



**September 07, 2022**

To,  
Corporate Relationship Department  
**BSE Limited**  
P.J. Tower, Dalal Street,  
Fort, Mumbai  
Script Code: 524324

To,  
Listing Compliances  
**National Stock Exchange of India Limited**  
Exchange Plaza, Bandra Kurla Complex, Bandra  
East, Mumbai - 400051  
Symbol: SEYAIND

**Sub.:** Notice of the 32<sup>nd</sup> Annual General Meeting ("AGM") and Annual Report  
for the Financial Year ("FY") 2021-22

Dear Sir,

Pursuant to the provisions of Regulation 34(1) of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, please find attached Notice of 32<sup>nd</sup> Annual Report for the FY 2021-22 along with notice of 32<sup>nd</sup> AGM of the Company which forms part of 32<sup>nd</sup> Annual Report.

The 32<sup>nd</sup> Annual Report of the Company along with Notice convening 32<sup>nd</sup> AGM are also available on the website of the Company.

Kindly take the same on record.

Thanking you.

Yours faithfully,  
For **Seya Industries Ltd**

  
**Manisha Solanki**  
Company Secretary



# ANNUAL REPORT 2021-22



[www.seya.in](http://www.seya.in)

## Corporate Information

### Board of Directors & Senior Management

Mr. Ashok G Rajani – Chairman & Managing Director  
Mr. Asit Kumar Bhowmik – Executive Director  
Mr. BSP Rao – Executive Director  
Mr. Ronen Joshi – Independent Director  
Mr. Amit Pandya – Independent Director  
Mrs. Monisha Bhavnani – Independent Director  
Mr. Amrit Rajani – Chief Financial Officer  
Ms. Manisha Solanki – Company Secretary

### Auditors

S S Patwardhan & Co  
(Chartered Accountants) – Statutory Auditors  
  
Manish Shukla & Associates  
(Cost Accountant) – Cost Auditor  
  
K Sonee & Company  
(PCS) – Secretarial Auditor

### Registrar & Transfer Agent

Universal Capital Securities P Ltd  
C-101, 247, LBS Marg,  
Vikhroli West, Mumbai – 400083  
☎: 022-28207203  
✉: info@unisec.in

## Inside this Report

Statutory Reports	Page No.	Financial Reports	Page No.
Notice of 32 <sup>nd</sup> Annual General Meeting	1	Independent Auditor's Report	36
Directors Report	6	Balance Sheet	42
Management Discussion & Analysis	19	Statement of Profit & Loss	43
Corporate Governance Report	28	Statement of Changes in Equity	44
Attendance Sheet	69	Cash Flow Statement	45
		Notes to Financial Statement	46

As per the various circulars of MCA and SEBI issued from time to time, Notice of the AGM along with the Annual Report for the Financial Year 2021-22 is being sent only through email to those Members whose email IDs are registered with the Company/ Depositories. Members may note that the notice of the AGM and Annual Report for the financial year 2021-22 will also be available on the company's website [www.seya.in](http://www.seya.in) the website of the stock exchange BSE limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.

Those members who have still not registered their e-mail IDs are requested to do so by writing to RTA at [info@unisec.in](mailto:info@unisec.in) or to the Company at [corporate@seya.in](mailto:corporate@seya.in)

For a healthy and Greener life.....

### Thirty Second Annual General Meeting

**Day & Date** : Friday, September 30, 2022

**Time** : 12:00 p.m.

**Venue** : T-13/T-14, MIDC Tarapur, Boisar, Palghar, Maharashtra – 401506

**Book Closure** : Saturday, September 24, 2022 to Friday, September 30, 2022 (both days inclusive)



[www.seya.in](http://www.seya.in)

Visit Company's official website to download this Annual Report

**FORWARD-LOOKING STATEMENTS:** Certain statements in this annual report concerning our future growth prospects are forward-looking statements, which involve a number of risks, and uncertainties that could cause actual results to differ materially from those in such forward-looking statements. We have tried wherever possible to identify such statements by using words such as anticipate, estimate, expect, project, intend, plan, believe and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risk, uncertainties and even in accurate assumptions. Should known or unknown risk or uncertainties materialise or should underline assumption prove inaccurate; our actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publically update any forward-looking statements, whether as a result of new information, future events or otherwise.

## NOTICE

**NOTICE** IS HEREBY GIVEN THAT THE THIRTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF SEYA INDUSTRIES LTD ("THE COMPANY") WILL BE HELD AT THE REGISTERED OFFICE OF THE COMPANY AT T -14, MIDC, TARAPUR INDUSTRIAL AREA, BOISAR, DIST. PALGHAR - 401506 MAHARASHTRA, ON FRIDAY, SEPTEMBER 30, 2022, AT 12:00 P.M. TO TRANSACT FOLLOWING BUSINESS:

### ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**.

**"RESOLVED THAT** the Audited financial statements of the company including Balance Sheet, Statement of Profit and Loss, Cash Flow statement and statement of changes in equity for the financial year ended March 31, 2022, along with auditor's report thereon be and is hereby received, considered, approved and adopted."

- To appoint a director in place of Mr. Asit Kumar Bhowmik (DIN: 03522132), who retires by rotation and being eligible, seeks re-appointment. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** Mr. Asit Kuamr Bhowmik (DIN: 03522132) who retires by rotation at this annual general meeting, in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

### SPECIAL BUSINESS:

- To appoint auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, including any amendment, modification, or variation thereof, M/s. A.A. Mohare & Co., Chartered Accountant (Firm Registration No. 114152W), be and is hereby appointed as Statutory Auditors of the Company, in place of M/s. S. S. Patwardhan & Co., Chartered Accountant (Firm Registration No. 119155W), to hold office from the conclusion of this 32<sup>nd</sup> Annual General Meeting until the conclusion of the 33<sup>rd</sup> Annual General Meeting (AGM), at such remuneration as may be mutually agreed between the Board of Directors and the Auditors.

**RESOLVED FURTHER THAT** the Board of Directors (which term includes a duly constituted Committee of the Board of Directors) be and is hereby authorised to do all such act, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and / or otherwise considered by them to be in the best interest of the Company."

- Ratification of remuneration of Cost Auditor for F.Y.2022-23 and in this regard, to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of the Section 148 (3) and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, the Company hereby ratifies the remuneration of ₹65,000/- per annum plus applicable taxes payable to M/s. Manish Shukla & Associates, Cost Accountants (Firm Registration No.101891) who are appointed by the Board of Directors as Cost Auditors of the Company to conduct cost audits relating to cost records of the Company for the year ending March 31, 2023.

**RESOLVED FURTHER THAT** the Board of Directors (Which term includes a duly constituted committee of the Board of Directors) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and / or otherwise considered by them to be in the interest of the Company."

### NOTES:

- The Explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') in respect of the Special business set out in the Notice and the relevant details of the Directors seeking appointment / re-appointment as required by Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations, 2015 ('Listing Regulations') and as required under Secretarial Standard – 2 of General Meetings issued by the Institute of Company Secretaries of India are annexed hereto.
- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- Person can act as proxy on behalf of members not exceeding a count of fifty and holding in the aggregate not more than ten per cent of total share capital of the Company carrying voting rights. A member holding more than ten per cent 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.
- The instrument appointing the proxy should, however, be deposited at the Registered Office of the company not less than forty-eight (48) hours before the commencement of the meeting i.e. by 12:00 p.m. on September 28, 2022. A Proxy Form is annexed to this Annual Report. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolution or authority as applicable.
- Corporate members intending to send their authorised representatives to attend the Meeting are required to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- In case of joint holders attending the meeting. Only such joint holder who is higher in the order of names will be entitled to Vote.
- In compliance with circulars issued by various government authorities including Ministry of Corporate Affairs and Securities Exchange Board of India (SEBI) Notice of the AGM along with the Annual Report for the Financial Year 2021-22 is being sent only through email to those Members whose email IDs are registered with the Company/ Depositories. Members may note that the notice of the AGM and Annual Report for the financial year 2021-22 will also be available on the company's website [www.seya.in](http://www.seya.in) and the website of the stock exchanges BSE limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
- Members who have not yet registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in electronic form and with Company's Registrar & Share Transfer Agent i.e. Universal Capital Securities Private Limited in case the shares are held by them in physical form.

9. Process for Registration / updation of Email Id, Bank Account Details and other details:
- Shareholding in Demat Form:
 

Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service ("NECS"), Electronic Clearing Service ("ECS"), mandates, nominations, power of attorney, change of address/name, e-mail address, contact numbers, etc. to their Depository Participant ("DP") only, and not to the Company's Registrar & Share Transfer Agent.

Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrar & Share Transfer Agent to provide efficient and better services to the Members.
  - Shareholding in Physical Form:
 

Members holding shares in physical form are requested to write the RTA at [info@unisec.in](mailto:info@unisec.in) providing all the details.
- This may be treated as an advance opportunity in terms of proviso to Rule 18(3) (i) of the Companies (Management and Administration) Rules, 2014.
- The register of members and share transfer books of the Company shall remain closed from **Saturday, September 24, 2022, to Friday, September 30, 2022**, both days inclusive.
  - Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA, for consolidation into one single folio.
  - Non-resident Indian Members are requested to inform their Registrar Transfer Agent (in case of shares held in physical form) or the Depository Participants (in case of shares held in dematerialized form) as the case may be about the:
    - Change in their residential status on return to India for permanent settlement
    - Particulars of their Bank accounts maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
  - In view of SEBI Notification No. SEBI/LAD-NRO/ GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) are being processed only in the dematerialized form with effect from April 1, 2019. Therefore, the Members are requested to take prompt action to dematerialize the Equity Shares of the Company. The Members may contact the Company or the Company's Registrar & Share Transfer Agent Universal Securities Private Limited for assistance in this regard.
  - Members holding shares in electronic mode are requested to submit their PAN and Bank Account Details to their Depository Participant(s), with whom they are maintaining their Demat account(s). Members holding shares in Physical form are required to submit their PAN and Bank Account details to the Company's RTA.
  - To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the depository participant(s) and holdings should be verified.
  - Members who have not registered their e-mail addresses so far

are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically.

- As per the provisions of Section 72 of the Companies Act, 2013 the facility for making nominations is available to the shareholders in respect of the equity shares held by them. Members holding shares in physical form should file their nomination with Company's Registrar and Share Transfer Agents whilst those Members holding shares in dematerialized mode should file their nomination with their Depository Participant.
- Members are requested to intimate to the Company, Queries if any, regarding the accounts or any matter at least 10 days before the Annual General Meeting to enable the Management to keep the information ready at the meeting. The queries may be addressed to E-mail: [corporate@seya.in](mailto:corporate@seya.in).
- A Route Map showing directions to the venue of the 32nd Annual General Meeting and nearby prominent landmark is given at the end of this Notice.
- Transfer of Unclaimed dividend to Investor Education and Protection Fund:

Members are hereby informed that under the Act, the Company is required to transfer the dividend which remains unpaid or unclaimed for a period of seven years (from the date of transfer to Unclaimed Dividend Account) to the credit of the Investor Education and Protection Fund ('the IEPF').

Members are requested to note the following due date(s) for claiming the unpaid / unclaimed dividend declared by the Company for the financial year 2015-16 and thereafter –

Financial Year	Date of Declaration	Last date for claiming unpaid dividend
2015-16	September 28, 2016	October 27, 2023
2016-17	September 27, 2017	October 26, 2024
2017-18	September 28, 2018	October 27, 2025
2018-19	September 27, 2019	October 26, 2026

Members who have not encashed the dividend warrants so far in respect of the aforesaid period(s), are requested to make their claim to RTA, well in advance of the above due dates.

Attention of Members is invited to the provisions of Section 124(6) of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 amended from time to time, which inter alia requires the Company to transfer the equity shares on which the dividend has remained unpaid or unclaimed for a continuous period of seven years, to a special Demat account of Investor Education and Protection Fund Authority ("IEPF Authority"). The dividend/shares, once transferred to the said Demat account of the IEPF Authority can be claimed after following due procedure prescribed under the said IEPF Rules by making an online application to the IEPF Authority in web from No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in)

#### 21. Voting through electronic means:

In Compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically through the e-voting services provided by Central Depository Services (India) Ltd (CDSL):

The remote e-voting period commences on Tuesday, September 27, 2022, (9.00 a.m. IST) and ends on Thursday, September 29,

2022, (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date i.e. Friday, September 23, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5:00 p.m. on September 29, 2022. Once the vote on a resolution is cast and confirmed by the Member, he shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on cut-off date i.e. September 23, 2022.

The members who have cast their vote by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the Meeting.

The Process and manner for remote e-voting are as under:

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

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

#### A. Individual Shareholders holding securities in Demat mode with CDSL:

- (i) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or visit [www.cdslindia.com](http://www.cdslindia.com) and click on Login icon and select New System Myeasi.
- (ii) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.
- (iii) If the user is not registered for Easi / Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- (iv) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page or click on <https://evoting.cdslindia.com/Evoting/EvotingLogin> The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.

#### B. Individual Shareholders holding securities in Demat mode with NSDL:

- (i) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial

Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.

- (ii) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS" Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- (iii) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

#### C. Individual Shareholders holding securities in Demat mode log in through their Depository Participants:

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

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](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 22-23058542-43.

Individual Shareholders holding securities in Demat mode with NSDL

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at toll free no.: 1800 1020 990 and 1800 22 44 30

#### D. Login method for e-Voting meetings for Physical shareholders and shareholders other than individual holding in Demat form:

- (i) The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" module

- (iii) Enter your user ID:
- For CDSL: 16 Digits beneficiary ID;
  - For NSDL: 8-character DP ID followed by 8 digits client ID;
  - For Members holding shares in physical form please enter Folio Number registered with the Company
- (iv) Enter the image verification as displayed and click on login.
- (v) If you are holding shares in electronic form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and e-voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first-time user or if you are holding shares in Physical form, please follow the steps given below:

**PAN:**

Enter your 10-digit alpha numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders) in the PAN Field.

Please note that Members who have not updated their PAN with the Company / Depository Participant are requested to use sequence number sent by Company / RTA or contact Company / RTA.

**Dividend Bank Details or Date of Birth:**

Enter the Dividend Bank details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company's Records in order to login.

If both the details are not recorded with depository or Company please enter the member ID / folio number in the Dividend Bank details field as mentioned in instruction (iii)

- (vii) After entering the above details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for **Seya Industries Ltd.**
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the set password, then enter the User ID and the Image verification Code and click on 'Forgot password' option and enter the details as prompted by the system.

**(xvii) Note for Non-Individual Shareholders and Custodians**

- Institutional shareholders (i.e. other than Individuals, HUFs, NRIs etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz: [pcssubhashpurohit01@gmail.com](mailto:pcssubhashpurohit01@gmail.com) and [corporate@seya.in](mailto:corporate@seya.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**E. Process for those shareholders whose email/mobile no. are not registered with the Company/Depositories.**

- For Physical shareholders: Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id
- For Demat shareholders: Please update your email id & mobile no. with your respective Depository Participant (DP).
- For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact 022-23058738 and 022-23058542/43.

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

Please note that:

1. Mr. Subhas Purohit (Membership No. ACS 36558) of M/s. Subhash Purohit & Associates, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting/ ballot voting process in a fair and transparent manner.
2. Members would be able to cast their votes at the meeting through ballot paper, if they have not availed the remote e-voting facility. If the vote is cast through remote e-voting facility, then the members cannot exercise their voting rights at the AGM
3. The Scrutinizer shall after the conclusion of voting at the meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than 48 hours of conclusion of the meeting a consolidated scrutinizer's report of the votes cast in favour or against, to the Chairman or to any director or officer who may be authorised by the Chairman for this purpose.
4. The Results shall be declared on or after the meeting. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.seya.in and on the website of CDSL and communicated to the Stock Exchanges.
5. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of Meeting i.e. Friday, September 30, 2022.

By Order of the Board of Directors

**Seya Industries Ltd**

**Manisha Solanki**

Company Secretary and Compliance Officer

Palghar, August 03, 2022

T-14, MIDC Tarapur, Boisar, Dist. Palghar – 401 506

✉ : corporate@seya.in 🌐 : www.seya.in

**CIN:** L99999MH1990PLC058499

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

(Following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice)

### Item No. 3

Pursuant to the COVID-19 situation and its impact on the operations of the Company, the Management had proposed reduction in Audit fees from M/s. S.S. Patwardhan & Co, Chartered Accountants, Statutory Auditor ("the Auditor") of the Company. However, the revised reduced fees being not acceptable to the Auditors, they have expressed their unwillingness to the Board of Directors of the Company ("the Board") to continue as Statutory Auditor of the Company with effect from ensuing Annual General Meeting. On recommendation of the Audit & Risk Management Committee ("the Committee"), appointment of M/s. A.A. Mohare & Co., Chartered Accountant (Firm Registration No. 114152W), as the Statutory Auditors of the Company for a period of one year from the Conclusion of this AGM till the Conclusion of the 33<sup>rd</sup> AGM is proposed for the Consideration of the Meeting.

M/s. A.A. Mohare & Co., have given their consent to act as the Auditors of the Company. The Confirmation of their appointment, if made, will be in accordance with the conditions prescribed under Section 139 and 141 of the Act.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this resolution.

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

### Item No. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. Manish Shukla & Associates, Cost Accountants (Firm Registration No.101891) as the Cost Auditor to conduct the audit of the Cost records of the Company for the financial year ending March 31, 2023 at a remuneration of ₹65,000/- per annum plus applicable taxes and out of pocket expenses, if any.

Accordingly, consent of the Members of the Company is sought for ratifying the remuneration payable to the Cost Auditor of the Company for the financial year ending on March 31, 2023, by way of an Ordinary Resolution.

None of the Directors or KMP or relatives of Directors and KMP is concerned or interested in the resolution at item no. 4 of the accompanying Notice.

By Order of the Board of Directors

**Seya Industries Ltd**

**Manisha Solanki**

Company Secretary and Compliance Officer

Palghar, August 03, 2022

T-14, MIDC Tarapur, Boisar, Dist. Palghar – 401 506

✉ : corporate@seya.in 🌐 : www.seya.in

**CIN:** L99999MH1990PLC058499

## Details of Directors Seeking appointment / reappointment at the Annual General Meeting pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standards -2 on the General Meeting:

Name of the Director	Mr. Asit Kumar Bhowmik
Date of Birth	February 1, 1954
Age	68 Years
Date of Appointment	April 2, 2011
Qualification	Tech (Chemical Engg.)
Expertise in specific functional areas	Overall Technical Management of Chemical Manufacturing Plants, Projects, etc
Directorships in other public limited Companies held (excluding foreign Companies and Section 8 Companies)	None
Membership of Committees / Chairmanship in other public Limited Companies	None
No of Board Meeting Attended during the year	3
No. of Shares held in the Company	NIL



## DIRECTOR'S REPORT

### To the Members of Seya Industries Ltd

The Directors hereby presents their Thirty Second Annual report together with the Audited Financial Statements for the Financial Year (FY) 2021-22

#### Financial Performance

₹ in Lakhs

Financial Results	Year Ended 31-Mar-22	Year Ended 31-Mar-21
Total Revenue	6,565.28	4,401.26
Profit / (Loss) Before Interest, Depreciation & Taxes (excluding exceptional items)	1,693.65	751.54
Profit / (Loss) Before Tax (excluding exceptional items)	(113.31)	(1,059.98)
Profit / (Loss) After Tax	(628.19)	(10,958.17)
Earnings Per Share – Basic (₹)	(2.36)	(41.24)
Earnings Per Share – Diluted (₹)	(2.36)	(41.24)

#### Performance review

During the year under review, Revenue from operation increased from ₹4,401.26 Lakhs to ₹6,565.28 on account of improvement in capacity utilization as compared to previous. Profit Before Tax (excluding exceptional items) though (-) ₹1,059.98 Lakhs, showed improvement as compared to previous financial year.

#### State of Company Affairs

Your Company is in the business of manufacture of speciality chemical intermediates having applications in the manufacture of Pharmaceuticals (like Paracetamol, floxacins, etc), Personal & Health Care Products (like Hair dyes), Printing Inks & Paints (used in Laser/ Ink jet Printers, for Road markings, etc), Agrochemicals (like DDT, etc) Insecticides/Pesticides (like Quinalphos, Mortein, Baygon, etc), Rubber chemicals (for Leather protection), Textile dyes, Thermic fluids (used as heating medium), etc.

The Operations of the Company had been severely impacted due to the Covid -19 pandemic. The year under review saw the resurgence of the COVID-19 Delta and Omicron variant. Several International and State governments continued to restrict distribution operations which impacted the Company's operations. As a result, the revenues continue to be materially impacted. The Company however continued to incur committed expenditure with respect to its Employees, Plant related expenditures and other expenditures. This has significantly impacted the profitability.

The revenue has increased mainly on account of increase in price realizations and higher sales volume of downstream products which earned better margins compared to previous year. However, Operational Expenses have increased during the year on account of an increase in raw material cost, power & fuel cost and especially legal expenses being incurred towards litigation. Since March 2022, the momentum has slowed down since company experienced further increases in raw material prices in the backdrop of Russia-Ukraine War. The gross margins were relatively better as compared to previous year; however, it was also impacted on account of volatility in raw material prices. The company envisages to regain gross margins and EBIDTA, which it earned prior to pre-Covid times on stabilization of raw material prices and attaining optimum product mix in coming years. We have taken several actions to mitigate the effect of Covid-19 on our business. We have taken steps to reduce our unit costs and increase our liquidity by making our operations more efficient and nimbler, putting on hold discretionary expenses, deferring certain capital expenditures, etc. In order to sustain operations, we also had to take actions to cut employee costs through pay cuts, leave without pay and reduction in workforce. We are ramping up our operations in a phased manner despite challenges of increased working capital demand on account sharp increase in the prices of all raw materials.

#### Responding to an unprecedented challenge: COVID -19 Pandemic

FY 2021-22 saw an unprecedented health crisis, economic disruption, sharp increase in raw materials prices and repeated lockdowns around the globe. Our immediate priority was the safety of our people and being responsive to the needs of customers. We moved with agility to ensure business continuity. Employees were provided all necessary support to work from home and keep them engaged. Close collaboration was maintained with our customers for seamless business continuity and we kept a close eye on the safety of our employees.

#### Dividend

For the year under review, given the developments with regard to the COVID-19 pandemic and its fallout, and a negative profit for the year, the Board of Directors prudently decided to not to declare dividend.

#### Share Capital

During the period under review there was no change in the Share Capital of the Company.

#### Management Discussion & Analysis and Corporate Governance Reports

Pursuant to Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Management Discussion & Analysis and the Corporate Governance Report are presented in a separate section forming part of the Annual Report.

#### Finance, Term Loans and Working Capital

During the earlier year, CARE Ratings Limited had wrongfully & illegally committed breach of mandatory terms of the Contract which had been terminated by the Company. Despite such termination, CARE released an un-authorised rating downgrade report with malafide intent. The Company has filed a suit & complaint to SEBI against such unauthorised downgrade by CARE. During the prior period certain Lenders had allegedly classified the credit facilities of the Company as Non-Performing Asset (NPA) and initiated formal legal communication with a view to protect their interest. The Company has contested the same in Court and continues to defend such action by the Lenders. In accordance with the prudential norms by the Reserve Bank of India, the lender banks/ FI/Others have not charged interest on credit facilities extended to the Company upon the classification of the same as NPA. Accordingly, the Company is not making provision for interest on borrowings. Meanwhile the Company also continues to engage with lenders with a view to arrive at a resolution to ongoing matters. Due to ongoing dispute with the lenders in relation to their failure to comply with committed lending obligations, the Company has, basis of legal advice, not provided for interest costs (on certain loans outstanding), amounting to INR 1,840.06 Lacs in respect of Operating Assets and INR 5,329.85 Lacs in respect of Project Assets. Accordingly, the Principal Outstanding, Finance Costs, Profit/(Loss) & Liabilities towards Borrowings from Banks/FI/Others have been reported excluding the said amounts and are subject to confirmation from Lenders. The Company continues to believe in the merits of the litigation, however, there continues to remain material uncertainties in relation to the outcome of the said litigations.

The Company manages liquidity through surplus by continuously monitoring actual cash flows. The credit facilities from Lenders in terms fund and non-fund based working capital lines are presently not available to the Company due to on-going dispute with Lenders as mentioned above. The Company monitors funding options available in the markets with a view to maintaining financial flexibility. Save and except as stated above, all payments are generally made along due dates and requests for early payments are entertained after due approval and availing early payment discounts.

#### Reserves & Surplus

During the period under review, there has been no transfer to the general reserve. Total reserves and marginally decreased by 0.75% to ₹82,919.86 Lakhs as compared to previous year of ₹83,547.60 Lakhs.

## Deposits from Public

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

## IT Initiatives

The Company's Information Technology (IT) infrastructure is continuously reviewed and renewed in line with the development in technology and its requirements.

## Directors and Key Managerial Personnel

### Directors

In Accordance with the provision of the Act and the Articles of Association of the Company, Mr. Asit Kumar Bhowmik is liable to retire by rotation and being eligible offered himself for reappointment.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, they fulfil the conditions of independence as specified in the Act, and the Rules framed there under and are independent of the management.

The brief resume and other details relating to the Director who is proposed to be appointed / re-appointed as required to be disclosed under Regulation 36(3) of Listing Regulations is mentioned in the explanatory Statement annexed to the Notice of 32<sup>nd</sup> Annual General Meeting.

### Key Managerial Personnel (KMP)

In terms of the Provisions of Section 2(51) and Section 203 of the Act, the following are KMP of the Company

- Mr. Ashok G Rajani – Chairman & Managing Director
- Mr. Amrit Rajani – Chief Financial Officer
- Ms. Manisha Solanki – Company Secretary

### Independent Directors

The Independent Directors are not liable to retire by rotation in terms of Section 149 (13) of the Act. In accordance with Section 149 (7) of the Act, each independent Director has given a written declaration, to the Company confirming that he / she meets the criteria of independence as mentioned under Section 149 (6) of the Act and the Listing Regulations.

### Performance evaluation of Board, its committees and of Director's

The Board recognise the Importance of reviewing and improving upon its performance. For this purpose, they discuss the effectiveness of the functioning of the Chairman, Executive Directors, and other Directors and to agree ways in which performance can be further improved looking at the likely needs in future.

A structured questionnaire was prepared after taking into consideration, various aspect of the Board's functioning, composition of the Board and its committees, culture, execution and performance of specific duties, obligation and governance.

The Performance evaluation of the Chairman and Non-independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with evaluation process of Board.

### Familiarization Programme for Independent Directors

The Company proactively keeps its directors informed of the activities of the Company, its management and operations and provides an overall industry perspective as well as issues being faced by the industries.

The Details of programmes for familiarisation of Independent Directors with the Company, their roles, rights, responsibilities

in the Company and related matters are put up on the website of the Company under the link [http://www.seya.in/wp-content/uploads/2011/06/Familiarization-Program\\_for-Independent-Directors-Seya.pdf](http://www.seya.in/wp-content/uploads/2011/06/Familiarization-Program_for-Independent-Directors-Seya.pdf)

### Governance Guidelines

The Company has adopted governance guidelines on Board effectiveness. The governance guidelines cover aspects related to composition and role of the Board, Chairman and Directors, Board diversity, definition of independence, Directors' term, retirement age and committees of the Board. It also covers aspects relating to nomination, appointment, induction and development of Directors, Director Remuneration, Code of Conduct, Board Effectiveness Review and mandates of Board committees.

### Procedure for Nomination and Appointment of Directors

NRC is responsible for developing competency requirements for the Board based on the industry and strategy of the Company. The Board composition analysis reflects in-depth understanding of the Company, including its strategies, environment, operations, financial conditions and compliance requirements.

NRC conducts a gap analysis to refresh the Board on a periodic basis, including each time a Director's appointment or re-appointment is required. The Committee is also responsible for reviewing the profiles of potential candidates vis-à-vis the required competencies and meeting potential candidates, prior to making recommendations of their nomination to the Board. At the time of appointment, specific requirements for the position, including expert knowledge expected, is communicated to the appointee.

During the period under review, the Board has also identified the list of core skills, expertise and competencies of the Board of Directors as are required in the context of the business and sectors applicable to the Company and those actually available with Board.

### Policy on Directors' Appointment and Remuneration Including criteria for determining Qualifications, Positive Attributes and Independence of a director

The Company has in place Remuneration Policy for the Directors, KMP and other employees pursuant to the provisions of the Act and the listing Regulations which is set out in Annexure I which forms part of the Board' Report.

### Meetings of the Board & Committees

During FY 2021-22, Three (3) Board Meetings were held. The details of the Board Meetings with regard to their dates and attendance of each of the Directors thereat have been set out in the Report on Corporate Governance.

By an order dated August 03, 2021, passed by the Hon'ble NCLT, Mumbai, the NCLT has admitted the Petition for initiation of Corporate Insolvency Resolution (CIRP) process in respect of the Company i.e. Seya Industries Limited. The NCLT has further directed that there shall be a moratorium in terms of section 14 of the Insolvency and Bankruptcy code 2016 during the pendency of the CIRP process.

The said Order has been challenged before the NCLAT and connected proceedings are also pending before the Hon'ble Supreme Court and the Hon'ble Supreme Court have passed the status quo order on August 31, 2021.

As per the provisions of Section 17 of the I& B Code, 2016 upon admission of the CIRP petition, the powers of the Board of Directors of the Company are required to be exercised by the IRP. However, consequent to the aforesaid orders passed by the Hon'ble Tribunal and higher court, there was lack of clarity regarding the roles and functions required to be performed by the IRP and the Company's Board., hence the Company could not comply with the requirements of Listing Regulations with respect to meeting of the Board and Committees thereof.

### Employee Stock Option/Sweat Equity/Preferential Allotment

The Company has not issued any Employee Stock Options/Sweat Equity or Shares as Preferential allotment during the period under review.

### Directors' Responsibility Statement

Based on framework of the internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory, cost and secretarial auditors and external consultant(s) including audit of internal financial controls over financial reporting by the statutory and the reviews performed by Management and the relevant Board Committees, including the Audit & Risk Management Committee, the Board is of the Opinion that the Company's internal financial controls were adequate and effective during the financial year 2021-22. Accordingly, pursuant to Section 134(5) of the Act, the Board of Directors, based on the representations received from the Operating Management and to the best of their knowledge and ability, confirms that for the year ended March 31, 2022:

- a. In the preparation of the Annual accounts the applicable accounting standards have been followed and that there are no material departures;
- b. They have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the State of affairs of the Company at the end of the Financial year and of the Profit of the Company for that period;
- c. They have taken proper and sufficient care to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. They have prepared annual accounts on a 'going concern basis';
- e. They have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f. Proper system has been devised to ensure compliance with provisions of all applicable laws and that such systems are adequate and operating effectively.

### Disqualification of Director

No Director of the Company is disqualified under any law to act as a Director.

### Insider Trading Proceedings/ Enquiry

No such enquiry/proceeding has ever been initiated/pending against the Company.

### Contracts & Arrangements with Related Parties

All related party transactions (if any) entered into were on an arm's length basis and in the ordinary course of business and were in compliance with the applicable provisions of the Act and the Listing Regulations. Further, there were no transactions with related parties which qualify as material transactions under the Listing Regulations. The policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on company's website at the link <https://seya.in/wp-content/uploads/2011/06/Related-Party-Transactions-Policy-Seya.pdf>

The details of the transactions with related parties are provided in the accompanying financial statements.

### Corporate Social Responsibility (CSR)

The CSR committee has formulated and recommended to the Board, a CSR Policy indicating the activities to be undertaken by the Company as approved by the Board.

The CSR activities are being undertaken by your Company directly and through various Implementing agency with area specific need and focus to reach out to marginalised and deprived section of the society and bridge the gap between the haves and have nots by promotion of building health, livelihood and education. The interventions of some implementing agency were spread across India. During FY 2021-22, your Company was not required to spend any amount in pursuance to meet the applicability criteria specified u/s. 135(1) of the Companies Act, 2013.

The CSR Policy is available on the Company's website.

### Material changes and commitments, if any, affecting the financial position of the Company

There were no material changes and commitments which adversely affected the financial position of the Company during the year under review and after the end of Financial Year to the date of report except as described in note no. 30.24(xi) of the accompanying financial statements.

### Significant or Material orders passed against the Company

Pursuant to the requirement of Section 134(3)(q) of the Companies Act, 2013 read with Rule 8(5)(vii) of the Companies (Accounts) Rules, 2014, reference is drawn to note no. 30.24(xi).

### Internal Financial Control

Internal Financial control systems of the Company are commensurate with its size and the nature of its operations, these have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable accounting standards and relevant status, safeguarding assets from unauthorised use, executing transactions with proper authorisation ensuring compliance of corporate policies. The Company has well defined delegation of power with authority limits for approving revenue as well as expenditure, both capital and revenue. The Company uses an established ERP System to record day to day transaction for accounting and financial reporting.

The Company's internal audit function monitors and assesses the adequacy and effectiveness of the internal financial control. The audit Committee deliberated with the members of management considered the systems as laid down and met the internal auditors and statutory auditors to ascertain, inter alia, their views on the internal financial control systems. The Audit Committee satisfied itself of the adequacy and effectiveness of the internal financial control system as laid down and kept the Board of Directors informed.

Details of internal control system are given in the Management Discussion and Analysis Report, which forms part of this Annual Report.

### Auditors

#### Statutory Auditors & Its Report

M/s. S. S. Patwardhan & Co., Chartered Accountant (Firm Registration No. 119155W), present statutory Auditor of the Company have expressed their in-ability to continue as Statutory auditor of the Company with effect from ensuing Annual General Meeting.

As per provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, the Board of directors of the Company are proposing to appoint M/s. A.A. Mohare & Co., Chartered Accountant (Firm Registration No. 114152W) as the Statutory Auditors of the Company and to hold the office from the conclusion of this Annual General Meeting till the conclusion of 33<sup>rd</sup> Annual General Meeting at a remuneration to be mutually agreed by the Board of Directors and the Auditors.

The Company has received a written consent and certificate from M/s. A.A. Mohare & Co., confirming that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder.

The Statutory Auditor's report read together with relevant notes thereon form an integral part of the Financial Statement of this Annual Report and are self-explanatory and hence do not call for any comments.

### Cost Auditors

As per Section 148 of the Act, the Company is required to have the audit of its cost records conducted by a Cost Accountant in practice. The Board on Recommendation of the Audit Committee & Risk Management has appointed Manish Shukla & Associates (Firm Registration No. 101891) as the Cost Auditor of the Company for FY 2022-23 under Section 148 and all other applicable provisions of the Act read with the Companies (Cost Records and Audit) Amendment Rules, 2014.

M/s. Manish Shukla & Associates have confirmed that they are free from disqualification specified under Section 141 (3) and proviso to Section 148 (3) read with Section 141 (4) of the Act and that the appointment meets the requirements of Section 141 (3)(g) of the Act. They have further confirmed their independent status and an arm's length relationship with the Company;

The Remuneration payable to the Cost Auditors is required to be placed before the members in a general meeting for their ratification. Accordingly, a Resolution for seeking members ratification for the remuneration payable to M/s. Manish Shukla & Associates is included at the Notice Convening the AGM.

### Secretarial auditor & Its Report

In terms of Section 204 of the Act and Rules made there under, M/s. K Sonee & Company, Practising Company Secretary have been appointed as Secretarial Auditor of the Company. The Report of the Secretarial Auditors is enclosed as Annexure – III to this report.

Report on Secretarial Auditors for the year ended March 31, 2022, contains few remarks, the Board of Directors would like to state following:

1. Regulation 17(2) of Listing Regulations: By an order dated August 03, 2021, passed by the Hon'ble NCLT, Mumbai, the NCLT has admitted the Petition for initiation of Corporate Insolvency Resolution (CIRP) process in respect of the Company. The NCLT has further directed that there shall be a moratorium in terms of section 14 of the Insolvency and Bankruptcy code 2016 during the pendency of the CIRP process.  
  
The said Order has been challenged before the NCLAT and connected proceedings are also pending before the Hon'ble Supreme Court and the Hon'ble Supreme Court have passed the status quo order on August 31, 2021.  
  
As per the provisions of Section 17 of the I & B Code, 2016 upon admission of the CIRP petition, the powers of the Board of Directors of the Company are required to be exercised by the IRP. However, consequent to the aforesaid orders passed by the Hon'ble Tribunal and higher court, there was lack of clarity regarding the roles and functions required to be performed by the IRP and the Company's Board., hence the Company could not comply with the requirements of Listing Regulations with respect to meeting of the Board and Committees thereof and also delay in finalisation of quarterly result.
2. Regulation 18(2) of Listing Regulations: Same as above
3. Regulation 31 (1) (b) of Listing Regulations: There was delay in receipt of Benpos from Depository hence there was delay in filling shareholding pattern.
4. Regulation 33 of Listing Regulations: Refer point 1 above
5. Section 96 of Companies Act, 2013: In view of the what is stated in point 1 above, the Company was not in a position to conduct its Annual General Meeting within stipulated time period.

Pursuant to Section 96(1) of the Companies Act, 2013 the Company had applied to Registrar of Companies for extension to conduct the 31<sup>st</sup> Annual General Meeting and the response awaited.

### Reporting of Fraud by Auditors

During the year under review, the Statutory Auditors, Cost Auditors and Secretarial Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees, to the Audit Committee under Section 143(12) of the Act details of which needs to be mentioned in this report.

### Audit & Risk Management Committee

The Board has accepted the recommendations made by the Audit & Risk Management Committee from time to time. Details about the meetings held during the year is provided in the Corporate Governance Report.

### Risk Management

Risk management policy of the Company promotes a proactive approach in reporting, evaluating and resolving risks associated with the business. Mechanisms for identification and prioritisation of risks include risk survey, business risk environment scanning, and inputs from the Materiality Assessment Report and focused discussions in Risk Management workshops.

Identified risks are used as one of the key inputs for the development of strategy and business plan. The respective risk owner selects a series of actions to align risks with the Company's risk appetite and risk tolerance levels to reduce the potential impact of the risk should it occur and/or to reduce the expected frequency of its occurrence.

Mitigation plans are finalised, owners are identified, and progress of mitigation actions are monitored and reviewed. The risk assessment update is provided to the Audit & Risk Management Committee (ARMC) on periodical basis. ARMC is appointed by the Board and comprises Directors and executives from the Company and is chaired by an Independent Director. ARMC assists the Board of Directors in overseeing the Company's risk management processes and controls.

### Whistle Blower Policy and Vigil Mechanism

In accordance with the provisions of Section 177 (9) of the Act, and Regulation 22 of the Listing Regulations, your Company has a vigil mechanism which has been adopted in the form of Whistle Blower Policy. The policy has been formulated with a view to provide a mechanism for Directors and employees of the Company to report genuine concerns. The Whistle Blower Policy also provides for adequate safeguards against victimization of persons who use vigil mechanism and for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases. The Whistle Blower Policy is uploaded on the website of Company and the link is [http://www.seya.in/wp-content/uploads/2011/06/Whistleblower-policy\\_SEYA\\_1.pdf](http://www.seya.in/wp-content/uploads/2011/06/Whistleblower-policy_SEYA_1.pdf)

### Share Registrar and Transfer Agents

The Company's Registrar & Transfer agents for shares are M/s. Universal Capital Securities Private Limited (RTA). RTA is duly registered with SEBI. The contact details of RTA are mentioned in the Report of Corporate Governance.

Investors are requested to address their queries, if any, to RTA; however, in case of difficulties, as always, they are welcome to contact the Company's Investor Services Department, the contact particulars of which are contained in the Report of Corporate Governance.

### Listing

The Company's equity shares continue to be listed at BSE and NSE. However, due to disruption of Company's Operation and resulting Cash flows from the onset of COVID-19 pandemic until majority of the financial year under review, certain listing fees are pending to be paid to the Stock Exchanges.

## Consolidated Financial Statements

There being no subsidiaries and associates' companies, disclosure requirements pursuant to Regulation 33 & 34 of the Listing Regulation are not applicable.

## Subsidiaries / Joint Ventures / Associate Companies

As on March 31, 2022, the Company did not have any subsidiary, joint venture or associate company. Since the Company doesn't have any subsidiary, a policy on material subsidiary has not been formulated.

## Particulars of Loans, Guarantees or Investments under Section 186 of the Companies Act, 2013, during FY 2021-22

During the period under review, the Company has not given any loans, guarantees or made investments under Section 186 of the Companies Act, 2013.

## Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The Particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed pursuant to the provisions of Section 134 of the Act read with Companies (Accounts) Rules, 2014, are provided in Annexure – IV to this Report.

## Research and Development

The Company recognizes the need to have well equipped R&D Facilities to meet customer requirements and developing cutting edge products. Detailed report on Research and Development carried out by your Companies given as an Annexure IV of this report.

## Investor Education and Protection Fund (IEPF)

Pursuant to the applicable provisions of the Companies Act, 2013 read with IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the Rules') all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Government of India, after the completion of seven years. Further, according to the rules, the shares on which Dividend has not been paid or claimed by the Shareholders for seven consecutive years or more shall be transferred to the Demat account of the IEPF Authority. No unclaimed and unpaid dividends is yet meeting the eligibility criteria and hence no amounts were transferred to IEPF.

## Human Resources Management and Industrial Relations

Your Company considers human resources as the main assets of the Company as it believes that Human resources play a very critical role in its growth. Your Company continuously focus on training requirements of its employee on a continuing basis. With a view to increase the productivity, the management periodically organises various training programmes and lectures which boosts and motivates the employee to give their best to the organisation.

During the year under review, your Company's industrial relations at all manufacturing and other locations have remained amicable. All these efforts are concentrated on attracting and retaining the best talent in the industry as people are at the centre of your Company's growth.

## Particulars of Employees

The Information required under Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 are given as Annexure V to this Report.

None of the Company's Employees were covered by the disclosure requirement pursuant to the provisions of Section 197 of the Companies Act, 2013 read with Rules 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

## Environment, Health and Safety

Employee's Health, Safety and Environmental protection are core business values within your Company. The Company's Management

believes that environment and safety of all its stakeholders including those who associated with the projects sites and manufacturing facilities is of prime importance. We believe that it's our responsibility to protect our employees, property and environment in which it operates. As your Company deals in Chemicals, it has to make sure that the highest degree of safety measures is maintained in order to avoid any risk at the workplace. It strives towards excellence and aligns its growth path to make tomorrow safer, cleaner, greener and more sustainable. Your Company is committed to maintain its operations and workplace free from incidents and significant risk to the health and safety of its stake holders through improved engineering practices, strong channels of communication, safety awareness, robust checking systems and sound training practices. Your Company has well-equipped Occupational Health Centres at all its manufacturing locations to monitor health of employees on regular basis. It also monitors employees for any indications of lifestyle or work-style related diseases and provides counselling. Your Company regularly monitors the occupational health of employees working in designated hazardous areas with respect to exposure to hazardous chemicals and processes.

The employees are continuously educated and trained to improve their awareness and skills. Environment, Health and Safety (EHS) targets assigned to each division to reduce resource consumption and are regularly monitored through an EHS scorecard which is reviewed at monthly business review meetings. The manufacturing location of your Company have a well-defined Environment Management System. It follows well mapped procedure in order to select projects, assess impacts on society and environment and mitigate any adverse impacts. EHS initiatives have been strengthened further due to formation of a core group for exchange of knowledge and standardising of systems and procedures. This core group also assess the Plants' Safety and Environment protection improvement activities. Periodic audits were conducted by the core group to ensure compliance with the statutory requirements.

Special emphasis is given on resource conservation and process innovations to convert waste streams into saleable products and minimise use of water in processing. Your Company proactively fulfils the environmental requirements of customers by delivering products that match international standards. Your Company continues to focus on proper treatment of effluents and reduction of pollution as a part of its Green and eco-friendly initiatives. This has made your Company a safe and healthy place to work.

Your Company is signatory to the 'Responsible Care' initiatives and Responsible care logo holding organisation. Management System at all manufacturing plants and corporate office have been assessed and have certifications like ISO 9001:2015, ISO 14001:2015 & OHSAS 18001:2007. All raw materials and products within supply chain framework of your Company are transported in a secure manner, for the safety of its customers, carriers, suppliers, distributors and contractors. Your Company takes utmost care during transportation and ensures that it complies with all the regulations.

All safety statutory requirements like licenses, mock drills under emergency conditions and testing of manufacturing equipments etc. are being complied with. Requirements of environmental acts and regulations are complied with. Effluent treatment of waste streams and suppression of fugitive emissions through sprinklers is also carried out effectively. Massive tree plantation has been undertaken to improve the greenery all around the plant.

## Green Initiatives

Electronic copies of the Annual Report and Notice of General Meetings are sent to all the Members whose email addresses are registered with the Company for communication purposes.

## Prevention of Sexual Harassment at Workplace

The Company is conscious about gender diversity and promotes equal opportunity employment to have a work where employees hold their head high with dignity.

Your Company has zero tolerance towards any act which may fall under the ambit of Sexual Harassment at work place and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at work place in line with the provisions of Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules.

The following is the summary of the Complaints received and disposed-off during the financial year 2021-22:

No. of Complaints received: 0

No. of Complaints Disposed-off: 0

#### Annual Return

Pursuant to Section 134(3)(a) and 92(3) of the Act, the Annual return has been placed on the website of the Company [www.seya.in](http://www.seya.in)

#### General

The Notes forming part of the Accounts are self-explanatory or to the extent, necessary, have been dealt with in the preceding paragraphs, of the Report.

#### Acknowledgement

The Board of Directors places on record its sincere appreciation for the dedicated services rendered by the employees of the Company at all levels and the cooperation extended by them. Your directors would like to express their appreciation for the assistance and support by all Shareholders, Government Authorities, Auditors, financial institutions, employees, Customers, suppliers and other business associates.

For & on behalf of the Board of Directors

**Seya Industries Ltd**

**ASHOK G RAJANI**

Chairman & Managing Director

Mumbai, August 30, 2022

## ANNEXURE – I

### Criteria for determining Qualifications, Positive attributes and Independence of Directors and Nomination, Remuneration and Evaluation Policy for Directors, Key Managerial Personnel and Others

#### Criteria for determining qualifications, positive attributes and independence of Directors

The Nomination and Remuneration Committee (NRC) has formulated the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

**Independence:** A Director will be considered as an 'Independent Director' if he / she met with the criteria for 'Independent Director' as laid down in the Act and the Listing Regulations.

**Qualifications:** A transparent Board nomination process is in place that encourages diversity of thought, experience, knowledge, perspective, age and gender. It is also ensured that the Board has an appropriate blend of functional and industry expertise. While recommending the appointment of a Director, the NRC considers the manner in which the function and domain expertise of the individual will contribute to the overall skill-domain mix of the Board.

**Positive Attributes:** In addition to the duties as prescribed under the Act, the Directors on the Board of the Company are also expected to demonstrate high standards of ethical behavior, strong interpersonal and communication skills and soundness of judgment. Independent Directors are also expected to abide by the 'Code for Independent Directors' as outlined in Schedule IV to the Act.

#### A. Nomination, Remuneration and Evaluation Policy for Directors, Key Managerial Personnel and Others

##### 1. Objective:

The Nomination, Remuneration and Evaluation policy (the Policy) is in compliance with Section 178 of the Act, read along with the applicable rules thereto and the Listing Regulations

The Main objectives of the policy are as follows:

- 1.1. Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, remain and motivate, to run the Company successfully.
- 1.2. Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.
- 1.3. Ensuring that remuneration involves a balance between fixed and incentives pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.

1.4. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.

1.5. To achieve a balance of merit, experience and skills amongst its Directors, Key Managerial Personnel and Senior Management.

##### 2. Scope:

This Policy applies to the Board of Directors ("the Board"), Key Managerial Personnel ("the KMP") and the Senior Management personnel of Seya Industries Ltd.

This policy sets out guiding principles for the remuneration and nomination committee for recommending to the Board the remuneration of the Directors, Key Managerial Personnel and other employees of the Company.

##### 3. Definition:

3.1. "Director" means a Director appointed to the Board of the Company.

3.2. "Key Managerial Personnel"

3.2.1. The Chief Executive Officer or the Chairman or the Managing Director or the Manager

3.2.2. The Company Secretary

3.2.3. The Whole Time Director

3.2.4. The Chief Financial Officer and

3.2.5. Such other officer as may be prescribed under the Companies Act, 2013

3.3. "Nomination and Remuneration Committee" means the committee constituted by the Company's Board in accordance with the provisions of the Act, 2013 and Listing Regulations.

3.4. "Senior Management" mean personnel of the Company who are members of its core management team excluding the Board of Directors. This would also include all members of management one level below the executive directors including all functional heads.

##### 4. Accountability:

4.1. The Board is ultimately responsible for the appointment of Directors and Key Managerial Personnel.

4.2. The Board has delegated responsibility for assessing and selecting the candidates for the role of Directors, Key Managerial Personnel and the Senior Management of the Company to the Nomination and Remuneration committee which makes recommendations & nominations to the Board.

## 5. Role of Nomination and Remuneration committee:

5.1. Reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board on regular intervals and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy, with the objective to diversify the Board;

5.2. Identifying individuals suitably qualified to be appointed as the KMPs or in the senior management of the Company;

5.3. To formulate a criteria for determining qualifications, positive attributes and independence of a Director.

5.4. To carry out evaluation of Director's performance and recommend to the Board appointment / removal based on his / her performance.

5.5. Making recommendations to the Board on the remuneration payable to the Directors/ KMPs/Senior Officials so appointed/reappointed;

5.6. To make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;

5.7. Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks,

5.8. To devise a policy on Board Diversity;

5.9. To develop a succession plan for the Board and to regularly review the plan;

## 6. Membership:

6.1. The Committee shall consist of minimum three (3) non-executive directors, majority of them being independent.

6.2. Minimum two (2) members shall constitute a quorum for the committee meeting.

6.3. Membership of the Committee shall be disclosed in the Annual Report.

6.4. Terms of Committee shall be continued unless terminated by the Board of Directors.

## 7. Chairmanship:

7.1. Chairman of the Committee shall be Independent Director.

7.2. Chairman of the Company shall be appointed as a member of the Committee but shall not be a chairman of the Committee.

7.3. In the absence of the chairman, the members of the committee present at the meeting shall choose one amongst them to act as chairman.

7.4. Chairman of the Committee meeting could be present at the Annual general meeting of the Company or may nominate some other member to answer the shareholders queries.

## 8. Frequency of the Meetings:

The meeting of the committee shall be held at such regular intervals as may be required.

## 9. Committee Member's interests:

9.1. A member of the committee is not entitled to be present at the meeting when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

9.2. The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

## 10. Secretary:

The Company Secretary of the Company shall act as a Secretary to the committee

## 11. Voting:

11.1. Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

11.2. In case of equality of votes, the chairman of the meeting will have a casting vote.

## 12. Term / Tenure:

12.1. Managing Director / Whole time Director

The Company shall appoint or re-appoint any person as its Managing Director or whole-time director for a term of not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

12.2. Independent Director:

12.2.1. An Independent Director shall hold office for a term upto five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's Report shall be made.

12.2.2. No Independent Director shall hold office for more than two consecutive term of upto maximum of 5 years each, but such independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

12.2.3. Provided that an independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, whether directly or indirectly

12.2.4. At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to Seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a whole time director of a listed company or such other number as may be prescribed under the Act.

## 13. Retirement:

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## 14. Appointment of Directors / KMPs / Senior Management Personnel:

Enhancing the competencies of the Board and attracting as well as retaining talented employees for the role of KMP / a level

below KMP are the basis for the Nomination and Remuneration Committee to select a candidate for appointment to the Board. When recommending a candidate for appointment, the Nomination and Remuneration committee has regard to:

- 14.1 assessing the appointee against a range of criteria which includes but not be limited to qualifications, skills, regional and industry experience, background and other qualities required to operate successfully in the position, with due regard for the benefits from diversifying the Board;
- 14.2 the extent to which the appointee is likely to contribute to the overall effectiveness of the Board, work constructively with the existing directors and enhance the efficiencies of the Company
- 14.3 the skills and experience that the appointee brings to the role of KMP/Senior Official and how an appointee will enhance the skill sets and experience of the Board as a whole;
- 14.4 the nature of existing positions held by the appointee including directorships or other relationships and the impact they may have on the appointee's ability to exercise independent judgment;
- 14.5 Personal Specification:
  - Degree holder in relevant disciplines;
  - Experience of Management in diverse organization;
  - Excellent interpersonal, Communication and representational skills;
  - Demonstrable leadership skills;
  - Commitment to high standards of ethics, personal integrity and probity;
  - Commitment to the promotion of equal opportunities, community cohesion and health and safety in the workplace;
  - Having continuous professional development to refresh knowledge and skills.

## 15. Duties:

- 15.1 Ensure that there is an appropriate induction & training program in place for new Directors and reviewing its effectiveness;
- 15.2 Ensure that on appointment to the Board, Non-executive Directors receive a formal letter of appointment in accordance with the guidelines provided under the Act;
- 15.3 Identify and recommend Directors who are to be put forward for retirement by rotation.
- 15.4 Determine the appropriate Size, diversity and composition of the Board;
- 15.5 Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- 15.6 Evaluate the performance of the Board members and Senior Management in the context of the Company's Performance from business and Compliance prospective;
- 15.7 Make recommendation to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- 15.8 Recommend any necessary changes to the Board.
- 15.9 Considering any other matters as may be requested by the Board;

15.10 To consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.

15.11 To approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.

## 16. Remuneration of Directors, Key Managerial Personnel and Senior Management:

- (i) The guiding principal is that the level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate Directors, Key Management Personnel and other senior officials. The Directors, Key Management Personnel and other senior official's salary shall be based and determined on the individual person's responsibilities and performance and in accordance with the limits as prescribed statutorily, if any.
- (ii) The Nominations & Remuneration Committee determines individual remuneration packages for Directors, KMPs and Senior Officials of the Company taking into account factors it deems relevant, including but not limited to market, business performance and practices in comparable companies, having due regard to financial and commercial health of the Company as well as prevailing laws and government/other guidelines. The Committee consults with the Chairman of the Board as and when it deems appropriate.
- (iii) The Board on recommendation of Nomination and Remuneration Committee shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders.
- (iv) The Board, on the recommendation of the Nomination and Remuneration Committee shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company. The remuneration payable to the Key Managerial Personnel and the Senior Management shall be as may be decided by the Board having regard to their experience, leadership abilities, initiative taking abilities and knowledge base.

### 16.1. Remuneration to Executive Directors:

#### Basic Compensation (Fixed Salaries)

Basic compensation must be competitive and reflective of the individual's role, responsibility and experience in relation to performance of day to day activities, usually reviewed on an annual basis; (includes salary, allowances, and other statutory / non-statutory benefits which are normal part of remuneration package in line with market practices).

#### Variable Salary:

The Nomination and remuneration committee may in its discretion structure any portion of remuneration to link rewards to corporate and individual performance, fulfillment of specified improvement targets or the attainment of certain financial or other objectives set by the Board. The amount payable is determined by the committee, based on performance against pre-determined financial and non-financial metrics.

The remuneration payable to the Directors shall be as per the Company's policy and shall be valued as per the Income Tax Rules.



**16.2. Remuneration to Non-Executive Directors:**

The Board on recommendation of Nomination and Remuneration committee shall review and approve the remuneration payable to the Non-Executive Directors of the Company within the overall limits approved by the shareholders.

The Independent Directors shall not be entitled to any stock option and may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose as may be decided by the Board and profit related commission as may be approved by the members.

**16.3. Remuneration to other Employees:**

Employees may be assigned grades according to their qualification and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within appropriate grade and shall be based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

**17. Evaluation / Assessment of Directors / KMPs / Senior Management personnel of the Company:**

**17.1.** The evaluation/assessment of the Directors, KMPs and the senior officials of the Company is to be conducted yearly or at such intervals as may be considered necessary and to satisfy the requirements of the Listing Regulations.

**17.2.** The following criteria may assist in determining how effective the performances of the Directors/KMPs/Senior officials have been:

- Leadership & stewardship abilities;
- Contributing to clearly define corporate objectives & plans;
- Communication of expectations & concerns clearly with subordinates;
- Obtain adequate, relevant & timely information from external sources;
- Review & approval achievement of strategic and operational plans, objectives, budgets;
- Regular monitoring of corporate results against projections;
- Identify, monitor & mitigate significant corporate risks;
- Assess policies, structures & procedures;
- Direct, monitor & evaluate KMPs, senior officials;
- Review management's succession plan;

- Effective meetings;
- Assuring appropriate Board size, composition, independence, structure;
- Clearly defining roles & monitoring activities of committees;
- Review of corporation's ethical conduct
- Any other parameter which committee may feel appropriate from time to time to evaluate the performance of the Directors / KMPs / Senior Management Personnel.

**17.3.** Evaluation on the aforesaid parameters will be conducted by the Independent Directors for each of the Executive/ Non-Independent Directors in a separate meeting of the Independent Directors.

**17.4.** The Executive Director/Non-Independent Directors along with the Independent Directors will evaluate/assess each of the Independent Directors on the aforesaid parameters. Only the Independent Director being evaluated will not participate in the said evaluation discussion.

**17.5. Positive Attributes:**

In addition to the duties as prescribed under the Act, the Directors on the Board of the Company are also expected to demonstrate high standards of ethical behavior, strong interpersonal and communication skills and soundness of judgment. Independent Directors are also expected to abide by the 'Code for Independent Directors' as outlined in Schedule IV to the Act.

**18. Amendment to the Policy:**

**18.1** The Board of Directors on its own and / or as per the recommendation of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit.

**18.2** In case of any amendment(s), clarification(s), circular(s) etc issued by the relevant authorities, not being consistent with the provisions laid down under this policy, then the such amendment(s), clarification(s) or circular(s) etc. shall prevail upon the provisions hereunder and this policy shall stand amended accordingly from the effective date as laid down under the amendment(s), clarification(s) or circular(s) etc.

For & on behalf of the Board of Directors

**Seya Industries Ltd**

**ASHOK G RAJANI**

Chairman & Managing Director

Mumbai, May 30, 2022

## ANNEXURE – II

### REPORT ON CORPORATE SOCIAL RESPONSIBILITY

[Pursuant to Section 135 (3) of the Companies Act, 2013 and Rule No. 9 of the Companies (Corporate Social Responsibility) Rule, 2014]

1. A brief outline of the Company's CSR Policy The Company's CSR policy is to remain a responsible corporate entity mindful of its social responsibilities to all stakeholders including consumers, shareholders, employees, local community and society at large. The Company has in place a CSR Policy which provides guidelines to conduct its CSR activities The CSR Policy has been posted on the website of the Company at <http://www.seya.in/wp-content/uploads/2011/06/CSR-Policy-SEYA.pdf>
2. **Composition of the CSR Committee:**  
Mr. Ashok G Rajani – Chairman  
Mr. Ronen Joshi – Member  
Mr. Amit Pandya – Member
3. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report). - **Not Applicable**
4. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any - **Not Applicable**
5. Details of CSR Spend / Unspent during the financial year: The Company did not meet the applicability criteria as prescribed u/s. 135(1) of the Companies Act, 2013.
6. Amount spent in Administrative Overheads: **Nil**
7. Amount spent on Impact Assessment, if applicable: **Not Applicable**
8. Details of unspent CSR amount for the preceding three financial years: **Not Applicable**
9. Details of CSR amount spent in the Financial year for ongoing projects of the preceding financial year(s): **Not Applicable**
10. In case of creation or acquisition of capital assets, furnish the details relating to the assets so created or acquired through CSR spent in financial year (asset wise details)
  - a. Date of creation of assets: **Not Applicable**
  - b. Amount of CSR spent for creation or acquisition of capital assets: **Not Applicable**
  - c. Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: **Not Applicable**
  - d. Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): **Not Applicable**
11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Applicability criteria as per sec 135(1), not met.

For & on behalf of the Board of Directors

**Seya Industries Ltd**

**ASHOK G RAJANI**

Chairman & Managing Director

Mumbai, May 30, 2022

## ANNEXURE – III

### 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) Rule, 2014]

To,  
The Members,  
**Seya Industries Limited**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Seya Industries Ltd** (hereinafter called the 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 March 31, 2022 complied with the majority 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 March 31, 2022 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 2018 and the Regulations and Byelaws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
  - 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) Regulation, 2015.

- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
- d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **(Not Applicable during the audit period);**
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **(Not Applicable during the audit period);**
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - **(Not Applicable during the Audit Period);**
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **(Not Applicable during the Audit Period);** and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **(Not Applicable during the Audit Period).**

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings.
- ii. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has

complied with the following laws applicable specifically to the Company:

- Factories Act, 1948
- Public Liability Insurance Act
- The Air (Prevention and Control Pollution) Act, 1981
- The Water (Prevention and Control of Pollution) Act, 1974
- The Environment (Protection) Act, 1986

I further report that during the period under review during the audit period, the Company does not have any events having a major bearing on its affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc (except in respect of matters specified in Annexure - A)

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- b) Notice has been given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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.
- c) Decisions at the meeting were taken unanimously and are captured and recorded as part of the minutes of the meeting.

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

**Kaushik Sonee**

Proprietor, K Sonee & Company

FCS No.: 7921 CP No.: 14302

UDIN: F007921D000879990

Mumbai, August 30, 2022

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

## Annexure – "A"

Sr. No.	Regulations	Provisions	Observations / Remarks of Practicing Company Secretary
<b>Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015</b>			
1.	Regulation 17 (2)	The Board of Directors shall meet at least four times a year, with a maximum time gap of one hundred and twenty days between any two meetings.	The Company had conducted three Board Meetings during the financial year and gap exceeded 120 days
2.	Regulations 18 (2)	The audit committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings.	Committee met only twice and there is a gap of more than 120 days
3.	Regulation 31(1) (b)	Statement showing shareholding pattern separately on a quarterly basis within 21 days from the end of each quarter.	There was delay in filling shareholding pattern for June 21 and September 21 quarter for 2 days and 4 days respectively. Fine was levied by the Stock Exchanges and the company have paid the fine in full
3.	Regulation 33	The Financial Results for the Quarter ended has to be submitted within 45 Days from the end of the quarter	Financial Results for the June 21, September 21, and December 21 was filed on February 14, 2022.  BSE and NSE imposed penalty for the same and the Company have filed a waiver application for the same and outcome is awaited.
<b>Companies Act, 2013</b>			
1.	Section 96	Company to conduct Annual General Meeting within period of 6 months from closing of its financial year	Company have not conducted Annual General Meeting for FY 2020-21

## Annexure "B"

To,  
The Members,  
**Seya Industries Limited**

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

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

**Kaushik Sonee**

Proprietor, **K Sonee & Company**

FCS No.: 7921 CP No.: 14302

Mumbai, August 30, 2022

UDIN: F007921D000879990

## ANNEXURE – IV

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

[Pursuant to Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

#### A. CONSERVATION OF ENERGY:

- a) **Energy Conservation Measures taken**
  - Replaced incandescent lamps in Plant Lighting to LED lamps
  - Energy Audit and implementation of recommendations therein
  - Recovery and utilization of Flash steam from Process
  - Recovery of Low-Pressure Steam from Distillation Column Condensers and usage of same as Process Steam
  - Reduction of un-burnt carbon in fly ash and bed ash High Pressure Boiler
- b) **Additional Investments & Proposals, if any, being implemented for Reduction of Consumption of Energy**
  - Reduction, Recovery and Re-use of By-Products from the Process
  - Further Replacement of incandescent lamps in Plant Lighting to LED lamps
  - Installation of Continuous systems replacing Batch systems, wherever possible
  - System Audit at specific Intervals to identify system leakages in Utilities.
- c) **Impact of measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods**
  - The measures described under (a) have been successfully implemented and there has been reduction in the Utility consumption and reduction in usage of conventional fossil fuels.
  - With the implementation of measures under (b), there would be further reduction in energy footprint
  - The adoption of Energy conservation measures indicated above result in savings in the cost of production
- d) **Steps taken by the Company for using alternate source of energy**
  - Use of Low-grade steam for Process

#### B. TECHNOLOGY ABSORPTION:

- a) **Effort made towards Technology absorption**
  - New Product Development
  - Reduction in Batch Cycle Time
  - Improvement in yields, purity and overall efficiency of the Production Operations thereby increase in the Capacity of existing Products and reduction in cost of production
  - Reduction in waste effluent generation and energy input
  - Supervisory Control and Data Acquisition (SCADA) installed for centralised monitoring & Control of process parameters and generating reports
  - Further Up-gradation in Technology acquired through in-house innovation and knowledge engineering to achieve better material and energy efficiencies
- b) **Benefits derived like product improvement, cost reduction, product development or import substitution:**
  - Cost reduction, Energy conservation, Waste minimisation / recycling and reuse,
  - Increase Product Quantity & Quality
  - Developing processes for value added products and reduction in carbon footprints for environmental improvement.
  - Reduction in Capital Outflow for Process Know-How & Technology
  - Reduction in Project Cost for Forward Integrated Products
  - Increased stock of knowledge to cater to future challenges
  - Centralised monitoring of the processes in SCADA, generation of reports from the system and root cause analysis of the process problems.
- c) **In case of Imported technology (imported during the last three years reckoned from the beginning of the financial year):**
  - Detail of Technology imported: Nil

**C. RESEARCH AND DEVELOPMENT:****a) Specific areas on which R&D is carried out by the Company**

The R&D unit is engaged in developmental activities such as developing alternate products and attaining better production efficiencies. Your company accords high priority on R&D to maintain its leadership position and to foster technical excellence

**b) Benefits derived as a result of above**

Your company has been successful in developing new Products and Processes leading to higher standards of Product Quality, Operational Safety, Environmental protection and Energy conservation.

**c) Future Plan of Action**

Your Company's' emphasis will be on adoption of new

products and Greener and Safer manufacturing processes to improve overall performance.

**d) Expenditure incurred on Research and Development:**

₹ in lakhs

Particulars	2021-22	2020-21
-Capital Expenditure	-	-
-Revenue Expenditure	-	-
-Total R&D Expenditure (% of Net Sales)	-	-

**D. FOREIGN EXCHANGE EARNINGS AND OUTGO:** ₹ in lakhs

Particulars	2021-22	2020-21
Foreign Exchange Earned	-	10.03
Out-go of Foreign Exchange	-	-

**ANNEXURE – V****DISCLOSURE OF MANAGERIAL REMUNERATION**

[Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel), Rule 2014]

**(a) The ratio of the Remuneration of each Executive director to the median remuneration of the Employees of the Company for the Financial year 2021-22, the percentage increase in remuneration of Key Managerial personnel:**

Name of the Directors / KMP	Ratio to Median Remuneration of employee	% increase in Remuneration over Previous year
Mr. Ashok G Rajani – Managing Director	18.49	NIL
Mr. Asit Kumar Bhowmik – Executive Director	9.82	(3.55)
Mr. BSP Rao – Executive Director	7.08	2.92
Mr. Amrit Rajani – Chief Financial Officer	NA	NIL
Ms. Manisha Solanki – Company Secretary	NA	NIL

**(b) The percentage increase in the median remuneration of the Employee in the financial year: 0.75****(c) Number of permanent employees on the rolls of the Company as on March 31, 2022: 129 Employees****(d) Average Percentile increase in Remuneration of employees other than Managerial Personnel was 2.55% and there is no average increase in remuneration of Managerial Personnel during the period under review.**

Average increase in remuneration of both, managerial and non-managerial personnel were determined based on the overall performance of the Company.

Key result areas of the managerial personnel are broadly to achieve Company's growth and performance target, achieving the same against various adverse externalities globally, devising sustenance strategy to combat global forces like competition, exchange rate etc., which, in turn, enhance shareholders' value. Remuneration of the managerial personnel is based on the Remuneration Policy as

recommended by the Nomination & Remuneration Committee and approved by the Board of Directors.

As against above, remuneration for non-managerial personnel is based on an internal evaluation of assigned target areas which are broken into subsets of key result areas of the managerial personnel.

**(e) Explanation on the relationship between average increase in remuneration and Company Performance:**

The average remuneration increase is linked to various parameters like – Company's overall performance, rate of inflation and industry benchmark.

**(f) The Key parameters for variable component of remuneration availed by the Directors:**

During the period under review there were no variable remuneration availed by the Directors of the Company. However, Key parameters include – performance of the Company vis-à-vis individual Director's performance against set Key Result Areas.

**(g) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid Directors during the year:**

No Employee of the Company receives remuneration in excess of the highest paid director of the Company.

**(h) Affirmation that the remuneration is as per the Remuneration Policy of the Company:**

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

**For & on behalf of the Board of Directors**  
**Seya Industries Ltd**

**ASHOK G RAJANI**

Chairman & Managing Director  
Mumbai, May 30, 2022

# MANAGEMENT DISCUSSION AND ANALYSIS

## BUSINESS ENVIRONMENT

### Global

The year in retrospect was a challenging year for the global economy. The global economy has faced two major shocks in two years i.e. first COVID-19 and the second one is Russia's invasion of Ukraine. These two events have worsened the global economic slowdown. Russia's invasion has worsened the strains in global supply chains. It resulted in significant increases in the prices of many commodities, particularly those exported by Russia and Ukraine. This has impacted both advanced economies and emerging market and developing economies ('EMDEs') and contributed to the acceleration of inflation. Global financial conditions have tightened considerably, reflecting increases in monetary policy rates, greater volatility, and waning risk appetite.

Russia's invasion of Ukraine represents an enormous humanitarian crisis and a significant negative shock for a world economy which is still struggling to recover from the pandemic. The global activity was already decelerating due to many factors such as diminishing demand, mounting inflation owing to supply disruptions, and rising prices for food and energy. The war has aggravated these strains on the global economy, with particularly large costs for poor and vulnerable populations. Against the backdrop of this significantly more challenging context, the world economy is expected to experience its sharpest deceleration following an initial recovery from global recession in more than 80 years. Global growth is projected to slow from 5.7 percent in 2021 to 2.9 percent in 2022 and an average of 3 percent in 2023-24. The reason behind this slow down in growth is Russia's invasion of Ukraine, which has significantly disrupted activity and trade, faded demand, and policy support is withdrawn amid high inflation.

It is expected to make a downward revision by 1.2 percentage points for this year's growth forecast due to the effects of the war such as more acute inflationary pressures and a faster pace of monetary tightening than previously assumed. It may be noted that Growth projections for 2022 have been downgraded for most economies, including for the majority of commodity exporters despite improved terms of trade, partly due to higher input costs in non-energy exporters. As a result of lasting damage inflicted by negative shocks in form of war and pandemic, cumulative losses to global activity are envisaged to continue escalating, especially among EMDE commodity importers.

Activities in advanced economies have been dampened due to hikes in energy prices, less favorable financial conditions, and supply chain disruptions, all of which have been worsened by the war in Ukraine. As a result, growth in these economies is projected to decelerate from 5.1 percent in 2021 to 2.6 percent in 2022, which is 1.2 percentage points below previous projections. Growth is expected to further moderate to 2.2 percent in 2023, largely reflecting the further unwinding of the fiscal and monetary policy support provided during the pandemic. The annual average growth of Emerging Market and Developing Economies (EMDEs) over the years 2011-19 was 4.8 percent. The growth of EMDE is projected to roughly halve this year, slowing from 6.6 percent in 2021 to 3.4 percent in 2022, which is below its annual average growth over the years 2011-19. The slowdown in part reflects the spillovers from the war in Ukraine, which have led to commodity price volatility, higher input costs, trade disruptions, and weaker confidence. Even before this war situation, there were blockades to growth, which include rising inflationary pressures, tightening financial conditions, continued withdrawal of macroeconomic policy support, and softening external demand. These spillovers of war are magnifying the effects of these pre-existing blockades. Households of EMDE spend major portion of their total spending after basic necessities. The war's impact on food and energy prices is also weighing markedly on consumption.

### Domestic

The COVID-19 pandemic has been the first of its kind the world has witnessed in the 21st century. The cyclical slowdown that set in the Indian economy before the outbreak of the pandemic, got exacerbated on the back of cliff effects and scarring generated by the pandemic. Despite having witnessed one of the steepest contractions in Gross Domestic Product (GDP) in Q1:2020-21 and being hit by three successive waves, the Second Advance Estimates of National Income released on February 28, 2022, indicate that the economy has surpassed its pre-COVID level in 2021-22, on the back of unprecedented policy support from monetary and fiscal authorities. Nonetheless, India's recovery from the pandemic, despite its innate strength of macroeconomic fundamentals, remains fragile and is yet to become broad based. In the first quarter of 2021-22 brunt of the second wave of COVID was felt. The level of GDP fell 8.3 percent below the pre-pandemic (or corresponding 2019-20) level. India has followed restricted lockdowns and both firms and individuals become resilient in dealing with the infections which helped in reducing severe economic impact. The economic impact of the second wave is estimated to be about one-third of the first wave. The third wave impact is likely to be still smaller as evident from the momentum in high-frequency indicators. An overall monthly composite index of high frequency indicators shows that economic activity rebounded sharply in June 2021 with the ebbing of the second wave, and remained resilient pointing towards steady recovery till October 2021. In November 2021, shortage of coal and semiconductor chip emerged and thereafter third wave hit the country in January 2022. These lead to downturn in the index in January and February. Rural demand, in particular, lost steam after the second wave while urban demand recovered. Contagion from the Russia-Ukraine conflict dampened activity from beginning of March 2022, thereby disrupting and delaying the recovery.

The direct impact of the war in Ukraine is relatively limited, as trade between India and both Russia and Ukraine is small. On the other hand, indirect impact, is much larger due to global commodity and energy market shifts. In the 2015-21 period, India imported 88% of its annual consumption of oil and 29% for coal in 2020. It is also the world's largest nitrogen fertilizer importer, with Ukraine and Russia accounting for 9% of imports. These forces, together with the lockdowns in China and the EU embargo, are contributing to high inflation. Monetary policy normalization and weaker external demand will weigh on GDP growth in FY 2022-23 and FY 2023-24, though strong government spending will continue to support activity. However, households maintain cautious views regarding short- and medium-term prospects, amid signs of labour market softening, deteriorating purchasing power and flattening real incomes. Major risks continue to surround the outlook. In the emerging economy deterioration in investors' risk appetite, may create a negative feedback loop between the financial sector and the real economy. This may result in weakening the banks' capital positions. Large enterprises and business groups that were largely protected from the worst consequences of the COVID-19 crisis may get affected by increasing interest rates. They may have to revisit their investment plans. Rising food inflation is an upside risk to the overall inflation outlook, as it may lead to more food protectionism. Failure to control the increase in the cost of living may also exacerbate food security risks.

## CHEMICAL INDUSTRY OVERVIEW AND OUTLOOK

### Global

The chemical industry has been an integral part of the global economic landscape for many centuries. The industry has evolved to become a bastion of productivity that permeates through nearly every goods-producing sector. Today, the chemical industry plays a

crucial role in regional economies in every corner of the world and in most sectors of those economies. According to Martha Moore, chief economist at the American Chemistry Council (ACC), global chemical industry production will grow by 3.8% in 2022 and slow to 3.2% in 2023. According to the American Chemistry Council, global chemical industry's production will increase by 5.8% in 2023, with the fastest growth rate in Asia Pacific at 8.2%, North

America at 1.8%, Latin America at 2.7%, Western Europe at 1.8%, Eastern Europe at 5.9%, Africa and the Middle East grew 2.5%. Looking ahead to 2023, production growth in the chemical industry will slow in most regions, but there will also be accelerated production growth in some regions, including North America will reach 4.5%, Africa and the Middle East will accelerate to 3.3%, and Latin America will slow to 2.4%, Western Europe will slow to 1.6%, Eastern Europe will slow to 3.6%, and Asia Pacific will slow to 4.3%.

The output growth of the chemical industry is mainly supported by the continued growth of the global economy. According to Moore, the emergence of the Omicron strain has brought uncertainty to the development of the global economy and chemical industry in 2022, however it is still believed that the global economy and chemical industry will continue to recover in 2023. In 2023, While risks to the global economy remain, the U.S. chemical industry enters with a strong showing 2023. Supply chain bottlenecks are easing and demand growth momentum is building as manufacturing activity recovers and inventories rebuild. The American Chemistry Council predicts that production growth in all sub-sectors of the global chemical industry in 2023 will be lower than in 2022, with agrochemicals slowing from 3% in 2021 to 2.3% in 2022, basic chemicals to 4% from 6.1%, inorganic chemicals to 3.9% from 6.6%, bulk petrochemicals and organic chemicals to 3.8% from 5.8%, plastic resins will slow to 4.3% from 6%, synthetic rubber will slow to 6.3% from 7.6%, and specialty chemicals will slow to 4% from 5.2%. The European Chemical Industry Council ('CEPIC') said that after a strong growth of 5% in 2022, chemical industry output in the EU-27 will slow to 2.5% in 2023. The sharp rise in energy prices and the continuation of supply chain disruptions have brought significant downside risks to the recent economic and chemical industry development. The European chemical industry is bracing itself for a tough 2023. The European Union is drafting new legislation for curbing greenhouse gas emissions and producing sustainable chemicals, known collectively as the European Green Deal. The European Chemical Industry Council ('Cefic'), a trade association, says the new policy will leave the industry facing unbearable costs.

### Domestic

India holds a strong position in exports and imports of chemicals at a global level and ranks 14th in exports and 8th in imports at global level (excluding pharmaceuticals). The chemicals industry in India covers more than 80,000 commercial products. The industry is expected to grow at 9.3% to reach US\$ 304 billion by 2025 on the back of rising demands in the end-user segments for specialty chemicals and petrochemicals. The structural advantage, diversity, promising export potential and high domestic consumption are slowly and gradually making India as an emerging, preferred partner of choice for chemical products. These augur well for the country as it already enjoys the advantage of cheap labour and easy availability of raw material. Though, in the near term, the Covid-19 landscape is bound to bring some volatility in the market but, in longer term, the industry is expected to register a growth of 13-14% over the next 5 years owing to growth of strong intellectual property regime and infrastructure development.

The sector has been witnessing tailwinds with India emerging as an alternative supplier to China, for key raw materials and components. Indian manufacturers have been capitalizing on these opportunities and have set up additional capacities to cater to rising demand. The upcoming Petroleum, Chemicals and Petrochemicals Investment Regions (PCPIRs) and Plastic parks will provide state-of-the-art infrastructure for Chemicals and Petrochemicals sector in India. The chemical industry in India is positioned to capitalize on near term opportunities.

The focus on petrochemicals in India might increase due to the interest of global oil and gas majors on downstream chemical opportunities. This would also lead to higher investment in the sector, which could ease feedstock challenges and boost self-sufficiency. China's chemical industry is facing challenges due to stricter environmental norms, leading to structural changes in the industry. These shifts would cause uncertainty for international players that source chemicals from China and could create opportunities for the Indian chemical industry. There have been shifts in global supply chains due to trade conflicts around the world, especially among China, the United States and Western Europe. This has affected bilateral trade between China and the U.S., with possible repercussions for other economies. In this scenario, large chemical markets that remain accessible, could present opportunities for the chemical industry in India. Many companies, worldwide, are embracing digital technology and enhancing their production techniques. Digital technology has established itself as a lever to enhance efficiency and productivity. Indian companies could also tap into this opportunity to expand their profit margins.

The shift in production and consumption pattern towards Asian and South East Asian countries in all sectors is leading to increasing demand for Chemicals and Petrochemicals. The combination of domestic consumption and export growth has made it viable to locate manufacturing operations in India thereby enhancing India's contribution to the Global chemical industry. The uncertainty in global trade caused by the US-China trade conflict and the changing structure of China's chemical industry are expected to open doors for the Indian chemical industry. Despite industry-specific challenges, rising domestic demand in chemical end-use sectors such as agriculture, consumer and retail, infrastructure, auto and electronics and healthcare is increasing the attractiveness of India as a manufacturing destination and India's steadily improving 'Ease of Doing Business' ranking could further elevate its position as the epicenter of chemical manufacturing in Asia, in the long run.

## SPECIALTY CHEMICAL INDUSTRY

### Global

Chemical industry constitutes of 80% of specialty chemicals and 20% of other chemicals. Specialty chemicals are low volume and high value products that are sold on the basis of their quality and utility. Speciality Chemicals are known for end-use performance enhancing applications rather than their composition. They are recognised for "what they do" rather than "what they are" as in the case of basic chemicals. They provide solutions to customer applications, are knowledge-based and are known to deliver more financial returns as compared to basic chemicals. They are a blend of base chemicals and sold on the basis of their quality or utility, rather than product composition or brand. They are relatively high value, but low volume chemicals as compared with basic chemicals or commodity chemicals. In the specialty chemical sector, the focus is on value-addition to end product and technical specifications of the chemical. Since specialty chemicals are mainly used to add value to the finished product, they are primarily sold on a B2B (Business to Business) basis. Speciality chemicals can be further divided into various sub-segments on the basis of end-use applications. The major sub-segments are 1) Agrochemicals, 2) Colourants, 3) Construction chemicals, 4) Flavours & Fragrances, 5) Paints & Coatings, 6) Personal care, 7) Polymer & additives, 8) Surfactants, 9) Textile chemicals, and 10) Water treatment chemicals.

Driven by innovation and expanding usage in several emerging areas, production and consumption of specialty chemicals were initially concentrated in developed regions like North America, Western Europe and Japan. With trade liberalisation, technology transfer and rapid economic growth, the industry began proliferating in developing economies. China emerged as a leading producer of specialty chemicals, aided by easy availability of raw materials/feedstock, cheap labour and capital, sizable end-use market and government support. However, with increasing focus on safety, health and environment stipulations worldwide, stricter enforcement led to disruptions in the supply chain that was substantially dependent on

China. Further, the relative strength of the Chinese currency, rising labour costs and reduction of government subsidies eroded the comparative advantage. The Chinese government is also promoting consolidation in the industry to shift away from high-polluting, lower-end segments. Domestic demand recovery and higher realisations owing to increased crude oil prices and stronger exports are expected to drive revenue growth to 19-20% YoY in FY 2021-22, up from 9-10% in FY 2020-21. Due to rising environmental concerns, numerous chemical businesses in China suspended operations in 2018, prompting a rise in speciality chemical manufacture in India to assure ongoing supply. On the strength of good growth visibility and increasing prospects, speciality chemical businesses in India have begun to accelerate their capex plans.

#### Domestic

With supply chain disruption and uncertainty in China, global players are looking at diversifying their sourcing and India offers a strong alternative with comparable scale, technology, raw materials and supportive government policies. The industry serves both the local market and the global market. The critical success factors for most of the speciality chemical segments include understanding of customer needs and product/application development to meet the same at a favourable price-performance ratio. Global firms are gradually facing the heat of compliance, cost and capacity issues in other markets, especially China, and are thus looking to outsource their manufacturing processes to India. The structural shift towards Indian speciality chemical players is ably supported by the Government in the form of a robust patent framework, the presence of appropriate regulations to protect intellectual capital, improvement in infrastructure and thrusts to promote investments in R&D, as well as green technologies and a rich pool of knowledge workers.

India had remained in China's shadow for a long time in the global chemical speciality market. However, gradually it has emerged out of with its own structural benefits and the spill-over effect of China's declining competitiveness. The factors driving the growth of the speciality chemicals market include large base of end-use industries, high demand from Asia-Pacific, increasing demand from automotive industry, and technological advancements. Over and above, faster end-use industry growth, low penetration of speciality chemicals in India will support growth. Exponential growth expectations led by favourable macro-economic factors in pharmaceutical, personal and home care products also presents a humungous growth opportunity for associated speciality chemicals manufacturers. The Indian speciality chemicals industry will surpass its Chinese counterpart. Its share in global market in the fiscal year 2021 was 3-4%. It is expected that global market share will be doubled by 2026 and reach to nearly ~6%. This will ride on a strong revenue growth of 18-20% this fiscal and 14-15% in the next, compared with single-digit growth in the previous two fiscals. Speciality chemicals are low-volume, high-value products used in a large number of consumer-facing sectors. The Indian speciality chemicals sector procures almost equal revenue from exports and domestic sales. Additionally, the cost-plus pricing model of Indian players is likely to minimise the impact of the sharp increase in raw material prices this year. Raw materials such as benzene, ethylene and toluene, which are crude derivatives, form around 55% of the overall cost structure. Impact of the Russia-Ukraine war can be seen. It is expected that the Raw Material prices are also remain elevated in near term due to ongoing war. However, downside risk to operating profitability is limited given players' ability to pass on cost increases, though with a lag of few weeks.

#### COMPANY OVERVIEW

SEYA INDUSTRIES LTD, a Company, promoted by Technocrats, is engaged in manufacturing of Speciality chemicals at its state of the art manufacturing facilities in MIDC Tarapur, Boisar a notified chemical manufacturing zone 90kms from Mumbai which have wide spectrum of applications in the manufacture of Pharmaceuticals (like Paracetamol, floxacins, etc), Personal & Health Care Products (like Hair dyes), Printing Inks & Paints (used in Laser/Ink jet Printers, for Road markings, etc), Agrochemicals (like DDT, etc) Insecticides/Pesticides (like Quinalphos, Mortein, Baygon, etc), Rubber chemicals (for Leather protection), Textile dyes, Thermic fluids (used as heating medium), etc. The company's strength lies in its wide product offerings, ability to adapt to new markets and being environmentally friendly.

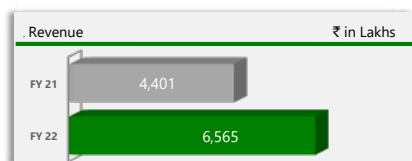
In the past few years, your company has emerged as most competitive and low-cost, Leading producer of Benzene based Speciality Chemicals with complete backward and forward integration across Benzene value chain. Your Company's established and long standing customer relationships, with multi-product and multi-industry approach, state-of-art manufacturing practices, high quality standards, timely delivery, compliance to regulations, Extensively backward and forward Integrated Gobar Scale technological driven operations, efficient utilization and re-use of its By-products, well-diversified product portfolio and continued focus in expanding business in newer horizon's has resulted significant growth in operations in last ten years.

#### Impact of COVID-19 & Ukraine-Russia war

The Operations of the Company have been severely impacted due to Covid -19 pandemic which ended in Feb-22 but again got impacted due to Ukraine Russia war. The Company had resumed its operation in a phased-wise manner and was coping-up with the after effects of the COVID pandemic but due to the start of the Ukraine-Russia war, the Company has been facing the challenges on account of rising Energy Prices, Rising Raw Material costs, fall in demand and steep fall in unit prices of the Products, thereby severely affecting both the Topline and Bottomline of the Company. As mentioned in earlier year, the Company had received notices of Force Majeure from certain suppliers and customers and similarly the Company had also issued notices of Force Majeure to customers and suppliers. The Company however continued to incur committed expenditure with respect to its Employees, Plant related expenditures and Other expenditures. This has significantly impacted the profitability. Both Covid-19 & Ukraine-Russia war has also had a significant impact on its customers and their ability to meet their committed obligations. The Management in process of evaluating the possible effects that may result from the same on the carrying amounts of Trade receivables and Inventories. In developing the assumptions and estimates relating to the uncertainties as at the balance Sheet date in relation to the recoverable amounts of these assets, the management has used internal and external sources of information to the extent determined by it. The Impact of the same may differ from that estimated as at the date of approval of these financial statements due to the impact of the pandemic and the Management will continue to closely monitor the developments. The Management has taken several steps to reduce unit costs and increase liquidity by making operations more efficient and nimbler, putting on hold discretionary expenses, deferring certain capital expenditures, etc. In order to sustain operations, actions to cut employee costs through pay cuts, leave without pay and reduction in workforce are also implemented.



## FINANCIAL PERFORMANCE



**Net Sales** during the year was ₹6,565 lakhs as compared to ₹4,401 Lakhs in PY, reporting a increase by 49.2% on account of higher sales volume and capacity utilisation. Also the Average Unit selling prices of Products were higher as compared to last year.

₹ in Lakhs

	FY 22	FY 21	Change	% Change
Revenue from Operations	6,565	4,401	2,164	49.2%

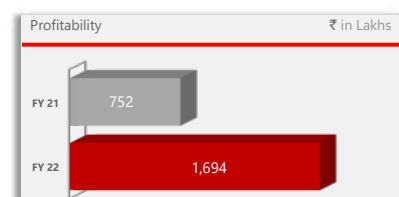
### Segment Revenue

Your Company has been focusing only on Specialty Chemical segment end-users with higher profitability, higher volumes, stable and increasing demand thereby resulting almost 100% revenues from the segment, hence segment wise analysis in accordance with IND-AS 108 is not applicable.

### Profitability

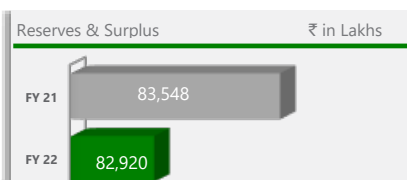
**EBITDA** for FY22 was higher by **125.27%** at ₹1,694 lakhs compared to ₹752 lakhs in PY. The increase in EBITDA was due to improvement in average unit Sales prices of products which had spiked up due to closure of competing Chinese producers during COVID, higher sales volume and capacity utilisation as compared to previous year.

**Profit before Tax (PBT)** was at negative at ₹(113) lakhs compared to ₹(1,060) lakhs in PY. **Profit after Tax (PAT)** was at negative at ₹(628) lakhs as compared to ₹(10,958) lakhs in PY21. Despite the above challenges, your Company was able to recover and sustain its traction towards profitable operations



₹ in Lakhs

	FY 22	FY 21	Change	% Change
Earnings before Interest, Depreciation & Tax	1,694	752	942	125.27%
Profit Before Tax	(113)	(1,060)	947	89.34%
Profit After Tax	(628)	(10,958)	10,330	94.27%



During the period under review, there has been no transfer to the general reserve. Reserves and surplus marginally decreased by 0.75%

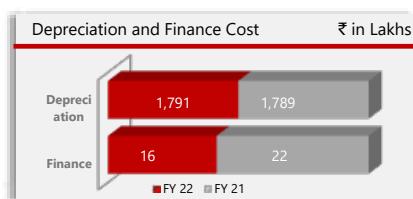
### Reserves & surplus

₹ in Lakhs

	FY 22	FY 21	Change	% Change
General Reserves	18,308.36	18,308.36	-	-
Profit & Loss Account	16,341.74	16,969.48	(627.74)	(3.70%)
Securities Premium Account	33,143.59	33,143.59	-	-
Capital redemption Reserve	15,126.17	15,126.17	-	-
Total Reserves & Surplus	82,919.86	83,547.60	(627.74)	(0.75%)

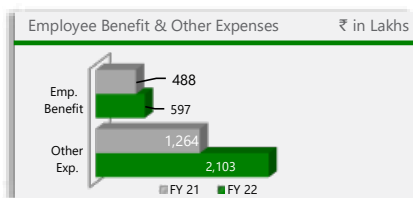


**Raw material cost** stood at ₹2,979 Lakhs compared to ₹2,102 Lakhs in PY, an increase by 41.79% in-line with higher capacity utilisation and on account of increase in average price of raw materials. There was an increase in the average unit price of Raw materials despite which the Management due to better negotiations, efficient Inventory Management and Price correction forecast, could reduce the impact of increase in Raw materials cost.



**Finance cost** was at ₹15.93 Lakhs. Due to ongoing dispute with the Lenders in relation to their failure to comply with committed lending obligations and outstanding, the Company has, basis of legal advice, not provided for interest costs on certain loans outstanding, in respect of Operating Assets. The Company continues to believe in the merits of the litigation. Refer Note No. 30.1 of the accompanying Financial Statements

**Depreciation and Amortisation Expenses** increased to ₹1,791 Lakhs from ₹1,789 Lakhs (Y-o-Y) due to post commissioning Depreciation expense of maintenance capex which were commissioned during the year.



**Employee Benefit Expenses** increased to ₹597 Lakhs from ₹488 Lakhs (Y-o-Y) due induction of new employees and increase in Salaries and wages.

**Other Expenses** were increased to ₹2,103 Lakhs vs. ₹1,264 Lakhs (Y-o-Y) due to higher capacity utilisation, increase in energy prices and increase in prices of all other items on a/c of inflation.

₹ in Lakhs

	FY 22	FY 21	Change	% Change
Raw Material Cost	2,978.98	2,101.03	877.95	41.79%
Finance Cost	15.93	22.27	(6.34)	(28.47)%
Depreciation & Amortisation Expenses	1,791.03	1,789.25	1.78	0.10%
Employee Benefit Expenses	597.11	488.14	108.97	22.32%
Other Expenses	2,102.65	1,263.60	839.05	66.40%

### Key Financial Ratios

	FY 22	FY 21	% Change	Reason
Debtors Turnover Ratio	17.16	2.49	589.6%	On A/c of Impairment of Trade Receivables and Change in Credit Terms to Customers
Inventory Turnover Ratio	3.09	3.00	3.1%	Lower Capacity utilisation
Interest Coverage Ratio	74.00	(414.71)	N.A.	Refer Note no. 30.1 of Financial Statements
Current Ratio	0.58	0.74	20.8%	On A/c of Impairment of Trade Receivables
Return on Networth	(1.02)%	(10.62)%	90.4%	
Operating Profit Margin(EBIT%)	(1.5)%	(23.6)%	93.7%	Improvement as compared to previous year on account of improvement in capacity utilisation
Net Profit Margin (PAT%)	(9.56)%	(249.1)%	96.2%	
Debt : Equity ratio	0.72	0.72	-	

### SWOT ANALYSIS

The present per capita consumption in India is increasing as compared to other countries and the growing domestic household promises increasing opportunities for growth on the back of increasing disposable income of growing middle class. China no longer controls the market repelled by its present pricing policy due to increasingly stringent pollution control policy and measures being administered by its Government. The brand value 'Make in India' is lead by knowledge power and vast experience in handling customer demands and is at its brightest spot in the Chemical industry. Challenges of COVID-19 weigh on the Company, though your Company has resolved its SWOT for clenching the Opportunities and mitigating the Threats:

#### Key Strengths

**Adroit Leadership & Management Team:** Seya is led by a strong and experienced management team with strong fundamental knowledge and keen awareness of the shifts in the industry landscape comprising first generation technocrats all possessing excellence in Chemical Engineering. Your management possesses a proven track record in formulating strategies, implementing pioneering technologies and introducing high value high margin products to sustain profitable operational performance which have enabled your Company to enhance stakeholder value while adhering to the code of Responsible Care and ethical values.

**Integration & Global Size Plant:** Seya's sustained focus on process development, plant automation and high quality benchmarks has made it possible to emerge as one of the highest quality at lowest-cost producers of benzene derivatives in the world. Your Company's environment friendly integrated facilities with backward and forward cost-efficient processes and diversified downstream applications complemented by competitive, large and integrated supply chains empower your Company to address the growing needs of large global customers with committed and secured Supply Chain. Your Company has the largest installed capacities for its premium high value and high margin products. Your Company is a global entity integrated backwards and forwards in its range of chemicals and also across various value chains, enhancing its capability to supply a basket of products and becoming a one-stop source. This has resulted in the fragmentation of competitive risks as very few global players are as integrated and diversified as your Company.

**Diversified Product portfolio:** Your Company's de-risked portfolio with diverse products addresses different end-user applications across customers and geographies spanning from Agrochemicals, Polymers, Dyes, Pigments, Printing Inks, Pharmaceuticals, Health & Home Care, Oil & Gas, Rubber Chemicals, Flavours & Fragrances, Food Ingredients, Cattle Feed, etc. thereby insulating itself from vagaries in any one product or segment. Your Company supplies products to more than 100 customers. Each Product results in engagements with multiple customers, an effective entry barrier for competition providing flexibility

to shift products based on market dynamics, countering demand vagaries and converting process by-products into commercially viable products, enhancing value. There has been focus on developing integrated product chains rather than fragmented, standalone products enabling significant cost synergies and deeper relationships with clients who partner with the Company for multiple products over several years. Your company's leadership in certain products facilitates knowledge transfer, provides demand foresight, the ability to absorb incremental SH&E costs. Diversified and comprehensive product portfolio and large customer base spread across several countries and customer categories, strengthen your Company to face headwinds, if any and dependence on any product, customer or geography.

**Innovation & Technical Expertise:** Innovation is deep-rooted in the DNA of your Company. Seya executes complex and hazardous chemical processes with high success rates by leveraging its License for niche chemistries from expert Technology Suppliers in Germany and its capability in managing, storing and handling various types of chemicals in quantities ranging from few kilos to several tons. Your Company's ability to develop new product application and to customize products to suit customer needs have helped in expanding its customer base and thereby enabling your Company to establish its leadership position. Your Company's expertise and competence provides customers the comfort that it will undertake these complex processes safely and in a cost competitive manner while adhering to the highest standards of quality. The enriching product mix combined with scale has enhanced the earning efficiency of value chain. Your Company's focus on R&D initiatives for Speciality Chemicals has built technological capabilities through know-how transfer resulting in several differentiated processes/ chemistries. The focus has always been on improving product quality and process yields of existing products, forward integration for downstream products etc, with thrust on environment friendly processes to further strengthen its global presence in the end-user applications.

**Quality, Safety, Sustainability:** Your Company practices the most stringent global environment, health and safety standards, ensuring optimal productivity and business sustainability. Seya emphasizes on Reduce-Reuse-Recover principles across its manufacturing site following the highest SHE (Safety, Health & Environment) standards. Your Company is looked upon as a benchmark and standard of Quality. Your company has revolutionized Quality of all the Products it manufactures to standard which can be matched by none and commands premium pricing for all its products.

### Key Opportunities

**Favorable Government Initiatives - Make in India – Geographical shift:** India has developed into an important manufacturing hub for Speciality chemicals on account of superior compliance with environmental norms, increasing competitiveness and decline in Chinese competitiveness. India is capitalising on growing opportunities in the export of Speciality chemicals with increasingly stringent compliance to environment norms in China which has affected global supply enabling Indian producers with large capacities, international quality compliance and environment standards to benefit. Maturing of the Chinese economy has increased labour and other Costs in China with incremental compliances necessitating additional investments in effluent treatment thereby enhancing costs and impacting capacity utilization assessed by increased competitiveness of Rupee v/s. Chinese Yuan widening the Indian fosse. Amidst this the Government's ambitious 'Make in India' and 'Atmanirbhar' initiative has given tremendous boost to the Indian manufacturing sector attracting capital, technological investment and toting impetus to the emergence of India as a manufacturing hub for the chemical industry. Your Company driven by extensive product and process innovation, a significant differentiator over the commoditized Indian chemical industry. With strong technical expertise, high Safety Health & Environment standards as well as deep customer relationships, it remain at the forefront to make significant headway in high value chemicals strengthening product mix and scale resultant driving earnings efficiency.

**Large addressable market:** To address the country's large and dispersed end-user market, companies have to start adopting a key-account strategy for large customers and partnership with other companies to build distribution networks across geographies. Companies have realized the importance of having a strong vendor base and partnership arrangements with cost effective local companies to achieve a leadership position.

**India as an R&D hub for specialty chemicals:** Large MNCs have started tapping the India's cost advantage by investing in production for exports and also moving some of their R&D work to India. There is a large untapped potential in this space.

**Opportunities for local customization:** A key success factor in the Indian specialty chemical market is the local customization. Many customers are willing to sacrifice on some of the product attributes for a lower product price. These offerings can also be expanded to other Asian markets. The recent trend evidenced by the structural headwinds prevalent in the chemicals industry is the extraction of increased value from its operations and embracement of smarter portfolio management to improve performance. Leveraging skilled labour, lower capital costs, improved knowledge, equity and cost advantages of Asian players have compelled the larger players from developed countries to progressively discontinue their operations and transfer capacities eastwards and using local facilities for manufacturing high-end performance products. Many of these companies operate asset-light structures that increasingly outsource intermediates from China and India. While this trend was for long favourably disposed towards China for various end user products, India has recently been developed into an important manufacturing hub for specialty chemicals on account of superior compliance with environmental norms, increasing competitiveness and decline in Chinese competitiveness. Moreover, as MNC customers remain keen to allay their country risk through widening diversification; India is well positioned to capitalise, translating into growing opportunities for the export of specialty chemicals. Regulating agencies in developing countries have become more stringent in ensuring a complete compliance with environment norms. In China, restrictions have firmed up and imposed over last 2 years; in India, compliances were stringent for five or six years, providing the country a competitive advantage, making it possible for Indian players with large capacities and international quality compliance and environmental standards to corresponding benefit. The incremental compliances necessitate additional investments in effluent treatment, enhancing costs and impacting capacity utilization for the Chinese. The maturing of Chinese economy, labour and other costs have increased meaningfully.

### Key Challenges

**Regulatory and environment:** While chemical industry addresses growing need for materials required by different sectors, the industry employs highly complex manufacturing process that often involves handling of toxic and hazardous chemicals. The process being energy intensive, the importance of safety, health, security and environmental protection cannot be underestimated. Like all chemical companies, your Company is subject to central, state, local and foreign laws and regulations relating to pollution, protection of the environment, greenhouse gas emissions, and the generation, storage, handling, transportation, treatment, disposal and remediation of hazardous substances and waste materials. Costs and capital expenditures relating to environmental, health or safety matters are subject to evolving regulatory requirements and depend on the timing of the promulgation and enforcement of specific standards which impose the requirements. Moreover, changes in environmental regulations could inhibit or interrupt the Company's operations, or require modifications to its facilities. Accordingly, environmental, health or safety regulatory matters could result in significant unanticipated costs or liabilities. European and developed markets have progressively tightened their import regulations citing environmental concerns and protection of domestic manufacturers.

**Non-availability of Alternate Energy Sources:** Chemicals manufacturing Industry consistently requires high amount of energy

in production processes through conventional fuels like coal, furnace oil, etc. for generation of power or as a heat energy source. Use of non-conventional energy like wind power, solar power or natural gas becomes unfeasible as these alternate fuels have shortcomings like lack of reliability of continual supply, inability to generate energy in large quantity, sizeable capital expenditure, availability at higher costs, etc. However your Company has implemented state-of-art Energy Management Systems and continues to focus sharply on improving Utility efficiencies at its facilities along with widening its scope of Green Chemistry.

**Volatility in Raw Materials Prices:** Volatility in the global prices of raw materials is the foremost challenges faced by the chemical industry which can be well mitigated due to the time lag before price hikes or cost revision enabling the same to be passed on to customers. While your Company has enhanced inventory management procedure, it periodically reviews prices with suppliers, which remains as an inherent weakness in the industry. Sharp corrections in the crude oil prices aligns prices of various raw materials procured by the Company which influence topline even as they have a limited impact on profitability due to adoption of a cost plus pricing model for all its products. While the topline remains elastic to raw material price movements, enhanced volumes and superior product mix drive the profit capturing the essence of your Company's value chain.

**Obsolescence of Product and Processes:** Obsolescence of products and existing manufacturing processes pose a threat to the global chemical industry. Swift technological transformations, changes in materials and innovation-driven changes in manufacturing process render existing products and processes obsolete. Latest technologies can affect the overall market dynamics and existing operations of the industry.

**Slowdown in End User Industries:** The slowdown in growth of end-user industries such as Printing Inks, Paints, Pigments & coatings, Agrochemicals, Rubber, Paper and Textiles amongst others could impact the overall growth. Your Company caters to several industries, not overtly dependent on any single industry, customer or geography with its diversified portfolio comprising multiple products that cater to multiple customers across geographies and varied economic cycles.

**Momentous Currency Appreciation:** Sharp appreciation in the currency could impact growth as competitive advantages vis-à-vis China could reduce thereby slowing the pace of shifting of volumes from China to India. Appreciation of Indian Rupee against US Dollar also lowers the export realisation thus impacting the export potential.

**Lack of Talent Pool:** Efficient and hard-working human capital is a rare and valuable resource today. India lacks widespread and abundant availability of technically skilled laborers. Your Company has initiated several measures to develop talent and undertakes comprehensive training for skill development, understand business complexities and adherence to global best practices.

## STRATEGIES FOR GROWTH

SEYA has envisaged its growth path, by a clear and defined vision to:

- Invest locally with Scale and Size matching global norms and adopt cutting edge technology (developed or acquired)
- Secure Feedstock and Technology
- Become a coveted employer - Attract and Retain talent
- Establish a targeted innovation platform, Invest more in R&D
- Create a positive, consumer & environment friendly image

## Capacity Expansions

In order to make the operations nimbler and more efficient and create more liquidity to manage the increasing working capital demands on account of volatility in raw material prices and increasing energy prices and production costs, the management has put on hold all the capacity expansion projects temporarily. The Management envisages to re-start these projects as and when funds are available from Lenders.

## De-bottlenecking & Efficiency Improvement

Considering the restriction imposed on all industries in MIDC Tarapur on permitted Effluent discharge, the Company is on priority working on upgrading its Effluent Treatment Plant to Zero Liquid Discharge (ZLD) to permanently circumvent restriction imposed by NGT and support its capacity ramp-up. The de-bottlenecking and efficiency improvement exercises under implementation are expected to boost production volumes and margins. The estimated capital expenditure is being met through internal accruals.

## Mega Green-Field Project Under Implementation

In order to address cost issues of raw materials and its price volatility and high energy costs, your company was implementing a Mega Greenfield Expansion Project which would have resulted in reduction in energy and fixed costs, yield better cash flows and aid in debt reduction, all of which would have resulted in long-term value creation for its stakeholders. The Company has already invested more than Rs. 6 Bn in Capex and is expected to contribute additional Rs. 10-12Bn in Revenue at an estimated capacity utilization of 80%. The project is in close vicinity of Seya's existing manufacturing operations at MIDC Tarapur, Boisar in State of Maharashtra. However, due to failure on part of Lenders in keeping their commitment for Lending obligations the Company has kept the Project temporarily on hold. The Company has filed representation in Hon'ble High Court. The Equity has been fully introduced by the Promoters and is forming part of present Share Capital/Equity Structure of the Company. The Project is being built under the supervision of highly experienced and reputed EPC contractors, German Technology Suppliers and PMC's holding successful track-record of more than 105 years backed by performance guarantee. It involves latest state-of-the-art, cutting edge, continuous, fully automated process technology which will enable Seya to be the lowest cost producer in the World for the products under set-up. The installed capacities of proposed products under set-up will be the largest in the world at a single location.

Seya has safeguarded any copy of the Technology by executing confidentiality and copyright agreements with its technology suppliers restricting sale of technology acquired, for next 20 years from the Contract date. Almost 50% of the installed capacity in the proposed greenfield mega project is to be captively consumed as intermediates. Out of balance 50%, 30% of the proposed installed Capacity is contracted to existing customers on long term supply contract and balance 20% is envisaged to provide as import substitute to cater to the increasing demand arising from Supply disruptions and geographical shift from China.

## INTERNAL CONTROL SYSTEMS & ITS ADEQUACY

The Company has systems for internal audit, risk assessment and mitigation and internal control and risk management processes both at the business and operational levels. Internal audit function plays a key role in providing to both the operating management and to the Audit & Risk management Committee of the Board, an objective is to view and reassurance of the overall control systems and effectiveness of the risk management processes across the Company. Internal Audit also assesses opportunities for improvement in business processes, systems and controls and provides recommendations designed to add value to the operations. The scope and authority of the Internal Audit Department is derived from the Audit Charter approved by the Audit Committee. Internal Audits with respect to financial and compliance matters are performed by an internal Auditor and operational level internal audit is performed by the in house team of managers, engineers and project and production team. The internal audit department which operates on a decentralised basis continuously monitors the adequacy and effectiveness of the internal control environment across the Company and the status of compliance.

## RISK MANAGEMENT

Managing Risk is an integral part of Seya's business. The Company operates a structured and continuous process of identifying, analysing, responding and mitigating the risk events that have

the potential to generate adverse effect on the achievements of organisational objectives. This section discusses various dimensions of our enterprise risk management and is not exhaustive and is for information purpose only. Our business model is subject to uncertainties that could cause actual results to differ materially from those reflected in the forward-looking statements.

**Risk Categories & Mitigants**

Given the nature of the Company's business and changing market dynamics, it is exposed to various risks during its daily course of operations. Some of the key risks and mitigation strategies adopted by the company is illustrated below: The following broad categories of risks have been considered in the risk management framework:

Nature of Risks	Mitigation Strategies
Foreign Exchange volatility	>70% of Sales are in domestic currency. For balance, the INR vs USD price is fixed and hedged to avoid any exceptional financial effect.
Customer Retention	Product customisation as per Customer requirements, Long-term contracts with pass through mechanism, attractive prices, world-class Infrastructure and Robust customer relationships
Availability of Skilled Personnel	Incentive and growth opportunities, all round learning experience, nurturing talent in a structured manner and proper mentoring
Technology Risks	License and Patented Technology driven state of art manufacturing with Continuous upgradations of Technology through OEM support and R&D
Product Quality	Rigorous monitoring and controlled by technically qualified personnel in QC, Most stringent Quality & Environment certifications like ISO 9001: 2008, ISO 14001:2004 and ISO 18001:2007, periodic QC & EHS audit by customers

➤ **Strategic Risk**

It includes the range of external events and trends (like government policies that can adversely impact the Company's strategic growth trajectory and destroy stakeholder value.

**Mitigant**

The applicable regulatory framework is continuously tracked by various teams within Seya. Appropriate action as necessary is being undertaken to ensure compliance with all regulatory requirements.

➤ **Operational Risk**

These are those risks which are associated with operational uncertainties like failure in critical equipment, attrition etc.

**Mitigant**

Hazop Study and Safety studies for Process risks are carried out at regular intervals through EHS initiatives and dedicated committee formed for Managing process related hazards and safety.

➤ **Financial Risk**

This covers financial risk facing the organisation in terms of internal systems, planning & funding. Reference is drawn to Note No. 30.1 of the accompanying Financial Statements.

**Mitigant**

Apart from detailed review across levels and functions an independent risk team evaluates all deals before the approval.

➤ **Litigation Risk**

Reference is drawn to Note No. 30.24(xi) of the accompanying Financial Statements, in respect of NCLT matter.

**Mitigant**

The Company has entered into Settlement Deed and the Financial Creditor has already filed sec 12 application with the NCLT to withdraw the proceedings. The Hon'ble Supreme Court too has also ordered Status Quo in respect of CIRP proceedings which were initiated against the Company.

➤ **Reputational Risk**

Seya is expected to maintain global quality standards in manufacturing. Any deviation with regards to quality compliance of products would impact the Consumers and hence adversely affect the Company's performance.

**Mitigant**

Dedicated quality control and assurance team actively monitors the adherence to prescribed quality standards. Most stringent Quality Control and Quality Management systems are in place and reviewed periodically.

➤ **Economic Uncertainty**

Rising trade tension, decreasing consumer confidence and political tension significantly affected the growth prospects of the Indian and global economy. The outbreak of COVID-19 and Ukraine-Russia war has further dampened the growth potential, plunging major economies into recession. This might have an adverse impact on the Company's operations.

**Mitigant**

The Company constantly monitors changes in the macroeconomic environment and assesses its potential impact on the company's operations. It enables the Company to quickly respond to changing market trends and safeguard its operations against uncertainty. Further, the COVID-19 outbreak has led to a temporary slowdown and the Company is proactively dealing with the situation, following safety protocols in all its manufacturing facilities to ensure smooth operations even during the countrywide lockdown.

➤ **Competition**

The Company faces competition from domestic as well as international players. The Company's inability to deliver new and innovative solutions and keep up with dynamic changes in the market may lead to loss of revenues. Further, competition may also result in pricing pressure leading to an impact on its margins and profitability.

**Mitigant**

Over the years, Seya has established a firm foothold in key markets and has built a strong and healthy relationship with customers. It also significantly invests towards research and development of improved products quality, aligned to changing customer needs. This has enabled the Company to further strengthen its relation with its customers, giving it a competitive edge over its peers.

➤ **Environment**

With increasing pressure from NGT to reduce the Effluent discharge by Industries to manage the Central Effluent Treatment with available capacity, the Company is being restricted to operate its Plant at 30~40% capacity utilisation, which may severely impact Company's revenue and profitability and also lead to loss of Customers.

**Mitigant**

The Company after completing the Basic & Detailed Engineering for setting-up its own ZLD-ETP has placed orders for Supply of Equipments and 30% of the Equipments have been delivered. The balance shall be delivered once the funds are released by the Lenders. Once the ZLD-ETP is set-up the company shall not have any interference from any Pollution Control Authority and the Company shall be at free fill to operate the Plant at full capacity.

## HUMAN RESOURCES

Seya's talent base, as on March 31, 2022, stands at 129. With a view to equip the Company to address the business challenges of a dynamic economic environment, the HR function focused on retaining and attracting suitable talent, enhancing the technical / behavioural skills of employees and optimising employee costs. Learning and Development has been prioritized as a means of expanding the knowledge base of employees, which is seen as a key driver of growth. Taken together, these initiatives and processes are making a positive impact on talent attraction, retention and commitment. Managing the human asset for an Organization is a strategy that helps build the resources for a robust future. A ready second line of leadership; a highly engaged workforce; low manpower turnovers are few of the multiple gambits handled by the Human Resources Team.

A productive and innovative workplace has been and will continue to remain a key requirement for successful business performance in the Company's perspective. It is in the DNA of SEYA where employees are empowered with the ability to bring new ideas to the table. The Company believes in the conduct of affairs of the Company in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour. With this aim, the Company has introduced the "Whistle Blower Policy/ Vigil Mechanism" for Directors and Associates to report genuine concerns or grievances of unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. The main objective of the policy is to build and strengthen a culture of transparency and trust within the organisation. As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013('Act'), the Company has constituted Internal Complaints Committees (ICC) across all the locations which are responsible for redressal of complaints related to sexual harassment at respective locations. The objective of the Policy is to create and provide a work environment that is safer, civilized, free from any sort of hostility, supportive to the diversity & dignity of all Associates, where Associates feel secure at the workplace on the basis of natural justice and confidentiality.

## COMPANY OUTLOOK

Your company is in the business of manufacture of specialty chemicals which have applications in end user segments like Computer Printing Inks, Pigments & Paints, Pharmaceuticals, Personal & Health Care Products, Agrochemicals, Insecticides/Pesticides, Organic Chemical Intermediates, Rubber chemicals, Textile dyes, Thermic fluids, etc. The COVID-19 pandemic has caused unprecedented impact on the global economy. It has disabled global trade and cross border transactions like never before. The lockdown of countries and economies has resulted in overnight evaporation of demand for industries such as airlines, hotels, cinemas, and entertainment among others.

Global supply chains have been hindered and it is expected that consumption will pick up gradually where it was disrupted. This disruption has accelerated some of the emerging trends like virtualization, remote interactions and electronic transactions. Your Company is closely monitoring the development in its customer industries and assessing the near term as well as long term effects of this development. In its own operations, your Company is mindful and has taken all the necessary precautions while resuming plants operations to provide desired safety and security to its the employees. Your Company believes that the customer industries, in aggregate, will recover and grow to be larger in the future. Your Company has well-integrated operations and a healthy balance sheet position which will allow it to overcome the near-term challenges and return to creating value in the long run.

### Cautionary Statement

*The report contains forward-looking statements, identified by words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' and so on. All statements that address expectations or projections about the future, but not limited to the Company's strategy for growth, product development, market position, expenditures and financial results, are forward-looking statements. Since these are based on certain assumptions and expectations of future events, the Company cannot guarantee that these are accurate or will be realised. The Company's actual results, performance or achievements could thus differ from those projected in any forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any such statements on the basis of subsequent developments, information or events.*

## REPORT ON CORPORATE GOVERNANCE

Corporate governance is creation and enhancing long-term sustainable value for the stakeholders through ethically driven business process. At SEYA, it is imperative that our Company affairs are managed in a fair and transparent manner.

We at SEYA are committed to adhere to the maximum transparency and accountability at all level in the organisation and in all transaction of the Company. Our strong belief is that we are what, we are, because of our stakeholders and there is no other way to build a strong relation & gain trust of stakeholders than to be transparent and accountable for all actions. We make sure that word "Corporate Governance", is practised, not just in letter but in spirit as well.

### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

At SEYA, the corporate governance is all about maintaining a valuable relationship and trust with all stakeholders. Stakeholders being partner in our success, we believe in maximising stakeholder value be it shareholders, employee, suppliers, investors, customers and society at large.

SEYA is always committed to the pursuit of excellence to achieve growth and long-term shareholders wealth creation, while at the same time preserving the interest of other stakeholders, its employees, partners, customers, suppliers and the society at large. Though Corporate Governance contains a set of principles, processes and systems to be followed by Directors, Management and all employees of the Company as binding principles, your Company believes in using it as a framework that is inherent to the value systems that drive business practices. Timely disclosures, transparent business practice which is driven by the ideas of pursuing excellence and modern ongoing research, have become a culture of the Company. While adhering to the above, the Company is committed to integrity, accountability, transparency and compliance with laws in all dealings with the Government, Customers, suppliers, the employees and other stakeholders.

The Company has an active, experienced and a well-informed Board. The Board along with its committees undertakes its fiduciary duties keeping in mind the interests of all its stakeholders and the Company's corporate governance philosophy.

Details of Boards meeting, and AGM attended by Directors are given in the appended table:

Name of the Director	No. of Meetings during the Year		Attended Last AGM	No. of Directorship in other Public Companies	Member / Chairman of Committees other Public Companies
	Held	Attended			
Mr. Ashok G Rajani – Managing Director	3	3	Yes	-	-
Mr. Asit Kumar Bhowmik – Executive Director	3	3	Yes	-	-
Mr. Ronan Joshi – Independent Director	3	2	Yes	-	-
Mr. Amit Pandya – Independent Director	3	2	No	-	-
Mr. Siva Prasad Rao Buddi – Executive Director	3	2	Yes	-	-
Mrs. Monisha Bhavnani – Independent Director	3	2	NA	-	-

### BOARD OF DIRECTORS ("THE BOARD")

#### Composition of the Board

The Composition of the Board of Directors of the Company is in conformity with the Listing Regulations and the Companies Act, 2013 ("the Act"). As on March 31, 2022, the Board comprise six members, Three Non-Executive Independent Director (NEID) including a Woman Director and Three Executive Directors. The Company has Executive Chairman, and the number of Independent Directors is 50% of the total number of Directors. the Company is in compliance with the provisions of Section 149(4) of the Companies Act, 2013 read with Regulation 17(1)(a) and 17(1)(b) of the Listing Regulations. Managing Director and Independent Directors are not liable to retire by Rotation

None of the Directors on the Board is a member of more than ten Committees and Chairman of more than five Committees as per Regulation 26 of the Listing Regulations across all the companies in which he/she is a Director. All the Directors have made the requisite

disclosures regarding committee positions held by them in other companies. None of the Directors of the Company is related to each other. None of the directors are disqualified under section 164 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014.

None of the Directors of the Company is related to each other and there is no inter-se relationship between the Directors. As on March 31, 2022, Mr. Ashok G Rajani holds 19,80,329 Equity Shares of the Company. Apart from him no other directors hold any shares in the Company.

#### Board Procedure

The Board meets at regular intervals to discuss agenda items set for meeting including performance, policies and the strategies. All the necessary documents and information pertaining to the matters to be considered at each Board and Committee meetings, are made available to enable the Board and Committee members to discharge their functions effectively.

#### Meetings held

The Board met three times on May 12, 2021, June 30, 2021 and February 14, 2022 during the Financial Year (FY) 2021-22.

Refer note on Meetings of Board & Committee in Director's Report for detailed clarification on less number of Board & Committee Meetings.

None of the Directors of the Company is related to each other and there are no Inter-se relationship between the Directors.

#### Independent Director

##### Terms and conditions of Independent Directors

All the Independent Directors of the Company have been appointed as per the provisions of the Act, Listing Regulations and the Governance Guidelines for Board Effectiveness adopted by the Company. Formal letters of appointment have been issued to the Independent Directors. The terms and conditions of their appointment have been disclosed on the website of the Company and the weblink is <http://www.seya.in/wp-content/uploads/2011/06/TC-of-Independent-Directors-Seya.pdf>

All the Independent Directors of the Company have confirmed that they satisfy the criteria of Independence as indicated in the Act and Listing Regulations.

Independent Directors have confirmed that they are not aware of any other circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties save and except as referred in Note 30.24(xi).

Further, the Independent Directors of the Company have confirmed that they have undertaken requisite steps towards the inclusion of their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

None of the Independent Director of the Company is whole time director of any listed Company and does not serve as an

Independent Director in more than seven listed Companies. The Independent Directors are appointed for a term of five years (eligible for reappointment of Second term of Five Year) or upto the age of retirement, whichever is earlier.

None of the Independent Director of the Company is holding any equity shares of the Company

#### Separate Meeting of Independent Directors

A separate meeting of Independent Directors of the Company, without the attendance of Non-Independent Directors and members of management, was held on June 30, 2021, as required under Schedule IV of the Act (Code for Independent Directors) and Regulation 25 (3) of the Listing Regulations.

At the meeting, the Independent Directors:

- Reviewed the performance of Non-Independent Directors and the Board as a whole.
- Reviewed the performance of the Chairman of the Company, taking into account the views of executive and Non-Executive Directors; and
- Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonable perform their duties.

#### Familiarisation Programme for Independent Director

The Company has a familiarisation programme for its Independent Directors. The objective of the programme is to familiarise the Independent Directors to enable them to understand the Company, its operations, business, industry and environment applicable to it. These include orientation programme upon induction of new directors as well as other initiative to update the Directors on a continuing basis.

Pursuant to Regulation 46 of the Listing Regulations, the details of the familiarisation programme for Directors are available on the website of the Company at [http://www.seya.in/wp-content/uploads/2011/06/Familiarization-Program\\_for-Independent-Directors-Seya.pdf](http://www.seya.in/wp-content/uploads/2011/06/Familiarization-Program_for-Independent-Directors-Seya.pdf)

#### Skills / expertise / competencies of the Board of Directors

The Board of the Company is highly experienced and competent to ensure a high degree of diversity by education / qualifications, professional background, sector expertise, and skills.

The table below summarises the broad list of core skills/ expertise/ competencies identified by the Board of Directors, as required in the context of the Company's business / sector and the said skills are available with the Board members.

List of Core skills / expertise / Competencies identified by the Board of Directors		Name of Directors who have such skills / expertise / competence
Industry Experience	Experience in Speciality Chemicals	All Executive Directors
Operations / Sales & Marketing	Experience in sales and Marketing and understanding local and Global market scenario	All Executive Directors, Mrs. Monisha Bhavnani
Finance & Banking	Financial Management and Financial Reporting	Mr. Ashok G Rajani, Mr. Ronen Joshi, Mr. Amit Pandya
Behavioural Skills	Attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company	All Directors
Other Skills	Decision making, communication, Leadership, Risk Management & Stakeholder relationship	All Directors

#### Appointment and Re-appointment

As required under Regulation 26(4) and 36 (3) of the Listing Regulations, particulars of the Directors seeking re-appointment are given in the Explanatory Statement to the Notice of AGM.

#### Code of Conduct

The Board has prescribed the Code of Conduct for Board Members and Senior Management. The code has been circulated to Directors

and Management. The Board has adopted a Code of Conduct for Non-Executive Directors, which incorporates the duties of Independent Directors as laid down in Schedule IV of the Act (code for Independent Directors) and Regulation 17 (5) of the Listing Regulations, both of which are available on the Company's website at <http://www.seya.in/wp-content/uploads/2011/06/Code-of-Conduct-Seya-.pdf>

All the Board members and Senior Management of the Company as on March 31, 2022, have affirmed compliance with their respective Codes of Conduct. A Declaration to this effect, duly signed by the Managing Director, forms part of this report.

Apart from reimbursement of expenses incurred in the discharge of their duties and the remuneration that these Directors would be entitled under the Act as Non-Executive Directors, none of the Directors has any other material pecuniary relationships or transactions with the Company, its Promoters, its Directors, its Senior Management or its Subsidiaries and Associates.

The Senior Management of the Company have made disclosures to the Board confirming that there is no material, financial and / or commercial transactions between them and the Company, which could have potential conflict of interest with the Company at large.

#### AUDIT & RISK MANAGEMENT COMMITTEE

The Audit & Risk Management Committee ("the Committee") functions according to its charter that defined its compositions, authority, responsibilities and reporting functions.

#### Composition and Attendance

Name of the Member	No. of Meetings during the year	
	Held	Attended
Mr. Ronen Joshi - NEID (Chairman)	2	2
Mr. Amit Pandya – NEID	2	2
Mr. Ashok G Rajani–ED	2	2

NEID - Non-Executive Independent Director

ED – Executive Director

#### Terms of Reference

Terms of reference of Audit Committee Covers all the matters prescribed under the Regulation 18 of the Listing Regulations, and Section 177 of the Act, which inter alia include:

- Oversight of the Company's financial reporting process and disclosure of its financial information;

- Discuss and review, with the management and auditors, the annual / quarterly financial statements before submission to the Board;
- Review of the Company's accounting policies internal accounting controls, financial and such other matters;
- Hold timely discussions with external auditors regarding critical accounting policies and practices, significant reporting issues and judgements made, nature and scope of audit, etc;





- Assist the Board in fulfilling its corporate governance responsibilities relating to remuneration of Board, KMP and executive team members;
- Perform other activities related to the charter as requested by the Board from time to time;

#### Performance Evaluation of Board, Committees and Directors

During the year, the Board has carried out an annual evaluation of its performance, performance of the Directors as well as the evaluation of working of its Committees.

The NRC has defined the evaluation criteria, procedure and time schedule for the performance evaluation process for the Board, its Committees and Directors. The criteria for Board Evaluation include, inter alia, degree of fulfilment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various committees, effectiveness of Board processes, information and functioning etc as provided by the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India and pursuant to amendments to the Listing Regulations.

#### Criteria for evaluation

Criteria for evaluation of individual Directors include aspects such as attendance and contribution at Board / Committee meetings and guidance / support to management outside Board / Committee meetings.

In addition, the Chairman was also evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board members, motivating, and providing guidance to the Board Members.

Criteria for evaluation of the Committees of the Board include degree of fulfilment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

The procedure followed for the performance evaluation of the Board, Committees and Individual Directors is detailed in the Board's Report.

#### Non-Executive Director's compensation and disclosures

Apart from receiving sitting fees, none of the Independent Directors has any other material pecuniary relationships or transactions with the Company, its Promoters, its Directors, its Senior Management or its Subsidiaries and Associates. None of the Directors of the Company are inter-se related to each other.

#### Remuneration Policy

The Company's philosophy for remuneration of Directors, KMP and all other employees is based on the commitment of fostering a culture of leadership with trust. The Company has adopted a Policy for remuneration of Directors, KMP and other employees, which is aligned to this philosophy. The principles governing the Company's Remuneration Policy is provided in the Board's Report.

##### a. Managing Director and Executive Director

While deciding on the remuneration of the Managing / Executive Director, the performance of the Company, the current trends in the industry, their experience, past performance and other relevant factors are considered. The Board / Committee regularly keep track of the market trends in terms of compensation levels and practices in relevant industries. This information is used to review remuneration policy.

The Company pays remuneration by way of salary, perquisites and allowances (fixed component), to its Managing / Executive Director. Annual increments are recommended by the NRC within the salary scale approved by the members of the Company.

##### b. Non-Executive Directors

Non-Executive Directors are paid sitting of ₹10,000 fees for every Meeting of the Board attended.

#### Remuneration Paid to Executive Directors (FY 21-22) ₹ in lakhs

Director	Salary*
Mr. Ashok G Rajani – Managing Director	42.00
Mr. Asit Kumar Bhowmik – Executive Director	21.52
Mr. Siva Prasada Rao – Executive Director	21.06

\* Includes perquisites and other allowances

#### Service, Contract, Severance Fees and Notice Period

Terms of Agreement of Managing Director	Mr. Ashok G Rajani
Period of Contract	5 years upto September 24, 2024.
Severance Fees / Notice Period	The Contract may be terminated by either party given the other party 6 months' notice or the Company paying six months' salary in lieu thereof. There is no separate provision for payment of severance fees.

#### Succession Plan

The Company believes that sound succession plans for the senior leadership are very important for creating a robust future for the Company. The Nomination and Remuneration Committee works along with the Human Resource team of the Company for a structured leadership succession plan.

#### STAKEHOLDERS RELATIONSHIP COMMITTEE (SRC)

##### Composition

Committee performs various functions conferred under the Listing Regulations and Section 178 of the Act, which mainly covers ensuring resolution of grievances or security holders of the Company.

Name of the Directors	Designation in the Committee
Mr. Ashok G Rajani (ED)	Member
Mr. Ronen Joshi (NEID)	Chairman
Mr. Amit Pandya (NEID)	Member
Mr. Asit Kumar Bhowmik (ED)	Member

##### Terms of Reference

- To look into redressal of investors' complaints and requests such as transfer of shares / debentures, non-receipt of dividend, annual report, etc.
- To resolve the grievances of the security holders of the Company.

##### Meetings

During the period under review, one meeting was held on February 14, 2022, requisite quorum was present in the meeting

##### Status of Investor Complaints

Complaints as on April 1, 2021	0
Received during the year:	2
Resolved During the year:	2
Pending as on March 31, 2022	0

The complaints have been resolved to the satisfaction of the shareholders. The correspondence identified as investor complaints are letters received through statutory/regulatory bodies

#### Name, Designation & Address of Compliance Officer

Ms. Manisha Solanki, (Company Secretary)  
Seya Industries Ltd  
T-14, MIDC, Tarapur Industrial Area, Boisar, Palghar-401506  
✉: corporate@seya.in

Chairperson of the SRC, was present at the last AGM held on December 26, 2020

#### CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR COMMITTEE)

Corporate Social Responsibility at the Company stems from the ideology of providing sustainable value to the society in which the Company operates and contributing towards development of the underprivileged sections of the society.

#### Terms of Reference

The terms of reference of the CSR Committee are as under:

- Review and monitor the sustainability, environmental safety and health policies and activities across the Company
- Provide guidance to the management to ensure that all long-term strategic proposals made to the Board includes safety, health environment and sustainability implications;
- Investigate or cause to be investigated, any extraordinary negative sustainability, environment and sustainability where appropriate;
- Formulate and recommend to the Board, a CSR policy indicating the activity or activities to be undertaken by the Company as specified in Schedule VII of the Act and have oversight over its implementations;
- Recommend the amount to be spent on CSR activities;
- Monitor the Company's CSR Policy periodically.

As required under the Act and Rules made thereunder, No CSR activities were required to be undertaken by the Company during the year ended March 31, 2022. Report connected to same is annexed to the Directors' Report.

#### Compositions

The CSR Committee comprised of members viz,

Name of the Directors	Designation in the Committee
Mr. Ashok G Rajani (ED)	Chairman
Mr. Ronen Joshi (NEID)	Member
Mr. Amit Pandya (NEID)	Member

#### Meetings

During the period under review, one meeting was held on February 14, 2022. All the Committee members were present in the Meeting. The Company Secretary attends the meetings.

#### SUBSIDIARY COMPANIES

The Company does not have any subsidiary; hence, disclosure with respect to "material non-listed Indian subsidiaries" is not applicable.

#### RISK MANAGEMENT

During the period under review, Regulation 21 of the Listing Regulations was not applicable to the Company hence the Company

is not required to constitute the Risk Management Committee. However, The Company has a well-defined risk management framework in place. The risk management framework adopted by the Company is discussed in detail in the Management Discussion and Analysis Chapter of this Annual Report. The Company has in place Audit and Risk Management Committee, which has established procedures to periodically place before the Audit & Risk Management Committee and the Board, the risk assessment and minimisation procedures followed by the steps taken by it to mitigate these risks.

#### RELATED PARTY TRANSACTION

The Company has formulated a Policy on Materiality of Related Party transactions and on dealing with Related Party Transaction (RPTs). During the year under review, besides the transactions reported in the Notes to accounts under Indian Accounting Standard (IND AS-24), there were no materially significant related party transactions entered into by the Company with promoters, directors, KMPs or other designated person which may have potential conflict with the interest of the Company at Large. During FY 2021-22, all the transactions with related parties were in normal course of business and at arm's length Price. The Interest of Directors, if any, in transactions are disclosed at the Board Meetings and the interested Director does not participate in the discussion or vote on such transactions. The Policy on RPTs is uploaded on the Company's Website and the web link is <http://www.seya.in/wp-content/uploads/2011/06/Related-Party-Transactions-Policy-Seya.pdf>

#### MEANS OF COMMUNICATION

All price-sensitive information and matters that are material to shareholders are disclosed to the stock exchanges where the securities of the Company are listed. All submissions to the exchange are made through electronic filing system provided by the exchange

##### i. Quarterly results

The quarterly, half-yearly and annual results are published within 48 hours of the meeting for that quarter. Quarterly results are published in Marathi and English newspaper and are displayed on 'www.seya.in' after its submission to the Stock Exchanges.

- ##### ii. Shareholding Pattern, Corporate Governance Report and financial results are uploaded on listing centre maintained by the stock exchanges.

##### iii. Website

The Company's website (www.seya.in) is a comprehensive reference on SEYA's management, vision, mission, policies, corporate governance, corporate sustainability, investor relations, updates and news. The section on 'Investors' serves to inform the shareholders, by giving complete financial details, shareholding patterns, corporate benefits, etc.

Material events or information as detailed in Regulation 30 of the Listing Regulations are disclosed to the Stock Exchanges online Portals. They are also displayed on the Company's website.

#### GENERAL MEETING DETAILS

The details of the AGM held in last three years are given below:

Year	Date	Time	Special resolution passed
2018-19	27-Sep-19	3:00 p.m.	One
2019-20	26-Dec-20	11:00 a.m.	-
2020-21	-	-	-

- There was one Extra-Ordinary General Meeting held during the Last three years
- No resolution was passed through postal ballot during the year.

## SHAREHOLDER INFORMATION

### Company Registration Details

The Company is registered with the Registrar of Companies in the State of Maharashtra, India. The Corporate Identity Number (CIN) allotted to the Company by Ministry of Corporate Affairs (MCA) is L99999MH1990PLC058499

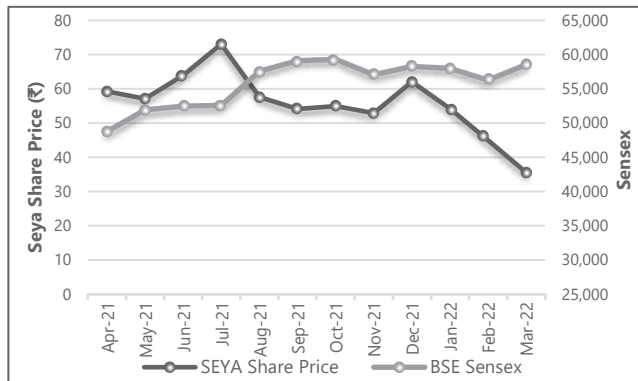
### Market Price Data

High / Low during each month in last financial year is follows:

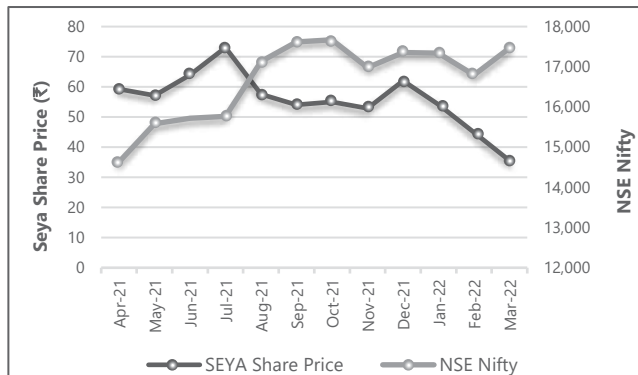
Month	BSE		NSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
Apr-21	61.50	47.75	61.75	47.50
May-21	60.50	52.35	59.90	52.30
Jun-21	73.00	52.60	73.50	52.90
Jul-21	85.25	60.45	85.00	60.00
Aug-21	76.40	53.80	75.95	53.85
Sep-21	60.40	51.00	60.15	51.35
Oct-21	66.75	52.90	67.00	53.25
Nov-21	61.45	51.55	60.95	50.30
Dec-21	62.45	51.55	62.85	51.60
Jan-22	67.45	52.55	69.45	53.25
Feb-22	56.50	40.85	56.45	40.25
Mar-22	48.85	34.65	49.00	34.70

[Source: This information is compiled from the data available on the websites of BSE and NSE]

Performance of SEYA's share price in comparison to BSE Sensex



Performance of SEYA's share price in comparison to NSE Nifty



### Book Closure Period

The register of members and share transfer books of the Company shall remain closed from Saturday, September 24, 2022 to Friday, September 30, 2022 (both days inclusive for the purpose of AGM)

## Listing

The Equity Shares of the Company are listed on the BSE Ltd and National Stock Exchange of India Limited. However, due to disruption of Company's Operation and resulting Cash flows from the onset of COVID-19 pandemic until majority of the financial year under review, certain listing fees are pending to be paid to the Stock Exchanges.

### Share Transfer Process

Effective April 1, 2019, SEBI has amended Regulation 40 of the Listing Regulations, which deals with transfer or transmission or transposition of securities. According to this amendment, the requests for effecting the transfer of listed securities shall not be processed unless the securities are held in dematerialised form with a Depository. This will, inter alia, bring the following benefits:

- It shall curb fraud and manipulation risk in physical transfer of securities by unscrupulous entities.
- Transfer of securities only in demat form will lead to ease, convenience and safety of transactions for investors.

In view of the aforesaid amendment and in order to eliminate the risks associated with physical holding of shares, Members who are holding shares in physical form are hereby requested to dematerialise their holdings.

Distribution of Shareholding as on March 31, 2022

No. of Shares held	No. of shares	% of shares	No. of shareholders	% of shareholders
< 500	1993742	7.50	14011	89.72
501-1000	640451	2.41	797	5.10
1001-2000	558526	2.10	374	2.39
2001-3000	337561	1.27	133	0.85
3001-4000	246898	0.93	69	0.44
4001-5000	268274	1.01	57	0.36
5001-10000	536513	2.02	75	0.48
> 10001	21988575	82.76	101	0.65
Total	26570540	100.00	15617	100.00

### Category of Shareholding as on March 31, 2022

Category	No. of Shares	Percentage %
Promoter & Promoter Group	17138506	64.50
Individual Shareholders	6582231	24.77
Mutual Funds	1245022	4.69
Alternate Investment Fund	507409	1.91
Financial Institutions	1450	0.01
Others	1095922	4.12
Total	26570540	100.00

### Dematerialisation shares and liquidity

The Company's Equity Shares are compulsorily traded in dematerialised form and are available for trading on both the depository viz CDSL and NSDL. ISIN no. is INE573R01012

Particulars	2021-22	2020-21
% of Shares held in physical form	12.88	13.27
% Electronic form with CDSL	52.87	52.10
% Electronic form with NSDL	34.25	34.64

### Foreign Exchange Risk and Hedging Activities

The Company does not have material exposure of foreign Exchange and any commodity, accordingly, no hedging activities for the same is carried out. Therefore, there is no disclosure to offer in terms of SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2018/000000141 dated November 15, 2018.

### Outstanding Global Depository Receipts (GDRs) or American Depository Receipts (ADRs) or warrants or any convertible instruments, conversion date and likely impact on equity

Not Applicable

### Plant Location

T-13/T-14, Tarapur Industrial Area, MIDC, Boisar,  
Dist. Palghar – 401506

### Address for Correspondence

Seya Industries Ltd

T-13/T-14, Tarapur Industrial Area, MIDC, Boisar,  
Dist. Palghar – 401506.

E-mail: [corporate@seya.in](mailto:corporate@seya.in)

Website: [www.seya.in](http://www.seya.in)

### Registrar & Transfer Agent

Members are requested to correspond with the company's Registrar & Transfer Agent quoting their folio no. / DP ID and client ID at the following address:

Universal Capital Securities Pvt. Ltd

Unit: Seya Industries Ltd

C-101, 247, LBS Marg, Vikhroli West, Mumbai - 400083

☎022-28207203-05 📠: 022-28207207

✉info@unisec.in

### Receipt of Financial Statement / other Documents through Electronic Mode

As servicing of documents to Shareholders, including Notice of Annual General Meeting, Financial Statements, etc. is permitted through electronic mail the Company will send the Annual report and other documents in electronic form to those Shareholders whose e-mail address is registered with the Company's Registrar and Transfer Agent – Universal Capital Securities Private Limited.

### Secretarial Audit

- Pursuant to Regulation 40(9) of the Listing Regulations, certificates have been issued, on a half-yearly basis, by a Company Secretary in Practice, certifying due compliance of share transfer formalities by the Company.
- A Company Secretary in practice carries out a quarterly Reconciliation of Share Capital Audit, to reconcile the total admitted capital with Central Depository Services (India) Ltd. (CDSL) and National Securities Depository Ltd. (NSDL) and the total issued and listed capital. The audit confirms that the total issued / paid up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialised form (held with CDSL and NSDL)
- M/s K Sonee & Company, Practising Company Secretary has conducted a Secretarial Audit of the Company for FY 2021-22. The Secretarial Audit Report forms the Part of the Board's Report.

### Certificate from Practising Company Secretary

- Mr. Kaushik Sonee of K Sonee & Company, Practising Company Secretaries have issued a certificate confirming that None of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of

Companies by SEBI / Ministry of Corporate Affairs or any such Statutory authority.

- In accordance with the SEBI Circular dated February 8, 2019, the Company has obtained an Annual Secretarial Compliance Report from Mr. Keshav Purohit of KPUB & Co, Practising Company Secretaries confirming compliance with applicable SEBI Regulations, Circulars and Guidelines for the year ended March 31, 2022

### DISCLOSURES

#### Code of Conduct for Prevention of Insider Trading

The Company has adopted the Seya Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices under the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code lays down guidelines for procedures to be followed and disclosures to be made while trading in securities of the Company by the Directors and Senior Management.

All Directors and members of Senior management have affirmed their adherence to the provisions of the Code. A declaration to that effect signed by the Managing Director is Annexed with this report.

#### Other Policies Under the Listing Regulations

Policy on determination of materiality for disclosure as per regulation 23 of the Listing Regulations and Policy on Archival and preservation of Documents as required under Regulation 9 of the listing Regulations are available on the website of the Company at [www.seya.in](http://www.seya.in)

#### Statutory Compliance, Penalties and Strictures

The Company has complied with the majority of requirements of the Stock Exchanges / SEBI/ and Statutory Authority on all matters related to capital markets during the last three years. penalty / strictures that were imposed on the company by these authorities is disclosed in Director's Report.

#### Whistle-blower Policy and Vigil Mechanism

The Company has adopted a Whistle Blower policy and Vigil Mechanism to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Conduct or ethics policy. The policy provides for adequate safeguards against victimisation of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee no personnel of the Company has been denied access to the Audit Committee.

The Whistle-blower Policy has been uploaded on the website of the Company at [http://www.seya.in/wp-content/uploads/2011/06/Whistleblower-policy\\_SEYA\\_1.pdf](http://www.seya.in/wp-content/uploads/2011/06/Whistleblower-policy_SEYA_1.pdf)

#### CEO / CFO Certification

The Managing Director (CEO) and Chief Financial officer of the Company give annual certification on Financial Reporting and internal controls to the Board in terms of requirements of the Listing Regulations.

#### Utilisation of funds raised through Qualified Institutions Placement

During the period under review no funds were raised through Qualified Institutions Placements.

#### Fees paid to Statutory Auditor

During FY 2021-22, total fees of ₹6.20 Lakhs was paid by the Company for all the services to Statutory Auditors of the Company

#### Confirmation by the Board of Director's acceptance of recommendations of Committees

In terms of the amendments made to the Listing Regulations, the Board of Directors confirm that during the year, it has accepted all recommendations received from all its committee.

**Details of Shares lying in suspense account:**

Particular	Number of shareholders	Number of Shares
Unclaimed shares as on April 1, 2021	-	-
Number of shareholders approached for transfer of shares from suspense account	-	-
Number of shareholders to whom shares transferred from suspense account	-	-
Unclaimed shares as on March 31, 2022	-	-

**Mandatory requirements**

The Company has complied with majority of the applicable mandatory requirements of Listing Regulations relating to Corporate Governance reason for non-compliance if any discussed in Board's Report.

**DECLARATION BY MANAGING DIRECTOR**

I, Ashok G Rajani, Managing Director of Seya Industries Ltd, hereby declare that all the members of the Board of Directors and the Senior Management personnel have affirmed the Compliance with the Code of Conduct, applicable to them as laid down by the Board of Directors in accordance with Regulation 26(3) of the Listing Regulations for the year ended March 31, 2022.

**For Seya Industries Ltd****Ashok G Rajani**

Managing Director  
Mumbai, May 30, 2022

**PRACTISING COMPANY SECRETARIES CERTIFICATE ON CORPORATE GOVERNANCE**

To the Members of

**SEYA INDUSTRIES LTD**

Palghar, Maharashtra - 401506

We have examined the compliance of the conditions of Corporate Governance by Seya Industries Ltd ('the Company') for the year ended on March 31, 2022, as per the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

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

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the

Directors and the management, we certify that the Company has complied with majority the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2022, except in respect of matters specified in Annexure - A

We further state that such compliance 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.

**K Sonee & Company**

Practicing Company Secretary

**Kaushik Sonee**

Proprietor  
Mumbai, August 30, 2022  
FCS No.: F7921CP No.: 14302  
UDIN: F007921D000879957

**Annexure – A****Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015;**

Sr. No.	Regulations	Provisions	Observations / Remarks of Practicing Company Secretary
1.	Regulation 17 (2)	The Board of Directors shall meet at least four times a year, with a maximum time gap of one hundred and twenty days between any two meetings.	The Company had conducted three Board Meetings during the financial year and gap exceeded 120 days
2.	Regulations 18 (2)	The audit committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings.	Committee met only twice and there is a gap of more than 120 days
3.	Regulation 31(1) (b)	Statement showing shareholding pattern separately on a quarterly basis within 21 days from the end of each quarter.	There was delay in filing shareholding pattern for June 21 and September 21 quarter for 2 days and 4 days respectively. Fine was levied by the Stock Exchanges and the company have paid the fine in full
4.	Regulation 33	The Financial Results for the Quarter ended has to be submitted within 45 Days from the end of the quarter	Financial Results for the June 21, September 21, and December 21 was filed on February 14, 2022. BSE and NSE imposed penalty for the same and the Company have filed a waiver application for the same and outcome is awaited.

**PRACTISING COMPANY SECRETARIES CERTIFICATE ON DIRECTORS ELIGIBILITY**

To the Members of

**SEYA INDUSTRIES LTD**

This is to certify that on verification of declarations made by the Directors and records maintained by Seya Industries Ltd ("the Company"), none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies, by the Securities Exchange Board of India / Ministry of Corporate Affairs or any such Statutory Authority, as per the requirements of point 10(i) of Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**K Sonee & Company**

Practicing Company Secretary

**Kaushik Sonee**

Proprietor  
Mumbai, August 30, 2022  
FCS No.: F7921 CP No.: 14302  
UDIN: F007921D000879946

# INDEPENDENT AUDITOR'S REPORT

To the Members of

## SEYA INDUSTRIES LTD

### Report on the Standalone Financial Statements

#### Opinion

We have audited the accompanying financial statements of Seya Industries Ltd ('the Company'), which comprise the Balance Sheet as at 31<sup>st</sup> March 2022, the Statement of Profit and Loss, including the Statement of Other Comprehensive Income and the Cash Flow Statement for the year then ended, Statement of changes in Equity and a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'financial statements'). In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2022 and its loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

#### Basis of Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the

'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the 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 audit opinion on the standalone financial statements.

#### Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2022. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have relied on Management Representation regarding the existence and valuation of all the Assets (viz. Fixed Assets, Investments, Trade Receivables, Stock, Bank Accounts, Other Assets, Receivable from Related Parties) & Liabilities (viz. Provisions, Borrowings, Statutory & Other Liabilities). We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

#### Description of Key Audit Matters

Key Audit Matter	How our audit addressed the Key Audit Matter
<p><b>Legal Matters</b></p> <p>Refer Note No. 30.1, 30.24(xi)</p> <p>There is a high level of judgement required in estimating the level of provisioning</p>	<p><b>Principle Audit Procedures:</b></p> <p>We used our expertise to gain an understanding of the current status of the cases and tracked changes in the disputes by reading relevant documents received by the Company, to establish that the provisions had been appropriately adjusted to reflect the latest external developments. Our procedures included the following:</p> <ul style="list-style-type: none"> <li>• testing key controls surrounding litigation, regulatory and tax procedures;</li> <li>• performing substantive procedures on the underlying calculations supporting the provisions recorded;</li> <li>• where relevant, reading external legal opinions obtained by the management;</li> <li>• discussing open matters with the Companies litigation, general counsel teams;</li> <li>• assessing the management's conclusions through understanding precedents set in similar cases; and Based on the evidence obtained, while noting the inherent uncertainty with such legal and tax matters, we satisfied ourselves that the level of provisioning at March 31, 2022 is appropriate. We validated the completeness and appropriateness of the related disclosures through assessing that the disclosure of the uncertainties in note 30.1 &amp; 30.24(xi) of the financial statements was sufficient</li> </ul>
<p><b>Revenue recognition</b></p> <p>Revenue recognition is significant audit risk. Risk exists that – Revenue is recognized without transfer of control over goods and is not in accordance with Ind AS-115</p>	<p>Our audit consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:</p> <ul style="list-style-type: none"> <li>• We evaluated the design and performed walk through of internal controls relating to revenue recognition.</li> <li>• We selected sample of sales transactions and tested the operating effectiveness of the internal controls relating to revenue recognition. We carried out a combination of procedures involving enquiry and observation, reperformance and/or inspection.</li> <li>• We have tested samples of sale transactions to their respective underlying invoices and related documents.</li> <li>• We have performed cut-off procedures for revenue transactions at year-end in order to conclude on whether they were recognised in accordance with Ind-AS 115</li> </ul>

Key Audit Matter	How our audit addressed the Key Audit Matter
<p><b>Defined benefit obligation</b></p> <p>The valuation of the retirement benefit schemes in the Company is determined with reference to various actuarial assumptions including discount rate, future salary increases, rate of inflation, mortality rates and attrition rates. Due to the size of these schemes, small changes in these assumptions can have a material impact on the estimated defined benefit obligation</p>	<p>We have examined the key controls over the process involving member data, formulation of assumptions and the financial reporting process in arriving at the provision for retirement benefits. We tested the controls for determining the actuarial assumptions and the approval of those assumptions by senior management. We found these key controls were designed, implemented and operated effectively, and therefore determined that we could place reliance on these key controls for the purposes of our audit. We tested the employee data used in calculating the obligation and where material, we also considered the treatment of curtailments, settlements, past service costs, remeasurements, benefits paid, and any other amendments made to obligations during the year. From the evidence obtained, we found the data and assumptions used by management in the actuarial valuations for retirement benefit obligations to be appropriate.</p>

### Emphasis Of Matter

We invite attention to Note No. 30.1 to the Standalone Financial Statements on non-provision of Interest accrued on Borrowings from Lenders ie. Banks/FI/Others for reasons stated thereunder. The total interest not provided for in respect of Operational Assets is INR 1,840.06 lacs and in respect Project Assets is INR 5,329.85 Lacs, the same is, however subject to confirmation by the Lenders.

Our opinion on the Standalone Financial Statements is not modified in respect of above stated matters

### Material Uncertainty in relation to Going Concern

We invite attention to:

- Note No. 30.24(xi)-Other Statutory Information to Standalone Financial Statements which provides for material uncertainty in respect of the outcome of Civil Appeal filed by the Promoter in Hon'ble Supreme Court w.r.t. NCLT/NCLAT matter and subsequent settlement between the promoter and financial creditor therein.
- Note No. 30.16(B) & a Loss of INR 628.19 Lacs posted by the Company during the year ended March 31, 2022(PY Loss INR 10,958.17 Lacs) and that, as of that date, the Company's current liabilities exceeded its current assets by INR 992.58 lacs

In spite of the above events or conditions which may cast a doubt on the ability of the company to continue as a going concern, the management is of the opinion that, considering the:

- Engagement with the Lenders to arrive at a mutual one-time settlement/resolution of all matters,
- Loss and Excess of Current Liabilities being on account of Impairment of Trade Receivables
- Positive Networth of INR 85,576.91 Lacs of the Company
- Company's operations having restarted after major set-back due to COVID-19 pandemic by reducing unit costs and increasing liquidity by making operations more efficient and nimbler, putting on hold discretionary expenses, deferring certain capital expenditures, cutting employee cost through pay cuts and reduction in workforce, etc in order to sustain operations and the same being steadily ramped up in a phase-wise manner;

going concern basis of accounting is appropriate and that on the basis of above the Company may revive its operations.

### Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the financial statements and our auditor's report thereon.
- Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

- In connection with our audit of the financial statements, our responsibility is to read the other information and in doing so, consider whether such other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.
- When we read the other information identified above, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information

### Management's Responsibility for the Standalone IND AS Financial Statements

The Management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('Act') with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, loss 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 specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Board of Directors including the Chief Executive Officer are also responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibility for the Audit of the Standalone Financial Statements

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



reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended 31<sup>st</sup> March 2022 and is therefore the key audit matter. We describe this matter in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2022 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
    - (i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
    - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
    - (iv) (a) The Management has represented that, to the best of its knowledge and belief 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, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (b) The Management has represented, that, to the best of its knowledge and belief, no funds 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, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- (v) The Company has not declared any dividend during the year under review.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order

For **S S Patwardhan & Co.**  
Chartered Accountants  
Firm Registration No.: 0119155W

**Mukesh Sonavane**  
Partner  
Membership No. 143622  
UDIN No. 22143622AJXJDC9845  
Mumbai, May 30, 2022

## "ANNEXURE A" TO INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1(f) under 'Report on other Legal and Regulatory Requirements' section of our report of even date]

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

We have audited the internal financial controls over financial reporting of Seya Industries Ltd ('the Company') as of 31<sup>st</sup> March 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

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

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a

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

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

#### Inherent Limitations of Internal Financial Controls over Financial Reporting

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

#### Opinion

In our opinion, the Company excluding Branches has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by ICAI, which is subject to the possible effect of the matters described in the Basis for Emphasis of Matter section above.

For **S S Patwardhan & Co.**  
Chartered Accountants  
Firm Registration No.: 0119155W

**Mukesh Sonavane**  
Partner  
Membership No. 143622  
UDIN No. 22143622AJXJDC9845  
Mumbai, May 30, 2022

## ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that in respect of:

### (i) Tangible & In-Tangible assets:

- a) (A) The Company has maintained proper records showing full particulars, including quantitative and situation of Property Plant & Equipment.
- (B) The Company has maintained proper records showing full particulars of Intangible Assets.
- b) The Company has a regular program of physical verification of its Property Plant & Equipment by which Property Plant & Equipment are verified in reasonable intervals. In accordance with this program, certain Property Plant & Equipment were verified during the year and no material discrepancies were noticed on such verification.
- c) According to the information and explanations given to us, the title deeds of immovable properties are held in the name of the Company.
- d) The Company has not revalued its Property, Plant and Equipment or Intangible assets during the year ended 31<sup>st</sup> March 2022.
- e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

### (ii) Inventories & Working Capital:

- a) The inventory has been physically verified by the management during the year post the implementation of Resolution Plan. In our opinion, the frequency of such verification is reasonable, and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.
- b) The accounts of the company with the Lenders are Non-Performing Assets (NPA) and no working capital limit is renewed during the year on the basis of security of current assets and no quarterly returns or statements were submitted to the Banks. Accordingly, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.

### (iii) Investments, Guarantee, Security, Advances or Loans given:

The Company has not made any investments, provided 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, provisions of clauses 3(iii) of the Order are not applicable to the Company

### (iv) Loans to Directors:

The Company has complied with Sections 185 and 186 of the Companies Act, 2013 ("the Act").

### (v) Deposits accepted:

The Company has not accepted any deposits within the meaning of Section 73 to 76 of the Act from the public. Thus, Clause (v) of Para 3 of the Order is not applicable to the Company.

### (vi) Maintenance of Cost Records:

We have broadly reviewed the books of account maintained by the Company pursuant to the rules prescribed by the Central Government for the maintenance of cost records under Section 148(1) of the Act, However, we have not carried out any detailed examination of such records.

### (vii) Deposit of Statutory liabilities:

- a) Amounts deducted/accrued in the books of account in respect of undisputed material statutory dues have generally been regularly deposited by the Company with the appropriate authorities, save and except the delays caused on account of the COVID-19 pandemic
- b) Undisputed statutory dues outstanding for more than six months from their due dates are towards Employers' share of contribution towards Provident Fund/ESIC amounting to INR 31.76 lacs. The same were outstanding due to on-going COVID-19 pandemic and its resurgence during the year under review, which had adversely affected Company's operation and resulting Cash flows. However, the Management is confident to clear same shortly.
- c) According to the information and explanations given to us, there are no statutory dues which have not been deposited on account of any dispute as on 31<sup>st</sup> Mar 2022
- d) No amount was pending to be transferred to Investor Education and Protection Fund.

The aforesaid details are provided based solely on the details made available by the company which could not be independently verified.

### (viii) Un-recorded Income:

The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

### (ix) Default in Repayment of Borrowings:

- a) Attention is invited to Note No. 30.1 of the accompanying Standalone Financial Statement of the Company for the year ending 31<sup>st</sup> March 2022, wherein the Company has contested the action of the Lenders in classifying the Credit facilities of the Company as Non-Performing Asset(NPA) due to non-fulfilment of the committed Lending obligation by the Lenders as the reason for the alleged default on part of the Company towards non-payment of its committed obligation. The total amount of Principal outstanding in respect of Terms loans & Working Capital Loan, in default is INR 61841.80 Lacs & INR 7618.47 Lacs, respectively and the total amount of Interest not provided for, during the reporting period, in respect of the same is in aggregate INR 7169.91 Lacs.
- b) The Company has not been declared wilful defaulter by any bank or financial institution or any other lender.

### (x) Funds raised & Utilisation:

- a) The company has not obtained any new term loans during the year. Accordingly, the requirement to report on clause 3(ix)(c) of the Order is not applicable to the Company.
- b) Neither any funds were raised on short-term basis nor any short term funds have been used for long-term purposes by the company.
- c) The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- d) The company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

- e) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- f) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally convertible) under Section 42 and Section 62 of the Companies Act, 2013 and hence reporting under clause 3(x)(b) of the Order is not applicable

**(xi) Fraud & Whistle-blower Complaint:**

- a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management
- b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c) According to the information and explanations given to us, there are no whistle blower complaints received by the Company during the year.

**(xii) Compliance by Nidhi Company:**

In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of Para 3 of the Order is not applicable to the Company.

**(xiii) Transactions with Related Party:**

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 under Note 30.12.2 as required by the applicable accounting standards.

**(xiv) Internal Audit System:**

- a) As informed by the management, the company has an internal audit system commensurate with the size and nature of its business.
- b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

**(xv) Non-Cash dealings with Directors:**

According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order and provisions of section 192 of the Companies Act, 2013 are not applicable to the Company

**(xvi) Registration under section 45-IA of the Reserve Bank of India Act 1934**

- a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934

- b) In our opinion and according to the information and explanations given to us, the company has not conducted any Non-Banking Financial or Housing Finance activities
- c) In our opinion and according to the information and explanations given to us, the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India
- d) There are no other Companies part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.

**(xvii) Cash Losses:**

The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year

**(xviii) Resignation of Statutory Auditor:**

There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

**(xix) Material Uncertainty on meeting liabilities:**

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 Standalone 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 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, save and except as already stated in this report and outcome in matters sub-judice. 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) Transfer to fund specified under Schedule VII of Companies Act, 2013:**

According to the information and explanations given to us and based on our examination of the financial statement of the company the provisions of Section 135 of the Act is not applicable to the Company and hence, the requirement to report on clause 3(xx) of the Order is not applicable to the Company.

**(xxi) Qualifications or adverse auditor remarks in other group companies:**

The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For **S S Patwardhan & Co.**

Chartered Accountants  
Firm Registration No.: 0119155W

**Mukesh Sonavane**

Partner  
Membership No. 143622  
UDIN No. 22143622AJXJDC9845  
Mumbai, May 30, 2022

**BALANCE SHEET**

As at March 31, 2022

₹ in Lakhs

	Note	As at March 31, 2022	As at March 31, 2021
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
(a) Property, Plant and Equipment	4	70,560.25	72,307.70
(b) Capital Work-in-Progress		79,695.02	84,914.84
(c) Financial Assets			
(i) Loans & Advances	5	73.11	71.11
(d) Other Non-Current Assets	6	6,767.77	6,281.99
<b>Total Non-Current Assets</b>		<b>1,57,096.16</b>	<b>1,63,575.65</b>
<b>CURRENT ASSETS</b>			
(a) Inventories	7	2,219.59	1,942.77
(b) Financial Assets			
(i) Trade Receivables	8	437.13	1,931.88
(ii) Cash and Cash Equivalents	9	154.67	87.40
(iii) Bank Balances other than (ii) above	10	60.24	118.40
(iv) Loans	11	58.08	13.67
(c) Other Current Assets	12	2,615.91	3,106.61
(d) Current Tax Assets (Deferred Tax)	13 (e)	1,722.45	1,609.24
<b>Total Current Assets</b>		<b>8,510.48</b>	<b>10,165.58</b>
<b>TOTAL ASSETS</b>		<b>1,65,606.64</b>	<b>1,73,741.22</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share Capital	14	2,657.05	2,657.05
(b) Other Equity	15	82,919.86	83,547.60
<b>Total Equity</b>		<b>85,576.91</b>	<b>86,204.66</b>
<b>LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	16	69,041.80	69,486.25
(ii) Other financial liabilities	17 (a)	242.46	1,858.31
(b) Provision	18 (a)	-	5,066.31
<b>Total Non-Current Liabilities</b>		<b>70,526.66</b>	<b>77,766.49</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	19	7,618.47	7,618.47
(ii) Trade Payables	20		
(a) Total Outstanding dues of Micro & Small Enterprises		-	-
(b) Total Outstanding dues other than Micro & Small Enterprises		259.05	546.25
(iii) Other Financial Liabilities	17 (b)	453.60	499.88
(b) Other Current Liabilities	21	1,050.00	1,025.83
(c) Provisions	18 (b)	121.94	79.65
<b>Total Current Liabilities</b>		<b>9,503.06</b>	<b>9,770.08</b>
<b>Total Liabilities</b>		<b>80,029.73</b>	<b>87,536.57</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,65,606.64</b>	<b>1,73,741.22</b>

Significant Accounting Policies &amp; Notes to Accounts

1-3 &amp; 30

The accompanying notes form an integral part of the Financial Statements

As per our report attached

For and on behalf of Board of Directors

For **S S Patwardhan & Co.****Chartered Accountants**

Firm Registration No.: 0119155W

**Ashok G Rajani**

Chairman &amp; Managing Director

DIN: 01839535

**Ronen Joshi**

Director

DIN: 08167071

**Mukesh Sonavane**

Partner

Membership No. 143622

Mumbai, May 30, 2022

**Amrit Rajani**

Chief Financial Officer

**Manisha Solanki**

Company Secretary

# STATEMENT OF PROFIT & LOSS

For the period ended March 31, 2022

₹ in Lakhs

	Note	For the Year March 31, 2022	For the Year March 31, 2021
<b>INCOME</b>			
(a) Revenue from operations	22	6,565.28	4,401.26
(b) Other Income	23	765.60	834.21
<b>Total Revenue (I)</b>		<b>7,330.89</b>	<b>5,235.46</b>
<b>EXPENDITURE</b>			
(a) Cost of Material Consumed (Including Purchases of Stock-in-Trade)	24	2,978.98	2,101.03
(b) Change in Inventories of Finished Goods, Stock in Process & Stock in Trade	25	(41.49)	631.15
(c) Employee Benefit Expenses	26	597.11	488.14
(d) Finance Cost	27	15.93	22.27
(e) Depreciation and Amortisation Expenses	28	1,791.03	1,789.25
(f) Other Expenses	29	2,102.65	1,263.60
<b>Total Expenses (II)</b>		<b>7,444.20</b>	<b>6,295.44</b>
<b>Profit/(loss) before exceptional items and tax (III= I- II)</b>		<b>(113.31)</b>	<b>(1,059.98)</b>
Exceptional Items (IV)		628.08	9,987.17
<b>Profit/(loss) before tax (V = III – IV)</b>		<b>(741.39)</b>	<b>(11,047.15)</b>
Tax Expenses (VI)			
Current Tax	13 (c)	-	-
Deferred Tax (Net)	13 (a)	(113.20)	(88.99)
<b>PROFIT AFTER TAX (VII = V – VI)</b>		<b>(628.19)</b>	<b>(10,958.17)</b>
<b>Other comprehensive income:</b>			
Items that will not be reclassified to Statement of Profit and Loss			
(i) Remeasurements of the Defined Benefit Obligations		0.45	(3.47)
(ii) Tax effect of remeasurement of defined benefit liabilities / assets		-	-
<b>Total other comprehensive income (VIII)</b>		<b>0.45</b>	<b>(3.47)</b>
<b>Total Comprehensive Income for the period (VII + VIII)</b>		<b>(627.74)</b>	<b>(10,961.64)</b>
<b>Earnings per Equity Share of face value of ₹ 10 each</b>			
Basic (₹)		<b>(2.36)</b>	(41.24)
Diluted (₹)		<b>(2.36)</b>	(41.24)
Significant Accounting Policies & Notes to Account	1-3 & 30		
The accompanying notes form and integral part of the Financial Statements			

As per our report attached

For and on behalf of Board of Directors

For **S S Patwardhan & Co.**  
**Chartered Accountants**  
Firm Registration No.: 0119155W

**Ashok G Rajani**  
Chairman & Managing Director  
DIN: 01839535

**Ronen Joshi**  
Director  
DIN: 08167071

**Mukesh Sonavane**  
Partner  
Membership No. 143622  
Mumbai, May 30, 2022

**Amrit Rajani**  
Chief Financial Officer

**Manisha Solanki**  
Company Secretary

## STATEMENT OF CHANGES IN EQUITY

### A. EQUITY SHARE CAPITAL (Refer Note no. 14)

₹ in Lakhs

	No. of Shares	Amount
Balance as at March 31, 2021	2,657.05	2,657.05
<b>Balance as of March 31, 2022</b>	<b>2,657.05</b>	<b>2,657.05</b>

### B. OTHER EQUITY

₹ in Lakhs

	Reserves and Surplus				Total
	Securities Premium	General Reserve	Retained Earnings	Capital Redemption Reserve	
<b>Balance as at April 1, 2020</b>	<b>33,143.59</b>	<b>18,308.36</b>	<b>27,931.12</b>	15,126.17	94,509.24
Profit for the Year	-	-	(10,958.17)	-	(10,958.17)
Other comprehensive income for the Year (net of tax)	-	-	(3.47)	-	(3.47)
<b>Balance as at March 31, 2021</b>	<b>33,143.59</b>	<b>18,308.36</b>	<b>16,969.48</b>	<b>15,126.17</b>	<b>83,547.60</b>
Profit for the Year	-	-	(627.74)	-	(627.74)
<b>Balance at the end of year March 31, 2022</b>	<b>33,143.59</b>	<b>18,308.36</b>	<b>16,341.74</b>	<b>15,126.17</b>	<b>82,919.86</b>

As per our report attached

For and on behalf of Board of Directors

For **S S Patwardhan & Co.**  
**Chartered Accountants**  
 Firm Registration No.: 0119155W

**Ashok G Rajani**  
 Chairman & Managing Director  
 DIN: 01839535

**Ronen Joshi**  
 Director  
 DIN: 08167071

**Mukesh Sonavane**  
 Partner  
 Membership No. 143622  
 Mumbai, May 30, 2022

**Amrit Rajani**  
 Chief Financial Officer

**Manisha Solanki**  
 Company Secretary

# CASH FLOW STATEMENT

For the period ended March 31, 2022

₹ in Lakhs

	2021-22	2020-21
<b>A: CASH FLOW FROM OPERATING ACTIVITIES:</b>		
<b>Profit / (Loss) after Tax as per Statement of Profit and Loss</b>		<b>(627.74)</b>
<b>Non-cash adjustment to reconcile Profit Before Tax to Net Cash Flows</b>		<b>(10,961.64)</b>
Depreciation and Amortisation	1,791.03	1,789.25
Finance Cost	15.93	22.27
Interest Income	(1.42)	(4.87)
Other Comprehensive (Income)/expense	(0.45)	3.47
Other Non-Operating Income	(762.94)	(829.34)
Exceptional Item	628.08	9,987.17
	<b>1,670.24</b>	10,967.95
<b>Operating Profit before Working Capital changes</b>	<b>1,042.49</b>	<b>6.31</b>
<b>Adjustment for (increase)/decrease in Operating Assets</b>	<b>550.34</b>	(928.08)
<b>Adjustment for increase/(decrease) in Operating Liabilities</b>	<b>(380.22)</b>	19.23
	<b>170.12</b>	(908.85)
<b>Net Cash from Operating Activities (A)</b>	<b>1,212.61</b>	<b>(902.54)</b>
<b>B: CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Capital Expenditure on Property, Plant & Equipment, including Capital Advances & Payable for Capital Expenditure	109.93	92.92
Other Non-Current Liability	(1,615.85)	(248.95)
Other Non-Current Assets	(2.00)	(2.60)
Other Non-Operating Income	762.94	808.40
Interest Received	1.42	4.87
Other Bank Balances	58.16	20.16
<b>Net Cash Flow from / (used in) Investing Activities (B)</b>	<b>(685.41)</b>	<b>674.80</b>
<b>C: CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Proceeds from Long-term Borrowings (Net-off repayment)	(444.46)	331.64
Proceeds from Short-term Borrowings (Net-off repayment)	-	(93.11)
Finance Cost	(15.93)	(22.27)
Other Comprehensive Income/(expense)	0.45	(3.47)
<b>Net Cash Flow From / (used in) Financing Activities (C)</b>	<b>(459.94)</b>	<b>212.79</b>
<b>Net Increase / (Decrease) In Cash and Cash Equivalent (A + B + C)</b>	<b>67.27</b>	(14.94)
<b>Cash and Cash Equivalents at the Beginning of the Year</b>	<b>87.40</b>	102.35
<b>Cash and Cash Equivalents at the End of the Year (Refer Note No. 9)</b>	<b>154.67</b>	<b>87.40</b>
<b>Reconciliation of Cash &amp; Cash Equivalents</b>		
<b>Balance with Bank:</b>		
In Current Accounts	154.67	87.25
<b>Cash on Hand</b>	<b>0.00</b>	0.15
<b>Cash and Cash Equivalents at the End of the Year (Refer Note No. 9)</b>	<b>154.67</b>	<b>87.40</b>

Note: The Cash Flow Statement has been prepared under the Indirect Method set out in Ind AS 7 'Cash Flow Statement'

As per our report attached

For **S S Patwardhan & Co.**  
**Chartered Accountants**  
 Firm Registration No.: 0119155W

**Mukesh Sonavane**  
 Partner  
 Membership No. 143622  
 Mumbai, May 30, 2022

**Ashok G Rajani**  
 Chairman & Managing Director  
 DIN: 01839535

**Amrit Rajani**  
 Chief Financial Officer

For and on behalf of Board of Directors

**Ronen Joshi**  
 Director  
 DIN: 08167071

**Manisha Solanki**  
 Company Secretary



# NOTES TO THE FINANCIAL STATEMENTS

For the year ended March 31, 2022

## 1. CORPORATE INFORMATION

Seya Industries Ltd (the Company) is a Public Limited Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are traded on BSE Limited and National Stock Exchange of India Ltd. The Company is engaged in manufacturing of Speciality Chemicals intermediates.

## 2. SIGNIFICANT ACCOUNTING POLICIES

### 2.1. Statement of Compliance

The Standalone Financial Statements have been prepared in accordance with Ind AS, as prescribed under Section 133 of the Companies Act, 2013 ('the Act'), the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

### 2.2. Basis of Preparation and Presentation

The financial statements have been prepared on the historical cost basis, except for the following assets and liabilities which have been measured at fair value or revalued amount:

- Certain financial assets/liabilities that are measured at fair values at the end of each reporting period;
- Defined benefit plans – plan assets that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.
- Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.
- Whenever the Company changes the presentation or classification of items in its financial statements materially, the company reclassifies comparative amounts, unless impracticable. Non-Convertible Redeemable Preference Shares which under IGAAP was classified in Share Capital now as per Ind AS forms part of the Non-Current Liabilities under Long Term Borrowings from Related Parties.

### 2.3. Classification of Current/Non-Current Assets and Liabilities

All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1 "Presentation of financial statements".

#### Assets:

An asset is classified as current when it satisfies any of the following criteria:

- a. it is expected to be realised in, or is intended for sale or consumption in, the Companies normal operating cycle;
- b. it is held primarily for the purpose of being traded;
- c. it is expected to be realised within twelve months after the reporting date; or
- d. it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

#### Liabilities:

A liability is classified as current when it satisfies any of the following criteria:

- a. it is expected to be settled in the companies normal operating cycle;
- b. it is held primarily for the purpose of being traded;
- c. it is due to be settled within twelve months after the reporting date; or
- d. the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification. All other assets/liabilities are classified as non-current.

#### Operating Cycle:

Based on the nature of activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as twelve months for the purpose of classifications of its assets and liabilities as current and non-current

### 2.4. Critical accounting estimates, assumptions and judgements:

The preparation of financial statements requires management to make estimates, assumptions and judgements that affect the reported balances of assets and liabilities and disclosures as at the date of the financial statements and the reported amounts of income and expenditure for the periods presented. Actual results may differ from the estimates considering different assumptions and conditions. Estimates and underlying assumptions are reviewed on an ongoing basis. Impact on account of revisions to accounting estimates are recognized in the period in which the estimates are revised, and future periods are affected.

### 2.5. Measurement of fair values:

The Company's accounting policies and disclosures require the measurement of fair values, for both financial assets and liabilities.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

All assets and liabilities, for which fair value is measured or disclosed in the financial statements, are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

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

- ii. Level 2 - inputs other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and
- iii. Level 3 - inputs that are unobservable for the asset or liability

## 2.6. Operating Segment

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker of the Company is responsible for allocating resources and assessing performance of the operating segments and accordingly is identified as the chief operating decision maker.

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 and loss and is measured consistently with profit and loss in the financial statements. The Operating segments have been identified on the basis of the nature of products/services.

- a. Segment revenue includes sales and other income directly identifiable with the segment including intersegment revenue.
- b. Expenses that are directly identifiable with the segments are considered for determining the segment results. Expenses which relate to the Company as a whole and not allocable to segments are included under unallocable expenditure.
- c. Income which relates to the Company as a whole and not allocable to segments is included in unallocable income.
- d. Segment result includes margins on inter-segment and sales which are reduced in arriving at the profit before tax of the Company.

Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable assets and liabilities represent the assets and liabilities that relate to the Company as a whole and not allocable to any segment.

Secondary segment have been identified with reference to geographical location of external customers. Composition of secondary segment is as follows:

- i. India and
- ii. Outside India

## 2.7. Functional and Presentation Currency

These financial statements are presented in Indian Rupees (₹) which is the functional currency of the Company

## 2.8. Property, plant and equipment (PPEs)

Items of property, plant and equipment are stated in balance sheet at cost less accumulated depreciation and accumulated impairment losses, if any except for land which is been carried as per revaluation of model. Under revaluation model, after recognition as an asset, an item of property, plant and equipment whose fair value can be measured reliably shall be carried at a revalued amount, being its fair value at the date of the revaluation less any subsequent accumulated

depreciation and subsequent accumulated impairment losses. The frequency of revaluations depends upon the changes in fair values of the items of property, plant and equipment being revalued. Company estimates to revalue its land every 3 years. When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Items of property, plant and equipment acquired through exchange of non-monetary assets are measured at fair value, unless the exchange transaction lacks commercial substance or the fair value of either the asset received, or asset given up is not reliably measurable, in which case the acquired asset is measured at the carrying amount of the asset given up.

### De-recognition

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of property, plant and equipment and is recognised in profit or loss.

### Depreciation

Depreciation is recognised so as to write off the cost of assets (other than freehold land and Capital work-in-progress) less their residual values on straight-line method over their useful lives as indicated in Part C of Schedule II of the Companies Act, 2013. Depreciation methods, useful lives and residual values are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

### The estimated useful lives are as follows:

Asset	Useful life
Leasehold Land	99 years
Building	1 – 25 years
Plant and Machinery	3 – 20 years
Furniture & Fixtures	3 – 12 years
Vehicles	3 – 10 years

For transition to Ind AS, the Company has elected to continue with the carrying value of all of its PPE recognised as of April 01, 2016 i.e. transition date, measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

## 2.9. Intangible Assets

Intangible assets that are acquired by the Company and that have finite useful lives are measured at cost less accumulated amortisation and accumulated impairment losses, if any. Subsequent expenditures are capitalised only when they increase the future economic benefits embodied in the specific asset to which they relate. Amortisation is recognised on a straight-line basis over the estimated useful lives of intangible assets. Intangible assets that are not available for use are amortised from the date they are available for use.

### De-recognition of intangible assets

Intangible assets are de-recognised either on their disposal or where no future economic benefits are expected from their use. Gain or loss arising on such de-recognition is recognised in profit or loss and are measured as the difference between the net disposal proceeds, if any, and the carrying amount of respective intangible assets as on the date of de-recognition.

### 2.10. Impairment of Non-Financial Assets

The carrying amounts of the Company's PPE and intangible assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated in order to determine the extent of the impairment loss, if any. The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. An impairment loss is recognised in the profit or loss if the estimated recoverable amount of an asset or its cash generating unit is lower than its carrying amount. Impairment losses recognised in respect of cash-generating units are allocated to reduce the carrying amount of the other assets in the unit on a pro-rata basis. In respect of other asset, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

### 2.11. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### Financial Assets

##### Initial Recognition and measurements

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

##### Subsequent measurements

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

- i. Financial assets measured at amortised cost
  - ii. Financial assets measured at Fair Value Through Other Comprehensive Income (FVTOCI)
  - iii. Financial assets measured at Fair Value Through Profit or Loss (FVTPL)
- ii. A financial asset that meets the following two conditions is measured at amortized cost.
    - Business Model test: The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

- Cash flow characteristics test: Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.
- ii. A financial asset that meets the following two conditions is measured at fair value through OCI:-
    - Business Model test: The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
    - Cash flow characteristics test: The contractual terms of the instrument give rise on specified dates to cash flows that are SPPI on the principal amount outstanding.
  - iii. All other financial assets are measured at fair value through profit and loss.

#### Classification as Debt and Equity

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

#### Equity Instruments

All equity instruments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present subsequent changes in the fair value in OCI. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, including foreign exchange gain or loss and excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to profit or loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the profit or loss.

#### Derecognition-

A financial asset is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The contractual rights to receive cash flows from the asset have expired, or
- The Company has transferred substantially all the risks and rewards of the asset, or the Company has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in OCI and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

**Impairment of financial assets-**

In accordance with Ind AS 109, The company assesses impairment based on expected credit losses (ECL) model at an amount equal to: -

- 12 months expected credit losses, or
- Lifetime expected credit losses

depending upon whether there has been a significant increase in credit risk since initial recognition.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or any contractual right to receive cash or another financial asset. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

**2.12. Financial Liabilities****Initial recognition and measurement**

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

**Effective interest method**

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

**Subsequent measurement**

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

**Financial liabilities at Fair Value Through Profit or Loss**

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or is designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred principally for the purpose of repurchasing in the near term or on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking. This category also includes derivative entered into by the Company that are not designated and effective as hedging instruments in hedge relationships as defined by Ind AS 109. Gains or losses on liabilities held for trading are recognised in the profit or loss.

**Derecognition**

A financial liability is derecognised 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 between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

**Derivative financial instruments****Initial recognition and subsequent measurement**

The Company uses derivative financial instruments, such as forward currency contracts, full currency swap, options and interest rate swaps to hedge its foreign currency risks and interest rate risks respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value at the end of each reporting period. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss

**Offsetting Financial Instruments**

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

**Compound financial instruments**

The component parts of compound financial instruments issued by the company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definition of financial liability and an equity instrument.

**2.13. Leases**

A lease that transfers substantially all the risks and rewards incidental to ownership to the lessee is classified as a finance lease. All other leases are classified as operating leases.

**Company as a lessee-**

Finance leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in profit or loss as finance costs, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Company's general policy on the borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

Operating lease payments are generally recognised as an expense in the profit or loss on a straight-line basis over the lease term. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue. Contingent rentals arising under operating leases are also recognised as expenses in the periods in which they are incurred.

**Company as a lessor-**

Rental income from operating lease is generally recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to

compensate for the Company's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Company's net investment outstanding in respect of the leases.

#### 2.14. Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and Fixed deposits. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and fixed deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

#### 2.15. Provisions, contingent liabilities and assets

Provisions are recognised when the company has a present obligation (legal or constructive) as a result of 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 obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent Assets are not recognised in the financial statements.

#### 2.16. Borrowing Cost

Borrowing cost that are directly attributable to the acquisition, construction, or production of a qualifying asset are capitalized as a part of the cost of such asset till such time the asset is ready for its intended use or sale.

Borrowing cost consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs also includes exchange differences to the extent regarded as an adjustment to the borrowing costs. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing cost are recognized as expense in the period in which they are incurred.

#### 2.17. Inventories

- Raw materials, Work in progress, manufactured goods and Stores & Spares are valued at lower of Cost (FIFO) or estimated net realisable value after providing for obsolescence and other losses, where considered necessary.
- By-products, self-generated scrap and non-reusable waste are valued at estimated net realisable value.
- Cost includes all charges in bringing the goods to their present location and condition, including other levies, transit insurance and receiving charges.
- Work in progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty.

- Estimated net realisable value is the estimated selling price in the ordinary course of business, reduced by estimated costs of completion and estimated costs necessary to make the sale.

#### 2.18. Revenue Recognition

##### Sale of Goods

Revenue from sales are recognized, when risks and rewards of ownership of products are passed on to the customers, which is generally on dispatch/delivery of goods and there is no significant uncertainty regarding amount of consideration that will be derived. Revenue from sale of goods are recognized at the fair value of the consideration received or receivable, net of returns including estimated returns where applicable, and trade discounts, rebates, sales tax and value added tax/GST. Revenue is recognized only when risks and rewards incidental to ownership are transferred to the customer, it can be reliably measured, and it is reasonable to expect ultimate collection.

The Company has adopted Ind AS 115 Revenue from contracts with customers, with effect from April 1, 2018. Ind AS 115 establishes principles for reporting information about the nature, amount, timing and uncertainty of revenues and cash flows arising from the contracts with its customers and replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts.

The Company has adopted Ind AS 115 using the cumulative effect method whereby the effect of applying this standard is recognised at the date of initial application (i.e. April 1, 2018). Accordingly, the comparative information in the statement of profit and loss is not restated.

##### Other Income

##### Interest Income

Interest income is recognized using effective interest rate method and on time proportion basis taking into account the amount outstanding and the interest rate applicable.

##### Dividend

Dividend income is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

#### 2.19. Employee Benefits

##### Defined benefit plans

The liability in respect of defined benefit plans is calculated using the projected unit credit method with actuarial valuations being carried out at the end of each annual reporting period. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds. The currency and term of the government bonds shall be consistent with the currency and estimated term of the post-employment benefit obligations. The current service cost of the defined benefit plan, recognised in the profit or loss as employee benefits expense, reflects the increase in the defined benefit obligation resulting from employee service in the current year, benefit changes, curtailments and settlements. Past service costs are recognised in profit or loss in the period of a plan amendment. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in profit or loss. Actuarial

gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to OCI in the period in which they arise and is reflected immediately in retained earnings and is not reclassified to profit or loss.

#### Short-term and Other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, and casual leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

The Company's net obligation in respect of other long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and previous periods. That benefit is discounted to determine its present value.

#### Defined contribution plans

The Company's contributions to defined contribution plans are recognised as an expense as and when the services are received from the employees entitling them to the contributions.

## 2.20. Income Tax

### Current Income Tax

Income tax expense consists of current and deferred tax. Income tax expense is recognised in profit or loss except to the extent that it relates to items recognised in OCI or directly in equity, in which case it is recognised in OCI or directly in equity respectively. Current tax is the expected tax payable on the taxable profit for the year, using tax rates enacted or substantively enacted by the end of the reporting period, and any adjustment to tax payable in respect of previous years. Current tax assets and tax liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

### Deferred Tax

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

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the end of the reporting period. Deferred tax assets and liabilities are offset if there is a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Company.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised. Withholding tax arising out of payment of dividends to shareholders under the Indian Income tax regulations is not considered as tax expense for the Company and all such taxes are recognised in the statement of changes in equity as part of the associated dividend payment.

Minimum Alternate Tax ("MAT") credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax

liability. MAT credit recognised as an asset is reviewed at each Balance Sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

## 2.21. Earnings per share

The Company presents basic and diluted earnings per share ("EPS") data for its equity shares. Basic EPS is calculated by dividing the profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential ordinary shares, which includes all stock options granted to employees.

## 2.22. Foreign Currency

Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of entities within the Company at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into the functional currency at the exchange rate at that date. Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous financial statements are recognized in the income statement in the period in which they arise. When several exchange rates are available, the rate used is that at which the future cash flows represented by the transaction or balance could have been settled if those cash flows had occurred at the measurement date.

## 2.23. Research and development

Expenditures on research activities undertaken with the prospect of gaining new scientific or technical knowledge and understanding are recognized in the income statement when incurred. Development activities involve a plan or design for the production of new or substantially improved products and processes. Development expenditures are capitalized only if:

- development costs can be measured reliably;
- the product or process is technically and commercially feasible;
- future economic benefits are probable; and
- the Company intends to and has sufficient resources to complete development and to use or sell the asset.

The expenditures to be capitalized include the cost of materials and other costs directly attributable to preparing the asset for its intended use. Other development expenditures are recognized in the income statement as incurred.

## 3. RECENT ACCOUNTING PRONOUNCEMENTS

The Ministry of Corporate Affairs (MCA) on 23rd March, 2022 through companies (Indian Accounting Standards) Amendment Rules, 2022 has notified the following amendments to IND AS which are applicable on 1st April 2022:

### 3.1 AS 16 – Property, Plant and equipment –

The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant and equipment. The amendment prohibits an entity from deducting from the cost of property, plant and equipment amounts received from selling items

produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in the profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

### 3.2 AS 37 – Provisions, Contingent Liabilities and Contingent Assets

The amendment specifies that the cost of fulfilling a contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (examples depreciation charge). The amendment is essentially a clarification, and the Company does not expect the amendment to have any significant impact in its financial statements.

### 3.3 AS 103 – Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the

definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103.

### 3.4 AS 106 – Annual Improvements to Ind AS (2021)

The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The Company is in the process of assessing the impact of the amendment in its financial statements.

### 3.5 AS 109 – Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the '10 %' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Company is in the process of assessing the impact of the amendment in its financial statements.

## 4. PROPERTY, PLANT AND EQUIPMENT

₹ in Lakhs

	Leasehold Land	Buildings	Plant and Equipment	Furniture and Fixtures §	Vehicles	Total
<b>Gross Block</b>						
Balance as at April 1, 2020	53,467.26	2,799.91	30,312.04	30.16	400.47	87,009.84
Additions	-	1.65	1.19	-	-	2.85
Disposals	-	-	-	-	-	-
<b>Balance as at March 31, 2021</b>	<b>53,467.26</b>	<b>2,801.57</b>	<b>30,313.24</b>	<b>30.16</b>	<b>400.47</b>	<b>87,012.69</b>
Additions	-	-	43.58	-	-	43.58
Disposals	-	-	-	-	-	-
<b>Balance as at March 31, 2022</b>	<b>53,467.26</b>	<b>2,801.57</b>	<b>30,356.82</b>	<b>30.16</b>	<b>400.47</b>	<b>87,056.27</b>
<b>Accumulated Depreciation</b>						
Balance as at April 1, 2020	-	899.17	11,879.25	25.50	111.84	12,915.74
Depreciation for the year	-	109.60	1,646.40	2.70	30.55	1,789.25
Disposals	-	-	-	-	-	-
<b>Balance as at March 31, 2021</b>	<b>-</b>	<b>1,008.76</b>	<b>13,525.65</b>	<b>28.20</b>	<b>142.39</b>	<b>14,705.00</b>
Depreciation for the Year	-	109.62	1,648.28	1.96	31.17	1,791.03
Disposals	-	-	-	-	-	-
<b>As at March 31, 2022</b>	<b>-</b>	<b>1,118.38</b>	<b>15,173.94</b>	<b>30.16</b>	<b>173.54</b>	<b>16,496.02</b>
<b>Net Block</b>						
Balance as at March 31, 2021	53,467.26	1,792.80	16,787.58	1.96	258.10	72,307.70
<b>Balance as at March 31, 2022</b>	<b>53,467.26</b>	<b>1,683.18</b>	<b>15,182.58</b>	<b>-</b>	<b>226.93</b>	<b>70,560.25</b>

§ Includes Office Equipment

## CAPITAL WORK IN PROGRESS

₹ in Lakhs

	Total
Balance as at March 31, 2021	84,914.84
<b>Balance as at March 31, 2022</b>	<b>79,695.02</b>

## 5. OTHER NON-CURRENT FINANCIAL ASSETS

₹ in Lakhs

	As at March 31, 2022	As at March 31, 2021
<b>Unsecured, Considered Good</b>		
Security Deposit	73.11	71.11
<b>TOTAL</b>	<b>73.11</b>	<b>71.11</b>

## 6. OTHER NON-CURRENT ASSETS

₹ in Lakhs

	As at March 31, 2022	As at March 31, 2021
Other Long Term Receivables	6,767.77	6,281.99
<b>TOTAL</b>	<b>6,767.77</b>	<b>6,281.99</b>

## 7. INVENTORIES

₹ in Lakhs

	As at March 31, 2022	As at March 31, 2021
Raw Materials (including Packing Material & Goods in Transit)	276.10	40.38
Work-in-Progress	1,845.12	1,833.33
Finished Goods	81.35	51.65
Stores and Spares	17.03	17.41
<b>TOTAL</b>	<b>2,219.59</b>	<b>1,942.77</b>

## 8. TRADE RECEIVABLES

₹ in Lakhs

	As at March 31, 2022	As at March 31, 2021
<b>Current</b>		
Unsecured, Considered Good	437.13	1,931.88
<b>TOTAL</b>	<b>437.13</b>	<b>1,931.88</b>

## Footnotes

- The Credit Period on sale of goods varies from Customer to Customer and generally ranges between 0 to 400 days, accordingly receivable due beyond 360 days are grouped under Non-Current Assets. For Financial risk related to trade receivables Refer Note No. 30.16 (B)
- The Company has used a Practical expedient for computing expected credit loss allowance for trade receivables, considering historical credit loss experience and accordingly, provisions are made for expected credit loss for amounts due from customers where necessary.

## 9. CASH AND CASH EQUIVALENTS

₹ in Lakhs

	As at March 31, 2022	As at March 31, 2021
<b>Cash on hand</b>	<b>9.01</b>	<b>0.15</b>
<b>Balances with Banks</b>		
In Current Accounts	145.66	87.25
<b>TOTAL</b>	<b>154.67</b>	<b>87.40</b>

## Footnotes

- Balance with Bank includes balances of Unclaimed dividend accounts.
- The Company has not entered into any non-cash investing and financing activities.

## 10. BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS

₹ in Lakhs

	As at March 31, 2022	As at March 31, 2021
Deposits with Banks with Maturity more than 3 Months but less than 12 months	60.24	118.40
<b>TOTAL</b>	<b>60.24</b>	<b>118.40</b>

## Footnotes

- Deposits are held as margin money against short term Borrowings

## 11. LOANS

₹ in Lakhs

	As at March 31, 2022	As at March 31, 2021
<b>Unsecured, Considered Good</b>		
Loans to Employees	10.84	10.70
Advances to Suppliers of Goods & Services	47.24	2.97
<b>TOTAL</b>	<b>58.08</b>	<b>13.67</b>

## 12. OTHER CURRENT ASSETS

₹ in Lakhs

	As at March 31, 2022	As at March 31, 2021
<b>Unsecured, Considered Good</b>		
Balance with Government Authorities	2,605.01	3,061.01
Prepaid Expenses	10.90	25.26
Other Assets	-	20.35
<b>TOTAL</b>	<b>2,615.91</b>	<b>3,106.61</b>



## 13. INCOME TAXES

## a. Income Tax (Expenses) / Benefits Recognised in Income Statement

₹ in Lakhs

	As at March 31, 2022	As at March 31, 2021
Current Income Tax on Profit for the year	-	-
Deferred Taxes (expenses) / benefits	(113.20)	(88.99)
<b>TOTAL</b>	<b>(113.20)</b>	<b>(88.99)</b>

## b. Income Tax (expenses) / benefits recognised in OCI

₹ in Lakhs

	As at March 31, 2022	As at March 31, 2021
<b>Deferred Tax relating to items recognised in OCI during the year</b>		
Net (gain) / loss on remeasurement of defined benefits plan	(0.45)	(3.47)
Income Tax Charged to OCI	-	-

## c. Reconciliation of Tax rate of accounting profit multiplied by India's tax rate

₹ in Lakhs

	As at March 31, 2022	As at March 31, 2021
<b>Accounting Profit Before Income Tax</b>	<b>(113.31)</b>	<b>(1,059.98)</b>
Enacted tax rate in India (%)	-	-
<b>Computed Tax Expenses</b>	<b>-</b>	<b>-</b>
Add: Tax effects of amounts which are not deductible in calculating taxable income	-	-
Less: Tax effects of amounts which are deductible in calculating taxable income	-	-
<b>Income Tax Expenses</b>	<b>-</b>	<b>-</b>

## d. Deferred Tax

₹ in Lakhs

	As at March 31, 2022	As at March 31, 2021
<b>Deferred Tax (Liabilities)</b>		
On difference between Book Balance and Tax Balance of Depreciation	1,679.06	1,798.78
On Expenditure deferred in Books but allowable for Tax Purpose	699.75	699.75
Allowance under Section 43B	44.12	35.23
On difference between write-off of preliminary expenses in Books and as per Tax	12.80	12.80
Expenses earlier allowed under 43B, now written back	(29.45)	(29.45)
<b>Total of Deferred Tax Liabilities</b>	<b>2,406.28</b>	<b>2,517.12</b>
<b>Deferred Tax (Assets)</b>		
Provision for Compensated absences, gratuity and other employee benefits	7.99	7.99
Disallowances under 40A (7) of the Income Tax Act, 1961	5.63	5.63
Assets arising due to provisions of Income Tax Act, 1961	1,104.25	1,101.89
<b>Total of Deferred Tax Assets</b>	<b>1,117.87</b>	<b>1,115.50</b>
Adjustment as per Ind AS	46.01	46.01
MAT Credit entitlement	1,163.88	2,964.85
<b>Total of Deferred Tax Assets as per Ind AS</b>	<b>1,242.40</b>	<b>4,126.36</b>
<b>Net Deferred Tax (Assets) / Liabilities</b>	<b>(113.20)</b>	<b>(1,609.24)</b>

## e. Reconciliation of deferred Tax Assets / (Liabilities)

₹ in Lakhs

	As at March 31, 2022	As at March 31, 2021
Opening Balance	1,355.60	1,444.59
Tax Income / (expenses) for the year recognised in statement of Profit & Loss	(113.20)	(88.99)
Less: MAT Credit Entitlement	(2,964.85)	(2,964.85)
<b>Net Deferred Tax Assets / (Liabilities)</b>	<b>1,722.45</b>	<b>1,609.24</b>

## 14. EQUITY SHARE CAPITAL

₹ in Lakhs

	As at March 31, 2022		As at March 31, 2021	
	No. of Shares	Amount	No. of Shares	Amount
<b>Authorised Capital</b>				
Equity Shares of ₹10 each	26,570,700	2,657.07	26,570,700	2,657.07
Preference Shares of ₹10 each	153,232,300	15,323.23	153,232,300	15,323.23
<b>Total Authorised Capital</b>	<b>179,803,000</b>	<b>17,980.03</b>	179,803,000	17,980.03
<b>Issued, Subscribed and Paid-up Capital</b>				
Equity Shares of ₹10 each	26,570,540	2,657.05	26,570,540	2,657.05
<b>Total Issued, Subscribed and Paid-up Capital</b>	<b>26,570,540</b>	<b>2,657.05</b>	26,570,540	2,657.05

## Footnote

- The Company has Authorised Capital of Equity and Preference Shares, however the Company has no outstanding Non-Convertible Redeemable Preference Shares.
- Rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of Capital. Each Shareholder is eligible for one vote per share.**  
The dividend proposed by the Board of Directors is subject to the approval of Shareholders, except in case of interim dividend. In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion of their shareholding.
- During the year under review the Company have converted 1,970,540 Compulsory Convertible Preference Shares (CCPS) of Rs.10/- each into equal number of Equity Shares
- The details of shareholders holding more than 5% of equity share**

Name of the shareholders	As at March 31, 2022		As at March 31, 2021	
	No. of Shares	%	No. of Shares	%
Mr. Ashok G Rajani	1,980,329	7.45	2,105,329	7.92
Mrs. Shalini A Rajani	2,762,430	10.40	2,762,430	10.40
Whiz Enterprise Pvt Ltd <sup>i</sup>	6,501,918	24.47	6,501,918	24.47

## Footnote

- The holding is subject to outcome of certain transfer process for which the Company has received intimation.

## 15. OTHER EQUITY

₹ in Lakhs

	As at March 31, 2022	As at March 31, 2021
<b>Reserves &amp; Surplus</b>		
Retained Earnings	16,341.74	16,969.48
General Reserve	18,308.36	18,308.36
Securities Premium Reserve	33,143.59	33,143.59
Capital Redemption Reserve	15,126.17	15,126.17
<b>TOTAL</b>	<b>82,919.86</b>	83,547.60

	As at March 31, 2022	As at March 31, 2021
<b>Movement in other equity</b>		
<b>Retained Earnings</b>		
Balance at the beginning of the year	16,969.48	27,931.12
Add: Profit / (Loss) ( Including other comprehensive Income)	(627.74)	(10,961.64)
<b>Balance at the end of the year</b>	<b>16,341.74</b>	16,969.48
<b>General Reserve</b>		
Balance at the beginning of the year	18,308.36	18,308.36
Additions / (Deduction)	-	-
<b>Balance at the end of the year</b>	<b>18,308.36</b>	18,308.36
<b>Securities Premium Reserves</b>		
Balance at the beginning of the year	33,143.59	33,143.59
Additions / (Deduction)	-	-
<b>Balance at the end of the year</b>	<b>33,143.59</b>	33,143.59
<b>Capital Redemption Reserves</b>		
Balance at the beginning of the year	15,126.17	15,126.17
Additions / (Deduction)	-	-
<b>Balance at the end of the year</b>	<b>15,126.17</b>	15,126.17

## 16. NON-CURRENT BORROWING

₹ in Lakhs

	As at March 31, 2022	As at March 31, 2021
<b>Secured</b>		
Banks <sup>1</sup>	32,407.01	32,501.13
Others <sup>2</sup> (Others/Fl)	29,434.79	29,474.58
Non-Convertible Debentures	-	-
Loans and Advance from Promoters, Related Parties <sup>3</sup>	7,200.00	7,200.00
<b>Unsecured</b>		
Others	-	310.54
<b>TOTAL</b>	<b>69,041.80</b>	<b>69,486.25</b>

**Footnote:**

- Rupee Term Loan from banks comprises of Loan taken for expansion project and Car loans.
  - Term loan for expansion of project is secured by way of first charge, having pari-passu rights, on factory – land and building (Save and except stock and book debts), situated at one of the Company's location.
  - Car loan from bank is secured against hypothecation of Car.
  - Rate of Interest are in the range of Base Rate plus 0.00% to 2.65% p.a. and repayable on quarterly basis with last instalments payable from April 2020 to March 2027[Refer Note 30.1]
- Rupee Term Loan from Other comprises of Loan taken for expansion of project and Long-term augmentation of working capital and is secured by way of first charge, having pari-passu rights, on factory – land and building (Save and except stock and bookdebts), situated at separate locations of the Company.
  - Rate of Interest for Fls are in the range of Base Rate plus 0.00% to 2.65% p.a. and repayable on quarterly basis with instalments payable from April 2020 to March 2027[Refer Note 30.1]
  - Borrowings from Others are repayable as per agreed terms in single tranche along-with accrued Interest at the end of 10 years ie. Mar-2030. In accordance with contractual terms, interest commenced from FY20-21.
- Liability on account of claim of a Guarantor arising out of right of subrogation due to wrongful invocation of pledge shares of the Promoters.

## 17. OTHER FINANCIAL LIABILITIES

₹ in Lakhs

	As at March 31, 2022	As at March 31, 2021
<b>(a) Non-Current</b>		
Other Payables for Goods & Services	242.46	1,858.31
<b>Total Other Non-Current Financial Liabilities (a)</b>	<b>242.46</b>	<b>1,858.31</b>
<b>(b) Current</b>		
Employee Benefit	28.61	45.01
Other trade payable for Goods & Services	312.24	342.14
Others	112.73	112.73
<b>Total Other Current financial liabilities (b)</b>	<b>453.59</b>	<b>499.88</b>
<b>TOTAL (a+b)</b>	<b>696.05</b>	<b>2,358.19</b>

## 18. PROVISIONS

₹ in Lakhs

	As at March 31, 2022	As at March 31, 2021
<b>(a) Non-Current</b>		
Other Provision	-	5,066.31
<b>Total Non-Current Provisions (a)</b>	<b>-</b>	<b>5,066.31</b>
<b>(b) Current</b>		
Provisions for Employees benefit obligations	76.15	55.93
Other Provisions	45.79	23.72
<b>Total Current Provisions (b)</b>	<b>121.94</b>	<b>79.65</b>
<b>TOTAL (a+b)</b>	<b>121.94</b>	<b>5,145.96</b>

## 19. CURRENT BORROWINGS

₹ in Lakhs

	As at March 31, 2022	As at March 31, 2021
<b>Secured</b>		
From Bank [Refer Note 30.1]	7,618.47	7,618.47
<b>TOTAL</b>	<b>7,618.47</b>	<b>7,618.47</b>

**Footnote**

- i. Working capital loan from bank is secured against hypothecation of Stock of Raw Materials, Stock in Process, Semi-Finished and Finished goods, Stores and Spares (not relating to plant and machinery), book debts of Company's present manufacturing locations
- ii. Rate of interest of Working Capital Loan is in range of Base Rate / MCLR plus 0.00% to 2.60% p.a. These Borrowings are repayable on Demand.

## 20. TRADE PAYABLES

₹ in Lakhs

	As at March 31, 2022	As at March 31, 2021
Dues of Micro, Small and Medium Enterprises	-	-
Dues of other creditors other than Micro, Small & Medium Enterprises	259.05	546.25
<b>TOTAL</b>	<b>259.05</b>	<b>546.25</b>
Of the Above:		
-Acceptances	25.77	36.37

**Footnote**

- i. The average credit period on goods purchased, ranges between 30 days to 180 days. For ageing schedule related to Trade payables Refer to note no 30.16(B)

## 21. OTHER CURRENT LIABILITIES

₹ in Lakhs

	As at March 31, 2022	As at March 31, 2021
Statutory Remittances	74.63	50.45
Others	891.37	891.37
Unclaimed Dividend	84.01	84.01
<b>TOTAL</b>	<b>1,050.01</b>	<b>1,025.83</b>

## 22. REVENUE FROM OPERATIONS

₹ in Lakhs

	2021-22	2020-21
Sale of Products	6,565.28	4,401.26
<b>TOTAL</b>	<b>6,565.28</b>	<b>4,401.26</b>

## 23. OTHER INCOME

₹ in Lakhs

	2021-22	2020-21
<b>Interest Income On</b>		
Deposits with Banks	1.06	1.92
Other Interest	0.36	2.95
Export Incentive	1.25	-
<b>Other Non-Operative income</b>	-	-
Gain due to Foreign Exchange fluctuation	-	-
Liability / Provisions no longer required written back	2.60	326.62
Other Miscellaneous Income	760.34	502.72
<b>TOTAL</b>	<b>765.60</b>	<b>834.21</b>

## 24. COST OF MATERIALS CONSUMED (Including Stock in Trade)

₹ in Lakhs

	2021-22	2020-21
Raw materials at the beginning of the year	34.03	45.00
Add: Purchases (Including Stock in Trade)	3,169.98	2,090.07
Less: Raw materials at the end of the year	225.03	34.03
<b>TOTAL</b>	<b>2,978.98</b>	<b>2,101.03</b>

## 25. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROCESS &amp; STOCK IN TRADE

₹ in Lakhs

	2021-22	2020-21
<b>A. Opening Balance</b>		
Work in Process	1,833.33	2,452.03
Finished Goods	51.65	64.09
	1,884.97	2,516.12
<b>B. Closing Balance</b>		
Work in Process	1,845.12	1,833.33
Finished Goods	81.35	51.65
	1,926.47	1,884.97
<b>NET (INCREASE) / DECREASE IN INVENTORIES (A – B)</b>	<b>(41.49)</b>	631.15

## 26. EMPLOYEE BENEFIT EXPENSES

₹ in Lakhs

	2021-22	2020-21
Salaries & Wages	554.92	466.90
Contributions to Provident and other Funds	36.46	18.79
Staff Welfare Expenses	5.73	2.45
<b>TOTAL</b>	<b>597.11</b>	488.14

## 27. FINANCE COST

₹ in Lakhs

	2021-22	2020-21
<b>Interest Expenses on</b>		
<i>Borrowings [Refer note no 30.1]</i>	-	-
Trade Payables	5.47	3.89
Others	2.42	3.47
<b>Others</b>		
Bank Charges	0.13	-
Other Borrowing Cost	7.92	14.95
<b>TOTAL</b>	<b>15.93</b>	22.27

## 28. DEPRECIATION AND AMORTISATION

₹ in Lakhs

	2021-22	2020-21
<i>Depreciation of Plant, Property &amp; Equipment (Note No.4)</i>	1,791.03	1,789.25
<b>TOTAL</b>	<b>1,791.03</b>	1,789.25

## 29. OTHER EXPENSES

₹ in Lakhs

	2021-22	2020-21
Consumption of Stores and Spares	0.38	0.03
Consumption of Packing Material	10.99	15.48
Power & Fuel charges	1,528.32	802.28
Rent	-	78.00
<b>Payment to Auditors</b>		
Statutory Audit Fees	4.00	4.00
Taxation Matters	1.00	1.00
Company Law Matters	1.00	1.00
Other services	0.20	0.70
	6.20	6.70
Insurance	3.04	2.91
Sales Promotions, Discounts & other Selling expenses	41.60	17.67
Repairs and Maintenance – Plant & Machinery	107.06	43.54
Miscellaneous Expenses	405.05	296.99
<b>TOTAL</b>	<b>2,102.65</b>	1,263.60

**30. ADDITIONAL INFORMATION TO THE FINANCIAL STATEMENTS****30.1. Contingent liabilities and Capital commitments (to the extent not provided)**

₹ in Lakhs

	As at March 31, 2022	As at March 31, 2021
<b>Contingent Liabilities</b>		
Financial Instruments		
Letter of Credit	-	-
Bank Guarantees		
-Financial	25.77	36.37
-Performance	25.11	25.00
<b>Capital Commitments</b>		
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital Advances):		
-Property, Plant & Equipment	-	-
<b>TOTAL</b>	<b>50.88</b>	<b>61.37</b>

**Footnote:**

During the prior period certain Lenders had allegedly classified the credit facilities of the Company as Non-Performing Asset (NPA) and initiated formal legal communication with a view to protect their interest. The Company has contested the same in Court and continues to defend such action by the Lenders. In accordance with the prudential norms by the Reserve Bank of India, the lender banks/FI/Others have not charged interest on credit facilities extended to the Company upon the classification of the same as NPA. Accordingly, the Company is not making provision for interest on borrowings. Meanwhile the Company also continues to engage with lenders with a view to arrive at a resolution to ongoing matters. Due to ongoing dispute with the lenders in relation to their failure to comply with committed lending obligations, the Company has, basis of legal advice, not provided for interest costs (on certain loans outstanding) amounting to INR 1,840.06 Lacs in respect of Operating Assets and INR 5,329.85 Lacs in respect of Project Assets. Accordingly, the Principal Outstanding, Finance Costs, Profit/(Loss) & Liabilities towards Borrowings from Banks/FI/Others have been reported excluding the said amounts and are subject to confirmation from Lenders. The Company continues to believe in the merits of the litigation, however, there continues to remain material uncertainties in relation to the outcome of the said litigations

**30.2. Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006**

There are no Micro and Small Enterprises, to whom the Company owes dues which are outstanding as at the Balance Sheet date. The information has been identified to the extent such parties have been identified on the basis of information available with the Company.

**30.3. Financial Instruments**

The Company has negligible exposure in Foreign Currency during the year and hence has not availed any financial instrument, viz. Derivatives and Forward Contract Instruments for hedging its risks and exposure to foreign currency fluctuations.

**30.4. Value of imports calculated on CIF basis: ₹NIL (Previous Year: NIL)****30.5. Expenditure in Foreign Currency: ₹NIL (Previous Year: NIL)****30.6. Amounts remitted in foreign currency during the year on account of dividend: NIL (Previous year: NIL)****30.7. Earnings in Foreign Exchange: ₹96.00 Lakhs (Previous Year: ₹10.03 Lakhs)****30.8. Details of Consumption of Imported and Indigenous items**

₹ in Lakhs

	2021-22		2020-21	
	₹ in Lakhs	%	₹ in Lakhs	%
<b>Indigenous</b>				
Raw Material	3,169.98	100	2,090.07	100
Spare Parts	0.38	100	0.03	100
	<b>3,170.36</b>	<b>100</b>	2,090.10	100
<b>Imported</b>				
Raw Material	-	-	-	-
Spare Parts	-	-	-	-
<b>TOTAL</b>	<b>3,170.36</b>	<b>100</b>	2,090.10	100

**30.9. Disclosure under IND AS-19: Employee Benefits Obligations****30.9.1. Defined Benefit Plan**

During the Period under review Company has made contribution towards Employees' Group Gratuity-cum-Life Assurance Scheme of the Life Insurance Corporation of India. Both are funded defined benefit plans for qualifying employees. The Scheme provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment as per the Company's Gratuity Scheme. Vesting occurs upon completion of Five years of services. The present value of obligation is determined based on actuarial valuation

using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for Compensated Absences is recognised in the same manner as gratuity.

**30.9.2.** The discount rate is based on the prevailing market yields of Government of India securities as at the Balance Sheet date for the estimated term of the obligations.

**30.9.3.** The estimate of future salary increases considered, takes into account the inflation, seniority, promotion, Increments and other relevant factors.

The expected return on plan assets is determined considering several applicable factors mainly the composition of plan assets held, assessed risk of assets management and historical result of the return on plan asset.

**30.9.4.** In absence of specific details of plan assets from LIC, the details of plan assets have not been furnished. The details of experience adjustment relating to Plan assets are not readily available in valuation report and hence are not furnished.

**30.9.5.** The following table set out the funded status and amounts recognised in Company's financial statements as at March 31, 2022 for Defined Benefit Plan. (Disclosure as per IND AS-19)

#### Reconciliation of Opening and Closing Balances of Defined Benefits Obligation

₹ in Lakhs

	2021-22	2020-21
Balance at the beginning of the year	34.97	29.65
Current Service Cost	4.78	4.15
Interest Cost	2.20	1.87
Actuarial (gain) / losses	(0.45)	3.60
Benefits Paid	(5.15)	(4.29)
<b>Balance at the end of the year</b>	<b>36.35</b>	<b>34.98</b>

#### Reconciliation of Opening and Closing Balances of Fair Value of Plan Assets

₹ in Lakhs

	2021-22	2020-21
Balance at the beginning of the year	25.06	27.50
Expected Return on Plan Assets	(0.07)	0.13
Interest Income	1.53	1.72
Contribution by the Company	-	-
Benefits Paid	(5.15)	(4.29)
<b>Balance at the end of the year</b>	<b>21.43</b>	<b>25.06</b>

#### Assets and Liabilities Recognised in the Balance Sheet

₹ in Lakhs

	2021-22	2020-21
Present Value of Defined Benefit obligations	36.35	34.98
Fair value of Plan Assets	21.43	25.06
<b>Amounts Recognised as Assets / (Liability)</b>	<b>(14.92)</b>	<b>(9.92)</b>

#### Expenses Recognised in the Statement of Profit and Loss

₹ in Lakhs

	2021-22	2020-21
Current Service Cost	4.78	4.14
Net interest Cost	0.67	0.15
<b>Expense Recognised</b>	<b>5.46</b>	<b>4.29</b>

#### Expenses Recognised in Other Comprehensive Income (OCI)

₹ in Lakhs

	2021-22	2020-21
Actuarial (Gain) / Loss recognised for the period	(0.45)	3.60
Return on Plan Assets excluding interest income	0.00	(0.13)
<b>Total Actuarial (Gain) / Loss recognised in OCI</b>	<b>(0.45)</b>	<b>3.47</b>

#### Major Category of Plan Assets

	2021-22		2020-21	
	₹ in Lakhs	%	₹ in Lakhs	%
Cash and Cash Equivalents	-	-	-	-
Gratuity Fund	-	-	-	-
Debt Security – Government Bond	-	-	-	-
Equity Securities – Corporate Debt Securities	-	-	-	-
Other Insurance Contracts (LIC of India)	21.43	100	25.06	100

**Actuarial Assumption**

	2021-22	2020-21
Discount Rate	7.10	6.79
Rate of Increase in Compensation	4%	4%
Expected Average remaining Services	16.67	15.15
Retirement Age	58 Years	58 Years
Employee Attrition Rate	1% of all Ages	1% of all Ages

**Sensitivity Analysis**

Significant Actuarial Assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and employee turnover. The sensitivity analysis below, have been determined based on reasonably possible changes of the assumptions occurring at end of the reporting period, while holding all other assumptions constant. The result of Sensitivity analysis is given below:

₹ in Lakhs

	2021-22	2020-21
Discount Rate - Increase of 1%	33.19	31.73
Discount Rate - Decrease of 1%	40.15	38.87
Salary Growth Rate - Increase of 1%	40.20	38.92
Salary Growth Rate - Decrease of 1%	33.11	31.65

In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as and when calculating the defined benefit liability recognised in the Balance Sheet. The methods and types of assumptions used in preparing the sensitivity analysis did not change as compared to the prior year.

**30.9.6. Leave Encashment**

(a). The Leave benefit Scheme is a defined Benefit Plan and is unfunded. Hence, there are no Plan Assets attributable to the Obligation

(b). Principal Actuarial Assumption	2021-22	2020-21
Discount Rate	7.10	6.79

**30.9.7. Defined Contribution Plan**

Contribution to Defined Contribution Plans, recognised in Statement of Profit and Loss, for the year is as under

₹ in Lakhs

	2021-22	2020-21
Contribution to Provident Fund and Other Funds	36.46	18.79

**Expected Contribution for the Next Year**

₹ in Lakhs

Contribution to Provident Fund and Other Funds	35.00
------------------------------------------------	-------

**30.10. Capital Management**

The key objective of the Company's capital management is to ensure that it maintains a stable capital structure with the focus on total equity to uphold investor, creditor, and customer confidence and to ensure future development of its business. The Company focused on keeping strong total equity base to ensure independence, security, as well as a high financial flexibility for potential future borrowings, if required without impacting the risk profile of the Company. For the purposes of Capital Management, the Company considers the following components of its Balance Sheet to manage capital.

₹ in Lakhs

	As at March 31, 2022	As at March 31, 2021
<b>Total Equity (A)</b>	<b>85,576.91</b>	86,204.66
(i) Non-Current Borrowings (including Current Maturities)	69,041.80	69,486.25
(ii) Current Borrowings	7,618.47	7,618.47
<b>Total Borrowings (B) (i + ii)</b>	<b>76,660.27</b>	77,104.72
Less: Cash and Cash Equivalent	154.67	87.40
Less: Other Bank Balance	60.24	118.40
<b>Net Borrowings (C)</b>	<b>76,445.36</b>	76,898.92
<b>Total Capital (D=A + B)</b>	<b>1,62,237.18</b>	1,63,309.38
<b>Net Borrowing as a % of Total Equity (C / A)</b>	<b>89.33%</b>	89.21%
<b>Net Borrowing as a % of Total Capital (C / D)</b>	<b>47.12%</b>	47.09%



**The Interest Coverage Ratio for the reporting period was as follows**

₹ in Lakhs

	2021-22	2020-21
Earnings before Interest Depreciation and Tax (EBIDTA)	1,693.65	751.54
Interest	15.93	22.27
<b>Interest Coverage Ratio (x)</b>	<b>106.32</b>	33.75

**30.11. Disclosure Under IND AS 108 – “Operating Segment”**

- (c). The Company is mainly engaged in manufacturing of Speciality Chemical Intermediates. These in the context of Ind AS 108 “Operating Segment” is considered to constitute one single primary segment.
- (d). The Company is Domiciled in India and during the reporting period, the following table shows the distribution of the Company's Revenue:

₹ in Lakhs

Revenue	2021-22	2020-21
In India	6,469.28	4,391.23
Outside India	96.00	10.03
<b>Total</b>	<b>6,565.28</b>	4,401.26

**30.12. Disclosures under IND AS-24: Related Party Disclosures****30.12.1. Details of Related Parties:**

Description of Relationship	Name of the Parties
Key Management Personnel (KMP)	Mr. Ashok G Rajani – Chairman & Managing Director Ms. Manisha Solanki – Company Secretary
Relatives of Key Managerial Personnel Entities in which either of KMP or their Relatives can exercise significant influence	Mr. Amrit Rajani – CFO & Son of Mr. Ashok Rajani

**30.12.2. Related Party Transactions during the year ended March 31, 2022 and Balances Outstanding as on that day**

₹ in Lakhs

Nature of Transaction	KMP		Entities in which KMP/ Relatives of KMP have significant influence	
	2021-22	2020-21	2021-22	2020-21
Remuneration to Directors & KMP	84.63	67.85	-	-
Leasing arrangements	-	-	-	28.32
Secured Loans [Refer Note No. 16(3)]	7,200.00	7,200.00	-	-
<b>Balances outstanding at the end of the year:</b>	<b>7,200.00</b>	7,200.00	-	-

**Key Managerial Personnel Compensation**

₹ in Lakhs

	2021-22	2020-21
Short Term Employee Benefits	84.63	67.85

**Terms and Conditions of transactions with related parties**

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.

**30.13. Disclosure under IND AS-33: Earnings Per Share**

	2021-22	2020-21
Nominal Value of Equity Shares (₹)	10/-	10/-
Net Profit available for equity shareholders (₹ in Lakhs)	(628.19)	(10,958.17)
Weighted average Number of shares Outstanding for basic EPS	26,570,540	26,570,540
Weighted average Number of shares Outstanding for diluted EPS	26,570,540	26,570,540
Basic Earnings Per Share (₹)	(2.36)	(41.24)
Diluted Earnings Per Share (₹)	(2.36)	(41.24)

**30.14. Research and Development Expenses**

₹ in Lakhs

	2021-22	2020-21
Capital Expenditure	-	-
Revenue Expenditure	-	-
Total R&D Expenditure	-	-
(% of Net Sales)	-	-

**30.15. Financial Instruments****(E). The carrying value of Financial Instruments by Categories as at March 31, is as follow**

₹ in Lakhs

	Amortised Cost	
	As at March 31, 2022	As at March 31, 2021
<b>Financial Assets</b>		
Trade Receivables	437.13	1,931.88
Loans	10.84	10.70
Cash & Cash Equivalents	154.67	87.40
Bank Balance other than Cash & Cash Equivalents	60.24	118.40
Other Financial Assets	120.35	74.08
<b>Total Financial Assets</b>	<b>783.23</b>	<b>2,222.46</b>
<b>Financial Liabilities</b>		
Borrowings	76,660.27	77,104.72
Trade Payables	259.05	546.25
Other Financial Liabilities	453.59	499.88
<b>Total Financial Liabilities</b>	<b>77,372.91</b>	<b>78,150.85</b>

**Footnote**

- The management assessed that cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments

**(B). Fair Value Hierarchy**

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. An explanation of each level are follows

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

**There are no Financial Assets which are required to be carried at Fair value using Fair value hierarchy**

**30.16. Financial Risk Management Objectives**

The Company has adequate internal processes to assess, monitor and manage financial risks. These risks include market risk (including interest rate risk and other price risk), credit risk and liquidity risk.

**(A). Market Risk**

Market Risk is the risk of loss of future earnings, fair values or cash flows that may result from a change in the price of a financial instrument, as a result of interest rates, and other price risks. Financial instruments affected by market risks, primarily include loans, borrowings and Trade receivables.

**(i). Interest Rate Risk**

The Company borrows funds in Indian Rupees, to meet both the long term and short-term funding requirements. Interest on term borrowings is subject to Base rate / MCLR and is fixed for at least one year. The sensitivity analysis detailed below have been determined based on the exposure to variable interest rates on the average outstanding amounts due to bankers over a year. [Refer Note 30.1] If the interest rates had been 25 BPS higher / lower and all other variables held constant, the company's profit for the year ended March 31, 2022 would have been decreased/increased by ₹0.20 Lakhs.

**(ii). Price Risk**

100% of Company's revenues are generated from Local Markets and the raw materials are procured through local purchases where local purchases track import parity price. The Company is affected by the price stability

of certain commodities. Due to the significantly increased volatility of certain commodities, the Company enters into contract with the customers that has provision to pass on the change in the raw material prices. The Company has a risk management framework aimed at prudently managing the risk arising from the volatility in commodity prices and freight costs.

**(iii). Foreign Currency Risks**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. The Company is exposed to foreign exchange risk arising from foreign currency transactions. Foreign exchange risk arises from future commercial transactions and is recognised as financial assets and liabilities, denominated in a currency that is not its functional currency. The exposure to foreign currency risk of the Company at the end of the reporting period was NIL.

**(B). Credit Risk**

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company is exposed to credit risk from its operating activities (primarily trade receivables). The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer.

COVID 19 impact resulted in lockdown from March 22, 2020 with imposed restrictions continuing almost until Feb-22. The said pandemic has had an unprecedented impact on people and the economy. At our Company, we have moved fast to support our multiple stakeholders and sustain our operations through this crisis and prepare for revival in a new normal. We have structured our priorities in four areas: supporting our people, protecting customer and vendor relationships, developing our financial strength & contributing to society. Due to continuing pandemic, operations in most our locations including manufacturing plants, warehouses, offices etc had to be scaled down and were being operated as per the local guidelines of social distancing and high hygiene standards, wherever permitted. The Impact of COVID-19 is considered as a non-adjusting event.

While the current situation has adversely affected the economy at large, the chemical industry has also been affected in segments. We continue to closely monitor the situation and have been taking appropriate actions for both sustenance and revival. As part of its review of the year-end balance sheet, the Company has made an assessment of recoverability and carrying values of its assets comprising Property, Plant and Equipment, Intangible assets, Inventory and Financial assets and has concluded that certain adjustments are required to be made to the carrying values of such assets as at March 31, 2022, accordingly, the management has accounted for Impairment/Write-off on account of Loss of certain receivables of the company, under exceptional item. The same however is not affecting continuing operations. The impact assessment of COVID-19 is a continuing process.

Though the Customer credit risk is managed by the Company's established policy, procedures and control relating to the customer credit risk management, the impact of COVID 19 on its trade receivables needs to be closely monitored on case to case basis and allowance if any should be appropriately considered. The Company uses financial information and past experience to evaluate Outstanding receivable in terms of credit worthiness, credit quality, individual credit limits of majority of its customers which are periodically monitored. The historical experience of collecting receivables of the Company is supported by low level of past default, however the impact of the pandemic needs continuous evaluation by the management and hence post the current year write-off the credit risk as at balance sheet date is perceived to be moderate, however expected to improve going forward.

₹ in Lakhs

Trade Receivable ageing schedule	Outstanding for following periods from Payment Due Date						Total Outstanding
	Not Due	< 6 months	6 months – 1 year	1 – 2 years	2 – 3 years	> 3 years	
<b>As at March 31, 2022</b>							
Un-disputed Trade Receivables (considered good)	10.41	396.62	0.69	0.42	3.11	16.32	427.59
Disputed Trade Receivables (considered good)	-	-	-	-	-	9.54	9.54
<b>TOTAL</b>	<b>10.41</b>	<b>396.62</b>	<b>0.69</b>	<b>0.42</b>	<b>3.11</b>	<b>25.86</b>	<b>437.13</b>
<b>As at March 31, 2021</b>							
Un-disputed Trade Receivables (considered good)	325.35	472.20	1,001.04	105.69	-	18.05	1,922.34
Disputed Trade Receivables (considered good)	-	-	-	-	-	9.54	9.54
<b>TOTAL</b>	<b>325.35</b>	<b>472.20</b>	<b>1,001.04</b>	<b>105.69</b>	<b>-</b>	<b>27.59</b>	<b>1,931.88</b>

₹ in Lakhs

Trade Payable ageing schedule	Outstanding for following periods from Payment Due Date						Total Outstanding
	Not Due	< 6 months	6 months – 1 year	1 – 2 years	2 – 3 years	> 3 years	
<b>As at March 31, 2022</b>							
MSME	-	-	-	-	-	-	-
Others	225.41	12.97	6.54	4.32	9.82	-	259.05
<b>TOTAL</b>	<b>225.41</b>	<b>12.97</b>	<b>6.54</b>	<b>4.32</b>	<b>9.82</b>	<b>-</b>	<b>259.05</b>
<b>As at March 31, 2021</b>							
MSME	-	-	-	-	-	-	-
Others	138.45	122.24	3.72	281.84	-	-	546.25
<b>TOTAL</b>	<b>138.45</b>	<b>122.24</b>	<b>3.72</b>	<b>281.84</b>	<b>-</b>	<b>-</b>	<b>546.25</b>

**(C). Liquidity Risk**

The Company manages liquidity risk by maintaining adequate surplus and financing facilities by continuously monitoring forecasts and actual cash flows. The Company monitors funding options available in the debt and capital markets with a view to maintaining financial flexibility. The company faces acute liquidity risks on account of pandemic induced factors. The table below provides details regarding the contractual maturities of financial liabilities as at March 31, 2022

₹ in Lakhs

	< 1 Year	1-8 Years	Total
Borrowing	7,618.47	69,041.80	<b>76,660.27</b>
Trade Payables	259.05	-	<b>259.05</b>
Other Financial Liabilities	453.59	242.46	<b>696.05</b>
<b>TOTAL</b>	<b>8,331.11</b>	<b>69,284.26</b>	<b>77,615.37</b>

The table below provides details regarding the contractual maturities of financial liabilities as at March 31, 2021

₹ in Lakhs

	< 1 Year	1-8 Years	Total
Borrowing	7,618.47	69,486.25	<b>77,104.72</b>
Trade Payables	546.25	-	<b>546.25</b>
Other Financial Liabilities	499.88	1,858.31	<b>2,358.19</b>
<b>TOTAL</b>	<b>8,664.60</b>	<b>71,344.56</b>	<b>80,009.16</b>

₹ in Lakhs

CWIP ageing schedule	Amount in CWIP for a period of:					Total Outstanding
	< 6 months	6 months – 1 year	1 – 2 years	2 – 3 years	> 3 years	
<b>As at March 31, 2022</b>						
Projects in Progress	396.62	0.69	0.42	3.11	16.32	918.08
Projects temporarily suspended <sup>1</sup>	139.37	34.55	6,218.20	12,576.26	60,726.65	78,776.95
<b>TOTAL</b>	<b>139.37</b>	<b>34.55</b>	<b>6,218.20</b>	<b>12,576.26</b>	<b>60,726.65</b>	<b>79,695.02</b>
<b>As at March 31, 2021</b>						
Projects in Progress	8.74	7.29	298.89	571.87	0.33	887.12
Projects temporarily suspended <sup>1</sup>	5,192.10	1,010.06	12,277.37	50,855.68	14,692.50	84,027.72
<b>TOTAL</b>	<b>5,200.84</b>	<b>1,017.36</b>	<b>12,576.26</b>	<b>51,427.55</b>	<b>14,692.84</b>	<b>84,914.84</b>

**Footnote**

- The construction of the Mega Greenfield Expansion project undertaken by the Company has been temporarily kept on hold predominantly due to failure of Lenders in fulfilling their committed lending obligations. Also, the Management has taken several actions to mitigate the effect of pandemic on Company's business like (i) reduction in unit operating costs (ii) increasing liquidity by making its operations more efficient and nimbler (iii) putting on hold discretionary expenses and (iv) deferring certain capital expenditures, etc.

**30.17. Analytical Ratios**

Ratio	Numerator	Denominator	Mar 31, 2022	Mar 31, 2021	Variance (%)	Reasons of Variance
Current Ratio(x)	Current Asset	Current Liabilities	0.58	0.74	↓20.8%	Trade receivables & Other Current Assets reduced as compared to Previous year
Debt-Equity Ratio(x)	Total Debt	Shareholder's Equity	0.72	0.72	-	
Debt Service Coverage Ratio(x)	EBIDTA	Finance Cost + Repayment of Non-Current Borrowings	-	-	-	Refer Note No. 30.1
Return on Equity (%)	Profit After tax	Shareholder's Equity	(23.63%)	(412.55%)	↓94.3%	The Company's operations are recovering post COVID-19 impact. Refer Note. 30.22
Inventory Turnover Ratio(x)	Cost of Goods Sold	Inventory	3.09	3.00	↑3.1%	
Trade Receivable Turnover Ratio(x)	Revenue from Operations (incl. GST)	Trade Receivable	17.16	2.49	↑589.6%	
Trade Payables Turnover Ratio(x)	Cost of Materials consumed	Trade Payables	12.24	3.83	↑219.8%	
Net Capital Turnover Ratio(x)	Revenue from Operations (incl. GST)	Working Capital	0.98	0.63	↑56.0%	
Net Profit Ratio (%)	Profit after Tax	Revenue from Operations	(9.56%)	(249.06%)	↓96.2%	
Return on Capital Employed (%)	Earnings before Interest & Taxes	Capital Employed in Operating Assets	(0.28%)	(3.01%)	↓90.6%	

**30.18. Corporate Social Responsibility:**

During FY 2021-22, the CSR provisions were not applicable, since the Company did not meet the criteria as stipulated u/s. 135(1) of the Companies Act, 2013.

**30.19. Investor Education and Protection Fund**

There is no amount due and outstanding as at Balance Sheet date to be credited to the Investor Education and Protection Fund.

**30.20.** In the opinion of the Board of Directors, except as otherwise stated, the Current Assets, Loans and Advances have value on realisation in the ordinary course of business, at least equal to the amount at which they are stated in the foregoing Balance Sheet and adequate provision for all known liabilities on the Company has been made. The balances of creditors, debtors, lenders, advances paid/received, and other liabilities appearing in the balance sheet are subject to balance confirmation/reconciliation at year end. The Company is in the process of obtaining the respective confirmations. However, in some cases company has received balance confirmation/statement of accounts from the above said parties.

**30.21.** The Balance Sheet, Statement of Profit and Loss, Cash Flow Statement, Statement of Changes in Equity, Statement of Significant Accounting Policies and the Other Explanatory Notes for the year ended March 31, 2022, forms an integral part of the financial statements of the Company. There are no other events observed after the reported period which have a material impact on the Company's operation

**30.22.** The Operations of the Company were severely impacted materially due to Covid-19 pandemic and its resurgence during the period under review. However, the Company continued to incur committed expenditure with respect to its Employees, Plant & Other related expenditures. While the pandemic situation and Russia-Ukraine conflict has adversely affected the economy at large, the chemical industry has also been affected in segments. This has significantly impacted Company's profitability. The Management has considered the possible effects resulting from the pandemic situation in relation to the period under review on the carrying amounts of Trade receivables, Inventories, its assets comprising Property, Plant and Equipment, Intangible assets, Financial assets and has concluded that certain adjustments are required to be made to the carrying values of such assets as at March 31, 2022, accordingly, the management has accounted for Impairment/Write-off on account of Loss of certain receivables of the company and certain Non-current liabilities, under exceptional item. The same however are not affecting continuing operations. The impact assessment is a continuing process given the uncertainties associated with its nature and duration. In developing such assumptions and estimates relating to the uncertainties for the period under review and in relation to the recoverable amounts of these assets, the management has used internal and external sources of information to the extent determined by it. The Impact of the same may differ from that estimated as at the date of approval of these financial statements due to impact of pandemic and the Management will continue to closely monitor the developments. The same however are not affecting continuing operations.

Several actions were taken to mitigate the effect of Covid-19 and Russia-Ukraine conflict on Company's business by reducing unit costs and increasing liquidity by making operations more efficient and nimbler, putting on hold discretionary expenses, deferring certain capital expenditures, etc. In order to sustain operations, actions to cut employee costs through pay cuts, leave without pay and reduction in workforce were also taken during the pandemic. The ramping up of operations is happening in a phased manner, subject to Government directions. The Management continues to carry out the impact assessment on Company's assets and closely monitor any material changes to future economic conditions.

**30.23. Previous Year's figures**

Previous year's figures have been re-worked / regrouped / reclassified / re-arranged wherever necessary to correspond with the current year's classification / disclosure and to conform to Ind AS presentation requirements.

**30.24. Other Statutory Information**

- (i) There are no proceedings which have been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- (ii) The Company has not been declared a wilful defaulter by any bank or financial institution.
- (iii) The Company has not identified any transaction with Companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 and has no balances outstanding from struck off Companies.
- (iv) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (v) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (vi) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vii) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- (viii) The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (ix) Title deeds of all the Immovable Property are held in name of the Company
- (x) The Code on Social Security, 2020 and Code of wages, 2019 relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Codes have been published in the Gazette of India. However, the date on which the Codes will come into effect has not been notified. The Company will assess the impact of the Codes when it comes into effect and will record any related impact in the period the Codes become effective.
- (xi) A petition was filed against the company before the Hon'ble National Company Law Tribunal ("NCLT"), Mumbai, for initiation of Corporate Insolvency Resolution Process ('CIRP') u/s 7 of the IBC, 2016, by SC Credit Fund, SC India Manager Private Limited and Beacon Trusteeship Limited (acting for and behalf of SC Credit Fund) (collectively, "Counter parties"). Subsequent to hearing, but pending order in the said petition by the Hon'ble NCLT, the promoters of the company and the counter parties arrived at mutual settlement and accordingly the counter parties agreed to withdraw the said petition in accordance with the terms of the settlement. However, despite the Company and the counter parties informing the Hon'ble NCLT of the impending settlement, the said petition was admitted by the Hon'ble NCLT vide its order dated August 3, 2021. An appeal was preferred by the promoters against the said order dated August 3, 2021 before the Hon'ble National Company Law Appellate Tribunal ("NCLAT"), wherein, vide its orders dated August 10, 2021 and August 18, 2021, the Hon'ble NCLAT noticed the settlement deed filed before it and was pleased to stay the constitution of the Committee of Creditors. The Hon'ble NCLAT also directed the parties to file a formal application under Sec 12A of the IBC, 2016 for withdrawal of petition u/s 7 of IBC, 2016, which was also filed before the Hon'ble NCLT. The said orders dated August 10, 2021 and August 18, 2021 passed by the Hon'ble NCLAT were challenged by the promoters before the Hon'ble Supreme Court by way of a Civil Appeal, wherein vide its interim order dated August 31, 2021 the Hon'ble Supreme Court directed to maintain status quo, which order has been continued by the Hon'ble Supreme Court from time to time and remains in force. In view of the status quo order passed by the Hon'ble Supreme Court, further proceedings in the CIRP are stayed. Likewise, the proceedings in the Company Appeal before the NCLAT and the proceedings in application filed u/s 12A of IBC, 2016 before the NCLT, is kept in abeyance. In view of the above and no control being taken-over by the Interim Resolution Professional appointed by the Hon'ble NCLT, the Management of the Company, on basis of legal advice, has prepared and submitted this report as per obligations of the Company under the Companies Act, 2013.

As per our report attached

**For S S Patwardhan & Co.**  
**Chartered Accountants**

Firm Registration No.: 0119155W

**Mukesh Sonavane**

Partner

Membership No. 143622

Mumbai, May 30, 2022

For and on behalf of Board of Directors

**Ashok G Rajani**

Chairman & Managing Director

DIN: 01839535

**Ronen Joshi**

Director

DIN: 08167071

**Amrit Rajani**

Chief Financial Officer

**Manisha Solanki**

Company Secretary





# SEYA INDUSTRIES LTD

**CIN:** L99999MH1990PLC058499

**Registered Office:** T-14, MIDC, Tarapur, Boisar, Dist. Palghar- 401506

✉ : info@seya.in, 🌐: www.seya.in

## ATTENDANCE SLIP

32<sup>nd</sup> Annual General Meeting on Friday, September 30, 2022, at 12:00 p.m.  
at T-14, MIDC, Tarapur Industrial Area, Boisar (West), Palghar- 401506

Folio No.	DP ID No.	Client ID No.
-----------	-----------	---------------

I / We hereby record my/our presence at the THIRTY SECOND ANNUAL GENERAL MEETING of the Company at T-14, MIDC, Tarapur Industrial Area, Boisar (West), Palghar- 401506, at 12:00 p.m. on Friday, September 30, 2022.

Name of the Member: \_\_\_\_\_ Signature \_\_\_\_\_

Name of the Proxy holder: \_\_\_\_\_ Signature \_\_\_\_\_

**Notes:** 1. Only Member /Proxy holder can attend the Meeting.

2. Please complete the Folio No. / DP ID No. / Client ID No. and name of the Member/Proxy holder sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.

3. A Member/Proxy holder should bring copy of the Annual Report for reference at the meeting.



## SEYA INDUSTRIES LTD

**CIN:** L99999MH1990PLC058499

**Registered Office:** T-14, MIDC, Tarapur, Boisar, Dist. Palghar - 401506

✉: info@seya.in, 🌐: www.seya.in

## 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: \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Folio No./Client ID No.: \_\_\_\_\_ DP ID No. \_\_\_\_\_

I / We, being the Member (s) of \_\_\_\_\_ shares of the Seya Industries Ltd, hereby appoint:

1. Name: \_\_\_\_\_ E-mail ID: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_  
Signature \_\_\_\_\_ or failing him/her;

2. Name: \_\_\_\_\_ E-mail ID: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_  
Signature \_\_\_\_\_ or failing him/her;

3. Name: \_\_\_\_\_ E-mail ID: \_\_\_\_\_

Address: \_\_\_\_\_

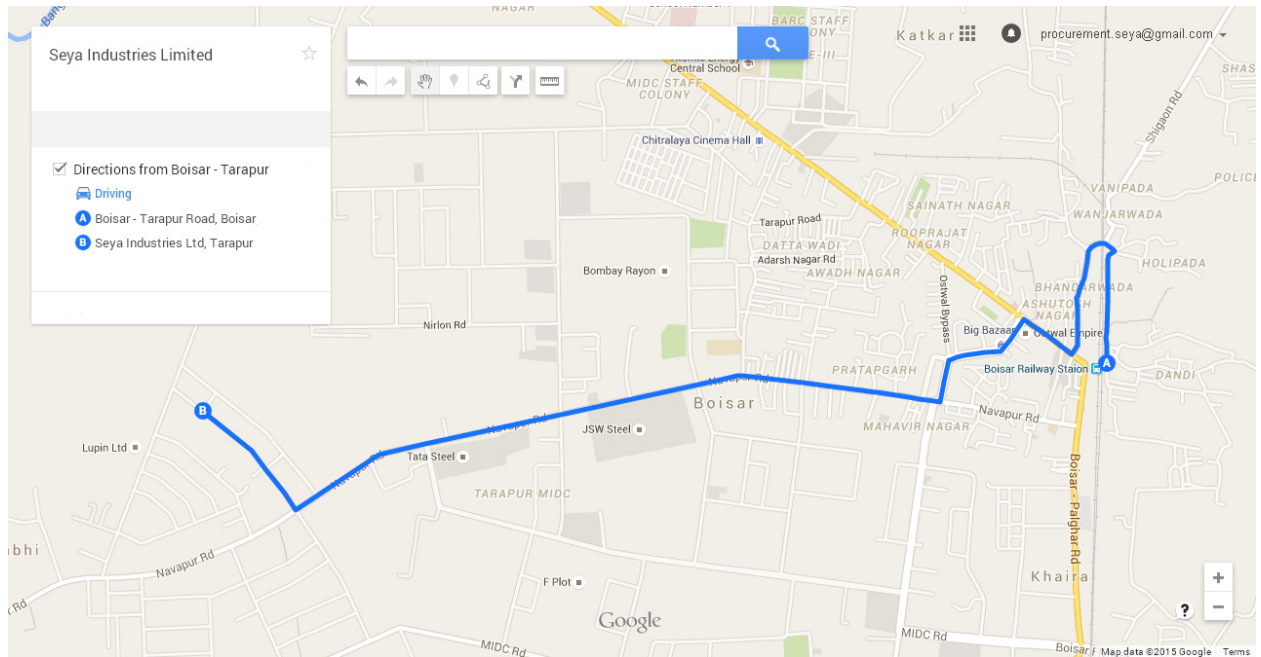
\_\_\_\_\_  
Signature \_\_\_\_\_

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32<sup>nd</sup> Annual General Meeting of the Company, to be held on Friday, September 30, 2022 at 12:00 p.m. at T-14, MIDC, Tarapur, Boisar, Palghar - 401506 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:





**Route map to the venue of Annual General Meeting**



I wish my above Proxy to vote in manner as indicated in the box below:

Resolutions	For *	Against *
<b>Ordinary Business</b>		
1. Receive, Consider and adopt Audited Financial Statements of the Company for the financial year ended on March 31, 2022, together with Reports of Board of Directors and Auditors thereon		
2. Re-Appointment of Mr. Asit Kumar Bhowmik (DIN: 03522132) who retires by rotation		
3. Appoint Statutory Auditors and fix their remuneration		
<b>Special Business</b>		
4. Ratification of Remuneration to be paid to Cost Auditor for FY 2022-23		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2022

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder: \_\_\_\_\_

**Affix  
Revenue  
Stamp**

**NOTES:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
- A Proxy need not be a member of the company.
- \*Please put an '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.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In case of Joint holders, the signature of any one holder will be sufficient, but names of all the joint holders shall be stated.

**Registered Office:**

T-14 MIDC, Tarapur,  
Boisar, Palghar - 401506, Maharashtra.

CIN: L99999MH1990PLC058499

BSE: 524324 | NSE: SEYAIND