person:	Ms K Sreepriya, Vice President and Company Secretary

(vii) Nomination facility

Shareholders holding shares in physical form and desirous of making a nomination in terms of Section 72 of the Act are requested to submit to the Registrar and Transfer Agent in the Form No.SH.13 prescribed under Rule 19 of the Companies (Share Capital and Debentures) Rules,2014. Pursuant to SEBI circular dt. 03.11.2021 nomination forms were dispatched to shareholders on 09.02.2022. Please refer page no. 53 of Annual Report. These forms can be had on request or downloaded from Company / MCA website. In the case of Demat holding, shareholders shall submit the same to their respective Depository Participants.

(viii)(a) Transactions in Shares

Powers are delegated to Managing Director to deal with and approve regular transactions in securities in the case of small investors, while other cases are decided by the Stakeholders Relationship Committee. Investor requests are attended to within 7-15 days from the date of receipt. A summary of such transactions so approved by the Managing Director is placed at every Board Meeting / Stakeholders Relationship Committee. The Company obtains from a Company Secretary in practice annual Certificate of Compliance with the Share Transfer formalities as required under Regulation 40 (9) of the Listing Regulations and files a copy of the said certificate with the Stock Exchanges.

(b) Compulsory Demat

SEBI in June'18 has amended Regulation 40 of the Listing Regulations prohibiting transfer of shares held in physical mode from 01.04.2019.

By further amendment in Jan'22 SEBI prohibited transposition and transmission of shares and other transactions in securities held in physical form.

Hence shareholders are advised to convert their physical holdings into demat form.

(ix) Distribution of shareholding

Slab	No. of Shareholders		No. of Equity Shares	
	Total	%	Total	%
1-100	3202	21.47	15622	0.18
101-500	5722	38.37	175854	2.05
501-1000	2654	17.80	221523	2.58
1001-10000	3039	20.38	908980	10.57
10001 - 100000	267	1.79	732774	8.52
100001 & above	29	0.19	6543665	76.10
Total	14913	100.00	8598418	100.00

(x) Categories of Shareholding

Shares held by	No. of shareholders	%	No. of shares	%
Promoters	6	0.04	3642537	42.36
FIs / UTI / Mutual Fund / Banks	4	0.03	4020	0.05
Corporates	89	0.60	365468	4.25
FPIs / FIIs / NRIs / OCBs	235	1.57	2299044	26.74
Resident Individuals	14579	97.76	2287349	26.60
Total	14913	100.00	8598418	100.00

(xi) Shareholder Satisfaction Survey

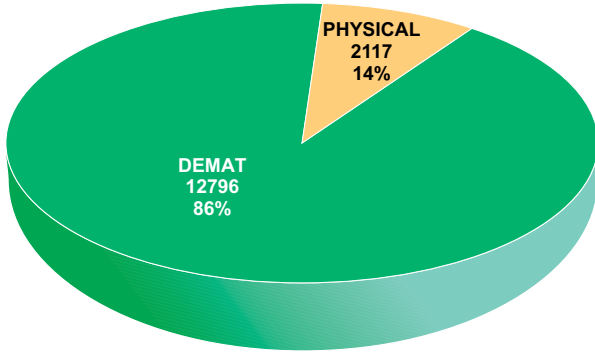
To assess the current level of service standards in all business dealings including investor services a questionnaire has been posted on the company's website. Shareholders are requested to send their views by replying to the questionnaire. No response was received during the year while surveys undertaken in the past indicated good satisfaction level.

(xii) Dematerialization

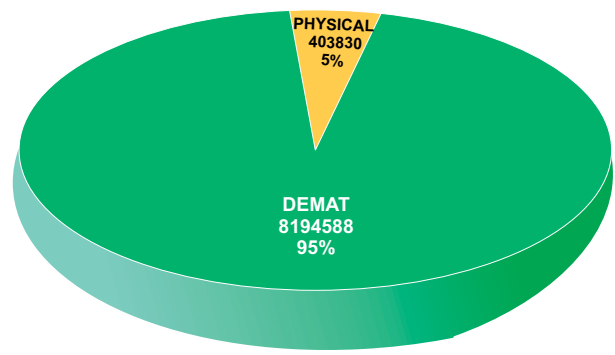
The Equity Shares of the Company (ISIN INE838E01017) are traded in compulsory demat mode. Transfer / Transposition / Transmission and other dealings in shares shall be done only in demat form.

No investor is required to pay any charge for opening of a Beneficiary Owner account (BO) excepting for statutory charges. Custody charges are annually paid by the Company as and when claim is received.

No. of Shareholders



No. of Shares



Individual Communication to shareholders holding shares in Physical form are periodically sent – the last one in Feb'22. It advises them to convert their holdings from physical mode to demat mode considering overall merits of the depository system and total prohibition on dealings in shares in physical mode.

(xiii) PAN / Bank details

- (1) SEBI vide circular dt. 27.04.07 has made PAN as the sole identification number for all participants transacting in the securities market irrespective of the amount of such transaction.
- (2) SEBI vide circular dt. 27.01.10 has made it mandatory to furnish a copy of PAN for transmission and transposition of shares.
- (3) SEBI vide Circular dt. 20.04.18 has advised listed companies through their RTA to seek PAN / Bank details of shareholders holding shares in Physical form. Necessary communication in this regard was sent to shareholders by registered post followed by reminders during June '18. Shareholders are advised to provide these details without delay.
- (4) SEBI vide Circular dated 03.11.21 / 04.12.21 advised the listed entities to seek PAN, KYC and Nomination details from the shareholders holding shares in physical form. Detailed communication along with required forms and the consequences of not submitting the same were dispatched to shareholders on 09.02.2022. Shareholders are advised to send the same immediately.

(xiv) Plant

Location: Odapalli, Cauvery RSPO,
Erode 638 007, Komarapalayam (Tk),
Namakkal District, Tamil Nadu.
Phone: 04288 247351 to 247355
Email: gen@ponnisugars.com

(xv) Investor Correspondence

As regards transfers, change of address or status, dividend mandate and other share related queries, investors shall communicate with -

- (a) respective Depository Participants, in case of demat holding
- (b) the Registrar & Transfer Agent, in case of physical holding.

All queries on Annual Report, dividend and other clarifications may be addressed to the registered office of the Company at:

ESVIN House, 13, Rajiv Gandhi Salai (OMR),
Perungudi, Chennai 600 096.
Phone: 044 -24961920, 24960156
Email: admin@ponnisugars.com
Website: www.ponnisugars.com

Investors may also post the query on the website of the Company

(xvi) Exclusive email ID for investor benefit

Pursuant to SEBI's directive and Regulation 46 (2) (j) of Listing Regulations, the Company has created an exclusive Email ID investor@ponnisugars.com for redressal of investor grievances. Queries posted on Company website would also get routed to this Email ID for prompt response.



(xvii) Credit Ratings

The company has made no public issue of debt securities.

Details of Credit Ratings obtained for facilities availed from Bank.

Facility	Amount (₹ Cr)	Rating
Long Term Fund based bank facilities (Cash Credit)	30.00	CARE: BBB+ Outlook Stable
Short Term Bank facilities (Non-fund based)	1.00	CARE: A2

(xviii) Shareholder Complaints

One complaint was received and resolved by RTA during the current year. Other than this, no complaint was received during the last five years.

(xix) Service Standards

As per the 'standard operating procedures' of the Company, the following are the Service Standards set out for various investor related transactions/ activities and the Company and its Registrars endeavour to achieve these Standards without compromising with the quality of the service to the investors:

Sl. No.	Particulars	Service Standards (Maximum number of working days)
1	Transmissions	15
2	Transposition / Deletion of Name	15
3	Folio Consolidation / Change of Name	15
4	Demat	15
5	Consolidation / Split / Remat of Share Certificates	15
6	Issue of Duplicate Certificates	15
7	Replacement of Certificates	15
8	Registration of Change of Address / ECS / Bank Details / Nomination	5
9	IEPF Letters	5
10	Registration of Power of Attorney	5
11	General Correspondence and Complaints	5

With requisite systems and procedures in place, the Company has successfully improved its service levels and has received only one complaint from investor during the last five years.

In case the above service standards are not met or if an investor has any other observations/ comments/ complaints on service levels, he may communicate to us at:

Email : investor@ponnisugars.com

Tel.No. : 044-24961920, 24960156

(xx) Unclaimed shares

SEBI vide its circular no. CIR/CFD/10/2010 dt. 16.12.2010 has advised Stock Exchanges a uniform procedure to deal with unclaimed shares viz. (i) transferring those shares to an Unclaimed Suspense Account (ii) dematerialize the same with one of the Depository Participants (iii) all corporate benefits to be credited to the suspense account, and (iv) freeze the voting rights on such shares.

Relevant disclosures under Part F of Schedule V to the Listing Regulations are as under:

Sl. No.	Particulars	No of Share holders	No of Shares
1	Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the beginning of the year	2	80
2	Number of shareholders who approached the issuer for transfer of shares from the Unclaimed Suspense Account during the year.	--	--
3	Number of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the year.	--	--
4	Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the end of the year	2	80

The voting rights in respect of these shares shall remain frozen till the rightful owner of such shares claims the shares.

(xxi) Dividend for 2021-22**(a) Dividend entitlement**

Dividend, if declared at the Annual General Meeting, will be paid by 26.07.2022 to the members whose names appear on the Register of Members on 20.07.2022 or as per their mandates. In respect of shares held in demat mode, dividend will be paid to the beneficial owners of shares recorded with the Depositories as on that date as per details to be furnished by NSDL / CDSL for the purpose.

(b) Electronic payment

Listed companies are mandated by SEBI to use RBI approved e-mode of payment like NECS or NEFT for making cash payments to investors. Members are therefore advised to update their Bank details with their Depositories (in case of demat holding) or with our RTA (for physical holding).

(c) Non electronic payment

In the absence of adequate Bank details facilitating electronic payment, listed companies are allowed to use physical payment instruments for making cash payment to investors. The company however shall mandatorily print the Bank details of investors or the address of the investor on such payment instruments.

Dividend warrants for physical payment would be issued by the company, payable at par at the designated branches of the Bank printed on the reverse of Dividend Warrant. Initial validity would be 3 months and payment instruments thereafter would be payable as per advise of the bankers. Members are hence advised to encash the warrants within the initial validity period.

(d) Tax on dividend

Dividend income is taxable in the hands of shareholders w.e.f. 1st April 2020 and the company is required to deduct tax at source (TDS) from same at the prescribed rates. The company would be sending an email to shareholders advising TDS rates in force for different categories based on documents furnished by shareholders. This would also be placed on the company website. Shareholders are requested to refer to the Income Tax Act, 1961 and Rules thereunder for full details.

- (e) There will be no TDS from dividend payable to a resident individual shareholder, if the total dividend to be received during FY 2022-23 from the company does not exceed ₹ 5000/-
- (f) Shareholders are requested to complete and/ or update their residential status, PAN and other details with (i) their Depository Participants (DPs) in the case of demat holding; or (ii) with the RTA for physical holding.
- (g) A resident individual shareholder with PAN who is not liable for income tax can submit declaration in Form 15G/ 15H as applicable to avail the benefit of non-deduction of tax. In case their PAN is not registered, TDS would be at a higher rate of 20%. Non- resident shareholders can avail beneficial rates under applicable Tax Treaty subject to furnishing Form-10F and providing necessary documents.
- (h) Form 15G/ 15H or Form 10F can be filed online with the RTA thro' their link <https://investor.cameoindia.com>. These can also be downloaded from the company website, duly completed, signed and scanned and emailed to the RTA at investor@cameoindia.com.

(xxii) Particulars of unclaimed dividend

Year	Dividend (₹ per share)	Date of warrant	Unclaimed*		Due date for transfer to IEPF
			No. of warrants	₹ lakhs	
2015-16	1.20	01.08.2016	3373	2.64	30.08.2023
2016-17	2.50	08.08.2017	3444	5.74	06.09.2024
2017-18	1.00	31.07.2018	2030	3.25	29.08.2025
2018-19	2.00	31.07.2019	1952	5.02	27.08.2026
2019-20	4.00	25.08.2020	1457	8.99	23.09.2027
2020-21	5.00	26.07.2021	1377	9.72	25.08.2028

*Includes value of demand drafts cancelled beyond validity period.

MCA by Notification G.S.R.352(E) dated 10.05.2012 has stipulated publication of details of unclaimed/unpaid dividend in the company website and MCA website. This is understandably to facilitate investors track unclaimed dividend by checking the status online



and real time. Our company has already uploaded the requisite details that will get updated every year within 90 days of Annual General Meeting.

(xxiii) Transfer of Unclaimed Dividend to IEPF

Pursuant to Section 124 of the Act, dividend remaining unpaid or unclaimed for a period of 7 years shall be transferred to the Investor Education and Protection Fund of the Central Government. Reminders for unpaid dividend are sent to the shareholders as per records every year.

The unpaid / unclaimed Dividend of ₹ 1.36 lakhs pertaining to 3849 investors for the Financial Year ended 31.03.2014 was transferred to IEPF on 03.09.2021.

(xxiv) Transfer of shares to IEPF

The Company in terms of Section 124(6) of the Act is required to transfer the underlying equity shares where dividend has not been paid or claimed by shareholders for seven consecutive years to the Investor Education and Protection Fund (IEPF) Suspense Account in accordance with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

Individual communication had been sent to the shareholders whose shares are liable to be transferred to IEPF Suspense account. Public Notice in respect of the same was published in Business Standard and Makkal Kural as required under the Rules.

Details of shares transferred to IEPF

For FY	No of holders	No of shares	Date of transfer to IEPF
2013-14	148	8282	19.11.2021

Details of above transfers are uploaded in our website www.ponnisugars.com.

(xxv) Transfer to IEPF becoming due

No dividend was declared for FY 2014-15. Hence transfer of unpaid dividend / shares does not arise during the year.

(xxvi) Claim from IEPF

Shareholders may however note that both the unclaimed dividend and the shares transferred to IEPF Authority / Suspense Account including all benefits accruing on such shares, if any, can be claimed back from IEPF Authority after following the due process prescribed by the Rules. Shareholders whose shares or dividends have been transferred may contact the Registrars and Transfer Agents or the Company at its registered office for necessary guidance in this regard.

(xxvii) Investor safeguards

Members are advised to follow the general safeguards as detailed hereunder to avoid risks while dealing in securities and help the Company serve them better.

- Demat your Shares
- Obtain periodic Demat statements from your DP and verify your holdings
- Furnish Bank details to the DP/ RTA/ Company
- Encash your Dividends in time
- Update your Address
- Consolidate your Multiple Folios
- Register Nominations
- Treat Security details confidential. Do not disclose your Folio No./ DP ID/ Client ID to an unknown person
- Do not handover signed blank delivery instruction slips to any unknown person
- Deal in Securities only with SEBI Registered Intermediaries
- Dispatch Documents containing certificates of securities and high value dividend/ interest warrants/ cheques/ demand drafts only by registered post/ courier or lodge with the Company's Share Department or the Registrar and Transfer Agents

Company commitment

Our Company keeps constant track of prevalent practices among bellwether corporates towards formulating and fine tuning its responses to the emerging areas on Corporate Governance and responsible business. It continues to take affirmative steps for substantive compliance commensurate with its size, nature of business and governing structure.

Our Company enjoys considerable goodwill of the residents in its neighborhood for its transparency in dealings and fair

practices in place. It would be relentless in its pursuit and strengthen its focus for doing responsible business.

For PONNI SUGARS (ERODE) LIMITED

N Gopala Ratnam
Chairman

Chennai
6th May 2022

N Ramanathan
Managing Director

Appendix-1

DECLARATION

[Pursuant to Para D of Schedule V of the
SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

I, N Ramanathan, Managing Director of Ponni Sugars (Erode) Limited, hereby declare and confirm that all the members of the Board of Directors and the senior management personnel of the Company have affirmed compliance with the code of conduct of Board of Directors and senior management for the financial year 2021-22.

Chennai
6th May 2022

N Ramanathan



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
Ponni Sugars (Erode) Limited
Esvin House, No.13 Old Mahabalipuram Road
Seevaram Village, Perungudi, Chennai 600 096.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Ponni Sugars (Erode) Limited having CIN:L15422TN1996PLC037200 and having registered office at Esvin House, No.13 Old Mahabalipuram Road, Seevaram Village, Perungudi, Chennai - 600 096 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sl.No	Name of Director	DIN	Date of appointment
1	Mr Gopalaratnam Natarajan	00001945	26.12.1996
2	Mr Ramanathan Narayanan	00001033	01.04.2005
3	Mr Lakkapuram Muthusamy Ramakrishnan	00001978	19.12.2001
4	Mr Arun Gajanan Bijur	00024434	26.12.1996
5	Mr Bimal Kumar Poddar	00031146	19.12.2001
6	Mr Krishnamurthy Bharathan	00210433	28.12.2011
7	Ms Chinny Krishna Nanditha	00906944	24.12.2010
8	Mr Venkatesan Sridar	02241339	05.06.2009

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

For V Suresh Associates
Practising Company Secretaries
V Suresh
Senior Partner
FCS No. 2969
C.P.No. 6032
Peer Review Cert. No:667/2020
UDIN: F002969D000282160

Chennai
6th May 2022

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of Ponni Sugars (Erode) Limited

We have examined the compliance of conditions of Corporate Governance by Ponni Sugars (Erode) Ltd for the year ended 31st March 2022 as stipulated in Para E of Schedule V of the Listing Regulations of the said company with the Stock Exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.

As required by the Guidance note issued by the Institute of Chartered Accountants of India, we have to state that as per the records maintained and certified by the Company/ Registrars and Transfer Agent of the company, there was no investor grievances remaining unattended / pending for more than 30 days as at 31st March 2022.

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

For S Viswanathan LLP
Regn. No. 004770S / S200025
Chartered Accountants

Chella K Srinivasan
Partner
Membership No.023305
UDIN: 22023305AIMMPR1328

Chennai
6th May 2022



Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo
[Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

A. Conservation of Energy

(i) Steps taken / impact on conservation of energy:

- Provision of VFD for mill juice pump, mill short span rake elevator, 5th mill rake elevator, air compressor, BC2, BC3 bagasse conveyors and R.O plant pumps.
- Installation of AC drive in one of the A massecuite centrifugal machine.
- Installation of inverter air conditioner and solar LED street lights.
- Installation of vertical batch pan to reduce steam % on cane.

Proposals under consideration

- Installation of planetary gear box for feeder table and sugar bag conveyor.
- Replacement of boiling house and cogen motors with energy efficient motors on failure mode basis (on going).
- Installation of AC drive for 5th mill by replacing DC drive.
- VFD implementation in one of the spray pump.
- Mechanical circulators for existing 3 pans.
- Energy efficient ash compressor installation with IE3 energy efficient motor.
- Automation of secondary air sealing system.

Impact of the above measures

- Reduction in energy consumption: 560 units (approximate) per day.
- Proposed reduction in energy consumption: 300 units per day.
- Steam consumption reduction by about 3 %.

(ii) Steps taken for utilizing alternate sources of energy:

The Company primarily uses bagasse and other available bio-fuel to produce green power and supplies its entire surplus power to the State Grid.

(iii) Capital investment on energy conservation equipment:

- Low temperature evaporator (LTE) for thickening of caustic soda (after chemical cleaning) to recycle back to chemical cleaning.
- Raw juice PHE & secondary juice rotary screen for hot condensate heat recovery.
- Capex estimated for above - ₹ 1100 lakhs.

B. Technology Absorption

- (i) Efforts made towards technology absorption:
- Tear drop welding on mill rollers to enhance the life of the mill rollers
 - Energy management system implementation in sugar & cogen.
 - Installation of planetary drive in 5th mill by replacing conventional gear train.
 - Wet scrubber installed after ESP to control SPM emission in chimney.
- (ii) Benefits derived like product improvement, cost reduction, product development:
Crushing rate to increase by about 10%.
- (iii) Imported technology Nil
- (iv) Expenditure incurred on Research and Development Nil

C. Foreign Exchange Earnings and Outgo

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows:

	(₹ in lakhs)	
	2021-22	2020-21
Earnings	54	-
Outgo	6	5

Chennai
6th May 2022

For Board of Directors

N Gopala Ratnam
Chairman



Annual Report on CSR Activities

[Pursuant to Section 135 of the Companies Act, 2013 and Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. Brief outline on CSR Policy of the Company.

The Board of Directors proactively adopted the CSR Policy in February 2015, though CSR mandate u/s 135 of the Companies Act, 2013 became applicable to the company only from FY 2016-17.

The company is engaged in sugar sector that is agro based. It is rurally located and has been a value creator for thousands of farmers as well as skilled/ semi-skilled labour in its neighbourhood. It is deeply committed to promoting rural development and contributing to inclusive growth. It broadly distributes more than three-fourth of its total revenue within its rural neighbourhood towards cane purchase, harvest and transportation, direct & indirect labour and outsourcing.

The company has been pursuing social objectives for long in the interest of rural welfare. It runs a primary school benefitting all the children in the neighbourhood. It promoted and continues to support the establishment of three Lift Irrigation Schemes to bring about 950 acres of dry lands under irrigation and crop cultivation, using the treated trade effluents of neighbouring paper mill, thus transforming a waste into wealth.

The CSR policy lays emphasis to work for the welfare and sustainable development of the community in and around the company's area of operation, besides need based response to the requirement in other parts of the country. The company would focus on program areas in the field of community development, water and sanitation, education, health, rural infrastructure and technical training. Its ongoing CSR activities would get aligned to the CSR Policy.

The company also rises up to the call of Central / State Government and contributes to the Relief Funds.

2. The composition of the CSR Committee.

Sl. No.	Name of Director	Designation / Nature of Directorship	Meetings of CSR Committee during the FY 2021-22	
			Held	Attended
1	N Gopala Ratnam	Chairman	3	3
2	N Ramanathan	Managing Director	3	3
3	Dr Nanditha Krishna	Independent Director	3	3

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

www.ponnisugars.com/policy.htm

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).

Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule(3) of Rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sl. No.	Financial Year	Amount available for set-off from preceding financial years. (₹ in Lakhs)	Amount required to be set-off for the financial year, if any (₹ in Lakhs)
1	2020-21	9.00	Nil
TOTAL		9.00	-

6. Average net profit of the company as per Section 135(5): ₹ 2558 lakhs

7. (a) Two percent of average net profit of the company as per Section 135(5): ₹ 52 lakhs

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil.

(c) Amount required to be set off for the financial year, if any: Nil

Excess CSR spend of earlier years, though available for set off, has not been so availed in the above period as per decision of the Board.

(d) Total CSR obligation for the financial year (7a+7b- 7c). ₹ 52 lakhs

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the FY 2022 (in ₹ lakhs)	Amount Unspent (₹ in lakhs)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
78	Nil	Nil	Nil	Nil	Nil

(b) Details of CSR amount spent against ongoing projects for the financial year: NIL

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount spent for the project (₹ in lakhs)	Mode of implementation Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR Registration Number
1		IV	Yes	Tamilnadu	Namakkal	4	Yes	--	--
2		II	Yes	Tamilnadu	Namakkal	3	Yes	--	--
3		X	Yes	Tamilnadu	Namakkal	30	Yes	--	--
4		XII	Yes	Tamilnadu	Namakkal	29	Yes	--	--
5		X	Yes	Tamilnadu	Namakkal	12	Yes	--	--
	TOTAL					78			

(d) Amount spent in Administrative Overheads: Nil

(e) Amount spent on Impact Assessment, if applicable: N.A

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 78 lakhs



Ponni Sugars (Erode) Limited

(g) Excess amount for set off, if any

Sl. No.	Particular	Amount (₹ in lakhs)
(i)	Two percent of average net profit of the company as per section 135(5).	52
(ii)	Total amount spent for the Financial Year	78
(iii)	Excess amount spent for the financial year [(ii)-(i)]	26
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any.	--
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	26

9. (a) Details of Unspent CSR amount for the preceding three financial years: Nil

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Nil

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details):

a.	Date of creation of the asset	30.03.2022
b.	Amount of CSR spent	₹ 12 lakhs
c.	Asset registered in the name of	Asset created on the land belonging to Elayampalayam Panchayat, which is the beneficiary of this CSR Project.
d.	Address and location of the asset	Patlur Road, Near Milk Society Elayampalayam Goundampalayam Post Trichengode Taluk Namakkal District - 637210 Tamil Nadu

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable

Sd/-

N Ramanathan

Managing Director

Chennai
6th May 2022

Sd/-

N Gopala Ratnam

Chairman-CSR Committee

Annexure - 5 to Board's Report

Disclosure under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Statement of particulars of remuneration as per Rule 5(1)

Description			
The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	Managing Director(MD)	39:1	Note -1
The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	MD	NIL	Note-1 & 2
	CFO	26%	
The percentage increase in the median remuneration of employees in the financial year		5%	
The number of permanent employees on the rolls of company		280	
Affirmation that the remuneration is as per the remuneration policy of the company	Yes. Remuneration is as per the remuneration policy of the company.		

Notes:

1. Non executive directors are paid sitting fee and commission as remuneration. Ratio of remuneration and percentage increase are provided only for executive director, since such data would not be meaningful in the case of non executive directors.
2. Remuneration is as per the remuneration policy of the company. MD remuneration is normally re-determined on reappointment once in 3 years, while the incentive part is determined annually.

For Board of Directors

Chennai
6th May 2022**N Gopala Ratnam**
Chairman



Form No. MR-3
SECRETARIAL AUDIT REPORT

For the Financial Year 2021-22

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

To,
The Members,

M/s. **PONNI SUGARS (ERODE) LIMITED**

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

Based on our verification of **PONNI SUGARS (ERODE) LIMITED** 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, the explanations and clarifications given to us and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31st March 2022, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. PONNI SUGARS (ERODE) LIMITED** ("the Company") for the financial year ended on 31st March 2022 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings – (Not applicable to the Company during the audit period)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments from time to time;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments from time to time;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; (Not applicable to the Company during the audit period)
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and amendments from time to time; (Not applicable to the Company during the audit period).

- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable).
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period).
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period).
- (VI) Other than fiscal, labour, environmental and other general laws which are ordinarily applicable to all manufacturing companies, the following laws / acts are also, inter alia, applicable to the Company:
- (a) Essential Commodities Act, 1955, and orders issued there under
 - (b) Electricity Act, 2003 and all Regulations issued there under
 - (c) Food Safety and Standards Act, 2006
 - (d) The Tamil Nadu Molasses Control and Regulation Rules, 1958
 - (e) The Tamil Nadu Sugarcane (Regulation of Purchase Price) Act, 2018

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Director. There is no change in the composition of the Board of Directors during the period under review.

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

This report is to be read with our letter of even date vide Annexure-1 that forms part of this report

For V Suresh Associates
Practising Company Secretaries

V Suresh
Senior Partner
FCS No. 2969
C.P.No. 6032
Peer Review Cert. No: 667/2020
UDIN: F002969D000282149

Chennai
6th May 2022



To,
The Members,
M/s. PONNI SUGARS (ERODE) LIMITED
Chennai-600 096

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

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 Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company

For V Suresh Associates
Practising Company Secretaries

V Suresh
Senior Partner
FCS No. 2969
C.P.No. 6032
Peer Review Cert. No: 667/2020
UDIN: F002969D000282149

Chennai
6th May 2022

INDEPENDENT AUDITOR'S REPORT

To :
The Members of
PONNI SUGARS (ERODE) LIMITED

Report on the audit of Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying Standalone Ind AS Financial Statements of PONNI SUGARS (ERODE) LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2022 and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and Notes to the Financial Statements, including a summary of the Significant Accounting Policies and other explanatory information, hereinafter referred to as financial statements.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, the Profit (Including Other Comprehensive Income), the changes in Equity, and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

Key Audit Matters	Response to Key Audit Matters & Conclusion
<p>1. Sale of Bagasse to a Related Party</p> <p>During the year, the Company has sold Bagasse to Seshasayee Paper and Boards Limited, a related party for an aggregate value of ₹ 1247 lakhs, pursuant to a long-term agreement.</p> <p>A fresh MoU dated 26.07.2021 was executed between the Company and Seshasayee Paper and Boards Limited. The fresh MoU builds-in the revised pricing formula for bagasse linked to actual fuel cost and an increase in the incentive payable for committed bagasse supply</p>	<p>We understood and tested the design and operating effectiveness of controls as established by the management in determining the various parameters and the ultimate price determination. We have also tested the relevant records and found the price determination to be in accordance with the agreement.</p> <p>Based on the above procedures, in our opinion the management's determination of the price of Bagasse for the year is considered to be reasonable.</p>



Key Audit Matters	Response to Key Audit Matters & Conclusion
<p>2. As on 31st March 2022 the inventory of sugar with carrying value ₹ 6414 lakhs is valued at lower of cost and net realizable value.</p> <p>We considered the value of Inventory of Sugar as key audit matter considering the relative size of it in the financial statements and significant judgments involved in the consideration of factors such as the cost determination, selling prices since obtained/ prevailing in determination of net realizable value.</p>	<p>We have verified and tested the design and operating effectiveness of controls with regard to the preparation of the cost sheet and the underlying judgments as well as the procedures and the basis for determination of net realizable value.</p> <p>Based on the above procedures performed, the management's determination of the cost and net realizable value of inventory of Sugar at the end of the year, is considered reasonable.</p>
<p>3. As on 31st March 2022 the amount receivable from TANGEDCO, a Tamil Nadu State Government entity is ₹ 4322 lakhs (Trade Receivable), to whom the surplus power generated by the Cogeneration Power Plant is sold pursuant to a Power Purchase agreement. Impairment Loss of ₹ 203 lakhs has been provided for the above dues in accordance with Ind AS.</p> <p>Being a significant account balance and the period of outstanding being long, it is considered as a Key audit matter</p>	<p>We have verified the PPA and the records for the quantity of Power wheeled and the related invoices and the related internal controls established by the management. We have also tested the judgement made by the management based on the past settlements made by the customer to assess the credit risk and the consequent impairment assessment.</p> <p>Based on these audit procedures, the management's estimates of credit risk and impairment assessment is reasonable.</p>

Information Other Than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the Information included in the Annual Report, 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 if there is a material mis-statement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the Financial Position, Financial Performance (including Other Comprehensive Income), Changes in Equity and Cash Flows of the Company in accordance with Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate

accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS Financial Statements that give a true and fair view and are free from material mis-statement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material mis-statement, 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 mis-statement when

it exists. Mis-statements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

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

We also:

- Identify and assess the risks of material mis-statement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material mis-statement 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 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 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 Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of mis-statements 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 mis-statements 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.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the Directors as on 31st March, 2022 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March 2022 from



- being appointed as a Director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the Internal Financial Controls with reference to the financial statements of the Company, and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
- ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii) There 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, as disclosed in Note No. 35 to the financial statements no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, 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, as disclosed in Note No.35 to financial statements no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries ; and
- (c) Based on such audit procedures we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material mis-statement.
- v) The final dividend paid by the Company during the year relating to financial year 2021 is in accordance with section 123 of the Companies Act 2013. As stated in Note No. 11(f) to financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend proposed is in accordance with section 123 of the Act.
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 S. Viswanathan LLP
Regn. No.004770S/S200025
Chartered Accountants

Chella K Srinivasan
Partner

Chennai
6th May 2022

Membership number: 023305
UDIN: 22023305AIMMFN7915

“Annexure A” to the Independent Auditor’s Report of even date on the Standalone Ind AS financial statements of Ponni Sugars (Erode) Limited

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

We have audited the Internal Financial Controls with reference to the financial statements of PONNI SUGARS (ERODE) LIMITED (“the Company”) as of March 31, 2022 in conjunction with our audit of the Standalone Ind AS Financial Statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s Management is responsible for establishing and maintaining Internal Financial Controls 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 (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the Internal Financial Controls with reference to the financial statements of the Company and their operating effectiveness. Our audit of Internal Financial Controls with reference to the financial statements of the Company included obtaining an understanding of Internal Financial Controls over Financial Reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the Auditors’ judgement, including the assessment of the risks of material mis-statement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s Internal Financial Controls System over Financial Reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company’s Internal Financial Controls with reference to the financial statements of the Company 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:

- (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (ii) 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



- (iii) 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 with reference to the financial statements

Because of the inherent limitations of, Internal Financial Controls with reference to the financial statements of the Company, including the possibility of collusion or improper management override of controls, material mis-statements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the Internal Financial Controls with reference to the financial statements of the Company to future periods are subject to the risk that the Internal Financial Controls with reference to the financial statements of the Company may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate Internal Financial Controls with reference to the financial statements of the Company and such Internal Financial Controls with reference to the financial statements of the Company were operating effectively as at March 31, 2022, based on the Internal Controls 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 ICAI.

**For M/S S. Viswanathan LLP
Regn. No.004770S/S200025**

Chartered Accountants

Chella K Srinivasan

Partner

Chennai

Membership number: 023305

6th May 2022

UDIN: 22023305AIMMFN7915

“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Ind AS Financial Statements of Ponni Sugars (Erode) Limited.

The Annexure referred to in Paragraph 2 under the heading ‘Report on Other Legal and Regulatory Requirements’ of our Report of even date:

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
- (a) (i) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (ii) The Company has maintained proper records showing full particulars of intangible assets.
- (b) These Property, Plant and Equipment have been physically verified by the Management at reasonable intervals and no material discrepancies were noticed on such verification.
- (c) Based on our examination of the property tax receipts, registered sale deed/ transfer deed /

conveyance deed and confirmation from bank for the title deeds held with them we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties, disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.

- (d) The Company has not re-valued any of its Property, Plant and Equipment 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, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made there under
- ii (a) The Management has conducted physical verification of inventory at reasonable intervals and in our opinion, the coverage and procedure of such verification by the management is appropriate; Discrepancies of 10% or more were not noticed.
- (b) The Company has been sanctioned working capital limits in excess of ₹ 5 crores, in aggregate during

the year from Bank on the basis of security of current assets. Monthly statements have been submitted to the Bank and the details of the differences between the books of account and statements submitted to the Bank at the end of each quarter are given in Note No. 34 to Financial statement.

- iii (a) During the year the Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to the Companies, Firms, Limited Liability Partnerships, or any other party and hence reporting under Clause 3(iii)(a) & 3(iii)(b) are not applicable.
- (b) The Company has not granted any loans. Hence, reporting under clause 3(iii)(c) of the Order is not applicable.
- (c) The Company has not granted any loan during the reporting period. Hence, reporting under clause 3(iii)(d) of the Order is not applicable.
- (d) The Company has not granted any loan or renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties. Hence, reporting under clause 3(iii)(e) of the Order is not applicable.
- (e) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying and terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.

- iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of investments made by the Company. The Company has not provided any loans or guarantee or security to any Company covered under Section 185.
- v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. The Central Government has prescribed maintenance of cost records under Sub-section (1) of Section 148 of the Companies Act, 2013. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under Section 148 of the Act, and are of the opinion that prima facie, the prescribed and such accounts and records have been made and maintained.
- vii. In respect of statutory dues:
 - (a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Income Tax, Duty of Custom, Cess and other material statutory dues applicable to it with the appropriate authorities.
 - (b) Details of dues of Income Tax or Sales Tax or Service Tax or Duty of Customs or Duty of Excise or Value Added Tax, Cess and Goods and Service Tax that have not been deposited as on 31st March 2022 on account of disputes are given below:

Name of the Statute	Nature of dues	Amount (₹ lakhs)	Forum where the dispute is pending	Period to which the dues belong
Central Excise Act, 1944	Excise Duty	466.74	CESTAT	Financial Years 2014-15 to 2017-18
Tamil Nadu Tax on Consumption or sale of Electricity Act, 2003	Electricity Consumption Tax	54.76	High Court	Financial Years 2008-09 to 2010-11



- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix (a) While the Company has been sanctioned working capital facilities, the Company has not availed the same. Hence, reporting under clause 3(ix) (a) and (b) are not applicable.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has no subsidiaries. Hence, reporting under Clause 3(ix) (e) not applicable.
- (f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- x (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x) (b) of the Order is not applicable.
- xi (a) No fraud by the Company and no fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) The Company has not received any whistle blower complaints during the year (and up to the date of this report), while determining the nature, timing and extent of our audit procedure.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its Directors, and hence provision of section 192 of the Companies Act, 2013 are not applicable to the Company.
- 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. Hence, reporting under Clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment Company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.

- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payments of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. The Company has spent the minimum amount required to be spent as stipulated in Section 135 of the Companies Act and hence the transfer of unspent amount to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub Section (5) of section 135 of the said Act. The Company does not have any on-going projects under Section 135(5) of the said Act.
- xxi. The Company has no subsidiary and hence Clause 3(xxi) is not applicable

**For M/S S. Viswanathan LLP
Regn. No.004770S/S200025**

Chartered Accountants

Chella K Srinivasan

Partner

Chennai
6th May 2022

Membership number: 023305
UDIN: 22023305AIMMFN7915



BALANCE SHEET AS AT 31ST MARCH 2022

(₹ in Lakhs)

Particulars	Note No.	As at 31.03.2022	As at 31.03.2021
A ASSETS			
1 Non-Current Assets			
(a) Property, Plant and Equipment	2	11,217	10,405
(b) Capital Work-in-Progress	2	359	19
(c) Intangible Assets	2	17	14
(d) Financial Assets			
(i) Investments	3	16,957	15,134
(ii) Other Financial Assets	4	15	22
		16,972	15,156
(e) Other Non-Current Assets	5	64	63
Total Non-Current Assets		28,629	25,657
2 Current Assets			
(a) Inventories	6	7,095	5,178
(b) Financial Assets			
(i) Trade Receivables	7	4,541	4,094
(ii) Cash and Cash Equivalents	8	110	752
(iii) Other Bank balances	9	879	1,509
		5,530	6,355
(c) Current Tax Assets (Net)		61	32
(d) Other Current Assets	10	548	377
Total Current Assets		13,234	11,942
TOTAL ASSETS		41,863	37,599

(₹ in Lakhs)

Particulars	Note No.	As at 31.03.2022	As at 31.03.2021
B EQUITY AND LIABILITIES			
I Equity			
(a) Equity Share Capital	11	860	860
(b) Other Equity	12	35,988	31,781
Total Equity		36,848	32,641
II Liabilities			
1 Non-Current Liabilities			
(a) Deferred Tax Liabilities (Net)	13	261	60
(b) Provisions	14	726	590
Total Non-Current Liabilities		987	650
2 Current Liabilities			
(a) Financial Liabilities			
(i) Trade Payables	15		
- Micro and Small enterprises		39	37
- Others		3,228	3,516
(iii) Other Financial Liabilities	16	235	133
		3,502	3,686
(b) Other Current Liabilities	17	523	620
(c) Provisions	18	3	2
Total Current Liabilities		4,028	4,308
TOTAL EQUITY AND LIABILITIES		41,863	37,599

The accompanying notes 1 to 41 form an integral part of the financial statements

Per our Report of even date annexed

For M/S S. Viswanathan LLP
Regn No: 004770S/S200025
 Chartered Accountants

Chella K Srinivasan
 Partner
 Membership No. 023305
 Chennai
 6th May 2022

For and on behalf of the Board

N Gopala Ratnam
 Chairman

N Ramanathan
 Managing Director

N Ramanathan
 Secretary

K Yokanathan
 Chief Financial Officer

Chennai
 6th May 2022



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

(₹ in Lakhs)

Particulars	Note No	Year ended 31.03.2022	Year ended 31.03.2021
I Revenue from Operations	19	28,835	25,623
II Other Income	20	697	632
III Total Income (I+II)		29,532	26,255
IV EXPENSES			
Cost of Materials Consumed	21	20,161	18,496
Changes in Inventories of finished goods and work-in-progress	22	(1794)	(1303)
Power and Fuel		2,922	2,231
Employee benefits expense	23	1,884	1,760
Other expenses	24	2,106	1,427
Total Expenses (IV)		25,279	22,611
V Profit before Finance Costs, Depreciation and Amortisation Expense and Taxes (III-IV)		4,253	3,644
Finance Costs	25	12	54
Depreciation and amortization expense	26	644	731
VI Profit Before Tax		3,597	2,859
VII Tax Expenses	27		
Current Tax		594	501
Deferred Tax		78	(208)
VIII Profit for the year (VI-VII)		2,925	2,566
IX Other Comprehensive Income			
i. Items that will not be reclassified to profit or loss			
a. Effect of measuring investments at fair value		1,823	5,653
b. Remeasurement of the defined benefit plans		12	28
ii. Income tax relating to items that will not be reclassified to profit or loss		(123)	(8)
Other Comprehensive Income		1,712	5,673
X Total Comprehensive Income for the year (VIII+IX)		4,637	8,239
XI Earnings per equity share (face value of ₹ 10 each)			
(1) Basic (₹)		34.01	29.84
(2) Diluted (₹)		34.01	29.84

The accompanying notes 1 to 41 form an integral part of the financial statements

Per our Report of even date annexed

For M/S S. Viswanathan LLP
Regn No: 004770S/S200025
Chartered Accountants

Chella K Srinivasan
Partner
Membership No. 023305
Chennai
6th May 2022

For and on behalf of the Board

N Gopala Ratnam
Chairman

N Ramanathan
Managing Director

N Ramanathan
Secretary

K Yokanathan
Chief Financial Officer

Chennai
6th May 2022

Statement of Changes in Equity for the year ended 31st March 2022

A) Equity Share Capital

(₹ In Lakhs)

	Balance at the beginning of the reporting year	Changes in equity share capital during the year	Balance at the end of the reporting year
31st March, 2022	860	-	860
31st March, 2021	860	-	860

B) Other Equity

	Reserves and Surplus (Note 12.1)				Items of Other Comprehensive Income	Total
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Equity Instruments through Other Comprehensive Income	
(A) Balance as at 01.04.2021	554	160	12,500	5,513	13,054	31,781
Additions during the year:						
Profit for the year 2021-22				2,925		2,925
Items that will not be reclassified to profit or loss:						
a. Effect of measuring Investments at fair value					1,823	1,823
b. Re-measurement of the defined benefit plans				12		12
Income tax relating to items that will not be reclassified to profit or loss				(4)	(119)	(123)
(B) Total Comprehensive Income for the year 2021-22	-	-	-	2,933	1,704	4637
(C) Reduction during the year						
Dividend				(430)		(430)
Transfer to General reserve			2,500	(2500)		-
Total	-	-	2,500	(2930)	-	(430)
(D) Balance as at 31.03.2022 (A+B-C)	554	160	15,000	5,516	14,758	35,988
(E) Balance as at 01.04.2020	554	160	11,000	4,771	7,401	23,886
Additions during the year:						
Profit for the year 2020-21				2,566		2,566
Items that will not be reclassified to profit or loss:						
a. Effect of measuring Investments at fair value					5,653	5,653
b. Remeasurement of the defined benefit plans				28		28
Income tax relating to items that will not be reclassified to profit or loss				(8)	-	(8)
(F) Total Comprehensive Income for the Year 2020-21	-	-	-	2,586	5,653	8,239
(G) Reduction during the year						
Dividend				(344)		(344)
Transfer to General reserve			1,500	(1500)		-
Total	-	-	1,500	(1844)	-	(344)
Balance as at 31st March 2021 (E+F-G)	554	160	12,500	5,513	13,054	31,781

Per our Report of even date annexed

For M/S S. Viswanathan LLP
 Regn No: 004770S/S200025
 Chartered Accountants

Chella K Srinivasan
 Partner
 Membership No. 023305
 Chennai
 6th May 2022

For and on behalf of the Board

N Gopala Ratnam
 Chairman

N Ramanathan
 Managing Director

N Ramanathan
 Secretary
 Chennai
 6th May 2022

K Yokanathan
 Chief Financial Officer



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2022

(₹ In Lakhs)

	Year Ended 31.03.2022		Year Ended 31.03.2021	
A. Cash flow from Operating Activities:				
Profit before tax		3,597		2859
<i>Adjustments for:</i>				
Depreciation	644		731	
Interest	(264)		(74)	
Dividend	(236)		(354)	
Remeasurement of defined benefit plan	12		28	
(Profit) / Loss on sale of assets	-		4	
Assets discarded	1	157	8	343
Operating Profit before working capital changes		3,754		3,202
<i>Adjustments for:</i>				
Trade and Other Receivables	18		1213	
Inventories	(1,917)		(1,405)	
Trade and other payables	(280)	(2,179)	368	176
Cash generated from operations		1,575		3,378
Direct Tax paid net of refund		(487)		(502)
Net cash from operating activities (A)		1,088		2,876
B. Cash flow from Investing Activities:				
Purchase / Acquisition of fixed assets		(1804)		(237)
Value of discarded assets		(1)		(8)
Sale of Fixed Assets		5		14
Interest received		276		128
Dividend received		236		354
Net cash used in investing activities (B)		(1,288)		251
C. Cash flow from Financing Activities:				
Term Loan repaid		-		(656)
Working Capital Loan		-		(1357)
Interest Paid		(12)		(62)
Dividend paid		(430)		(344)
Net cash used in financing activities (C)		(442)		(2,419)
Net increase in cash and cash equivalents (A+B+C)		(642)		708
Cash and cash equivalents at the beginning		752		44
Cash and cash equivalents at the end		110		752

- Note:(i) Components of cash and cash equivalents - Note 8.
(ii) Policy adopted in determining the composition of cash and cash equivalents - Note 1.13 & 1.26.
(iii) Disclosure on CSR expenditure - Note 32.
(iv) Figures for the previous year have been re-grouped wherever necessary.

Per our Report of even date annexed

For and on behalf of the Board

For M/S S. Viswanathan LLP
Regn No: 004770S/S200025
Chartered Accountants

Chella K Srinivasan
Partner
Membership No. 023305
Chennai
6th May 2022

N Gopala Ratnam
Chairman

N Ramanathan
Managing Director

N Ramanathan
Secretary
Chennai
6th May 2022

K Yokanathan
Chief Financial Officer

Notes forming part of the Financial Statements

Company Overview

Ponni Sugars (Erode) Limited is a public limited company, incorporated under the Companies Act, 1956 and domiciled in India. It is an associate of Seshasayee Paper and Boards Limited. Its registered office is at 'Esvin House', No. 13, Old Mahabalipuram Road, Seevaram Village, Perungudi, Chennai – 600 096. It has a sugar factory at Erode having a capacity to crush 3500 tonnes of sugarcane per day and generate 19 MW of power. The Company's shares are listed on BSE Ltd and National Stock Exchange.

1. Significant Accounting Policies and key Accounting estimates and judgements

Significant Accounting Policies

1.1 Statement of compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015.

1.2 Basis of Preparation and Compliance

The financial statements are prepared in accordance with the historical cost convention except for certain items that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below. The financial statements are prepared on a going concern basis using accrual concept except for the cash flow information.

Historical cost is generally based on fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis and measurements that have some similarities to fair value but are not fair value, such as net realizable value in Ind AS-2 inventories or value in use in Ind AS 36 – Impairment of Assets.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, as described hereunder:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2 - Other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 - Unobservable inputs for the asset or liability.

1.3 Current / Non-Current Classification

An asset or liability is classified as current if it satisfies any of the following conditions:

- (i) the asset / liability is expected to be realized / settled in the Company's normal operating cycle;
- (ii) the asset is intended for sale or consumption;
- (iii) the asset / liability is held primarily for the purpose of trading;



Notes forming part of the Financial Statements

- (iv) the asset / liability is expected to be realized / settled within twelve months after the reporting period;
- (v) the asset is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period;
- (vi) in the case of a liability, the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

All other assets and liabilities are classified as non-current.

For the purpose of current / non-current classification, the Company has reckoned its normal operating cycle as twelve months based on the nature of products and the time between the acquisition of assets or inventories for processing and their realization in cash and cash equivalents.

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

1.4 Recent Pronouncements

Ministry of Corporate Affairs ("MCA") by notification dated 24.03.2021 has amended Schedule III of the Companies Act, 2013 with effect from April 1, 2021.

Key amendments therein relevant to the company for disclosure are:

Balance Sheet:

- (i) Disclosure of shareholding of promoters.
- (ii) Ageing schedule of trade receivables, trade payables and capital work-in-progress.
- (iii) If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.

Statement of Profit and Loss:

Additional disclosures relating to Corporate Social Responsibility (CSR).

The Company has complied with these requirements from the applicable date.

1.5 Property, Plant and Equipment (PPE)

- (i) Property, plant and equipment are tangible items that:
 - (a) are held for use in the production or supply of goods or services, for rental to others, or for administrative purposes; and
 - (b) are expected to be used during more than one period.
- (ii) The cost of an item of property, plant and equipment is recognised as an asset if, and only if:
 - (a) it is probable that future economic benefits associated with the item will flow to the entity; and
 - (b) the cost of the item can be measured reliably.
- (iii) For transition to Ind AS, the Company has elected to continue with the carrying value of all of its PPE recognised as of April 1, 2016 (transition date) measured as per the previous IGAAP as its deemed cost as on the transition date.
- (iv) An item of PPE that qualifies for recognition as an asset is measured on initial recognition at cost. Following initial recognition, PPEs are carried at its cost less accumulated depreciation and accumulated impairment losses.
- (v) The cost of an item of PPE comprises purchase price, taxes and duties net of input tax credit entitlement and other items directly attributable to the cost of bringing the asset to its working condition for its intended use. Trade discounts and rebates are deducted. Cost includes cost of replacing a part of a PPE if the recognition

Notes forming part of the Financial Statements

criteria are met. Expenses directly attributable to new manufacturing facility during its construction period are capitalized if the recognition criteria are met. Expenditure related to plans, designs and drawings of buildings or plant and machinery is capitalized under relevant heads of PPE if the recognition criteria are met.

- (vi) The Company identifies and determines the cost of each part of an item of PPE separately, if the part has a cost which is significant to the total cost of that item of PPE and has useful life that is materially different from that of the remaining item.
- (vii) Items such as spare parts, stand-by equipment and servicing equipment that meet the definition of PPE are capitalized at cost. Costs in the nature of repairs and maintenance are recognised in the Statement of Profit and Loss as and when incurred. All upgradation / enhancements are charged off as revenue expenditure unless they bring significant additional benefits. Borrowing Costs (net of interest earned on temporary investments of those borrowings) directly attributable to acquisition, construction or production of qualifying assets are capitalized as part of the cost of the assets till the asset is ready for its intended use.
- (viii) Capital advances and capital work- in- progress

Advances given towards acquisition of fixed assets outstanding at each Balance Sheet date are disclosed as Other Non-Current Assets. Cost of assets not ready for intended use, as on the Balance Sheet date, is shown as capital work- in-progress. Such properties are classified to the appropriate categories of PPE when completed and ready for intended use. Depreciation on these assets commences when the assets are ready for their intended use which is generally on commissioning.

- (ix) Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight-line method. The estimated useful lives and residual values are reviewed at the end of each reporting period and changes, if any, are treated as changes in accounting estimate. The useful lives are based on technical estimates and the management believe that the useful lives are realistic and fair approximation over the period of which the assets are likely to be used.
- (x) Estimated useful lives of the assets are as follows:

Asset	Years
Factory Buildings	30
Buildings (other than factory buildings)	60
Plant and Equipment (including continuous process plants)	25
Furniture and Fixtures	8 -10
Vehicles	8-10
Office Equipment	5
IT Hardware – Server	6
- Other than server	3
Energy saving devices and ESP	15*
Sugar Mill Rollers	3*

*Based on Technical Evaluation , the management has estimated the useful life as given above and hence the useful life of these assets are different and not longer than the useful life prescribed under Schedule II to the Companies Act,2013

- (xi) Assets costing ₹10,000/- and below are depreciated in full in the year of addition.



Notes forming part of the Financial Statements

1.6 Intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses. Amortization is recognised on a straight-line basis over their estimated useful lives. The estimated useful life is reviewed annually with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible assets are amortized equally over the estimated useful life not exceeding three years.

1.7 De-recognition of tangible and intangible assets

An item of tangible or intangible asset is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item is determined as the difference between the sale proceeds and if any and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

1.8 Impairment of tangible and intangible assets

The Company annually reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified,

corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss

1.9 Financial instruments

A financial instrument is a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the relevant instrument and are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

1.10 Financial assets

Purchases or sales of financial assets are recognised and derecognised on a trade date basis. Purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Notes forming part of the Financial Statements

All recognised financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

a. Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortized cost. The debt instruments carried at amortised cost include Deposits, Loans and advances recoverable in cash.

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at fair value.

b. Effective interest method

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as FVTPL. Interest income is recognised in the Statement of Profit and Loss.

c. Investments in equity instruments at FVTOCI

The Company has irrevocably designated to carry investment in equity instruments as Fair Value Through Other Comprehensive Income (FVTOCI). On initial recognition, the Company makes an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in Other Comprehensive Income pertaining to investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in Other Comprehensive Income and accumulated in the 'Reserve for equity instruments through Other Comprehensive Income'. On derecognition of such Financial Assets, cumulative gain or loss previously reported in OCI is not reclassified from Equity to the Statement of Profit and Loss. However, the Company may transfer such cumulative gain or loss into retained earnings within equity.

The Company has equity investments which are not held for trading. The Company has elected the FVTOCI irrevocable option for these investments (Note 3). Fair value is determined in the manner described in Note 1.2.

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

d. Impairment of Financial Assets

In accordance with Ind AS 109, the Company uses "Expected Credit Loss" (ECL) model, for evaluating impairment of financial assets other than those measured at Fair Value Through Profit and Loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12 months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- Full lifetime expected credit losses (expected credit losses that result from all possible defaults events over the life of the financial instrument).

For trade receivable, Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables.



Notes forming part of the Financial Statements

For other assets, the Company uses 12 months ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk, full lifetime ECL is used.

e. De-recognition of Financial Assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109.

Concomitantly, if the asset is one that is measured at:

- (a) Amortised cost, the gain or loss is recognised in the Statement of Profit and Loss.
- (b) Fair Value through Other Comprehensive Income, the cumulative fair value adjustments previously taken to reserves are reclassified to the Statement of Profit and Loss unless the asset represents an equity investment in which case the cumulative fair value adjustments previously taken to reserves is reclassified within equity.

1.11 Financial liabilities and equity instruments

a. Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

b. Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Company are recognised at the proceeds received, net of direct issue costs.

c. Financial liabilities

All financial liabilities are initially recognised at the value of respective contractual obligations. Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortized cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortized cost are determined based on the effective interest method. Interest expense that is not capitalized as part of costs of an asset is included in the 'Finance costs' line item

d. Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

1.12 Derivative financial instruments & Hedge Accounting

The Company enters into derivative financial instruments to manage its exposure to foreign exchange rate risks, including forward contracts, futures and options.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the Statement of Profit and Loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedging relationship and the nature of the hedged item.

The Company designates hedging instruments in respect of foreign currency risk as either fair value hedges or cash flow hedges.

At the inception of the hedge relationship, the Company documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Company documents whether hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

Notes forming part of the Financial Statements

a. Cash Flow Hedges

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges are recorded in Other Comprehensive Income and are accumulated as 'cash flow hedge reserve'. The gain or loss relating to the ineffective portion is recognised immediately in the Statement of Profit and Loss.

The cumulative gain or loss previously recognised in Other Comprehensive Income remains there until the forecast transaction occurs. When the hedged item is a non-financial asset, the amount recognised in Other Comprehensive Income is transferred to the carrying amount of the asset when it is recognised. In other cases the amount recognised in Other Comprehensive Income is transferred to the Statement of Profit and Loss in the same period when the hedged item affects profit or loss.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated or exercised, or no longer qualifies for hedge accounting. Any gain or loss recognised in Other Comprehensive Income and accumulated in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in the Statement of Profit and Loss. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognised in the Other Comprehensive Income is transferred to the Statement of Profit and Loss.

b. Fair Value Hedges

The Company designates derivative contracts as hedging instruments to mitigate the risk of change in fair value of hedged item in foreign exchange rates.

Changes in the fair value of hedging instruments and hedged items that are designated and qualify as fair value hedges are recorded in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedged item for which the effective interest method is used is amortized to Statement of Profit and Loss over the period of maturity.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. The fair value adjustment to the carrying amount of the hedged item arising from the hedged risk is amortised to profit or loss from that date.

1.13 Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

1.14 Inventories

Inventories other than by-products are stated at lower of cost and net realizable value. Inventory of by-products is stated at net realizable value. Materials and other items intended for use in production of inventories are not written down below cost if the finished goods in which they will be incorporated are expected to be sold at or above cost.

Cost comprises of all costs of purchase (that includes taxes and duties, net of input tax credit entitlement), costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Cost of raw materials, consumables, stores and spares is determined on weighted average basis and includes inward freight and other direct expenses.

Net realizable value is the estimated selling price less estimated costs for completion and sale.

Obsolete, slow moving and defective inventories are periodically identified and write down is recognised where necessary.



Notes forming part of the Financial Statements

1.15 Revenue Recognition

a. Sale of products

Revenue is recognized upon transfer of control of the products to customers at a point in time i.e. when the products are delivered to the carrier in an amount that reflects the consideration that the company expects to receive in exchange for those products.

b. Dividend

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

c. Interest Income

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and using effective interest rate method.

d. Insurance Claims

Insurance claims are recognized on the basis of claims admitted/ expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

e. Renewable Energy Certificates

Income from Renewable Energy Certificates is recognised on sale, having regard to the insignificant identifiable cost thereof.

1.16 Government grants

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attaching to them and that the grants will be received.

Grants are recognised in the Statement of Profit and Loss on a systematic basis over the period in which the Company recognises as expense the related costs which the grants are intended to compensate. Specifically, Government grants whose primary condition is that the Company should purchase, construct or otherwise acquire non-current assets are recognised as deferred revenue in the Balance Sheet and transferred to the Statement of Profit and Loss on a systematic and rational basis over the useful lives of the related assets.

Grants that are receivable as compensation for expenses or losses incurred or for the purpose of giving immediate financial support to the Company with no future related costs are recognised in the Statement of Profit and Loss in the period in which they become receivable.

Grants related to income are presented in the Statement of Profit and Loss as 'other income' or deducted in reporting the related expense. Receivables of such grants are disclosed under "Other Financial Assets".

1.17 Employee Benefits

(a) Short term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and recognised in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expense) after deducting any amount already paid.

(b) Post employment benefits

(i) Defined Contribution Plans

Contribution to Defined Contribution Schemes towards retirement benefits in the form of Provident fund and Superannuation fund is recognised as expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Notes forming part of the Financial Statements

(ii) Defined Benefit Plans

The Company operates Defined Benefit Gratuity Plan for employees. The cost of providing defined benefits is determined using the Projected Unit Credit Method with actuarial valuations being carried out at each reporting date. The defined benefit obligations recognised in the Balance Sheet represent the present value of the defined benefit obligations as reduced by the fair value of plan assets, if applicable. Any defined benefit asset (negative defined benefit obligations resulting from this calculation) is recognised representing the present value of available refunds and reductions in future contributions to the plan.

All expenses represented by current service cost, past service cost, if any, and net interest on the defined benefit liability/ (asset) are recognised in the Statement of Profit and Loss. Remeasurements of the net defined benefit liability / (asset) comprising actuarial gains and losses and the return on the plan assets (excluding amounts included in net interest on the net defined benefit liabilities / asset) are recognised in comprehensive income and taken to "retained earnings". Such re-measurements are not reclassified to the Statement of Profit and Loss in the subsequent periods.

The Company presents the above liability /(asset) as current and non-current in the Balance Sheet as per actuarial valuation by the independent actuary. However, the entire liability towards gratuity is considered as current as the Company will contribute this amount to the gratuity fund within the next twelve months.

The Company is exposed to various risks in providing the above gratuity benefit which are as follows:

Interest Rate Risk: The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing above benefit and will thus result in an increase in the value of the liability (as shown in financial statements).

Investment Risk: The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.

Salary Escalation Risk: : The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future, based on past experience. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

Demographic Risk: The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out adverse compared to the assumptions.

(c) Other Long-term Employee Benefits

Entitlement to earned leave and sick leave is recognised when it accrue to employees. Earned leave/ sick leave can be availed or encashed either during service or on retirement subject to a restriction on the maximum number of accumulation of leave. The Company determines the liability for such accumulated leave using the Projected Unit Credit Method with actuarial valuation being carried out at each Balance Sheet date.

1.18 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, (which are assets that necessarily take a substantial period of time to get ready for their intended use) are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. All other borrowing costs are recognised in the Statement of Profit and Loss in the period in which they are incurred.

1.19 Foreign Currency Transactions

a. Initial Recognition

On initial recognition, transactions in foreign currencies are recorded in the functional currency (i.e. Indian Rupee), by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transaction.



Notes forming part of the Financial Statements

b. Measurement of foreign currency items at reporting date

Foreign currency monetary items are translated at the closing exchange rates. Non-monetary items that are measured at historical cost in a foreign currency, are translated using the exchange rate at the date of the transaction. Non-monetary items that are measured at fair value in a foreign currency, are translated using the exchange rates at the date when the fair value is measured.

c. Recognition of exchange difference

Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous financial statements is recognised in profit or loss in the period in which they arise.

1.20 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 the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

1.21 Taxes on Income

Taxes on income comprise of current tax and deferred tax.

a. Current tax

Current tax is the amount of income taxes payable in respect of taxable profit for the period. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible under the Income Tax Act, 1961.

Current tax is measured using tax rates and tax laws enacted during the reporting period together with any adjustment to taxes payable as respect of previous years.

b. Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit under Income Tax Act, 1961.

Deferred tax liabilities are recognised for all taxable temporary differences. However, in case of temporary differences that arise from initial recognition of assets or liabilities in a transaction that affect neither the accounting profit nor the taxable profit, deferred tax liabilities are not recognised.

Deferred tax assets are recognised for all deductible temporary differences to the extent it is probable that future taxable profits will be available against which those deductible temporary difference can be utilized. In case of temporary differences that arise from initial recognition of assets or liabilities in a transaction that affect neither the taxable profit nor the accounting profit, deferred tax assets are not recognised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the benefits of part or all of such deferred tax assets to be utilized.

Notes forming part of the Financial Statements

Deferred tax assets and liabilities are measured at the tax rates that have been enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

MAT Credit Entitlement is in the form of unused tax credit and is accordingly grouped under Deferred Tax Assets.

c. Current and deferred tax for the year

Current and deferred tax are recognised in the Statement of Profit and Loss, except when they relate to items that are recognised in Other Comprehensive Income or directly in equity, in which case, the current and deferred tax are also recognised in Other Comprehensive Income or directly in equity respectively.

1.22 Events after reporting period

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

1.23 Financial and Management Information System

The Company's Accounting System is designed to unify the financial and cost records and also to comply with the relevant provisions of the Companies Act, 2013, and provide financial and cost information appropriate to the businesses and facilitate Internal Control.

1.24 Segment Reporting

Operating segments are reported in a manner consistent with internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company. The CODM is responsible for allocating resource and assessing performance of the operating segments of the Company. The Managing Director is identified as the CODM.

Segment accounting policies are in line with the accounting policies of the Company. In addition, specific accounting policies followed for segment reporting are as under:

The Company has identified two business segments viz. Sugar and Cogeneration. Revenue and expenses have been identified to respective segments on the basis of operating activities of the enterprise. Revenue and expenses which relate to the enterprise as a whole and are not allocable to a segment on a reasonable basis have been disclosed as unallocable revenue and expenses.

Segment assets and liabilities represent assets and liabilities in respective segments. Other assets and liabilities that cannot be allocated to a segment on a reasonable basis have been disclosed as unallocable assets and liabilities.

Inter segment revenue / expenditure is recognised at fair value/market price.

Geographical segment – not applicable.

Inter Segment Transfer Pricing:

Bagasse and Power – At market price

Steam – At cost

1.25 Earnings per Share (EPS)

Basic EPS is calculated by dividing the profit / loss(after tax and before OCI)attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

1.26 Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are based on classification made in a manner considered most appropriate to Company's business.



Notes forming part of the Financial Statements

Key Accounting estimates and judgments

1.27 Use of Estimates

The preparation of financial statements in conformity with IndAS requires management to make judgments, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates.

1.28 Changes in estimates

The estimates and underlying assumptions are reviewed on an ongoing basis. The effect of change in an accounting estimate is recognized prospectively by including it in profit or loss in (a) the period of the change if the change affects only that period; or (b) the period of the change and future periods, if the change affects both.

However, the change in an accounting estimate that gives rise to changes in assets and liabilities, or relates to an item of equity, is recognized by adjusting the carrying amount of the related asset, liability or equity item in the period of the change.

1.29 Key sources of estimation uncertainty

Key assumption concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year is as given below.

a. Fair value measurement and valuation processes

Some of the Company's assets and liabilities are measured at fair value for financial reporting purposes. In estimating the fair value of an asset or a liability, the Company uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Company engages third party qualified valuers to perform the valuation. The management works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model.

b. Useful life of Property, Plant and Equipments

The Company reviews the estimated useful lives of Property, plant and equipment at the end of each reporting period. Any change on review of useful life/Residual value of PPE is a change in accounting estimate and accordingly dealt with prospectively in the financial statements as per Ind AS 8.

c. Actuarial valuation

The determination of Company's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognised in the Statement of Profit and Loss and in Other Comprehensive Income. Such valuation depend upon assumptions determined after taking into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. Information about such valuation is provided in the Notes to the financial statements.

d. Claims, Provisions and Contingent Liabilities

The Company has ongoing litigations with various tax and regulatory authorities and third parties. Where an outflow of funds is believed to be probable and a reliable estimate of the outcome of the dispute can be made based on management's assessment of specific circumstances of each dispute and relevant external advice, management provides for its best estimate of the liability. Such issues are by nature complex and can take number of years to resolve and can involve estimation uncertainty. Information about such litigations is provided in the Notes to the financial statements.

Notes forming part of the Financial Statements

2. Property, Plant and Equipment and Intangible Assets as at 31st March 2022

(₹ in Lakhs)

Description	Gross Carrying Amount		Depreciation / Amortisation		Net Carrying Amount		
	As at 01.04.2021	Additions during the year	As at 31.03.2022	Deductions/ Adjustments	As at 31.03.2022	As at 31.03.2022	As at 31.03.2021
(i) Property, Plant and Equipment							
Land	460	-	460	-	-	460	460
Buildings	2,011	81	2,092	404	84	1,604	1,607
Plant and Equipment	10,960	1,348	12,302	2,697	536	9,073	8,263
Furniture and Fixtures	26	3	29	9	2	18	17
Vehicles	43	10	48	17	5	28	26
Office Equipment	76	14	90	44	12	34	32
Total	13,576	1,456	15,021	3,171	639	11,217	10,405
(ii) Capital Work-in-Progress	19	1,804	359	-	-	359	19
(iii) Intangible Assets							
Computer Software	19	8	27	5	5	17	14

Property, Plant and Equipment and Intangible Assets as at 31st March 2021

Description	Gross Carrying Amount		Depreciation / Amortisation		Net Carrying Amount		
	As at 01.04.2020	Additions during the year	As at 31.03.2021	Deductions/ Adjustments	As at 31.03.2021	As at 31.03.2020	
(i) Property, Plant and Equipment							
Land	460	-	460	-	-	460	
Buildings	2,000	11	2,011	321	83	1,679	
Plant and Equipment	10,801	178	10,960	2,075	628*	8,726	
Furniture and Fixtures	18	8	26	7	2	17	
Vehicles	42	8	43	15	5	27	
Office Equipment	61	18	76	35	11	32	
Total	13,382	223	13,576	2,453	729	10,929	
(ii) Capital Work-in-Progress	18	237	19	-	-	19	
(iii) Intangible Assets							
Computer Software	6	13	19	3	2	14	
							3

* Consequent to change in the estimate of useful life for certain assets, the depreciation is higher by ₹ 114 lakhs.

- All the above assets are owned by the company.
- The Company's working capital borrowings from banks are secured by aforesaid assets (Note 30 (C) 3).
- Contractual commitments for the acquisition of Property, Plant and Equipment as at 31-03-2022 ₹ 44 lakhs (Previous year ₹251 lakhs)
- There is no material time or cost overrun in the case of any item in CWIP.
- Age of all items in CWIP in both years - less than one year.



Notes forming part of the Financial Statements

2A - Capital Work -in- Progress - ageing schedule

(₹ in Lakhs)

Particulars	As at 31-03-2022				
	Amount in CWIP for a period of				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Projects in Progress	359	-	-	-	359
Projects temporarily suspended	-	-	-	-	-
Total	359	-	-	-	359

Particulars	As at 31-03-2021				
	Amount in CWIP for a period of				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Projects in Progress	19	-	-	-	19
Projects temporarily suspended	-	-	-	-	-
Total	19	-	-	-	19

3. Investments - Non Current:

Particulars	No of Shares	Face Value (₹)	As at 31.03.2022	As at 31.03.2021
Investments in Equity Instruments - at Fair Value through Other Comprehensive Income				
a. Quoted :				
Seshasayee Paper and Boards Limited	88,40,905	2	15,432	14,305
High Energy Batteries (India) Limited	1,00,000	10	1,516	820
Total - Quoted			16,948	15,125
b. Unquoted :				
Time Square Investments Private Ltd	80,000	10	8	8
SPB Projects and Consultancy Ltd	5,000	10	1	1
Esvin Advanced Technologies Ltd	3,000	10	-	-
Total - Unquoted			9	9
Total			16,957	15,134
Aggregate amount of quoted investments-At cost			2,070	2,070
Aggregate amount of quoted investments-At market value			16,948	15,125
Aggregate amount of unquoted investments-At cost			9	9
Refer Note 1.2 on determination of fair value				

Notes forming part of the Financial Statements

4. Other Financial Assets - Non current:

(₹ in Lakhs)

	As at 31.03.2022	As at 31.03.2021
Unsecured - Considered good		
Security deposit	15	13
Others	-	9
Total	15	22

5. Other Non Current Assets:

Unsecured - Considered good		
Capital advances	7	63
Prepaid expenses	57	-
Total	64	63

6. Inventories:

Work In Progress	130	103
Finished Goods:		
Sugar	6,414	4,566
Molasses	179	260
Stores and Spares	372	249
Total	7,095	5,178

- (i) Refer Note No 1.14 for Valuation of Inventories
(ii) Refer Note no 30 (C)3 for security created on Inventories

7. Trade Receivables:

	As at 31.03.2022		As at 31.03.2021	
Unsecured - Considered good	4,541		4,094	
- Credit Impaired	203	4,744	172	4,266
Less: Impairment		203		172
Total		4,541		4,094

7 A - Trade Receivables ageing schedule

Particulars	As on 31-03-2022							Total
	Unbilled	Not due	Outstanding for following periods from due date of payment					
			Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed Trade receivables — considered good	4	732	1,574	1,621	609	1	-	4,541
Undisputed Trade Receivables — credit impaired	-	-	-	136	67	-	-	203
Total	4	732	1,574	1,757	676	1	-	4,744



Notes forming part of the Financial Statements

(₹ in Lakhs)

Particulars	As on 31-03-2021							Total
	Unbilled	Not due	Outstanding for following periods from due date of payment					
			Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed Trade receivables — considered good	3	447	1,669	1,387	588	-	-	4,094
Undisputed Trade Receivables — credit impaired	-	-	-	107	65	-	-	172
Total	3	447	1,669	1,494	653	-	-	4,266

8. Cash and Cash Equivalents:

	As at 31.03.2022	As at 31.03.2021
Balances with Banks		
Current accounts	38	83
Deposit account- original maturity less than 3 months	70	667
Cash on hand	2	2
Total	110	752

9. Other Bank balances:

Deposit account- original maturity more than 3 months and less than 12 months	844	1,482
Unpaid dividend accounts	35	27
Total	879	1,509

10. Other Current Assets:

Advance for supplies	210	229
Advance for services	162	43
Input Tax Credit Receivable	29	14
Prepaid expenses	61	54
Net defined benefit Asset-Gratuity	44	6
Others	42	31
Total	548	377

11. Equity Share Capital:

Authorised 1,50,00,000 Equity Shares of ₹ 10 each	1500	1500
Issued, Subscribed and Fully paid up: 85,98,418 Equity Shares of ₹ 10 each	860	860

Notes forming part of the Financial Statements

a) Reconciliation of shares outstanding at the beginning and at the end of the year

No change during the period

b) Rights, preferences and restrictions attached to equity shares

The Equity shares of the company having par value of ₹ 10 per share rank pari passu in all respects including voting rights, dividend entitlement and repayment of capital.

c) Details of shareholders holding more than 5% equity shares in the Company

Sl No	Name of the Shareholders	As at 31.03.2022		As at 31.03.2021	
		No. of Shares	% of Total Shares	No. of Shares	% of Total Shares
1	Seshasayee Paper and Boards Ltd	2360260	27.45	2360260	27.45
2	Atyant Capital India Fund I	813525	9.46	813525	9.46
3	Time Square Investments P Ltd	773804	9.00	773804	9.00
4	Gothic Corporation	539450	6.27	539450	6.27
5	Bharti Chhotubhai Pithawalla	500466	5.82	500466	5.82

d) Shareholding of Promoters

Sl No	Shares held by promoters	As at 31.03.2022		As at 31.03.2021	
		No. of Shares	% of Total Shares	No. of Shares	% of Total Shares
1	Seshasayee Paper and Boards Ltd	2360260	27.45	2360260	27.45
2	Time Square Investments P Ltd	773804	9.00	773804	9.00
3	Bharti Chhotubhai Pithawalla	500466	5.82	500466	5.82
4	ESVI International (Engineers and Exporters) Ltd	4802	0.06	4802	0.06
5	High Energy Batteries (India) Ltd	382	0.00	382	0.00
6	N Gopalratnam	2823	0.03	2823	0.03
	Total	3642537	42.36	3642537	42.36

Note:

- (i) There is no change in the % of holding in the case of any promoter during the year or in the previous year.

e) Management of Capital:

The company pursues a policy of conservative capital structure that seeks to provide adequate capital to its business for growth and create sustainable stakeholder value. Low gearing levels empower the company to navigate cyclical stresses in business. The company funds its operations through internal accruals and lays emphasis on prepayment of debts during up-swing in business cycles.



Notes forming part of the Financial Statements

The following table summarises the capital of the Company:

(₹ in Lakhs)

	As at 31.03.2022	As at 31.03.2021
Equity	36,848	32641
Debt	-	-
Cash and Cash Equivalents	110	752
Net Debt	(110)	(752)
Total Capital (Equity + Net Debt)	36,738	31,889
Net Debt to Capital Ratio	-	-

f) Dividend:

	FY 2021-22	FY 2020-21
Dividend on Equity shares paid during the year		
Dividend for the financial year 2020-21 @ ₹ 5.00 per share (Previous Year ₹ 4.00 per share) of ₹ 10 each	430	344

Proposed Dividend

The Board of directors at their meeting held on 6 th May, 2022 has recommended payment of dividend of ₹ 5.50 (PY ₹ 5.00) per equity share of face value of ₹ 10 each for the financial year ended 31st March, 2022.

This is subject to approval at the ensuing Annual General Meeting of the company and hence not recognized as a liability.

12- Other Equity:

	As at 31.03.2022	As at 31.03.2021
Capital Reserve	554	554
Securities Premium	160	160
General Reserve	15,000	12,500
Retained Earnings	5,516	5,513
Other Comprehensive Income (OCI)	14,758	13,054
Total	35,988	31,781

Changes during the year in respect of each of the line item above are disclosed in the Statement of changes in Equity.

12.1 Description of nature and purpose of Reserve:

- Capital Reserve represents gain of a capital nature and is not available for dividend distribution.
- Securities Premium records the premium component on issue of shares and can be utilised only in accordance with the provisions of Companies Act, 2013.
- General Reserve is created by transferring part of Retained Earnings from time to time. It is transfer from one component of equity to another and it is not an item of Other Comprehensive Income. It is a free reserve created to strengthen the net worth of the Company and it is available for dividend distribution in accordance with the provisions of Companies Act, 2013.

Notes forming part of the Financial Statements

13. Deferred Tax Liabilities (Net):

(₹ in Lakhs)

	As at 31.03.2022	As at 31.03.2021
Deferred Tax Liabilities	1,880	1,784
Less: Deferred Tax Assets	1,619	1,724
Net	261	60

Major Components of Deferred Tax (Liabilities)/Assets arising on account of timing differences are as follows

	Balance Sheet 31.03.2022	Profit and Loss 2021-22	OCI 2021-22	Balance Sheet 01.04.2021
Deferred Tax Liability on account of				
Depreciation on Property, Plant and Equipment	1,880	96	-	1,784
Deferred Tax Assets on account of				
Expenses claimed for tax purpose on payment basis	120	(9)	-	129
Voluntary Retirement Scheme (VRS) expenditure (allowed under Income Tax Act, 1961 over 5 years)	0	(3)	-	3
Income tax relating to items that will not be reclassified to profit or loss	(138)	(4)	(119)	(15)
MAT Credit Entitlement (Note 27(E))	1,637	30	-	1,607
Sub total	1,619	14	(119)	1,724
Deferred Tax Liabilities (Net)	261	82	119	60

14. Non-Current Liabilities - Provisions:

	As at 31.03.2022	As at 31.03.2021
Provision for Income Tax (net of Advance Tax)	726	590
Total	726	590

15. Trade Payables:

	As at 31.03.2022	As at 31.03.2021
Micro and Small enterprises	39	37
Others		
- Goods	2,498	2,889
- Services	730	627
Total	3,267	3,553

- (i) The classification of the suppliers under Micro, Small and Medium Enterprises Development Act, 2006 is made on the basis of information made available to the Company.



Notes forming part of the Financial Statements

(ii) Additional disclosures:

(₹ in Lakhs)

	As at 31.03.2022	As at 31.03.2021
i) Principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year (but within due date as per the MSMED Act, 2006)		
- Principal amount due to micro and small enterprise	39	37
- Interest due on above	Nil	Nil
ii) Interest paid by the Company in terms of section 16 of the MSMED Act, 2006 alongwith the amount of the payment made to the supplier beyond the appointed day during the period	Nil	Nil
iii) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the MSMED Act, 2006.	Nil	Nil
iv) The amount of Interest accrued and remaining unpaid as at the end of each year	Nil	Nil
v) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise	Nil	Nil

15 A- Trade Payables - Ageing schedule

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment as at 31.03.2022				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	10	20	9	-	-	-	39
(ii) Others	38	2,073	351	10	4	-	2,476
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	752	-	-	-	-	752
Total	48	2,845	360	10	4	-	3,267

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment as at 31.03.2021				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	27	10	-	-	-	37
(ii) Others	92	1,917	743	5	7	-	2,764
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	752	-	-	-	-	752
Total	92	2,696	753	5	7	-	3,553

Notes forming part of the Financial Statements

16 - Other Current Financial Liabilities:

(₹ in Lakhs)

	As at 31.03.2022	As at 31.03.2021
Payable for Capital Expenditure	190	12
Unpaid dividends (No amount is due and outstanding to be credited to Investor Education and Protection Fund)	35	27
Others	10	94
Total	235	133

17. Other Current Liabilities:

	As at 31.03.2022	As at 31.03.2021
Revenue received in advance	81	68
Statutory liabilities	172	328
Others	270	224
Total	523	620

18. Current Provisions:

	As at 31.03.2022	As at 31.03.2021
Provision for Employee Benefits	3	2
Total	3	2

19. Revenue from Operations:

	31.03.2022	31.03.2021
Sale of Products	28,042	24,998
Other Operating Revenue	793	625
Total	28,835	25,623

Disclosure relating to Revenue from contracts with customers

	31.03.2022	31.03.2021
a. Type of goods		
Sugar	19,841	17,841
Bagasse	1,833	1,329
Molasses	3,085	2,509
Power	3,283	3,319
Total	28,042	24,998
b. Type of Customer		
Government / Government undertakings	3,929	4,121
Others	24,113	20,877
Total	28,042	24,998



Notes forming part of the Financial Statements

20. Other Income:

(₹ in Lakhs)

	31.03.2022	31.03.2021
Interest on financial assets carried at amortized cost	125	126
Interest - Others	151	2
Dividend from quoted equity investments measured at fair value through OCI	236	354
Other non-operating income	185	150
Total	697	632

21. Cost of Materials Consumed:

	31.03.2022	31.03.2021
Raw material -Sugarcane	19,698	18,125
Process Chemicals	152	132
Packing Materials	311	239
Total	20,161	18,496

22. Changes in Inventories of finished goods and work-in-progress:

	31.03.2022		31.03.2021	
Opening stock - Finished goods	4,826		3,572	
- Work in progress	103	4,929	54	3,626
Closing stock - Finished goods	6,593		4,826	
- Work in progress	130	6,723	103	4,929
Changes in Inventories of finished goods and Work in progress		(1,794)		(1,303)

23. Employee Benefits Expense:

	31.03.2022	31.03.2021
Salaries and wages	1,572	1,469
Contribution to Provident & Other Funds (Note 36)	154	150
Staff Welfare Expenses	158	141
Total	1,884	1,760

Notes forming part of the Financial Statements

24. Other Expenses:

(₹ in Lakhs)

	31.03.2022	31.03.2021
Consumption of stores and spare parts	32	21
Rent	15	14
Repairs and Maintenance		
-Buildings	198	142
-Plant & Machinery	1,153	646
-Others	15	18
Insurance	54	41
Rates and taxes	89	84
Auditors' remuneration (Note24-A)	12	11
Watch & ward	56	61
Travel	55	43
Professional & Consultancy	53	62
Directors' sitting fees and commission	27	21
Freight & handling	136	119
Impairment Loss -Trade Receivables	31	30
Loss on sale of assets	-	5
Miscellaneous	180	109
Total	2,106	1,427

24A. Payment to Auditors:

	31.03.2022	31.03.2021
Statutory Audit Fees	8.00	8.00
Tax Audit Fees	1.00	0.50
Certification Fees and Other Services	2.60	2.75
Reimbursement of expenses	0.13	0.04
Total	11.73	11.29

25. Finance Costs:

	31.03.2022	31.03.2021
Interest on borrowings	-	22
Other borrowing costs- Processing charges	12	32
Total	12	54

26. Depreciation and Amortisation Expense:

	31.03.2022	31.03.2021
Depreciation of Property, Plant and Equipment	639	729
Amortisation of Intangible assets	5	2
Total	644	731



Notes forming part of the Financial Statements

27. Tax Expense:

(₹ in Lakhs)

	31.03.2022	31.03.2021
(A) Major components of Income Tax expense for the year :		
Tax expense recognised in the Statement of Profit and Loss		
(a) Current Tax :		
Current tax on the taxable income for the year - Minimum Alternate Tax	594	501
(b) Deferred Tax :		
Deferred Tax Liability on account of depreciation	96	(75)
Deferred Tax Asset on account of Section 43B and other temporary disallowances	12	73
MAT Credit Entitlement	(30)	(206)
Total (b)	78	(208)
(c) Applicable tax rate - %	29.12	29.12
Total Tax Expense (a) + (b)	672	293

	31.03.2022	31.03.2021
(B) Reconciliation of Tax expenses and the accounting profit for the year :		
Enacted Income tax rate in India applicable to the Company	29.12%	29.12%
Profit Before Tax	3,597	2,859
Current Tax Expense at the applicable rate	1,048	833
Tax effect of the amounts which are not deductible /(taxable) in calculating taxable income		
Add/(Less):		
Exempted income / Tax holiday under Section 80 (IA)	(486)	(615)
Difference in depreciation	(16)	115
Differences on account of Section 43B and other temporary disallowances	(5)	(55)
Differences on account of other permanent disallowances	23	17
Total	(484)	(538)
Current Tax for the Year under normal computation	564	295
(C) Taxes on items of OCI		
Items that will not be reclassified to profit or loss		
- Income Tax on measuring Investment at fair value	119	-
- Income Tax on Remeasurement of the defined benefit plans	4	8
	123	8

(D) Current Tax:

- (i) The company has recognized Minimum Alternate Tax (MAT) since the tax payable under normal computation is lower than MAT.
- (ii) In view of the deduction available under Section 80 -IA and MAT Credit Receivable which is more beneficial, the company has not exercised the option under Section 115BAA of the Income Tax Act.

Notes forming part of the Financial Statements

(E) Deferred Tax:

MAT credit of ₹ 30 lakhs (previous year ₹ 206 lakhs), ₹ 1637 lakhs as on 31st March 2022 (₹ 1607 lakhs as on 31st March 2021) is recognised and carried forward as deferred tax asset as there exists reasonable certainty to recover the same in future.

28. Contingent Liabilities and Commitments:

(₹ in Lakhs)

	As at 31.03.2022	As at 31.03.2021
a. Contingent Liabilities		
Claims against the company not acknowledged as debt		
- Indirect tax demands contested	7	7
- Electricity related demands contested	-	18
- Others	10	-
b. Commitments		
- Contracts for purchase of sugar cane	17,751	13957
- Estimated value of contracts remaining to be executed on capital account and not provided for	44	251

29. Government Grant :

The Company has recognised Government Grants in these financial statements under relevant heads as disclosed below:

Particulars	Treatment in Accounts	31.03.2022	31.03.2021
a. Cane transport subsidy from TN Government	Included in other operating revenue (Note 19)	439	439
b. Premium for sale of export quota allocated by Central Government	Included in other operating revenue (Note 19)	-	91
c. Sale of Renewal Energy Certificates	Included in other operating revenue (Note 19)	248	23
d. Buffer stock subsidy from Central Government	Included under other income (Note 20)	10	61
e. Interest subvention claim for Soft Loan	Included under other income (Note 20)	-	45
f. Interest subvention claim for Soft Loan	Deducted from finance cost (Note 25)	-	9
Total		697	668

30(A). Category wise classification of Financial Instruments:

Particulars	Note	Non Current		Current	
		As at 31.03.2022	As at 31.03.2021	As at 31.03.2022	As at 31.03.2021
Financial Assets measured at Fair Value through Other Comprehensive Income (FVTOCI)					
Investments in quoted equity shares	3	16,948	15,125	-	-
Investments in Unquoted equity shares	3	9	9	-	-
Total		16,957	15,134	-	-



Notes forming part of the Financial Statements

(₹ in Lakhs)

Particulars	Note	Non Current		Current	
		As at 31.03.2022	As at 31.03.2021	As at 31.03.2022	As at 31.03.2021
Financial Assets measured at amortised cost					
Security Deposit	4	15	13	-	-
Others	4	-	9	-	-
Trade Receivables	7	-	-	4,541	4,094
Cash and Cash Equivalents	8	-	-	110	752
Other Balances with Banks	9	-	-	879	1,509
Total		15	22	5,530	6,355
Financial Liabilities measured at amortised cost					
Payable towards capital expenditure	16	-	-	190	12
Payable towards Micro and Small enterprises	15	-	-	39	37
Payable towards Goods	15	-	-	2,498	2,889
Payable towards services	15	-	-	730	627
Unpaid/Unclaimed Dividend	16	-	-	35	27
Payable towards Other expenses	16	-	-	10	94
Total		-	-	3,502	3,686

1. The fair value of investment in quoted equity shares measured at quoted price on the reporting date.
2. In case of trade receivables, cash and cash equivalents, trade payables, short term borrowings and other financial assets and liabilities it is assessed that the fair values approximate their carrying amounts largely due to the short-term maturities of these instruments.
3. The fair values of the financial assets and financial liabilities included above have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties.

30(B). Fair value Measurements

(i) Fair value measurement hierarchy of the Company's financial assets and liabilities:

(₹ in Lakhs)

Financial assets/financial liabilities	Fair value	Fair value hierarchy		
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial assets measured at Fair Value through Other Comprehensive Income (Note 3)				
As at 31.03.2022				
Investments in quoted equity shares	16,948	16,948	-	-

Notes forming part of the Financial Statements

(₹ in Lakhs)

Financial assets/financial liabilities	Fair value	Fair value hierarchy		
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Investments in unquoted equity shares - Other Entities	9	-	-	9
As at 31.03.2021				
Investments in quoted equity shares	15,125	15,125	-	-
Investments in unquoted equity shares - Other Entities	9	-	-	9

(ii) Financial Instrument measured at Amortised Cost :

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

30(C). Financial Risk Management – Objectives and Policies:

The Company's financial liabilities comprise mainly of borrowings, trade payables and other payables. The Company's financial assets comprise mainly of investments, cash and cash equivalents, other balances with banks, security deposits, trade receivables and other receivables.

The Company is exposed to Market risk, Credit risk and Liquidity risk. The Board of Directors ('Board') oversee the management of these financial risks in its regular meetings. Risk Management guidelines as discussed in the Audit Committee and approved by the Board, states the Company's approach to address uncertainties in its endeavour to achieve its stated and implicit objectives. It prescribes the roles and responsibilities of the Company's management, the structure for managing risks and the framework for risk management. The framework seeks to identify, assess and mitigate financial risks in order to minimize potential adverse effects on the Company's financial performance.

The following disclosures summarize the Company's exposure to financial risks and information regarding use of derivatives employed to manage exposures to such risks.

1. Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risks interest rate risk, currency risk and other price risk. Financial instruments affected by market risk includes borrowings, investments, trade payables, trade receivables, loans and derivative financial instruments.

(i) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Since the Company has insignificant interest bearing borrowings, the exposure to risk of changes in market interest rates is minimal.

(ii) Foreign Currency Risk

The fluctuation in foreign currency exchange rates may have lower impact on the income statement and equity.

The Company, as per its forex policy, uses foreign exchange and other derivative instruments primarily to hedge foreign exchange and interest rate exposure.

The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. It hedges a part of these risks by using derivative financial instruments in accordance with its forex policy.



Notes forming part of the Financial Statements

Foreign currency exposure at end of the reporting period - Nil

(iii) Equity Price Risk

Equity price Risk is related to the change in market reference price of the investments in equity securities.

All the investments are held for strategic purposes and not held for trading.

2. Credit Risk

Credit Risk is the risk of financial loss arising from counter party default on its contractual obligations resulting in financial loss to the company. Credit risk encompasses both the direct risk of default and the risk of deterioration of credit worthiness as well as concentration risks.

Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, loans and advances and derivative financial instruments. None of the financial instruments of the Company result material concentrations of credit risks.

Exposure to Credit Risk – The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to Credit risk was ₹ 5545 lakhs as at 31st March 2022, and ₹ 6377 lakhs as at 31st March 2021 being the total of the carrying amount of balances with banks, short term deposits with banks, trade receivables and other financial assets excluding equity investments.

3. Liquidity Risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements.

The company has obtained sanction of fund based limit of ₹ 30 crores and non fund based limit of ₹ one crore from consortium banks towards working capital loan which is secured by first charge of inventories book debts and immovables. However, utilization against the above facilities as at 31.03.2022 is Nil (PY Nil).

The Company invests its surplus funds in bank fixed deposit and liquid and liquid plus schemes of mutual funds, which carry no / low mark to market risks.

Contractual maturities of financial liabilities based on contractual undiscounted payments.

(₹ in Lakhs)

Particulars	As at 31.03.2022			As at 31.03.2021		
	Less than one year	Over one year	Total	Less than one year	Over one year	Total
Trade and other payables (Note15)	3,253	14	3,267	3,541	12	3,553
Other financial liabilities (Note16)	235	-	235	133	-	133

31. The Company has challenged the order of Commissioner (Appeals) before the CESTAT, Chennai in respect of Excise duty demand of ₹ 470 lakhs (including interest and penalty) on bagasse and pressmud that are exempted goods and are not final products. The company has been legally advised that probability of outflow of resources arising out of the aforesaid legal issues are remote. Accordingly, no provision or disclosure of contingent liability is required for same in terms of Ind AS 37.

Notes forming part of the Financial Statements

32. Corporate Social Responsibility (CSR)

- (i) Amount required to be spent by the company during the year: ₹ 52 lakhs
- (ii) Amount of expenditure incurred: ₹ 78 lakhs
- (iii) Construction / acquisition of asset : ₹ 12 lakhs
- (iv) Purposes other than above: ₹ 66 lakhs
- (v) Shortfall at the end of the year: Nil
- (vi) Total of previous years shortfall: Nil
- (vii) Reason for Shortfall: N.A
- (viii) Nature of CSR activities:

(₹ in Lakhs)

Sl no	CSR Activity	31.03.2022	31.03.2021
(a)	Supporting irrigation infrastructure in rural area	-	31
(b)	Rain water harvesting Arrangement	4	-
(c)	Primary education for the children of rural area	3	1
(d)	Water and Sanitation	-	8
(e)	Strengthening rural infrastructure/ improving road connectivity	30	4
(f)	Covid – 19 relief activity	4	-
(g)	Contribution to Tamil Nadu State Disaster Management Authority Covid-19 relief fund	25	-
	Total	66	44

- (ix) Details of related party transactions: Nil
- (x) Provision made for CSR : Nil

33. Key Financial Ratios

Ratios	Numerator	Denominator	As at 31.03.2022	As at 31.03.2021	% Variance	Remarks
Current ratio	Current assets	Current liabilities	3.29	2.77	18.77	
Debt Equity ratio	Total Debt	Shareholder's Equity	-	-	-	No debt at close of both years
Debt service coverage ratio	Earnings available for debt service	Debt to be serviced	-	4.91	-	No debt during the reporting period
Return on equity ratio	Net Profit after taxes	Average Shareholder's Equity	14.04	13.90	1.01	
Inventory turn-over ratio	Cost of Goods Sold	Average Inventory	4.56	5.49	(16.94)	Only sugar segment considered
Trade receivables turnover ratio	Net credit sales	Average Trade Receivables	5.95	4.18	42.34	Increase in turnover and Decrease in average trade receivables.
Trade payables turnover ratio	Net Credit Purchases	Average Trade Payables	6.77	6.56	3.20	



Notes forming part of the Financial Statements

Ratios	Numerator	Denominator	As at 31.03.2022	As at 31.03.2021	% Variance	Remarks
Net capital turnover ratio	Revenue	Working Capital	3.13	3.36	(6.85)	
Net profit ratio	Net Profit after taxes	Revenue	10.14	10.01	1.30	
Return on capital employed	Earnings Before Interest & taxes	Capital Employed	15.59	14.13	10.33	
Return on investment	Income Generated from Investments	Time weighted Average of Investments	10.38	54.59	(80.99)	Due to high Volatility in the Market.

34. Summary of Reconciliation

- Name of the Bank: Canara Bank (Consortium Leader)
- Particulars of Security provided: Finished goods and Stores & Spares.

(₹ in Lakhs)

Quarter Ended	Amount as per books of account	Amount as in the quarterly return / statement	Amount of difference	Reason for material discrepancies
Current year 2021-2022				Stock valuation as per statement provided to bank is based on 3 months moving average or current selling price, whichever is less as per RBI circular DBOD.No.Dir. BC.16/13.03.00/2014-15 dated July 1, 2014. In the financial statements, stock valuation is in accordance with Ind AS 2.
Jun -21	3111	3033	78	
Sep-21	5513	6513	-1000	
Dec-21	3018	3539	-521	
Mar-22	6965	7796	-831	
Previous year 2020-2021				
Jun-20	752	632	120	
Sep-20	3290	4020	-730	
Dec-20	1750	2010	-260	
Mar-21	5075	5666	-591	

35. Additional disclosure requirement:

Sl. No.	Disclosure requirement as per amended Schedule III to the Companies Act, 2013	Reason for non disclosure
1	Title deeds of immovable properties not held in the name of company	All title deeds are in name of the company
2	Fair value of investment property	Investment property Nil.
3	Revaluation of property, plant and equipment	Not Applicable
4	Revaluation of intangible assets	Not Applicable
5	Loans or advances in the nature of loans are granted to promoters, directors, KMPs and the related parties	Nil
6	Details of binami property held	Nil
7	Willful defaulter	No
8	Relationship with struck off companies	Nil transaction

Notes forming part of the Financial Statements

Sl. No.	Disclosure requirement as per amended Schedule III to the Companies Act, 2013	Reason for non disclosure
9	Registration of charges or satisfaction with Registrar of Companies (ROC)	Charges were registered in time
10	Compliance with number of layers of companies	No subsidiaries
11	Compliance with approved scheme (s) of arrangement	Not Applicable
12	Utilisation of borrowed funds and share premium	Nil – See Note below
13	Undisclosed income	Nil
14	Details of Crypto Currency or Virtual Currency	No trade / investment in same.

Note:

- (i) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).
- (ii) The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries."

36. Employee Benefits

(i) Defined Contribution Plans:

The Company makes Provident Fund and Superannuation Fund contributions which are defined contribution plans, for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of eligible pay to fund the benefits.

The Company has recognised ₹ 101 Lakhs (previous year ₹ 95 Lakhs) for Provident Fund contributions and ₹ 28 Lakhs (previous year ₹ 27 Lakhs) for Superannuation Fund contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

(ii) Defined Benefit Plans

(a) Gratuity

In respect of Gratuity plan, the most recent actuarial valuation of the plan assets and the present value of the defined benefit obligation were carried out as of March 31, 2022. The present value of the defined benefit obligation and the related current service cost and past service cost, were measured using the projected unit cost method.

The following table sets forth the status of the Gratuity Plan of the Company and the amount recognised in the Balance Sheet and Statement of Profit and Loss. The Company provides the gratuity benefit through annual contributions to the funds managed by the ICICI Prudential Life Insurance Company Ltd.



Notes forming part of the Financial Statements

Disclosure for defined benefit plans based on actuarial valuation as on 31.03.2022

(₹ in Lakhs)

General description	Post employment benefit	
	Gratuity - Funded plan - Non contributory	
	31.03.2022	31.03.2021
(i) Change in Defined Benefit Obligation		
Present value - opening balance	575	568
Current service cost	27	28
Interest cost	36	35
Re-measurement (gain) / loss:		
- Effect of changes in financial assumptions	(8)	-
- Effect of experience adjustments	(5)	18
- Effect of changes in demographic assumptions	(3)	-
Benefits paid	(47)	(74)
Present value - closing balance	575	575
(ii) Change in Fair Value of Plan Assets		
Opening balance	581	494
Interest income	39	35
Return on plan assets	(4)	46
Contributions by employer	50	80
Benefits paid	(47)	(74)
Closing balance	619	581
(iii) Amount recognized in the Balance Sheet (as at year end)		
Present value of obligations	575	575
Fair value of plan assets	619	581
Net (asset) / liability recognized	(44)	(6)
(iv) Expenses recognized in the profit and loss statement		
Current service cost	27	28
Interest	(3)	-
Total included in 'Employee benefits expense'	24	28

Notes forming part of the Financial Statements

(₹ in Lakhs)

(v)	Expenses recognized in Other Comprehensive Income (OCI)		
	Re-measurement on the net defined benefit liability:		
	- Effect of changes in financial assumptions	(8)	-
	- Effect of experience adjustments	(5)	18
	- Effect of changes in demographic assumptions	(3)	-
	Return on plan assets	(4)	46
	Net cost in Other Comprehensive Income (OCI)	(12)	(28)
(vi)	Asset information	Insurance Policy (100%)	
(vii)	Principal actuarial assumptions		
	Mortality	Indian assured Lives Mortality (2012-14) Ultimate	
	Discount rate (%)	6.84	6.57
	Expected rate of salary increase (%)	9.00	9.00
	Expected rate of attrition (%)	9.00	8.50
	Expected average remaining working lives of employees (years)	7.00	7.00
(viii)	Expected contribution (₹ in Lakhs)	32.00	38.00

The Company pays contribution under the Group Gratuity Scheme to ICICI Prudential Life Insurance Company Ltd. that is invested by the insurer in the plan assets in Government Securities, Debt Funds, Equity shares, Mutual Funds and Money Market Instruments. The expected rate of return on plan assets based on expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligation. Significant actuarial assumptions for the determination of the defined benefit obligation are as discussed above.

The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis are given below:

(₹ in Lakhs)

Particulars	31.03.2022	31.03.2021
Discount Rate		
- 1% Increase	27	28
- 1% decrease	(29)	(31)
Salary Growth Rate		
- 1% Increase	(25)	(27)
- 1% decrease	24	25
Attrition Rate		
- 1% increase	(5)	(5)
- 1% decrease	5	6



Notes forming part of the Financial Statements

Sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

There was no change in the methods of assumptions used in preparing the sensitivity analysis from prior years.

(b) Long Term Compensated Absence

The assumption used for computing the long term accumulated compensated absences on actuarial basis are as follows:

Assumptions	2021-22	2020-21
Discount rate	6.84%	6.57%
Attrition Rate	9.00%	8.50%
Expected rate of salary increase	9.00%	9.00%

37. Segment Reporting:

(₹ in Lakhs)

Particulars	Sugar		Cogeneration		Eliminations		Total	
	31.03.22	31.03.21	31.03.22	31.03.21	31.03.22	31.03.21	31.03.22	31.03.21
Revenue								
External Sales	22926	20350	5116	4648	-	-	28042	24998
Inter – Segment Sales	3654	3144	3542	3004	(7196)	(6148)	-	-
Other Operating income	529	600	264	25	-	-	793	625
Total Revenue	27109	24094	8922	7677	(7196)	(6148)	28835	25623
Segment Result								
Operating Profit before Exceptional items	2248	1295	1166	1395	-	-	3414	2690
Exceptional income	-	-	-	-	-	-	-	-
Operating Profit	2248	1295	1166	1395	-	-	3414	2690
Finance Costs							12	54
Other unallocable expenditure net of unallocable income							(195)	(223)
Profit Before Tax							3597	2859
Tax Expenses							672	293
Profit After Tax							2925	2566
Other Information								
Segment Assets	12679	9247	11177	10948	-	-	23853	20195

Notes forming part of the Financial Statements

(₹ in Lakhs)

Particulars	Sugar		Cogeneration		Eliminations		Total	
	31.03.22	31.03.21	31.03.22	31.03.21	31.03.22	31.03.21	31.03.22	31.03.21
Unallocated Corporate Assets							18007	17404
Total Assets							41863	37599
Segment Liabilities	3747	4106	246	175	-	-	3993	4281
Unallocated Corporate Liabilities							1022	677
Total Liabilities							5015	4958
Capital Expenditure	1144	208	320	28	-	-	1464	236
Depreciation	250	237	394	494	-	-	644	731

Information required under 34 of Ind AS 108.

Two customers in Sugar and Cogen individually contribute to more than 10% of the revenue of respective segment.

38. Earnings per Share:

Particulars	31.03.2022	31.03.2021
Profit after tax (₹ Lakhs)	2925	2566
Weighted average number of shares (in lakhs)	86	86
Nominal value per share (₹)	10	10
Basic and diluted earnings per share (₹)	34.01	29.84

39. Related Party Disclosures:

- i) Names of the transacting Related Parties and description of Relationship :
1. Seshasayee Paper and Boards Ltd (SPB)
The Company is associate of SPB.
 2. Esvi International (Engineers & Exporters) Ltd
100% subsidiary of SPB
 3. Directors– KMP - refer (c) & (d)

ii) Description of Transactions:

a) Seshasayee Paper and Boards Ltd

(₹ in Lakhs)

Particulars	31.03.2022	31.03.2021
Sale of goods	1254	560
Purchase of goods	621	440
Services availed (Net)	24	9
Dividend received	221	354
Dividend paid	118	94
Amount outstanding – Receivable - Unsecured	284	24

The company has a continuing commitment for sale of bagasse and purchase / sale of other goods and services with SPB. The MOU with SPB in terms of shareholder approval dated 24.07.2015 was superseded during the year as approved by shareholder resolution dated 15.09.2021 through Postal Ballot.



Notes forming part of the Financial Statements

b) Esvi International (Engineers & Exporters) Ltd (₹ in Lakhs)

Particulars	31.03.2022	31.03.2021
Rent paid	7	7
Rent advance outstanding - Unsecured	3	3

The transactions with the above two related parties are as per the terms of arrangements between the parties in the normal course of business and to be settled through receipt/ payment or sale/purchase of goods or services

c) Mr N Ramanathan – Managing Director
Remuneration

Particulars	31.03.2022	31.03.2021
i. Short term benefits	154	154
ii. Post employment benefits	16	22
iii. Other long term benefits	6	6
iv. Amount outstanding at the end of the year - payable - Unsecured	60	60

d) Non-executive Directors

Name	Position
Mr N Gopala Ratnam	Chairman & Non-Executive Director
Dr L M Ramakrishnan	Vice Chairman & Non-Executive Director
Mr Arun G Bijur	Non-Executive Director
Mr Bimal K Poddar	Non-Executive Director
Mr V Sridar	Non-Executive Director
Dr Nanditha Krishna	Non-Executive Director
Mr K Bharathan	Non-Executive Director

Particulars	31.03.2022	31.03.2021
Sitting fees	13	7
Commission	14	14

40. Approval of Financial Statements

The financial statements have been approved for issue by the Board of Directors on 6th May 2022

41. Figures for the previous year have been regrouped, wherever necessary.

Per our Report of even date annexed

For M/S S. Viswanathan LLP
Regn No: 004770S/S200025
Chartered Accountants

Chella K Srinivasan
Partner
Membership No. 023305
Chennai
6th May 2022

For and on behalf of the Board

N Gopala Ratnam
Chairman

N Ramanathan
Secretary

Chennai
6th May 2022

N Ramanathan
Managing Director

K Yokanathan
Chief Financial Officer

Vision

To excel as a trusted, socially responsible and customer driven organization providing maximum value to all stakeholders

Mission

To manufacture quality products at competitive cost through technology and team work

Values

- *Ethical practices*
- *Customer Focus*
- *Commitment to Society, Safety and Environment*
- *Professional and Transparent Management*
- *Empowerment and Accountability*
- *Adaptability to "Change"*
- *Innovation and Creativity*
- *Emphasis on human resources development, cost reduction, productivity enhancement and resource conservation*



PONNI SUGARS (ERODE) LIMITED

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Perungudi, Chennai 600 096.