



KELTECH ENERGIES LIMITED

The Secretary,
M/s.BSE Ltd.,
P.J.Towers,
Dalal Street,
MUMBAI-400001.

Ref : KEL/SEC/45AGM/2022-23.
Dated :25th August,2022

Dear Sirs/Madam,

Sub : Annual Report for 2021-22.

Please find enclosed herewith the soft copy of Annual Report of the Company for the year 2021-22 for your reference and records.

Please acknowledge receipt.

Thanking you,

Yours faithfully,
For KELTECH ENERGIES LTD.

SHALU TIBRA
COMPANY SECRETARY



Encl : A/A.



KELTECH ENERGIES LIMITED
45th Annual Report and Accounts
2021 – 2022

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BOARD OF DIRECTORS

VIJAY V. CHOWGULE - Chairman – DIN: 00018903

RAMESH L. CHOWGULE – DIN: 00018910

MS. ARATI SARAN – DIN: 01157284

KAIYOZE B. BILLIMORIA - DIN :00021204

PRASHANT K. ASHER – DIN: 00274409

ASHVIN CHADHA – DIN: 01962798

S.L. CHOWGULE - Managing Director – DIN: 00097736

COMPANY SECRETARY

MS. SHALU TIBRA

CHIEF EXECUTIVE OFFICER

MAHESH VIJAY WATANEY

STATUTORY AUDITORS

KKC & ASSOCIATES & CO.

CHARTERED ACCOUNTANTS

MUMBAI.

SECRETARIAL AUDITORS

SWAROOP SURI AND ASSOCIATES,

COMPANY SECRETARIES, BENGALURU

COST AUDITORS

VIKAS VINAYAK DEODHAR,

COST ACCOUNTANT

MUMBAI

LEGAL ADVISORS

CRAWFORD BAYLEY & CO.

ADVOCATES, SOLICITORS & NOTARIES

MUMBAI.

REGISTERED OFFICE

EMBASSY ICON, VII FLOOR,

NO.3, INFANTRY ROAD,

BENGALURU-560001.

BANKERS

CANARA BANK

STATE BANK OF INDIA.

SHARE TRANSFER AGENTS

CANBANK COMPUTER SERVICES LTD.

J.P. ROYALE, 1ST FLOOR, # 218, 2ND MAIN,

SAMPIGE ROAD, MALLESHWARAM, BENGALURU-
560003

WORKS

VISHWASNAGAR 574 108

KARKALA TALUK

UDUPI DISTRICT

KARNATAKA STATE

SY.NO.14/B, DONIMALAI (NARASINGAPURA), SANDUR
TALUK, BELLARY DISTRICT, KARNATAKA – 583 118

SY.NO.69/1, OBULAVARIPALLI VILLAGE,
MANGAMPET-516 106, CUDAPAH DISTRICT,
ANDHRA PRADESH.

NO.363, MUSTYALA VILLAGE

P.O. GODAVARIKHANI – 505 209

DISTRICT KARIMNAGAR, TELANGANA

NO.1-1-20, SUB STATION ROAD, T.D.P. CENTER,
BHANDARIGUEDEM MANUGURU-507 117,
DISTRICT KHAMMAM TELANGANA

PLOT NO. B-25/1

M.I.D.C. INDUSTRIAL AREA

CHANDRAPUR - 442 406

MAHARASHTRA STATE

VILLAGE GARAMSUR

P.O. DUDHALA – 441 103

KATOL TEHSIL

NAGPUR DISTRICT

MAHARASHTRA STATE

P.O. HARDI BAZAAR-495446,
HARDI MURLI ROAD, TEHSEEL PALI, DISTRICT KORBA,
CHATTISHGARH

AKASHNAGAR, DEPOSIT 05 & 10,
BACHELI (BAILADILA)-494 553,
DISTRICT DANTEWADA, CHATTISHGARH

SY.NO.590, BORIGUMA ROAD,
MOUZA MANGARA, DISTRICT KORAPUT,
ORISSA – 764 020.

KHASARA 381, 382 & 383

JAMUDI GRAM - 484 224

DISTRICT ANUPPUR, M.P.

PLOT:S-3 & S-4

UDYOG DEEP INDUSTRIAL AREA

WAIHDHAN-486 886

DISTRICT SINGRAULI, M.P.

NOTICE

Notice is hereby given that the Forty Fifth Annual General Meeting of Keltech Energies Limited will be held on Friday, the (23/09/22) at 11.00 AM through Video Conference (VC) / Other Audio-Visual Means (OAVM) to transact the following business: -

Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2022 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Directors and Auditors there on.
2. To declare Dividend for the year ended 31st March, 2022.
3. To appoint auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Fiftieth Annual General Meeting of the Company and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED** that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s.CNK & Associates LLP, Chartered Accountants, (FRN 101961W/W-100036), No.501-502, Narain Chambers, M.G.Road, Vile Parle (East), Mumbai-400057 be and is hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the Fiftieth Annual General Meeting scheduled to be held during the year 2027, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

Special Business:

4. Appointment of Shri Vijay V. Chowgule (DIN: 00018903) as Non-Executive, Non-Independent Director of the Company.

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

“RESOLVED THAT pursuant to section 149 and 152 of the Companies Act, 2013 read with Regulation 17(1A) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, Shri Vijay V. Chowgule, (DIN: 00018903) with his vast experience and valuable contribution to the Company, who held the office up to this date of this Annual General Meeting (AGM), shall continue to hold office up to the Forty-Sixth Annual General Meeting and his appointment shall be subject to Special Resolution passed at every AGM, and in respect of whom the Company has received a notice in writing from a member of the Company pursuant to provisions of Section 160(1) of the Act, along with a deposit of Rs.1,00,000/- proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive, Non-Independent Director of the Company”

5. Appointment of Shri Ramesh L. Chowgule (DIN : 00018910) as Non-Executive, Non-Independent Director of the Company.

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

“RESOLVED THAT pursuant to section 149 and 152 of the Companies Act, 2013 read with Regulation 17(1A) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, Shri Ramesh L. Chowgule, (DIN: 00018910) with his vast experience and valuable contribution to the Company, who held the office up to this date of this Annual General Meeting (AGM), shall continue to hold office up to the Forty-Sixth Annual General Meeting and his appointment shall be subject to Special Resolution passed at every AGM, and in respect of whom the Company has received a notice in writing from a member of the Company pursuant to provisions of Section 160(1) of the Act, along with a deposit of Rs.1,00,000/- proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive, Non-Independent Director of the Company”

6. To approve the appointment of the Cost Auditor and to fix his remuneration for the financial year 2022-23.

To consider, and, if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) Shri Vikas Vinayak Deodhar, Practising Cost Accountant, Membership No.3813, appointed by the Board of Directors of the Company as Cost Auditor to conduct the audit of the cost records for the financial year 2022-23 at its meeting held on 30th May, 2022, and the said appointment be and is hereby ratified and shall be paid a remuneration of Rs.60,000/- (Rupees Sixty Thousand only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To consider, and, if thought fit, to pass, with or without modifications, the following resolution, as an **Special Resolution**:

“RESOLVED THAT in supersession of the resolution passed at the Thirty-sixth Annual General Meeting of the Company held on 8th July, 2013, and pursuant to clause (c) of Section 180 and all other applicable provisions, if any, of the Companies Act, 2013, and Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing, from time to time, as it may consider fit any sum or sums of money, which together with money already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose. Provided that the total amount of money so borrowed by the Company shall not at any time exceed Rupees Two Hundred Crores.”

Registered Office:

‘EMBASSY ICON’, VII FLOOR, No. 3,
INFANTRY ROAD, BENGALURU –560001, INDIA
CIN: L30007KA1977PLC031660

Place: Bengaluru.

Dated: 8th August, 2022.

By Order of the Board of Directors
KELTECH ENERGIES LIMITED

SANTOSH L. CHOWGULE
MANAGING DIRECTOR
(DIN: 00097736)

Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General circulars 14/2020, 17/2020, 20/2020 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020 and dated May 5, 2022, (collectively referred to as “MCA Circulars”), along with SEBI vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM (Video Conferencing/Other Audio Visual Means), without the physical presence of the Members at a common venue. The registered office of the Company shall be deemed to be the venue for the AGM.
2. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment at this AGM is annexed.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional/ Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to info@swaroopsuri.com with a copy marked to evoting@nsdl.co.in.
5. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or CDSL/ NSDL (“Depositories”). Members may note that the Notice and Annual Report 2021-22 will also be available on the Company’s website www.keltechenergies.com, websites of the Stock Exchange - BSE Limited at www.bseindia.com.
6. To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with our Registrar & Transfer Agents M/s. Canbank Computer Services Limited, in case the shares are held by them in physical form.
7. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/RTAMB/ CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company’s Registrars and Transfer Agents, M/s. Canbank Computer Services Limited (“CCSL”) for assistance in this regard.

8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to CDSL in case the shares are held by them in physical form.
9. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or CDSL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
10. The Company has fixed **16/09/2022** as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended March 31, 2022, if approved at the AGM.
11. The Register of Members and the Share Transfer Books of the Company will remain closed from **Saturday, September 17, 2022 to Friday, September 23, 2022** (both days inclusive) for ascertaining entitlement of members eligible to receive the dividend, if declared at the meeting.
12. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on or after **30.09.2022** as under:
 - a. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories.
 - b. To all Members in respect of shares held in physical form after giving effect to valid transfer, transmission or transposition requests lodged with the Company.
13. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the DEMAT account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.
14. Members are requested to note that pursuant to Regulation 39 (4) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and its amendments, the Company is required to transfer all the unclaimed shares into one folio in the name of "Unclaimed Suspense Account" and these shares are to be dematerialized and kept with Depository Participants. In compliance of the said Clause, the Company will take necessary steps with the shareholders and will initiate action to transfer the unclaimed shares into one folio in the name of "Unclaimed Suspense Account" and dematerialize in due course.
15. As per Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 issued by Securities and Exchange Board of India directing all Registrars to Issue and Share Transfer Agents, All Recognised Stock Exchanges, All listed Companies through Recognised Stock Exchanges, All recognised depositories, All depository participants through depositories regarding issuance of securities in dematerialised form in case of investors service requests and directed the company to intimate the shareholders who holds shares in physical form to convert the same in to demat form. Accordingly, the Company initiating steps in compliance of the said circular.

16. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ CDSL (in case of shares held in physical mode) and depositories (in case of shares held in Demat mode).
17. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to ravi@cctl.co.in / naidu@cctl.co.in by 11:59 P.M. IST on **16.09.2022**. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
18. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to ravi@cctl.co.in / naidu@cctl.co.in. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 P.M. IST on **16.09.2022**.
19. At the Fortyfirst Annual General Meeting (AGM) held on July 21st, 2017 the Members approved appointment of M/s. Khimji Kunverji & Co LLP, Chartered Accountants, (FRN 105146W/W100621), 'Sunshine Tower', Senapati Bapat Marg, Elphinstone Road, Mumbai 400013 as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the Fortyfifth AGM. Their appointment as statutory auditors expires till the conclusion of this AGM. As per the provisions of the Companies Act, 2013, there is a requirement to place the matter relating to appointment of auditors for a term of five years and for ratification by Members at this Annual General Meeting. Accordingly, resolution No.3 is being proposed for appointment of new statutory auditors.
20. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the meeting, is annexed and forms part of this notice.
21. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility, for its Members to enable them to cast their votes electronically on the proposed resolutions in this notice.
22. The period of **e-voting** shall be from **09:00 A.M. of 20.09.2022 to 17.00 P.M. of 22.09.2022** (both days inclusive); such voting period shall be completed a day prior to the date of the general meeting. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting is furnished below to this notice.
23. Relevant documents referred to in the accompanying Notice calling the AGM are available on the website of the Company for inspection by the Members.
24. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
25. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

26. Instructions for e-voting and joining the AGM are as follows:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, General Circular 02/2022 dated May 05, 2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and May 05, 2022, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.keltechenergies.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021 and General Circular 02/2022 dated May 05, 2022.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on 20.09.22 at 09:00 A.M. and ends on 22.09.22 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the **record date (cut-off date) i.e., 16.09.2022**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **16.09.2022**.

How do I vote electronically using NSDL e-Voting system?

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





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at: https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or

	<p>e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 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 link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, where you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

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

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

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

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

4. Your User ID details are given below :

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 1. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote
 2. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password

3. How to retrieve your 'initial password'?

- i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'
- ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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

- a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box**8. Now, you will have to click on "Login" button****9. After you click on the "Login" button, Home page of e-Voting will open****Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.****How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **info@swaroopsuri.com** with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **compliance@keltechenergies.com**. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system.
2. Members may access the same at <https://www.evoting.nSDL.com> under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed.
3. The members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
4. Members are encouraged to join the Meeting through Laptops for better experience.
5. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable WiFi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at compliance@keltechenergies.com **on or before 22.09.2022 5:00 P.M. IST.** Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Other Instructions:

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him/her in writing, who shall countersign the same.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.keltechenergies.com and on the website of NSDL <https://www.evoting.nSDL.com>. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

Circular No.: NSDL/CIR/II/10/2021 Date: May 21, 2021 of National Securities Depository Ltd., Mumbai.

Subject: SEBI Circular on e-Voting Facility Provided by Listed Entities

Attention is invited to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 regarding e-Voting facility provided by listed entities and Circular no. NSDL/CIR/II/50/2020 dated December 15, 2020 issued by NSDL regarding intimation on the same. In the aforesaid SEBI Circular, it has been stated as below:

- 1) Under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- 2) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- 3) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting for all individual demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process. The same shall be implemented in a phased manner.
- 4) Accordingly to enable individual shareholders to login and cast vote through their demat account, NSDL services has been enhanced. Process of login for Individual shareholders holding securities in demat mode with NSDL is furnished below.
- 5) As per aforesaid SEBI circular, the listed companies are required to provide the details of the upcoming events requiring voting to the Depository. The depository will send SMS/email alerts in this regards, to the demat account holders, at least 2 days prior to the date of the commencement of e-voting. In order to facilitate listed companies to provide details of upcoming events requiring voting, NSDL's Issuer Services Portal has been enhanced to include e-Voting feature wherein listed companies are required to provide details of upcoming events requiring voting. Issuers can access this enhance feature w.e.f May 31, 2021.
- 6) All the Issuers are requested to use the Issuer Portal <https://issuer.nsd.com> for providing the information of upcoming events requiring voting. You need to click on Login button and provide your login credentials for successful authentication.
- 7) Issuers who are already registered in Issuer Portal can use existing login credentials to access e-Voting feature for providing details of upcoming events requiring voting.
- 8) Process for Issuers to provide the details for the upcoming events requiring voting :
 - a. Issuer maker needs to capture e-Voting details on Issuer Portal by clicking on tab eVoting > Transact > Capture eVoting Detail.
 - b. Issuer should provide following information:
 - ISIN – INE881E01017.
 - Issuer Name – Keltech Energies Limited > e-Voting service provider Name i.e. NSDL.

- EVENT type 45th AGM.
 - Voting start date – 20-09-2022
 - Voting Start time – 09.00 HRS.
 - Voting end date – 22-09-2022
 - Voting end time – 17.00 HRS
 - General Meeting date – 23-09-2022
 - General Meeting time – 15.00 HRS
 - Cut-off date – 16-09-2022
 - EVEN ID – 121026
 - Voting purpose (in brief) Approval for the business transactions at resolutions 1 to 7 mentioned in the notice.
- c. Issuer checker is required to approve the details captured by Issuer maker on Issuer Portal by clicking on tab eVoting → Enquire / Approve → View and Approve. Event details will be considered only after checker approves it.
- d. It is advisable to capture and approve such details at least five days before the voting start date.
- e. It is important to note that same user cannot perform Role of Maker and Checker.
- 9) Once Issuer will update the required details the event details are considered as final for intimating to the demat account holders of NSDL through email/SMS. Please ensure to provide correct details so as to provide correct communication to shareholders.
- 10) Those Issuers who have not yet registered can register themselves with Issuer Portal of NSDL at the earliest in order to provide upcoming events requiring voting so as comply with to aforesaid SEBI circular.
- 11) Please furnished below process for registration by the Issuers who have not yet registered with Issuer Portal of NSDL.
- I. Duly fill-in the Registration Form for Issuer Services Portal of NSDL (format enclosed).
- II. Take a print of the Registration Form on the letter head of the Issuer and obtain signatures of the Managing Director or the Company Secretary or any other authorised person.
- III. Scan the duly signed Registration Form.
- IV. Fill in the excel sheet in the enclosed format for List of Officials authorised to access Issuer Services Portal. Ensure that the same authorised persons are mentioned in the excel sheet as well as the Registration Form.
- V. Submit the following documents by email to issuer.registration@nsdl.co.in while sending the documents by email, kindly include your issuer code in the subject line of the email to enable easy processing. (the Issuer code is the 4th, 5th, 6th and 7th character in the ISIN allotted for the shares of your company, for example if your company ISIN is INE123400001 then your company Issuer code will be 1234)
- a. Scanned copy of Registration Form
- b. Duly filled in excel sheet containing List of Designated Officials authorised to access Issuer Services Portal.
- VI. Submit the hard copy of Registration Form by courier to NSDL at the following address:
- The Vice President (for Issuer Services Portal Registration)
National Securities Depository Limited,
4th Floor, Kamala Mills Compound Senapati Bapat Marg,
Lower Parel Mumbai - 400013.

VII. After successful registration, NSDL will send by email the passwords to the authorised users on their email ids as provided by the company. The password will be contained in an encrypted PDF which can be opened by using the mobile number as given by the company. Please note that registration will be done based on receipt of the scanned copy of the Registration Form as above. However, the company should ensure that signed hard copy of the Registration Form is sent to the above address.

12) In case users have forgotten their password, they can reset their password by clicking on the 'Forgot password' link on the login page of Issuer portal. The user will need to follow to below mentioned steps:

- Enter the User ID in the 'Username' field and click 'Forgot password' link
- User will be need to click on radio button for OTP
- User will be prompted to enter the mobile number registered with NSDL and click on

'Send Code'

- On receipt of the OTP on the registered mobile number, user will need to enter the same in the said field and submit.
- Once the OTP validation is done User will have the option to enter their new password and submit.

13) For any queries in respect of registration and access / login credential on issuer services portal, the same can be addressed on group Email ID viz., issuer.registration@nsdl.co.in

14) For any queries in respect e-Voting, the same can be addressed on group Email ID viz., evoting@nsdl.co.in

By Order of the Board of Directors
KELTECH ENERGIES LIMITED

SANTOSH L. CHOWGULE
MANAGING DIRECTOR
(DIN: 00097736)

Registered Office:

CIN: L0007KA1977PLC031660
'EMBASSY ICON', VII FLOOR, No. 3,
INFANTRY ROAD, BENGALURU –560001,
KARNATAKA, INDIA.

Place: Bengaluru.

Dated: 8th August, 2022.

STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF ITEM NOS. 3 TO 7 OF THE NOTICE**ITEM NO. 3**

As per the provisions of Section 139 of the Companies Act 2013 (“Act”) read with Companies (Audit & Auditors) Rules, 2014 it is mandatory to appoint the auditors on completion of the term of existing statutory auditors.

The Board of Directors based on the recommendation of the Audit Committee’s proposal for the appointment of M/s.CNK & Associates LLP, Chartered Accountants, (FRN 101961W/W-100036) No.501-502, Narain Chambers, M.G.Road, Vile Parle (East), Mumbai-400057 as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Fiftieth AGM to be held in the year 2027 (subject to ratification of their appointment at every AGM, if so required under the Act). M/s.CNK & Associates LLP, Chartered Accountants, Mumbai have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act. The Board at its meeting held on **08.08.2022** considered the proposal of the audit committee and passed an Ordinary Resolution as set out at **Item No. 3** of the Notice for approval by the Members. The Board commends the resolution for approval of the members.

None of the Directors of the Company and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the aforesaid Ordinary Resolution.

The Board of Directors recommends the **Ordinary Resolution** set forth in **Item No.3** for approval of the Members.

ITEM NO.4

Shri Vijay V. Chowgule has vast experience in managerial, accounting, finance etc. He currently holds the position of Directorships in various companies. Having regard to the extensive experience and capability of Shri Vijay V. Chowgule, the Board is of the opinion that the continued valuable contribution could be of great use to your Company. His opinions, suggestions, recommendations in the past have proven to be beneficial to the Company.

Shri Vijay V. Chowgule (DIN: 00018903) was appointed as an Additional Director of the Company on 29th January, 2021 and special resolution was passed at the 44th AGM held on 24th September, 2021 ratifying his appointment and to comply with regulation 17(1A) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Further, pursuant to Regulation 17(1A) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, Shri Vijay V. Chowgule shall continue to hold office up to the next Annual General Meeting i.e., Forty-Sixth Annual General Meeting. His appointment shall be subject to Special Resolution passed at the AGM every year.

Shri Santosh L. Chowgule, Managing Director of the Company is interested in this resolution.

No other Director and Key Managerial Personnel of the Company and their relatives are not concerned or interested, financial or otherwise, are deemed to be interested and concerned in this resolution.

The Board of Directors recommends the **Special Resolution** set forth in **Item No.4** for approval of the members.

ITEM NO.5

Shri Ramesh L. Chowgule has vast experience in managerial, accounting, finance etc. He currently holds the position of Directorships in various companies. Having regard to the extensive experience and capability of Shri Ramesh L. Chowgule, the Board is of the opinion that the continued valuable contribution could be of great use to your Company. His opinions, suggestions, recommendations in the past have proven to be beneficial to the Company.

Shri Ramesh L. Chowgule (DIN: 00018910) was appointed as an Additional Director of the Company on 29th January, 2021 and special resolution was passed at the 44th AGM held on 24th September, 2021 ratifying his appointment and to comply with regulation 17(1A) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Further, pursuant to Regulation 17(1A) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, Shri Ramesh L. Chowgule shall continue to hold office up to the next Annual General Meeting i.e., Forty-Sixth Annual General Meeting. His appointment shall be subject to Special Resolution passed at the AGM every year.

Shri Santosh L. Chowgule, Managing Director of the Company is interested in this resolution.

No other Director and Key Managerial Personnel of the Company and their relatives are not concerned or interested, financial or otherwise, are deemed to be interested and concerned in this resolution.

The Board of Directors recommends the **Special Resolution** set forth in **Item No.5** for approval of the members.

ITEM NO.6

Pursuant to Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) Shri Vikas Vinayak Deodhar, Practising Cost Accountant, Membership No.3813, the Cost Auditor, appointed by the Board of Directors of the Company at their meeting held on 30th May, 2022 to conduct audit of the cost records of the Company for the financial year 2022-23. The Board of Directors have recommended the remuneration of Rs.60,000/- (Rupees sixty thousand only) payable to the said Cost Auditor for conducting cost audit of the Company for the financial year 2022-23. Your Directors commend the resolution for approval of the Shareholders.

No Directors and Key Managerial Personnel of the Company and their relatives are not concerned or interested, financial or otherwise, are deemed to be interested and concerned in this resolution.

The Board of Directors recommends the **Ordinary Resolution** set forth in **Item No.6** for approval of the members.

ITEM NO.7.

Pursuant to section 180 (c) of the Companies Act, 2013 consent of the Company in General Meeting is required for the Board of Directors to borrow money, for the purposes of the Company, where money to be borrowed, together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

At the Thirtysixth Annual General Meeting of the Company held on 8th July, 2013 the shareholders had authorized the Board of Directors to borrow money for the purposes of the Company in excess of its paid-up capital and free reserves provided that the total amount of the borrowings apart from temporary loans obtained in the ordinary course of business did not exceed Rupees One Hundred Crores.

Due to increase in manufacturing units and increase in turnover of the Company, it is necessary to increase the borrowing limit as set out in Item No.7 of the accompanying notice. Accordingly, approval of the shareholders under Section 180(c) of the Companies Act, 2013, is being sought to enable the Directors to borrow money to the extent of Rupees two hundred crores.”

The Board of Directors recommends the **Special Resolution** set forth in **Item No.7** for approval of the members.

Additional Information on Directors recommended for appointment or re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Director: Shri Vijay V. Chowgule (DIN :00018903)

1. Current designation with background of his appointment to the Board. Shri Vijay V. Chowgule presently holds the position as a Director of the Board of Directors of Keltech Energies Ltd. with effect from 29.01.2021. Shri Vijay V Chowgule is a Graduate in Textile Chemicals and Industrial Management from Goergia Technology Institute, Atlanta, USA. He holds the position of Director of M/s.Chowgule Shipbuilding Private Limited, Goa. He holds Directorships in various private limited companies.
2. Industry experience: 48 years.
3. Educational qualification: B.S.(Textile Chemicals and Industrial Management).
4. Age: 75 Years.
5. Nature of expertise in specific functional areas: Finance & Accounts and Management.
6. Disclosure of inter-se relationships between directors and KMP – Complied.
7. Listed companies in which the director holds directorship and committee membership
 - a. Directorship – 2.
 - b. Chairperson/Member of the Board Committees – 1.
8. Shareholding in the company – 38722.
9. No. of Board Meetings – 4.

Note: Details of Shri Vijay V. Chowgule’s sitting fee and number of meetings attended during 2021-22 are provided in the Corporate Governance Report.

Name of the Director: Shri Ramesh L. Chowgule (DIN :00018910)

1. Current designation with background of his appointment to the Board. Shri Ramesh L. Chowgule presently holds the position as a Director of the Board of Directors of Keltech Energies Ltd. with effect from 29.01.2021. Shri Ramesh L. Chowgule is a Graduate in Science. He holds the position of Director of M/s.Chowgule Shipbuilding Private Limited, Goa. He holds Directorships in various private limited companies.
2. Industry experience: 50 years.
3. Educational qualification: Graduate in Science (ASBS)
4. Age: 80 Years.
5. Nature of expertise in specific functional areas: Finance & Accounts and Management.
6. Disclosure of inter-se relationships between directors and KMP – Complied.
7. Listed companies in which the director holds directorship and committee membership
 - a. Directorship – 2.
 - b. Chairperson/Member of the Board Committees – 1.
8. Shareholding in the company – Nil.
9. No. of Board Meetings attended – 4.

Note: Details of Shri Ramesh L. Chowgule's sitting fees and number of meetings attended during 2021-22 are provided in the Corporate Governance Report.

By Order of the Board of Directors
KELTECH ENERGIES LIMITED

SANTOSH L. CHOWGULE
MANAGING DIRECTOR
(DIN: 00097736)

Registered Office:

'EMBASSY ICON', VII FLOOR, No. 3,
INFANTRY ROAD, BENGALURU –560001,
KARNATAKA, INDIA.
CIN: L30007KA1977PLC031660.

Place: Bengaluru.

Dated: 8th August, 2022

BOARD'S REPORT

Dear Members,

Your directors have pleasure in presenting their Fifty-Fourth Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2022. This report is being presented along with the audited financial statements for the year.

1. Financial Performance:

	(Rs. in Lakhs, except per share data)			
	2021-22		2020-21	
Operating Profit		1546.89		1001.96
1) Interest	142.80		158.11	
2) Depreciation	554.30	697.10	536.24	694.35
Profit for the year before taxation		849.79		307.61
Less: Provision for taxation - Current Tax	190.00		136.59	
- Deferred Tax	-3.21	186.79	-16.55	120.04
Profit for the year		663.00		187.57
Other Comprehensive Income				
Re-measurements of post-employment benefit obligations (net of tax)		-1.02		-2.55
Profit for the year available for appropriation		661.98		185.02

2. Company Affairs:

(MANAGEMENT DISCUSSION AND ANALYSIS REPORT / OPERATIONS REPORTS OF COMPANY'S PERFORMANCE):

The operations for the year 2021-22 have resulted in a net profit of Rs.661.98 lakhs after charging depreciation, interest, tax and comprehensive income as against Rs.185.02 lakhs for the corresponding period of the previous year.

A. Explosives Division:

The sale of Explosives for the year under review was 52,160 MT valued at Rs.27,631 lakhs as against 39,968 MT valued at Rs.15,885 lakhs for the corresponding period of the previous year. The increase was mainly accepting orders in Public Sector Undertakings like Western Coalfields Limited and Singareni Collieries Co. Ltd and also enhancing customer base in dealers segment market which has added to growth in volumes.

During the year, the turnover in regard to traded goods, services and export of finished goods in Explosives sector was Rs.1191 lakhs as against Rs.1,021 lakhs for the corresponding period of the previous year.

The sale of Accessories during the year under review was valued at Rs.2,066 lacs as against Rs.1,546 lacs during the corresponding period of the previous year.

B. Perlite Division:

The sale of Perlite and Perlite based products for the year under review was 13,602 MT valued at Rs.3,144 lakhs as against 12,925 MT valued at Rs.2,332 lakhs for the corresponding period of the previous year, which resulted in increase of 5% in quantity terms and 36% increase in value terms. The increase in sales was mainly due to increase in Horticulture and Cryogenic markets.

The turnover of service contracts and special products during the year under review was Rs.161 lakhs as against Rs.352 lakhs for the corresponding period of the previous year.

3. Basic Earnings Per Share:

The Company's Basic Earnings per share stood at INR.66.31 (Previous year– INR 18.76).

4. Risk Management Report:

The combination of policies and processes concerned to the operations of the Company are adequately adopted for the anticipated risks associated with the Company's business. The Senior Management of the Company periodically reviews the risk management framework so as to effectively address the emerging challenges in a dynamic business environment.

5. Dividend:

The Directors have recommended a dividend of Rs. 1.50 per share (15 %) of Rs.10/- (Face Value) on the paid-up equity capital of the Company.

6. Business Focus and Highlights:**A. EXPLOSIVES DIVISION:**

The Company's strategy was to enhance its base of operations in Coal Sector and other sector of business by participating in Public Sector Undertakings tenders at aggressive pricing and to achieve the same.

Your company's long-term strategy of providing quality products and robust internal controls were critical in helping us to overcome the obstacles and emerge stronger.

Your companies Research and development team have introduced new products as per the requirement of the customers. These products helped the company to increase the volumes. These volumes helped plants running full capacities.

We could supply to many regions of the country by expanding its Geographical reach.

B. PERLITE DIVISION

Diversification of Perlite and Perlite based Products in other markets like Construction and Pharma markets. New Product developments under Horticulture market.

We have expanded our horizon by going digital. Your company's products for horticulture are available now via. Ecommerce channels like Amazon and Flipkart.

C. INDUSTRIAL RELATIONS:

The industrial relations during the year under review were cordial and there were no industrial disputes.

D. OUTLOOK FOR 2022-23:

During the current financial year 2022-23, on account of stiff competition on price, sale of Explosives is expected to be under pressure. Major PSU's like M/s. Coal India Ltd, Singreni Collieries Co Ltd have understood the difficulties faced by Explosives manufacturers and are working towards resolving these issues positively. These steps shall be a slight respite in your company's operations. Further your Company is striving to consolidate its presence in the Explosives accessories and Perlite and Perlite based Products business. The performance of infrastructure Industry in the Country will be crucial for continued growth of Company's business.

Your Company will continue to make all efforts for optimizing the overall performance.

E. CAUTIONARY STATEMENT:

The statements, expressions, information given in this Management Discussions and Analysis Report describing the Company's objectives, projections, estimates, expectations or predictions may be deemed to be as "forward looking statements". Actual results might substantially or materially different from those expressed or implied. Important developments that could affect the Company's operations included demand supply conditions, changes in Government, global economic scenario and such other developments different from Company's comprehension.

7. Transfer to General Reserve:

During the year, the company has not transferred any sum from the current year's profit to general reserve

8. Deposits:

The Company has not received any deposits during the financial year 2021-22.

9. Quality:

The quality function at KEL has been at the forefront of enabling delivery and support functions in differentiation, optimization and de-risking. While we continue to comply with international standards, such as **ISO 9001-2015, 14001-2015 & 45001-2018**, our quality and engineering departments drove change initiatives for productivity improvements.

10. Infrastructure:

The Company is in the process of improving the infrastructure at Vishwasnagar, Garamsur and other Units.

11. Related Party Transactions:

The Company has entered in to related party transactions which are in arms-length basis as mentioned in **Annexure I** to this report.

12. Board Committees:

The Company has following Committees of the Board:

- a) Audit Committee;
- b) Stakeholders Relationship Committee;
- c) Committee of Directors (Share Transfer Committee);
- d) Independent Directors Committee;
- e) Corporate Social Responsibility Committee; and
- f) Nomination and Remuneration Committee.

The composition of each of the above Committees, their respective role and responsibility is as detailed in the Report of Corporate Governance.

13. Particulars of Loans, Guarantees or Investments:

The Company has not given any loans, guarantees and has not made any investments in other entities.

14. Directors:**a) Board Evaluation:**

The Board has reviewed and evaluated the performance of all individual directors and the independent directors have reviewed and evaluated the performances of Chairman, Managing Director and non-independent Directors during the year. They found that none of the board members have contravened any of the statutory provisions of Companies Act, 2013 and its relevant rules, regulations, guidelines etc. applicable to them in exercise of their duties and responsibilities.

b) Declaration by Independent Directors:

A declaration from Independent Directors as required in sub-section (6) & (7) of Section 149 of the Companies Act, 2013 is obtained and the same are placed before the Board for noting. An independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment for next five years.

c) Policy on Director's appointment and remuneration:

As per Section 178 of the Companies Act, 2013, the Company was required to constitute a Nomination and Remuneration Committee for the purpose of identifying qualified persons for appointment of Directors and Senior/ Key Managerial Personnel in future and to fix their remuneration and other allowances. Currently the Company has an agreement with the Managing Director of the Company for a period of 5 years with effect from 29th April, 2019.

d) Number of meetings of the board:

During the year four meetings of Board of Directors were held i.e., on 4th June, 2021, 30th July, 2021, 9th November, 2021 and on 28th January, 2022. These meetings were held as per the provision of section 173 of the Companies Act, 2013.

e) Whistle Blower Policy:

The Company has established a Whistle Blower Policy for Directors and employees to report their genuine concern. The details of the same have been explained in the Corporate Governance Report and the same was inserted in the website of the Company.

15. Auditors:**A. Statutory Auditors and Auditors' Report:**

M/s. KKC & Associates LLP, Chartered Accountants, (FRN105146W/W100621) have been appointed as Statutory Auditors of the Company for a period of five years effective from the conclusion of Fortieth Annual General Meeting till the conclusion of Forty-fifth Annual General Meeting, at the Board meeting of the Company held on 18th May, 2017. As per the provisions of the Companies Act, 2013 the statutory auditors M/s. CNK & Associates, Chartered Accountants, Mumbai (FRN 101961-W/W-100036) have been appointed as Statutory Auditors for a term of five years from the conclusion of this Annual General Meeting till the conclusion of Fiftieth Annual General Meeting scheduled to be held during the year 2027 by the Board and accordingly, resolution No.4 of the notice is being proposed and sought approval of the members.

B. Cost Auditors:

Pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 Shri. Vikas Vinayak Deodhar, Practicing Cost Accountant, Membership No.3813, the Cost Auditor, appointed by the Company to conduct audit of the cost records of the Company for the financial year 2022-23.

c. Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Shri. Swaroop Suryanarayana, C.P.No.9997, Prop: M/s Swaroop Suri and Associates, Practicing Company Secretaries, Bengaluru, have been appointed for conducting the Secretarial Audit for the year ended 31st March, 2022, and their report is annexed as **Annexure 2** to this report.

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Shri. Swaroop Suryanarayana, C.P.No.9997, Prop: M/s Swaroop Suri and Associates, Practicing Company Secretaries, Bengaluru conducted the Audit and issued the Secretarial Compliance Report for the year ended 31st March, 2022, and their report is annexed as **Annexure 3** to this report.

16. Key Managerial Personnel:**A. Managing Director:**

Pursuant to section 203 of the Companies Act, 2013 the Company has entered into an agreement with the Managing Director Shri. Santhosh L Chowgule for a period of 5 years with effect from 29th April, 2019.

B. Chief Executive Officer

The Company has appointed Shri. Mahesh Vijay Wataney as Chief Executive Officer with effect from 1st July, 2020.

c. Chief Financial Officer and Company Secretary:

The Company has appointed Mr. Prabhudev P. as Chief Financial Officer and Ms. Shalu Tibra as Company Secretary with effect 1st March, 2015.

17. Extract of Annual Return:

The extract of annual return in Form No. MGT – 9 as required under Section 92(3) of the Companies Act, 2013 and Rule 12 of Companies (Management and Administration) Rules, 2014 is available on the Website at the Link: www.keltechenergies.com

18. Secretarial Standards:

The Company has complied with all applicable Secretarial Standards.

19. Link to policies on website:

The policies of the Company can be accessed at <http://keltechenergies.com/investors.html>

- i. Code of Conduct
- ii. Vigil Mechanism / Whistle Blowers Policy (new Name to this as per New SEBI LODR)
- iii. Corporate Social Responsibility policy
- iv. Policy on related party transactions
- v. Nomination & remuneration policy
- vi. Policy on determining materiality & archival disclosures

(Note: All the policies and relevant information shall be provided in the website owing to the Website Guidelines as required under Companies Act, 2013 and SEBI (LODR) Regulations, 2015)

20. Investor Education and Protection Fund (IEPF):

Pursuant to applicable provisions of Companies Act, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all unpaid and unclaimed dividends are required to be transferred by the Company to the IEPF established by the Government of India after the completion of 7 years. Further according to the rules, the shares on which the dividend has not been paid or claimed by the shareholders for 7 consecutive years or more shall be transferred to the demat account of the IEPF authority. Accordingly, the company has transferred the unclaimed and unpaid dividends of Rs.1,45,970/- for the financial year 2013-14 on 21.08.2021. Further corresponding shares shall be transferred as per the requirements of the IEPF Rules. The details are available on our website.

21. Significant and material orders:

The Company has sufficient orders on hand for Explosives and Perlite products for sustaining current level of operations.

22. Internal Financial Control:

The Company has effective systems and procedures of internal financial control for ensuring orderly and efficient conduct of its business, safeguarding its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information. These systems are periodically reviewed by the Audit Committee of the Board of Directors. The Audit Committee and the Board have ensured that the said system is adequate considering the nature of business and size of transactions.

23. Committees of the Board:

A detailed note on the Board and its Committees is provided under the Corporate Governance Report in this Annual Report. The composition of the Committees and compliances, as per the applicable provisions of the Act and Rules, are as follows:

Audit Committee	
<p>Composition of the Committee & Role</p> <p>a) Shri. Kaiyoze Beji Billimoria- Chairman</p> <p>b) Ms. Arati Saran - Member</p> <p>c) Shri. Prashant K. Asher - Member</p> <p>d) Shri. Ashvin Chadha Member</p> <p>e) Shri. Santosh L. Chowgule - Member</p>	<p>Highlights of duties, responsibilities and activities</p> <p>(i) All the recommendations made by the Audit Committee during the year were accepted by the Board.</p> <p>(ii) The Company has adopted the Whistle Blower mechanism for Directors and all employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the Company's Code of Business Conduct and Ethics.</p> <p>In accordance with the listing requirements, the Company has formulated policies on Related Party Transactions and Material Subsidiaries. The policies, including the Whistle Blower Policy, are available on our website.</p>

Nomination and Remuneration Committee	
<p>Composition of the Committee & Role</p> <p>a) Ms. Arati Saran - Chairperson b) Shri. Kaiyoze Beji Billimoria - Member c) Shri. Prashant K. Asher – Member d) Shri. Ashvin Chadha - Member</p>	<p>Highlights of duties, responsibilities and activities</p> <p>(i) The Committee oversees and administers executive compensation, operating under a written charter adopted by the Board of Directors.</p> <p>(ii) The Committee has designed and continuously reviews the compensation programme for Managing and senior executives to align both short-term and long-term compensation with business objectives and to link compensation with the achievement of measurable performance goals.</p> <p>(iii) The Committee structures compensation to ensure that it is competitive in the global markets in which the Company operates in order to attract and retain the best talent. In the future, the Committee plans to use a combination of stock options, restricted stock units and performance- based stocks to align senior employee compensation with shareholder value.</p> <p>The Nomination and Remuneration Committee has framed the Nomination and Remuneration policy.</p>
Stakeholders Relationship Committee	
<p>Composition of the Committee & Role</p> <p>a) Ms. Arati Saran - Chairperson b) Shri. Kaiyoze Beji Billimoria - Member c) Shri. Prashant K. Asher - Member d) Shri. Ashvin Chadha – Member e) Shri. Santosh L. Chowgule – Member</p>	<p>Highlights of duties, responsibilities and activities</p> <p>(i) The Committee reviews and ensures redressal of investor grievances.</p> <p>(ii) The Committee noted that all the grievances of the investors have been resolved during the year.</p>
Committee of Directors (Share Transfer Committee)	
<p>Composition of the Committee</p> <p>a) Shri. Vijay V. Chowgule - Chairman b) Shri. Ramesh L. Chowgule – Member c) Shri. Santosh L. Chowgule - Member</p>	<p>Highlights of duties, responsibilities and activities</p> <p>The Committee shall overview the process of share transfers, transmissions etc. during the period and shall note the same as to delay or approvals in time.</p>
Independent Directors Committee	
<p>Composition of the Committee</p> <p>a) Ms. Arati Saran - Chairperson b) Shri. Kaiyoze Beji Billimoria - Member c) Shri. Prashant K. Asher – Member d) Shri. Ashvin Chadha - Member</p>	<p>Highlights of duties, responsibilities and activities</p> <p>(i) The Committee shall review the performance of the Non-Independent Directors of the Company.</p> <p>(ii) The review is pursuant to provisions of Part VIII of Schedule IV of the Companies Act, 2013.</p>

Corporate Social Responsibility Committee	
Composition of the Committee	Highlights of duties, responsibilities and activities.
a) Shri. Kaiyoze Beji Billimoria - Chairman b) Shri. Prashant K. Asher - Member c) Shri. Ashvin Chadha – Member d) Shri. Santosh L. Chowgule - Member	(i) The Committee shall plan, implement, process and spend the funds allocated to corporate social responsibility activities. (ii) This process is pursuant to Section 135 of the Companies Act, 2013.

24. Risk Management Policy:

The Company has implemented a risk management policy including identification therein of elements of risk, if any, and the same has been inserted in the website (www.keltechenergies.com).

25. Corporate Governance :

The Corporate Governance certificate received from M/s. KKC & Associates LLP, Chartered Accountants, Mumbai (FRN:105146W/W100621) regarding compliance of conditions of corporate governance as stipulated in Regulation 34(3) read with Schedule V (C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed with the report.

26. Director's Responsibility Statement:

Your Company's Directors make the following statement in terms of sub-section (5) of Section 134 of the Companies Act, 2013, which is to the best of their knowledge and belief and according to the information and explanations received from them are noted by the Board-

1. The financial statements have been prepared in conformity with the applicable Accounting Standards and requirements of the Companies Act, 2013, ("the Act") to the extent applicable to the Company; on the historical cost convention; as a going concern and on the accrual basis. There are no material departures in the adoption of the applicable Accounting Standards.
2. The Board of Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period.
3. The Board of Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities. The Board of Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
4. The Board of Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
5. The financial statements have been audited by M/s. KKC & Associates LLP, Chartered Accountants, Mumbai, the Company's Auditors.

27. Particulars of Employees:

The total number of employees of the company as on March 31, 2022 was 231 as against 234 as on March 31, 2021.

28. Compliance under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has a robust mechanism in place to redress complaints reported under it. The Company has complied with provisions relating to the constitution of Internal Complaints Committee. During the year ended 31.03.2022, no cases of sexual harassment were reported in your Company. During the course of the year, several initiatives were undertaken to demonstrate the Company's zero tolerance philosophy against discrimination and sexual harassment, which included creation of comprehensive and easy to understand training and communication material which are also made easily accessible.

29. Particulars of loans, guarantees or investments under section 186:

During the year the company has not sanctioned any loans, given securities and made any investments as prescribed under section 186 of the Companies Act, 2013.

30. Conservation of energy, research and development, technology absorption, foreign exchange and outgo:

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

I. CONSERVATION OF ENERGY (FORM 'A')

This is not applicable to Explosives Industry.

II. ABSORPTION OF RESEARCH AND DEVELOPMENT (FORM 'B')**A. Specific areas in which R&D is carried out by the Company.**

- I. Cost reduction.
- II. Product and Technology Development for Explosives.
- III. Technical Services to monitor use of Explosives by Customers.
- IV. Development of improved and more efficient equipment for increased productivity.
- V. Product Development in relation to application of Explosives and Perlite.

B. Benefits derived as a result of the above R & D:

- I. Introduction of products for specific strata conditions.
- II. Higher efficiency in use of Explosives to Customers.
- III. Higher productivity in manufacturing process.
- IV. Reduction in cost of production.
- V. Entry into Export market.
- VI. Application of Filter Aid products in Industries specific to customer requirements.
- VII. Application of Perlite products in horticulture specific to customers' requirements.

C. Future Plan of Action:

- I. Continue development work on Explosives.
- II. Explore new businesses for diversification.

D. Expenditure on R & D:

- I. Capital - Nil.
- II. Recurring – Rs.30.96 lacs.
- III. Total – Rs.30.96 lacs.
- IV. Total R & D expenditure as a % total turnover – 0.09 %

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

1. Efforts, in brief, made towards technology absorption, adaptation and innovation: Modernization of existing set up to adapt to new age technologies.
 2. Benefits derived as a result of the above efforts e.g., product improvement, cost reduction, product development, import substitution etc.
 3. PETN, Detonating Fuse & Cast Booster products with fully indigenous equipment have been produced and supplied. These products have been well accepted by customers for use in difficult strata conditions.
 4. Safety standards have been maintained, both during manufacture and usage, based on periodic feedback.
 5. In case of imported technology (imported during the last five years reckoned from the beginning of the financial year) following information may be furnished.
 - (a) Technology imported:
 - (b) Year of import:
 - (c) Has the technology been fully absorbed?
 - (d) If not fully absorbed, areas where this has not taken place, reasons there for and future plan of action
- } Not applicable.

III. FOREIGN EXCHANGE EARNING AND OUTGO:

a. Activities relating to exports, etc.	The Company has exported goods worth Rs.1567.32 lacs (C & F) during the year
b. Total Foreign exchange used and earned	The Company has used Foreign Exchange amounting to Rs.20.46 lacs and earned Rs. 1408.58 lacs during the year.

31. Corporate Social Responsibility (CSR):

The disclosure as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 the Company was required to spend a sum of **Rs.11.74 lacs** towards Corporate Social Responsibility Policy and accordingly the Company has spent the same.

32. Green initiatives:

Electronic copies of the annual report 2021-22 and the notice of the 45th Annual General Meeting are sent to all members whose e-mail addresses are registered with the Company/Depository Participants.

33. Acknowledgments:

Your directors place on record their thanks to the Canara Bank and State Bank of India for their unstinted co-operation and timely assistance. Your directors would like to make a special mention of the support extended by the various Departments of Government of India, the State Government agencies, the Tax Authorities including the Customs and Excise Departments, Department of Industrial Policy and promotion, Ministry of Corporate Affairs, Securities and Exchange Board of India and others and look forward to their continued support in all future endeavours. The Directors acknowledge the support and co-operation extended by valued customers of the Company. Your directors also place on record their appreciation for the dedicated services rendered by the employees at all levels during the year under review.

For and on behalf of the Board of Directors

Vijay V. Chowgule
Chairman

Place: Goa

Date: 30th May, 2022.

**Annexure – 1
AOC-2**

**PARTICULARS OF CONTRACTS / ARRANGEMENTS MADE WITH THE RELATED PARTIES
(Pursuant to Clause (h) of Sub-section (3) of Section 134 of the Companies Act, 2013, and Rule 8(2) of the
Companies (Accounts) Rules, 2014)**

This Form pertains to the disclosure of particulars of contracts/arrangements entered into by the Company with the related parties referred to in Sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangements or transactions entered during the year ended March 31, 2022, which were not at arm's length basis

Details of material contracts or arrangement or transactions at arm's length basis:

The details of material contracts or arrangement or transactions at arm's length basis for the year ended March 31, 2022 are as follows:

Name(s) of the related party	Chowgule & Company.Pvt. Ltd.	Chowgule Construction Chemicals.Pvt. Ltd.	Chowgule Brothers Pvt. Ltd.
Nature of relationship	Promoter	Group concern	Group concern.
Nature of contracts/ arrangements/ transactions	Services rendered	Services received and rendered.	Services received.
Duration of the contracts/ arrangements/ transactions	Running contract.	Running contract	Running contract.
Salient terms of the contracts or arrangements or transactions including the value, if any	Drilling & blasting Contracts.	Marketing & Financial services	Hire charges of godown and handling charges of materials.
Date(s) of approval by the Board, if any	4 th June, 2021	4 th June, 2021	4 th June, 2021.
Value involved	Rs.151.56 lacs.	Rs.5.22 lacs & Rs.2.55 lacs.	Rs.18.49 lacs.

For and on behalf of the Board of Directors

Place: Goa
Date: 30th May, 2022

Vijay V. Chowgule
Chairman

**Annexure – 2
PARTICULARS OF EMPLOYEES**

Disclosure of Remuneration under Section 197 of the Companies Act, 2013, and Rule 5(1) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The remuneration and perquisites provided to our employees including that of the Management are at par with the industry standards. The nomination and remuneration committee constantly review the compensation of employees including that of Management to align both the short term and long-term business objectives of the Company and to link compensation with the achievement of measurable performance goals.

The Remuneration paid on comparison with Median Remuneration of Employees [MRE] during fiscal year 2020-21 and % increase in MRE from fiscal year 2021-22 is as under:

Sl. No	Name of the Director	Ratio to median Remuneration	% of Increase in MRE since 2021	The number of permanent employees on the rolls of Company as on 31 March, 2022.
1	Santosh L. Chowgule	18.12	9.34	231

(a) As a policy, Shri. Vijay V. Chowgule, Chairman, and Shri. Ramesh L. Chowgule, Director have abstained from receiving remuneration from the Company and hence not stated.

(b) The number of permanent employees on the rolls of Company: 231.

For and on behalf of the Board of Directors

Place: Goa
Date: 30th May, 2022.

Vijay V. Chowgule
Chairman

Annexure-3

FORM NO. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

(Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014)

To,
The Members,
Keltech Energies Limited, Bengaluru
CIN: L30007KA1977PLC031660

I have conducted the secretarial audit of the compliance of applicable statutory provisions and adherence to good corporate practices by M/s. Keltech Energies Limited, (herein after referred to as "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2022 according to the provisions of:

1. The Companies Act, 2013, (the Act) and the Rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and By-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2018; - **Not Applicable as the Company has not issued any shares during the year under review;**
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - **Not Applicable as the Company has not issued any shares/options to directors/employees during the year under review;**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable as the Company has not issued any debt securities during the year under review;**
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - **Not Applicable as the Company has not delisted/proposed to delist any shares during the year under review;**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - **Not Applicable as the Company has not bought back / not proposed to buy back any shares during the year under review;**
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendments; and

6. Employees Provident Fund and Miscellaneous Provisions Act, 1952
7. Employees State Insurance Act, 1948
8. Environment Protection Act, 1986 and other applicable environmental laws
9. Indian Contract Act, 1872
10. Income Tax Act, 1961 and other related laws
11. Indian Stamp Act, 1999
12. Payment of Bonus Act, 1965
13. Payment of Gratuity Act, 1972 and such other applicable labour laws.

Further, the sectoral laws applicable to the company were as under:

1. The Explosives Act, 1884 and The Explosive Rules, 2008,
2. The Ammonium Nitrate Rules, 2012.
3. The Karnataka Shops and Commercial Establishments act, 1961
4. Minimum Wages Act, 1948
5. Payment of Gratuity Act, 1972
6. Contract Labour (Abolition and Regulation) Act, 1970
7. Employee State Insurance Act, 1948
8. Employee Provident Fund and Miscellaneous Provisions Act, 1952
9. Workmen Compensation Act, 1923
10. Industrial Employment Standing Orders Act, 1946
11. Child Labour (Prohibition & Regulation) Act, 1986
12. The Factories Act, 1948
13. The Indian Fatal Accidents Act, 1985
14. The Industrial Disputes Act, 1947
15. Trade Union Act, 1926
16. The Karnataka Industrial Areas Development Act, 1966.

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws, Rules and Regulations to the Company.

I have also examined compliance with the applicable and recommended:

- i) Secretarial Standards with respect to Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;
- ii) Guidance note on ICSI Auditing Standards;
- iii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- iv) Listing Agreement entered into with the BSE Limited.

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

I further report that:

- (i) The Board of Directors of the Company is duly constituted with proper composition of Executive Directors, Non-Executive Directors and Independent Directors including Women Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- (ii) Adequate notice is given to all directors to schedule the Board and other Committee meetings. Agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- (iii) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
- (iv) 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.
- (v) During the audit period the company has no major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013, having major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standard etc.
- (vi) We further report that during the review period, no major action having a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. above have taken place except for the following:
 - a) The Company in its Annual General Meeting had appointed two directors on Board who have attained the age of 75 Years who shall be liable to retire by rotation.

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

For Swaroop Suri and Associates
Company Secretaries

Place: Bengaluru
Date: 1st June, 2022
UDIN: F008977D000448548

Swaroop S.
Proprietor
FCS No. 8977 CP No. 9997

Annexure-A to MR-3

To,
The Members,
Keltech Energies Limited
Bengaluru.

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

Management's Responsibility

1. To maintain the Secretarial records, devise proper systems and to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. We have conducted online verification & examination of records, as facilitated by the Company, due to Covid-19 and subsequent lockdown situation for the purpose of issuing this report.
3. Our responsibility is to express an opinion on these secretarial records standards and procedures followed by the Company with respect to secretarial compliances.
4. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. Due to COVID-19 scenario, the verification of documents, records, information was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
5. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.

Disclaimer

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.
7. We have verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

For Swaroop Suri and Associates
Company Secretaries

Place: Bengaluru
Date: 1st June, 2022

Swaroop S.
Proprietor
FCS No. 8977 CP No. 9997

Annexure – 4

To,
The Members
Keltech Energies Limited,
CIN: L30007KA1977PLC031660
'Embassy ICON', VII Floor, No. 3, Infantry Road, Bengaluru – 560001

Sir/ Madam,

Annual Secretarial Compliance Report for the Financial Year 2021-22

I have been engaged by Keltech Energies Limited having CIN L30007KA1977PLC031660 whose equity shares are listed on BSE Limited (Security Code: 506528, ISIN: INE881E01017), to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI's Circular No: CIR/CFD/CMD1/27/2019 dated 8th February, 2019 and to issue the Annual Secretarial Compliance Report there on.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations, relevant circulars /guidelines issued thereunder from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations, relevant circulars/ guidelines issued there under from time to time and issue a report thereon.

We have conducted our Audit based on the records and information made available to us and in accordance with ICSI Guidance Note on Annual Secretarial Compliance Report and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report is enclosed.

**For Swaroop Suri and Associates
Company Secretaries**

Place: Bengaluru
Date: 20th April, 2022

**Swaroop S
Proprietor**
FCS No. 8977 CP No. 9997

SECRETARIAL COMPLIANCE REPORT
for the year ended March 31st, 2022
(Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018)

I, Swaroop Suryanarayana, Prop: Swaroop Suri and Associates, Practicing Company Secretaries, having office at: 841, First Floor, 12th Main, Vinayaka Layout, Nagarbhavi 2nd Stage, Bengaluru 560072, Karnataka, India have examined:

- (a) all the documents and records made available to us and explanation provided by the Company;
- (b) the filings/ submissions made by the listed entity to the stock exchange;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

For the year ended March 31, 2022 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations applicable to the Company, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

1. SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
2. SEBI (Procedure for Board Meetings) Regulations, 2001
3. SEBI (Central Database of Market Participants) Regulations, 2003
4. SEBI (Ombudsman) Regulations, 2003
5. SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003
6. SEBI (Regulatory Fee on Stock Exchanges) Regulations, 2006
7. SEBI (Investor Protection and Education Fund) Regulations, 2009
8. SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
9. SEBI {KYC (Know Your Client) Registration Agency} Regulations, 2011
10. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
11. SEBI (Prohibition of Insider Trading) Regulations, 2015
12. SEBI (Settlement Proceedings) Regulations, 2018
13. SEBI (Appointment of Administrator and Procedure for Refunding to the Investors) Regulations, 2018
14. SEBI (Depositories and Participants) Regulations, 2018
and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder;
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records;
- (c) There are no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the *Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under;

(d) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable**

For Swaroop Suri and Associates

Company Secretaries

Place: Bengaluru

Date: 20th April, 2022

UDIN: F008977D000170798

Swaroop S.

Proprietor

FCS No. 8977 CP No. 9997

Annexure-5

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

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

1.	A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the weblink to the CSR Policy and projects or programs	Expenditure incurred for promotion and development of educational institutions in Karnataka, Maharashtra and Goa
2.	Composition of CSR Committee	Shri. Kaiyoze Beji Billimoria – Chairman Shri. Prashant K. Asher – Member Shri. Ashvin Chadha - Member Shri. Santosh L. Chowgule – Member
3.	Average net profit of the Company for last three financial years	Rs.586.93 lacs.
4.	Prescribed CSR expenditure (2% of the average net profit as computed above)	Rs.11.74 lacs.
5.	Details of CSR expenditure during the financial year: (a) Total amount to be spent for the financial year: (b) Amount spent: (c) Amount unspent:	Rs.11.74 lacs. Rs.12.66 lacs. Rs. Nil.
6.	Reasons for not spending the amount specified in point 4 above	Not Applicable.

The Company has undertaken the following Corporate Social Responsibility activities during the financial year 2021-22.

Sr. No	1.	2.	3
CSR projects/Initiatives	Health care	Rural Development	Promotion of Education
Sector in which the project is covered	Medical equipments & ancillary materials.	Development of tribal area.	Development of educational institution
Locations (district/state)	1. Garamsur, P.O.Dudhala, Tq.Katol, Dist.Nagur, Maharashtra. 2. Udupi Panchayat, District Udupi, Karnataka.	Palgar District, Maharashtra.	Goa, India.
Amount outlay (budget) project or program wise	Rs.73,400/- Rs.7,36,387/-	Rs.50,000/-	Rs.4,06,328/-
Amount spent on the project or program Direct expenditure	Rs.73,400/- Rs.7,36,387/-	Rs.50,000/-	Rs.4,06,328/-
Cumulative expenditure up to the reporting period	Rs.73,400/- Rs.7,36,387/-	Rs.50,000/-	Rs.4,06,328/-
Amount spent direct or through implementing agency	Rs.73,400/- Rs.7,36,387/-	Rs.50,000/-	Rs.4,06,328/-

For and on behalf of the Board of Directors

Place: Goa

Date: 30th May 2022.

Vijay V. Chowgule
Chairman

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
Keltech Energies Limited,
'Embassy ICON', VII Floor,
No. 3, Infantry Road,
Bengaluru - 560001

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Keltech Energies Limited having CIN L30007KA1977PLC031660 and having registered office at 'Embassy ICON', VII Floor, No. 3, Infantry Road, Bengaluru - 560001 (hereinafter referred to as 'the Company'), produced before me 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 Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as a disclosure in its Corporate Governance Report of the Financial Year ended 31st March 2022. I have considered non-disqualification status to include non-debarment by Regulatory or Statutory Authorities.

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

Sr. No	Name of the Director	DIN	Date of Appointment in the Company
1.	Vijay Vishwasrao Chowgule	00018903	29.01.2021
2.	Ramesh Chowgule Laxmanrao	00018910	29.01.2021
3.	Kaiyoze Beji Billimoria	00021204	23.01.2015
4.	Chowgule Santosh Laxmanrao	00097736	04.03.2003
5.	Prashant Khatau Asher	00274409	17.05.2019
6.	Arati Sanjaya Saran [#]	01157284	20.07.2012
7.	Ashvin Chadha	01962798	17.05.2019

*the date of appointment is as per the MCA Portal.

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

The DIN Status on website of Ministry of Corporate Affairs, New Delhi is "Approved" for all the Directors as on 20.04.2022.

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 Swaroop Suri and Associates
Company Secretaries

Place: Bengaluru
Date: 20th April, 2022
UDIN: F008977D000169203

Swaroop S
Proprietor
FCS No. 8977 CP No. 9997

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Regulation 34(3) read with Schedule V (C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. A BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company is committed to benchmarking itself with the best in all areas including Corporate Governance. The Company's philosophy of Corporate Governance is aimed at strengthening the confidence among shareholders, customers, employees and ensuring a long-term relationship of trust by maintaining transparency and disclosures. The Company believes in maintaining highest standards of quality and ethical conduct, in all the activities of the Company.

2. BOARD OF DIRECTORS:**a) Composition:**

The Board of Directors provides strategic direction and thrust to the operations of the Company. As on 31st March, 2022, the Board of Directors comprised of total seven Directors, out of which six are Non-Executive Directors. Out of the Six Non-Executive directors, four are Independent directors. The Company has Non- Executive Promoter Director as Chairman of the Board, and thus, at least one half of the Board of the Company consists of Independent Directors.

None of the Independent Directors has any other material pecuniary relationship or transaction with the Company, its Promoters, its directors and its senior management, which would affect their independence.

Further, none of the Directors on the Board is a member of more than 10 Committees and Chairman in more than 5 Committees, across all companies in which they are director.

b) Board Procedure:

The agenda is prepared in consultation with the Chairman of the Board and the Chairman of the other Committees. The agenda for the meetings of the Board and its Committees, together with the appropriate supporting documents, are circulated well in advance of the meeting.

Matters discussed at Board meeting generally relates to Company's performance, quarterly/half yearly results of the Company, review of the reports of the Internal Auditors, Audit Committee and compliances with their recommendations, suggestions, non-compliance, if any, of any regulatory, statutory or listing requirements etc.

c) Attendance at the Board Meetings and the last Annual General Meeting:

The Board Meeting dates are decided well in advance and communicated to Directors to enable them to plan for their schedule in order to participate the meetings.

During the year under review, the Board of Directors met 4 (four) times viz. 4th June, 2021, 30th July, 2021, 9th November, 2021 and 28th January, 2022. All the meeting were held through video conference / other audio-visual means.

The details of composition and category of Directors, their attendance at each Board meeting held during the financial year 2021-2022 and at the last Annual General Meeting, their directorships in other companies and membership / chairmanship in Committees are as follows:

Name of Director	Category	No. of Board Meetings held	Attendance particulars		No. of other Directorship	Committee Positions (including Company)	
			Board Meeting	Last AGM		Memberships	Chairman
Shri. Vijay V. Chowgule	Chairman & Promoter Non-Executive Director	4	4	Yes	3	0	0
Shri. Ramesh L. Chowgule	Non- Independent Director	4	4	Yes	1	0	0
Ms. Arati Saran	Non-Executive Independent Director	4	3	Yes	5	1	1
Shri. Kaiyoze Beji Billimoria	Non-Executive Independent Director	4	4	Yes	1	1	1
Shri. Prashant K.Asher	Non-Executive Independent Director	4	4	Yes	10	8	2
Shri. Ashvin Chadha	Non-Executive Independent Director	4	4	Yes	1	2	0
Shri. Santosh L. Chowgule	Promoter Executive Director	4	4	Yes	1	3	0

1. The directorship held by Directors as mentioned above do not include Directorships of Foreign Companies, Section 8 Companies and Private Companies and within the prescribed limit as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2019.
2. Membership/Chairmanship of only Audit Committee and Stakeholders' Relationship Committee of all Public Limited Companies has been considered.

d) Number and date of Board Meetings held:

Four Board Meetings were held during the year 2021-2022. The dates on which the meetings were held are as follows:

Date of Board Meeting	Strength of the Board	No. of Directors present
4 th June, 2021	7	7
30 th July, 2021	7	7
9 th November, 2021	7	6
28 th January, 2022	7	7

e) Disclosure of relationship between directors inter se:

None of the directors of the Company are related with each other except S/Shri. Vijay V. Chowgule, Ramesh L. Chowgule, and Santosh L. Chowgule.

S/Shri Vijay V. Chowgule and Ramesh L. Chowgule, Directors of the Company are the brothers of Shri Santosh L. Chowgule, Managing Director of the Company.

f) Number of shares and convertible instruments held by non-executive directors:

Shri Vijay V. Chowgule, Chairman holds 38722 i.e. 3.8% equity shares of Rs.10/- each in his individual capacity. Further none of the other executive and non-executive directors are holding any shares or convertible instruments in the Company.

g) Familiarization Programme for Independent Directors:

The Company has conducted the familiarization programme for Independent Directors during the year. The Programme aims to provide insights into the Company to enable the Independent Directors to understand its business in depth, to familiarize them with the functioning, operations and business of the Company and to assist them in performing their role as Independent Directors of the Company. The Company's Policy of conducting the Familiarization Programme along with the details of the programmes imparted to the Independent Directors has been disclosed on the website of the Company at www.keltechenergies.com.

3. AUDIT COMMITTEE:**a) Brief description of terms of reference:**

The terms of reference of this Committee are wide. Besides having access to all the required information from within the Company, the Committee acts as a link between the Statutory and Internal Auditors and the Board of Directors of the Company. The brief description of terms of reference is as follows:

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Reviewing with management, the annual financial statements before submission to the Board for approval with particular reference to:

Matters required to be included in the Directors' Responsibility Statement are included in the Directors' Report in terms of Section 134 (5) of the Companies Act, 2013.

- Changes, if any, in accounting policies and practices and reasons for the same. Major accounting entries involving estimates based on the exercise of judgment by the management.
- Significant adjustments made in the financial statements arising out of audit findings.
- Compliance with listing and other legal requirements relating to financial statements.
- Disclosure of related party transactions.
- Qualifications, if any, in draft audit report.
- Review with management quarterly, half yearly and yearly financial statements before submission to the Board for approval.
- Recommending the appointment/re-appointment/removal of statutory auditors, fixation of audit fees and also approval of payments for any other services.

- Reviewing with management performance of Statutory and internal auditor's adequacy of the internal control systems.
- Reviewing and monitoring the auditors independence, performance and effective of audit process.
- Discussing with internal and statutory auditors of any significant findings and follow-up thereon and reviewing the reports furnished by them.
- Reviewing the Company's financial and risk management policies.
- Compliance with the Stock Exchanges and legal requirements concerning financial statements.
- Approval of any subsequent modification of transactions of the listed entity with related parties.

Carrying out such other function as may be specifically referred to the Committee by the Board of Directors and/ or other Committees of Directors of the Company.

b) Composition :

The Company's Audit Committee functions under the Chairmanship of Shri. Kaiyoze Beji Billimoria (Non-Executive Independent Director), and the members are Ms. Arati Saran (Non-Executive Independent Director), Shri. Prashant K. Asher (Non-Executive Independent Director), Shri. Ashvin Chadha (Non-Executive Independent Director) and Shri. Santosh L. Chowgule (Executive Promoter Director). All the members have the requisite financial and accounting background. Ms. Shalu Tibra, Company Secretary, of the Company is the Secretary to the Audit Committee. During the year 4 Audit Committee Meetings were held on 4th June, 2021, 30th July, 2021, 9th November, 2021 and 28th January, 2022. The attendance details of the committee members are as under:

Sr. No.	Name of the Directors	Number of Meetings attended
1	Shri. Kaiyoze B. Billimoria	4
2	Ms. Arati Saran	3
3	Shri. Prashant K. Asher	4
4	Shri. Ashvin Chadha	4
5	Shri. Santosh L. Chowgule	4

Statutory Auditors M/s. KKC & Associates LLP, Chartered Accountants, Mumbai, Internal Auditors, M/s. B.P.Rao & Company, Chartered Accountants, Bengaluru and M/s. Kumar & Jayakrishnan, Chartered Accountant, Nagpur, were invited to attend the meetings.

4. NOMINATION AND REMUNERATION COMMITTEE:

a) Brief description of terms of reference:

The broad terms of reference of the Nomination and Remuneration Committee are to recommend the Company's policy on remuneration packages for the Managing Director / Executive Directors, reviewing the structures, design and implementation of remuneration policy in respect of key managerial personnel.

b) Composition:

The Company has constituted a Nomination and Remuneration Committee which consists of Ms. Arati Saran, S/Shri. Kaiyoze B. Billimoria, Prashant K. Asher and Ashvin Chadha, Non-Executive Independent Directors of the Company. Ms. Arati Saran, acted as a Chair Person of the Committee and S/Shri. Kaiyoze B. Billimoria, PrashantK. Asher and Ashvin Chadha, Non-Executive Independent Directors of the Company acted as Members of the Committee at the meeting held on 28.01.2022.

The attendance details of the committee members are as under:

Sr. No.	Name of the Directors	Number of Meetings attended
1	Ms. Arati Saran	1
2	Shri. Kaiyoze B.Billimoria	1
3	Shri. Prashant K.Asher	1
4	Shri. Ashvin Chadha	1

c) Performance evaluation criteria for independent directors.

Pursuant to the Regulation 17(10) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 178(2) of the Companies Act, 2013 and SEBI Circular No. SEBI/HO/CMD/CIR/P/2017/004 dated 5th January, 2017 "Guidance note on Board Evaluation", for evaluation of directors of the Company, including Independent Directors, the Board of Directors of the Company has evaluated the performances of each Independent Directors. The questionnaires are prepared considering the business of the Company. The

Evaluation framework for assessing the performance of Independent Directors comprises of the following key areas:

1. Attendance of Board and Committee Meetings;
2. Quality of contribution to Board deliberations;
3. Strategic perspectives or inputs regarding future growth of the Company and its performances;
4. Providing perspectives and feedback going beyond information provided by the management.

d) In terms of requirement of Listing Regulations, the Board has identified the following skills / expertise / competencies of the Directors as given below:

Skills and its description	Vijay V. Chowgule	Ramesh L. Chowgule	Arati Saran	Kaiyoze Beji Billimoria	Prashant K.Asher	Ashvin Chadha	Santosh L. Chowgule
Leadership experience of running large enterprise	✓	✓					✓
Experience of crafting Business strategies	✓	✓	✓	✓	✓	✓	✓
Understanding of consumer and customer insights in diverse environments and conditions							✓
Finance and Accounting Experience	✓	✓	✓	✓	✓	✓	✓
Experience in overseeing large and complex supply chain							✓
Understanding use of digital / Information Technology.	✓	✓	✓	✓	✓	✓	✓
Experience of large companies and understanding of the changing regulatory landscape.	✓	✓	✓	✓	✓	✓	✓

5. INDEPENDENT DIRECTORS COMMITTEE.

The Company has formed an Independent Directors Committee, consisting of (1) Ms. Arati Saran, Non-Executive Independent Director, Chairperson of the Independent Directors Committee; (2) Shri. Kaiyoze Beji Billimoria, Non-Executive Independent Director, (3) Shri. Prashant K. Asher, Non-Executive Independent Director and (4) Shri Ashvin Chadha, Non-Executive Independent Director of the Company are the members of the Independent Directors Committee.

The brief terms of reference of this Committee includes review the performance and participation of individual non-independent directors and promoter non-executive directors and accordingly reviewed the same at their meeting held on 28.01.2022. The attendance details of the committee members are as under:

Sr. No.	Name of the Directors	Number of Meetings attended
1	Ms.Arati Saran	1
2	Shri. Kaiyoze Beji Billimoria	1
3	Shri. Prashant K.Asher	1
4	Shri. Ashvin Chadha	1

6. REMUNERATION OF DIRECTORS:

- The Non-Executive Directors had no pecuniary relationship or transactions with the Company during the year 2021-22.
- None of the Non - Executive Directors is being paid any remuneration except sitting fees. Sitting fees to Non-executive Independent & Promoter Directors is being paid at the rate of Rs.10,000/- for each meeting of the Board, Audit Committee, Stakeholders' Relationship Committee, Nomination & Remuneration Committee, Independent Directors Committee, Committee of Directors Committee (Share Transfer Committee), Corporate Social Responsibility Committee, attended by them.
- Details of remuneration/sitting fees paid to Directors during the year ended 31st March, 2022 and shares held by them on that date are as follows:

(Amount in Rs.)

Name	Salary including perquisites	Contribution to PF & others	Commission	Sitting fees	Total	Total no. of shares held
Shri. Vijay V. Chowgule	-	-	-	60,000-00	60,000-00	38722
Shri. Ramesh L. Chowgule	-	-	-	60,000-00	60,000-00	0
Shri. Kaiyoze Beji Billimoria	-	-	-	1,50,000-00	1,50,000-00	0
Ms. Arati Saran	-	-	-	1,10,000-00	1,10,000-00	0
Ms. Prashant K.Asher	-	-	-	1,50,000-00	1,50,000-00	0
Shri. Ashvin Chadha	-	-	-	1,50,000-00	1,50,000-00	0
Shri. Santosh L. Chowgule	77,42,534-00	20,50,700-00	-	-	97,93,234-00	0

- The above details of remuneration or fees paid are all elements of remuneration package of individual directors summarized under major groups.
- Apart from the above mentioned remuneration or fees paid, there is no other fixed component and performance linked incentives based on the performance criteria.
- There are no separate service contracts with any of the directors. The tenure of office of the Managing Director is for five years from his respective date of appointment, and can be terminated by either party by giving 90 days notice in writing. There is no separate provision for payment of severance fees.
- There are no stock options offered to any of the Directors of the Company.

7. STAKEHOLDERS' RELATIONSHIP COMMITTEE:**a) Composition:**

As required under regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has a duly constituted Stakeholders Relationship Committee consisting of (1) Ms.Arati Saran, Non-Executive Independent Director, Chairperson of the Stakeholders Relationship Committee; (2) Shri. Kaiyoze Beji Billimoria, Non-Executive Independent Director, (3) Shri. Prasant K. Asher, Non Executive Independent Director (4) Shri. Ashvin Chadha, Non-Executive Independent Director and(5) Shri. Santosh L. Chowgule, Executive Promoter Director are the members of the Stakeholders Relationship Committee. The Stakeholders Relationship Committee was constituted to specifically look into the redressal of Investors' complaints relating to the transfer of shares, non-receipt of Annual Reports and non receipt of dividends declared by the Company etc. During the year ended 31st March, 2022, the Company has not received any query, complaint / grievance from its Shareholders. Thus, no complaints are pending as on 31st March, 2022.

No shares were pending for transfer, transmission, name deletion, consolidation, sub-division, issue of duplicates and rematerialisation of shares as at 31st March, 2022. This Committee met on four occasions during the financial year on 4th June, 2021, 30th July, 2021, 9th November, 2021 and 28th January, 2022. The attendance details of the committee members are as under:

Sr. No	Name of the Members	Number of Meetings attended
1	Shri. Kaiyoze B. Billimoria	4
2	Ms. Arati Saran	3
3	Shri. Prashant K. Asher	4
4	Shri. Ashvin Chadha	4
5	Shri. Santosh L. Chowgule	4

Status of investors' complaints/services requests:

At the beginning of the year	Received during the year	Resolved during the year	Pending
NIL	NIL	NIL	NIL

Ms. Shalu Tibra, Company Secretary of the company acted as the Secretary to the committee and she is also the Compliance Officer of the company.

8. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

As per Section 135 of the Companies Act, 2013, the Company was required to incur an expenditure of 2% of the average net profits of the Company made during the three immediate preceding financial years for social activities specified under the said provision and also to constitute a Committee for ensuring the said activities to be undertaken by the Company in a systematic manner. Accordingly, the Board has formed a Committee consisting of Shri. Kaiyoze B. Billimoria, Non- Executive Independent Director, acted as Chairman of the Committee, Santosh L. Chowgule, Executive Promoter Director, S/Shri. Prashant K. Asher, and Ashvin Chadha, Non-Executive Independent Directors of the Company acted as members of the Committee at their meeting held 9th November, 2021. The attendance details of the committee members are as under:

Sr. No.	Name of the Directors	Number of Meetings attended
1	Shri. Kaiyoze B. Billimoria	1
2	Shri. Prashant K. Asher	1
3	Shri. Ashvin Chadha	1
4	Shri. Santosh L. Chowgule	1

9. COMMITTEE OF DIRECTORS (SHARE TRANSFER COMMITTEE):

The Company has formed a Committee of Directors for the purpose of share transfer, transmission, consolidation, name deletion etc. The Committee consists of Shri. Vijay V. Chowgule, Non-Executive Promoter Director as Chairman, S/Shri. Ramesh L. Chowgule and Santosh L. Chowgule, Non-Executive Promoter Director and Executive Promoter Director respectively as members of the Committee. The Committee processed the share transfers, transmission, name deletion, issue of duplicate certificates etc. During the year two meetings were held viz 15.02.2022 and 31.03.2022, The attendance details of the committee members are as under:

Sr. No.	Name of the Directors	Number of Meetings attended
1	Shri. Vijay V. Chowgule	2
2.	Shri. Ramesh L. Chowgule	2
3	Shri. Santosh L. Chowgule	2

10. GENERAL BODY MEETINGS:
a) Location and time, where last three Annual General Meetings (AGM) held:

The Company convenes AGM generally within four months of the close of the financial year. The details of Annual General Meetings held in last 3 years are as follows:

AGM	Day	Date & time	Venue	Whether Special Resolution Passed
44 th	Friday	24-09-2021 at 11.00 AM	Through Video Conference / Other Audio-Visual Means.	Yes
43 rd	Wednesday	12-08-2020 at 12.30 PM	Through Video Conference / Other Audio-Visual Means.	No.
42 nd	Tuesday	23-07-2019 at 2.30 PM	Beaumont Hall, Le Meridien, No.28, Sankey Road, Bengaluru-560052.	No.

b) Postal Ballot:

During the year 2021-22, the Company did not propose any business to be transacted through Postal Ballot.

11. MEANS OF COMMUNICATION:

The Company has published quarterly / half yearly/Annual results as per details mentioned below.

Newspapers	Date of Board meeting	Date of Publishing
Financial Express (English) and Sanje Vani / Vishwa Vani (Kannada)	4 th June, 2021.	5 th June, 2021.
	30 th July, 2021.	31 st July, 2021.
	9 th November, 2021.	10 th November, 2021.
	28 th January, 2022.	29 th January, 2022.

Website: The Company's website (www.keltechenergies.com) contains a separate dedicated section 'Investor Relations' where shareholders' information is available. The Company's Annual Report is also available in a user-friendly and downloadable form.

New releases, presentations, among others: No Corporate Announcements made to the Stock Exchanges during the year 2021-22.

During the year 2021-22, the Company has not made any presentations to institutional investors or analysts.

12. GENERAL SHAREHOLDER INFORMATION:

a. Annual General Meeting: 45th AGM.

- i) Date : 23rd September, 2022.
- ii) Time : 11.00 Hrs.
- iii) Mode : Through Video Conference(VC)/Other Audio Visual Means(OAVM)

b. Financial Year: The financial year covers the period from 1st April, 2022 to 31st March, 2023.

Tentative Calendar for the financial year ending 31st March, 2023.

Financial reporting for the	Tentative dates of the Board Meeting
First quarter ending 30 th June, 2022	: Second fortnight of July, 2022
Half year ending 30 th September, 2022	: Second fortnight of October, 2022
Third quarter ending 31 st December,2022	: Second fortnight of January, 2023
Year ending 31 st March, 2023	: Second fortnight of May, 2023

Annual General Meeting for the year ended 31st March, 2023 is likely to be held in the second fortnight of July, 2023.

c. Dividend Payment Date: Credit / Dispatch between 5th July, 2022 to 28th July, 2022.

d. Listing on Stock Exchanges:

BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001.

e. Listing Fees:

The Company has paid the listing fees for the year 2022-23 to BSE Ltd., Mumbai where the shares are listed.

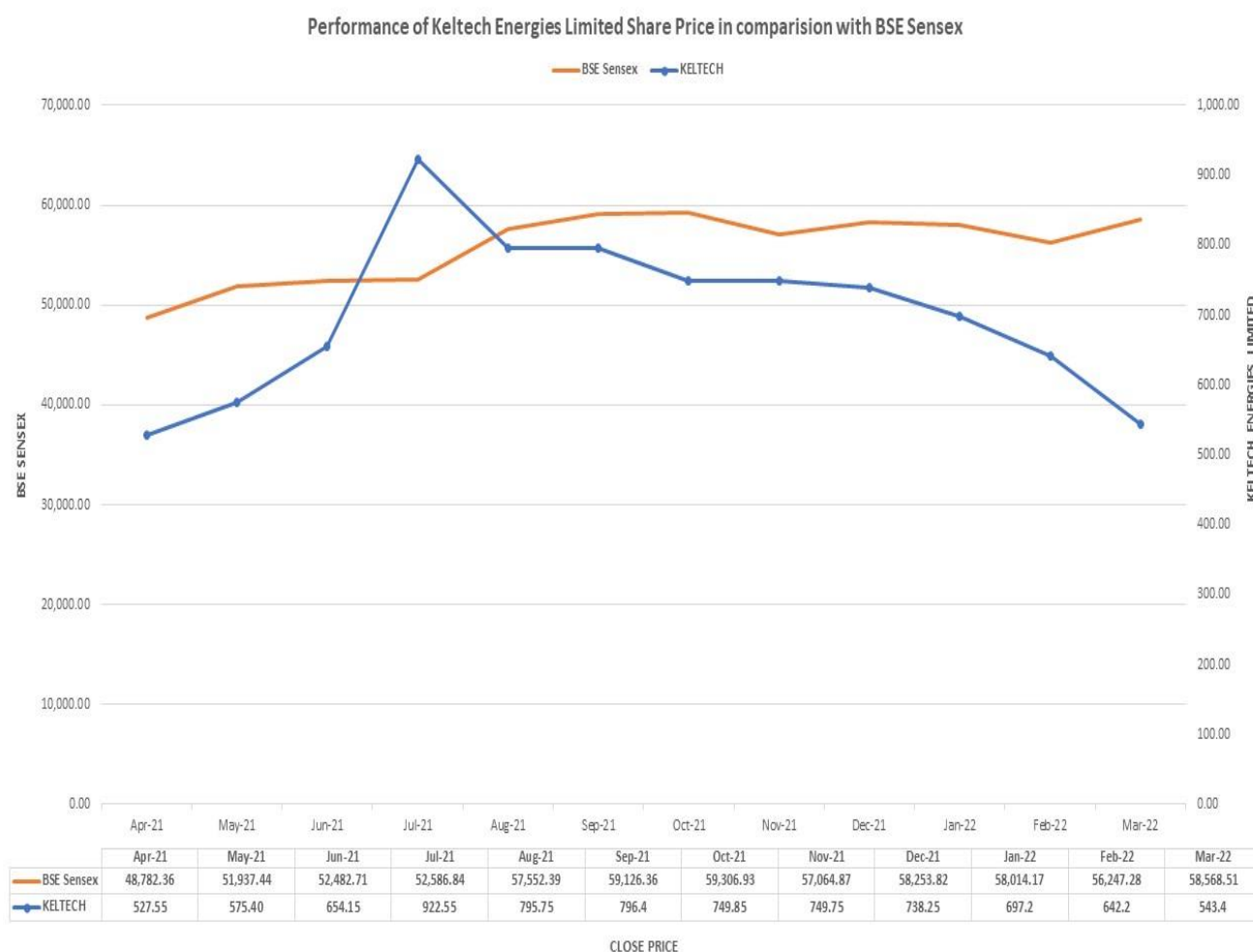
f. Stock Code:

BSE: 506528

ISIN: INE881E01017

g. Stock Market Price Data:

The prices of the Company’s equity shares traded during the year at Bombay Stock Exchange Ltd. were as under:



h. Whether the securities are suspended from trading on Stock exchanges: No.

i. Registrar and Share Transfer Agents:

M/s. Canbank Computer Services Ltd., R & T Center, No.218, J.P. Royale,
 1st Floor, 2nd Main, Sampige Road, Malleshwaram, Bengaluru-560003. Contact Persons: S/Shri. Ravi and S.Naidu.
 Ph.080-23469661/62.
 Fax.080-23469667/68.
 Email: ravi@ccsl.co.in; naidu@ccsl.co.in

j. Share Transfer System:

All shares sent or transferred in physical form are registered by the Registrar and Share Transfer Agent (RTA) within 15 days of the lodgment, if documents, are found in order, except delay in some cases. Shares under objection are returned within two weeks. All requests for dematerialization of shares processed and the confirmation is given to the respective depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) within 21 days.

k. Distribution of Shareholding as on 31st March, 2022:

The shareholding distribution of equity shares as on 31st March, 2022 is furnished below:

Shares having nominal value of From To	No. of holders	% of total no of holder	No. of shares	% of total no of shares
1 – 5000	3718	96.97	268677	26.87
5001 – 10000	77	1.98	62200	6.22
10001 – 20000	22	0.56	31232	3.12
20001 – 30000	6	0.15	14763	1.48
30001 – 40000	3	0.08	10626	1.06
40001 – 50000	2	0.05	8772	0.88
50001 – 100000	3	0.08	20876	2.09
100001 and above	5	0.13	582854	58.29
TOTAL	3896	100.00	10,00,000	100.00

l. Dematerialization of Shares and liquidity:

As on 31st March, 2022, 91.41% of the total shares of the Company were in dematerialized form.

m. Convertible Instrument:

Your Company has not issued any ADRs, GDRs, warrants or any convertible instruments during the financial year ended 31st March, 2022.

n. Plant Locations:

i. Vishwasnagar- Karnataka.	ii. Donimalai- Karnataka.
iii. Waidhan- Madhya Pradesh.	iv. Anuppur- Madhya Pradesh.
v. Chandrapur- Maharashtra.	vi. Garamsur- Maharashtra.
vii. Manuguru – Telangana.	viii. Godavarikhani- Telangana.
ix. Korba- Chattishgarh.	x. Bachel- Chattishgarh.
xi. Mangampet- Andhra Pradesh.	xii. Koraput- Odisha.

o. Regd. Office/ Corporate Office & Address for Investors' Correspondence:

Ms. Shalu Tibra,

Company Secretary and Compliance Officer

Keltech Energies Ltd. Embassy Icon, 7th Floor, No.3, Infantry Road, Bengaluru-560001, Karnataka.
Phone : 080-22251451/22257900

Fax : 080-22253857, Email: info@keltechenergies.com

13. OTHER DISCLOSURES:**a. Related party transactions and Disclosures:**

Related party transactions are defined as transactions of the Company of material nature had with promoters, directors or with their relatives etc.

The transactions with the related parties, as per the requirements of the Indian Accounting Standard 24, are disclosed in Notes on Accounts, forming part of the Annual Report.

None of the transactions with any of the related parties were in conflict with the interest of the Company.

Details of all material transactions with related parties are disclosed quarterly along with the compliance report on corporate Governance.

As required under Regulation 23 of the Listing Regulations, 2015, the company has formulated a policy on Materiality and dealing with the Related Party Transactions which have been uploaded on the company website www.info@keltechenergies.com

b. Compliance by the Company:

The Company has complied with all the requirements of listing agreement and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 entered into with the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital market during the last three years.

c. Whistle-Blower Policy and affirmation that no personnel have been denied access to the Audit Committee:

The Company has established a policy for employees to report concerns about unethical behavior, actual or suspected fraud, or violation of code of conduct or ethics policy. The policy also provides for adequate safeguards against victimization of employees who avail of the policy and also provide for direct access to the Chairman of the Audit Committee in the exceptional cases. We affirm that during the financial year 2021-22, no employee was denied access to the Audit Committee.

d. Details of Compliance with mandatory requirements and adoption of non-mandatory requirements;

The Company has complied with all mandatory requirements of Regulation 27 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (w.e.f. 1st December, 2015). The Details of these compliances along with the non-mandatory requirements adopted by the Company have been given in the relevant section of this report.

e. Policy for determining “material” subsidiaries – As the Company does not have any subsidiaries, the policy for determining the “material” subsidiaries has not been made.**f. Commodity price risks and commodity hedging activities:** The Company does not deal in commodity price risks and commodity hedging activities.**g. Preferential allotment:** The Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of SEBI (LODR) Regulations, 2015.**h.** The Company has paid the audit fee to the statutory auditors on a consolidated basis for their services rendered.**i.** The Company has placed all the related party transactions before the Audit Committee and the same have been approved by the Board and none of the said transactions were not approved either by the Audit Committee or the Board during the year.**j.** A certificate of non-disqualification of Directors dated xx from a company secretary in practice has obtained vide Annexure-6 to the Boards Report pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- k. All the recommendations made by the committees were accepted by the Board during the year.
- l. That in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:
 - a. number of complaints filed during the financial year – Nil.
 - b. number of complaints disposed of during the financial year – Nil.
 - c. number of complaints pending as on end of the financial year -Nil.
- m. No loans or advances have been provided to any company in which directors are interested

14. Compliance of the requirement of Corporate Governance Report:

During the year 2021-22, the Company has complied with the requirements of Corporate Governance Report of sub paras (2) to (10) of the Point C of Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

15. Discretionary Requirements as specified in Part E of Schedule II:

The Company has adopted following non-mandatory requirements of Regulation 27 and Part E of Schedule II of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

- a) Audit Qualification - The Company is in the regime of unqualified financial statements.
- b) Separate posts of Chairman and Managing Director – The Company has separate Chairman and Managing Director.
- c) Reporting of Internal Auditors – The Internal Auditors directly reports to the Audit Committee.

16. Disclosure of the Compliance with Corporate Governance

The Company has complied with all the applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

17. Disclosure of accounting treatment:

The Financial Statements comply with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standard) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

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

Certain financial assets and liabilities that is measured at fair value (refer accounting policy regarding financial instrument) Defined benefit plans – plan assets measured at fair value.

18. Disclosure with respect to demat suspense account/unclaimed suspense account

The Company does not have any of its securities lying in demat / unclaimed suspense account arising out of public/ bonus/right issues as at 31st March, 2022. Hence, the particulars relating to aggregate number of shareholders and the outstanding securities in suspense account and other related matters does not arise.

19. Compliance Certificate for Code of Conduct:

The declaration by the Managing Director affirming compliance of Board and Senior Management Personnel to the Code is also annexed herewith and forming part of Annual Report.

20. Compliance Certificate by Auditors:

The Company has obtained a certificate from the Statutory Auditors regarding compliance of conditions of Corporate Governance as stipulated in Regulation 27 of SEBI (Listing Obligation and Disclosure Requirements), 2015 which is annexed herewith and forming part of Annual Report.

To,
The Members of Keltech Energies Limited

We, Santosh L. Chowgule, Managing Director and Mahesh Vijay Wataney, Chief Executive Officer of the Company, declare that all Board Members and Senior Management of the Company have affirmed compliance with the Code of Conduct of the Company.

For Keltech Energies Limited,

Santosh L. Chowgule Managing Director	Mahesh Vijay Wataney Chief Executive Officer
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Place: Bengaluru
Date: 30th May, 2022

**Declaration regarding compliance by Board Members and
Senior Management Staff with the Company's Code of Conduct**

This is to confirm that the Company has adopted a Code of Conduct for its Board of Directors and Senior Management Staff of the Company. The Code of Conduct is available on the Company's website.

We confirm that the Company has in respect of the Financial Year ended 31st March 2022, received from the Senior Management Staff of the Company and the Members of the Board a declaration of compliance with the code of Conduct. applicable to them.

For the purpose of this declaration, Senior Management Staff means the staff one level below the Director as on 31st March, 2022.

For Keltech Energies Limited,

Santosh L. Chowgule Managing Director	Mahesh Vijay Wataney Chief Executive Officer
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Place: Bengaluru
Date: 30th May, 2022

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
Keltech Energies Limited

1. We have examined the compliance of conditions of Corporate Governance by Keltech Energies Limited (the 'Company'), for the year ended 31 March 2022, as per the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations').

Management's Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditor's Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the "ICAI"), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control ('SQC') 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. Based on our examination of the relevant records and according to the information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations

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

For KKC and Associates LLP

Chartered Accountants

(Formerly Khimji Kunverji & Co LLP)

FRN: 105146W/W100621

Hasmukh B Dedhia

Partner

Membership No: 033494

UDIN: 22033494AKLJTG5867

Place: Mumbai

Date: 7 June 2022

Independent Auditor's Report

To
The Members of
Keltech Energies Limited

Report on the audit of the Standalone Financial Statements**Opinion**

1. We have audited the accompanying standalone Ind AS financial statements of Keltech Energies Limited ("the Company"), which comprise the standalone balance sheet as at 31 March 2022, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information ("the Standalone Financial Statements").
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2022, and its profit and other comprehensive income, changes in equity and its cash flows for the year then ended.

Basis for Opinion

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

Key Audit Matters

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

Key Audit Matter	How the matter was addressed in our audit
Provision for Powder Factor Deduction	
(i) Refer to the accounting policies in 'Note xvii: Provisions, Contingent Liabilities, Contingent Assets and Commitments and 'Note 14 to Standalone Financial Statements : Provisions'	
<p>Subjective Estimates :</p> <p>The Company, inter alia, is in the business of explosives and allied materials, a portion whereof was sold to Public Sector Undertakings like Coal India Limited and its subsidiaries in the current year. Such customers whilst using Company's products make a deduction from sale price for the Powder Factor, based on the performance of the product. [Refer note 14(i)(a) and (b)].</p> <p>The Company has made provision in the current year for such Powder Factor Deduction, pertaining to its sales, based on estimates made from technical evaluation and historical data associated with such services</p> <p>The Powder Factor Deduction is determined after a period of time, the consequential claims and counterclaims on performance bonus/deductions, which affect the trade receivables of the Company.</p> <p>Under Ind AS 37, "Provisions, Contingent Liabilities and Contingent Assets", the use of estimates is an essential part of the preparation of financial statements. The estimation of provision of Powder Factor Deduction involves significant judgement and estimates. The key areas where we identified greater levels of management judgment and therefore increased levels of audit focus in the Company's estimation of Powder Factor Deductions. Hence, the matter is considered as Key Audit Matter.</p>	<p>Our key audit procedures included:</p> <ul style="list-style-type: none"> ▪ Assessing/evaluating the appropriateness of the Company's accounting policies relating to such provisions as per the relevant applicable accounting standards. ▪ Obtaining an understanding of management's estimate and calculation for provision for Powder Factor Deduction made in past years. ▪ Assessing management estimates / judgement of key assumptions. ▪ Reading/reviewing the latest correspondence between the Company and the customers for earlier periods ▪ Obtaining suitable representation from the management of the Company

Other Information

5. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the Standalone Financial Statements and our auditors' report thereon. The Other Information is expected to be made available to us after the date of this auditor's report.
6. Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.
7. 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 in the audit or otherwise appears to be materially

misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's responsibility for the Standalone Financial Statements

8. The Company's Management and 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 state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian accounting standards ("Ind AS") specified under section 133 of the Act. This responsibility also includes 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 accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
9. In preparing the Standalone Financial Statements, the 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 the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
10. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the Standalone Financial Statements

11. Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.
12. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - 12.1. Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - 12.2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to Standalone Financial Statements in place and the operating effectiveness of such controls.
 - 12.3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
 - 12.4. Conclude on the appropriateness of the 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.

- 12.5. Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
13. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
14. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

16. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
17. As required by Section 143(3) of the Act, we report that:
 - 17.1. 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.
 - 17.2. 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.
 - 17.3. The standalone balance sheet, the standalone statement of profit and loss including other comprehensive income, the statement of changes in equity and the standalone cash flow statement dealt with by this Report are in agreement with the books of account.
 - 17.4. In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under Section 133 of the Act.
 - 17.5. On the basis of the written representations received from the directors as on 31 March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164(2) of the Act.
 - 17.6. With respect to the adequacy of the internal financial controls with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - 17.7. In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act read with Schedule V to the Act.

18. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- 18.1. The Company has disclosed the impact of pending litigations as at 31 March 2022 on its financial position in its Standalone Financial Statements – Refer Note 30 to the Standalone Financial Statements;
 - 18.2. The Company has made provision, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 14 to the Standalone Financial Statements;
 - 18.3. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - 18.4. The management has represented to us that no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. Based on reasonable audit procedures adopted by us, nothing has come to our notice that such representation contains any material misstatement.
 - 18.5. The management has represented to us that no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. Based on reasonable audit procedures adopted by us, nothing has come to our notice that such representation contains any material misstatement.
 - 18.6. In our opinion and according to the information and explanations given to us, the dividend declared and / or paid during the year the Company is in compliance with Section 123 of the Act.

For KKC & Associates LLP**Chartered Accountants****(Formerly Khimji Kunverji & Co LLP)**

Firm Registration Number: 105146W/W100621

Hasmukh B. Dedhia

Partner

Membership No: 033494

UDIN: 22033494AJWCWF3317

Place: Mumbai

Date: 30 May 2022

Annexure “A” to the Independent Auditor’s Report on the Standalone Financial Statements of Keltech Energies Limited for the year ended 31 March 2022

(Referred to in paragraph 16 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

- i. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment (“PPE”).

The Company is maintaining proper records showing full particulars of intangible assets.

- (b) The Company has a regular programme of physical verification of its PPE by which all PPE are verified in a phased manner over a period of 3 years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, certain PPE were physically verified by the management during the year. In our opinion, and according to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company.
- (d) In our opinion and according to the information and explanations given to us, the Company has not revalued its PPE (including Right of Use assets) or intangible assets or both during the year.
- (e) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii. (a) In our opinion and according to the information and explanations given to us, the physical verification of inventories has been conducted at reasonable intervals by the management and, the coverage and procedure of such verification by the management is appropriate.
- (b) In our opinion and according to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of rupees five crore, in aggregate, from banks or financial institutions which are secured on the basis of security of current assets. The quarterly returns or statements filed by the Company with such banks or financial institutions were reconciled with the books of account of the Company and no material discrepancies were noted.
- iii. In our opinion and according to the information and explanations given to us, the Company has not made investments in or provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year. Accordingly, reporting under clause (iii)(a) to (iii)(f) of paragraph 3 of the Order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has not granted any loans, or made any investments, or provided any guarantees or securities covered under sections 185 and 186 of the Act. Accordingly, reporting under clause (iv) of paragraph 3 of the Order is not applicable to the Company.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits from the public during the year in terms of directives issued by the Reserve Bank of India or the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under and accordingly, reporting under clause (v) of paragraph 3 of the Order is not applicable to the Company.

vi. We have broadly reviewed the books of account maintained by the Company as specified under section 148(1) of the Act, for the maintenance of cost records in respect of products, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

vii. (a) In our opinion and according to the information and explanations given to us, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues have been regularly deposited by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, Goods and Services Tax, duty of customs, cess and other material statutory dues were in arrears as at 31 March 2022 for a period of more than six months from the date they became payable.

(b) In our opinion and according to the information and explanations given to us, we confirm that the following dues of Goods and Services Tax, provident fund, employees' state insurance, income -tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, have not been deposited to/with the appropriate authority on account of any dispute.

Name of the Statute	Nature of the Dues	Amount (Rs. in Lakhs)	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
Income Tax Act, 1961	Income Tax	66.83	A.Y. 2015-16	CIT-Appeals	Appeal filed
Income Tax Act, 1961	Income Tax	55.59	A.Y. 2016-17	CIT-Appeals	Appeal filed
Income Tax Act, 1961	Income Tax	5.28	A.Y. 2017-18	CIT-Appeals	Appeal filed
Income Tax Act, 1961	Income Tax	21.58	A.Y. 2018-19	CIT-Appeals	Appeal filed
Income Tax Act, 1961	Income Tax	149.27	A.Y. 2019-20	CIT-Appeals	Appeal filed
Central Sales Act, 1956	Central Sales Tax	118.01	F.Y. 2009-10	Maharashtra Sales Tax Tribunal, Mumbai	Appeal filed

viii. In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, we confirm that we have not come across any transactions not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

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- ix. (a) In our opinion, the Company has not defaulted in repayment of loans or other borrowings to financial institutions, banks, government and dues to debenture holders or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority or any other lender.
- (c) In our opinion and according to the information and explanations given to us, the Company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us the Company does not have any subsidiaries, associates or joint ventures and accordingly, reporting under clause (ix)(e) and (ix)(f) of paragraph 3 of the Order are not applicable to the Company.
- x. (a) The Company did not raise money by way of initial public offer or further public offer (including debt instruments) during the year.
- (b) The Company has not made any preferential allotment / private placement of shares / fully / partly / optionally convertible debentures during the year.
- xi. (a) According to the information and explanations given to us, an incident in nature of fraud on one of the overseas customer/counter party of the Company occurred as well as, indirectly, on the Company. The email ID of some employees of the counterparty were allegedly hacked and involved fraudulent transfer of sum by the Customer, in good faith, to the wrongdoers instead of transfer thereof to the Company was noticed. The incidence involved a sum of Rs. 94.93 lakhs (net of recovery) fraudulently defalcated. The Company, out of business exigencies, being considerate, agreed to share the portion of defalcated funds as trade discount. As per the report of an independent agency, the hackers appeared to be somewhere in Eastern Europe. The said report also concluded no involvement or collusion of employees of either party. Our report is not modified in this matter.
- (b) In our opinion and according to the information and explanations given to us, no report under sub-section (12) of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, reporting under clause (xii) of paragraph 3 of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date, for the period under audit.

- xv. According to the information and explanations given to us, 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. Accordingly, reporting under clause (xv) of paragraph 3 of the Order is not applicable to the Company and hence provisions of section 192 of the Act 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. Accordingly, reporting under clause (xvi) of paragraph 3 of the Order is not applicable to the Company.
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid CoR from the Reserve Bank of India as per the Reserve Bank of India Act, 1934
- (c) The Company is not a CIC as defined in the regulations made by Reserve Bank of India
- xvii. The Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly, reporting under clause (xviii) of paragraph 3 of the Order is not applicable to the Company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. (a) According to the information and explanations given to us and based on our examination of the records of the Company, it is not required to transfer any unspent amount pertaining to the year under report 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
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, there is no amount which is remaining unspent under sub section 5 of section 135 of the Act pursuant to any ongoing CSR project.
- xxi. Reporting under clause (xxi) of Order is not applicable at the standalone level of reporting.

For KKC & Associates LLP**Chartered Accountants****(Formerly Khimji Kunverji & Co LLP)**

Firm Registration Number: 105146W/W100621

Hasmukh B. Dedhia

Partner

Membership No: 033494

UDIN: 22033494AJWCWF3317

Place: Mumbai

Date: 30 May 2022

Annexure “B” to the Independent Auditors’ report on the Standalone Financial Statements of Keltech Energies Limited for the year ended 31 March 2022

(Referred to in paragraph “16” under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Report on the Internal Financial Controls with reference to the aforesaid Standalone Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013.**Opinion**

1. We have audited the internal financial controls with reference to the Standalone Financial Statements of Keltech Energies Limited (“the Company”) as at 31 March 2022 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.
2. In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to the Standalone Financial Statements and such internal financial controls were operating effectively as at 31 March 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 the Institute of Chartered Accountants of India (“the Guidance Note”).

Management’s responsibility for Internal Financial Controls

3. The Company’s management is responsible for establishing and maintaining internal financial controls 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. 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 the Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s responsibility

4. Our responsibility is to express an opinion on the Company’s internal financial controls with reference to the Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing (“SA”), prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to the Standalone Financial Statements. Those SAs and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the Standalone Financial Statements were established and maintained and whether such controls operated effectively in all material respects.
5. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to the Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to the Standalone Financial Statements included obtaining an understanding of internal financial controls with reference to the Standalone Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.
6. 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 with reference to the Standalone Financial Statements.

Meaning of Internal Financial Controls with reference to the Standalone Financial Statements

7. A company's internal financial controls with reference to the Standalone Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to the Standalone Financial Statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the Standalone Financial Statements.

Inherent Limitations of Internal Financial Controls with reference to the Standalone Financial Statements

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

For KKC & Associates LLP**Chartered Accountants****(Formerly Khimji Kunverji & Co LLP)**

Firm Registration Number: 105146W/W100621

Hasmukh B. Dedhia

Partner

Membership No: 033494

UDIN: 22033494AJWCWF3317

Place: Mumbai

Date: 30 May 2022

Corporate Information:

Keltech Energies Ltd. is a public Company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its equity shares are listed in BSE Limited, Mumbai. The address of its registered office and principal place of business are disclosed in the introduction to the annual report. The Company is principally engaged in the manufacture of industrial explosives and sale of perlite & perlite -based products.

The financial statements of the Company for the year ended 31st March, 2022 were authorized for issue in accordance with the resolution of the Board of Directors as on 30th May, 2022.

1. Significant Accounting Policies:**(i) Basis of preparation:**

The Financial Statements are prepared in accordance with Indian Accounting Standards (“Ind AS”) as issued under the Companies (Indian Accounting Standards) Rules, 2015, the provisions of the Companies Act, 2013 (“the Act”) and guidelines issued by the Securities and Exchange Board of India (“SEBI”), as applicable.

These financial statements are the financial statements under Ind AS.

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

- Certain financial assets and liabilities that is measured at fair value (refer accounting policy regarding financial instrument)
- Defined benefit plans – plan assets measured at fair value

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 under current market conditions, regardless of whether that price is directly observable or estimated using another valuation technique. In determining 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.

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

(ii) Current/non-current classification:

The normal operating cycle of the company is 12 months. Assets and Liabilities which are expected to be realizable / payable within 12 months are to be classified as current and rest will be classified as non-current.

(iii) Government grant:

Grants from the government are recognized at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to income are deferred and recognized in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income Government grants relating to assets are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets. However, when any conditions is prescribed by the government, then the government grant is amortized on straight line basis till the time conditions precedent to the grant are expected to be completed. Government grant is presented within other income.

(iv) Income tax:

Current Tax is measured on the basis of estimated taxable income for the current accounting period in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961 and other applicable tax laws.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity).

Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amount for financial reporting purposes at their reporting date.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity).

(v) Revenue recognition:

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates, Goods and Service Taxes (GST) and amounts collected on behalf of third parties.

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

Sale of goods:

Revenue from the sale of goods is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer as per the terms of the contracts and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. Export incentives are accounted for to the extent considered recoverable by the management.

Rendering of services:

Revenue from rendering of services is recognized based on percentage of completion method when the outcome of the transactions can be estimated reliably.

Interest income:

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

(vi) Property, plant and equipment:

Property, plant and equipment are stated at original cost net of tax / duty credit availed, and any directly attributable costs of bringing an asset to working condition and location for its intended use, including relevant borrowing costs and any expected costs of decommissioning, less accumulated depreciation and accumulated impairment losses, if any. When a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as replacement if the recognition criterion is satisfied.

Property, plant and equipment is eliminated from the financial statements, either on disposal or on retirement from active use. Losses and gains arising from the retirement/disposal are recognized in the statement of profit or loss in the year of occurrence.

The asset's residual value, useful lives and methods of depreciation are reviews at each financial year and adjusted prospectively, if appropriate.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at **1 April 2015** measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Depreciation is the systematic allocation of the depreciable amount of **PPE** over its useful life and is provided on the "straight line method" based on the estimated useful life of assets which are equal to those suggested in Part C of schedule II of the Act except for assets stated below, for which depreciation is calculated on following basis based on management estimate:

Assets	Estimated Useful Life	Useful life as per the limits prescribed in Schedule II of the Act	Basis and justification of selection of Useful Life
Furniture and Fixtures of leased Premises	6 Years	10 Years	period of lease or useful life prescribed under Schedule II of the Act, whichever is lower.
All assets costing Rs.5000/- or less each	NIL	Depending upon nature of assets	Past experience /Materiality

The management believes that depreciation rates currently used fairly reflect its estimate of the useful lives and residual value of tangible assets.

Depreciation on additions / deletions is provided on pro-rata basis from the date of acquisition/ up to the date of deletion.

Changes in expected useful life or the expected pattern of consumption of future economic benefits embodied in an asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount

(vii) Capital work in progress:

Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date. These are stated at cost to date relating to items or project in progress, incurred during construction / preoperative period. Advances given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as Capital Advances under "Other non-current Assets".

(viii) Borrowing cost:

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

(ix) Intangible assets:

Intangible assets, identifiable non-monetary asset without physical substances are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the asset can be measured reliably.

Intangible assets comprising of “Computer Software” are recorded at acquisition cost and are amortized over the estimated useful life on straight line basis. Estimated useful life of software is assessed to be 3 years.

(x) Impairment of non-financial assets:

As at each balance sheet date, the Company assesses whether there is an indication that an asset may be impaired and also whether there is an indication of reversal of impairment loss recognized in the previous periods. If any indication exists, or when annual impairment testing for an asset is required, if any, the Company determines the recoverable amount and impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is determined as the higher of the fair value less cost to sell and the 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. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators. In all the CGU where Impairment indication exist, the Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company’s CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations, including impairment on inventories, are recognized in the statement of profit and loss.

(xi) Lease:

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognizes lease liabilities to make payments and right-of-use assets representing the right to use the underlying assets.

(i) Right-of-use Assets (ROU Assets)

The Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and

impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or to site on which it is located, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lease term.

Certain lease arrangements include the option to extend or terminate the lease before the end of the lease term. The right –of-use assets and lease liabilities include these options when it is reasonably certain that the option will be exercised.

(ii) Lease Liabilities

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or rate, and amounts expected to be paid under residual value guarantees. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

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

(iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases are recognized as expense.

(xii) Inventories:

- Raw materials, Work-in-Progress, Stock-in-transit, packing materials, Stores and spares have been valued at cost, arrived on weighted average method.
- Traded goods, finished goods and stock kept for services have been valued at lower of cost and net realizable value.
- Cost of finished goods includes direct material, freight and forwarding and apportionment of manufacturing overheads based on normal operating capacity, and is determined on a weighted average basis.
- Cost of traded goods includes Cost of Purchase and other direct costs incurred and is determined on a first in first out basis.
- Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

(xiii) Foreign currency:

The Company's financial statements are presented in INR, which is also the Company's functional currency. Transactions in foreign currencies are recorded on initial recognition in the functional currency, using the exchange rate prevailing on the date of transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognized as income or expenses in the period in which they arise.

(xiv) Employee benefits:

All employee benefits payable wholly within 12 months of rendering services are classified as short-term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., and the expected cost of bonus, ex-gratia are recognized during the period in which the employee renders related service.

Retirement benefits in the form of Provident Fund, Employee State Insurance and Superannuation Fund is a defined contribution scheme and the contributions are charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective funds.

The Company operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund. The Company also provides certain additional post-employment benefits in the form of compensated absences to employees. These compensated absences are unfunded. The actuarial valuation is done as per projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, the effect of the changes to the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurement recognized in OCI is reflected immediately in retained earnings and will not be reclassified to Statement of Profit and Loss.

Past service costs are recognized in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognizes related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognizes the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-Service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

(xv) Segment reporting:

The Chief Operational Decision Maker monitors the operating results of its business Segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements.

The operating segments have been identified on the basis of nature of product/services.

The Board of directors of the Company has appointed the Managing Director as the chief operating decision maker (CODM) who is assessing the financial performance and position of the Company, and makes strategic decisions.

(xvi) Earnings per share:

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

(xvii) Provisions, Contingent Liabilities, Contingent Assets and Commitments:

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

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability.

Contingent liability is disclosed in the case of:

- Present obligation arising from past event, when it is not probable that an outflow of resources will be required to settle the obligation.
- A present obligation arising from past event, when no reliable estimate is possible
- A possible obligation arising from past events, unless the probability of outflow of resources is remote.
- Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets.

Contingent assets are not recognized in financial statements since this may result in the recognition of income that may never be realized. However, when the realization of income is virtually certain, then the related asset is not a contingent asset and is recognized.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date

(xviii) Cash and cash equivalent:

Cash and cash equivalent in the balance sheet comprise cash at banks and in hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of statement of cash flows, cash & cash equivalent consists of cash & short-term deposits, as defined above, as they are considered an integral part of the Company's cash management

(xix) Financial instruments:**(i) Financial assets:****Initial recognition and measurement**

All financial assets are recognized initially at fair value plus, in case of financial asset not recorded at fair value through profit or loss, transaction cost that are attributable to the acquisition of the financial asset. Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial asset measured at amortized cost.

Subsequent measurement:

For purposes of subsequent measurement financial assets are classified into two broad categories:

- Financial asset at fair value
- Financial asset at amortized cost

Where assets are measured at fair value, gains and losses are either recognized entirely in the statement of profit or loss (i.e., fair value through profit or loss), or recognized in other comprehensive income (i.e., fair value through other comprehensive income)

A financial asset that meets the following 2 conditions is measured at amortized cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

- **Business model test:** The objective of the Company's model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realize its fair value changes)

- **Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

A financial asset that meets the following 2 conditions is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit or loss under the fair value option.

- **Business model test:** The financial asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling the financial assets.
- **Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

Even if an instrument meets the two requirements to be measured at amortized cost or fair value through other comprehensive income, a financial asset is measured at fair value through profit or loss if doing so eliminates or significantly reduces a measurement or recognition inconsistency (sometimes referred to as an 'accounting mismatch') that would otherwise arise from measuring assets or liabilities or recognizing the gains or losses on them on different basis.

All other financial asset is measured at fair value through profit or loss.

Derecognition:

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either
 - a) the Company has transferred substantially all the risks and rewards of the asset, or
 - b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership.

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

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

Impairment of financial asset:

The Company assesses impairment based on expected credit losses (ECL) model to the following:

- Financial asset measured at amortized cost
- Financial asset measured at fair value through other comprehensive income

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

- 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 default events over the life of the financial instrument)

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivable.

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

The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates, if any. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

(ii) Financial liabilities:**Initial recognition and measurement:**

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

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

Loans and borrowings – subsequent measurement:

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the Effective Interest Rate (EIR) method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Derecognition:

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

2. Significant Accounting judgements, estimates & assumptions:

The preparation of Company's financial statements requires management to make judgements, estimates & assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and assumptions:

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available

when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

(i) Impairment of non-financial asset:

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. 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 assessment of the time value of money and the risk specific to the asset. In determining fair value less cost of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators.

(ii) Defined Benefit plans and Compensates Absences:

The cost of defined benefit plans and other post-employment benefits and the present value of such obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(iii) Impairment of financial assets:

The impairment provisions for financial assets are based on assumptions about the risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company’s past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

(iv) Useful life:

The estimated useful lives of items of property, plant & equipment & intangible assets for the current & the comparative periods are as follows :

Asset	Management estimate of useful life	Useful life as per Schedule 3
Land – Leasehold	Over the lease term	N.A.
Buildings	30 years	30 years
Laboratory Equipments	10 years	10 years
Other Plant & Equipment	15 years	15 years
Office Equipment	5 years	5 years
Furniture & Fixtures	10 years	10 years
Furniture & Fixtures of leased premises*	6 years	10 years
Vehicles	8 years	8 years
Computer software	3 years	

* Period of lease or useful life prescribed under Schedule II of the Act, whichever is lower.

(v) Fair valuation of financial instruments:

When the fair values of financial assets & financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation technique including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include consideration of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments

Balance sheet as at March 31, 2022

(Rs. in Lakhs)

Particulars	Notes	As at 31st March, 2022	As at 31st March, 2021
I ASSETS			
1 Non-current assets			
(a) Property, plant and equipment	3	6,828.11	5,192.32
(b) Capital work-in-progress	3	77.34	568.30
(c) Right of use Assets (ROU)	3(a)	114.09	142.28
(d) Other intangible assets	4	24.26	53.62
(e) Financial assets			
i. Investments	5(a)	-	0.10
ii. Other financial assets	5(e)	156.85	155.94
(f) Non-current tax assets	7	145.13	175.18
(g) Other non-current assets	8	388.84	516.20
Total non-current assets		7,734.62	6,803.94
2 Current assets			
(a) Inventories	9	3,618.82	2,008.14
(b) Financial assets			
i. Investments	5(b)	712.39	-
ii. Trade receivables	5(c)	4,622.47	3,958.14
iii. Cash and cash equivalents	5(d)	107.12	171.75
iv. Bank balances other than cash & cash equivalents	5(e)	546.91	808.82
v. Other financial assets	5(f)	24.82	64.20
(c) Other current assets	10	380.03	332.23
Total current assets		10,012.56	7,343.28
Total assets		17,747.18	14,147.22

Keltech Energies Limited
Balance sheet as at March 31, 2022

(Rs. in Lakhs)

Particulars	Notes	As at 31st March, 2022	As at 31st March, 2021
II EQUITY AND LIABILITIES			
1 Equity			
(a) Equity share capital	11	99.99	99.99
(b) Other equity			
Reserves and surplus	12(a)	7,021.29	6,373.29
Other reserves	12(b)	(87.12)	(86.10)
Total equity		7,034.16	6,387.18
LIABILITIES			
1 Non-current liabilities			
(a) Financial Liabilities			
i. Borrowings	13(a)	1,109.73	713.10
ia. Lease Liabilities	13(e)	95.57	119.75
(b) Provisions	14	553.15	584.21
(c) Deferred tax liabilities (Net)	6	211.73	215.26
Total non-current liabilities		1,970.18	1,632.32
2 Current liabilities			
(a) Financial liabilities			
i. Borrowings	13(b)	1,258.35	1,170.32
ia. Lease Liabilities	13(c)	37.90	37.12
ii. Trade payables	13(d)		
Total outstanding dues of Micro Enterprises & Small Enterprises		71.56	188.47
Total outstanding dues of creditors other than Micro Enterprises & Small Enterprises		5,436.79	3,714.02
iii. Other financial liabilities	13(c)	1,275.75	690.10
(b) Other current liabilities	15	216.98	196.22
(c) Provisions	14	445.51	131.47
(d) Current tax liabilities (Net)	16	-	-
Total current liabilities		8,742.84	6,127.72
Total liabilities		10,713.02	7,760.04
Total equity and liabilities		17,747.18	14,147.22

Summary of significant accounting policies

1&2

The Notes are integral part of Financial Statements.

As per our attached report of even date

For and on behalf of the Board of Directors

For and on behalf of

KKC & Associates LLP

Chartered Accountants

(Formerly Khimji Kunverji & Co LLP)

ICAI Firm Registration No. 105146W/W100621

Vijay V. Chowgule

Chairman

DIN No.00018903

Santosh L. Chowgule

Managing Director

DIN No.00097736

Hasmukh B Dedhia

Partner

Membership No: 033494

P. Prabhudev

Chief Financial Officer

Ms. Shalu Tibra

Company Secretary

Mumbai

Dated: 30 May 2022

Bangalore

Dated : 30 May 2022

Keltech Energies Limited
Statement of profit and loss for the year ended March 31, 2022

(Rs. in Lakhs)

Particulars		Notes	Year ended 31 March 2022	Year ended 31 March 2021
I	Revenue from operations	17	35,538.38	22,019.45
II	Other income	18	89.88	40.49
III	Total income		35,628.26	22,059.94
IV	Expenses			
	Cost of materials consumed	19(a)	26,983.67	13,681.06
	Purchases of stock-in-trade	19(b)	1,153.23	839.25
	Changes in inventories of work-in-progress, stock-in-trade and finished	19(c)	(653.09)	143.82
	Employee benefit expense	20	1,794.38	1,632.01
	Finance costs	23	259.25	227.00
	Depreciation and amortisation expense	21	554.30	536.24
	Other expenses	22	4,686.73	4,375.19
V	Total expenses (V)		34,778.47	21,434.57
VI	Profit before exceptional items and tax		849.79	625.37
VII	Exceptional items		-	317.76
VIII	Profit before tax from continuing operations		849.79	307.61
IX	Income tax expense			
	- Current tax		190.00	97.00
	Tax adjustment of earlier year		-	39.59
	- Deferred tax		-3.21	-16.55
	Total tax expense		186.79	120.04
X	Profit for the year		663.00	187.57
XV	Other comprehensive income			
	<i>Items that may be reclassified to profit or loss</i>			
	<i>Items that will not be reclassified to profit or loss</i>			
	Remeasurements of post-employment benefit obligations		-1.36	-3.40
	Income tax relating to these items		0.34	0.85
			-1.02	-2.55
	Other comprehensive income for the year, net of tax		-1.02	(2.55)
XVI	Total comprehensive income for the year		661.98	185.02
			INR	INR
XVII	Earnings per equity share	33		
	Basic earnings per share		66.31	18.76
	Diluted earnings per share		66.31	18.76

As per our attached report of even date

For and on behalf of

KKC & Associates LLP

Chartered Accountants

(Formerly Khimji Kunverji & Co LLP)

ICAI Firm Registration No. 105146W/W100621

For and on behalf of the Board of Directors

Vijay V. Chowgule

Chairman

DIN No.00018903

Santosh L. Chowgule

Managing Director

DIN No.00097736

Hasmukh B Dedhia

Partner

Membership No: 033494

P. Prabhudev

Chief Financial Officer

Ms. Shalu Tibra

Company Secretary

Mumbai

Dated: 30 May 2022

Bangalore

Dated: 30 May 2022

Statement of changes in equity for the year ended March 31, 2022

A. Equity share capital						
Particulars	Notes	(Rs. in Lakhs)				
As at 1 April 2021		99.990				
Changes in equity share capital	11					
As at 31 March 2022		99.990				
B. Other equity						
Particulars	Notes	Reserves and surplus			Other Reserves	Total other equity
		General Reserve	Capital Reserve	Retained earnings	Remeasurement of defined benefit plans	
Balance at 1 April 2021		4,699.80	-	1,673.49	(86.10)	6,287.19
Profit for the year			-	663.00	-1.02	661.98
Other comprehensive income			-		-	-
Total comprehensive income for the year			-	663.00	-1.02	661.98
Transfer to general reserve		-		-		-
Transactions with owners in their capacity as owners:						
Dividends paid	27			(15.00)		(15.00)
Balance at 31 March 2022		4,699.80	-	2,321.49	(87.12)	6,934.17

Keltech Energies Limited

Statement of changes in equity for the year ended March 31, 2022

(Previous Year- 2020-21)

B. Other equity

(Rs. in Lakhs)

Particulars	Notes	Reserves and surplus			Other Reserves	Total other equity
		General Reserve	Capital Reserve	Retained earnings	Remeasurement of defined benefit plans	
Balance at 1 April 2020		4,699.80	-	1,500.92	(83.55)	6,117.17
Profit for the year			-	187.57	-2.55	185.02
Other comprehensive income			-		-	-
Total comprehensive income for the year			-	187.57	-2.55	185.02
Transfer to general reserve		-		-		-
Transactions with owners in their capacity as owners:						
Dividends paid	27			(15.00)		(15.00)
		-	-	(15.00)	-	(15.00)
Balance at 31 March 2021		4,699.80	-	1,673.49	(86.10)	6,287.19

As per our attached report of even date

For and on behalf of

KKC & Associates LLP

Chartered Accountants

(Formerly Khimji Kunverji & Co LLP)

ICAI Firm Registration No. 105146W/W100621

Hasmukh B Dedhia

Partner

Membership No: 033494

Mumbai

Dated: 30 May 2022

For and on behalf of the Board of Directors

Vijay V. Chowgule

Chairman

DIN No.00018903

Santosh L. Chowgule

Managing Director

DIN No.00097736

P. Prabhudev

Chief Financial Officer

Bangalore

Ms. Shalu Tibra

Company Secretary

Dated : 30 May 2022

Statement of cash flows for the year ended March 31, 2022

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Cash flow from operating activities		
Profit before income tax from		
Continuing operations	849.79	307.62
Discontinued operations	-	-
Profit before income tax including discontinued operations	849.79	307.62
Adjustments for		
Depreciation and amortisation expense	554.30	536.24
Bad debts		40.92
Reversal of provision for bad debt of earlier period		-
Adjustment for Other Comprehensive Income	-	-
Loss (Profit) on sale of assets	2.25	-0.05
Balances Written Back	-	-
Amortisation of government grants received in earlier years	-	-
Gain on sale of investments	-0.04	-
Changes in fair value of financial assets at fair value through profit or loss	-12.39	-
Interest on Lease	13.72	15.73
Other borrowing cost	102.73	
Unwinding of discount on security deposits	-	-
Changes in fair value of contingent consideration	-	-
Dividend and interest income classified as investing cash flows	(19.13)	(40.44)
Interest Expenses	142.80	158.11
Reversal of prior period error adjusted in opening balance sheet	-	-
Adjustment for rent	-	-
Net exchange differences	(54.03)	-33.20
Operating profit before working capital changes	1,580.01	984.93
Change in operating assets and liabilities, net of effects from purchase of controlled entities and sale of subsidiary:		
(Increase)/Decrease in trade receivables	(664.33)	(188.43)
(Increase)/Decrease in inventories	(1,610.68)	(94.05)
Increase/(Decrease) in trade payables	1,605.86	581.36
(Increase) in other financial assets : loan	-	-
(Increase) in other financial assets	39.38	24.60
(Increase)/decrease in financial assets- Loans	-	-
(Increase)/decrease in other financial assets	(0.91)	-13.61
(Increase)/decrease in Investments	(700.00)	
(Increase)/decrease in financial assets-Other non current assets	127.37	-198.48
Increase/(decrease) in long term provisions	(31.06)	32.52
Increase/(decrease) in short term provisions	314.04	-10.61
(Increase)/decrease in other current assets	(47.80)	-117.03
Increase/(decrease) in other non current liabilities	(24.19)	(11.82)
Increase/(decrease) in current lease liabilities	0.77	-
Increase in Current tax liabilities	-	-
Increase/(decrease) in other financial liabilities	623.56	136.87
Increase/(decrease) in other current liabilities	20.76	95.07
Increase/(decrease) in bank balance other than cash and cash equivalents	261.91	-308.11
Cash generated from operations	1,494.69	913.21
Income taxes paid	135.39	146.29
Net cash inflow from operating activities	1,359.30	766.92

Statement of cash flows for the year ended March 31, 2022 (Contid.,)
(Rs. in Lakhs)

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Cash flows from investing activities		
Payments for property, plant and equipment (including Capital work in Progress & intangible assets)	-1,630.17	(724.21)
Payments for investment property	-	-
Payments for purchase of investments	-	-
Sale of Investments	0.10	-
Payments for software development costs	-	-
Loans to employees & security deposit	-	-
Receipts of government grants	-	-
Increase/(Decrease) in FD (with more than 12 months maturity)	-	-
Proceeds from sale of property, plant and equipment	-	0.05
Repayment of loans by employees and related parties	-	-
Dividends received	-	-
Interest received	19.13	40.44
Net cash outflow from investing activities	(1,610.94)	(683.72)
Cash flows from financing activities		
Proceeds from issues of shares	-	-
Proceeds/(Repayment) of Long term borrowings (Net) including current maturities	396.64	433.25
Share issue costs	-	-
Proceeds/(Repayment) of short term borrowings	88.03	-458.30
Interest amount of lease liability paid	(13.72)	(15.73)
Principal amount of lease liability paid	(23.40)	(38.04)
Other Borrowing Costs	(102.73)	-
Interest paid	(142.80)	(158.11)
Dividends paid to company's shareholders	(15.00)	(15.00)
Net cash inflow (outflow) from financing activities	187.01	(251.93)
Net increase (decrease) in cash and cash equivalents	(64.63)	(168.73)
Cash and cash equivalents at the beginning of the financial year	171.75	340.48
Effects of exchange rate changes on cash and cash equivalents	-	-
Cash and cash equivalents at end of the year	107.12	171.75
Non-cash financing and investing activities		
- Acquisition of property, plant and equipment by means of finance lease		

Statement of cash flows for the year ended March 31, 2022

Particulars	(Rs. in Lakhs)	
	Year ended 31 March 2022	Year ended 31 March 2021
Balance with banks :		
On current account	104.58	166.42
On flexi deposit account	-	-
Bank deposits with original maturity of less than 3 months	-	-
Cheques, drafts on hand	-	0.75
Cash on hand	2.54	4.58
Balances per statement of cash flows	107.12	171.75

As per our attached report of even date

For and on behalf of

KKC & Associates LLP

Chartered Accountants

(Formerly Khimji Kunverji & Co LLP)

ICAI Firm Registration No. 105146W/W100621

For and on behalf of the Board of Directors

Vijay V. Chowgule

Chairman

DIN No.00018903

Santosh L. Chowgule

Managing Director

DIN No.00097736

Hasmukh B Dedhia

Partner

Membership No: 033494

P. Prabhudev

Chief Financial Officer

Ms. Shalu Tibra

Company Secretary

Mumbai

Dated: 30 May 2022

Bangalore

Dated: 30 May 2022

Notes to financial statements for the year ended March 31, 2022
Note 3: Property, plant and equipment

(Rs. in Lakhs)

Particulars	Freehold land	Leasehold Land	Freehold buildings	Furniture, fittings and equipment	Plant and machinery	Laboratory Equipment	Office Equipment	Vehicles	Total	Capital work-in-progress
Gross carrying amount										
Year ended 31 March 2021										
Gross carrying amount										
Opening gross carrying amount	152.44	21.90	2,596.84	203.55	4,291.71	26.05	168.00	235.19	7,695.68	568.30
Exchange differences	-	-	-	-	-	-	-	-	-	-
Additions	168.90	-	1,085.92	3.24	939.96	4.98	19.48	25.51	2,247.99	1,509.56
Disposals	-	-	-	-	131.23	-	-	-	(131.23)	-
Capitalised during the year	-	-	-	-	-	-	-	-	-	(2,000.52)
Closing gross carrying amount	321.34	21.90	3,682.76	206.79	5,100.44	31.03	187.48	260.70	9,812.44	77.34
Accumulated depreciation and impairment										
Opening accumulated depreciation	-	1.74	537.89	170.55	1,564.66	12.01	128.62	87.89	2,503.36	-
Depreciation charge during the year	-	0.29	99.74	6.91	338.73	2.71	17.70	30.66	496.75	-
Disposals	-	-	-	-	15.78	-	-	-	15.78	-
Closing accumulated depreciation and impairment	-	2.03	637.63	177.46	1,887.61	14.72	146.32	118.55	2,984.33	-
Net carrying amount	321.34	19.87	3,045.13	29.34	3,212.82	16.30	41.16	142.15	6,828.11	77.34

Note 3: Property, plant and equipment

(Previous Year- 2020-21)

(Rs. in Lakhs)

Particulars	Freehold land	Leasehold Land	Freehold buildings	Furniture, fittings and equipment	Plant and machinery	Laboratory Equipment	Office Equipment	Vehicles	Total	Capital work-in-progress
Gross carrying amount										
Year ended 31 March 2021										
Gross carrying amount										
Opening gross carrying amount	152.44	21.90	2,592.97	202.73	3,859.47	21.42	152.82	227.93	7,231.68	310.49
Exchange differences	-	-	-	-	-	-	-	-	-	-
Additions	-	-	3.87	0.82	432.24	4.63	16.61	16.64	474.81	531.55
Disposals	-	-	-	-	-	-	(1.43)	(9.38)	(10.81)	-
Transfers	-	-	-	-	-	-	-	-	-	-
Capitalised during the year	-	-	-	-	-	-	-	-	-	(273.74)
Closing gross carrying amount	152.44	21.90	2,596.84	203.55	4,291.71	26.05	168.00	235.19	7,695.68	568.30
Accumulated depreciation and impairment										
Opening accumulated depreciation	-	1.45	438.03	163.77	1,240.11	9.61	118.32	65.03	2,036.32	-
Depreciation charge during the year	-	0.29	99.86	6.78	324.55	2.40	11.73	32.24	477.85	-
Impairment loss (iii)	-	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	(1.43)	(9.38)	(10.81)	-
Exchange differences	-	-	-	-	-	-	-	-	-	-
Closing accumulated depreciation and impairment	-	1.74	537.89	170.55	1,564.66	12.01	128.62	87.89	2,503.36	-
Net carrying amount	152.44	20.16	2,058.95	33.00	2,727.05	14.04	39.38	147.30	5,192.32	568.30

(i) Property, plant and equipment pledged as security

None of the Property, plant and equipment of the company are pledged as security. Refer to **Note 34** for assets mortgaged/hypothecated as security.

(ii) Contractual obligations

Refer to **Note 31** (commitments) for disclosure of contractual commitments for the acquisition of property, plant and equipment.

(iii) Capital work-in-progress

Capital work-in-progress mainly comprises construction of Mono Methylene Amine Nitrate Plant , D-Fuse & PETN Plant at Garamsur, Packing Machine at Vishwasnagar.

(iv) Capitalised Borrowing Cost

- The amount of borrowing cost capitalised during the year was Rs.121.58 lakhs (P.Y. Rs.23.63 lakhs); and
- The capitalisation rate used to determine the amount of borrowing costs eligible for capitalisation was Rs.Nil (P.Y.Nil).

(v) Revaluation

No revaluation of any class of assets is carried out during the year.

Note 3: Property, plant and equipment

Notes to financial statements for the year ended March 31, 2022

Capital Work In Progress ageing disclosed

Particulars	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	76.29	-	1.05	-	77.34
Projects temporarily suspended	-	-	-	-	-

(Previous Year- 2020-21)

Particulars	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	567.25	1.05	-	-	568.30
Projects temporarily suspended	-	-	-	-	-

For Capital-work-in-progress, whose completion is overdue compared to its original plan, following CWIP completion schedule has been given below.

Particulars	Amount in CWIP for a period of			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Navision Sett L3	-	-	1.05	-

(Previous Year- 2020-21)

Particulars	Amount in CWIP for a period of			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Navision Sett L3	-	-	1.05	-

Note 3: Property, plant and equipment
Note 3A: Right of use Assets (ROU)

(Rs. in Lakhs)

Particulars	Gross Block				Accumulated Amortisation				Net Block as on March 2022
	Opening Balance	Additions during the year	Deletions during the year	As on March, 2022	Opening Balance	Amortization of ROU Asset	Deletions during the year	As on March 2022	
Lease Assets	202.87	-	-	202.87	60.59	28.19	-	88.78	114.09

(Rs. in Lakhs)

(Previous Year- 2020-21)

Particulars	Gross Block				Accumulated Amortisation				Net Block as on March 2021
	Opening Balance	Additions during the year	Deletions during the year	As on March, 2021	Opening Balance	Amortization of ROU Asset	Deletions during the year	As on March 2021	
Lease Assets	188.28	21.03	6.44	202.87	31.79	29.26	0.46	60.59	142.28

Note :- Refer Note-37

Notes to financial statements for the year ended March 31, 2022

Note 4: Intangible assets

(Rs. in Lakhs)

Particulars	Computer Software	Technical Know-how	Total
As at 1 April 2021			
Gross carrying amount			
Opening Gross carrying amount as at 1 April 2021	71.34	66.10	137.44
Additions	-	-	-
Disposal	-	-	-
Closing gross carrying amount	71.34	66.10	137.44
Accumulated amortisation			
Amortisation charge for the year	21.34	8.03	29.36
Closing accumulated amortisation	68.88	44.31	113.18
Closing net carrying amount	2.46	21.79	24.26

(Previous Year- 2020-21)

(Rs. in Lakhs)

Particulars	Computer Software	Technical Know-how	Total
As at 1 April 2020			
Gross carrying amount			
Opening Gross carrying amount as at 1 April 2020	67.54	66.10	133.64
Additions	3.80	-	3.80
Disposal	-	-	-
Closing gross carrying amount	71.34	66.10	137.44
Accumulated amortisation			
Amortisation charge for the year	21.56	8.03	29.59
Closing accumulated amortisation	47.54	36.28	83.82
Closing net carrying amount	23.80	29.82	53.62

Notes to financial statements for the year ended March 31, 2022

Note 5: Financial assets

5(a) Non-current investments

(Rs. in Lakhs)

Particulars	As on 31 March 2022	As on 31 March 2021
Investment in government securities - At amortised cost		
Unquoted		
In National Saving Certificate (with Sales Tax Department)	-	0.10
Total	-	0.10
Aggregate amount of quoted investments and market value thereof	-	-
Aggregate amount of unquoted investments	-	0.10
Aggregate amount of impairment in the value of investments	-	-

Note 5: Financial assets

5(b) Current investments

(Rs. in Lakhs)

Particulars	As on 31 March 2022	As on 31 March 2021
Investments in Mutual Funds		
(Fair value through P & L)		
Investments in Mutual Funds	712.39	-
Total	712.39	-
Aggregate amount of quoted investments and market value thereof	712.39	-
Aggregate amount of unquoted investments	-	-
Aggregate amount of impairment in the value of investments	-	-

Note 5: Financial assets**Notes to financial statements for the year ended March 31, 2022****5(c) Trade receivables****(Rs. in Lakhs)**

Particulars	As on 31 March 2022	As on 31 March 2021
<u>Trade receivables (Unsecured, considered good)</u>		
Trade Receivables	-	-
(a) Trade receivables considered good-Secured	-	-
(b) Trade receivables considered good-UnSecured	4,537.96	3,958.14
(c) Trade receivables which have significant increase in Credit Risk	-	-
(d) Trade receivables-credit impaired	86.98	145.34
Receivables from related parties [refer note 29 (d)]	84.51	-
Sub-Total	4,709.45	4,103.48
Allowances for Credit Losses	(86.98)	(145.34)
Total	4,622.47	3,958.14
Current portion	4,622.47	3,958.14
Non-current portion	-	-

No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person.

Note 5C: Financial assets
Ageing Analysis of the Trade Receivables

(Rs. in Lakhs)

Particulars	Unbilled	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	Total
(i) Undisputed Trade Receivables - Considered Good	-	4484.46	137.54	25.94	49.95	11.56	4709.45
		(3870.06)	(44.52)	(104.74)	(70.81)	(13.35)	(4103.48)
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables- Credit Impaired	-	23.65	11.89	13.11	28.01	10.32	86.98
		(8.20)	(13.28)	(102.01)	(9.42)	(12.43)	(145.34)
(iv) Disputed Trade Receivables- Considered Good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables-Credit Impaired	-	-	-	-	-	-	-
(vii) Unbilled	-	-	-	-	-	-	-
Total		4460.81	125.65	12.83	21.94	1.24	4622.47
		(3861.86)	(31.24)	(2.73)	(61.39)	(0.92)	(3958.14)

Previous year's figures are shown in brackets

Notes to financial statements for the year ended March 31, 2022
5 (d) Cash and cash equivalents

(Rs. in Lakhs)

Particulars	As on 31 March 2022	As on 31 March 2021
Balances with banks		
- in current accounts	104.58	166.42
- in Flexi fixed deposit accounts	-	-
Deposits with original maturity of less than three months	-	-
Cheques, drafts on hand	-	0.75
Cash on hand	2.54	4.58
Total cash and cash equivalents	107.12	171.75

5 (e) Bank balances other than cash and cash equivalents

(Rs. in Lakhs)

Particulars	As on 31 March 2022	As on 31 March 2021
(i) Earmarked Balances with banks		
Unpaid dividend accounts	9.91	10.55
(ii) Balances with banks to the extent held as margin money		
Margin Money kept as deposits with original maturity of more than 12 months (against Bank Guarantee)	-	-
(iii) Bank deposit with original maturity of more than 3 months but less than 12 months	536.48	798.27
(iv) Other Bank deposits	0.52	-
Total Bank balances other than cash and cash equivalents	546.91	808.82

5 (f) Other financial assets

(Rs. in Lakhs)

	As on 31 March 2022		As on 31 March 2021	
	Current	Non- current	Current	Non- current
(ii) Others				
Bank deposits with with original maturity of more than 12 months	-	-	-	-
Interest Receivables	0.87	-	6.82	-
Advance to Employees	16.85	-	16.98	-
Security Deposits	7.10	156.85	40.40	155.94
Total other financial assets	24.82	156.85	64.20	155.94

Notes to financial statements for the year ended March 31, 2022
Note 6 : Deferred tax Liability / (Assets)

(Rs. in Lakhs)

The balance comprises temporary differences attributable to:		
Particulars	As on 31 March 2022	As on 31 March 2021
Accelerated Depreciation for tax purpose	406.95	424.94
Expense allowable payment basis	(173.39)	(173.10)
Allowance for doubtful debts – trade receivables	(21.89)	(36.58)
Other items giving rise to temporary difference	0.06	-
Net Deferred tax Liability / (Assets)	211.73	215.26

Movement in deferred tax Liability / (Assets)

(Rs. in Lakhs)

Particulars	Opening balance	43B Items	Depreciation adjustment	Defined benefit obligation - Prior Period	Allowance for doubtful debt	Other items	Total
At 31 March 2021							
Deferred tax Liability	424.94	-	-	-	-	-	424.94
Recognised in profit or loss	-	-	(17.99)	-	-	-	(17.99)
Recognised in other comprehensive income	-	-	-	-	-	-	-
Deferred tax on basis adjustment	-	-	-	-	-	-	-
	424.94	-	(17.99)	-	-	-	406.95
Deferred tax Asset	209.68						209.68
Recognised in profit or loss	-	2.51	-	-	(16.91)	(0.06)	(14.46)
Recognised in other comprehensive income	-	-	-	-	-	-	-
Deferred tax on basis adjustment	-	-	-	-	-	-	-
	209.68	2.51	-	-	(16.91)	(0.06)	195.22
Net Deferred tax (asset)/liability	215.26	-2.51	(17.99)	-	16.91	0.06	211.73

Note:- The Company has opted to pay tax under the New Tax Regime u/s.115BBA of Income tax Act, 1961 and the revised rate of Income tax (25.17%) has been applied to compute Deferred Tax Assets/Liabilities.

Notes to financial statements for the year ended March 31, 2022

Note 7: Non-current tax assets

(Rs. in Lakhs)

Particulars	As on 31 March 2022	As on 31 March 2021
Advance payment of taxes [Net of provision for Tax of Rs.731 Lakhs (P.Y. Rs.544 Lakhs)]	145.13	175.18
Total non-current tax assets	145.13	175.18

Note 8: Other non-current assets

(Rs. in Lakhs)

Particulars	As on 31 March 2022	As on 31 March 2021
Capital advances	109.65	194.39
Advances other than capital advances		
Deposits and Balance with statutory/government authorities*	249.74	294.11
Long term Prepaid exp	23.46	21.71
Long term Deferred Finance Charges	5.99	5.99
Total other non-current assets	388.84	516.20

*Out of this, Rs.36.13 Lakhs (P.Y. Rs.36.13 Lakhs) has been adjusted by the tax authorities against CST demands, which has been disputed by the Company.

Notes to financial statements for the year ended March 31, 2022

Note 9 : Inventories

(Rs. in Lakhs)

Particulars	As on 31 March 2022	As on 31 March 2021
Raw materials (Valued at cost, arrived on weighted average method (WAM)) (including goods in transit of Rs. 415.80 Lakhs (P.Y. Rs. 251.13 Lakhs)	2,400.78	1,471.37
Finished goods (Valued at lower of cost (arrived on WAM) or Net realisable value) (including goods in transit of Rs. 210.79 Lakhs (P.Y. Rs.68.29 Lakhs)	912.98	329.53
Traded goods (Valued at lower of cost (arrived on FIFO basis) or Net realisable value)	121.94	67.42
Stores and spares (Valued at cost, arrived on weighted average method (WAM))	168.00	139.82
Inventory for services	15.12	-
Total inventories	3,618.82	2,008.14

Notes:

(a) All Inventories are mortgaged as security against cash credit facility.

Note 10: Other current assets

(Rs. in Lakhs)

Particulars	As on 31 March 2022	As on 31 March 2021
Advances other than capital advances		
Advance to suppliers	240.68	183.70
Others (specify nature)		
Prepaid expenses	85.48	81.90
Deposits and Balance with statutory/government authorities	51.99	64.75
Deferred Finance Charges	1.88	1.88
Total other non-current assets	380.03	332.23

Notes to financial statements for the year ended March 31, 2022
Note 11: Equity share capital
Authorised share capital

Authorised - Equity share capital			
Particulars	Number of shares (in lakhs)	Par value per share (Rs.)	(Rs. in Lakhs)
As at 1 April 2021	10.00	10.00	100.00
Increase during the year			
As at 31 March 2022 (A)	10.00	10.00	100.00
Authorised - Unclassified share capital			
Particulars	Number of shares (in lakhs)	Par value per share (Rs.)	(Rs. in Lakhs)
As at 1 April 2021	10.00	10.00	100.00
Increase during the year			
As at 31 March 22 (B)	10.00	10.00	100.00
Total Authorised share capital (A+B)	20.00	10.00	200.00

Issued share capital

Particulars	Number of shares (in lakhs)	Par value per share (Rs.)	Equity share capital (par value) (Rs. in Lakhs)
As at 1 April 2021	10.00000	10	100.00
Exercise of options - proceeds received			-
Rights issue			
As at 31 March 2022	10.00000	10	100.00000

(i) Subscribed & fully paid share capital

Particulars	Number of shares (in lakhs)	Par value per share (Rs.)	Equity share capital (par value) (Rs. in Lakhs)
As at 1 April 2021	9.99900	10	99.99
Exercise of options - proceeds received			
As at 31 March 2022	9.99900	10	99.99

(ii) Subscribed & but not fully paid share capital

Particulars	Number of shares (in lakhs)	Par value per share (Rs.)	Equity share capital (Rs. in Lakhs)
As at 1 April 2021	0.00100	10	0.00
Equity share of Rs. 10 each, not fully paid (Rs.250 received on application)			
As at 31 March 2022	0.00100	10	0.00

Total Subscribed share capital

Particulars	Number of shares (in lakhs)	Par value per share (Rs.)	Equity share capital (Rs. in Lakhs)
As at 31 March 2022	10.00000	10	99.99

Note 11: Equity share capital**Terms and rights attached to equity shares**

The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(ii) Details of shareholders holding more than 5% shares in the company

Particulars	As on 31 March 2022		As on 31 March 2021	
	Number of shares (in lakhs)	% holding	Number of shares (in lakhs)	% holding
Chowgule & Co. Pvt. Ltd.	4.09940	40.99%	4.09940	40.99%
Dolphin Investment Ltd.	0.93601	9.36%	0.93601	9.36%

(iii) Details of the shares held by the promoters

Shares held by promoters at the end of the year			% Change during the year
Promoter Name	Number of shares (in lakhs)	% holding	
Chowgule & Co. Pvt. Ltd.	4.09940	40.99%	0.00%
Dolphin Investment Ltd.	0.93601	9.36%	0.00%
Total	5.03541	50.35%	

Notes to financial statements for the year ended March 31, 2022

Note 12 (a) Reserves and surplus

(Rs. in Lakhs)

Particulars	As on 31 March 2022	As on 31 March 2021
General Reserve	4,699.80	4,699.80
Retained earnings	2,321.49	1,673.49
Total reserves and surplus	7,021.29	6,373.29

(ii) General Reserve

(Rs. in Lakhs)

Particulars	As on 31 March 2022	As on 31 March 2021
Opening balance	4,699.80	4,699.80
Movement	-	-
Closing balance	4,699.80	4,699.80

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.

(iii) Retained earnings

(Rs. in Lakhs)

Particulars	As on 31 March 2022	As on 31 March 2021
Opening balance	1,673.49	1,500.92
Net profit for the period	663.00	187.57
Items of other comprehensive income recognised directly in retained earnings		
Remeasurements of post-employment benefit obligation, net of tax	-	-
Transfer to General Reserve	-	-
Dividends	(15.00)	(15.00)
Closing balance	2,321.49	1,673.49

Note 12 (b) Other Reserves**(Rs. in Lakhs)**

Particulars	As on 31 March 2022	As on 31 March 2021
Remeasurements of post-employment benefit obligation, net of tax		
Opening Balance	-86.10	-83.55
During the year	-1.02	-2.55
Closing balance	(87.12)	-86.10

Dividends

The following dividends were declared and paid by the Company during the year:

(Rs. in Lakhs)

Particulars	31-Mar-22	31-Mar-21
INR 1.5 per equity share (31 March 2021 INR 1.50)	15.00	15.00
Dividend distribution tax (DDT) on dividend to equity shareholders	-	-
	15.00	15.00

After the reporting dates the following dividends (excluding dividend distribution tax) were proposed by the directors subject to the approval at the annual general meeting; the dividends have not been recognised as liabilities.

(Rs. in Lakhs)

Particulars	31-Mar-22	31-Mar-21
INR 1.50 per equity share (31 March 2021: INR 1.50)	15.00	15.00
Dividend distribution tax (DDT) on dividend to equity shareholders	-	-
	15.00	15.00

Note:- w.e.f 01.04.2020 onwards the Dividend Distribution Tax has been abolished and hence Dividend Distribution tax in the Financial Year is Nil and Dividend exceeding Rs.5000/- is taxed in the hands of the recipient.

Notes to financial statements for the year ended March 31, 2022
Note 13: Borrowings
13(a) Non-current borrowings

(Rs. in Lakhs)

Particulars	Maturity date	Terms of repayment	Coupon/ Interest rate	As on 31 March 2022	As on 31 March 2021
Secured					
Term loans					
From banks					
Towards purchase of Assets	Mar-24	60 monthly installments from date of the loans	9.45%	18.14	28.96
Towards D-fuse & PETN project		60 monthly installments from 1.7.2016 onwards	7.65% to 8.30%	477.26	-
Towards expansion of slurry plant	Jul-25	60 monthly installments from date of the loans	7.65% to 8.30%	422.86	349.07
Towards Guaranteed Emergency Credit Line	Nov-24	60 monthly installments from date of the loans	7.40% to 7.50%	191.47	300.57
Towards working capital loan [refer note(c) below]	Jun-22	18 monthly instalments from date of the loans	7.40% to 8.05%	-	34.50
Total non-current borrowings				1,109.73	713.10

13(b) Current borrowings (Rs. in Lakhs)

Particulars	Coupon/ Interest rate	As on 31 March 2022	As on 31 March 2021
Loans repayable on demand (Secured)			
a) From banks			
Cash credit facility	8.00%	1,258.35	1,170.32
Total Current borrowings		1,258.35	1,170.32

Secured borrowings and assets mortgaged/ hypothecated as security

- (a) All secured borrowings are secured by mortgage of assets and hypothecation of vehicles
- (b) The carrying amounts of financial and non-financial assets mortgaged/ hypothecated as security for current and non-current borrowings are disclosed in **note 34**.
- (c) Working Capital Loan availed to meet the Liquidity mismatch arising out of Covid-19 out-break.
- (d) Term Loans were used fully for the purpose for which the same were obtained.
- (e) The Company is adequately submitting monthly statements of current assets to the banks which are as per the books of accounts maintained by the company.

Notes to financial statements for the year ended March 31, 2022

13(c) Other financial liabilities

(Rs. in Lakhs)

Particulars	As on 31 March 2022	As on 31 March 2021
Current		
Current maturities of long-term debt	559.05	338.65
Lease Liability	37.90	37.12
Interest accrued	6.76	5.36
Capital creditors	112.57	129.04
Unpaid dividends	9.91	10.55
Deposits from dealers	6.60	6.60
Outstanding liabilities	580.86	199.90
Total other current financial liabilities	1,313.65	727.22

13(d) Trade payables

(Rs. in Lakhs)

Particulars	As on 31 March 2022	As on 31 March 2021
Current		
Trade payables - from MSME	71.56	188.47
Trade payables - from other than MSME	5,436.79	3,714.02
Total trade payables	5,508.35	3,902.49

Disclosure under Sec. 22 of MSMED Act, 2006

(Chapter V - Delayed payment to Micro, Small and Medium Enterprises)

Note:13 (Borrowings)**Micro, Small and Medium Enterprises**

Information in respect of Micro, Small and Medium Enterprises Development Act, 2006; based on the information available with the company. The required disclosures are given below:

Particulars	As on 31 March 2022	As on 31 March 2021
The Principal amount and Interest remaining unpaid to any supplier as at the end of the each accounting year	0.00	24.92
The amount of interest paid by the buyer in terms of Section 16. of the Micro, Small and Medium Enterprises Development Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	Nil	Nil
The amount of interest due and payable for the period of delay in making payments (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprises Development Act, 2006	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of each accounting year: and	0.00	0.19
The amount of further interest remaining due and payable even in the succeeding years until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act 2006	Nil	Nil

Note:13 (Borrowings)
Trade Payables ageing schedule

Particulars	Unbilled	Outstanding for following periods from due				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME	-	71.56 (188.47)	-	-	-	71.56 (188.47)
ii) Others	-	5434.44 (3713.81)	2.35 (0.21)	-	-	5436.79 (3714.02)
iii) Disputed dues - MSME	-	-	-	-	-	-
iv) Disputed dues -Others	-	-	-	-	-	-
v) Unbilled	-	-	-	-	-	-
		5506.00	2.35			5508.35
Total	-	(3902.28)	(0.21)	-	-	(3902.49)

Previous year's figures are shown in brackets

13(e) Other financial liabilities
(Rs. in Lakhs)

Particulars	As on 31 March 2022	As on 31 March 2021
Non-Current Financial Liabilities		
Lease Liability	95.57	119.75
Total other current financial liabilities	95.57	119.75

Notes to financial statements for the year ended March 31, 2022
Note 14: Provisions

(Rs. in Lakhs)

Particulars	As on 31 March 2022			As on 31 March 2021		
	Current	Non- current	Total	Current	Non- current	Total
(i) Provision for employee benefits						
Leave encashment (i)	59.10	148.62	207.72	93.66	131.18	224.84
Gratuity (ii) *	99.50	361.95	461.45	37.81	410.45	448.26
(ii) Provision for powder factory deduction \$	99.12	42.58	141.70	-	42.58	42.58
(iii) Provision for Warranties	187.79	-	187.79	-	-	-
Total	445.51	553.15	998.66	131.47	584.21	715.68

* Including Rs.41.95 lakhs (P.Y. Rs.40.43 Lakhs) towards Gratuity liability of Contract Labourers based on management estimate.

Provisions
(i) Movements in provisions

Movements in each class of provision during the financial year, are set out below:

Particulars	Powder factory deduction (Rs. in Lakhs)	Warranties (Rs. in Lakhs)
As at 1 April 2021	42.58	0.00
Charged/(credited) to profit or loss		
additional provisions recognised	99.12	187.79
unused amounts reversed	-	-
unwinding of discount	-	-
Amounts used during the year	-	-
As at 31st March 2022	141.70	187.79

\$ Provision for Powder Factor Deduction

a) The provision for powder factor deduction is due to non-achievement of the required performance of the product. The provision is based on estimates made from technical evaluation and historical data associated with similar services.

b) The Company's main clients are PSUs where in Powder Factor deduction is determined after a substantial period of time, the consequential claims and counterclaims on performance bonus/deductions affect the trade receivables on account of which the substantial part of balances outstanding as trade receivables are not confirmed by them. However, the management is confident that such receivables are stated at their realizable value and adequate provisions are made in the accounts, wherever required.

Provision for employee benefits

(i) Other Long Term Employee Benefits

Compensated Absences

The Compensated Absences cover the company's liability for earned leave.

The amount of the provision of Rs. 59.09 Lakhs (P.Y. Rs. 93.66 Lakhs) is presented as current, since the company does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months. The following amounts reflect leave that is expected to be taken or paid within the next 12 months.

	(Rs. in Lakhs)	
	31 March 2022	31 March 2021
Current leave obligations expected to be settled within the next 12 months	59.10	93.66

(ii) Post-employment obligations

Gratuity

The company provides for gratuity for employees as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of completed years of service. The gratuity plan is a partly funded plan and the company makes contributions to Insurer managed funds in India. The company does not fully fund the liability.

(iii) Defined Contribution plans

The company also has certain defined contribution plans. Contributions are made to provident fund, Employers Contribution to Employees' State Insurance & super annuation schemes in India for employees. The Provident Fund and the State defined Contribution plans are operated by the Regional Provident Fund Commissioner and the Superannuation Fund is funded to LIC of India. The obligation of the company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognized during the period towards defined contribution plan is Rs. 217.81 Lakhs (P.Y. Rs. 203.10 Lakhs).

Notes to financial statements for the year ended March 31, 2022
Balance sheet amounts – Gratuity
(Rs. in Lakhs)

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation gratuity over the year are as follows:

Particulars	Present value of obligation	Fair value of plan assets	Net amount
1 April 2021	547.06	139.23	407.83
Current service cost	36.70		36.70
Net Interest expense	35.36	9.53	25.83
Past service cost	-	-	-
Total amount recognised in profit or loss	72.06	9.53	62.53
<i>Remeasurements</i>			
Return on plan assets, excluding amounts included in interest expense/(income)	-	-6.26	6.26
(Gain)/loss from change in demographic assumptions	-	-	-
(Gain)/loss from change in financial assumptions	(21.79)	-	(21.79)
Experience (gains)/losses	16.89	-	16.89
Total amount recognised in other comprehensive income	(4.90)	-6.26	1.36
Contributions :			-
Employer	-	52.22	(52.22)
Plan participants	-	-	-
Benefit payments	92.26	92.26	-
Adjustment to Opening Fair Value of Plan Assets		-	-
31 March 2022	521.96	102.46	419.50

The net liability disclosed above relates to funded and unfunded plans are as follows: **(Rs. in Lakhs)**

Particulars	As on 31 March 2022	As on 31 March 2021
Present value of funded obligations	317.07	433.97
Fair value of plan assets	102.46	139.23
Deficit of funded plan	214.61	294.74
Unfunded plans	204.88	113.09
Deficit of gratuity plan	419.49	407.83

Post-Employment benefits

<i>Significant estimates: actuarial assumptions and sensitivity</i>		
The significant actuarial assumptions were as follows:	31 March 2022	31 March 2021
Discount rate	7.33%	6.70%
Attrition Rate	1%	1%

Employee benefit obligations

Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Particulars	Rs./Lacs			
	31 March 2022			
Assumptions	Discount rate		Salary Escalation rate	
Sensitivity level	1% increase	1% decrease	1% increase	1% decrease
Impact on defined benefit obligation	(32.22)	37.28	36.58	(32.57)

Particulars	31 March 2021			
	Discount rate		Salary Escalation rate	
Sensitivity level	1% increase	1% decrease	1% increase	1% decrease
Impact on defined benefit obligation	(31.93)	36.98	36.92	(32.42)

Sensitivity analysis is determined based on the expected movement in liability if the assumptions were not proved to be true on different. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

Employee benefit obligations

The major categories of plans assets are as follows: **(Rs. in Lakhs)**

Particulars	As on 31 March 2022	As on 31 March 2021
Unquoted Investments :		
Gratuity Fund maintained by LIC of India	102.46	139.23
Total	102.46	139.23

Keltech Energies Limited

Notes to financial statements for the year ended March 31, 2022

Employee benefit obligations

Risk exposure

The defined benefit plans expose the company to actuarial risk, such as longevity risk, interest rate risk and market (investment) risk.

Specific class of employees are covered by the company for the purpose of gratuity obligations by investing in group gratuity scheme of LIC of India and for rest of the employees, though not covered by funded obligation, liability has been created based on actuarial valuation. In case of employees at one of the unit the liability is based on management's estimate amounting to Rs.41.95 lacs.

(iv) Employer Contributions

Expected contributions to post-employment benefit plans for the year ending 31 March 2022 are Rs. 34 Lakhs

The weighted average duration of the defined benefit obligation is 7.16 years (2021 – 6.33 years) for employees who are covered under group gratuity scheme of LIC of India and 7.33 years (2021 – 8.33 years) for employees who are not covered by group gratuity scheme of LIC of India

Note 15: Other current liabilities

(Rs. in Lakhs)

Particulars	As on 31 March 2022	As on 31 March 2021
Statutory tax payables	45.90	36.24
Income received in advance	171.08	159.98
Total other current liabilities	216.98	196.22

Note 16: Current tax liabilities (Net)

(Rs. in Lakhs)

Particulars	As on 31 March 2022	As on 31 March 2021
Provision for Tax [Net of Advance Tax of Nil Lakhs (P.Y.Nil Lakhs)].	-	-
Total non-current tax assets	-	-

Notes to financial statements for the year ended March 31, 2022

Note 17 : Revenue from Operations

The company derives the following types of revenue:

(Rs. in Lakhs)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Sale of products		
Manufactured goods	32,447.42	19,505.19
Traded goods	1,433.42	1,161.75
	33,880.84	20,666.94
Sale of services		
Freight	1,001.53	558.84
Other Services	312.23	470.06
	1,313.76	1,028.90
Other operating revenue	343.78	323.61
Total revenue from continuing operations	35,538.38	22,019.45

Refer Note 40

Note 18: Other income

(Rs. in Lakhs)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Interest income from financial assets at amortised cost	19.13	40.44
Balance written back	-	-
Government grants	-	-
Reversal of Provisions for doubtful debts	58.36	-
Net gain on disposal of property, plant and equipment	-	0.05
Gain/Loss on fair valuation of Investments through P & L	12.39	-
Total other income	89.88	40.49

Notes to financial statements for the year ended March 31, 2022
Note 19:
(a) Cost of materials consumed
(Rs. in Lakhs)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
(i) Opening stock		
Raw material	1,116.52	1,001.86
Packing material	354.85	251.93
	1,471.37	1,253.79
(ii) Add : Purchases		
Raw material	25,895.83	12,466.28
Packing material	2,017.25	1,432.36
	27,913.08	13,898.64
(iii) Less : Closing stock		
Raw material	1,939.23	1,116.52
Packing material	461.55	354.85
	2,400.78	1,471.37
(iv) Consumption		
Raw material	25,073.12	12,351.62
Packing material	1,910.55	1,329.44
Total	26,983.67	13,681.06

(b) Purchase of stock in trade

	For the year ended 31 March 2022	For the year ended 31 March 2021
Traded Goods	1,153.23	839.25
Total	1,153.23	839.25

(c) Changes in inventories of work-in-progress, stock-in-trade and finished goods

	For the year ended 31 March 2022	For the year ended 31 March 2021
(i) Manufactured finished goods		
Opening stock	329.53	352.84
Less : Closing stock	912.98	329.53
	(583.45)	23.31
(ii) Traded finished goods		
Opening stock	67.42	168.62
Less : Closing stock	121.94	67.42
	(54.51)	101.20
(iii) Work in Progress - (Inventory for Services)		
Opening stock	-	19.32
Less : Closing stock	15.12	-
	(15.12)	19.32
Total	(653.09)	143.82

Notes to financial statements for the year ended March 31, 2022

Note 20: Employee benefit expense (Rs. in Lakhs)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Salaries, wages and bonus	1,479.88	1,288.22
Contribution to provident fund, State Insurance & Superannuation scheme	153.67	145.39
Gratuity expenses	64.05	57.71
Staff welfare expenses	96.78	140.69
Total employee benefit expense	1,794.38	1,632.01

Note 21: Depreciation and amortisation expense (Rs. in Lakhs)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Depreciation of property, plant and equipment	496.75	477.85
Depreciation on Lease	28.19	28.80
Impairment Losses	-	-
Amortisation of intangible assets	29.36	29.59
Total depreciation and amortisation expense	554.30	536.24

Notes to financial statements for the year ended March 31, 2022

Note 22: Other expenses

(Rs. in Lakhs)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Consumption of stores and spares	320.70	329.26
Power & fuel	395.94	320.96
Repairs and maintenance		
Plant and machinery	99.83	80.68
Buildings	29.33	53.61
Others	36.78	30.77
Rental charges (net)	30.44	24.46
Rates and taxes	30.88	27.54
Legal and professional fees	227.87	260.58
Travel and conveyance	324.16	274.35
Insurance	53.96	51.93
Communication expenses	20.61	23.62
Sales commission	410.44	187.33
Director's sitting fees	6.80	5.65
Freight & forwarding	1,201.99	1,619.05
Establishment expenses	690.79	545.73
Claims against warranties	286.91	-
Bad debts	22.58	-
Expected Credit Loss	-	40.92
Handling & Transport	193.11	203.43
Drilling & Blasting Expenses	138.76	149.15
Corporate social responsibility expenditure (refer note 22(b) below)	12.66	17.36
Payments to auditors (refer note 22(a) below)	11.30	11.00
Miscellaneous expenses	138.64	117.81
Loss on sale of assets (Net)	2.25	-
Total other expenses	4,686.73	4,375.19

Note 22(a): Details of payments to auditors

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Auditor	9.50	9.50
For Taxation matters	1.00	1.00
For Other Services	0.80	0.50
Total payments to auditors	11.30	11.00

Note 22(b): Corporate social responsibility expenditure

The average Profit before tax of the Company for the last three financial years was Rs.586.93 Lakhs, basis on which the Company was required to spend Rs.11.74 Lakhs towards Corporate Social Responsibility (CSR) activities for the current financial year

a) Amount spent during the year on :

(Rs./Lakhs)

Particulars	31 March 2022			31 March		
	Amount Spent	Amount Unpaid/ provision	Total	Amount Spent	Amount Unpaid/ provision	Total
Construction / acquisition of any asset	-	-	-	-	-	-
On purpose other than (i) above	12.66	-	12.66	17.36	-	17.36

b) In case of Section 135(5) unspent amount :

In case of Section 135(5) unspent amount:

(Rs./Lakhs)

Opening Balance	Amount	Amount	Amount	Closing
	-	-	-	-

Note:

c) In case of Section 135(5) Excess amount spent

(Rs./Lakhs)

Opening Balance	Amount required to be spent	Amount spent during the year	Closing Balance
NIL	11.74	12.66	-0.92

Note:

Rs.0.92 Lakhs was spent over and above the prescribed CSR Budget of Rs.11.74 Lakhs for the financial year 2021-22.

d) Nature of CSR activities

CSR activities for promotion of quality education, healthcare & Covid 19 relief towards other than ongoing projects

e) Details of Retaled Party Transactions

Dharini Educational Foundation - The company has spent an amount of Rs. 4.06 Lakhs towards promotion of education.

Notes to financial statements for the year ended March 31, 2022

Note 23: Finance costs

(Rs. in Lakhs)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Interest and finance charges on financial liabilities measured at amortised cost	142.80	158.11
Exchange differences regarded as an adjustment to borrowing costs	-	-
Other borrowing cost	102.73	53.16
Interest on Lease	13.72	15.73
	259.25	227.00
	-	-
Finance costs expensed in profit or loss	259.25	227.00

Notes to financial statements for the year ended March 31, 2022
Note 24: Income tax expense

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
(a) Income tax expense		
Current tax		
Current tax on profits for the year	190.00	97.00
Adjustments for current tax of prior periods	-	39.59
Total current tax expense	190.00	136.59
Deferred tax		
deferred tax expense/(income)	(3.21)	(16.55)
Total deferred tax expense/(benefit)	(3.21)	-16.55
Income tax expense	186.79	120.04
Income tax expense is attributable to:		
Profit from continuing operations	186.79	120.04
Profit from discontinued operation	-	-

(c) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:

Particulars	31 March 2022	31 March 2021
Profit from continuing operations before income tax expense	849.79	307.61
	849.79	307.61
Tax at the Indian tax rate of 25.17% (2020-2021 25.17%)	213.89	77.43
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Donation	3.79	4.89
Borrowing Costs	-	-
Profit on sale of asset	-	-0.01
Interest on late payment of tax	-	-
Other difference	(30.89)	37.74
Income tax expense	186.79	120.05

i) The Company has opted for New Tax Regime under 115BAA and has applied the revised rate of 25.17% to compute income tax expense.

ii) The company has opted for Amnesty Scheme under the Direct Tax Vivad Se Vishwas Act 2020 in respect of matter pertaining to Income Tax Appeal for Assessment Year 2009-10. The company paid Rs 45.70 lakhs in previous year (Rs 38.70 Lakhs paid and Rs 7 Lakhs as deposit for appeals adjusted) as per the scheme in settlement of claims of the Income Tax Dept.

Notes to financial statements for the year ended March 31, 2022

Note 25: Fair value measurements

Financial instruments by category

(Rs. in Lakhs)

Particulars	As on 31 March 2022			As on 31 March 2021		
	FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost
Financial assets						
Investments						
- Government securities	-	-	-	-	-	0.10
Trade receivables	-	-	4,622.47	-	-	3,958.14
Loans	-	-	-	-	-	-
Cash and cash equivalents	-	-	107.12	-	-	171.75
Bank deposits with more than 12 months maturity	-	-	-	-	-	-
Other bank balances	-	-	546.91	-	-	808.82
Security deposits	-	-	163.96	-	-	196.35
Loan to employees	-	-	-	-	-	-
Loans & Advances to employees - Short term	-	-	16.85	-	-	16.98
Interest receivable	-	-	0.87	-	-	6.82
Total financial assets	-	-	5,458.18	-	-	5,158.96
Financial liabilities						
Borrowings	-	-	1,109.73	-	-	713.10
Cash credit facility	-	-	1,258.35	-	-	1,170.32
Current maturities of long term debt & interest accrued	-	-	565.80	-	-	344.01
Unpaid dividend	-	-	9.91	-	-	10.55
Trade payables	-	-	5,508.35	-	-	3,902.49
Capital creditors	-	-	112.57	-	-	129.04
Deposit from dealers	-	-	6.60	-	-	6.60
Outstanding liabilities	-	-	580.86	-	-	199.90
Total financial liabilities	-	-	9,152.17	-	-	6,476.01

Notes to financial statements for the year ended March 31, 2022
Note 26: Financial risk management

The company's activities expose it to market risk, liquidity risk and credit risk.

Market risk is the risk of loss of future earnings, fair value or future cashflows that may result from a change in the price of the financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivable and payables and loans and borrowings.

If the risk exposure is significant then senior management reviews the position and takes decision regarding hedging/other risk strategies to mitigate such risk exposures.

(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 the market interest rate.

The company is not exposed to significant interest rate risk as at the respective reporting dates.

(ii) Foreign currency risk

The Company is exposed to foreign exchange risk through its sales and services in overseas and purchases from overseas suppliers in various foreign currencies. These exposures are unhedged.

(Lacs)

Foreign currency exposure	31-Mar-22			31-Mar-21		
	USD	Closing Rate	INR	USD	Closing Rate	INR
Trade Receivable	4.78304	75.51	361.17	1.86330	73.23	136.45
Trade Payable	6.22575	75.51	470.11	1.10130	73.36	80.80

	Pounds	Closing Rate	INR	Pounds	Closing Rate	INR
Trade Payable	-	-	-	-	-	-

	Euros	Closing Rate	INR	Euros	Closing Rate	INR
Trade Payable	0.13650	84.09	11.48	0.53727	86.05	46.23

Foreign currency sensitivity

5% increase or decrease in foreign exchange rates will have the following impact on profit before tax.

Trade Receivable

Currencies		2021-22		2020-21	
		5% increase	5% decrease	5% increase	5% decrease
USD		79.29	71.73	76.89	69.57
USD	Increase/(decrease) in net profit before tax	18.06	-18.06	6.82	-6.82

Trade Payable

Currencies		2021-22		2020-21	
		5% increase	5% decrease	5% increase	5% decrease
USD		79.29	71.73	77.03	69.70
USD	Increase/(decrease) in net profit before tax	(23.51)	23.51	(4.04)	4.04
Pounds		-	-	-	-
Pounds	Increase/(decrease) in net profit before tax	-	-	-	-
Euros		88.29	79.88	90.35	81.74
Euros	Increase/(decrease) in net profit before tax	(0.57)	0.57	-2.31	2.31

(iii) Credit Risk

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial conditions, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly.

The company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

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

A default on a financial asset is when the counterparty fails to make contractual payments within 1095 days of when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

Financial assets are written off when there is no reasonable expectation of recovery. Where loans or receivables have been written off, the Company may engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized in profit or loss.

The carrying amounts of financial assets represent the maximum credit risk exposure

Exposure to credit risk	Rs. in Lakhs)	
	31-Mar-22	31-Mar-21
Financial risk for which loss allowance is measured using 12 months expected Credit Losses (ECL)		
Investment in government securities	-	0.10
Loans	-	-
Cash & cash equivalent	107.12	171.75
Other Bank balance	546.39	808.82
Bank deposits with more than 12 months maturity	0.52	-
Loans & Advances to employees - short term	16.85	16.98
Financial risk for which loss allowance is measured using Lifetime expected Credit Losses (ECL)		
Trade Receivables	4,709.45	4,103.48

(iv) Roll rate method for trade receivable

Impairment loss for trade receivable is calculated using the Roll Rate method. In the roll rate method, the entire portfolio balance is segmented by various buckets e.g., Current, 1-90, 91-180, 181-270 etc. Roll rate technique is a forecast in which the flow of outstanding from one level of delinquency (lower) to another (higher) is applied to the current portfolio outstanding mix. This technique follows the flow from 'Current' through all the delinquency buckets to 'charge-off'. The losses are determined as a product of flow rates from the bucket to the final bucket. Once historical net roll rates by bucket have been calculated, their patterns over time are examined and future roll rates are estimated.

Expected credit loss is computed on a collective basis as receivables are in similar category & amount of individual trade receivables are not individually significant.

Based on management estimation and data available there is no significant increase in credit risk/credit impaired for individual trade receivables.

In computation of the expected credit loss, there is no specific provisioning / write off policy for outstanding for more than certain period.

There are no specific forward looking information estimated by the management.

The following table provides information about the exposure to credit risk and expected credit loss for trade receivables for corporate customers as at 31 March 2022

The ageing analysis of the receivables (gross of provision) has been considered from the date the invoice falls due.

31-Mar-22 (Rs. in Lakhs)

Particulars	Not due	0-90 days past due	91-180 days past due	181-270 days past due	271-360 days past due	361 - 450 days past due	451 - 540 days past due	541-630 days past due	631-720 days past due	721-810 days past due	811- 900 days past due	More than 900 days past due	Total
Gross carrying amount (A)	4,484.49	77.29	54.20	7.96	18.48	0.49	5.02	2.35	11.58	1.02	35.01	11.56	4,709.45
Expected loss rate (B)	-	12.94%	25.19%	36.19%	48.76%	51.03%	57.68%	62.52%	73.33%	77.34%	77.76%	89.29%	-
Expected credit losses (Loss allowance provision) (C=A*B)	-	10.00	13.65	2.88	9.01	0.25	2.90	1.47	8.49	0.79	27.22	10.32	86.98
Carrying amount of trade receivables (net of impairment)	4,484.49	67.29	40.55	5.08	9.47	0.24	2.12	0.88	3.09	0.23	7.79	1.24	4,622.47

31-Mar-21 (Rs. in Lakhs)

Particulars	Not due	0-90 days past due	91-180 days past due	181-270 days past due	271-360 days past due	361 - 450 days past due	451 - 540 days past due	541-630 days past due	631-720 days past due	721-810 days past due	811- 900 days past due	More than 900 days past due	Total
Gross carrying amount (A)	3,870.06	27.40	17.12	4.80	19.85	25.97	54.11	57.49	2.16	10.20	0.97	13.35	4,103.48
Expected loss rate (B)	-	13.39%	26.48%	43.82%	56.31%	65.99%	72.19%	76.63%	81.35%	84.36%	84.41%	93.11%	-
Expected credit losses (Loss allowance provision) (C=A*B)	-	3.67	4.53	2.10	11.18	17.14	39.06	44.05	1.76	8.60	0.82	12.43	145.34
Carrying amount of trade receivables (net of impairment)	3,870.06	23.73	12.59	2.70	8.67	8.83	15.05	13.44	0.40	1.60	0.15	0.92	3,958.14

The Company does not otherwise require collateral in respect of trade receivables and loans. The Company does not have trade receivable and loans for which no loss allowance is recognized because of collateral.

The following table summarizes the change in the loss allowances measured using life-time expected credit loss model:

	(Rs. in Lakhs)
As on 31.3.2021	145.34
Provided during the year	86.98
Reversal of provisions	(145.34)
As on 31.3.2022	86.98

(v) Liquidity risk

Liquidity risk is defined as the risk that the company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the company's net liquidity position through rolling forecasts on the basis of expected cash flows.

(1) Financing arrangements

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

	(Rs. in Lakhs)	
Particulars	31 March 2022	31 March 2021
Floating rate		
a) Expiring within one year (bank overdraft and other facilities)	541.65	629.68
b) Expiring beyond one year (bank loans)	-	-
c) No Expiry Period*	-	-
	541.65	629.68

*Management is confident that the same will be drawn within one year.

Maturity profile of financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments

	(Rs. in Lakhs)			
Particulars	Less than 1 year	1 to 5 years	More than 5 years	Total
As on 31.03.2021				
Current borrowings	1,170.32	-	-	1,170.32
Unsecured Loans from Related Party	-	-	-	-
Trade payables	3,902.49	-	-	3,902.49
Other financial liabilities (including Current Maturities of Long Term Borrowings)	690.10	-	-	690.10
Term loan - from banks	-	713.10	-	713.10
As on 31.03.2022				
Current borrowings	1,258.35	-	-	1,258.35
Unsecured Loans from Related Party	-	-	-	-
Trade payables	5,508.35	-	-	5,508.35
Other financial liabilities (including Current Maturities of Long Term Borrowings)	1,275.75	-	-	1,275.75
Term loan - from banks	-	1,109.74	-	1,109.74

Maturity profile of financial assets

The table below provides details regarding the contractual maturities of financial assets at the reporting date

(Rs. in Lakhs)

Particulars	Less than 1 year	1 to 5 years	More than 5 years	Total
As on 31.03.2021				
Investments	-	0.10	-	0.10
Other non current financial assets	-	155.94	-	155.94
Trade receivables	3,958.14	-	-	3,958.14
Cash and cash equivalents	171.75	-	-	171.75
Bank balances other than cash & cash equivalents	808.82	-	-	808.82
Current Loans	-	-	-	-
Other current financial assets	64.20	-	-	64.20
As on 31.03.2022				
Investments	712.39	-	-	712.39
Other non current financial assets	-	156.85	-	156.85
Trade receivables	4,622.47	-	-	4,622.47
Cash and cash equivalents	107.12	-	-	107.12
Bank balances other than cash & cash equivalents	546.91	-	-	546.91
Current Loans	-	-	-	-
Other current financial assets	24.82	-	-	24.82

Notes to financial statements for the year ended March 31, 2022**Note 27: Capital management**

For the purposes of the Company's capital management, capital includes issued capital and all other equity reserves. The primary objective of the Company's Capital Management is to maximise shareholder value. The company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial statements

The company monitors capital using gearing ratio, which is total debt divided by total capital plus debt.

Particulars	(Rs. in Lakhs)	
	31 March 2022	31 March 2021
Total debt	2,927.13	2,222.07
Total equity plus debt	9,961.29	8,609.25
Debt to equity ratio	29%	26%

(i) Loan covenants

Under the terms of the major borrowing facilities, there are no financial covenants which are required to be complied by the company

(ii) Dividends

Particulars	(Rs. in Lakhs)	
	31 March 2022	31 March 2021
(i) Equity shares Final dividend for the year ended 31 March 2021 of INR 1.50 (31 March 2020 – INR 1.50) per fully paid share	15.00	15.00
(ii) Proposed Dividend approved by the Board of Directors at the end of the reporting period but pending approval at the ensuing Annual General Meeting	15.00	15.00

Notes to financial statements for the year ended March 31, 2022
Note 28: Segment information

An operating segment is a component of the entity that engages in business activities from which it may earn revenue and incur expenses, including revenue & expenses that relate to transactions with any of the company's other components, and for which discrete financial information is available. All operating segments is evaluated based on profit or loss and is measured consistently with the profit or loss in the financial statements & are reviewed regularly by the entity's Managing Director to make decisions about resources to be allocated to the segments and access their performance.

For management purposes, the Company is organised into business units based on its products and services and has 2 reportable segment as follows:-

- 1) Explosives segment which manufactures cartridge explosives, bulk emulsion explosives.
- 2) Perlite segment which manufactures cryogenic insulation, industrial filter-aid, horticulture products etc.,

Summary of the Segmental Information as at and for the year ended 31st March, 2022 is as follows:

(Rs. in Lakhs)

Particulars	Explosives	Perlite	Total
Revenue			
External Revenue	30,888.32	3,304.75	34,193.07
Less:- Inter-segment Revenue			-
Add:- Un-allocable Income			1,345.31
Total Revenue	30,888.32	3,304.75	35,538.38
Results			
Segment result	1,041.11	(21.95)	1,019.16
Less:- Interest & financing charges	245.99	13.26	259.25
Add: Interest Revenue			19.13
Add: Misc Income			70.75
Profit before Tax			849.79
Less:- Tax Expense			186.79
Profit after tax			663.00
Other information			
Segment assets	13,164.81	2,339.08	15,503.89
Unallocated assets	-	-	2,243.29
Total assets	13,164.81	2,339.08	17,747.18
Segment liabilities	6,457.60	155.22	6,612.82
Unallocated liabilities	-	-	4,100.20
Total liabilities	6,457.60	155.22	10,713.02
Capital expenditure	2,144.40	4.25	2,148.65
Unallocated Capital Expenditure			175.63
Depreciation & amortisation	401.78	94.97	496.75
Unallocated Depreciation & amortisation			57.55

Summary of the Segmental Information as at and for the year ended 31st March, 2021 is as follows:

(Rs. in Lakhs)

Particulars	Explosives	Perlite	Total
Revenue			
External Revenue	18,452.79	2,684.21	21,137.00
Less:- Inter-segment Revenue	-	-	-
Add:- Un-allocable Income	-	-	882.45
Total Revenue	18,452.79	2,684.21	22,019.45
Results			
Segment result	642.31	(148.14)	494.17
Less:- Interest & financing charges	191.36	35.64	227.00
Add: Interest Revenue	-	-	40.44
Profit before Tax			307.61
Less:- Tax Expense			120.04
Profit after tax			187.57
Other information			
Segment assets	9,791.63	2,344.04	12,135.67
Unallocated assets	-	-	2,011.55
Total assets	9,791.63	2,344.04	14,147.22
Segment liabilities	3,992.47	286.27	4,278.74
Unallocated liabilities	-	-	3,481.30
Total liabilities	3,992.47	286.27	7,760.04
Capital expenditure	1,001.26	8.90	1,010.16
Unallocated Capital Expenditure			-
Depreciation & amortisation	356.80	121.05	477.85
Unallocated Depreciation & amortisation			58.39

Revenues from external customers comprises of sale of explosives & perlite related services.

Revenue from external customers		(Rs. in Lakhs)	
Particulars	31 March 2022	31 March 2021	
Domestic	32,784.49	20,097.25	
Export	1,408.58	1,039.75	
Total	34,193.07	21,137.00	

Customers amounting to 10% or more of entity's revenue is NIL

Break-up of non-current assets based on geographical segment is as under:-

		(Rs. in Lakhs)	
Particulars	31 March 2022	31 March 2021	
India	7,734.62	6,803.94	
Outside India	-	-	
Total non-current assets	7,734.62	6,803.94	

Reconciliation of Revenue		(Rs. in Lakhs)	
Particulars	31 March 2022	31 March 2021	
Total Revenue from reportable segments	35,538.38	22,019.45	
Revenue for other segments	-	-	
Elimination of inter segment revenue	-	-	
Elimination of revenue of discontinued operations	-	-	
Total Revenue as per Statement of profit & loss	35,538.38	22,019.45	

Reconciliation of Profit after tax		(Rs. in Lakhs)	
Particulars	31 March 2022	31 March 2021	
Total Profit after tax from reportable segments	663.00	187.57	
Total Profit after tax from other segments	-	-	
Elimination of inter segment profits	-	-	
Elimination of profit of discontinued operations	-	-	
Total profit after tax as per Statement of profit & loss	663.00	187.57	

Reconciliation of Segment Assets		(Rs. in Lakhs)	
Particulars	31 March 2022	31 March 2021	
Assets from reportable segments	15,503.89	12,135.67	
Property, Plant & Equipment	107.48	156.94	
Cash & Cash Equivalent	107.12	171.76	
Bank balance other than cash & cash Equivalent	9.91	10.55	
Investments	-	0.10	
Others	2,018.78	1,672.20	
Total Assets as per Balance Sheet	17,747.18	14,147.22	

Reconciliation of Segment Liabilities		(Rs. in Lakhs)	
Particulars	31 March 2022	31 March 2021	
Liabilities from reportable segments	6,612.82	4,278.74	
Borrowings	510.40	542.54	
Deferred tax liability	211.73	215.26	
Others	3,378.07	2,723.50	
Total Liabilities as per Balance Sheet	10,713.02	7,760.04	

Notes to financial statements for the year ended March 31, 2022
Note 29: Related party transactions

Information in accordance with the requirements of Indian Accounting Standard 24 on Related Party Disclosures

(a) Entity with significant influence over the Company

Name	Type	Place of incorporation	Ownership interest	
			As on 31 March 2022	As on 31 March 2021
Chowgule & Co. Pvt. Ltd.	Major shareholder	India	40.99%	40.99%

(b) Other Related Party Relationships

Name of the Party	Relationships
Santosh L Chowgule	Key management personnel
Vijay V Chowgule	Key management personnel
Ramesh L Chowgule	Relative of key management personnel
Santosh Chowgule HUF	Key management personnel is able to Exercise significant influence
Chowgule Brothers Pvt Ltd	Key management personnels is able to Exercise significant influence
Chowgule Construction Chemcials Pvt Ltd	Key management personnels is able to Exercise significant influence
Dharini Educational Foundation	Key management personnels is able to Exercise significant influence

(c) Key management personnel compensation

(Rs. in Lakhs)

Particulars	31 March 2022	31 March 2021
Short-term employee benefits	77.43	74.37
Post-employment benefits	20.50	18.26
Long-term employee benefits	-	-
Termination benefits	-	-
Employee share-based payment	-	-
Total compensation	97.93	92.63

(d) Transactions with related parties

The following transactions occurred with related parties:

(Rs. in Lakhs)

Name of the Party	Nature of transactions	Year ended	Amount of transation	Amount due from	Amount due to
Major Shareholder					
Chowgule & Co. Pvt. Ltd.*					
	Services Rendered	31st March 2022	151.56	84.51	
		31st March 2021	185.97	-	
<i>Chowgule Constructions Chemcials Pvt Ltd</i>	Services Received	31st March 2022	5.22		-
		31st March 2021	-		
	Services Rendered	31st March 2022	2.55		
		31st March 2021			
<i>Chowgule Brothers Private Ltd</i>	Services Received	31st March 2022	18.49		3.34
		31st March 2021	4.33		
Dharini Educational Foundation	Expenses toward CSR	31st March 2022	4.06		
		31st March 2021	11.99		
Other Related Parties					
Santosh Chowgule HUF	Rent paid	31st March 2022	8.26		-
		31st March 2021	8.26		-
Santosh L Chowgule	Travelling Expenses	31st March 2022	2.17		
		31st March 2021	1.14		
Vijay V Chowgule	Sitting Fees	31st March 2022	0.60		-
		31st March 2021	0.10		-
Ramesh L Chowgule	Sitting Fees	31st March 2022	0.60		-
		31st March 2021	-		-

Note : a) The related party relationship identified by the management & relied upon by auditors.

: b) There have been no write-off or write-back in case of any related party.

Notes to financial statements for the year ended March 31, 2022
Note 30: Contingent liabilities and contingent assets
a) Contingent Liabilities

(Rs. in Lakhs)

Particulars	As on 31 March 2022	As on 31 March 2021
(a) Disputed demand in respect of Service tax at vishwasnagar. Amount aggregating Rs. 39.42 Lakhs, Refunded by the Department -Rs.1.32 Lakhs (P.Y. Rs.39.42 Lakhs) is paid under protest against such demand	38.10	39.42
b) Disputed demand of income tax for the assessment year 2015-16, 2016-17, 2017-18, 2018-19 & 2019-2020. Amount aggregating Rs.36.98 Lakhs (Rs.36.98 Lakhs) is paid under protest against such demand.	335.53	248.81
c) Non collection of C- Form	-	60.86
d) Disputed demand in respect of Central sales tax in Maharashtra for the year 2008-09. Amount aggregating Rs.3 Lakhs (P.Y. Rs. 3 Lakhs) is paid under protest against such demand	121.01	121.01
e) Letter of credits and bank guarantees issued to suppliers/customers	4030.96	1544.86

Management is of the view that above matters are not likely to have any impact on financial position of the company

b) Contingent Assets - NONE

Particulars	As on 31 March 2022	As on 31 March 2021
	-	-

Note: a)The company has process in place to identify the impacts of the ongoing litigations on the Financial Statements.

b) The company does not have any long term contract (including Derivatives) on which there would be foreseeable losses.

Notes to financial statements for the year ended March 31, 2022**Note 31: Capital Commitments**

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

(Rs. in Lakhs)

Particulars	As on 31 March 2022	As on 31 March 2021
Property, plant and equipment	125.40	701.56
Investment property	-	-
Intangible assets	-	-
Estimated amount of contracts remaining to be executed on Capital Account and not provided for (Net of advances)	25.35	391.39

Note: The company does not have any long term contract (including Derivatives) on which there would be foreseeable losses.

Keltech Energies Limited**Notes to financial statements for the year ended March 31, 2022****Note 32: Events occurring after the reporting period**

Refer to **note 27** for the final dividend recommended by the directors which is subject to the approval of shareholders in the ensuing annual general meeting.

Note 32a. Prior period error

There are no prior period error identified during the year including previous year.

Notes to financial statements for the year ended March 31, 2022
Note 33: Earnings per share

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
(a) Basic earnings per share	INR	INR
From continuing operations attributable to the equity holders of the company	66.31	18.76
Total basic earnings per share attributable to the equity holders of the company	66.31	18.76
(b) Diluted earnings per share		
From continuing operations attributable to the equity holders of the company	66.31	18.76
Total diluted earnings per share attributable to the equity holders of the company	66.31	18.76

(c) Reconciliations of earnings used in calculating earnings per share

(Rs. in Lakhs)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
<i>Basic earnings per share</i>		
Profit attributable to the equity holders of the company used in calculating basic earnings per share:		
From continuing operations	663.00	187.57
	663.00	187.57
<i>Diluted earnings per share</i>		
Profit from continuing operations attributable to the equity holders of the company:		
Used in calculating basic earnings per share	663.00	187.57
Add: interest savings on convertible bonds	-	-
Used in calculating diluted earnings per share	663.00	187.57
	-	-
Profit attributable to the equity holders of the company used in calculating diluted earnings per share	663.00	187.57

(d) Weighted average number of shares used as the denominator

(Nos. in Lakhs)

Particulars	31 March 2022 Number of shares	31 March 2021 Number of shares
Weighted average number of equity shares used as the denominator in calculating basic earnings per share	9.99900	9.99900
Adjustments for calculation of diluted earnings per share:		
Options	-	-
Convertible bonds	-	-
Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earnings per share	9.99900	9.99900

Notes to financial statements for the year ended March 31, 2022

Note 34: Assets Pledged /Mortgaged /Hypothecated as security

The carrying amounts of assets mortgaged/hypothecated as security for current and non-current borrowings are:

(Rs. in Lakhs)

Particulars	As on 31 March 2022	As on 31 March 2021
Current		
Financial assets		
First charge		
Book debts	4,622.47	3,958.14
Stock of raw material	2,400.78	1,471.37
Inventory for services	15.12	-
Stock of consumable stores	168.00	139.82
Stock of Finished goods	912.98	329.53
Stock of Traded goods	121.94	67.42
Total current assets mortgaged/hypothecated as security	8,241.29	5,966.28
Non-current		
First charge		
Freehold land	321.34	152.44
Leasehold land	19.87	20.45
Freehold buildings	3,045.13	2,154.94
Laboratory Equipments	16.30	11.81
Other Plant & Equipment	3,212.82	2,619.36
Office Equipment	41.16	34.50
Furniture & Fixtures	29.34	38.96
Vehicles	142.15	162.90
Total non-currents assets mortgaged/hypothecated as security	6,828.11	5,195.36
Total assets mortgaged/hypothecated as security	15,069.40	11,161.64

Notes to financial statements for the year ended March 31, 2022**Note 35: Disclosures as per Ind AS 115****a) Reconciliation of revenue recognised from Contract liability:****(Rs. in Lakhs)**

Particulars	As on 31 March 2022	As on 31 March 2021
Opening Contract liability	-	252.39
Add: Addition to contract liability during the year	294.70	30.70
Less: Recognised as revenue during the year	160.66	283.09
Closing Contract liability	134.04	-

b) Reconciliation of revenue as per contract price and as recognised in statement of profit and loss:**(Rs. in Lakhs)**

Particulars	As on 31 March 2022	As on 31 March 2021
Revenue as per Contract price	35,078.54	21,704.94
Less: Discounts and incentives	44.60	9.11
Revenue as per statement of profit and loss	35,033.94	21,695.83

Notes to financial statements for the year ended March 31, 2022

Note 36: Ratios

The following are analytical ratios for the year ended 31 March 2022 and 31 March 2021:

Particulars	Numerator	Denominator	As on 31st March 2022	As on 31st March 2021	Variance	Reason for deviation
Current Ratio	Current Assets	Current Liabilities	1.14	1.20	-5%	-
Debt-Equity Ratio	Total Debt	Shareholders' Equity	0.42	0.35	20%	-
Debt Service Coverage Ratio	Earnings available for debt service(1)	Debt Service(2)	2.43	1.52	60%	Increase is due to increase in the revenue and the previous year's profit was reduced due to exceptional item
Return on Equity Ratio	Net Profits after Taxes	Average Shareholders' Equity	0.10	0.03	232%	Increase is due to increase in the revenue and the previous year's profit was reduced by an exceptional item
Inventory turnover ratio	Sales	Average Inventory	12.63	11.23	12%	Increase is due to increase in production
Trade Receivable Turnover ratio	Revenue	Average Trade Receivable	8.28	5.63	47%	Increase is due to increase in the sales
Trade Payable Turnover ratio	Purchases or purchases or other services	Average Trade Payables	6.21	7.43	-16%	-
Net Capital Turnover Ratio	Revenue	Average Working Capital	55.98	36.23	55%	Increase is due to increase in the sales
Net Profit Ratio	Net Profit	Revenue	1.87%	0.85%	119%	Increase is due to increase in the revenue with higher efficiency on working capital improvement and the previous year's profit was reduced by an exceptional item
Return on Capital Employed	Earning before interest and taxes (3)	Capital Employed (4)	10.90%	9.66%	13%	-
Return on Investment	Interest/Gain	Investments	2.03%	5.29%	-62%	Decrease is due to change in investments made in the current year

Notes:

(1) Net Profit after taxes + Non Cash Operating Expenses + Interest + Other Adjustments like loss on sale of assets

(2) Installments made for borrowings and lease liabilities along with interest

(3) Net profit before tax + Interest

(4) Tangible Net worth + Total Debt + Deferred Tax Liability

Notes to financial statements for the year ended March 31, 2022
Note 37: Transition to Ind AS 116

Effective 1st April, 2019, the Company adopted Ind As 116 "Leases" and applied the standard to all lease contracts existing on 1st April, 2019 using the modified retrospective method. Consequently, the Company has recorded the lease liability at the present value of the lease payments discounted by the incremental borrowing rate and the right of use asset at an amount equal to the lease liability, adjusted by prepared or accrued lease payment.

Comparatives as at and for the year ended 31st March, 2019 have not been retrospectively adjusted and therefore will continue to be reported under the accounting policies included as part of our Annual Report for year ended 31st March, 2019. On transition, the adoption of the new standard resulted in recognition of 'Right of Use' asset of Rs.188.28 Lakhs, and a lease liability of Rs.188.28 Lakhs. Ind as 116 will result in an increase in cash flows from operating activities and an increase in cash outflows from financing activities on account of lease payments.

The following is the summary of practical expedients elected on initial application:

(i) Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.

(ii) Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.

(iii) Applied the practical expedient to grandfather the assessment of which transactions are leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as leases under Ind AS 17.

The weighted average incremental borrowing rate applied to lease liabilities as at 1st April, 2019 is 8.85%.

(a) The changes in the carrying value of right of use (ROU) assets for the year ended 31st March, 2022 are disclosed in Note 3A.

Particulars	Rs./Lakhs
	Amount
ROU Balance at the beginning of the year	
Opening balance Reclassified on account of adoption of Ind AS 116 (Refer Note 3A)	142.28
Additions (Refer Note 3A)	-
Amortisation cost accrued during the year (Refer Note 3A)	28.19
Deletions	-
ROU Balance at the end of the year	114.09
Lease Liabilities at the beginning of the year	156.87
Additions	-
Interest cost accrued during the year	13.72
Payment of lease liabilities	37.12
Deletion	-
Lease Liabilities at the end of the year	133.47
Current Lease Liabilities	37.90
Non-current Lease Liabilities	95.57
Total Lease Liabilities	133.47

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

(b) The table below provides details regarding the contractual maturities of lease liabilities as of 31st March, 2022 on an undiscounted basis:

Particulars	Rs./Lakhs
	Amount
Not later than one year	37.12
Later than one year and not later than five years	97.27
Later than five years	223.27

Note 38: Relationship with Struck off Companies (based on available information)

Name of the Struck off Company	Nature of transactions	Balance Outstanding (In Rs.)*	Relationship with the struck off company, if any to be disclosed
Pioneer Commercial Company Private	Shareholder	2000	Shareholder
Fairgrowth Investments Limited	Shareholder	3500	Shareholder

*Note:- In the absence of purchase price of share held by above Companies, Face value is considered for reporting

Note 39: Note on Anti-dumping duty

Based on the inquiry conducted by Directorate of Revenue Intelligence ('DRI'), the company has paid anti-dumping duty along with interest and IGST aggregating to Rs 359.67 Lakhs on import of ammonium nitrate by one of the suppliers of the company between FY 2017-2019. Subsequently, an amount of Rs. 41.91 lakhs has been claimed towards input IGST and payment towards of Anti-Dumping Duty of Rs. 233.41 lakhs and towards interest of Rs. 84.35 lakhs has been shown as exceptional item in the financial statement.

Further, the company is exploring its options including legal notice on the supplier from whom the imports were

Note 40: Note on Revenue from Operations

Consequent to an incident of fraud on one of the Company's overseas Customer, which involved hacking their email id as also fraudulent transfer of sum by that Customer, in good faith, to the wrongdoers instead of transfer thereof to the Company. Having regard to the long-term relationship with the said customer, the company, out of business exigencies, being considerate, agreed to share a portion of defalcated funds amounting to USD 128205, which are recognised as trade discount and netted-off from Revenue from Operations. The Company is also in process of renegotiating the terms of future contracts with the said customer. The Company has taken necessary precautions to strengthen its internal control systems so as to prevent occurrences of such events henceforth.

Note 41A The disclosure on the following matters required under Schedule III as amended not being relevant or applicable in case of the Company, same are not covered such as

a) The Company has not traded or invested in crypto currency or virtual currency during the financial year.

b) There are no transaction which have not been recorded in the books.

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

d) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

e) The Company has not entered into any scheme of arrangement.

f) No Registration or satisfaction of charges are pending to be filed with Register of Companies (ROC).

g) The provision relating to compliance with number of layers of Companies prescribed under clause (87) of section 2 of the Companies Act is not applicable to the Company.

Note 41B (a) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend to 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) No funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend to or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Note 42: Dividend distributed to Equity Shareholders

The Board has proposed a final dividend of ₹ 1.50 per equity share for financial year ended 31 March 2022 in the Board of Directors meeting held on 30th May, 2022.

Accounting Period	Net Profit for the accounting period (Rs./Lakhs)	Rate of dividend (%)	Amount of Dividend (Rs./Lakhs)	Dividend Payout ratio (%)
FY 2021-22	663.00	15%	14.99	2.26%

Notes to financial statements for the year ended March 31, 2022

Note 43: The previous year's numbers have been re-grouped/re-classified to confirm to current years reporting.

As per our attached report of even date

For and on behalf of

KKC & Associates LLP

Chartered Accountants

(Formerly Khimji Kunverji & Co LLP)

ICAI Firm Registration No. 105146W/W100621

For and on behalf of the Board of Directors

Vijay V. Chowgule

Chairman

DIN No.00018903

Santosh L. Chowgule

Managing Director

DIN No.00097736

Hasmukh B Dedhia

Partner

Membership No: 033494

P. Prabhudev

Chief Financial Officer

Ms. Shalu Tibra

Company Secretary

Mumbai

Dated: 30 May 2022

Bangalore

Dated: 30 May 2022

KELTECH ENERGIES LIMITED
CIN : L30007KAI977PLC031660

‘Embassy Icon’ 7th Floor, No. 3, Infantry Road, Bengaluru - 560 001

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
[Management and Administration Rules] 2014)

Name of the Member(s)			
Registered Address			
Email ID			
Folio No. / Client ID		DP ID	

I/We, being the member(s) of Keltech Energies Limited, hereby appoint:

- 1) _____ of _____ having e-mail ID _____ or failing him/her
2) _____ of _____ having e-mail ID _____ or failing him/her 3)
_____ of _____ having e-mail ID _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Forty Fifth Annual General Meeting of Keltech Energies Limited will be held on Friday, the (23/09/22) at 11.00 AM through Video Conference (VC) / Other Audio Visual Means, and at any adjournment thereof in respect of such resolutions as are indicated below:

** I/We appoint my / our above Proxy to vote in the manner as indicated in the box below:

Sl. No	Item No.	For	Against
1.	Approval for adoption of Financial Statements for the year ended 31.03.2022		
2.	Approval of Dividend for the year ended 31.03.2022		
3.	To appoint Statutory Auditors of the Company		
4.	Appointment of Shri Vijay V. Chowgule (DIN: 00018903) as Non-Executive, Non-Independent Director of the Company.		
5.	Appointment of Shri Ramesh L. Chowgule (DIN : 00018910) as Non-Executive, Non-Independent Director of the Company.		
6.	Approval for appointment of Cost Auditor and to fix his remuneration for 2022-23.		
7.	To borrow monies exceeding the aggregate of the paid-up share capital of the Company and its free reserves		

* Applicable for investors holding share in electronic form.

Signed this.....day of.....2022

Signature of shareholder.....

Affix
Revenue
Stamp

Signature of first
proxy holder

Signature of second
proxy holder

Signature of third
proxy holder

Notes:

- (1) This form of Proxy in order to be effective should be duly completed and deposited at the Register Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A members holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (4) ** This is only optional. Please put 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

To
Canbank Computer Services Ltd.
218, 1st Floor, J. P. Royale, 2nd Main
Sampige Road, Malleshwaram
Bengaluru - 560 003.

Dear Sirs,

FORM FOR ELECTRONIC CLEARING SERVICES FOR PAYMENT OF DIVIDEND

Please fill in the information in CAPITAL LETTERS in ENGLISH only. Please Tick a wherever applicable.
For share held Physical form

Master Folio No.

FOR OFFICE USE ONLY	
Master Folio No.	<input type="text"/>

Name of First Holder

Bank Name

Branch Name

Branch Code

(9 Digits Code Number appearing on the MICR Band of the cheque by the Bank). Please attach a photo copy of a cheque of your bank duly cancelled for ensuring accuracy of the bank's name, branch name and code number.

Account Type

Savings

Current

Cash Credit

A/c No. (as appearing in the cheque book)

Effective date of this mandate

I, hereby, declare that the particulars given are correct and complete. If any transaction is delayed or not effected at all for reasons of incompleteness, Canbank Computer Services Ltd./ Keltech Energies Limited will not be held responsible. I agree to avail the ECS facility provided by RBI, as and when implemented by Keltech Energies Limited.

I further undertake to inform the Company any change in my Bank / branch and account number.

(Signature of Shareholder(s))

Date :

Note : * On dematerialisation of your share, the details registered with your Depository Participant will be considered for payment through ECS

* This form duly filled in and signed may be returned to Canbank Computer Service Limited

