

# **BF UTILITIES LIMITED**



**KALYANI**

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Annual Report for the year ended on 31<sup>st</sup> March, 2022

#### BOARD OF DIRECTORS

Mr. B. N. Kalyani	Chairman
Mr. A. B. Kalyani	Non-Executive Director
Mr. B. B. Hattarki	Non-Executive Independent Director
Ms. A. A. Sathe	Non-Executive Independent Director
Mr. S. K. Adivarekar	Non-Executive Independent Director
Mr. B. S. Mitkari	Whole-time Director

#### CEO / CFO / COMPANY SECRETARY

Mr. B. S. Mitkari

#### STATUTORY AUDITORS

G. D. Apte & Co., Chartered Accountants

#### SECRETARIAL AUDITORS

SVD & Associates

#### BANKERS

HDFC Bank Limited

#### REGISTRAR AND SHARE TRANSFER AGENT

Link Intime India Private Limited  
'Akshay' Complex, Block No. 202, 2nd Floor,  
Near Ganesh Temple, Off Dhole Patil Road, Pune - 411 001  
Tel.: +91 (20) 2616 1629 / 2616 0084  
Email: [pune@linkintime.co.in](mailto:pune@linkintime.co.in)

#### REGISTERED OFFICE

BF Utilities Limited  
Mundhwa, Pune Cantonment,  
Pune 411 036, Maharashtra, India.  
Tel.: +91 7719004777  
E-mail : [secretarial@bfutilities.com](mailto:secretarial@bfutilities.com)  
Website : [www.bfutilities.com](http://www.bfutilities.com)  
CIN : L40108PN2000PLC015323

#### INFORMATION FOR SHAREHOLDERS

Annual General Meeting  
Day & Date : Thursday, 29<sup>th</sup> September, 2022  
Time : 11.00 a.m.  
Venue : AGM will be held through VC/OAVM  
Date of Book Closure : 29<sup>th</sup> September, 2022



## BF UTILITIES LIMITED

Registered Office : Mundhwa, Pune Cantonment, Pune 411 036.

CIN : L40108PN2000PLC015323

### NOTICE OF THE 22<sup>ND</sup> ANNUAL GENERAL MEETING

To  
The Members of BF Utilities Limited,

NOTICE is hereby given that the Twenty Second Annual General Meeting of the Members of BF Utilities Limited will be held on Thursday, the 29<sup>th</sup> day of September, 2022, at 11:00 a.m. Indian Standard Time (IST) through Video Conference ("VC") / Other Audio Visual Means ("OAVM") facility, to transact the following business:

#### ORDINARY BUSINESS:

1. To consider and adopt :
  - a) the audited standalone financial statements of the Company for the Financial Year ended March 31, 2022, the reports of the Board of Directors and Auditors thereon.
  - b) the audited consolidated financial statements of the Company for the Financial Year ended March 31, 2022 and the report of the Auditors thereon.
2. To appoint a Director in place of Mr. A. B. Kalyani (DIN: 00089430), who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

##### 3 : APPOINTMENT OF MR. B S. MITKARI (DIN :03632549) AS A WHOLE TIME DIRECTOR

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution :

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, proviso to Item (A) of Section II of Part II of Schedule V and all applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Mr. B. S. Mitkari [DIN: 03632549] be and is hereby re-appointed as a Whole-time Director and CEO of the Company ("Whole-time Director") for a period of 3 (Three) years with effect from April 1, 2022 upto March 31, 2025, on the following terms and conditions including remuneration:

##### I. SALARY:

A salary, (consisting of Basic Salary and all other allowances other than House Rent Allowance) of Rs.7,49,000/- (Rupees Seven Lakh Forty Nine Thousand Only) Per Month in the grade of Rs.7,00,000/- (Rupees Seven Lakh Only) to Rs.12,00,000/- (Rupees Twelve Lakh Only), with the authority to the Board to determine the salary and grant such increases in salary and/or allowances by whatever name called from time-to-time within the aforesaid limit.

##### II. PERFORMANCE INCENTIVE:

Performance Incentive upto an amount of Rs.60,00,000/- (Rupees Sixty Lakh only) per annum, as may be decided by the Board, subject to the applicable provisions, if any, of Schedule V of the Companies Act, 2013.

##### III. PERQUISITES:

Perquisites are classified into three categories 'A', 'B' and 'C' as follows:

##### CATEGORY 'A'

This will comprise house rent allowance, leave travel concession, medical reimbursement, fees of clubs and personal accident insurance. These may be provided as under:

- a) House Rent Allowance:  
The Whole time Director shall be entitled to house rent allowance of 50% of the Basic Salary.
- b) Medical Reimbursement:  
As per the rules of the Company.
- c) Leave Travel Concession:  
For the Whole time Director and his family equivalent to one month's Basic Salary.

d) Club Fees:  
Fees of clubs as per the rules of the Company.

e) Personal Accident Insurance:  
As per the rules of the Company.

Explanation:

For the purpose of category 'A', 'Family' means the spouse, the dependent children and dependent parents of the Whole time Director.

CATEGORY 'B'

- a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- b) Gratuity to be paid as per the Rules of the Company.
- c) Encashment of leave at the end of the tenure or otherwise.
- d) Retirement and other benefits as per the Rules of the Company.

CATEGORY 'C'

Provision of car for use on Company's business and telephone will not be considered as perquisites. Use of car for private purpose shall be billed by the Company to the Whole time Director.

Notwithstanding anything mentioned herein, where in any Financial Year during the currency of tenure of the Whole-time Director, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary, Performance Incentive and perquisites specified above, which is as per the proviso to Item (A) of Section II of Part II of Schedule V of the Companies Act, 2013 and the rules made thereunder.

#### 4. Re-appointment of Mr. Shrikrishna K. Adivarekar as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Shrikrishna K. Adivarekar (DIN 06928271 and IDDB Registration No. IDDB-DI-202002-012411), who has submitted a declaration that he meets the criteria for independence as prescribed in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a Second Term of 3 (Three) consecutive years with effect from May 30, 2023 to May 29, 2026."

By Order of the Board  
For BF Utilities Limited

B. S. Mitkari  
Company Secretary  
Membership No.FCS/3237

Place : Pune  
Date : 28<sup>th</sup> June, 2022

## NOTES :

1. In view of the outbreak of COVID-19 pandemic, social distancing measures are a pre-requisite and in terms of Ministry of Corporate Affairs ("MCA") in continuation to previous Circular No. 20/2020 dated 5th May, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 21/2021 dated 14th December, 2021, further extended the relaxation vide Circular dated 5th May 2022 ("MCA Circulars") and The Securities and Exchange Board of India ("SEBI") has also issued circular in continuation to previous Circular dated 12<sup>th</sup> May, 2020, further extended the relaxation vide Circular dated 15th January, 2021 and 13th May, 2022, which does not require physical presence of the Members at common venue, In view of this, the Twenty Second Annual General Meeting (AGM) is being conducted through Video Conference ("VC")/ Other Audio Visual Means ("OAVM"). The deemed venue for the AGM shall be the Registered Office of the Company.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.bfutilities.com](http://www.bfutilities.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. 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 and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars issued in this behalf.
8. in case of any change of address or queries relating to their shares please contact to R & T Agent Link Intime India Pvt. Ltd. at the address given in the Annual Report
9. Members holding more than one share in the same name or joint names in the same order but under different ledger folios are requested to apply for consolidation of such folios into a single folio and accordingly send a request letter duly signed by the shareholder and the relevant share certificates alongwith the self-attested copy of Permanent Account Number (PAN) card and Aadhar card to the Company, to enable us to consolidate all such multiple folios into one single folio.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available for electronic inspection for the Members without any fee from the date of circulation of this Notice upto the date of AGM, i.e. 29<sup>th</sup> September, 2022. Members seeking to inspect can send an e- mail to secretarial department of the Company at [Secretarial@bfutilities.com](mailto:Secretarial@bfutilities.com).
11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
12. SEBI vide its circular No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 has mandated that w.e.f. April 1, 2019 except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. In light of same, shareholders are requested to kindly convert their physical shares in Demat form to avoid hassle in transfer of shares.

13. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd. ("Registrar" or "RTA") at the address given in Annual Report for assistance in this regard.
14. 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 to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

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

The remote e-voting period begins on Monday, 26<sup>th</sup> September, 2022 at 9:00 A.M. and ends on Wednesday, 28<sup>th</sup> September, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 22<sup>nd</sup> September, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22<sup>nd</sup> September, 2022.

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

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





**Step 1: Access to NSDL e-Voting system**

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 i.e. NSDL and you</li> </ol>

Type of shareholders	Login Method
	<p>will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

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



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

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

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

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

#### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

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

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

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

#### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE 22<sup>nd</sup> AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not

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casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 22<sup>ND</sup> AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the 22<sup>nd</sup> AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [Secretarial@bfutilities.com](mailto:Secretarial@bfutilities.com). The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [Secretarial@bfutilities.com](mailto:Secretarial@bfutilities.com). The shareholders who do not wish to speak during the 22<sup>nd</sup> AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@bfutilities.com](mailto:secretarial@bfutilities.com). These queries will be replied by the company suitably by email.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

The Scrutinizer will submit his report to the Chairman after the completion of scrutiny and the result of the voting will be declared within 48 hours of conclusion of the meeting. The declared results along with the Scrutinizer Report will also be displayed on the website of the Company at [www.bfutilities.com](http://www.bfutilities.com) and will simultaneously be communicated to BSE Limited and National Stock Exchange of India Limited where equity shares of the Company are listed.

## ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and statement of additional Information as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to following items of the Notice:

### Item No. 2

In terms of Section 152 of the Companies Act, 2013, Mr. A. B. Kalyani (DIN : 00089430) Director retires by rotation at the Meeting and being eligible offers himself for reappointment.

Details of Directors to be re-appointed / appointed, are given below :

Mr. Amit B. Kalyani, born of 26th July, 1975. After having his initial education in Pune, he graduated in Mechanical Engineering from Bucknell University, Pennsylvania, U.S.A. He initially worked with Kalyani Steels Limited, followed by other companies within the group. He then joined Bharat Forge Limited in 1999 as Vice President and Chief Technology Officer.

He was also instrumental in strategising and execution of the several acquisitions that the group had in Germany.

Mr. Amit B. Kalyani is currently Deputy Managing Director of Bharat Forge Limited. He also takes care of the overall group strategy and is responsible for the expansion of steel business and driving the infrastructure foray of the group.

Directorships / Committee memberships / Chairmanships of Mr. A. B. Kalyani in other companies are as under:

Name of the Company	Board position held	Name of the Committees	Chairman/Member
Bharat Forge Limited	Deputy Managing Director	CSR Committee Risk Management Committee	Member Member
Kalyani Steels Limited	Non-Executive Director	Nomination and Remuneration Committee	Member
BF Investment Limited	Chairman, Non-Executive Director	CSR Committee Risk Management Committee Nomination and Remuneration Committee	Member Member Member
Kalyani Investment Company Limited	Chairman, Non-Executive Director	Nomination and Remuneration Committee	Member
Hikal Limited	Non-Executive Director	-	-
BF-NTPC Energy Systems Limited	Non-Executive Director	-	-
Schaeffler India Limited	Independent Director	Audit Committee CSR Committee Nomination and Remuneration Committee	Member Member Member

Save and except, Mr. A. B. Kalyani and Mr. B. N. Kalyani to the extent of their shareholding interest, if any, in the Company, none of other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, in the said Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the shareholders.

Mr. Kalyani does not hold any shares in the Company.

Mr. Kalyani is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. The Board is of the opinion that he fulfils the conditions specified in the Companies Act, 2013 and rules thereof and also possesses appropriate balance of skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively. The Board considers that his experience and expertise would be of immense benefit to the Company.

### Item No. 3

The Board, on the recommendation of Nomination and Remuneration Committee, in its meeting held on 3rd May, 2022 appointed Mr. B. S. Mitkari, as a Whole Time Director of the Company for a period of three (3) years, on the terms of remuneration as detailed in the respective Resolutions.

Mr. Bhalchandra Shankar Mitkari is a qualified Company Secretary (Fellow member of the ICSI) and Cost & Management Accountant (Associate Member of ICAI) with vast experience in Accounts, Corporate Laws and business operations

for last 32 years. He graduated in Commerce from Pune University in 1987 and qualified as a Company Secretary and Cost & Management Accountant in 1990.

During his professional career, Mr. Mitkari worked in the areas of corporate laws, accounts, finance and business operations & management. He has handled various corporate and legal matters of the group. He has been working with the Company in various capacities since last 21 years. Mr. Mitkari was a Whole time Director and his earlier term expired on 31<sup>st</sup> March, 2022. The proposed Special Resolution seeks approval of Members for his reappointment for three (3) years.

Directorships / Committee memberships / Chairmanships of Mr. B. S. Mitkari in other companies are as under:

Name of the Company	Board position held	Name of the Committees	Chairman/ Member
BF Investment Ltd.	Non-Executive Director	NA	NA
Nandi Infrastructure Corridor Enterprises Ltd.	Non-Executive Director	NA	NA
Nandi Economic Corridor Enterprises Ltd.	Non-Executive Director	NA	NA
Nandi Highway Developers Ltd.	Non-Executive Director	NA	NA
Pune Power Developers Ltd.	Non-Executive Director	NA	NA
Saarloha Advanced Materials Private Ltd.	Non-Executive Director	NA	NA
Kalyani Global Engineering Pvt,Ltd.	Non-Executive Director	NA	NA

In view of the provisions of the Companies Act, 2013, the Company seeks consent of the members by way of a Special Resolutions for Appointment of Mr. B. S. Mitkari as a Whole Time Director for a period of three (3) years.

Accordingly, the Board recommends the Resolution set out at Item No.3 of the Notice, for the approval of the members of the Company.

Mr. Mitkari is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

The Board is of the opinion that he fulfils the conditions specified in the Companies Act, 2013 and rules thereof and also possesses appropriate balance of skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively. The Board considers that his experience and expertise would be of immense benefit to the Company.

Mr. Mitkari does not hold any shares in the Company.

Except Mr. B. S. Mitkari, being appointee, none of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the Resolutions set out at Item No.3 of the Notice.

#### Item No. 4

The members at their Eighteenth Annual General Meeting held on September 25, 2018, had appointed Mr. Shrikrishna K. Adivarekar, as an Independent Directors of the Company for the period of 5 (Five) consecutive years with effect from May 30, 2018 to May 29, 2023.

Pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), it is proposed to re-appoint Mr. S. K. Adivarekar as an Independent Director of the Company.

The Company has received a declaration in writing from Mr. Adivarekar that he meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received notice in writing from members as per Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Shrikrishna K. Adivarekar as an Independent Director of the Company.

In view of the same, pursuant to Section 149 (10) of the Companies Act, 2013, the fresh approval of the members is sought by way of Special Resolutions for the re-appointment of Mr. Shrikrishna K. Adivarekar as an Independent Director of the Company for a Second Term of 3 (Three) consecutive years with effect from May 30, 2023 to May 29, 2026.

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In the opinion of the Board, Mr. Shrikrishna K. Adivarekar fulfill the conditions specified in the Companies Act, 2013 and rules made thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his re-appointments as an Independent Director of the Company.

The Board is of the opinion that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director on the Board of the Company. Brief Profiles of Mr.Shrikrishna K. Adivarekar along with requisite information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the skills and capabilities required for the role as Independent Director, is enclosed herewith as Annexure - A.

Accordingly, the Board recommends the Special Resolutions set out at Item No.4 of the Notice, for the approval of the members of the Company.

Except Mr. Shrikrishna K. Adivarekar, being appointee, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the resolutions set out at Item No.4 of the Notice.

By Order of the Board  
For BF Utilities Limited

B. S. Mitkari  
Company Secretary  
Membership No.FCS/3237

Place : Pune  
Date : 28<sup>th</sup> June, 2022

Additional information as required under the Companies Act, 2013 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 in respect of the Directors' appointment/ re-appointment is provided below:

Name of the Director	Mr. B. S. Mitkari	Mr. S. K. Adivarekar
Age	55 Years	40 Years
Brief Resume of the Director	Mr. B. S. Mitkari is a qualified Company Secretary (Fellow member of the ICSI) and Cost & Management Accountant (Associate Member of ICAI) with vast experience in Accounts, Corporate Laws and business operations for last 32 years. He graduated in Commerce from Pune University in 1987 and qualified as a Company Secretary and Cost & Management Accountant in 1990	Mr. Shrikrishna K. Adivarekar is qualified Chartered Accountant in practice for the last 19 years. He graduated in Commerce with 6 <sup>th</sup> rank in Pune University in 2002. He has been working with M/s. Kunte & Vaidya, Chartered Accountants, since 2000, in various capacities and is one of the founder partners of M/s. KVBA & Associates, LLP
Nature of expertise in specific functional areas / skills / capabilities	corporate laws, accounts, finance and business operations & management	Corporate and legal matters under Direct Tax laws, Company Law, FEMA, International Taxation and Transfer Pricing as well as Corporate Tax
Disclosure of relationships between Directors inter-se	Not related to any Director / KMP	Not related to any Director / KMP
Directorships held in other Listed Companies (including resignation, if any, in other listed companies in the past three years)	BF Investment Ltd.	Kalyani Steels Limited Hikal Limited Kalyani Investment Company Limited
Committee Memberships / Chairmanships held in other Listed companies	NIL	Kalyani Steels Ltd. <ul style="list-style-type: none"> <li>● Audit Committee - Chairman</li> <li>● Nomination &amp; Remuneration Committee - Member</li> <li>● Risk Management Committee - Member</li> </ul> Kalyani Investment Company Limited <ul style="list-style-type: none"> <li>● Audit Committee - Member</li> <li>● Corporate Social Responsibility Committee - Member</li> <li>● Risk Management Committee - Member</li> </ul>
Shareholding in the Company as on March 31, 2022	NIL	NIL

## CORPORATE GOVERNANCE REPORT

(Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, herein after called "Regulations, 2015")

### 1. Company's Philosophy on Corporate Governance

The Securities and Exchange Board of India (SEBI) has prescribed a set of standards on corporate governance for the listed companies.

The Company has included a compliance report on Corporate Governance in its Annual Report in the spirit of transparency in management and best board practices. This Chapter of the report, plus the information given under 'Management Discussion and Analysis' and 'Shareholder Information' constitute such a compliance report on corporate governance during 2021-22.

The Company has adhered to the requirements stipulated under Regulations 17 to 27 read with Para C and D of Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') as applicable with regard to Corporate Governance.

### 2. Board of Directors

#### Composition of the Board

The Company has an active, experienced, diverse 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. The Board periodically evaluates the need for change in its composition and size.

In terms of Regulation 17 of the SEBI Listing Regulations, at least 50% of the Board should comprise Non-Executive Independent Directors with at least one Woman Director. Out of total 6 Directors as on March 31, 2022, the Non-Executive Independent Directors constitute 50.00% of the Board. The Company has one Women Director on the Board as on the said date who is holding her office as Non-Executive Independent Director.

Detailed profile of the Directors is available on the Company's website at <http://www.bfutilities.com/Board%20of%20Directors.html>

The Board met seven (7) times during FY 2021-22 on the following dates:

- June 14, 2021
- August 11, 2021
- November 11, 2021
- February 14, 2022
- June 30, 2021
- August 20, 2021
- February 11, 2022

The gap between two Meetings did not exceed 120 days and the Meetings were conducted in compliance with all applicable laws. The necessary quorum was present for all the Board Meetings.

#### Category and Attendance of Directors:

The category of Directors, attendance at Board Meetings held during the financial year under review, the number of Directorships and Committee Chairpersonships/Memberships held by them in other public limited companies and Directorships held by them in other listed entities as on March 31, 2022 are as follows:

Sr. No.	Name of Director	No. of shares held by Non-Executive Directors	No. of Directorships in other public companies #	No. of Committee positions held in other public companies***		No. of Board Meetings held	Attendance at the meetings	
				Chairman	Member		Board	AGM
	<b>Non-Executive Directors</b>							
1	Mr. B. N. Kalyani ® (DIN : 00089380)	7212	5	0	2	7	7	1
2	Mr. A. B. Kalyani (DIN : 00089430)	0	7	0	1	7	6	0
	<b>Independent and Non-Executive Directors</b>							
3	Mr. B. B. Hattarki (DIN : 00145710)	0	7	4	4	7	7	1
4	Ms. A. A. Sathe (DIN : 06925030)	0	1	0	2	7	2	1
5	Mr. S. K. Adivarekar (DIN : 06928271)	0	4	1	1	7	7	1
	<b>Executive Director</b>							
6	Mr. B. S. Mitkari (DIN : 03632549)	0	4	0	2	7	7	1



**Note:**

- ® Promoters within the meaning of Securities Exchange Board of India (SEBI) (Substantial Acquisition of Shares & Takeover) Regulations, 2011.
- # Other Directorships exclude Directorships in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013.
- \*\*\* For this purpose only Audit and Stakeholders' Relationship Committees of the Public Limited Companies have been considered.

The Twenty first (21st) Annual General Meeting ('e-AGM') of the Company for the Financial Year ('FY') 2020-21 was held on September 29, 2021 through video conferencing ('VC') / other audio visual means ('OAVM') in accordance with the relevant circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI'). All the Directors of the Company were present except Mr. A. B. Kalyani at the 21st AGM.

**Directors and their Directorships in other listed Companies are as under :**

Sr.	Name of the Director	Name of the listed entities in which Director holds Directorship		Category of Directorship
1	Mr. B. N. Kalyani	1	Bharat Forge Ltd.	Chairman & Managing Director
		2	Kalyani Steels Ltd.	Director
		3	Automotive Axles Ltd.	Chairman & Director
		4	Hikal Ltd.	Director
2	Mr. A. B. Kalyani	1	Bharat Forge Ltd.	Deputy Managing Director
		2	Kalyani Steels Ltd.	Director
		3	Kalyani Investment Company Ltd.	Chairman
		4	Hikal Ltd.	Director
		5	BF Investment Ltd.	Chairman
		6	Schaeffler India Ltd.	Director
3	Mr. B. B. Hattarki	1	BF Investment Ltd.	Director
		2	Kalyani Investment Company Ltd.	Director
		3	Automotive Axles Ltd	Director
		4	Kalyani Steels Ltd.	Director
4	Ms. A. A. Sathe	1	BF Investment Ltd.	Director
5	Mr. S. K. Adivarekar	1	Kalyani Steels Ltd.	Director
		2	Kalyani Investment Company Ltd.	Director
		3	Hikal Ltd.	Director
6	Mr. B. S. Mitkari	1	BF Investment Ltd.	Director

**Notes :**

1. Directorships held in foreign companies, private limited companies, one person companies and companies under Section 25 of the Companies Act, 1956 / under Section 8 of the Companies Act, 2013 have not been considered.
2. For the purpose of reckoning the limit on committee positions, chairmanship /membership of the Audit Committee and the Stakeholders Relationship Committee are considered.
3. None of the Directors on the Board is a Director of more than eight listed companies.

Mr. B. N. Kalyani and Mr. A. B. Kalyani, are related to each other.

No other Director is related to any other Director of the Company within the meaning of Section 2(77) of the Companies Act, 2013 and rules thereof

Shareholding of Directors as on March 31, 2022:

Sr. No.	Name of Director	Category	Equity Shares of Rs.5 each
1	Mr. B. N. Kalyani	NED	7212
2	Mr. A. B. Kalyani	NED	NIL
3	Mr. B. B. Hattarki	ID	NIL
4	Ms. A. A. Sathe	ID	NIL
5	Mr. S. K. Adivarekar	ID	NIL
6	Mr. B. S. Mitkari	ED	NIL

*NED - Non-Executive Director; ID - Independent Director; ED - Executive Director*

Apart from the above, no Director holds any shares in the Company. The Company has not issued any convertible instruments.

None of the Directors on the Board is a Member of more than 10 Committees and Chairperson of more than 5 Committees (Committees being Audit Committee and Stakeholders Relationship Committee) as per Regulation 26(1) of the SEBI (Listing Regulations) across all the public 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 hold office in more than 10 public limited companies as prescribed under Section 165(1) of the Act. No Director holds directorships in more than 7 listed companies. None of the Non-Executive Directors is an Independent Director in more than 7 listed companies as required under the SEBI Listing Regulations. Further, the CEO does not serve as Independent Director in any listed company.

**Key Skills, Expertise and Competencies of the Board of Directors**

The Board of the Company is highly structured to ensure a high degree of diversity by age, education/qualifications, professional background, sector expertise, special skills and geography. The Board of Directors have, based on the recommendations of the Nomination & Remuneration Committee, identified the following core skills/expertise/competencies as required in the context of the businesses and sectors of the Company for its effective functioning and the same is mapped against each of the Directors

Skill	Skill definitions
Business Acumen	Ability to understand business environment and identify new business opportunities
Leadership	Ability to lead a large team of professionals
Technology	Passion for technology upgradation
Legal and Regulatory knowledge	Understanding of regulatory and legal frameworks in Taxation

**Disclosure of Expertise or Skills of Directors**

Following are the core skills / expertise / competencies as required in the context of its business(es) and sector(s) for it to function effectively:

General Management, Finance and Accounting, Corporate Laws, Automotive Industry, Operations, Corporate Strategy, Finance and Corporate Treasury, Manufacturing, Engineering, Business

The following table states the identified core skills/expertise/competencies mapped for each of the Director:

Sr.	Name of Directors	Expertise, Skills in specific functional ares
1	Mr. B. N. Kalyani	Business acumen, leadership, Automotive Industry, Corporate Strategy and Business Management, Technology
2	Mr. A. B. Kalyani	Business acumen, leadership, Automotive Industry, Corporate Strategy and Business Management
3	Mr. B. B. Hattarki	Automotive Industry, Operations and Manufacturing
4	Ms. A. A. Sathe	Corporate Laws, Legal and Taxation
5	Mr. S. K. Adivarekar	Taxation, Corporate laws, Finance Accounting
6	Mr. B. S. Mitkari	Finance & Accounting, Corporate laws, Legal and Operations.

## Board Procedure

For seamless scheduling of Meetings, the calendar of Meetings of the Board and Committees is circulated and agreed upon at the beginning of the year.

The Company Secretary tracks and monitors the Board and Committee proceedings to ensure that the terms of reference/charters are adhered to, decisions are properly recorded in the minutes and actions on the decisions are tracked. The terms of reference/charters are amended and updated from time to time in order to keep the functions and role of the Board and Committees at par with the changing statutes. Meeting effectiveness is ensured through clear agenda, circulation of material in advance and as per statutory timelines, detailed presentations at the Meetings.

The Board plays a critical role in the strategy development of the Company. To enable the Board to discharge its responsibilities effectively and take informed decisions, the CEO apprises the Board on the overall performance of the Company every quarter.

The Board periodically reviews the strategy, annual business plan, business performance of the Company. Amongst other things, the Board also reviews the compliance reports of the laws applicable to the Company, internal financial controls and financial reporting systems, adoption of quarterly/half-yearly/annual results, minutes of the Meetings of the Audit and other Committees of the Board.

In addition to the information required under Regulation 17(7) read with Part A of Schedule II of the SEBI Listing Regulations which is required to be placed before the Board, the Directors are also kept informed of major events.

## Independent Directors

The Company currently has 3 Non-Executive Independent Directors (including 1 Woman Director) which comprise 50.00% of the total strength of the Board of Directors.

During the year under review, Ms. Aarti A. Sathe was reappointed as Director for the 2nd term of 5 years, none of the Independent Director(s) of the Company resigned.

All Independent Directors are Non Executive Directors as defined in Regulations 16(1) of SEBI (LODR).

### Independence of Directors

The Company has received a declaration from the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act read with Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstances or situations which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

In the opinion of the Board, the Independent Directors fulfil the conditions of independence specified in the Act and the SEBI Listing Regulations and are independent of the management.

Further, the Independent Directors have in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs ('IICA'). They are exempt from the requirement to undertake the online proficiency self-assessment test conducted by IICA.

### Meeting of Independent Directors

During the year under review, one (1) meeting of the Independent Directors of the Company was held on February 11, 2022 as required under Schedule IV to the Act (Code of Independent Directors) and Regulation 25(3) of the SEBI Listing Regulations. At their Meeting, the Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole including the Chairman of the Board after taking the views of other Non-Executive Directors and also assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Meeting was attended by all the Independent Directors as on that date and Mr. B. B. Hattarki chaired the said Meeting.

### Terms and Conditions of appointment of Independent Directors

All the Independent Directors of the Company have been appointed as per the provisions of the Act and the SEBI Listing Regulations. Formal letters of appointment are issued to the Independent Directors after their appointment by the Members. As required by Regulation 46 of the SEBI Listing Regulations, the terms and conditions of their appointment have been disclosed on the website of the Company at <http://www.bfutilities.com/pdfs/Terms%20of%20Appointment%20of%20Independent%20Directors.pdf>

## Induction and Familiarisation Programme for Directors

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, strategies, business, functions, policies, industry and environment in which it functions and the regulatory environment applicable to it. These include orientation programme upon induction of new Directors as well as other initiatives to update the Directors on a continuous basis.

Pursuant to Regulation 25(7) of the SEBI Listing Regulations, the Company imparted various familiarisation programmes to its Directors.

Pursuant to Regulation 46 of the SEBI Listing Regulations, the details of such familiarisation programme during FY 2021-22 are available on the website of the Company at <http://www.bfutilities.com/pdfs/Familiarisation%20Programme%20for%20Independent%20Directors.pdf>

## Appointment/Re-appointment of Directors

As required under Regulation 26(4) and Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards - 2 on General Meetings issued by the Institute of Company Secretaries of India, particulars of Directors seeking appointment/re-appointment at this AGM are given in the Notice of the AGM which forms part of this Integrated Annual Report.

## Code of Conduct

The Company has formulated Code of Conduct for its Directors, Senior Management Personnel and other Executives which is available on the website of the Company at <http://www.bfutilities.com/Code%20of%20conduct.html>

The Board has also adopted a Code of Conduct for Non-Executive Directors, which incorporates the duties of Independent Directors as laid down in Schedule IV to the Act ('Code for Independent Directors') and Regulation 17(5) of the SEBI Listing Regulations and the same is available on the website of the Company at <http://www.bfutilities.com/pdfs/Code%20of%20Conduct.pdf>

As on March 31, 2022, all the Board Members and Senior Management of the Company have affirmed compliance with their respective Codes of Conduct. A declaration to this effect duly signed by the CEO forms part of this Report.

Apart from reimbursement of expenses incurred in discharging their duties and the remuneration that the Directors would be entitled under the Act as Non-Executive Directors, except for Mr. B. N. Kalyani and Mr. A. B. Kalyani (being promoters) none of the Directors have any other material pecuniary relationships or transactions with the Company, its Promoters, its Directors or its Senior Management during the two immediately preceding financial years.

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

## 3. Audit Committee

The Audit Committee's role is to assist the Board fulfil its Corporate Governance and overseeing responsibilities in relation to the Company's financial reporting process carried out by the Management, internal control system, risk management system and internal and external audit functions. The Audit Committee functions according to its terms of reference that defines its composition, authority, responsibilities and reporting functions. All the items listed in Section 177 of the Act and Regulation 18(3) read with Part C of Schedule II of the SEBI Listing Regulations are covered in its terms of reference.

### Terms of Reference

The Audit Committee of the Company is responsible for supervising the Company's internal controls and financial reporting process and *inter alia*, performs the following functions:

- i.) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- ii.) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- iii.) Examination of the financial statements and the auditors' report thereon;
- iv.) Approval or any subsequent modification of transactions of the Company with related parties;
- v.) Scrutiny of inter-corporate loans and investments;
- vi.) Valuation of undertakings or assets of the Company, wherever it is necessary;
- vii.) Evaluation of internal financial controls and risk management systems;
- viii.) Monitoring the end use of funds raised through public offers and related matters

- ix.) Reviewing of the Company's financial reporting process and disclosure of financial information to ensure that the financial statement is correct, sufficient and credible;
- x.) Reviewing with management the annual financial statements before submission to the Board;
- xi.) Reviewing with the management, external auditors and internal auditor, the adequacy of internal control systems;
- xii.) Discussing with internal auditor any significant finding and follow up on such issues;
- xiii.) Discussing with the external auditors before the audit commences on the nature and scope of audit, as well as having post audit discussion to ascertain any areas of concern;
- xiv.) Reviewing any changes in accounting policies or practices as compared to last completed financial year and commenting on any deviation from accounting standards;
- xv.) Reviewing details of related party transactions exceeding 1% of last year's turnover;
- xvi.) Reviewing the Company's financial and risk management policies;
- xvii.) Approval of payment to Statutory Auditors for any other services rendered by Statutory Auditors;
- xviii.) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- xix.) Reviewing the adequacy of internal audit function, if any, including the structure of the Internal Audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xx.) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularities or failure of internal control systems of a material nature and reporting the matter to the Board;
- xxi.) To look into the reason for substantial default in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared Dividends) and creditors;
- xxii.) To review the functioning of the whistle blower mechanism;
- xxiii.) Approval of appointment of CFO (i.e. the whole time finance Director or any other person heading the finance function or discharging that function) after accessing the qualifications, experience and background, etc. of the candidate;
- xxiv.) Carrying out any other function as is mentioned in the terms of reference of audit committee.
- xxv.) To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

Further, pursuant to Regulation 18(2)(c) of the SEBI Listing Regulations, the Audit Committee is empowered to investigate any activity within its terms of reference, seek information it requires from any employee, obtain outside legal or other Independent professional advice and secure attendance of outsiders with relevant expertise, if considered necessary. Apart from the above, the Audit Committee also exercises the role and powers entrusted upon it by the Board of Directors from time to time.

#### Meetings Held

During FY 2021-22, seven (7) Meetings of the Audit Committee were held on the following dates:

- June 14, 2021
- June 30, 2021
- August 11, 2021
- August 20, 2021
- November 11, 2021
- February 11, 2022
- February 14, 2022

The gap between two Meetings did not exceed 120 days. Necessary quorum was present for all the Meetings of the Committee.

#### Composition and Attendance

Name of the Member	Category	No. of Meetings held during tenure	No. of Meetings attended
Mr. S. K. Adivarekar (Chairperson)	ID	7	7
Mr. A. B. Kalyani	NED	7	7
Mr. B. B. Hattarki	ID	7	7
Ms. A. A. Sathe	ID	7	2

*ID - Independent Director; NED - Non-Executive Director*

The Company Secretary acts as the Secretary to the Audit Committee. The composition of the Committee is in conformity with Section 177 of the Act and Regulation 18(1) of the SEBI Listing Regulations.

The Chairperson of the Audit Committee has one-on-one meetings both with the Internal Audit Team and the Statutory Auditors on a periodic basis to discuss key concerns, if any.

The Chief Executive Officer & Chief Financial Officer, Company Secretary, Statutory Auditor, Internal Auditor attend and participate in all the Meetings of the Committee. Internal Audit Reports are discussed. During the year under review, the Committee reviewed the key audit findings covering operational, financial and compliance areas, internal financial controls and financial reporting systems. The Committee reviewed Related Party Transactions. During the year under review, the Audit Committee reviewed the process and controls for Insider Trading and also adopted a framework for levying penalties in case of any violation under the Insider Trading Code.

The Chairperson of the Audit Committee briefs the Board at each Board Meeting about the significant discussions at the Audit Committee Meetings including the internal audit matters. The minutes of each of the Audit Committee Meetings are placed in the next Meeting of the Board after they are confirmed by the Committee.

Mr. S. K. Adivarekar, Chairperson of the Audit Committee, was present at the last e-AGM held on September 29, 2021.

#### 4. Nomination and Remuneration Committee

The role of the Nomination and Remuneration Committee ('NRC') is to oversee the selection of Directors and Senior Management Personnel based on criteria related to the specific requirement of expertise and independence. The NRC evaluates the performance of Directors and Senior Management Personnel based on the expected performance criteria. The NRC also recommends to the Board the remuneration payable to Directors and Senior Management Personnel of the Company.

The Policy of the Company including the terms of reference is disclosed on the Company's website <http://www.bfutilities.com/pdfs/Nomination%20and%20Remuneration%20Policy.pdf>

##### Meetings Held

During FY 2021-22, one (1) Meetings of the NRC were held on the following dates:

- August 11, 2021

The necessary quorum was present for all the Meetings of the Committee.

##### Composition and Attendance

Name of the Member	Category	No. of Meetings held during tenure	No. of Meetings attended
Mr. B. B. Hattarki (Chairperson)	ID	1	1
Mr. A. B. Kalyani	NED	1	1
Mr. S. K. Adivarekar	ID	1	1

*ID - Independent Director; NED - Non-Executive Director*

Mr. B. B. Hattarki, Chairman of the NRC, was present at the last e-AGM held on September 29, 2021.

The composition and terms of reference of the NRC are in compliance with the provisions of Section 178(1) of the Act and Regulation 19 of the SEBI Listing Regulations.

The Chairman of the NRC briefs the Board at each Board Meeting about the significant discussions at the NRC Meetings.

##### Board and Director Evaluation

In terms of the requirement of the Act and the SEBI Listing Regulations, during the year under review, the Board has carried out an annual performance evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its Committees. The exercise was led by the Chairman of the NRC along with the Chairman of the Board.

##### Criteria for Evaluation

The performance evaluation criteria for Independent Directors is determined by the Nomination and Remuneration Committee. An indicative list of factors on which evaluation was carried out includes participation and contribution by a director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behaviour and judgement.

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

#### Remuneration of Directors

The Company's philosophy for remuneration of Directors, Key Managerial Personnel ('KMP') and all other employees is to promote leadership, skill, development and innovation. 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. The said Policy is also uploaded on the website of the Company at <http://www.bfutilities.com/pdfs/Nomination%20and%20Remuneration%20Policy.pdf>

#### Chief Executive Officer

The Company pays remuneration by way of salary, allowances (variable pay) to its Chief Executive Officer. Annual increments are recommended by the NRC and are effective April 1 each year.

#### Details of Remuneration of Chief Executive Officer for FY 2021-22

Amount in Million

Particulars of Remuneration	Mr. B. S. Mitkari	Total Amount
1. Gross Salary		
a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961		
b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961		
c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961		
2. Stock Option	12.88	12.88
3. Sweat Equity		
4. Commission		
- As % profit		
- Others, specify ...		
5. Others, please specify (Company's contribution towards Provident Fund and Superannuation)		
<b>Total</b>	<b>12.88</b>	<b>12.88</b>

#### Non-Executive Directors

The Non-Executive Directors are paid sitting fees for attending the Board Meetings.

The Company also pays commission to the Non-Executive Directors within the ceiling of 3% per annum of the net profits of the Company as computed under the applicable provisions of the Act. The said commission is decided each year by the Board of Directors and distributed amongst the Non-Executive Directors based on their attendance and contribution at the Board and Committee Meetings. However, for F.Y. 2021-22, the Company has not proposed any Commission. The Company also reimburses out-of-pocket expenses incurred by the Directors for attending the Meetings.

Details of sitting fees paid and commission payable to the Non-Executive Directors for FY ended March 31, 2022 is given below:

Amount in Rs.

Name of the Director	Sitting Fees paid during FY 2021-22	Commission (for FY 2021-22 payable in FY 2022-23)
Mr. B. N. Kalyani	35,000	NIL
Mr. A. B. Kalyani	30,000	NIL
Mr. B. B. Hattarki	35,000	NIL
Ms. A. A. Sathe	10,000	NIL
Mr. S. K. Adivarekar	35,000	NIL
Mr. B. S. Mitkari	NA	NIL
	<b>1,45,000</b>	<b>NIL</b>

As per the practice, commission to the Directors is paid after the annual accounts are adopted by the Members at the AGM. The Company has not granted any stock options to its Directors.

#### Succession Plan

The Company has succession plans for the senior management. The Nomination and Remuneration Committee works on leadership succession plan

#### Retirement Policy for Directors

The Directors retirement policy is in compliance with the prevailing rules and regulations.

#### 5. Stakeholders Relationship Committee

The Stakeholders Relationship Committee ('SRC') looks into various aspects of interest of shareholders. The Committee ensures cordial investor relations and oversees the mechanism for redressal of investors' grievances.

The Policy of the Company including the terms of reference is disclosed on the Company's website <http://www.bfutilities.com/pdfs/Stakeholders%20Relationship%20Committee%20Terms%20of%20Reference.pdf>

#### Meetings Held

During FY 2021-22, fourteen (14) Meetings of the SRC were held on the following dates:

- June 7, 2021
- August 11, 2021
- September 28, 2021
- December 13, 2021
- January 24, 2022
- June 14, 2021
- August 16, 2021
- October 25, 2021
- December 20, 2021
- March 28, 2022
- July 5, 2021
- September 20, 2021
- November 29, 2021
- January 17, 2022

The necessary quorum was present for all the Meetings of the Committee.

#### Composition and Attendance

Name of the Member	Category	No. of Meetings held during tenure	No. of Meetings attended
Mr. B. B. Hattarki (Chairperson)	ID	14	14
Mr. B. N. Kalyani	NED	14	0
Mr. S. K. Adivarekar	ID	14	14

*ID - Independent Director; NED - Non-Executive Director*

#### Status of Investor Complaints

The status of investor complaints as on March 31, 2022 as reported under Regulation 13(3) of the SEBI Listing Regulations is as under:

Complaints as on April 1, 2021	1
Received during the year	0
Resolved during the year	1
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 and address of the Compliance Officer

Mr. B. S. Mitkari  
Company Secretary  
BF Utilities Limited  
Mundhwa,  
Pune - 411 036  
Tel. No.: +91 77190 04777  
Email: [Secretarial@bfutilities.com](mailto:Secretarial@bfutilities.com)

The Chairperson of the SRC briefs the Board at each Board Meeting about the significant discussions at the SRC Meetings.

Mr. B. B. Hattarki, Chairperson of the SRC, was present at the e-AGM of the Company held on September 29, 2021.



## 6. Corporate Social Responsibility Committee

The Corporate Social Responsibility ('CSR') Committee of the Board is constituted in accordance with the provisions of Section 135 of the Act. The CSR Committee has been entrusted with the specific responsibility of reviewing corporate social responsibility programmes. The scope of the CSR Committee also includes approving the budget of CSR activities, reviewing the CSR programmes, formulation of annual action plan and monitoring the CSR spends

The Policy of the Company including the terms of reference is disclosed on the Company's website <http://www.bfutilities.com/pdfs/Corporate%20Social%20Responsibility%20Policy.pdf>

The CSR Report is attached to the Director's Report.

### Meetings Held

During FY 2021-22, one (1) Meeting of the CSR Committee was held on February 11, 2022.

The necessary quorum was present for all the Meetings of the Committee.

### Composition and Attendance

Name of the Member	Category	No. of Meetings held during tenure	No. of Meetings attended
Mr. B. B. Hattarki (Chairperson)	ID	1	1
Mr. B. N. Kalyani	NED	1	0
Mr. A. B. Kalyani	NED	1	1

*ID - Independent Director; NED - Non-Executive Director*

The Chairman of the CSR Committee briefs the Board at each Board Meeting about the significant discussions at the CSR Meetings.

Mr. B. B. Hattarki, Chairman of the CSR Committee, was present at the last e-AGM held on September 29, 2021.

## 7. Risk Management Committee

Regulation 21 of the SEBI Listing Regulations mandate top 1000 listed entities, determined on the basis of market capitalisation as at the end of the immediate previous financial year, to constitute a Risk Management Committee ('RMC') with effect from April 1, 2019. However, the Company had voluntarily constituted a RMC in November 28, 2014. The primary role of the RMC is that of assisting the Board of Directors in overseeing the Company's risk management processes and controls additionally the Committee may seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

The Policy of the Company including the terms of reference is disclosed on the Company's website <http://www.bfutilities.com/pdfs/Risk%20Management%20Policy%2001042019.pdf>

### Meetings Held

During FY 2021-22, two (2) Meetings were held on

- November 11, 2021
- February 14, 2022

The necessary quorum was present for all the Meetings of the Committee.

### Composition and Attendance

Name of the Member	Category	No. of Meetings held during tenure	No. of Meetings attended
Mr. B. B. Hattarki (Chairperson)	ID	2	2
Mr. A. B. Kalyani	NED	2	0
Mr. S. K. Adivarekar	ID	2	2

*ID - Independent Director; NED - Non-Executive Director*

The Chairman of the RMC briefs the Board at each Board Meeting about the significant discussions at the RMC Meetings.

## 8. Independent Directors Meeting

In terms of Section 149 of the Act and Regulation 25(3) of the Listing Regulations, a separate meeting of the Independent Directors was held, *inter alia*, to discuss:

- a) Evaluation of the Performance of Non-Independent Directors and the Board of Directors as a whole;

- b) Evaluation of the performance of the Chairman of the Company, taking into account the views of the Non-Executive Directors; and
- c) Evaluation of the quality, content and timeliness of flow on information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All Independent Directors were present at the Meeting.

#### Meetings Held

During FY 2021-22, One (1) Meeting was held on February 11, 2022.

The necessary quorum was present for all the Meetings of the Committee.

#### Composition and Attendance

Name of the Member	Category	No. of Meetings held during tenure	No. of Meetings attended
Mr. B. B. Hattarki (Chairperson)	ID	1	1
Mr. S. K. Adivarekar	ID	1	1
Ms. A. A. Sathe	ID	1	1

*ID - Independent Director.*

### 9. General Body Meetings

Annual General Meetings held and Special Resolution(s) passed:

Day, date, time and venue of AGMs held during the last 3 years and Special Resolutions passed are given as below:

Year	Day, Date and Time	Venue	Special Resolution(s)
2020-21	Wednesday, September 29, 2021 at 11:00 a.m	VC/OAVM Deemed Venue: Mundhwa, Pune Cantonment, Pune - 411 036	NA.
2019-20	Wednesday, December 30, 2020 at 11:30 a.m	VC/OAVM Deemed Venue: Mundhwa, Pune Cantonment, Pune - 411 036	Appointment of Ms. Aarti A. Sathe (DIN: 06925030) as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from March 2, 2021 up to March 1, 2026.
2018-19	Saturday, November 30, 2019 at 11:00 a.m.	Kalyani Steels Ltd, Mundhwa, Pune - 411 036	1. Appointment of Mr. B. S. Mitkari (DIN 03632549) as a Whole Time Director 2. Approval of Related Party Transaction with Bharat Forge Limited

All resolutions moved at the last AGM were passed by the requisite majority of Members

No Extraordinary General Meeting of the Members was held during the year. During the year under review, no resolution was put through by Postal Ballot. Further, no resolution is being proposed to be passed through Postal Ballot.

### 10. Means of Communication

#### Stock Exchange Intimations

All submissions to the Stock Exchanges are made through the respective electronic filing systems. All unpublished price sensitive information, material events or information as detailed in Regulation 30 of the SEBI Listing Regulations are disseminated to the Stock Exchanges by filing them with the National Stock Exchange of India Limited ('NSE') through NEAPS and with BSE Limited ('BSE') through BSE Online Portal.

They are also displayed on the Company's website at <http://www.bfutilities.com/announcement.html>

#### Financial Results

The quarterly/half-yearly/annual financial results are published in the Financial Express (English) all India edition and Loksatta (Marathi), Pune edition. They are displayed under 'Investors' section of the Company's website viz.

<http://www.bfutilities.com/Financial%20-%20Results.html> They are also filed with the NSE through NEAPS and with BSE through BSE Online Portal.

#### Company's Website

The Company's website is in line with the requirements laid down under Regulation 46 of the SEBI Listing Regulations. The section on 'Investors' serves to inform the Members by giving complete financial details, annual reports, shareholding patterns, stock exchange intimations, Company policies, etc.

The proceedings of the 21st AGM held on September 29, 2021 are also available under the 'Investors' section

#### Transfer of unpaid dividend to Investor Education and Protection Fund (IEPF)

Pursuant to Section 124 of the Companies Act, 2013 and rules thereof, any money transferred to the Unpaid Dividend Account of a company, which remains unpaid or unclaimed for a period of seven years, shall be transferred by the Company to the Investor Education and Protection Fund (IEPF).

Since the Company has not declared any dividend in past, this clause is not applicable.

#### Transfer of equity shares to the Investor Education and Protection Fund (IEPF)

Pursuant to provisions of Section 124(6) of the Companies Act, 2013 and rules thereof as amended from time to time, all shares, in respect of which dividend has not been paid or claimed for seven consecutive years or more, shall be transferred by the company in the name of Investor Education and Protection Fund (IEPF) alongwith a statement containing such details as may be prescribed.

Since the Company has not declared any dividend in past, this clause is not applicable.

#### Procedure for dealing with unclaimed shares

Pursuant to Regulation 39(4) of the Listing Regulations, the Company had in past sent reminder letters to those shareholders, whose share certificates have returned undelivered by the postal authorities due to insufficient / incorrect information and are lying with the Company. These share certificates will be sent to eligible shareholders, if these shareholders submit necessary documents to the Company. The Company is in the process of dematerialising the unclaimed shares.

#### Nominations in respect of shares held in physical form / electronic form

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be vested in the event of death of the registered shareholder(s). The prescribed nomination form can be obtained from the Company or the Registrar and Share Transfer Agent.

Nomination facility for shares held in electronic form is available with the depository participant as per the bye laws and business rules applicable to NSDL and CDSL.

#### Register Your National Electronic Clearing Services (NECS) Mandate

The Reserve Bank of India (RBI) has initiated NECS for credit of Dividend directly to the Bank Account of shareholders. Shareholders holding shares in electronic mode are requested to register their latest Bank Account details with their Depository Participant and in physical form with the Company's R & T Agent viz. Link Intime India Private Limited.

#### KYC details :

According to the Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73, members holding shares in physical form, requested to furnish Self attested PAN card and bank details.

### 11. General Shareholder Information

The Company is registered with the Registrar of Companies, Maharashtra, Pune. The Corporate Identity Number (CIN) allotted to the Company by the MCA is L40108PN2000PLC015323

#### Annual General Meeting and other details

Day, Date and Time	Thursday, 29 <sup>th</sup> September, 2022 at 11.00 a.m. (IST)
Venue	In accordance with the General Circular issued by the MCA on May 5, 2020 read with General Circulars dated April 8, 2020, April 13, 2020 and January 13, 2021, the AGM will be held through VC/OAVM only
Financial Year	April 1 to March 31
Book Closure Date	Thursday, 29 <sup>th</sup> September, 2022 as annual closure for the purpose of AGM
Last date for receipt of Proxy Forms	In terms of the relaxations granted by MCA and SEBI, the facility for appointment of Proxies by Members will not be available at the ensuing e-AGM

<b>Listing on Stock Exchanges</b>	The Company's Ordinary Shares are listed on the following Stock Exchanges: (1) BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 (2) The National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 The Company has paid the listing fees to these Stock Exchanges for FY 2021-22 and FY 2022-23
<b>Stock Code</b>	BSE Limited : 532430 The National Stock Exchange of India Limited : BFUTILITIE
<b>International Securities Identification Number (ISIN) in NSDL and CDSL</b>	INE243D01012 (Ordinary Shares)

#### Market Price Data

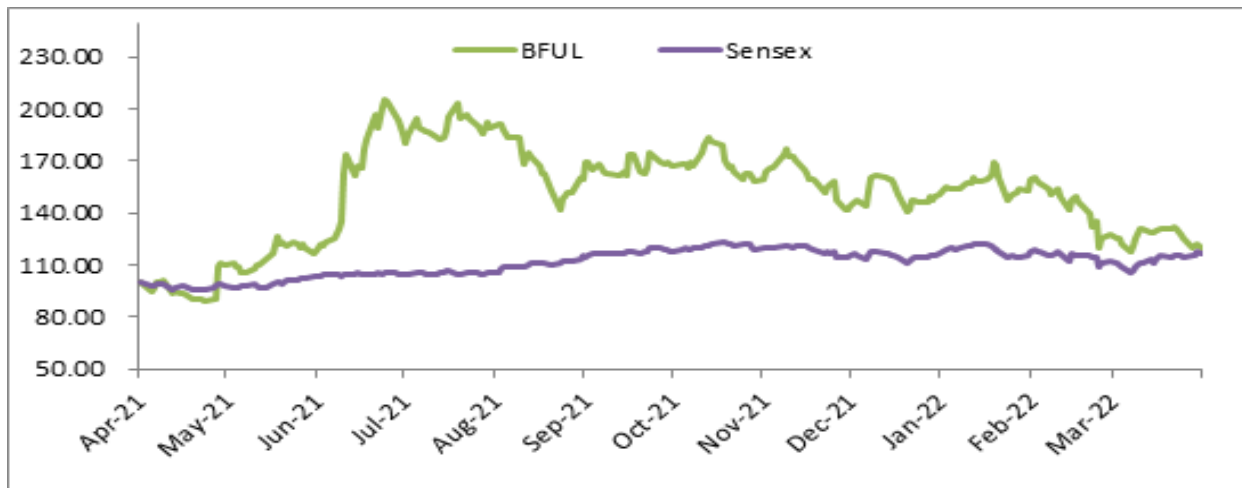
Market price data - monthly high/low, number of shares traded and number of trades of BSE/NSE depicting liquidity of the Company's Ordinary Shares on the said exchanges is given hereunder:

Stock Exchange	BSE			NSE		
	Month	High Rs.	Low Rs.	Traded Volume	High Rs.	Low Rs.
Apr-21	298.00	227.40	1036217	297.80	227.10	8636332
May-21	343.25	270.00	1285175	343.40	270.00	14394725
Jun-21	538.00	295.00	4358427	538.00	296.10	41336771
Jul-21	538.95	457.65	1203359	539.00	456.05	10311781
Aug-21	506.00	361.00	445762	505.95	359.00	4646528
Sep-21	467.90	409.90	578654	468.00	409.60	6279733
Oct-21	489.80	400.80	518668	490.00	402.00	5848740
Nov-21	470.00	360.00	385185	469.80	360.00	4641468
Dec-21	426.15	358.35	594993	426.30	358.00	4772211
Jan-22	444.45	370.90	776029	444.70	371.00	7289044
Feb-22	423.65	297.30	570996	424.00	283.25	4378374
Mar-22	348.00	294.75	513262	347.90	294.50	3140324

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

Performance of the Company's average monthly share price data in comparison to broad-based indices like BSE Sensex in FY 2021-22

BFUL Price in Rs.



Note : Share price of BF Utilities Limited and BSE Sensex have been indexed to 100 as on first working day of financial year 2021-22 i.e. 1<sup>st</sup> April, 2021.

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## Registrar and Transfer Agent

Members are requested to correspond with the Company's Registrar and Transfer Agent - Link Intime India Private Limited, quoting their folio no./DP ID and Client ID at the following addresses:

For transmission, transposition and other correspondence:

Link Intime India Private Limited  
Registrar & Transfer Agent  
Block No.202, 2nd Floor, Akshay Complex,  
Off Dhole Patil Road,  
Pune 411 001.  
Phone No.: 020-26161629  
Email : [pune@linkintime.co.in](mailto:pune@linkintime.co.in)  
Website: <https://www.linkintime.co.in>  
Business Hours: 10.00 a.m. to 3.30 p.m. (Monday to Friday)

## Share Transfer Process

Effective April 1, 2019, requests for effecting the transfer of listed securities were required to be processed only in dematerialised form with a Depository.

The Company had stopped accepting any fresh transfer requests for securities held in physical form with effect from the said date. In order to address the issue of transfer requests filed prior to April 1, 2019 but rejected due to deficiency in documents, etc., the Company accepted transfer requests up to March 31, 2021 in accordance with SEBI Circular dated September 7, 2020. After March 31, 2021, the Company has stopped accepting any transfer requests.

Dematerialisation of holdings will, *inter alia*, curb fraud in physical transfer of securities by unscrupulous entities and improve ease, convenience and safety of transactions for investors. In view of the aforesaid, Members who are holding shares in physical form are hereby requested to dematerialise their holdings.

## Secretarial Audit

M/s. SVD & Associates, Practising Company Secretaries (Firm Registration No.P2013MH075200), has conducted a Secretarial Audit of the Company for FY 2021-22.

The observations of Secretarial Auditors are given in the Directors' Report alongwith Board's explanations to the same.

In accordance with the SEBI Circular dated February 8, 2019 read with Regulation 24A of the SEBI Listing Regulations, the Company has obtained an Annual Secretarial Compliance Report from M/s. SVD & Associates, Practising Company Secretaries.

Pursuant to Regulation 40(9) of the SEBI Listing Regulations, certificates have been issued, on a yearly basis, by M/s. SVD & Associates, Company Secretary in practice, certifying due compliance of share transfer formalities by the Company.

Subhash Y. Joshi & Co., Chartered Accountant in practice has carried out a quarterly Reconciliation of Share Capital Audit, to reconcile the total admitted capital with NSDL & CDSL 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 NSDL and CDSL).

## Certificate from Practising Company Secretary

Mr. Sunny Arun Warghade, Practising Company Secretaries, has 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 Company's by SEBI/MCA or any such statutory authority. The said Certificate is annexed to the Director's Report.

**Distribution of Shareholding as on March 31, 2022**

Range	Number of Shares	Amount	% to Capital	Number of Shareholders	% to total Shareholders
Up to 5,000	9170002	45850010.00	24.34	58740	99.54
5,001 to 10,000	989868	4949340.00	2.63	137	0.23
10,001 to 20,000	960012	4800060.00	2.55	67	0.11
20,001 to 30,000	357526	1787630.00	0.95	15	0.03
30,001 to 40,000	747792	3738960.00	1.99	22	0.04
40,001 to 50,000	173563	867815.00	0.46	4	0.01
50,001 to 100,000	548504	2742520.00	1.46	8	0.01
100,001 and above	24720361	123601805.00	65.63	20	0.03
<b>Total</b>	<b>37,667,628</b>	<b>188338140.00</b>	<b>100.00</b>	<b>59013</b>	<b>100.00</b>

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

	Category	No. of Shares	% of Shareholding
1.	Promoter and Promoter Group	21372165	56.74
2.	Mutual Funds / UTI	1709	0.00
3.	Financial Institutions / Banks	3139	0.01
4.	Bodies Corporate	1934347	5.14
5.	Foreign Portfolio Investors	160366	0.43
6.	Clearing Members	124700	0.33
7.	Non Resident Indians	161557	0.43
8.	General Public	13909645	36.93
	<b>Total</b>	<b>37,667,628</b>	<b>100.00</b>

**Dematerialisation of shares and liquidity**

The Company's shares are compulsorily traded in dematerialised form and are available for dematerialisation on both the depositories viz. NSDL and CDSL.

(%)

Shares held in	As on March 31, 2022	As on March 31, 2021
Physical form	1.42	1.63
Electronic form with NSDL	82.12	81.39
Electronic form with CDSL	16.46	16.98

The Company's Ordinary Shares are regularly traded on BSE and NSE

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

The Company has not issued any GDRs or ADRs or warrants or any convertible instruments during the year under review.

**Commodity price risk or foreign exchange risk and hedging activities****Commodity Price Risk**

The Company's operations do not involve commodity price risk.

**Foreign exchange risk and hedging activities**

The Company's operations do not involve Foreign exchange and hedging risk.

**Address for Correspondence**

BF Utilities Ltd  
Mundhwa, Pune Cantonment,  
Pune - 411 036,  
Tel. No.: +91 77190 04777  
Email: [Secretarial@bfutilities.com](mailto:Secretarial@bfutilities.com)  
Website: [www.bfutilities.com](http://www.bfutilities.com)

Plant locations : The Company's wind farms are located at Padekarwadi, Ghatewadi, Pawangaon, Maloshi and Kadve Khurd Dist- Satara, Maharashtra State

**Credit Ratings obtained by the Company - Nil**

## 12. Other Disclosures

### Related Party Transactions

All related party transactions that were entered into during FY 2021-22 were on arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Act and the SEBI Listing Regulations. There were no material significant related party transactions entered into by the Company with Promoters, Directors, KMPs or other designated persons which may have a potential conflict with the interest of the Company at large. The Policy on Related Party Transactions as approved by the Board is uploaded on the Company's website at <http://www.bfutilities.com/pdfs/Related%20Party%20Transactions%20Policy.pdf>

- i) The particulars of transactions between the Company and its related parties are in accordance with Ind AS 24 & set out in Note No.29 to the Accounts. These transactions are in the ordinary course and are not likely to have any conflict with the interest of the Company.
- ii) There were no pecuniary relationships or transactions of the non-executive directors vis-a-vis the Company, other than payment of Board fees/commission and investments (if any) in shares / securities of the Company.
- iii) There were no material transactions of the Company with its promoters, directors, management or their relatives that may have potential conflict with the interest of the Company at large.

### Policy for determining material subsidiary

The Company has identified Nandi Infrastructure Corridor Enterprises Limited as its material Subsidiary on Consolidated Accounts basis.

The Company has adopted a Policy for determining Material Subsidiaries in terms of Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The Policy, as approved by the Board, is uploaded on the Company's website at <http://www.bfutilities.com/pdfs/Policy%20on%20Material%20Subsidiary.pdf>

### Statutory Compliance, Penalties and Strictures

The Company has complied with the requirements of the Stock Exchanges, SEBI and Statutory Authority on all matters related to capital markets. During the last three years, no penalties or strictures have been imposed on the Company by these authorities except as disclosed in the Secretarial Compliance Report issued by SVD & Associates, Company Secretaries is available on the Company's website at [http://www.bfutilities.com/pdfs/Annual\\_Secretarial\\_Compliance\\_Report\\_BFUL\\_FY\\_2021\\_2022.pdf](http://www.bfutilities.com/pdfs/Annual_Secretarial_Compliance_Report_BFUL_FY_2021_2022.pdf) None of the Company's listed securities is suspended from trading.

### Whistleblower Policy and Vigil Mechanism

The Company has adopted a Whistleblower Policy and Vigil Mechanism to provide a formal mechanism to the Directors, employees and other external stakeholders to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides for adequate safeguards against victimisation of employees who avail of the mechanism. No personnel of the Company has been denied access to the Chairperson of the Audit Committee.

The Whistleblower Policy and Vigil Mechanism ensures that strict confidentiality is maintained in such cases and no unfair treatment is meted out to a Whistleblower.

The Whistleblower Policy as adopted by the Company is available on the Company's website at <http://www.bfutilities.com/pdfs/Whistle%20Blower%20Policy.pdf>

### Code of Conduct for Prevention of Insider Trading

The Company has adopted the Model Code of Conduct for Prevention of Insider Trading under the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('Code'). The Code lays down guidelines for procedures to be followed and disclosures to be made while trading in securities of the Company

Mr. B. S. Mitkari, Company Secretary, is the Compliance Officer for ensuring the compliance with and for the effective implementation of the SEBI PIT Regulations and the Code across the Company.

The Company has in place a digital platform for ensuring compliance with the provisions of the SEBI PIT Regulations and the Code of Conduct for Prevention of Insider Trading.

### Other Policies under the SEBI Listing Regulations

**Policy on Retention and Archival of Documents** as required under Regulation 9 of the SEBI Listing Regulations is available on the website of the Company at <http://www.bfutilities.com/pdfs/Policy%20for%20prevention%20of%20Records.pdf>

**Policy on Determination of Materiality of Events/ Information** for Disclosures of Events or Information as per Regulation 30 of the SEBI Listing Regulations is available on the website of the Company at <http://www.bfutilities.com/pdfs/Policy%20for%20determination%20of%20materiality%20of%20events%20information.pdf>

#### **Accounting Treatment in preparation of Financial Statements**

The Company has prepared the Financial Statements in accordance with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the relevant provisions of the Act, as applicable.

#### **CEO/CFO Certification**

The Chief Executive Officer and the Chief Financial Officer have certified to the Board in accordance with Regulation 17(8) read with Part B of Schedule II to the SEBI Listing Regulations pertaining to CEO/CFO certification for the year ended March 31, 2022.

#### **Details of utilisation of funds raised through preferential allotment or qualified institutional placement**

The Company has not raised any funds through preferential allotment or qualified institutional placement during the year under review.

#### **Acceptance of recommendations of Committees by the Board of Directors**

In terms of the SEBI Listing Regulations, there have been no instances during the year under review, when the recommendations of any of the Committees were not accepted by the Board.

#### **Fees paid to G. D. Apte & Co., Statutory Auditors and all entities in the network firm of the Statutory Auditors**

During FY 2021-22, a total fee of Rs.11.80 Lacs (incl. of taxes) was paid by the Company, for all services to G. D. Apte & Co., Statutory Auditors and all entities in the network firm/entity of which they are a part.

#### **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

In terms of provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has formulated a Policy to prevent Sexual Harassment of Women at Workplace. During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

#### **Green Initiative**

In order to enable us to further extend our support towards paperless compliance as a part of Green Initiative in the Corporate Governance, which was introduced by the Ministry of Corporate Affairs (MCA) in the year 2011, the shareholders who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses.

In respect of shares held in physical form, shareholders are requested to register their e-mail addresses with the Company / R & T Agent (with Depository Participants in case of shares held in dematerialized form).

#### **Mandatory Requirements**

The Company has complied with all the mandatory requirements of the SEBI Listing Regulations relating to Corporate Governance, except otherwise disclosed elsewhere in the Annual Report.

**Shareholder Rights:** The quarterly/half-yearly/financial performance of the Company are also available on the Company's website at <http://www.bfutilities.com/Financial%20-%20Results.html>

**Modified opinion(s) in Audit Report:** During the year under review, there was no audit qualification in the Company's Financial Statements. The Company continues to adopt best practices to ensure regime of unmodified audit opinion. The observations given in the Secretarial Audit Report are duly explained in the Director's Report.

**Reporting of Internal Auditor:** The Internal Auditor reports to the Audit Committee

For BF Utilities Limited

Place: Pune  
Date: 28<sup>th</sup> June, 2022

B. B. Hattarki	A. B. Kalyani
Director	Director
DIN: 00145710	DIN: 00089430



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## DECLARATION FOR COMPLIANCE WITH CODE OF CONDUCT

To the members of BF Utilities Limited

I, B. S. Mitkari, Wholetime Director of BF Utilities Limited, hereby declare that all the members of the Board of Directors and the Senior Management personnel have affirmed compliance with the Code of Conduct, applicable to them as laid down by the Board of Directors in terms of Regulation 26(3) of the SEBI Listing Regulations for the year ended March 31, 2022.

For BF Utilities Limited

Place: Pune  
Date: Jun 28, 2022

B. S. Mitkari  
Wholetime Director  
(DIN : 03632549)

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Independent Auditor's Certificate on Compliance with the Corporate Governance requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**The Members**  
BF Utilities Limited

1. We have examined the compliance of conditions of Corporate Governance by BF Utilities Limited ('the Company'), for the year ended March 31, 2022, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time.

**Management's Responsibility**

2. The Management is responsible for ensuring that the Company complies with the conditions of Corporate Governance. This responsibility also includes the design, implementation and maintenance of internal controls and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

**Auditor's Responsibility**

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

**Opinion**

7. Based on our examination as above and to the best of the information and explanations given to us and representations provided by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the Listing Regulations during the year ended March 31, 2022.

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

**Restriction on Use**

9. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Certificate for any events or circumstances occurring after the date of this Certificate.

For G. D. Apte & Co.  
Chartered Accountants  
Firm Registration Number: 100 515W

Anagha M Nanivadekar  
Partner  
Membership Number: 121 007  
UDIN: 22121007ALUFRR1399

Pune, June 28, 2022

**TO THE BOARD OF DIRECTORS OF BF UTILITIES LIMITED  
CERTIFICATION BY CHIEF EXECUTIVE OFFICER/DIRECTOR AND  
CHIEF FINANCIAL OFFICER OF THE COMPANY**

(under Regulation 17 read with Part B of Schedule II of SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

We the undersigned, in our respective capacities as Director, Chief Executive Officer and Chief Financial Officer, of BF Utilities Limited, ("the Company") to the best of our knowledge and belief certify that :

- a) we have reviewed the standalone financial statements and the cash flow statements of BF Utilities Ltd. for the year 2021-22 and that to the best of our knowledge and belief:
  - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by BF Utilities Ltd. during the year 2021-22 which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting of BF Utilities Ltd. and that we have evaluated the effectiveness of the internal control systems of BF Utilities Ltd. pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee, with respect to BF Utilities Ltd.:
  - i) significant changes in internal control over financial reporting during the year;
  - ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statement; and
  - iii) instances of significant fraud of which we are aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Pune  
28<sup>th</sup> June, 2022

**B. S. MITKARI**  
Wholetime Director &  
Company Secretary  
DIN: 03632549

## DIRECTORS' REPORT

FOR THE YEAR ENDED 31<sup>st</sup> March, 2022

To,

The Members,

Your Directors have pleasure in presenting their Twenty second Annual Report on the business and operations of the Company together with Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2022.

### 1. FINANCIAL PERFORMANCE

(Rs. in Million)

Particulars	Standalone		Consolidated	
	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2022	Year ended March 31, 2021
Total Income	249.73	170.19	5342.09	3,938.68
Total Expenditure	203.82	205.48	4311.24	4,139.22
Profit / (Loss) for the year before taxation	45.91	(35.29)	1030.85	(200.54)
Provision for tax (including Deferred Tax)	17.64	(18.12)	99.49	20.40
Profit / (Loss) for the year after taxation	28.27	(17.17)	931.36	(220.94)
Items of other comprehensive income (net of Tax)	5.37	1.06	21.88	11.46
<b>Total</b>	<b>33.64</b>	<b>(16.11)</b>	<b>953.24</b>	<b>(209.48)</b>
Balance of profit / (Loss) from previous year	1,100.71	1,116.82	-	-
Balance available for appropriation	1,134.35	1,100.71	-	-
Appropriations	-	-	-	-
Surplus retained in statement of profit and loss	1,134.35	1,100.71	-	-

### 2. KEY FINANCIAL RATIOS

Details of changes in key financial ratios including significant changes i.e. change of 25% or more as compared to the immediately previous financial year along with detailed explanations:

Particulars	FY 2021-22	FY 2020-21	Explanation for significant change
Debtor Turnover	NA	NA	NA
Inventory Turnover	NA	NA	NA
Interest Coverage Ratio	NA	NA	NA
Current Ratio	0.98	0.87	NA
Debt Equity Ratio	0.16	0.19	NA
Operating Profit Margin (%)	5.70%	-18.39%	NA
Net profit Margin (%)	11.32%	NA	NA

Details of any change in Return on Net Worth as compared to the immediately previous financial year:

Particulars	Standalone		Consolidated	
	2021-22	2020-21	2021-22	2020-21
Return on Net Worth (%)	2.14%	NA	129.51%	NA

Return on net worth is computed as net profit by average net worth. The details for change, if any, in return on net worth are explained in relevant sections above.

### 3. SHARE CAPITAL

The paid-up Equity Share Capital as on 31<sup>st</sup> March, 2022 stood at Rs.188.34 Million. During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity. As on 31<sup>st</sup> March, 2022, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

### 4. DIVIDEND

Your Directors do not recommend any dividend on the equity shares for the year ended 31<sup>st</sup> March, 2022.

### 5. MANAGEMENT DISCUSSION AND ANALYSIS

#### International Scenario

The global wind industry had its second-best year in 2021, with almost 94 GW of capacity added globally, trailing behind the 2020's record growth by only 1.8%.

Europe, Latin America and Africa & Middle East had record years for new onshore installations, but total onshore wind installations in 2021 was still 18% lower than the previous year.

Total global wind power capacity is now up to 837 GW, helping the world avoid over 1.2 billion tons of CO<sub>2</sub> annually.

Wind auction activities bounced back in 2021 with more than 88 GW of wind capacity awarded globally, 153% higher than in 2020.

#### Domestic Scenario

Wind power generation capacity in India has significantly increased in recent years. As of 31 May 2022, the total installed wind power capacity was 40.71 GW, the fourth largest installed wind power capacity in the world. Wind power capacity is mainly spread across the Southern, Western and Northern Western regions.

#### Company's Performance :

The Company ensures maximum capacity utilization by reducing machine downtimes. Preventive and regular maintenance of turbines is done to ensure machine availability. The Company is putting maximum efforts to reduce operating costs.

### 6. COMPANY PERFORMANCE

During the Financial Year under review, on a standalone basis, your Company earned total income of Rs.249.73 Mln. (previous years Rs. 170.19 Mln.). The net profit / (Loss) after tax is Rs.28.27 Mlns. (previous years Rs. (17.17) Mlns.).

During the Financial Year under review, on a consolidated basis, your Company earned total income of Rs.5342.09 Mln. (previous years Rs. 3,938.68 Mln.). The net profit / (Loss) after tax is Rs.931.36 Mlns. (previous years Rs.(220.94) Mlns.).

### 7. BUSINESS OVERVIEW AND OPERATIONS OF THE COMPANY

The working conditions for wind mill continue to be difficult. Despite such problems, the Company was able to generate 21.87 Million (Net) Units of power. The Company is making all efforts to maximize power generation and reduce costs.

### 8. FINANCE AND CREDIT RATING

During the year under review, the liquidity and cash positions were monitored with reinforced focus. Earnings from the cash surplus investments, comprising bank fixed deposits during the year saw a reduction due to the drop in the market interest rates. Nevertheless, utmost importance was given to ensure the safety and liquidity of surplus cash.

Your Company has not done any Credit Rating.

### 9. HUMAN RESOURCES

As on 31<sup>st</sup> March, 2022, the Company has 8 employees. The relations with Company's employees are cordial.

### 10. CONCERNS AND THREATS

- The Company operates in a highly regulated environment. Any change in Government Policies will adversely affect the operations of the Company.
- The Company depends on the service provider for operations and maintenance of Wind Turbines. Certain litigations against the earlier service providers are pending before the judicial / quasi judicial authorities. Unfavourable outcome of these litigations will adversely affect our operations.
- The Company has only one customer for sale of power.

## **11. PROSPECTS FOR THE CURRENT YEAR**

The Company is taking all efforts to improve wind power generation, reduce cost and improve realization.

## **12. BUSINESS RESPONSIBILITY REPORT**

Pursuant to the SEBI Listing Regulations, the Business Responsibility Report initiatives taken from an environmental, social and governance perspective in the prescribed format forms part of this Integrated Annual Report.

## **13. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has adequate internal control systems to ensure operational efficiency and accuracy in financial reporting and compliance of various laws and regulations.

The internal control system is supported by the internal audit process. The internal audit is conducted by a Chartered Accountant in practice. The Audit Committee of the Board reviews the Internal Audit process and the adequacy and effectiveness of internal audit and controls periodically.

## **14. SAFETY, HEALTH AND ENVIRONMENT**

The Company ensures safety of all its employees working at different places. Necessary safety gadgets are provided to the employees requiring the same.

## **15. CAUTIONARY STATEMENT**

Statements in this Report, particularly those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

## **16. SUBSIDIARY COMPANIES**

The Company has four subsidiary companies as on 31<sup>st</sup> March, 2022.

There has been no material change in the business of subsidiaries except as disclosed elsewhere in the Annual Report and accounts of Subsidiaries

The Company's Policy on determining material subsidiaries, as approved by the Board, is uploaded on the Company's website at <http://www.bfutilities.com/pdfs/Policy%20on%20Material%20Subsidiary.pdf>

A report on the financial position of each of the Subsidiaries as per the Act is provided in Form No. AOC-1 attached to the Financial Statements

The details are given in Annexure 'III'

## **17. PARTICULARS OF INFORMATION FORMING PART OF THE BOARD'S REPORT PURSUANT TO SECTION 134 OF THE COMPANIES ACT, 2013, RULE 8 OF THE COMPANIES (ACCOUNTS) RULES, 2014 AND RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

The details are given in Annexure 'IV'

## **18. NUMBER OF MEETINGS OF THE BOARD**

During the year under review, Seven Board Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements), Regulations 2015 hereinafter called "Regulations, 2015".

## **19. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirements of Section 134 (3) and (5) of the Companies Act, 2013, in respect of Directors' Responsibility Statement, your Directors' to the best of their knowledge and ability state that:

- a) in the preparation of the Annual Financial Statements for the year ended 31<sup>st</sup> March 2022, the applicable accounting standards have been followed along with the proper explanation relating to material departures;
- b) accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently. Further judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2022 and of the profit / loss of the Company for the year ended on that date;
- c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- d) the Annual Financial Statements have been prepared on a going concern basis;
- e) proper internal financial controls were in place and that the financial controls were adequate and were operating effectively; and
- f) proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

## 20. A STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 read with Rule (6) of The Companies (Appointment and Qualifications) Rules, 2014 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also confirmed that they have complied with the Code of Independent Directors prescribed in Schedule IV of The Companies Act, 2013.

The Company has laid down a Code for the Board of Directors and Senior Management of the Company. The said Code is available on the website of the Company viz. <http://www.bfutilities.com/pdfs/Code%20of%20Conduct.pdf>

All the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct.

## 21. COMPANY'S POLICY ON DIRECTORS' AND KMP'S APPOINTMENT AND REMUNERATION

Director's appointment and remuneration is done as per the policy for selection and appointment of Directors, Key Managerial Personnel and Senior Management Personnel and their remuneration. The Nomination & Remuneration Policy is available on Company's website <http://www.bfutilities.com/pdfs/Nomination%20and%20Remuneration%20Policy.pdf>

## 22. ACCOUNTS AND AUDIT

### a. Statutory Auditors

M/s. G. D. Apte & Co. Chartered Accountant (Firm Registration No.100515W), are the auditors of the Company and will continue the audit for Financial year 2022-23. The Audit report of M/s. G. D. Apte & Co. on the Financial Statements of the Company for the Financial Year 2021-22 is a part of the Annual Report. The Report does not contain any qualification, reservation, adverse remark or disclaimer

### b. Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. SVD & Associates, Company Secretaries, Pune to undertake the Secretarial Audit of the Company for the year 2021-22. The Report of the Secretarial Audit is annexed herewith as Annexure 'V' to this Report. The Secretarial Audit Report of material subsidiary Nandi Infrastructure Corridor Enterprises Limited is enclosed in Annexure 'VI'

### c. Cost Auditor

The cost audit rules are not applicable to the Company.

### d. Consolidated Accounts

The Consolidated Accounts for the year ended 31<sup>st</sup> March, 2022 are enclosed. Further, a statement containing the salient features of the financial statements of subsidiaries in the prescribed Form AOC-1 is appended as Annexure to Note No.35 which forms part of this Report.

The Company will make the said financial statements and related detailed information available upon the request by any Member of the Company. These financial statements will also be kept open for inspection at the Registered Office of the Company. Pursuant to the provisions of Section 136 of the Companies Act, 2013, the financial statements of the Company, consolidated financial statements along with relevant documents and the financial statements of subsidiaries are available on the website of the Company at <http://www.bfutilities.com/Financial%20-%20Results.html> & <http://www.bfutilities.com/AnnualReports.html>

The Company has adopted a Policy for determining Material Subsidiaries in terms of Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The Policy, as approved by the Board, is uploaded on the Company's website at <http://www.bfutilities.com/pdfs/Policy%20on%20Material%20Subsidiary.pdf>

## 23. EXPLANATION ON COMMENTS ON STATUTORY AUDITORS' AND SECRETARIAL AUDITORS' REPORTS

There are no qualifications, reservations or adverse remarks or disclaimers made by M/s. G. D. Apte & Co., Statutory Auditors, in their Audit Report on standalone accounts and Consolidated Accounts. M/s. SVD &

Associates, Practicing Company Secretary, in their Secretarial Audit Report have made certain qualifications. The auditor's qualifications and Boards explanation thereto are summarized as under:

Auditors Qualifications	Boards' explanation
<p><b>A) Secretarial Audit -</b></p> <p><i>As required under respective Regulations of LODR :</i></p> <ol style="list-style-type: none"> <li><i>As per the revised CSR computation and e-Form CSR-2 filed by the Company there is no unspent amount of CSR obligation for the financial year 2020-2021 (said year) that is required to be transferred to the fund specified in Schedule VII, pursuant to the provisions of sub-section (5) of section 135 of the Act, as was disclosed in the Board's Report of the said year.</i></li> <li><i>The Company has delayed in submission of consolidated financial results under Regulation 33 (3)(b) of LODR for the quarter ended June 30, 2021. Consequently, the Company received notices from BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) both dated September 14, 2021 imposing a fine of Rs.23,600/- each. The Company has duly paid the fine imposed.</i></li> </ol>	<p>The observation is self explanatory</p> <p>The delay was for reasons beyond the control of the Company.</p>

#### 24. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT UNDER SECTION 186

During the year, the Company has not made any investments, other than the Current Investments. The closing balances of investments which would be covered under Section 186 of the Companies Act, 2013, are disclosed in the Schedule of Non-Current Investments in the Financial Statements. The details of loans and guarantees, if any, are disclosed in the financial statement of 2021-22.

#### 25. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013

Pursuant to the provisions of Section 134 of the Companies Act, 2013, read with Rule 8 (2) of the Companies (Accounts) Rules, 2014, the particulars of contracts or arrangements entered into by the Company with Related Parties have been done at arm's length and are in the ordinary course of business. Particulars are being provided in Form AOC - 2 in Annexure 'VII' Related Party Disclosures as per AS -18 have been provided in to Note No.29 to the Standalone Financial Statements.

The Company has formulated a Policy on Related Party Transactions which is available on the Company's website at <http://www.bfutilities.com/pdfs/Related%20Party%20Transactions%20Policy.pdf> . All related party transactions entered into during FY 2021-22 were on arm's length basis and in the ordinary course of business.

All transactions with related parties were reviewed and approved by the Audit Committee. Omnibus approval is obtained for related party transactions which are of repetitive nature and entered in the ordinary course of business and on an arm's length basis. A statement giving details of all related party transactions entered pursuant to omnibus approval so granted is placed before the Audit Committee on a quarterly basis for its review. The related party transactions entered into pursuant to the omnibus approval so granted are also reviewed by the internal audit team on a half-yearly basis.

The details of the transactions with related parties are also provided in the accompanying Financial Statements.

#### 26. STATE OF COMPANY'S AFFAIRS

Discussion on state of Company's affairs has been covered in the Management Discussion and Analysis.

#### 27. AMOUNTS PROPOSED TO BE CARRIED TO RESERVES

Particulars of the amounts proposed to be carried to reserves have been covered as part of the financial performance of the Company.

#### 28. MATERIAL CHANGES AND COMMITMENTS BETWEEN THE DATE OF THE BALANCE SHEET AND THE DATE OF REPORT

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company to which the Financial Statements relate and the date of the report, except as disclosed elsewhere in this report.



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

### Conservation of Energy and Technology Absorption

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 are annexed herewith as Annexure 'VIII' to this report.

## 30. DIVIDEND DISTRIBUTION POLICY :

In term of Regulations 43A of SEBI Listing Regulations, the Board of Directors of the Company has adopted a Dividend Distribution Policy which can be accessed on the website of the Company at <http://www.bfutilities.com/pdfs/Dividend%20Distribution%20Policy.pdf>

## 31. RISK MANAGEMENT POLICY

Risk Management at BF Utilities Ltd. forms an integral part of Management focus.

The Risk Management Committee oversees the risk management process in the Company. The RMC is chaired by an Independent Director and the Chairperson of the Audit Committee is also a member of the RMC.

Some of the risks identified are set out in the Management Discussion and Analysis and this report which forms part of this Integrated Annual Report.

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Audit Committee and the Board of Directors of the Company.

## 32. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Corporate Social Responsibility ('CSR') activities of the Company are governed through the Corporate Social Responsibility Policy ('CSR Policy') approved by the Board. The CSR Policy guides in designing CSR activities for improving quality of life of society and conserving the environment and biodiversity in a sustainable manner. The CSR Committee of the Board oversees the implementation of CSR Projects in line with the Company's CSR Policy. The CSR Policy is available on Company's website <http://www.bfutilities.com/pdfs/Corporate%20Social%20Responsibility%20Policy.pdf>

The Annual Report on CSR activities for FY 2021-22 is enclosed as 'Annexure I' to this Report.

## 33. PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

The details are given in Annexure 'III'

## 34. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There has been no change in the nature of business during the Financial Year under review.

## 35. DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR

### Directors appointed during the year

Name of Director	Designation	Term of appointment
Mr. B. S. Mitkari	Director	Re-appointed with effect from 29 <sup>th</sup> September, 2021, subject to retirement by rotation

### Independent Directors

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and are independent of the management. In terms of Regulation 25(8) of the SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence. The Board of Directors of the Company has taken on record the declaration and confirmation submitted by the Independent Directors after undertaking due assessment of the veracity of the same. They are not liable to retire by rotation in terms of Section 149(13) of the Act.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise in the fields of technology, strategy, finance, engineering and Law, etc. and that they hold highest standards of integrity

The Independent Directors of the Company have confirmed that they have enrolled themselves in the Independent

Directors' Databank maintained with the Indian Institute of Corporate Affairs ('IICA') in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014. They are exempt from the requirement to undertake the online proficiency self-assessment test conducted by IICA.

Details of Familiarisation Programme for the Independent Directors are provided separately in the Corporate Governance Report which forms a part of this Integrated Annual Report.

#### **Key Managerial Personnel ('KMP')**

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

- Mr. B. S. Mitkari CEO / CFO & Company Secretary

#### **Employees designated as Key Managerial Personnel (KMP) during the year**

NIL

#### **Directors and KMP's resigned during the year**

None of the Directors and KMPs resigned during the year ended March 31, 2022.

#### **Procedure for Nomination and Appointment of Directors.**

The 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 condition and compliance requirements.

The 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-a-vis the required competencies and meeting the 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.

The list of core skills, expertise and competencies of the Board of Directors as are required in the context of the businesses and sectors applicable to the Company are identified by the Board and are available with the Board. The Company has also mapped each of the skills, expertise and competencies against the names of the Board Members possessing the same. The same is disclosed in the Corporate Governance Report forming part of this Integrated Annual Report.

#### **Criteria for determining Qualifications, Positive Attributes and Independence of a Director**

The NRC has formulated the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178(3) of the Act and the SEBI Listing Regulations. The relevant information has been given in 'Annexure II' which forms part of this Report. The Policy on Nomination & Remuneration Policy is available on the website of the Company <http://www.bfutilities.com/pdfs/Nomination%20and%20Remuneration%20Policy.pdf>

#### **Board Evaluation**

The Board has carried out the annual evaluation of its own performance and that of its Committees and individual Directors for the year pursuant to the provisions of the Act and the SEBI Listing Regulations.

The performance of the Board and individual Directors was evaluated by the Board after seeking inputs from all the Directors. The criteria for performance evaluation of the Board included aspects such as Board composition and structure, effectiveness of Board processes, contribution in the long-term strategic planning, etc. The performance of the Committees was evaluated by the Board after seeking inputs from the Committee Members. The criteria for performance evaluation are broadly based on the Guidance Note issued by SEBI on Board Evaluation which included aspects such as structure and composition of Committees, effectiveness of Committee Meetings, etc.

The Chairman of the Board had one-on-one meetings with each Independent Director and the Chairman of the NRC had one-on-one meetings with each Executive and Non-Executive, Non-Independent Directors.

In a separate meeting, the Independent Directors evaluated the performance of Non-Independent Directors and performance of the Board as a whole including the Chairman of the Board. The NRC reviewed the performance of the Board, its Committees and of the Individual Directors. The same was discussed in the Board Meeting that followed the meeting of the Independent Directors and the NRC, at which the feedback received from the Directors on the performance of the Board and its Committees was also discussed.

The Company follows a practice of addressing each of the observations and suggestions by drawing up an action plan and monitoring its implementation through the Action Taken Report which is reviewed by the Board of Directors from time to time.

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**36. Directors proposed to be appointed and re-appointed at the ensuing Annual General Meeting**

- 1) Mr. A. B. Kalyani (DIN : 00089430) retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
- 2) Re-appointment of Mr. B. S. Mitkari (DIN : 03632549) as a Wholetime Director of the Company
- 3) Re-appointment of Mr. Shrikrishna K. Adivarekar (DIN 06928271) as an Independent Director of the Company

The brief resumes and other details relating to Directors who are proposed to be re-appointed, as required to be disclosed under 'Regulations 2015', form part of the Notes and Statement setting out material facts annexed to the Notice of the Annual General Meeting.

**37. NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR**

N.A.

**38. DETAILS OF DEPOSITS WHICH ARE NOT IN COMPLIANCE WITH THE REQUIREMENTS OF CHAPTER V OF THE COMPANIES ACT, 2013**

The Company has not accepted Public Deposits under chapter V of The Companies Act, 2013.

**39. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

The Company has neither received nor is aware of any such order from Regulators, Courts or Tribunals during the year.

There are no application made or proceeding pending under the Insolvency and Bankruptcy Code, 2016 as at the end of the financial year, nor has the Company done any one time settlement with any Bank or Financial Institutions.

**40. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Company has suitable internal control system comprising of proper checks and balances, policies and procedures. This includes code of conduct, whistle blower policy, MIS and internal audit mechanism.

The Audit Committee along with Management review the internal audit and internal controls on a regular basis. The internal audit is conducted by an Independent Chartered Accountant.

The Audit Committee deliberated with the members of the management, considered the systems as laid down and met the internal audit team and statutory auditors to ascertain, their views on the internal financial control systems. The Audit Committee satisfied itself as to the adequacy and effectiveness of the internal financial control system as laid down and kept the Board of Directors informed. However, the Company recognises that no matter how the internal control framework is, it has inherent limitations and accordingly, periodic audits and reviews ensure that such systems are updated on regular intervals.

**41. COMPOSITION OF BOARD AND AUDIT COMMITTEE**

The composition of the Board and Audit Committee has been mentioned in the Corporate Governance Report annexed to this Report.

**42. COMPOSITION OF CSR COMMITTEE**

The CSR Committee comprised 3 Members out of which 1 is independent Directors. During the year under review, 1 meeting of the CSR Committee was held, details of which are provided in the Corporate Governance Report. The CSR Policy is available on the website of the Company at <http://www.bfutilities.com/pdfs/Corporate%20Social%20Responsibility%20Policy.pdf>. During the year under review, there were no instances when the recommendations of the CSR Committee were not accepted by the Board.

In view of the loss u/s 198 of the Companies Act, 2013 the Company has no CSR obligations in FY 2021-22.

**43. WHISTLEBLOWER POLICY AND VIGIL MECHANISM**

The Company has formulated and implemented the Whistle Blower Policy / Vigil Mechanism. This has provided a mechanism for directors and employees of the Company and other persons dealing with the Company to report to the Chairman of the Audit Committee; any instance of unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The aforesaid policy has also been uploaded on the Company's website <http://www.bfutilities.com/pdfs/Whistle%20Blower%20Policy.pdf>

**44. CASH FLOW**

A Cash Flow Statement for the year ended 31<sup>st</sup> March 2022 is attached to the Balance Sheet.

#### 45. CORPORATE GOVERNANCE

A report on the Corporate Governance, along with the certificate of compliance from the Auditors, forms part of the Annual Report.

#### 46. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

In terms of provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has formulated a Policy to prevent Sexual Harassment of Women at Workplace. During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. No cases were pending at the beginning of the year and no complaint was pending at the end of the financial year.

The Company has constituted Internal Complaints Committee under the POSH Act and during the year under review, no complaints were received by the Committee

#### 47. REPORTING OF FRAUD

During the year under review, the Statutory 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.

#### 48. AUDITORS

##### 1. Statutory Auditors

At the 21st Annual General Meeting held on 29th September, 2021 M/s. G. D. Apte & Company, Chartered Accountants (Firm Registration No.100515W), were appointed as Statutory Auditors of the Company to hold office till the conclusion of 26th Annual General Meeting to be held in the year 2026.

##### 2. Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. SVD & Associates, Practicing Company Secretaries to undertake the Secretarial Audit of the Company for the year 2021-22. The Secretarial Audit Report is annexed herewith as Annexure "V".

M/s. SVD & Associates, Practicing Company Secretaries have also submitted Secretarial Compliance Report as laid down in SEBI Circular CIR/CFD/CMD1/27/2019 dated 8th February 2019 and have also confirmed that the Company has complied with of all applicable SEBI Regulations and circulars / guidelines issued thereunder, for the Financial Year 2021-22, subject to the observations given therein.

##### 3. SECRETARIAL STANDARDS

During the year under review, the Company has complied with Secretarial Standards issued by The Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013, to the extent applicable.

#### 49. CERTIFICATE FROM PRACTICING COMPANY SECRETARY:

The Company has received a certificate from Mr. Sunny Warghade, Company Secretary confirming that none of the Directors on the Board of the Company have been debarred or disqualified by MCA or SEBI or any such statutory authority from being appointed / continuing as Director and the same is appended as Annexure 'IX' to the Directors' Report.

#### 50. ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2022 is available on the Company's website at <http://www.bfutilities.com>

#### 51. ACKNOWLEDGMENTS

Your Directors wish to place on record, their appreciation for the contribution made and support provided to the Company by the shareholders, employees and bankers, during the year under the report.

For and on behalf of the Board of Directors  
For BF Utilities Limited

B.N. Kalyani  
Chairman

DIN:00089380

B.S. Mitkari  
CEO / CFO / Company  
Secretary

DIN:03632549

Pune

28<sup>th</sup> June, 2022

## ANNEXURE I TO THE DIRECTORS' REPORT

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

[Pursuant to Section 135 of the Companies Act, 2013 ('the Act') & Rules made thereunder]

**1. Brief outline on CSR Policy of the Company:**

BF Utilities Limited ('the Company') is committed to upholding the highest standards of Corporate Social Responsibility ('CSR'). The Company has identified training and education and hygiene as thrust areas for CSR activities.

The Company has framed a CSR Policy in compliance with the provisions of the Act, which is available on the Company's website at <http://www.bfutilities.com/pdfs/Corporate%20Social%20Responsibility%20Policy.pdf>

**2. Composition of CSR Committee as on March 31, 2022:**

Sl. No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. B. B. Hattarki (Chairman)	Independent Director	1	1
2	Mr. B. N. Kalyani	Non-Executive Non-Independent Director	1	0
3	Mr. A. B. Kalyani	Non-Executive Non-Independent Director	1	1

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

<http://www.bfutilities.com/Board%20Committee.html> &

<http://www.bfutilities.com/pdfs/Corporate%20Social%20Responsibility%20Policy.pdf>

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

N.A.

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

Sl. No	Financial Year	Amount available for set-off from preceding financial years (in Rs.)	Amount required to be set-off for the financial year, if any (in Rs.)
Not Applicable			

**5. Average net profit of the Company as per Section 135(5):**

Rs.(8,012,372/-) for the preceding three Financial Years.

6. a) Two percent of average net profit of the Company as per Section 135(5): NIL (Being Loss)  
 b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL  
 c) Amount required to be set-off for the financial year, if any: N.A.  
 d) Total CSR obligation for the financial year (7a+7b-7c): NIL

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

Total Amount Spent for the Financial Year (Rs.in Crores)	Amount Unspent (Rs. in Crores)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
NIL	N.A.	N.A.	N.A.	N.A.	N.A.

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

NIL

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

1	2	3	4	5		6	7	8	
Sl. No	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount spent for the project (in Rs.crore)	Mode of implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District/Area			Name	CSR registration number
NIL									

(d) Amount spent in Administrative Overheads: NIL

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

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

(g) Excess amount for set-off, if any: NIL

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

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135(6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any			Amount remaining to be spent in succeeding financial years (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	
NIL							

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

1	2	3	4	5	6	7	8	9
Sl. No	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting Financial Year (in Rs.)	Cumulative amount spent at the end of reporting Financial Year (in Rs.)	Status of the project - Completed/ Ongoing
Not Applicable								

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

(a) Date of creation or acquisition of the capital asset(s): NA

(b) Amount of CSR spent for creation or acquisition of capital asset: NA

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address, etc: NA

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): As per table below

Assets Description	Date of Creation	Amount (Rs.)	Address
NIL			

**10. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per Section 135(5):**

N.A.

Pune  
28<sup>th</sup> June, 2022

**B.B. Hattarki**  
Chairman CSR Committee  
DIN:00145710

**A.B. Kalyani**  
Director  
DIN:00089430

## ANNEXURE II TO THE DIRECTORS' REPORT

### Criteria for Determining Qualifications, Positive Attributes and Independence of Directors

#### 1. Definition of Independence

1. A director will be considered as an 'Independent Director' ('ID') if the person meets with the criteria for 'Independent Director' as laid down in the Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').
2. The definition of Independent Director is as provided in the Act and Listing Regulations.
3. Ex-employees of a Kalyani Group company may be considered as independent only if he/she has or had no pecuniary relationship with the Company (due to employment/receipt of monthly pension by way of Special Retirement Benefits/holding consultant or advisor positions) during the two immediately preceding financial years or during the current financial year.

#### 2. Qualifications of Directors

1. Boards will ensure that a transparent board nomination process is in place that encourages diversity of thought, experience, knowledge, perspective, age and gender.
2. It is expected that boards have an appropriate blend of functional and industry expertise.
3. While recommending appointment of a director, it is expected that the Nomination and Remuneration Committee ('NRC') consider the manner in which the function and domain expertise of the individual contributes to the overall skill-domain mix of the Board.
4. IDs ideally should be thought/practice leaders in their respective functions/domains.

#### 3. Positive attributes of Directors

Directors are expected to comply with duties as provided in the Act. For reference, the duties of the Directors as provided by the Act are as follows:

1. Act in accordance with the articles of the company.
2. Act in good faith in order to promote the objects of the company for the benefit of its members as a whole and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.
3. Exercise duties with due and reasonable care, skill and diligence and exercise independent judgement.
4. Not be involved in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
5. Not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates.
6. Not assign his office.

On behalf of the Board of Directors

Pune, 28<sup>th</sup> June, 2022

B. N. Kalyani  
Chairman  
(DIN:00089380)

## ANNEXURE III TO THE DIRECTORS' REPORT

### FORM AOC - 1

Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014 Statement containing salient features of the Financial Statement of Subsidiaries / Associate Companies / Joint Ventures

#### Part "A" : Subsidiaries

(Rs. in Lakhs)

Name of the Subsidiary	:	Nandi Infrastructure Corridor Enterprises Limited
The Date since when subsidiary was acquired	:	1 <sup>st</sup> March, 2001
Reporting Period for the subsidiary concerned, if different from the holding company's reporting period	:	1 <sup>st</sup> April, 2021 to 31 <sup>st</sup> March, 2022
Reporting Currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	:	INR
Share Capital	:	10,409.37
Reserves & Surplus	:	485.09
Total Assets	:	17,505.84
Total Liabilities	:	6,611.38
Investments	:	14,003.43
Turnover	:	-
Profit before Taxation	:	(128.23)
Provision for taxation	:	(32.07)
Profit after Taxation	:	(96.16)
Proposed Dividend	:	-
% of shareholding	:	74.52%

(Rs. in Lakhs)

Name of the Subsidiary	:	Nandi Economic Corridor Enterprises Limited
The Date since when subsidiary was acquired	:	1 <sup>st</sup> March, 2001
Reporting Period for the subsidiary concerned, if different from the holding company's reporting period	:	1 <sup>st</sup> April, 2021 to 31 <sup>st</sup> March, 2022
Reporting Currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	:	INR
Share Capital	:	20,904.67
Reserves & Surplus	:	(32,487.43)
Total Assets	:	1,87,534.45
Total Liabilities	:	1,99,117.21
Investments	:	15,969.55
Turnover	:	41,237.32
Profit before Taxation	:	5,068.48
Provision for taxation	:	-
Profit after Taxation	:	5,068.48
Proposed Dividend	:	-
% of shareholding	:	40.41%



(Rs. in Lakhs)

Name of the Subsidiary	:	Nandi Highway Developers Limited
The Date since when subsidiary was acquired	:	1 <sup>st</sup> March, 2001
Reporting Period for the subsidiary concerned, if different from the holding company's reporting period	:	1 <sup>st</sup> April, 2021 to 31 <sup>st</sup> March, 2022
Reporting Currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	:	INR
Share Capital	:	3,750.00
Reserves & Surplus	:	13,575.21
Total Assets	:	20,774.34
Total Liabilities	:	3,449.13
Investments	:	0.06
Turnover	:	8,234.21
Profit before Taxation	:	4,904.28
Provision for taxation	:	850.59
Profit after Taxation	:	4,053.69
Proposed Dividend	:	-
% of shareholding	:	69.53%

(Rs. in Lakhs)

Name of the Subsidiary	:	Avichal Resources Private Limited
The Date since when subsidiary was acquired	:	16 <sup>th</sup> March, 2016
Reporting Period for the subsidiary concerned, if different from the holding company's reporting period	:	1 <sup>st</sup> April, 2021 to 31 <sup>st</sup> March, 2022
Reporting Currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	:	INR
Share Capital	:	1.02
Reserves & Surplus	:	42.22
Total Assets	:	45.10
Total Liabilities	:	1.86
Investments	:	-
Turnover	:	6.60
Profit before Taxation	:	4.89
Provision for taxation	:	-
Profit after Taxation	:	4.89
Proposed Dividend	:	-
% of shareholding	:	100%

For further details refer Note No.35 to the Consolidated Financial Statements

## ANNEXURE IV TO THE DIRECTORS' REPORT

INFORMATION FORMING PART OF THE DIRECTORS' REPORT PURSUANT TO SECTION 134 OF THE COMPANIES ACT, 2013, RULE 8 OF THE COMPANIES (ACCOUNTS) RULES, 2014 AND RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Name of Director/Key Managerial Personnel	Ratio to median remuneration	% increase in remuneration over previous year
<b>Non-Executive Directors</b>		
Mr. B. N. Kalyani	NIL	NIL
Mr. A. B. Kalyani	NIL	NIL
Mr. B. B. Hattarki	NIL	NIL
Ms. A. A. Sathe	NIL	NIL
Mr.S. K. Adivarekar	NIL	NIL
<b>Key Managerial Personnel</b>		
Mr. B. S. Mitkari - Whole time Director	1:1	13%

- A. Percentage increase in the median remuneration of employees in FY 2021-22: 9%
- B. Number of permanent employees on the rolls of the Company as on March 31, 2022:  
Eight
- C. Comparison of average percentile increase in salary of employees other than the managerial personnel and the percentile increase in the managerial remuneration :

Particulars	% change in remuneration
Average increase in salary of employees (other than managerial personnel)	9%
Average increase in remuneration of managerial personnel	13%

- D. **Affirmation:**  
It is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and other employees is as per the Remuneration Policy of the Company.
- E. Statement showing the names of the top ten employees in terms of remuneration drawn and the names of every employee who -
- (i) if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than One Crore Two Lakhs Rupees;  
Mr. B. S. Mitkari - As per the information given in the Corporate Governance Report.
  - (ii) if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than Eight Lakhs Fifty Thousand Rupees per month; - Not applicable
  - (iii) if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the Managing Director or Whole-time Director or Manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company. - Not applicable

On behalf of the Board of Directors

Pune, 28<sup>th</sup> June, 2022

B. N. Kalyani  
Chairman  
(DIN:00089380)

## ANNEXURE V TO THE DIRECTORS' REPORT

Form No. MR-3

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2022

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

And

[Pursuant to Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015]

To,

The Members,  
BF Utilities Limited,  
Mundhwa, Pune Cantonment,  
Pune 411 036

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **BF Utilities Limited** having CIN: L40108PN2000PLC015323 (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013, as amended from time to time (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment , External Commercial Borrowings and Overseas Direct Investment, wherever applicable;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (not applicable to the Company during the audit period);
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 upto August 12, 2021. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 with effect from August 13, 2021 (not applicable to the Company during the audit period);
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 upto August 15, 2021. The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations 2021 with effect from August 16, 2021) (not applicable to the Company during the audit period);
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (not applicable to the Company during the audit period);
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 upto June 10, 2021. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulation, 2021 with effect from June 11, 2021 (not applicable to the Company during the audit period); and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (not applicable to the Company during the audit period).

(vi) The management has identified and confirmed the compliances of the following law as specifically applicable to the Company:

a) The Electricity Act, 2003

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

- (i) Secretarial Standards issued by 'The Institute of Company Secretaries of India'; and
- (ii) The Listing Agreement entered into by the Company with Stock Exchange(s) pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(LODR).

During the year under review, the company has complied with the provisions of the Act, rules, regulations, guidelines, standards etc. mentioned above subject to the following:

1. *As per the revised CSR computation and e-Form CSR-2 filed by the Company there is no unspent amount of CSR obligation for the financial year 2020-2021 (said year) that is required to be transferred to the fund specified in Schedule VII, pursuant to the provisions of sub-section (5) of section 135 of the Act, as was disclosed in the Board's Report of the said year.*
2. *The Company has delayed in submission of consolidated financial results under Regulation 33 (3)(b) of LODR for the quarter ended June 30, 2021. Consequently, the Company received notices from BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) both dated September 14, 2021 imposing a fine of Rs. 23,600/- each. The Company has duly paid the fine imposed.*

**We further report that,**

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Further, in the incidences where, for the purpose of any Board or Committee Meeting, notice, agenda or notes to agenda are circulated with shorter period of less than seven days, all the Directors including Independent Directors have consented to the shorter period of circulation of the same.

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

**We further report that** 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.

**We further report that** during the audit period, there were no specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

FOR SVD & ASSOCIATES  
Company Secretaries

Sheetal S Joshi  
Partner  
FCS No.: 10480  
C P No.: 11635

UDIN: F010480D000526556  
Peer Review No: P2013MH075200

Place: Pune  
Date: June 28, 2022

Note:

*This report is to be read with letter of even date by the Secretarial Auditors, which is annexed as Annexure A and forms an integral part of this report.*

To,

The Members,  
BF Utilities Limited,  
Mundhwa, Pune Cantonment,  
Pune 411 036

Our Secretarial Audit Report of even date is to be read along with this letter.

**Management's Responsibility**

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

**Auditor's Responsibility**

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. We have relied on the documents and evidences provided physically and through electronic mode.
5. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, etc.

**Disclaimer**

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

**FOR SVD & ASSOCIATES**  
Company Secretaries

**Sheetal S Joshi**  
Partner  
FCS No.: 10480  
C P No.: 11635

UDIN: F010480D000526556  
Peer Review No: P2013MH075200

Place: Pune  
Date: June 28, 2022

## ANNEXURE VI TO THE DIRECTORS' REPORT

Form No. MR-3

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2022

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

To,

The Members

**Nandi Infrastructure Corridor Enterprises Limited**

No.1, Midford House, Midford Gardens

Off M.G. Road, Bangalore - 560 001, Karnataka

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

Based on 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under; **(Not applicable to the Company as the Company is an Unlisted Public Company)**
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent applicable;
- (v) 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 other Acts, Laws, Policies and Regulations applicable specifically to the Company.
- (vi) 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; **(Not applicable to the Company as the Company is an Unlisted Public Company)**
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; **(Not applicable to the Company as the Company is an Unlisted Public Company)**
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the Company as the Company is an Unlisted Public Company)**
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company as the Company is an Unlisted Public Company)**
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company as the Company is an Unlisted Public Company)**
  - 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 to the Company as the Company is an Unlisted Public Company)**
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company as the Company is an Unlisted Public Company)** and
  - h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998 **(Not applicable to the Company as the Company is an Unlisted Public Company).**

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

- a) Secretarial Standards issued by The Institute of Company Secretaries of India on Board Meetings (SS-1) and General Meetings (SS-2);
- b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") read with the Listing agreements as entered by the Company with the Stock Exchanges. (Not applicable to the Company as the Company is an unlisted public company).

We have not examined compliance by the Company relating to the applicable financial laws, such as direct and indirect tax laws, since the same have been subject to review by statutory financial audit and other designated professionals.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, and Independent Directors during the Audit Period. The changes in the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

All decisions at Board Meetings and Committee Meetings are carried out unanimously as per the minutes, as duly recorded and signed by the Chairman of the meeting of the Board of Directors or Committees of the Board;

**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.

Place: Bengaluru  
Date: 21-07-2022

**Hari Babu Thota**  
Company Secretary in Practice  
ACS: 17645; CP No.15090  
Peer Review Cert.No.:2210/2022  
UDIN No. A017645D000665314

**Note:** This report is to be read with my letter of even date which is annexed and forms an integral part of this report.

To  
Nandi Infrastructure Corridor Enterprises Limited  
Bengaluru

*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 test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, 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 the compliance of laws, rules and regulations and happening of events etc.*
- (5) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. 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 the efficacy or effectiveness with which the management is conducted the affairs of the Company.*

Place: Bengaluru  
Date: 21-07-2022

**Hari Babu Thota**  
Company Secretary in Practice  
ACS: 17645; CP No.15090  
Peer Review Cert.No.:2210/2022  
UDIN No. A017645D000665314



## ANNEXURE VII TO THE DIRECTORS' REPORT

### Form No. AOC-2

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

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

#### 1. Details of contracts or arrangements or transactions not at arm's length basis

a.	Name(s) of the related party and nature of relationship	Nil
b.	Nature of contracts/arrangements/transactions	Nil
c.	Duration of the contracts/arrangements/transactions	Nil
d.	Salient terms of the contracts or arrangements or transactions including the value, if any	Nil
e.	Justification for entering into such contracts or arrangements or transactions	Nil
f.	Date(s) of approval by the Board	Nil
g.	Amount paid as advances, if any	Nil
h.	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	Nil

#### 2. Details of material contracts or arrangement or transactions at arm's length basis

a.	Name(s) of the related party and nature of relationship	Bharat Forge Limited
b.	Nature of contracts / arrangements / transactions	Sale of Wind Power
c.	Duration of the contracts / arrangements / transactions	On going basis from April 1, 2020
d.	Salient terms of the contracts or arrangements or transactions including the value, if any	In tune with market parameters, Estimated annual value of Rs.500 Million
e.	Date(s) of approval by the board, if any	N.A.
f.	Amount paid as advances, if any	Nil

For BF Utilities Limited

Pune  
28<sup>th</sup> June, 2022

**B.B. Hattarki**  
Director  
DIN:00145710

**A.B. Kalyani**  
Director  
DIN:00089430

## ANNEXURE VIII TO THE DIRECTORS' REPORT

Information as per Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 forming part of the Directors' Report for the year ended 31<sup>st</sup> March, 2022.

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

#### A. Conservation of Energy and Technology Absorption

- i) Steps taken for Conservation of Energy :  
The operations of the Company do not consume much energy
- ii) Steps taken for utilizing alternate source of energy ;  
The Company is in the business of generating wind energy.
- iii) The Capital Investment on energy conservation equipment :  
Nil during the year under reference.

#### B. Technology Absorption :

- i) Efforts made towards technology absorption : N.A.
- ii) The benefits derived like product improvement, cost reduction, product development, import substitution : N.A.
- iii) In case imported technology (imported during the last 3 years reckoned from the beginning of the financial year) :

Details of Technology imported (product)	Year of Import	Has technology been fully absorbed	If not fully absorbed, areas where absorption has not taken place and the reasons thereof
NIL	NIL	NIL	NIL

- iv) Expenditure on Research and Development : NIL.

#### C. Foreign Exchange Earning and Outgo :

- (a) Activities relating to Exports, initiatives taken to increase exports, development of new export markets for products and services and export plans : N.A.
- (b) Total foreign exchange earnings and outgo for the financial year is as follows:
  - i) Total Foreign Exchange earning : NIL  
Total Foreign Exchange outgo : NIL

## ANNEXURE IX TO THE DIRECTORS' REPORT

### CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of  
BF Utilities Limited  
Mundhwa,  
Pune Cantonment,  
Pune - 411 036

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of BF Utilities Limited having CIN L40108PN2000PLC015323 and having registered office at Mundhwa, Pune Cantonment, Pune - 411 036 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	BABASAHEB NEELKANTH KALYANI	00089380	15/09/2000
2	AMIT BABASAHEB KALYANI	00089430	01/08/2005
3	BHALCHANDRA BASAPPA HATTARKI	00145710	16/06/2001
4	AARTI ARUN SATHE (INDEPENDENT)	06925030	31/03/2015
5	SHRIKRISHNA KIRAN ADIVAREKAR	06928271	30/05/2018
6	BHALCHANDRA SHANKAR MITKARI	03632549	01/04/2019

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

Place: Pune  
Date : 13<sup>th</sup> June, 2022

Signature:  
Name: Sunny Arun Warghade  
Membership No.: 30072  
CP No.: 11426  
UDIN: A030072D000488134

## BUSINESS RESPONSIBILITY REPORT

### SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1. Corporate Identity Number (CIN): L40108PN2000PLC015323
2. Name of the Company: BF Utilities Limited
3. Registered address: Mundhwa, Pune Cantonment, Pune - 411 036, Maharashtra, India
4. Website: www.bfutilities.com
5. E-mail id: Secretarial@bfutilities.com
6. Financial Year reported: 2021-22
7. Sector(s) that the Company is engaged in (industrial activity code-wise):

BF Utilities Limited is in the business of Wind Power Generation and Infrastructure

*Industrial Group	Description
N.A.	Wind Power Generation

8. List three key products/services that the Company manufactures/provides (as in balance sheet)

Sr. No.	Name and Description of main products/services
1	Wind Power

9. Total number of locations where business activity is undertaken by the Company:

(a) Number of International Locations (Provide details of major 5):

NIL

(b) Number of National Locations:

Padekarwadi, Ghatewadi, Pawangaon, Maloshi and Kadve Khurd Dist- Satara, Maharashtra State.

10. Markets served by the Company - Local/State/National/ International:

Local market in India.

### SECTION B: FINANCIAL DETAILS OF THE COMPANY

1. Paid up Capital: Rs.18.83 Crores
2. Total Turnover: Rs.24.97 Crores
3. Total Profit / (Loss) after Taxes: Rs.2.83 Crores
4. Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%):  
In view of the low profit / loss, Company is not liable to undertake any CSR Activities.
5. List of activities in which expenditure in 4 above has been incurred:  
N.A.

### SECTION C: OTHER DETAILS

1. Subsidiary Company/Companies  
Yes, the Company has 3 (Three) direct and 1 (One) indirect subsidiary companies as on March 31, 2022.
2. Participation of Subsidiary Company/Companies participate in the BR Initiatives of the parent Company? If yes, then indicate the number of such subsidiary Company(s).  
Given the current size and scale of operations, subsidiary companies, as of now, are not engaged in BR initiatives process of the Company.
3. Participation of any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with; participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]  
No, other entities with whom the Company does business with viz. suppliers, distributors etc. do not participate in the BR initiatives of the Company.

## SECTION D: BR INFORMATION

### 1. Details of Director/Directors responsible for BR

#### (a) Details of the Director/Directors responsible for implementation of the BR policy/policies

DIN : 00089430  
 Name : Mr. A. B. Kalyani  
 Designation : Director

#### (b) Details of the BR head

Sr. No.	Particulars	Details
1	DIN	00089430
2	Name	Mr. A. B. Kalyani
3	Designation	Director
4	Telephone Number	+91 77190 04777
5	E-mail Id	Secretarial@bfutilities.com

### 2. Principle-wise (as per NVGs) BR Policy/policies?

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These are as under:

- P1 - Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.
- P2 - Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.
- P3 - Businesses should promote the well-being of all employees.
- P4 - Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.
- P5 - Businesses should respect and promote human rights.
- P6 - Businesses should respect, protect and make efforts to restore the environment.
- P7 - Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.
- P8 - Businesses should support inclusive growth and equitable development.
- P9 - Businesses should engage with and provide value to their customers and consumers in a responsible manner.

#### (a) Details of compliance (Reply in Y/N)

Sr. No.	Questions	Business Ethics	Product Responsibility	Wellbeing of Employees	Stakeholder Engagement and CSR	Human Rights	Environment	Public Policy	CSR	Customer Relations
		P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1	Do you have a policy/policies for	Y	NA	Y	N	N	N	N	Y	N
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	NA	N	NA	NA	N.A	NA	N	NA
3	Does the policy conform to any national/international standards? If yes, specify?	The policies are in line with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.								
4	Has the policy being approved by the Board? If yes, has it been signed by MD/owner/CEO/appropriate Board of Directors?	The mandatory Polices under Indian laws and regulations have been adopted by the Board and signed by the Director.								

5	Does the Company have a specified committee of the Board/Director/Official to oversee the implementation of the policy?	The Company has a well-established internal governance structure to ensure implementation of various policies. We review the implementation of policies through our internal audit, risk management process, monitoring of KPI's in-line with established Policies.
6	Indicate the link for the policy to be viewed online?	Mandatory Policies viz. CSR Policy, Insider Trading Policy, Code of Conduct are available on Company's website. All other policies are available at the Registered Office.
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Yes. Policies are communicated to internal stakeholders and the same are available at the Registered Office. Wherever required, the Policies are also communicated to our external stakeholders and are made available on Company's website.
8	Does the Company have in-house structure to implement the policy/policies?	Yes. We have an in-house structure with clearly defined roles and responsibilities which periodically reviews implementation of various policies under the aegis of Internal Risk Management Framework, Internal Audits and review of KPI's at various levels of management.
9	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/policies?	Yes. Each of the Policies formulated by the Company have an in-built grievance and redressal mechanism.
10	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Policies are subject to internal and external audits as part of certification process and ongoing periodic assessments where ever required.

(b) If answer to the question at serial number 1 against any principle is 'No', please explain why: (Tick upto 2 options)

Sr. No.	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1	The Company has not understood the Principles	-	-	-	-	-	-	-	-	-
2	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles	-	-	-	-	-	-	-	-	-
3	The Company does not have financial or manpower resources available for the task	-	-	-	-	-	-	-	-	-
4	It is planned to be done within next 6 months	-	-	-	-	-	-	-	-	-
5	It is planned to be done within the next 1 year	-	-	-	-	-	-	-	-	-
6	Any other reason (please specify)	-	-	-	This clause is not applicable considering nature of business.				-	The Company is always responsive to its customer needs.

### 3. Governance related to BR

(a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR Performance of the Company. Within 3 months, 3-6 months, Annually, more than 1 year.

Annually.

(b) Does the Company publish a BR or a Sustainability Report? What is hyperlink for viewing this report? How frequently it is published ?

No.

#### SECTION E: PRINCIPLE-WISE PERFORMANCE

**Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability**

1. Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/No. Does it extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/ Others?

Yes. It extends to outside Company to the extent applicable.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

During the year under review, the Company has not received any complaint under the investigation mechanism.

**Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle**

1. List upto 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities

Considering nature of our business, these clauses are not applicable.

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):

(a) Reduction during sourcing/production/distribution achieved since the previous year throughout the value chain?

(b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

3. Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

4. Has the Company taken any steps to procure goods and services from local and small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

5. Does the Company have a mechanism to re-cycle products and waste? If yes, what is the percentage of re-cycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

Considering nature of business, these clauses are not applicable

**Principle 3: Businesses should promote the well-being of all employees**

1. Please indicate the total number of employees

Total number of employees: 8

2. Please indicate the total number of employees hired on temporary/contractual/casual basis:

Total number of employees hired on temporary/contractual/ casual basis: NIL

3. Please indicate the number of permanent women employees:

Number of permanent women employees: 2

4. Please indicate the number of permanent employees with disabilities:

Number of permanent employees with disabilities: NIL

5. Do you have an employee association that is recognized by Management?

No.

6. What percentage of your permanent employees is members of this recognised employee association?

N.A.

7. Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending as at the end of the financial year

Sr.No.	Category	No. of complaints filed during the financial year	No. of complaints pending as on end of the financial year
1.	Child labour/forced labour/ Involuntary labour	Nil	Nil
2.	Sexual Harassment	Nil	Nil
3.	Discriminatory Employment	Nil	Nil

8. What percentage of your under mentioned employees were given safety and skill up-gradation training in the last year?

- Permanent Employees- 10%
- Permanent Women Employees- NIL
- Casual/Temporary/Contractual Employees- NIL
- Employees with Disabilities- NA

**Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.**

1. Has the Company mapped its internal and external stakeholders? Yes/No

Yes

2. Out of the above, has the Company identified the disadvantaged, vulnerable and marginalized stakeholders?

NIL

3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders? If so, provide details thereof, in about 50 words or so.

NIL

**Principle 5: Businesses should respect and promote human rights**

1. Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?

The Company does not have a stated Human Rights Policy.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

Except to the extent specifically stated elsewhere in Annual Report, during the year under review, the Company has not received any complaint from any stakeholders.

**Principle 6: Businesses should respect, protect and make efforts to restore the environment**

1. Does the policy related to Principle 6 cover only the Company or extends to the Group/Joint Ventures/ Suppliers/Contractors/NGOs/others?

N.A.

2. Does the Company have strategies/initiatives to address global environmental issues such as climate change, global warming, etc.? Yes/No If yes, please give hyperlink for webpage etc.

The Company generates Wind Energy and thereby addresses these issues.

3. Does the Company identify and assess potential environmental risks? Y/N

No

4. Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?

No.

5. Has the Company undertaken any other initiatives on clean technology, energy efficiency, renewable energy, etc.? Y/N. If yes, please give hyperlink for web page etc.

No.



6. Are the Emissions/Waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?

N.A.

7. Number of show cause/legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as at end of the Financial Year.

NIL

**Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner**

1. Is your Company is a member of any trade and chamber or association? If Yes, name only those major ones that your business deals with:

No

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes, specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy Security, Water, Food Security, Sustainable Business Principles, Others)

No.

**Principle 8: Businesses should support inclusive growth and equitable development**

1. Does the Company have specified programmes/ initiatives/projects in pursuit of the policy related to Principle 8? If yes, details thereof.

The Company has CSR Policy

2. Are the programmes/projects undertaken through inhouse team/own foundation/external NGO/ government structures/any other organization?

Currently in view of the losses it is not mandatory.

3. Have you done any impact assessment of your initiative?

No.

4. What is your Company's direct contribution to community development projects - Amount in INR and the details of the projects undertaken?

The Company is evaluating various areas/projects.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words or so.

N.A.

**Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner**

1. What percentage of customer complaints/consumer cases are pending as on the end of Financial Year.

NIL

2. Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. /Remarks (additional information)

N.A.

3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior during the last five years and pending as at the end of Financial Year. If so, provide details thereof, in about 50 words or so.

No.

4. Did your Company carry out any consumer survey/ consumer satisfaction trends?

No.

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# Standalone Financial Statements

## INDEPENDENT AUDITORS' REPORT

To  
The Members of  
BF Utilities Limited,  
Pune.

### Report on the Audit of the Standalone Financial Statements

#### 1. Opinion

We have audited the accompanying standalone financial statements of BF Utilities Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including other comprehensive income), statement of Changes in Equity and statement of Cash Flows for the year then ended and notes to the financial statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'the Standalone 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 Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, the profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

#### 2. Basis for Opinion

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

#### 3. Emphasis of Matter

We draw attention to the following matters in the Notes to the Standalone Financial Statements:

- a) Certain litigations by and against the Company and subsidiaries of the Company are pending in various Courts and the matter is subjudice. The company shall review and if required carry out necessary accounting adjustments after the final outcome of the cases.
- b) The Subsidiaries viz. Nandi Infrastructure Corridor Enterprises Ltd. (NICE) and Nandi Economic Corridor Enterprises Ltd. (NECE) have not yet submitted their audited financial statements for the year ended March 31, 2022 to the Company. The Company will publish consolidated financial statements, once the audited financial statements are made available by the subsidiary companies.

Our opinion is not modified in respect of these matters.

#### 4. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements 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. For the matter given below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matter to be communicated in our report.

Sr. no.	Key Audit Matter	Auditor's response
1.	<b>Management's judgement in respect of Impairment testing of investment in Subsidiary having negative net worth</b> Nandi Economic Corridor Enterprises Ltd. (NECE), which is subsidiary of the company, is in the process of finalising the accounts for the financial year ended 31st March, 2022. However, negative net worth is observed based on the information available with the company.	The audit procedures that were performed are as under: <ul style="list-style-type: none"><li>● We have reviewed the reasonableness of the projected revenue, expenses, and the net present value of the cash flows (NPV) of the subsidiary and discount rate involved on the basis of the projected financial statements.</li><li>● We have also compared the NPV with carrying amounts of the asset in order to ascertain</li></ul>

Sr. no.	Key Audit Matter	Auditor's response
	Management of NECE has applied key judgements in estimating the discounted future cash flows. Considering the discounted future cash flows and explanations, the company's management is of the view that there is no impairment adjustment required in the value of investment in subsidiary company. Refer Note. 42 to the Standalone Financial Statement.	<p>adequacy of judgement of impairment testing.</p> <ul style="list-style-type: none"> <li>● Our procedures did not reveal any material concerns in respect of impairment testing of investment in subsidiary.</li> </ul>

#### 5. Information Other than the Standalone 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 Management Discussion and Analysis, Corporate Governance and Directors' Report, but does not include the Standalone Financial Statements and our auditor's report thereon. The other information as stated above is expected to be made available to us after the date of this report.

Our opinion on the Standalone Financial Statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information identified above and in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

Upon reading of the other information made available to us, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

#### 6. Responsibilities of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ("Ind AS") specified under Section 133 of the Act read with the 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 of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

In preparing the Standalone Financial Statements, Board of Directors 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 Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

#### 7. Responsibilities of Auditor for the Audit of the Standalone Financial Statements

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also

responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to the Standalone Financial Statements and the operating effectiveness of such controls.

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

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone 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 standalone 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 March 31, 2022 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## 8. Other Matter

The standalone financial statements of the company for the year ended March 31, 2021 were audited by predecessor auditor viz. Joshi Apte & Co., Chartered Accountants who expressed an unmodified opinion on those statements vide their audit report dated June 14, 2021.

Our opinion is not modified in respect of this matter.

## 9. Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1," a statement on the matters specified in paragraphs 3 and 4 of the said Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flow 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 Indian Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules 2015, as amended.
  - (e) On the basis of the written representations received from the directors as on March 31, 2022, and taken on record by the Board of Directors, none of the director is disqualified as on March 31, 2022, from being appointed as a director in terms of Section 164 (2) of the Act.

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- (f) With respect to the adequacy of the internal financial controls with reference to Standalone Financial Statements of the company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report.
- (g) The managerial remuneration has been paid and provided in accordance with the provisions of Section 197 and Schedule V 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 - Refer Note 24 to the financial statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. The management has represented that to the best of its knowledge or belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies) including foreign entities (intermediaries) with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - v. The management has represented that to the best of its knowledge or belief, no funds have been received by the company from any other person(s) or entity(ies) including foreign entities (funding parties) with the understanding, whether recorded in writing or otherwise, that the company shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - vi. Based on the audit procedures considered reasonable and appropriate in the circumstances carried out by us, nothing has come to our notice that has caused us to believe that the representation under clause (iv) & (v) contain any material misstatements.
  - vii. The Company has neither declared nor paid any dividend during the year.

For G. D. Apte & Co.  
Chartered Accountants  
Firm Registration Number: 100515W

Anagha M. Nanivadekar  
Partner  
Membership Number: 121 007  
UDIN: 22121007AJWVYG9834

Place: Pune  
Date: May 30, 2022

## ANNEXURE "1" TO THE INDEPENDENT AUDITORS' REPORT

(referred to in Paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' section of our report to the members of the BF Utilities Ltd. of even date).

- i. (a) (A) The company has maintained proper records showing full particulars including quantitative details and situation of Property, plant and equipment.  
(B) According to the information and explanations given to us and based on the examination of the records of the company, the company does not have any intangible assets as at March 31, 2022 and as such reporting under clause i(a)(B) of the Order is not applicable to the company.
- (b) The Company has carried out physical verification of significant items of its property, plant and equipment during the year and no materials discrepancies were noticed on such verification. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and nature of its assets.
- (c) According to the information and explanations given to us and based on the examination of registered documents provided to us, we report that, the title deeds of immovable properties as disclosed in the Standalone Financial Statements, are held in the name of the Company, subject to correction in the revenue record in respect of land admeasuring 65.75 Acres situated at Boposhi, District Satara which is under litigation.
- (d) During the year, the Company has not revalued its Property, plant and equipment.
- (e) According to the information and explanations given to us, we report that no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii. (a) (1) The Company has carried out physical verification of inventories in the nature of spare parts during the year and no materials discrepancies were noticed on such verification. In our opinion, the periodicity of physical verification is reasonable.  
(2) Based on the information and explanations provided to us and based on the audit procedures conducted by us, we report that, the inventories of renewable energy certificates (RECs) have been verified electronically on web portal of "Renewable Energy Certificate Registry of India" as at March 31, 2022, since the same are not physically verifiable, considering the nature of inventories. We report that, we did not observe any material discrepancies therein.
- (b) Based on the audit procedures conducted by us and according to the information and explanations given to us, we report that the Company has not been sanctioned any working capital limits from banks or financial institutions during the year. As such, reporting under paragraph 3 (ii)(b) of the Order is not applicable to the Company.
- iii. Based on the audit procedures conducted by us and according to the information and explanations provided to us, during the year the company has not made any investments in or has not provided any guarantee or security or has not granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. As such, reporting under paragraph 3 (iii) (a) to (f) of the Order are not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 of the Act. The provisions of section 186 of the Act, except sub-section 1 are not applicable to the Company being company providing infrastructural facilities as specified in Schedule VI to the Act. We further report that provisions of sub-section 1 of section 186 are complied with.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits to which the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules made there under apply. According to the information and explanations given to us, no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal.
- vi. The maintenance of cost records is not applicable to the company pursuant to the provisions of sub-section (1) of section 148 of the companies Act, 2013.
- vii. (a) The company is generally regular in depositing the undisputed statutory dues including provident fund, income tax, employees state insurance, sales tax, service tax, duty of customs, duty of excise, value added tax, goods and services Tax, cess and other material statutory dues as applicable with appropriate authorities.

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According to the information and explanations given to us and on the basis of examination of the books of account and the records of the Company, we report that there were no undisputed statutory dues as at the last day of the financial year which were outstanding for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and on the basis of examination of books of account and records of the company, we report that there are no dues in respect of provident fund, income tax, employees state insurance, sales tax, service tax, duty of customs, duty of excise, value added tax, goods and services Tax, cess and other material statutory dues which have not been deposited on account of any dispute.

viii. According to the information and explanations given to us and on the basis of examination of books of account and records of the company, we report that there are no transactions, which were not recorded in the books of account but have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

- ix. (a) The company has not defaulted in repayment of interest free inter corporate loans repayable on demand. According to the information and explanations given to us, such loans have not been demanded for repayment. The company has not taken any loans from banks or financial institutions.

The company has not defaulted in repayment of other borrowings, being amount of Sales Tax Deferral obligation.

- (b) According to the information and explanations given to us and on the basis of examination of books of account and records of the company, we report that the company has not been declared to be a wilful defaulter by any lender.

- (c) According to the information and explanations given to us and on the basis of examination of books of account and records, the company has not availed term loans during the year. As such, reporting under clause 3(ix)(c) shall not be applicable.

- (d) During the year, the company has not raised any loans from banks or financial institutions and as such reporting under clause 3(ix)(d) is not applicable.

- (e) According to the information and explanations given to us and on the basis of examination of books of account and records, we report that the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

- (f) During the year, the company has not raised any loans on the pledge of securities held in any of its subsidiaries, and as such reporting under the clause 3(ix)(f) of the Order is not applicable.

- x. (a) During the year, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments). As such, reporting under clause 3(x)(a) is not applicable.

- (b) The company has not made any preferential allotment or private placement of shares during the year. As such reporting under clause 3(x)(b) is not applicable.

- xi. (a) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the Standalone Financial Statements and as per the information and explanations given by the management, we report that no fraud by the Company or any fraud on the company has been noticed or reported during the year.

- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors 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, we report that, no whistle-blower complaints were received during the year by the company.

xii. The Company is not a Nidhi Company within the meaning of Section 406 of the Act. As such, reporting under clause 3 (xii) (a) to (c) is not applicable.

xiii. Based upon the audit procedures performed and as per the information and explanations given to us, we report that the transactions with the related parties are in compliance with Sections 177 and 188 of the Act where



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applicable and the details as required by the applicable Indian Accounting Standards have been disclosed in the Standalone Financial Statements.

- xiv. (a) In our opinion, the internal audit system of the company is commensurate with the size and nature of its business.
- (b) The reports of internal auditors for the year under audit have been considered by us.
- xv. Based upon the audit procedures performed by us and according to the information and explanations given to us, we report that the Company has not entered into any non-cash transactions of the nature as described in Section 192 of the Act.
- xvi. (a) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934). Accordingly, the provisions of clause (xvi (a)) of the Order are not applicable to the company.
- (b) The company has not conducted any Non-Banking Financial or Housing Finance activities during the year.
- (c) The Company would not be classified as a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (d) According to the information and explanation given to us, the group has two Core Investment Companies as defined in Core Investment Companies (Reserve Bank) Directions, 2016.
- xvii. On the basis of examination of books of account and records of the company and overall examination of the Standalone Financial Statements, we report that the Company has not incurred cash losses in the financial year 2021-22 or in the immediately preceding Financial Year 2020-2021.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause 3 (xviii) is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- xx. In our opinion and according to information and explanation provided to us and based on the audit procedures carried out by us, we report that the Company is not required to incur expenditure on Corporate Social Responsibility (CSR) under section 135 of the Act, since the Company does not satisfy any of the criteria of applicability of CSR provisions as specified under section 135 of the Act. Accordingly reporting under clause 3(xx) of the Order is not applicable to the Company.

For G. D. Apte & Co.  
Chartered Accountants  
Firm Registration Number: 100515W

Anagha M. Nanivadekar  
Partner  
Membership Number: 121 007  
UDIN: 22121007AJWVYG9834

Place: Pune  
Date: May 30, 2022

## ANNEXURE "2" TO THE INDEPENDENT AUDITORS' REPORT

Annexure-2 to the Independent Auditor's Report of even date on the Standalone Financial Statements of the BF Utilities Ltd.

Report on the Internal Financial Controls with reference to Standalone Financial Statements under clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 ("the Act").

To the Members of BF Utilities Limited

We have audited the internal financial controls with reference to BF Utilities Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

### Responsibilities of Management 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 the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Responsibilities of Auditor

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Standalone Financial Statement based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to Standalone Financial Statements, 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 with reference to Standalone Financial Statements were established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system with reference to Standalone Financial Statements.

### Meaning of Internal Financial Controls over Financial Reporting with reference to Standalone Financial Statements

A Company's internal financial control over financial reporting with reference to Standalone Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting with reference to Standalone Financial Statements 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 standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone financial statements.

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## **Inherent Limitations of Internal Financial Controls over Financial Reporting with reference to Standalone Financial Statements**

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

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to Standalone Financial Statements and such internal financial controls were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note issued by the ICAI.

For G. D. Apte & Co.  
Chartered Accountants  
Firm Registration Number: 100515W

Anagha M. Nanivadekar  
Partner  
Membership Number: 121 007  
UDIN: 22121007AJWVYG9834

Place: Pune  
Date: May 30, 2022

## Balance Sheet as at 31<sup>st</sup> March, 2022

	Note No.	As at 31 <sup>st</sup> March, 2022 Million Rs.	As at 31 <sup>st</sup> March, 2021 Million Rs.
<b>ASSETS</b>			
<b>I Non-current assets</b>			
(a) Property, plant and equipment	2	45.40	65.40
(b) Financial assets			
(i) Investments	3	1,106.54	1,102.46
(ii) Other financial assets	4	1.12	1.12
(c) Deferred tax assets (Net)	5	16.02	12.74
(d) Income tax assets (net)		-	11.94
(e) Other non current assets	6	370.00	370.00
		<u>1,539.08</u>	<u>1,563.66</u>
<b>II Current assets</b>			
(a) Inventories	7	0.38	0.70
(b) Financial assets			
(i) Investments	3	4.03	3.17
(ii) Trade receivables	8	0.30	-
(iii) Cash and cash equivalents	9	16.07	83.42
(iv) Bank balances other than (iii) above	9	286.50	241.20
(v) Other financial assets	4	12.92	15.66
(c) Other current assets	6	4.72	5.30
		<u>324.92</u>	<u>349.45</u>
<b>Total assets</b>		<u><u>1,864.00</u></u>	<u><u>1,913.11</u></u>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity share capital	10	188.34	188.34
(b) Other equity	11	1,134.35	1,100.71
<b>Total equity</b>		<u>1,322.69</u>	<u>1,289.05</u>
<b>I Non-current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	12	-	10.76
(ii) Other financial liabilities	13	210.10	210.10
(c) Other non-current liabilities	14	-	0.34
(d) Provisions	16	0.61	0.59
<b>Total Non-current liabilities</b>		<u>210.71</u>	<u>221.79</u>
<b>II Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	12	209.16	238.49
(ii) Trade payables	15		
Total outstanding dues of Micro enterprises and small enterprises		0.79	0.04
Total outstanding dues of Creditors other than Micro enterprises and small enterprises		25.55	74.39
(iii) Other financial liabilities	13	1.48	1.09
(b) Income tax liabilities (net)		6.54	-
(c) Other current liabilities	14	1.74	2.96
(d) Provisions	16	85.34	85.30
<b>Total current liabilities</b>		<u>330.60</u>	<u>402.27</u>
<b>Total liabilities</b>		<u>541.31</u>	<u>624.06</u>
<b>Total equity and liabilities</b>		<u><u>1,864.00</u></u>	<u><u>1,913.11</u></u>
Summary of significant accounting policies	1		

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date  
For G.D. Apte & Co.  
Chartered Accountants  
ICAI Firm Registration No.: 100515W

For and on behalf of the Board of Directors of BF UTILITIES LIMITED  
CIN : L40108PN2000PLC015323

Anagha M Nanivadekar  
Partner  
Membership No.: 121007

B. B. HATTARKI  
Director  
DIN : 00145710

B. S. MITKARI  
Director, CEO,  
CFO & Company Secretary  
DIN : 03632549

Pune, 30 May, 2022

Pune, 30 May, 2022

## Statement of Profit and loss for the year ended 31<sup>st</sup> March 2022

	Note No.	Year ended 31 <sup>st</sup> March, 2022 Million Rs.	Year ended 31 <sup>st</sup> March, 2021 Million Rs.
<b>Income</b>			
I. Revenue from operations	17	183.78	145.87
II. Other income	18	65.95	24.32
III. Total income (I + II)		249.73	170.19
<b>IV. Expenses</b>			
Changes in inventories	19	0.32	0.31
Employee benefits expense	20	18.70	13.79
Finance costs	21	2.10	5.60
Depreciation and amortization expenses	2	20.19	35.65
Other expenses	22	162.51	150.13
Total expenses (IV)		203.82	205.48
V. Profit / (Loss) before exceptional items and tax(III-IV)		45.91	(35.29)
VI. Exceptional items		-	-
VII. Profit / (Loss) before tax (V + VI)		45.91	(35.29)
<b>VIII. Tax expense :</b>			
(a) Current tax			
- pertaining to profit for the year		18.80	-
- MAT Credit utilised in relation to earlier years		(10.60)	-
Tax for the year		8.20	-
(b) (Excess) / Short provision of earlier years		12.64	(6.40)
(c) Deferred tax		(3.20)	(11.72)
Total Tax expense		17.64	(18.12)
IX. Profit / (Loss) for the year (VII-VIII)		28.27	(17.17)
<b>X. Other Comprehensive Income</b>			
(a) Items that will not be reclassified to Profit or Loss :			
Gain/ (Loss) on Remeasurement of the defined benefit plans		0.35	0.32
Gain/ (Loss) on fair valuation of financial instruments		4.93	1.02
		5.28	1.34
Income Tax on above		(0.09)	0.28
		5.37	1.06
(b) Items that will be reclassified to Profit or Loss			
Total Other comprehensive Income/ (loss)		5.37	1.06
XI. Total comprehensive income for the year (IX + X)		33.64	(16.11)
<b>XII. Earnings / (Loss) per share:</b>			
(Face value per equity share Rs.5)			
Basic & Diluted	23	0.75	(0.46)
Summary of significant accounting policies	1		

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date

For G.D. Apte & Co.

Chartered Accountants

ICAI Firm Registration No.: 100515W

Anagha M Nanivadekar

Partner

Membership No.: 121007

Pune, 30 May, 2022

For and on behalf of the Board of Directors of BF UTILITIES LIMITED

CIN : L40108PN2000PLC015323

B. B. HATTARKI

Director

DIN : 00145710

Pune, 30 May, 2022

B. S. MITKARI

Director, CEO,

CFO & Company Secretary

DIN : 03632549

## Cash Flow Statement For The Year Ended 31<sup>st</sup> March, 2022

	Year ended 31 <sup>st</sup> March, 2022 Million Rs.	Year ended 31 <sup>th</sup> March, 2021 Million Rs.
<b>Cash Flow from Operating Activities</b>		
Profit / (Loss) before tax	45.91	(35.29)
Adjustment for:		
Depreciation and amortization expense	20.19	35.65
Finance cost on sales tax deferrals	2.09	5.58
Interest income	(13.73)	(18.58)
Dividend received	(0.13)	(0.16)
Provision no longer required written back	(50.00)	-
Finance Income on sales tax deferrals	(2.09)	(5.58)
<b>Operating Profit / (Loss) before working capital changes</b>	<u>2.24</u>	<u>(18.38)</u>
Movements in working capital:		
(Increase) / Decrease in Inventories	0.33	0.31
(Increase) / Decrease in Trade receivables	(0.30)	3.52
(Increase) / Decrease in Other financial assets	(0.56)	19.57
(Increase) / Decrease in Other current assets	0.95	0.28
Increase / (Decrease) in Trade payables	1.90	2.99
Increase / (Decrease) in Other financial liabilities	0.39	(38.18)
Increase / (Decrease) in Other liabilities	0.54	(0.52)
Increase / (Decrease) in provisions	0.06	(0.91)
<b>Operating Profit / (Loss) after working capital changes</b>	<u>5.55</u>	<u>(31.32)</u>
Direct taxes (paid) / Refund	(2.37)	0.62
<b>Net cash generated from / (Used in) Operating Activities (A)</b>	<u>3.18</u>	<u>(30.70)</u>
<b>Cash Flow from Investing Activities</b>		
Payment towards purchase of Property, plant and equipments	(0.19)	(0.02)
Maturity proceeds of/(investments in) fixed deposits with banks	(45.30)	(45.60)
Sale proceeds from/ (Investment in) Bonds	-	0.52
Interest received on Fixed deposits with Banks	17.02	18.58
Dividend received	0.13	0.16
<b>Net cash generated from / (used in) Investing Activities (B)</b>	<u>(28.34)</u>	<u>(26.36)</u>
<b>Cash Flow from Financing Activities</b>		
Repayment of Borrowings	(42.19)	(37.66)
<b>Net cash generated from / (used in) Financing Activities (C)</b>	<u>(42.19)</u>	<u>(37.66)</u>
<b>Net Increase / (Decrease) in cash and cash equivalents (A+B+C)</b>	<u>(67.35)</u>	<u>(94.72)</u>
Cash and cash equivalents at the beginning of the year	83.42	178.14
Cash and cash equivalents at the end of the year	<u>16.07</u>	<u>83.42</u>

### Notes:

- The above Cash Flow Statement has been prepared under the indirect method set out in Indian Accounting Standard (IND AS) -7, 'Statement of Cash Flows' as specified in the Companies (Indian Accounting Standards) Rules, 2015.
- Direct Taxes paid are treated as arising from operating activities and are not bifurcated between investment and financing activities.
- All figures in brackets indicate cash outflow

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date  
For G.D. Apte & Co.  
Chartered Accountants  
ICAI Firm Registration No.: 100515W

For and on behalf of the Board of Directors of BF UTILITIES LIMITED  
CIN : L40108PN2000PLC015323

Anagha M Nanivadekar  
Partner  
Membership No.: 121007

B. B. HATTARKI  
Director  
DIN : 00145710

B. S. MITKARI  
Director, CEO,  
CFO & Company Secretary  
DIN : 03632549

Pune, 30 May, 2022

Pune, 30 May, 2022

## Statement of Changes in Equity (SOCIE) for the year ended 31<sup>st</sup> March, 2022

A) Equity Share Capital		Million Rs.	
Particulars	As at 31 March, 2022	As at 31 March, 2021	
Balance as at the beginning of the year	188.34	188.34	
Changes in equity share capital due to prior period errors	-	-	
Restated balance at the beginning of the year	188.34	188.34	
Changes in equity share capital during the year	-	-	
Balance as at the end of the year	188.34	188.34	

B) Other equity		Million Rs.	
Particulars	Surplus/ (Deficit) in Statement of Profit & Loss	Equity instruments through Other Comprehensive Income	Total
Balance as at 1 April, 2020	1,115.92	0.90	1,116.82
Changes in accounting policy or prior period errors	-	-	-
Restated balance as at 1 April, 2020	1,115.92	0.90	1,116.82
Profit/(Loss) for the year	(17.17)	-	(17.17)
Remeasurement of Defined Benefit plan (net of Tax)	0.32	-	0.32
Measurement of Investments at FVTOCI (net of Tax)	-	0.74	0.74
<b>Total comprehensive income/ (loss) for the Year</b>	<b>(16.85)</b>	<b>0.74</b>	<b>(16.11)</b>
Balance as at 31 March, 2021	1,099.07	1.64	1,100.71
Balance as at 1 April, 2021	1,099.07	1.64	1,100.71
Changes in accounting policy or prior period errors	-	-	-
Restated balance as at 1 April, 2021	1,099.07	1.64	1,100.71
Profit/(Loss) for the year	28.27	-	28.27
Remeasurement of Defined Benefit plan (net of Tax)	0.26	-	0.26
Measurement of Investments at FVTOCI (net of Tax)	-	5.11	5.11
<b>Total comprehensive income/ (loss) for the Year</b>	<b>28.53</b>	<b>5.11</b>	<b>33.64</b>
Balance as at 31 March, 2022	1,127.60	6.75	1,134.35

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date  
For G.D. Apte & Co.  
Chartered Accountants  
ICAI Firm Registration No.: 100515W

For and on behalf of the Board of Directors of BF UTILITIES LIMITED  
CIN : L40108PN2000PLC015323

Anagha M Nanivadekar  
Partner  
Membership No.: 121007

B. B. HATTARKI  
Director  
DIN : 00145710  
B. S. MITKARI  
Director, CEO,  
CFO & Company Secretary  
DIN : 03632549

Pune, 30 May, 2022

Pune, 30 May, 2022

## Notes to the Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

### Corporate Information:

BF Utilities Ltd. ("the Company" or "BFUL") is a public company domiciled in India and incorporated on 15 September, 2000 under the provisions of the Companies Act, 1956 ("the Act"). The Company's shares are listed on National stock exchange of India and BSE Limited. The Company is engaged in the generation of electricity through wind mills. The Company's CIN is L40108PN2000PLC015323. The registered office of the Company is located at BF Utilities Limited Mundhwa, Pune Cantonment, Pune 411 036, Maharashtra, India.

The standalone financial statements of the company for the year ended March 31<sup>st</sup>, 2022 were authorized for issue by the Board of Directors on 30 May, 2022.

### 1. Significant accounting policies :

#### a. Basis of preparation

The Standalone Financial Statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 ("the Act") read with Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

The Standalone Financial Statements have been prepared on an accrual basis and under historical cost convention, except Defined Benefit Plan - Plan assets and certain financial Assets & Liabilities which are measured at fair value (refer accounting policy regarding financial instruments). The accounting policies are consistently applied by the Company during the year and are consistent with those used in previous year except for the changes in accounting policies required to be made on adoption of Indian Accounting Standards notified under the Companies Act, 2013.

#### b. Significant accounting judgements, estimates and assumptions

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

This note provides an overview of the areas that involved a higher degree of judgement or complexity and of items which are likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

#### c. Critical estimates and judgements

##### Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a group of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

##### Impairment of financial assets

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

##### Fair Value of Financial Instruments

The fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions, (i.e., an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of valuation models. The



## Notes to the Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

inputs to these models are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values. For further details about determination of fair value refer note 1(f).

### Defined Benefit Plans

The cost of the defined benefit gratuity plan and other post-employment benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds. The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates. Further details about defined benefit plans obligations are given in note 31.

### Provisions

Provisions are determined based on the best estimate required to settle the obligation at the reporting date. If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability. These estimates are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

### Estimate of current and deferred tax

The Company's tax charge on ordinary activities is the sum of the total current and deferred tax charges. The calculation of the Company's total tax charge necessarily involves a degree of estimation and judgement in respect of certain items whose tax treatment cannot be finally determined until resolution has been reached with the relevant tax authority or, as appropriate, through a formal legal process. The final resolution of some of these items may give rise to material profits/losses and/or cash flows.

The complexity of the Company's structure makes the degree of estimation and judgement more challenging. The resolution of issues is not always within the control of the Company and it is often dependent on the efficiency of the legal processes in the relevant taxing jurisdictions in which the Company operates. Issues can, and often do, take many years to resolve. Payments in respect of tax liabilities for an accounting period result from payments on account and on the final resolution of open items. As a result, there can be substantial differences between the tax charge in the statement of profit and loss and tax payments.

#### d. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

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

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

## Notes to the Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

### e. Functional and presentation currency

The Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the company operates ('the functional currency'). The standalone financial statements are presented in Indian rupee (Rs.) rounded off to nearest million (unless otherwise stated), which is the Company's functional and presentation currency.

### f. Foreign currencies

#### Transactions and translations

Foreign currency transactions are recorded, on initial recognition in the functional currency, by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

Exchange difference that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognized as income or expenses in the period in which they arise.

The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or statement of profit and loss are also recognised in OCI or statement of profit and loss, respectively).

### g. Investment in subsidiaries

The Company has accounted for its investment in subsidiaries at cost less accumulated impairment, if any.

### h. Fair value measurement

The Company measures financial instruments at fair value on initial recognition.

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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the Standalone Financial Statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

## Notes to the Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets. Involvement of external valuers is decided upon annually by the management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The management decides, after discussions with the Company's external valuers, which valuation techniques and inputs to use for each case.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes. Please refer to Note No 27

- Disclosures for valuation methods, significant estimates and assumptions
- Quantitative disclosures of fair value measurement hierarchy
- Financial instruments (including those carried at amortised cost)

### i. Property, plant and equipment

#### Recognition and measurement

Property, plant and equipment are stated at cost of acquisition or construction net of accumulated depreciation and impairment loss (if any). Internally manufactured property, plant and equipment are capitalised at cost, including non-cenvatable excise duty (blocked ITC credit under GST), wherever applicable. All significant costs relating to the acquisition and installation of property, plant and equipment are capitalised. Such cost includes the cost of replacing part of the property, plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in statement of profit and loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

#### Subsequent costs

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised.

#### Depreciation

The identified components are depreciated over their useful lives, the remaining asset is depreciated over the life of the principal asset.

Depreciation for identified components is computed on Straight Line Method ('SLM') except in respect of Furniture & Fixtures and Vehicles is computed on Written Down Value ('WDV') method based on useful lives estimated by the management.

The management estimates the useful lives for the assets as follows:

Assets	Useful lives
Building	60 Years
Plant & Machinery (Windmills) *	25 Years
Electrical Installation	10 Years
Testing Meters	5 Years
Furniture & Fixtures	10 Years
Tools and equipments	10 Years
Computers and mobile phones	3 Years
Office Equipments	5 Years
Vehicles	8 Years

Useful lives of the above assets are as per prescribed under Part C of Schedule II of the Companies Act, 2013.

## Notes to the Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

\*The Company, based on technical assessments made by technical experts and management estimates depreciates certain items of plant and machinery over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

### De-recognition / Disposal

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

### j. Intangible assets

#### Recognition and measurement

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in statement of profit and loss in the period in which the expenditure is incurred.

#### Amortisation

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset, as provided by another Ind-AS.

#### De-recognition / Disposal

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the net carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

#### Research and development costs

Research costs are expensed as incurred.

Development expenditures on an individual project are recognised as an intangible asset when the Company can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Such capitalized expenditure is reflected as intangible under development.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

During the period of development, the asset is tested for impairment annually.

### k. Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is

## Notes to the Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Revenue from sales of electricity is recognized when all the significant risks and rewards of ownership have been passed to the buyer, usually on the basis of electricity wheeled into MSEB grid and jointly certified.

Income from Certified Emission Reduction (CERs) units and Renewable Energy Certificates (RECs) is recognised in the period of its actual sales.

Claims / Insurance Claim etc. are accounted for when no significant uncertainties are attached to their eventual receipt.

### **Interest income**

Interest on fixed deposits with banks, bonds, etc., is recognised on a time proportion basis taking into account the amount outstanding and rate applicable. In case of significant uncertainty of receiving interest, the same is not recognised though accrued and is recognised only when received. Interest income from debt instruments is recognised using Effective Interest Rate method (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instruments or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability.

Interest income is included in other income in the statement of profit and loss.

Profit / Loss of the sale / redemption of investments is dealt with at the time of actual sale / redemption.

### **Dividend income**

Dividend income from investments is recognised when the right to receive the payment is established, which is generally when shareholders approve the dividend. Dividend income is included in other income in the statement of profit and loss.

## **I. Government grants**

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant or subsidy relates to revenue, it is recognized as income on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant relates to an asset, it is recognized as deferred income and is allocated to statement of profit and loss over the periods and in the proportions in which depreciation on those assets is charged.

When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

## **m. Taxes**

### **Current income tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

### **Deferred tax**

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

## Notes to the Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

Deferred tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

### Minimum alternate tax (MAT)

MAT paid in a year is charged to the statement of profit and loss as current tax. MAT credit available is recognized as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

### n. Borrowing costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to the acquisition, construction or development of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the year they occur.

### o. Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

#### Company as a lessee

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

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. Lease payments are

## Notes to the Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

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 finance costs in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on the borrowing costs.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term unless the same is in line with inflation.

### Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease unless the same is in line with inflation. 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.

### p. Inventories

Cost of inventories have been computed to include all cost of purchases, cost of conversion and other cost incurred in bringing the inventories of their present location and condition.

Stores and spares and loose tools are valued at lower of cost or net realisable value. However, materials and other items held for operation and maintenance of fixed assets are not written down below cost.

Costs are determined on unsold Certified Emission Reduction (CER) and Renewable Energy Certificate (REC) are considered as Inventory and valued on the basis of costs which are directly allocated to it. The cost is assigned to inventories on First in First Out (FIFO) basis. This CERs and RECs are valued at lower of cost or net realisable value.

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

### q. Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cashflow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

Intangible assets under development are tested for impairment annually. Impairment losses including impairment on inventories are recognised in the statement of profit and loss.

For the assets, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount

## Notes to the Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

of the asset does not exceed its recoverable amount, nor exceeds the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss.

### r. Provisions

A provision is recognized when the Company has a present obligation as a result of past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to its present value (unless the effect of time value of money is material) and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each balance sheet date and adjusted to reflect the current best estimates. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities and contingent assets, if any, are disclosed in the notes to accounts.

### s. Post-employment and other employee benefits

Post-employment benefits are employee benefits (other than termination benefits and short-term employee benefits) that are payable after the completion of employment.

#### Provident fund

Provident fund is a defined contribution plan covering eligible employees. The Company and the eligible employees make a monthly contribution to the provident fund maintained by the Regional Provident Fund Commissioner equal to the specified percentage of the basic salary of the eligible employees as per the scheme. The contributions to the provident fund are charged to the statement of profit and loss for the year when the contributions are due. The Company has no obligation, other than the contribution payable to the provident fund.

#### Gratuity

Payment for present liability of future payment of gratuity is being made to approved gratuity fund, which fully cover the same under cash accumulation policy of the Life Insurance Corporation of India. The employee's gratuity is a defined benefit funded plan.

The present value of the obligation under such defined benefit plan is determined based on the actuarial valuation using the Projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet as asset/liability with a corresponding debit or credit to retained earnings through OCI in the period in which they occur.

Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in statement of profit and loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognises related restructuring costs
- Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:
  - Service costs comprising of current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
  - Net interest expense or income

#### Superannuation

Superannuation is a defined contribution plan covering eligible employees. The contribution to the superannuation fund managed by the insurer is equal to the specified percentage of the basic salary of the eligible employees as per the scheme. The contribution to this scheme is charged to the statement of profit and loss on an accrual basis. There are no other contributions payable other than contribution payable to the respective fund.

#### Compensated Absences

Accumulated leave, which is expected to be utilized within the next twelve months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional



## Notes to the Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the reporting date.

Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Company presents the entire leave encashment liability as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for twelve months after the reporting date. Where the Company has the unconditional legal and contractual right to defer the settlement for a period beyond twelve months, the same is presented as non-current liability.

### t. Financial instruments

The Company has elected to apply following exceptions/exemptions prospectively at the time of transition.

- Classification and measurement of financial assets have been done based on facts and circumstances existed on transition date.
- Elected to continue carrying value of equity instruments in subsidiaries, associates and jointly controlled entities as deemed cost on transition date.
- De-recognition of financial assets and financial liabilities have been applied prospectively.
- Applied the requirements of relating to accounting for difference between fair value of financial asset or financial liability from its transaction price of Ind-AS 109 prospectively.

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 measurement

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. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

##### Subsequent measurement

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

- Debt instruments at amortized cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

##### Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables.

##### Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

## Notes to the Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

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

### Debt instrument at FVTPL

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

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

### Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. For all equity instruments not held for trading, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and 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 recognized in the statement of profit and loss.

### Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

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

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

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

### Impairment of financial assets

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

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- b) Financial assets that are debt instruments and are measured as at FVTOCI
- c) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind-AS11 and Ind-AS 18
- d) Loan commitments which are not measured as at FVTPL
- e) Financial guarantee contracts which are not measured as at FVTPL

## Notes to the Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables.

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

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

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

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

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

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of profit and loss.

- The balance sheet presentation for various financial instruments is described below: Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables:

ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

- Debt instruments measured at FVTOCI:

Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

### Financial liabilities

#### Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

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.

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

### Subsequent measurement

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

#### Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities designated upon initial recognition as at fair value through profit or loss. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

#### Loans and borrowings

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process.

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

This category generally applies to borrowings. For more information refer Note 11.

#### 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 de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

#### Offsetting of financial instruments

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

#### u. Cash and cash equivalents

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

For the purpose of the statement of cash flows, cash and cash equivalents consists of cash and short-term deposits, as defined above, net of outstanding bank overdrafts and cash credit facilities as they are considered an integral part of the Company's cash management.

#### v. Cash Flow Statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferral or accruals of past or future cash receipts or payments. The cash flows from regular operating, investing and financing activities of the Group are segregated.

#### w. Contingent liabilities

A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity; or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or the amount of the obligation cannot be measured with sufficient reliability. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

#### x. Dividend to equity holders of the Company

The Company recognises a liability to make cash or non-cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

## Notes to the Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

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### y. Segment reporting

Ind AS 108 'Operating Segments' requires Management to determine the reportable segments for the purpose of disclosure in financial statements based on the internal reporting reviewed by the Managing Director, being Chief Operating Decision Maker (CODM) to assess performance and allocate resource. The standard also required Management to make judgments with respect to recognition of segments.

### z. Earnings per share

The Company reports basic and diluted earnings per share (EPS) in accordance with Indian Accounting Standard 33 "Earnings per Share". Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

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

Notes forming part of Standalone Financial Statements for the year ended 31<sup>st</sup> March, 2022 :

2 Property, plant and equipment

Particulars	(Million Rs.)									
	Land	Building	Plant & Machinery	Electrical Installations	Tools & Equipments	Furniture & Fixtures	Computers and peripherals	Office Equipments	Vehicles	Total
<b>Gross Block</b>										
as at 1 April, 2020	15.20	13.11	1,144.69	3.95	0.09	0.21	0.87	0.16	1.93	1,180.21
Additions	-	-	-	-	-	-	-	0.02	-	0.02
Deletions	-	-	-	-	-	-	-	-	-	-
as at 31 March, 2021	15.20	13.11	1,144.69	3.95	0.09	0.21	0.87	0.18	1.93	1,180.23
Additions	-	-	-	-	-	-	0.19	-	-	0.19
Deletions	-	-	-	-	-	-	-	-	-	-
as at 31 March, 2022	15.20	13.11	1,144.69	3.95	0.09	0.21	1.06	0.18	1.93	1,180.42
<b>Depreciation</b>										
as at 1 April, 2020	-	12.06	1,060.82	3.40	0.04	0.20	0.66	0.07	1.93	1,079.18
Depreciation Charge for the year	-	0.03	35.10	0.36	0.01	0.00	0.12	0.03	0.00	35.65
Deletions	-	-	-	-	-	-	-	-	-	-
as at 31 March, 2021	-	12.09	1,095.92	3.76	0.05	0.20	0.78	0.10	1.93	1,114.83
Depreciation Charge for the year	-	0.03	19.88	0.14	0.01	0.00	0.09	0.04	0.00	20.19
Deletions	-	-	-	-	-	-	-	-	-	-
as at 31 March, 2022	-	12.12	1,115.80	3.90	0.06	0.20	0.87	0.14	1.93	1,135.02
<b>Net Block</b>										
as at 31 March, 2021	15.20	1.02	48.77	0.19	0.04	0.01	0.09	0.08	0.00	65.40
as at 31 March, 2022	15.20	0.99	28.89	0.05	0.03	0.01	0.19	0.04	0.00	45.40

Note: Refer Significant accounting policies referred to in note no. 1

All the title deed of immovable properties are held in the name of the Company, subject to correction in the Revenue records of one of the land parcel admeasuring 65 H and 75 R situated at Boposhi, District Satara, which is under litigation. Further, the title deeds are not held jointly with others.

No proceedings have been initiated or pending against the Company for holding Benami Property under the Benami transactions (Prohibition) Act 1988 (45 of 1988) and the Rules made thereunder.

Notes forming part of Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

3 Investments

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
<b>Non Current Investments</b>		
<b>Equity instruments (unquoted)</b>		
<b>Investment in Subsidiaries</b>		
<b>At cost</b>		
<b>Investment in wholly owned subsidiary</b>		
10,200(31 March 2021 : 10,200) Equity shares of Rs. 10 each fully paid up in Avichal Resources Pvt. Ltd.	65.17	65.17
<b>Total</b>	<b>65.17</b>	<b>65.17</b>
<b>Investment in other subsidiaries</b>		
77,569,111(31 March, 2021 : 77,569,111) Equity shares of Rs. 10/- each fully paid up in Nandi Infrastructure Corridor Enterprises Ltd. (Extent of holding 74.52% (31 March, 2021 - 74.52%))	775.69	775.69
26,071,902(31 March, 2021 : 26,071,902) Equity shares of Rs. 10/- each fully paid up in Nandi Highway Developers Ltd. * (Extent of holding 69.53% (31 March, 2021 - 69.53%))	260.72	260.72
<b>Total</b>	<b>1,036.41</b>	<b>1,036.41</b>
<b>Total Investment in Subsidiaries</b>	<b>1,101.58</b>	<b>1,101.58</b>
<b>Investment in other companies</b>		
<b>Investments designated at fair value through Other Comprehensive Income</b>		
25,000(31 March, 2021 : 25,000) Equity shares of Rs. 10/- each fully paid up in SKH Metals Ltd.	4.96	0.88
<b>Total Investment in other companies</b>	<b>4.96</b>	<b>0.88</b>
<b>Total Non Current Investments</b>	<b>1,106.54</b>	<b>1,102.46</b>
<b>Current Investments</b>		
<b>Investments designated at fair value through Other Comprehensive Income</b>		
<b>Equity Instruments (Quoted)</b>		
300 (31 March, 2021: 300) equity shares of Rs. 10/-each fully paid up in Metalyst Forging Ltd.# @	-	-
800 (31 March, 2021 : 800) equity shares of Rs. 10/-each fully paid up in MM Forging Ltd.	0.67	0.39
100 (31 March, 2021 : 100) equity shares of Rs. 10/-each fully paid up in EL Forge Ltd.	-	-
420 (31 March, 2021 : 84) equity shares of Rs. 2/- (31 March, 2021, Rs. 10/-) each fully paid up in Finolex Industries Ltd.\$	0.07	0.04
140 (31 March, 2021 : 140) equity shares of Rs. 1/-each fully paid up in Hindalco Industries Ltd.	0.08	0.05
112 (31 March, 2021 : 112) equity shares of Rs. 10/-each fully paid up in Coforge Ltd. (Previously known as NIIT Technologies Ltd.)	0.50	0.33
10,800 (31 March, 2021 : 10,800) equity shares of Rs. 1/-each fully paid up in ITC Ltd.	2.71	2.36
<b>Total current investments</b>	<b>4.03</b>	<b>3.17</b>
<b>Total investments</b>	<b>1,110.57</b>	<b>1,105.63</b>

\* 26,071,902 (previous year- 26,071,902) shares pledged with Banks for loans availed by subsidiary. (Refer note no. 24)

# Investments are in the process of being transferred in the name of the Company.

@ Amount less than Rs. 5,000/-

\$ During the year ended 31 March 2022, Finolex Industries Ltd. has subdivided 1 equity share of face Value of Rs. 10/- per share in to 5 equity shares of face value of Rs. 2/- per share

Notes forming part of Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

Details of quoted/ unquoted instruments :

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
(a) Aggregate amount of quoted investments and market value thereof;		
Carrying value	4.03	3.17
Market value	4.03	3.17
(b) Aggregate amount of unquoted investments		
Carrying value	1,106.54	1,102.46
(c) Aggregate amount of impairment in value of investments	-	-

4 Other financial assets

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
<b>Non-current (at amortised costs)</b>		
Security Deposits	1.12	1.12
<b>Total non current financial assets</b>	<b>1.12</b>	<b>1.12</b>
<b>Current (at amortised costs)</b>		
Energy credit receivable	5.54	4.99
Interest receivable	7.38	10.67
<b>Total current financial assets</b>	<b>12.92</b>	<b>15.66</b>
<b>Total</b>	<b>14.04</b>	<b>16.78</b>

5 Deferred tax assets / liabilities (Net)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
<b>I Deferred tax assets :</b>		
On account of timing difference		
a) Disallowances under Income Tax Act, 1961	23.76	26.11
b) Provision for employee benefits (Compensated absences)	0.23	0.21
	<b>23.99</b>	<b>26.32</b>
<b>II Deferred tax liabilities :</b>		
On account of timing difference		
a) Depreciation	7.35	12.81
b) Financial instruments	0.52	0.70
c) Provision for employee benefits (Gratuity)	0.10	0.07
	<b>7.97</b>	<b>13.58</b>
<b>Deferred tax asset (Net) (I - II)</b>	<b>16.02</b>	<b>12.74</b>



Notes forming part of Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

**6 Other assets**

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
<b>Non-current (Unsecured, considered good)</b>		
Loans and advances to related parties (Refer note no. 29)		
Advances for purchase of land	370.00	370.00
<b>Total other non current assets</b>	<b>370.00</b>	<b>370.00</b>
<b>Current</b>		
Balances with statutory / government authorities	-	-
Gratuity plan asset	0.36	0.26
Prepaid expenses	3.04	3.72
Other advances	1.32	1.32
<b>Total other current assets</b>	<b>4.72</b>	<b>5.30</b>
<b>Total</b>	<b>374.72</b>	<b>375.30</b>

**7 Inventories**

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
Stock of renewable energy certificates (RECs) (Refer note below)	0.10	0.30
Stock of consumables, stores and spares	0.28	0.40
<b>Total</b>	<b>0.38</b>	<b>0.70</b>

Note: Quantitative details of Stock

Sr. no.	Description	Units	Units
1	No. of RECs held as inventory	6,666	21,883
2	No. of consumables, stores and spares	106	211

**8 Trade receivables**

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
Unsecured, considered good*	0.30	-
<b>Total</b>	<b>0.30</b>	<b>-</b>

\*Includes dues from related parties (Refer Note No. 29)

There are no debts due by the Director or other officer of the company or any of them either severally or jointly with any other person or debts due by firm including limited liability partnerships (LLP), Private company respectively in which any director or other officer is a partner or a director or a member.

Notes forming part of Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

For trade receivables outstanding, following is the ageing schedule:

As at 31 March 2022

Million Rs.

Particulars	Outstanding for following periods from due date of payment					Total
	Less Than 6 Months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade Receivable - Considered good	0.30	-	-	-	-	0.30
(ii) Undisputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables -Considered good	-	-	-	-	-	-
(ii) Disputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-

For trade receivables outstanding, following is the ageing schedule:

As at 31 March 2021

Million Rs.

Particulars	Outstanding for following periods from due date of payment					Total
	Less Than 6 Months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade Receivable - Considered good	-	-	-	-	-	-
(ii) Undisputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables -Considered good	-	-	-	-	-	-
(ii) Disputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-

9 Cash & bank balances :

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
<b>i) Cash &amp; cash equivalents</b>		
Cash on hand	0.03	0.01
Balances with banks - in current accounts	6.04	8.41
Fixed deposits with banks having original maturity less than three months)	10.00	75.00
<b>Total cash &amp; cash equivalents</b>	<b>16.07</b>	<b>83.42</b>
<b>ii) Bank balances other than cash and cash equivalents.</b>		
Balance with banks		
Fixed deposits (original maturity more than three months but less -twelve months)	286.50	241.20
<b>Total other bank balances</b>	<b>286.50</b>	<b>241.20</b>
<b>Total</b>	<b>302.57</b>	<b>324.62</b>

Notes forming part of Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

10 Equity Share capital :

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
<u>Authorised</u>		
60,000,000 (31 March, 2021 : 60,000,000) Equity shares of Rs. 5/- each	300.00	300.00
<u>Issued, subscribed &amp; fully paid up</u>		
37,667,628 (31 March, 2021 : 37,667,628) Equity shares of Rs. 5/- each	188.34	188.34
<b>Total</b>	<b>188.34</b>	<b>188.34</b>

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

	As at 31 March, 2022		As at 31 March, 2021	
	No. of shares	Million Rs.	No. of shares	Million Rs.
At the beginning of the year	37,667,628	188.34	37,667,628	188.34
Changes in equity share capital due to prior period errors	-	-	-	-
Restated balance at the beginning of the year	37,667,628	188.34	37,667,628	188.34
Issued /(reduction) if any during the year	-	-	-	-
Outstanding at the end of the year	37,667,628	188.34	37,667,628	188.34

(b) Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 5/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend, as and when proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting except in case of interim dividend.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Shares held by holding/ultimate holding company and/or their subsidiaries/associates

The Company being ultimate holding company, there are no shares held by any other holding, ultimate holding company and their subsidiaries/associates.

(d) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date

There are no bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding reporting date.

(e) Disclosure of Shareholding of Promoters :

(i) Details of share holding of Promoters as at 31 March, 2022:

Sr. No.	Promoter Name	No. of Equity Shares	% of total Equity Shares	% Change during the year
1	Babasaheb Neelkanth Kalyani	7,212	0.02	-
2	Gaurishankar Neelkanth Kalyani	63,779	0.17	-
3	Ashok Kumar Kheny	5,472	0.01	-

Notes forming part of Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

Sr. No.	Promoter Name	No. of Equity Shares	% of total Equity Shares	% Change during the year
4	Sunita Babasaheb kalyani	4,000	0.01	-
5	Rohini Gaurishankar Kalyani	2,000	0.01	-
6	Dr. Meera Kheny	700	0.00	-
7	Sugandha Jai Hiremath.	400	0.00	-
8	Amit Babasaheb Kalyani	-	0.00	-
9	Sulochana Neelkanth Kalyani	-	0.00	-
10	Deeksha Amit Kalyani	-	0.00	-
11	Ajinkya Investment and Trading Company	6,648,886	17.65	-
12	Kalyani Investment Company Limited	6,195,046	16.45	-
13	KSL Holding Pvt. Limited	4,353,472	11.56	-
14	Ph Finvest Company Limited	1,424,885	3.78	-
15	BF Investment Limited	1,187,903	3.15	-
16	Jannhavi Investment Private Limited	458,514	1.22	-
17	Sundaram Trading and Investment Pvt. Ltd.	239,373	0.64	-
18	Raigadh Trading Company Pvt. Ltd.	151,674	0.40	-
19	Kalyani Consultants Pvt. Ltd.	149,500	0.40	-
20	Dandakaranya Investment And Trading Pvt. Ltd.	93,700	0.25	-
21	Campanula Investment & Finance Pvt. Ltd.	56,189	0.15	-
22	Cornflower Investment & Finance Pvt. Ltd.	39,600	0.11	-
23	Hastinapur Investment & Trading Pvt. Ltd.	4,567	0.01	-
24	Dronacharya Investment & Trading Pvt. Ltd.	3,143	0.01	-
25	Kalyani Exports & Investment Pvt. Ltd.	145,250	0.39	-
26	Aboli Investment Pvt. Ltd.	136,900	0.36	-
27	Babasaheb Kalyani Family Trust	-	0.00	-
		21,372,165	56.74	-

(ii) Details of share holding of Promoters as at 31 March, 2021:

Sr. No.	Promoter Name	No. of Equity Shares	% of total Equity Shares	% Change during the year
1	Babasaheb Neelkanth Kalyani	7,212	0.02	-
2	Gaurishankar Neelkanth Kalyani	63,779	0.17	-
3	Ashok Kumar Kheny	5,472	0.01	-
4	Sunita Babasaheb kalyani	4,000	0.01	-
5	Rohini Gaurishankar Kalyani	2,000	0.01	-
6	Dr. Meera Kheny	700	0.00	-
7	Sugandha Jai Hiremath.	400	0.00	-
8	Amit Babasaheb Kalyani	-	0.00	-
9	Sulochana Neelkanth Kalyani	-	0.00	-
10	Deeksha Amit kalyani	-	0.00	-
11	Ajinkya Investment and Trading Company	6,648,886	17.65	-
12	Kalyani Investment Company Limited	6,195,046	16.45	-
13	KSL Holding Pvt. Limited	4,353,472	11.56	-

Notes forming part of Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

Sr. No.	Promoter Name	No. of Equity Shares	% of total Equity Shares	% Change during the year
14	Ph Finvest Company Limited	1,424,885	3.78	-
15	BF Investment Limited	1,187,903	3.15	-
16	Jannhavi Investment Private Limited	458,514	1.22	-
17	Sundaram Trading and Investment Pvt. Ltd.	239,373	0.64	-
18	Raigadh Trading Company Pvt. Ltd.	151,674	0.40	-
19	Kalyani Consultants Pvt. Ltd.	149,500	0.40	-
20	Dandakaranya Investment And Trading Pvt. Ltd.	93,700	0.25	-
21	Campanula Investment & Finance Pvt. Ltd.	56,189	0.15	-
22	Cornflower Investment & Finance Pvt. Ltd.	39,600	0.11	-
23	Hastinapur Investment & Trading Pvt. Ltd.	4,567	0.01	-
24	Dronacharya Investment & Trading Pvt. Ltd.	3,143	0.01	-
25	Kalyani Exports & Investment Pvt. Ltd.	145,250	0.39	-
26	Aboli Investment Pvt. Ltd.	136,900	0.36	-
27	Babasaheb Kalyani Family Trust	-	0.00	-
		<b>21,372,165</b>	<b>56.74</b>	-

(f) Details of shareholders holding more than 5% shares in the Company

Name of the shareholder*	Equity shares			
	As at 31 March, 2022		As at 31 March, 2021	
	No. of shares held	% of holding	No. of shares held	% of holding
Ajinkya Investment & Trading Company	6,648,886	17.65	6,648,886	17.65
Kalyani Investment Company Ltd.	6,195,046	16.45	6,195,046	16.45
KSL Holdings Pvt. Ltd.	4,353,472	11.56	4,353,472	11.56

\* The shareholding information is based on legal ownership of shares and has been extracted from the records of the Company including register of shareholders / members.

Notes forming part of Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

**11 Other equity**

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
<b>Equity instruments through Other Comprehensive Income</b>		
Balance as at the beginning of the year	1.64	0.90
Measurement of investments at FVTOCI (net of tax)	5.11	0.74
<b>Balance as at the end of the year</b>	<b>6.75</b>	<b>1.64</b>
<b>Surplus/ (Deficit) in Statement of profit &amp; loss :</b>		
Balance as at the beginning of the year	1,099.07	1,115.92
Add: Profit/ (Loss) for the year	28.27	(17.17)
Add: Remeasurement of defined benefit plan (net of tax)	0.26	0.32
<b>Net Surplus in Statement of Profit and Loss</b>	<b>1,127.60</b>	<b>1,099.07</b>
	<b>1,134.35</b>	<b>1,100.71</b>

**Equity instruments through Other Comprehensive Income**

This reserve represents cumulative gains / (Loss) arising on fair valuation of equity instruments measured through Other Comprehensive income.

**Surplus/ (Deficit) in Statement of Profit & Loss :**

This Reserves comprises of undistributed profit after taxes.

**12 Borrowings**

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
<b>Non-current borrowings</b>		
<b>Deferred payment liabilities (unsecured)</b>		
Sales tax deferral obligation	-	10.76
	-	10.76
<b>Current borrowings</b>		
Loan from others *	196.30	206.57
Current maturities of long term borrowings(unsecured)	12.86	31.92
	209.16	238.49
	209.16	249.25

\* Represent interest free unsecured loans repayable on demand.  
(includes loan from related parties, Refer Note No. 29)

**Sales tax deferral obligation:**

Sales tax deferral obligation collected under Government of Maharashtra package scheme of incentive by a beneficiary under an arrangement.

Balance outstanding Rs. 13.20 Million (as at 31 March, 2021- Rs.45.12)

Repayable 1/5th of amount every year after 10 years of the benefit availed.

**Repayment schedule**

Year	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
2021-22	-	31.92
2022-23	13.20	13.20
<b>Total</b>	<b>13.20</b>	<b>45.12</b>

Notes forming part of Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

**13 Other financial liabilities**

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
<b>Other Non current financial liabilities</b>		
Security deposit *	200.00	200.00
Creditors for capital purchases	10.10	10.10
	<b>210.10</b>	<b>210.10</b>
<b>Other Current financial liabilities</b>		
Expenses and other payables	1.48	1.09
	<b>1.48</b>	<b>1.09</b>
	<b>211.58</b>	<b>211.19</b>

\* Interest free security deposit received from related party (Refer note no. 29)

**14 Other liabilities**

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
<b>Other Non current liabilities</b>		
Sales tax deferral obligation	-	0.34
	-	0.34
<b>Other current liabilities</b>		
Sales tax deferral obligation	0.34	2.10
Statutory dues payable	1.40	0.86
	<b>1.74</b>	<b>2.96</b>
	<b>1.74</b>	<b>3.30</b>

**15 Trade payables**

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
Dues to micro and small enterprises	0.79	0.04
Dues to other than micro & small enterprises	25.55	74.39
	<b>26.34</b>	<b>74.43</b>

For trade payables outstanding, following is the ageing schedule:

Particulars	Outstanding for following periods from due date of payment					Total
	Unbilled	Less than 1 year	1- 2 years	2 -3 years	More than 3 years	
	Million Rs.					
(i) MSME	0.75	0.04	-	-	-	0.79
(ii) Others	7.43	4.57	0.45	-	-	12.45
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Other*	-	-	-	-	13.10	13.10
						<b>26.34</b>

\*Disputed dues represent legal cases with vendors

Notes forming part of Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

For trade payables outstanding, following is the ageing schedule:

As at 31 March 2021

Million Rs.

Particulars	Outstanding for following periods from due date of payment					Total
	Unbilled	Less than 1 year	1- 2 years	2 -3 years	More than 3 years	
(i) MSME	-	0.04	-	-	-	0.04
(ii) Others	55.05	5.33	0.54	0.37	-	61.29
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Other*	-	-	-	-	13.10	13.10
						<b>74.43</b>

\*Disputed dues represent legal cases with vendors

16 Provisions

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
<b>Non-current provisions</b>		
Compensated absences	0.61	0.59
	<b>0.61</b>	<b>0.59</b>
<b>Current provisions</b>		
<b>Provision for employee benefits :</b>		
Compensated absences	0.22	0.18
<b>Other provisions :</b>		
Electricity duty	85.12	85.12
	<b>85.34</b>	<b>85.30</b>
	<b>85.95</b>	<b>85.89</b>



Notes forming part of Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

**17 Revenue from operations**

Particulars	Year ended 31 <sup>st</sup> March, 2022	Year ended 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
Wind power generated (Refer note no. 26)	143.59	135.01
Sale of Renewable energy certificate units (REC)	40.11	0.76
Miscellaneous income	0.08	10.10
<b>Total</b>	<b>183.78</b>	<b>145.87</b>

While disclosing the aggregate amount of transaction price yet to be recognised as revenue towards unsatisfied (or partially satisfied) performance obligations, along with the broad time band for the expected time to recognize those revenues, the Company has applied the practical expedient in Ind AS 115. Accordingly, the Company has not disclosed the aggregate transaction price allocated to unsatisfied (or partially satisfied) performance obligations which pertain to contracts where revenue recognised corresponds to the value transferred to customer typically involving time and material, outcome based and event based contracts and also those which pertain to contracts with original expected duration of one year or less.

**18 Other income**

Particulars	Year ended 31 <sup>st</sup> March, 2022	Year ended 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
Interest on deposits with Bank	13.73	18.58
Dividend received	0.13	0.16
Finance income on sales tax deferral	2.09	5.58
Provision no longer required, written back	50.00	-
Miscellaneous income	-	-
<b>Total</b>	<b>65.95</b>	<b>24.32</b>

**19 Changes in inventories**

Particulars	Year ended 31 <sup>st</sup> March, 2022	Year ended 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
Opening stock of renewable energy certificates (RECs), stores and spares	0.70	1.01
Closing stock of renewable energy certificates (RECs), stores and spares	0.38	0.70
(Increase) / decrease in inventory: <b>Total</b>	<b>0.32</b>	<b>0.31</b>

**20 Employee benefits expense**

Particulars	Year ended 31 <sup>st</sup> March, 2022	Year ended 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
Salaries, allowances etc.	17.75	12.90
Contribution to provident & other funds	0.57	0.57
Gratuity	0.25	0.25
Staff welfare expense	0.13	0.07
<b>Total</b>	<b>18.70</b>	<b>13.79</b>

Notes forming part of Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

**21 Finance costs**

Particulars	Year ended 31 <sup>st</sup> March, 2022	Year ended 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
Finance cost on sales tax deferral	2.09	5.58
Interest on shortfall of advance tax & GST	-	0.01
Bank charges	0.01	0.01
<b>Total</b>	<b>2.10</b>	<b>5.60</b>

**22 Other expenses**

Particulars	Year ended 31 <sup>st</sup> March, 2022	Year ended 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
<b>Operating expenses</b>		
Operations, maintenance & CDM expenses- wind mills	27.60	27.03
Open Access - Transmission charges	18.16	16.12
Open Access - Wheeling charges	13.74	12.41
Cross subsidy	36.68	31.65
Open Access - Other charges	32.73	28.32
Electricity duty	15.86	15.33
Other operating expenses	5.82	3.59
Rent expense	0.66	0.66
Insurance charges	1.54	1.64
<b>(A)</b>	<b>152.79</b>	<b>136.75</b>
<b>Administrative expenses</b>		
Insurance charges - others	0.37	0.33
Rates & taxes	1.00	1.07
Repairs & maintenance (Machinery)	0.07	1.57
Repairs & maintenance (others)	0.07	0.02
Director's sitting fees	0.15	0.17
Corporate Social Responsibility expense (Refer note No 33)	0.11	-
Professional & consultancy expenses	2.20	3.10
Payment to auditors :		
Audit fees	1.23	1.40
Tax audit fees	0.12	0.13
Reimbursement of expenses	0.01	-
	1.36	1.53
Amortisation of premium on bonds	-	0.01
Listing and custodial charges	1.19	1.20
Fine and Penalties	0.05	1.63
Miscellaneous expenses	3.15	2.75
<b>(B)</b>	<b>9.72</b>	<b>13.38</b>
<b>Total (A)+ (B)</b>	<b>162.51</b>	<b>150.13</b>

Notes forming part of Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

**23 Earnings per share (EPS)**

Basic EPS amounts are calculated by dividing the Net profit attributable to the equity shareholders of the Company by the Weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by adjusting the Weighted average number of equity shares outstanding, for effects of all dilutive potential ordinary shares.

The following reflects income and share data used in the basic and dilutive EPS calculations:

Particulars	Year ended 31 <sup>st</sup> March, 2022	Year ended 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
(A) Net profit / (Loss) attributable to equity shareholders	28.27	(17.17)
(B) Weighted average number of equity shares	37,667,628	37,667,628
Basic earnings per share of face value of Rs. 5/- each (A)/(B)	0.75	(0.46)
Diluted earnings per share of face value of Rs. 5/- each (A)/(B)	0.75	(0.46)

Notes forming part of Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

**24. Contingent Liability and Commitments**

Particulars of Contingent liabilities	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
I Contingent Liabilities not provided for in respect of		
a) Claims against the Company not acknowledged as debt	184.65	184.65
b) Guarantee given by the Company on behalf of other company	-	-
c) Others	0.00	0.00
<b>Commitments</b>		
Particulars of Commitments	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-
(b) Uncalled liability on shares and other investments partly paid	-	-
(c) Other commitments	1,200	1,200

a. The Company has given undertaking to Axis Finance Ltd. in respect of term loan facility granted by it to Nandi Highway Developers Limited (NHDL) of Rs. 1,200 Million. The Company has agreed that-

- It shall not dispose of its interest in the entire shareholding in the NHDL till the final settlement date of the term loan; and
- It shall not sell/ transfer/ encumber in any form, the shares of the NHDL held by the Company, without prior written approval of Axis Finance Ltd.

26,071,902 shares of NHDL are pledged with Axis Finance Ltd.

**25. Amounts due to suppliers under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act):**

The disclosure pursuant to the said Act is as under:

(In Rs. Million)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Total outstanding to MSME suppliers	0.79
Payment made to suppliers (other than interest) beyond the appointed day, during the year	-	-
Interest due & payable to suppliers under MSMED act for the payments already made	-	-
Interest due on principle amount remaining unpaid as on year end date	-	-
Interest accrued & remaining unpaid at the end of the year to suppliers under MSMED Act	-	-

Notes forming part of Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

26. Revenue from contracts with customers

a. Revenue Streams

The Company generates revenue primarily from Sale of wind power.

(in Rs. Millions)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Revenue from contracts with customers:		
- Revenue from sale of wind power	143.59	135.01
<b>Total</b>	<b>143.59</b>	<b>135.01</b>

b. Disaggregation of Revenue

The entire revenue from contracts with customers is recognised at point in time and pertains to one line of business i.e. wind power generation.

27. Provisions

The disclosure required by Ind AS 37- "Provisions, Contingent Liabilities and Contingent Assets" prescribed by Rules, as amended are as follows.

(In Rs. Million)

Class of provision: Electricity Duty	Carrying amount as at beginning of the year	Amount Regrouped during the year	Charge during the year	Amount paid during the year	Carrying amount as at the end of the year
As at March 31, 2022	85.12	-	2.17	(2.17)	85.12
As at March 31, 2021	86.43	(0.74)	15.33	(15.90)	85.12

Nature of provision

In terms of various notifications/ circulars issued by Government of Maharashtra, electricity duty is payable in respect of wind power sold to third parties.

28. Un hedged foreign Currency Exposure

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
Trade Receivables	-	-
Trade Payables	-	-

29. Related party disclosures

Related parties, as defined under Clause 9 of Ind AS 24 "Related Party Disclosures", have been identified on the basis of representation made by the Key Management Persons and taken on record by the Board of Directors. Disclosures of transactions with Related Parties are as under:

Name of the related parties and related party relationship

Subsidiaries	Nandi Infrastructure Corridor Enterprise Ltd. (NICE) Nandi Highway Developers Ltd. (NHDL) Avichal Resources Pvt. Ltd. (Avichal)
Companies under same management control	Nandi Economic Corridor Enterprises Ltd. (NECE) (Subsidiary of NICE)

Notes forming part of Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

Related parties with whom transactions have taken place during the year

Enterprises under common control	Bharat Forge Ltd. BF Investment Limited
Directors	Mr. B N Kalyani Mr. A B Kalyani Mr. B B Hattarki Mr S K Adivarekar Ms. A A Sathe
Key management personnel	Mr. B S Mitkari (CEO, CFO & CS)

Related party transactions

Sr No	Nature of transaction	Name of the Related Party	Year ended March 31, 2022	Year ended March 31, 2021
			Million Rs.	Million Rs.
<b>I</b>	<b>Income</b>			
A	Sales	Bharat Forge Ltd.	143.05	139.28
B	Sale of traded goods (Including taxes)	Bharat Forge Ltd.	-	11.80
C	Employee deputation cost (including taxes)	BF Investment Ltd.	4.51	3.63
<b>II</b>	<b>Expenditure</b>			
A	Reimbursement of expenses	Bharat Forge Ltd.	117.68	106.29
B	Rent	Avichal Resources Pvt. Ltd.	0.66	0.66
C	Remuneration paid to Key Managerial Personnel		12.85	8.97
D	Directors' sitting fees, etc.	Mr. B.N Kalyani Mr. A.B. Kalyani Mr. B.B. Hattarki Ms. A.A. Sathe Mr.S.K.Adivarekar	0.04 0.03 0.04 0.03 0.03	0.04 0.04 0.04 0.04 0.04
<b>III</b>	<b>Others</b>			
A	Loan / ICD Taken / (Repaid)	BF Investment Ltd.	(10.27)	(5.73)
B	Deposit repaid/ adjusted	Bharat Forge Ltd.	-	(10.00)

Balance outstanding as at the year ended

Sr No	Nature of transaction	Name of the Related Party	March 31, 2022	March 31, 2021
			Receivable / (Payable)	Receivable / (Payable)
			Million Rs.	Million Rs
1	Trade Receivable	Bharat Forge Ltd	0.30	0.00
2	Trade payable	Avichal Resources Pvt. Ltd.	(1.05)	(1.52)
3	Loan / Inter Corporate Deposits	BF Investment Ltd.	(184.00)	(194.27)
4	Security deposit	Bharat Forge Ltd.	(200.00)	(200.00)
5	Advances for purchase of land	NECE	370.00	370.00
6	Investments	NICE NHDL Avichal Resources Pvt. Ltd.	775.69 260.72 65.17	775.69 260.72 65.17
7	Remuneration Payable to Key Managerial Personnel		(0.14)	(0.02)

Notes forming part of Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

**30. Financial Instruments**

**Capital management:**

The Company's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders and maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Company may issue new shares or sell assets to reduce debt. The capital structure of the Company consists of debt and total equity of the Company.

The Company determines the amount of capital required on the basis of annual operating plans and long-term product and other strategic investment plans. The funding requirements are met through equity and short-term borrowings. The Company's policy is aimed at combination of short-term and long-term borrowings. The Company monitors the capital structure on the basis of total debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

The Company is not subject to any externally imposed capital requirements.

**Fair Value Measurement**

Set out below is a comparison, by class, of the carrying amounts and the fair value of the Company's financial instruments as at 31 March 2022

Particulars	At Cost	Amortised cost	Financial assets/ liabilities at fair value through OCI	Total carrying value	Total fair value
<b>Financial Assets</b>					
Investments	1,101.58	-	8.99	1,110.57	1,110.57
Trade receivables	-	0.30	-	0.30	0.30
Cash and cash equivalents - Bank balance	-	16.07	-	16.07	16.07
Bank Balance other than above	-	286.50	-	286.50	286.50
Other financial assets	-	14.04	-	14.04	14.04
<b>Total</b>	<b>1,101.58</b>	<b>316.91</b>	<b>8.99</b>	<b>1,427.48</b>	<b>1,427.48</b>
<b>Financial Liabilities</b>					
Borrowings	-	209.16	-	209.16	209.16
Trade Payables	-	26.34	-	26.34	26.34
Other financial liabilities	-	211.58	-	211.58	211.58
<b>Total</b>	<b>-</b>	<b>447.08</b>	<b>-</b>	<b>447.08</b>	<b>447.08</b>

Set out below is a comparison, by class, of the carrying amounts and the fair value of the Company's financial instruments as on 31 March 2021

Particulars	At Cost	Amortised cost	Financial assets/ liabilities at fair value through OCI	Total carrying value	Total fair value
<b>Financial Assets</b>					
Investments	1,102.46	-	3.17	1,105.63	1,105.63
Trade receivables	-	-	-	-	-
Cash and cash equivalents - Bank balance	-	83.42	-	83.42	83.42
Bank Balance other than above	-	241.20	-	241.20	241.20
Other financial assets	-	16.78	-	16.78	16.78
<b>Total</b>	<b>1,102.46</b>	<b>341.40</b>	<b>3.17</b>	<b>1,447.03</b>	<b>1,447.03</b>
<b>Financial Liabilities</b>					
Borrowings	-	249.25	-	249.25	249.25
Trade Payables	-	74.43	-	74.43	74.43
Other financial liabilities	-	211.19	-	211.19	211.19
<b>Total</b>	<b>-</b>	<b>534.87</b>	<b>-</b>	<b>534.87</b>	<b>534.87</b>

## Notes forming part of Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

The management assessed that the fair value of cash and cash equivalent, trade receivables, trade payables and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

1. The fair values of quoted instruments are based on price quotations at the reporting date.
2. The Company has performed fair valuation of material investment in unquoted equity shares, other than in subsidiary company, which has been classified as Investment carried at Fair Value through Other comprehensive Income.

### Financial risk management framework:

The Company is exposed primarily to market risk, credit risk and liquidity risk which may adversely impact the fair value of its financial instruments. The Company assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Company.

#### Market risk:

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the interest rates and other market changes.

#### Credit risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analyzing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. Outstanding customer receivables are regularly monitored. The Company maintains its cash and cash equivalents and deposits with banks having good reputation and high-quality credit ratings.

The Company has only one customer i.e. Bharat Forge Ltd. To mitigate the credit risk, the Company has taken security deposit of Rs. 200 Million (Rs 200 Million as on March 31, 2021) which covers the sales made by Company to it over next year(s).

#### Liquidity risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company manages liquidity risk by maintaining adequate reserves, liquid cash and bank balance by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. The table below provides details regarding the contractual maturities of significant financial liabilities:

(Million Rs)

Particulars	As at March 31, 2022		As at March 31, 2021	
	Less than 1 Year	More than 1 Year	Less than 1 Year	More than 1 Year
Borrowings	209.16	-	238.49	10.76
Trade payables	12.79	13.55	60.42	14.01
Other financial liabilities	1.48	210.10	1.09	210.10

### Fair Value Measurement

This section explains the judgements 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. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the Ind AS 113 - Fair Value Measurement.

An explanation of each level is as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included in level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 - Unobservable inputs for the asset or liability.



**Fair value hierarchy**

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities

(Million Rs.)

Quantitative disclosure fair value measurement hierarchy for assets	Fair value measurement using		
	Quoted prices in active markets (Level 1)	Significant observable Inputs (Level 2)	Significant un-observable Inputs (Level 3)
<b>Financial assets at FVTOCI</b>			
Equity Instruments (Quoted)			
March 31, 2022	4.03	-	-
March 31, 2021	3.17	-	-
Equity Instruments (Un-Quoted)			
March 31, 2022	-	-	4.96
March 31, 2021	-	-	0.88

**31. Gratuity and other post-employment benefit plans****Gratuity plan****Funded scheme**

The Company has a defined benefit gratuity plan for its employees. The gratuity plan is governed by the Payment of Gratuity Act, 1972 and the Scheme framed by the Company. Under the Act, every employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the employee's length of service and salary at retirement age. Every employee who has completed five years but not more than fifteen years of service gets a gratuity on departure at 15 days salary (last drawn) for each completed year of service as per the provisions of the Payment of Gratuity Act, 1972. Every employee who has completed fifteen years of service gets a gratuity on departure at one month's salary (last drawn) for each completed year of service, subject to maximum for 20 months' salary as per the Scheme of the Company. The scheme is funded with insurance companies in the form of a qualifying insurance policy.

**Risk exposure and asset-liability matching**

Provision of a defined benefit scheme poses certain risks, some of which are detailed hereunder, as companies take on uncertain long-term obligations to make future benefit payments.

**1) Liability risks****a) Asset-liability mismatch risk**

Risk arises if there is a mismatch in the duration of the assets relative to the liabilities. By matching duration with the defined benefit liabilities, the Company is successfully able to neutralize valuation swings caused by interest rate movements.

**b) Discount rate risk**

Variations in the discount rate used to compute the present value of the liabilities may seem small, but in practice can have a significant impact on the defined benefit liabilities.

**c) Future salary escalation and inflation risk**

Since price inflation and salary growth are linked economically, they are combined for disclosure purposes. Rising salaries will often result in higher future defined benefit payments resulting in a higher present value of liabilities especially unexpected salary increases provided at management's discretion may lead to uncertainties in estimating this increasing risk.

**2) Asset risks**

All plan assets are maintained in a trust fund managed by a public sector insurer viz. LIC of India and other insurance companies. LIC has a sovereign guarantee and has been providing consistent and competitive returns over the years. The Company has opted for a traditional fund wherein all assets are invested primarily in risk averse markets. The Company has no control over the management of funds but this

## Notes forming part of Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

option provides a high level of safety for the total corpus. A single account is maintained for both the investment and claim settlement and hence 100% liquidity is ensured. Also, interest rate and inflation risk are taken care of.

The following table summarises the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the gratuity plan.

The principal assumptions used in determining gratuity for the Company's plan is shown below:

Particulars	As at March 31, 2022	As at March 31, 2021
Mortality table	IALM(2012-14) ult	IALM(2012-14) ult
Discount rate	6.30%	5.90%
Rate of increase in compensation levels	7.50%	7.50%
Expected rate of return on plan assets	5.90%	6.20%
Expected average remaining working lives (in years)	4.81	5.31
Withdrawal rate (based on grade and age of employees)		
Age upto 30 years	10%	10%
Age 31 - 44 years	10%	10%
Age 45 - 50 years	10%	10%
Age above 50 years	10%	10%

Changes in the present value of the defined benefit obligation recognised in balance sheet are as follows:

Particulars	As at March 31, 2022	As at March 31, 2021
	Million Rs.	Million Rs.
Present value of obligation as at the beginning of the period	4.31	5.70
Interest expense	0.25	0.30
Current service cost	0.27	0.26
Benefits (paid)	-	(1.68)
Remeasurements on obligation [Actuarial (Gain) / Loss]	(0.29)	(0.27)
Closing defined benefit obligation	4.54	4.31

Changes in the fair value of plan assets recognised in the balance sheet are as follows:

Particulars	As at March 31, 2022	As at March 31, 2021
	Million Rs.	Million Rs.
Opening fair value of plan assets	4.57	5.88
Interest Income	0.27	0.31
Contributions	0.00	0.00
Benefits paid	-	(1.68)
Remeasurements	-	-
Return on plan assets, excluding amount recognized in Interest Income - Gain / (Loss)	0.06	0.05
Closing fair value of plan assets	4.90	4.57
Actual return on plan assets	0.33	0.37

Notes forming part of Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

**Net Interest (Income/Expense)**

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
	Million Rs.	Million Rs.
Interest (Income) / Expense - Obligation	0.25	0.30
Interest (Income) / Expense - Plan assets	(0.27)	(0.31)
Net Interest (Income) / Expense for the period	(0.02)	(0.01)

**Remeasurement for the year [Actuarial (Gain)/loss]**

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
	Million Rs.	Million Rs.
Experience (Gain) / Loss on plan liabilities	(0.22)	(0.32)
Demographic (Gain) / Loss on plan liabilities	-	-
Financial (Gain) / Loss on plan liabilities	(0.07)	0.06
Experience (Gain) / Loss on plan assets	(0.08)	(0.09)
Financial (Gain) / Loss on plan assets	0.01	0.04

**Amount recognised in Statement of Other Comprehensive Income (OCI)**

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
	Million Rs.	Million Rs.
Opening amount recognised in OCI outside profit and loss account	(0.65)	(0.33)
Remeasurement for the year-Obligation (Gain)/Loss	(0.29)	(0.27)
Remeasurement for the year-Plan assets (Gain)/Loss	(0.06)	(0.05)
Total Remeasurement cost/(credit) for the period recognised in OCI	(0.35)	(0.32)
Closing amount recognised in OCI outside profit and loss account	(1.00)	(0.65)

**The amounts to be recognised in the Balance Sheet**

Particulars	As at March 31, 2022	As at March 31, 2021
	Million Rs.	Million Rs.
Present value of obligation as at the end of the period	4.54	4.31
Fair value of plan assets as at the end of the period	4.90	4.57
Surplus/ (Deficit)	0.36	0.26
Current Liability	-	-
Non-Current Liability	4.54	4.31
Net asset / (liability) to be recognised in balance sheet	0.36	0.26

**Expense recognised in the statement of profit and loss**

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
	Million Rs.	Million Rs.
Current service cost	0.27	0.26
Net Interest (Income) / Expense	(0.02)	(0.01)
Net periodic benefit cost recognised in the statement of profit and loss	0.25	0.25

Notes forming part of Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

**Reconciliation of net asset/ (liability) recognised:**

Particulars	As at	As at
	March 31, 2022	March 31, 2021
	Million Rs.	Million Rs.
Net asset / (liability) recognised at the beginning of the period	0.26	0.19
Company contributions	0.00	0.00
Expense recognised at the end of period	(0.25)	(0.25)
Amount recognised outside profit & loss for the period	0.35	0.32
Net asset / (liability) recognised at the end of the period	0.36	0.26

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Particulars	As at	As at
	March 31, 2022	March 31, 2021
Funds managed by insurer	100 %	100 %

**Sensitivity analysis**

**A) Impact of change in discount rate when base assumption is decreased/increased by 100 basis points**

Discount Rate	As at	As at
	March 31, 2022	March 31, 2021
	Million Rs.	Million Rs.
5.30%	4.72	4.51
7.30%	4.37	4.13

**B) Impact of change in salary increase rate when base assumption is decreased/increased by 100 basis points**

Salary Increment Rate	As at	As at
	March 31, 2022	March 31, 2021
	Million Rs.	Million Rs.
6.50%	4.41	4.17
8.50%	4.67	4.47

**C) Impact of change in withdrawal rate when base assumption is decreased/increased by 100 basis points**

Withdrawal Rate	As at	As at
	March 31, 2022	March 31, 2021
	Million Rs.	Million Rs.
9.00%	4.56	4.33
11.00%	4.53	4.30

The estimates of future salary increase, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

Notes forming part of Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

The following are the expected benefit payments to the defined benefit plan in future years:

Particulars	As at	As at
	March 31, 2022	March 31, 2021
	Million Rs.	Million Rs.
Within one year	0.47	0.43
After one year but not more than five years	3.62	3.38
After five years but not more than ten years	1.26	1.41

Weighted average duration of the plan (based on discounted cash flows using mortality, withdrawal and interest rate) is 4.27 years.

#### Provident Fund

In accordance with the law, all employees of the Company are entitled to receive benefits under the provident fund. Till the Financial Year 2016-17, the Company operated defined benefit plan. Under the defined benefit plan, the Company contributes to the " BFUL Employees Provident Fund Trust. ". The Company has an obligation to make good the shortfall, if any, between the return from the investments of the trust and the notified interest rate.

From the Financial Year 2017-18 onwards the Company operated defined contribution plan. Under the defined contribution plan, provident fund is contributed to the government administered provident fund. The Company has no obligation, other than the contribution payable to the provident fund.

### 32. Income Taxes

A reconciliation of the Income tax provision to the amount computed by applying the statutory income tax rate to the profit before tax is summarised below.

Particulars	Year ended	Year ended
	March 31, 2022	March 31, 2021
	Million Rs.	Million Rs.
Accounting profit/(loss) before tax from operations	45.91	(35.29)
Enacted tax rate in India	27.82%	27.82%
Computed tax expense at enacted tax rate	12.77	(9.82)
Effect of Income from other sources	-	-
Effect of non-deductible expenses	6.19	10.39
Effect of deductible expenses	(0.16)	(2.71)
Effect of Carry Forward Losses	-	2.14
Effect of MAT Credit availed	(10.60)	-
Effect of timing difference	(3.20)	(11.72)
Short / (Excess) provision of earlier years	12.64	(6.40)
Tax expense reported in statement of profit and loss	17.64	(18.12)

### 33. Corporate Social Responsibility (CSR)

The Company has formed Corporate Social Responsibility (CSR) Committee and has also adopted a CSR Policy in accordance with the provisions of section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014. The company has not met any of the thresholds prescribed under section 135 of the Companies Act, 2013 for the financial year 2019-20 and 2020-21. As such, provisions of Section 135 shall not be applicable for immediately subsequent financial years 2020-21 and 2021-22 respectively.

Notes forming part of Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

		(Million Rs)	
Sr. No.	Particulars	Year ended March 31, 2021	Year ended March 31, 2020
1.	Gross amount required to be spent by the company during the year	Nil	Nil
2.	Amount approved by the board to be spent during the year	Nil	Nil
3.	Amount spent during the year on:		
	(i) Construction/Acquisition of any asset	-	-
	(ii) On purchase other than (i) above	0.11	Nil
4.	The amount of shortfall at the end of the year out of the amount required to be spent by the Company during the year	-	-
5.	The total of previous years' shortfall amounts	-	-
6.	The reason for above shortfalls	-	-
7.	The nature of CSR activities undertaken by the Company.	Refer annexure of Directors Report	
8.	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year	-	-

34. Ratios

Particulars	Numerator	Denominator	As at 31 March 2022	As at 31 March 2021	Variation
Current Ratio(in times)	Current Assets	Current Liabilities	0.98	0.87	13.13 %
Debt Equity Ratio (in times)	Total Debt	Shareholder's Equity	0.16	0.19	-18.22 %
Debt Service Coverage Ratio (in times)	Earnings available for debt service	Debt services	119.85	63.95	87.42 %
Return on Equity(in %)	Net profit after taxes	Average Shareholder's Equity	2.16	-1.32	263.54 %
Trade Receivables turnover ratio (in times)	Net Credit sales	Average Accounts Receivables	1225.20	82.88	1,378.27 %
Net Capital Turnover Ratio (in times)	Net Sales	Working Capital	-32.24	-2.76	1,067.72 %
Net Profit Ratio(in %)	Net Profit	Net Sales	15.38	-11.77	230.67 %
Return on Capital Employed (in %)	Earnings before interest and taxes	Capital Employed	3.13	-1.93	262.18 %
Return on Investment in equity shares(in %)	Income generated from Investments	Average funds invested	8.24%	10.38%	-20.65 %
Return on investment in Fixed deposits with Banks(in %)	Income generated from Fixed deposits	Average funds invested	4.99%	5.82%	-14.16 %

Note on Variation:

- Debt service coverage ratio : Loan instalments paid during the year.
- Return on equity : Profit increased due to increase in Revenue and reversal of provision.
- Trade Receivable : Rs. 0.30 Million receivable against Rs. Nil in previous year.
- Net Capital Turnover : increase in sale of RECs.
- Net profit Ratio : Profit increased due to increase in Revenue and reversal of provision.
- Return on Capital employed : increase in revenue and provision reversed during the year.

## Notes forming part of Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

### 35. Relationship with Struck off companies:

The Company did not enter into any transaction with Companies struck off from ROC records for the period ended 31 March 2022 and 31 March 2021.

36. a. No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies) including foreign entities (intermediaries) with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- b. No funds have been received by the company from or in any other person(s) or entity(ies) including foreign entities (funding parties) with the understanding, whether recorded in writing or otherwise, that the company shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
37. Segment information as required by Ind AS 108 "Operating Segments" as prescribed by Rules, as amended is set out in a separate statement annexed thereto.
38. Certain litigations by and against the Company and subsidiaries of the Company are pending in various Courts, and the matter is subjudice. No cognizance thereof is taken in the preparation of the Ind AS financial statements, pending final outcome of the cases.
39. The Company has advanced amounts aggregating to Rs. 370 million to Nandi Economic Corridor Enterprises Limited (NECE), Subsidiary Company, for purchase of developed parcels of land, which remain outstanding at the balance sheet date. These have been considered as good and recoverable in these financial statements by the Management of the Company based on the balance confirmation received from NECE.
40. Disclosures required as per Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 have been set out in a separate statement annexed hereto.
41. Nandi Infrastructure Corridor Enterprises Ltd. (NICE) and Nandi Economic Corridor Enterprises Ltd. (NECE) which are the subsidiaries of the Company, have not yet submitted the audited financial statements for the year ended 31 March, 2022, to the Company.
- The Company will prepare consolidated financial statements, once the audited accounts of all the above-mentioned subsidiaries are made available to the Company.
42. Nandi Economic Corridor Enterprises Ltd. (NECE), which is a subsidiary of the Company, is in the process of finalising the accounts for the financial year ended 31<sup>st</sup> March, 2022. However, negative net worth is observed based on the information available with the Company.
- Management of NECE has applied key judgments in estimating the discounted future cash flows. Considering the discounted future cash flows and explanations, the Company's management is of the view that there is no impairment adjustment required in the value of investment in the subsidiary company.
43. Previous year's figures have been regrouped wherever necessary.

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date  
For G.D. Apte & Co.  
Chartered Accountants  
ICAI Firm Registration No.: 100515W

Anagha M Nanivadekar  
Partner  
Membership No.: 121007

Pune, 30 May, 2022

For and on behalf of the Board of Directors of BF UTILITIES LIMITED  
CIN : L40108PN2000PLC015323

B. B. HATTARKI      B. S. MITKARI  
Director              Director, CEO,  
DIN : 00145710      CFO & Company Secretary  
DIN : 03632549

Pune, 30 May, 2022

Notes forming part of Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

Annexure referred to in Note No. 37 of the Financial Statements of BF Utilities Ltd.

Standalone Segment Reporting as required by "Ind AS 108 : Operating Segments" for the year ended 31<sup>st</sup> March, 2022

		Million Rupees	
Sr. No.	Particulars	Year Ended 31 <sup>st</sup> March, 2022	Year Ended 31 <sup>st</sup> March, 2021
1	Segment Revenue		
	a. Wind Energy	233.78	135.88
	b. Infrastructure	-	7.74
	<b>Total</b>	<b>233.78</b>	<b>143.62</b>
	Less : Inter segment revenue	-	-
	<b>Net Revenue</b>	<b>233.78</b>	<b>143.62</b>
2	Segment results		
	Profit / (Loss) (before tax and interest from each segment)		
	a. Wind Energy	34.57	(57.48)
	b. Infrastructure	(0.86)	(2.41)
	<b>Total</b>	<b>33.71</b>	<b>(59.89)</b>
	Less : i) Finance Cost	2.10	5.60
	ii) Other unallocable expenditure net off unallocable income	(14.30)	(30.20)
	Total Profit / (Loss) before tax and Exceptional Items	45.91	(35.29)
	Exceptional Items	-	-
	<b>Total Profit / (Loss) before tax</b>	<b>45.91</b>	<b>(35.29)</b>
3	Total Carrying Amount of Segment Assets		
	a. Wind Energy	425.16	474.25
	b. Infrastructure	1,406.41	1,487.72
	c. Other - Unallocables	16.37	19.71
	<b>Total</b>	<b>1,847.94</b>	<b>1,981.68</b>
4	Total Carrying Amount of Segment Liabilities		
	a. Wind Energy	324.51	371.18
	b. Infrastructure	-	81.31
	c. Other - Unallocables	7.29	1.19
	<b>Total</b>	<b>331.80</b>	<b>453.68</b>
5	Capital Employed (Segment Assets - Segment Liabilities)		
	a. Wind Energy	100.65	103.07
	b. Infrastructure	1,406.41	1,406.41
	c. Other - Unallocables	9.08	18.52
	<b>Total</b>	<b>1,516.14</b>	<b>1,528.00</b>
6	Total Cost incurred during the year to acquire Segment Assets that are expected to be used during more than one period.		
	a. Wind Energy	0.19	0.02
	b. Infrastructure	-	-
	c. Other - Unallocables	-	-
	<b>Total</b>	<b>0.19</b>	<b>0.02</b>
7	Depreciation & Amortisation		
	a. Wind Energy	20.19	35.65
	b. Infrastructure	-	-
	<b>Total</b>	<b>20.19</b>	<b>35.65</b>



Notes forming part of Standalone Financial Statements for the Year ended 31<sup>st</sup> March, 2022 :

Annexure referred to Note No. 40 of Notes forming part of the Financial Statements

Disclosures required as per Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Name of the Company	Year	Loans and Advances Given		Investments	Investments by the loanee in the shares of parent company and subsidiary company as at 31 March, 2022
		Amount Outstanding as at 31 March, 2022	Maximum Balance outstanding during the year/period	Amount Outstanding as at 31 March, 2022	
		Million Rs.	Million Rs.	Million Rs.	
<b>Subsidiaries :</b>					
Nandi Infrastructure Corridor Enterprise Ltd.	2021-22	-	-	775.69	-
	2020-21	-	-	775.69	-
Nandi Highway Developers Ltd.	2021-22	-	-	260.72	-
	2020-21	-	-	260.72	-
Avichal Resources Pvt. Ltd.	2021-22	-	-	65.17	-
	2020-21	-	-	65.17	-
Nandi Economic Corridor Enterprises Ltd.	2021-22	370.00	370.00	-	-
	2020-21	370.00	370.00	-	-

Note :There are no loans and advances in the nature of loans to firms / companies in which Directors are interested.

# CONSOLIDATED FINANCIAL STATEMENTS

## INDEPENDENT AUDITOR'S REPORT

To,  
The Members  
BF Utilities Limited, Pune

### Report on the Audit of the Consolidated Financial Statements

#### Opinion

We have audited the accompanying Consolidated Financial Statements of BF Utilities Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group" ) which comprise the consolidated Balance Sheet as at March 31, 2022, the consolidated Statement of Profit and Loss (including other comprehensive income), the consolidated statement of Changes in Equity and the consolidated statement of Cash Flows for the year then ended, and notes to the consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements of the subsidiaries, the aforesaid consolidated 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 Indian Accounting Standards (IND AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended including the Companies (Indian Accounting Standards) Amendment Rules, 2019 and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2022, its consolidated profit and consolidated other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year then ended.

#### Basis for Opinion

We conducted our audit of consolidated 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 'Responsibilities of Auditor for the Audit of the consolidated financial statements' section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (the ICAI) together with the ethical requirements that are relevant to our audit of the consolidated 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 consolidated financial Statements.

#### Emphasis of Matter

We draw attention to the following matter included in the Notes to the Consolidated Financial Statements:

- (i) As mentioned in Note No. 36, certain litigations by and against the Company are pending in the Court, and the matter is subjudice. The Company shall review and if required carry out the necessary accounting adjustments after the final outcome of the cases.

Our opinion is not modified in respect of above matter.

#### Key Audit Matters

Key audit matters are those matters that in our professional judgment and based on the consideration of the reports of the other auditors on standalone financial statements and the other financial information of the subsidiaries, which were of most significance in our audit of the consolidated financial statements for the year ended March 31, 2022. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We did not audit the financial statements of the subsidiaries, as at and for the year ended on March 31, 2022, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our identification and reporting of the Key Audit Matters, in so far as it relates to these subsidiaries, is based solely on the reports of the other auditors.

We report that there were no Key Audit Matters in our audit of Consolidated Financial Statements.

#### Information other than the Consolidated Financial Statements and Auditors' report thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion & Analysis, Report of the Board of Directors and the report on Corporate Governance but does not include the Consolidated Financial Statements and our auditor's report thereon. The other information as stated above is expected to be made available to us after the date of this report.

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

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

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Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Upon reading of the other information made available to us, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

#### **Responsibilities of Management and Those charged with Governance for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance, the consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended including the Companies (Indian Accounting Standards) Amendment Rules, 2019 and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group 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 Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

#### **Responsibilities of Auditor for the Audit of the Consolidated Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company and its subsidiary companies have adequate internal financial controls with reference to consolidated financial statements 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 ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the standalone financial statements of Holding Company included

in the consolidated financial statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

We communicate with those charged with governance of the Holding Company included in the consolidated financial statements of which we are the independent auditors 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 consolidated financial statements for the financial year ended March 31, 2022 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Other Matter**

1. We did not audit the financial statements of subsidiaries whose financial statements, before consolidation adjustments, reflect Group's share of total assets of Rs. 22,585.97 Million as at March 31, 2022, Group's share of total revenue of Rs. 5,111.55 Million, Group's share of total net profit after tax of Rs. 903.09 Million for the year ended March 31, 2022, total comprehensive income of Rs. 919.60 Million for the year ended March 31, 2022 respectively and cash outflow of Rs. 98.28 Million. These financial statements have been audited by other auditors, whose reports have been furnished to us by the Management. Our opinion on the consolidated Financial Statements in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries is based solely on the report of the other auditors.
2. The consolidated financial statements of the group for the year ended March 31, 2021 were audited by the predecessor auditors Joshi Apte and Co., Chartered Accountants who expressed an unmodified opinion on those statements vide their audit report dated June 30, 2021.

Our opinion on the consolidated Financial Statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditors and predecessor auditor.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements and the other financial information of subsidiaries as noted in the 'other matter' paragraph we report to the extent applicable 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 of the aforesaid consolidated financial statements.
  - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the report of the other auditors.
  - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - d. In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended including the Companies (Indian Accounting Standards) Amendment Rules, 2019.
  - e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2022 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiaries, none of the directors of the Group companies is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164(2) of the Act.

- f. With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company and its Subsidiaries and the operating effectiveness of such controls, refer our separate Report in "Annexure 1".
- g. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the holding company to its directors during the year is in accordance with the provisions of section 197 and Schedule V 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 and based on the consideration of the reports of the other auditors on separate financial statements as also the other financial information of the subsidiaries, as noted in the 'other matter' paragraph:
- i. The Group has disclosed the impact of pending litigations as at March 31, 2022 on its consolidated financial position in its consolidated financial statements. Refer Note 26 to the consolidated financial statements;
  - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31st March 2022.
  - iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiaries during the year ended March 31, 2022.
  - iv. The management has represented that to the best of its knowledge or belief, 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 Group to or in any other person(s) or entity(ies) including foreign entities (intermediaries) with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (ultimate beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - v. The management has represented that to the best of its knowledge or belief, no funds have been received by the Group from any other person(s) or entity(ies) including foreign entities (funding parties) with the understanding, whether recorded in writing or otherwise, that the Group shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - vi. Based on the audit procedures considered reasonable and appropriate in the circumstances carried out by us, nothing has come to our notice that has caused us to believe that the representation under clause (iv) & (v) contain any material misstatements.
  - vii. None of the companies of the group have declared or paid any dividend during the year.
- i. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the holding Company and by other auditors of the subsidiaries included in the consolidated financial statements of the Group, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For G. D. Apte & Co.  
Chartered Accountants  
Firm's Registration Number: 100515W

Anagha M Nanivadekar  
Partner  
Membership Number: 121 007  
UDIN: 22121007ALUEGJ8786

Place : Pune  
Date : June 28, 2022

## ANNEXURE "1" TO THE INDEPENDENT AUDITORS' REPORT

Annexure 1 to the Independent Auditor's Report of even date on the Consolidated Financial Statements of BF Utilities Limited.

Report on the Internal Financial Controls with reference to Consolidated Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of BF Utilities Limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2022, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), as of that date.

### Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company and its subsidiaries are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("Guidance Note") 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 respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting with reference to consolidated financial statements of the Holding company and its subsidiaries based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated Ind AS financial statements 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 with reference to consolidated financial statements were 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 internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their report referred to in 'Other Matter' paragraph below, in respect of Holding company and its subsidiaries respectively, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to Consolidated financial statements.

### Meaning of Internal Financial Controls over financial reporting with reference to consolidated financial statements

A Company's internal financial control over financial reporting with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting with reference to consolidated financial statements 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 consolidated 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 unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the consolidated financial statements.

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## **Inherent Limitations of Internal Financial Controls over financial reporting with reference to consolidated financial statements**

Because of the inherent limitations of internal financial controls over financial reporting with reference to consolidated financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to consolidated financial Statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to consolidated financial statements 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 Holding company and its subsidiaries have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

### **Other Matter**

Our report under Section 143 (3) (i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements in so far as it relates to the subsidiaries, is based on the corresponding reports of the auditors of such subsidiaries.

Our opinion is not modified in respect of above matter.

For G. D. Apte & Co.  
Chartered Accountants  
Firm's Registration Number: 100515W

Anagha M Nanivadekar  
Partner  
Membership Number: 121 007  
UDIN: 22121007ALUEGJ8786

Place : Pune  
Date : June 28, 2022

## CONSOLIDATED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2022

	Note No.	As at 31 <sup>st</sup> March, 2022 Million Rs.	As at 31 <sup>st</sup> March, 2021 Million Rs.
<b>ASSETS</b>			
<b>I Non-current assets</b>			
(a) Property, plant and equipment	2	175.21	206.44
(b) Capital work in progress	2.1	353.44	353.62
(c) Goodwill	2.3	63.51	63.51
(d) Right of use assets	2.2	24.20	32.27
(e) Other intangible assets	2.3	10,972.12	10,778.94
(f) Intangible assets - under development	2.4	176.43	85.01
(g) Financial assets			
(i) Investments	3	5.03	0.95
(ii) Loans	4	0.99	0.93
(iii) Other financial assets	5	521.29	77.43
(h) Income tax assets (net)		80.26	69.23
(i) Deferred tax asset (net)	6	40.12	37.06
(j) Other non current assets	7	4,380.26	4,368.80
<b>Total non current assets</b>		<u>16,792.86</u>	<u>16,074.19</u>
<b>II Current assets</b>			
(a) Inventories	8	2,248.42	2,232.21
(b) Financial assets			
(i) Investments	3	1,600.97	2,260.82
(ii) Trade receivables	9	12.23	3.01
(iii) Cash and cash equivalents	10	81.79	247.43
(iv) Bank balances other than (iii) above	10	451.21	336.06
(v) Loans	4	244.53	244.75
(vi) Other financial assets	5	23.25	23.40
(c) Other current assets	7	59.49	72.82
<b>Total current Assets</b>		<u>4,721.89</u>	<u>5,420.50</u>
<b>Total assets</b>		<u>21,514.75</u>	<u>21,494.69</u>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity share capital	11	188.34	188.34
(b) Other equity	12	(1,899.87)	(2,420.99)
Equity attributable to owners of the parent		<u>(1,711.53)</u>	<u>(2,232.65)</u>
(c) Non controlling interest		2,430.68	1,998.56
<b>Total equity</b>		<u>719.15</u>	<u>(234.09)</u>
<b>I Non-current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	13	15,166.95	16,024.00
(ii) Lease liability		31.27	38.26
(iii) other financial liabilities	15	1,247.70	1,417.60
(b) Provisions	18	136.90	68.73
(c) Deferred tax liabilities (net)	14	16.89	20.10
(d) Other non-current liabilities	16	914.82	905.94
<b>Total Non-Current liabilities</b>		<u>17,514.53</u>	<u>18,474.63</u>
<b>II Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	13	1,114.77	1,087.39
(ii) Trade payables	17		
Total Outstanding dues of micro enterprises and small enterprises		11.58	2.40
Total outstanding dues of other than micro enterprises and small enterprises		454.12	462.40
(iii) Other financial liabilities	15	325.86	318.29
(b) Income tax liabilities (net)		6.54	10.53
(c) Other current liabilities	16	1,241.32	1,238.53
(d) Provisions	18	126.88	134.61
<b>Total Current liabilities</b>		<u>3,281.07</u>	<u>3,254.15</u>
<b>Total Liabilities</b>		<u>20,795.60</u>	<u>21,728.78</u>
<b>Total equity and liabilities</b>		<u>21,514.75</u>	<u>21,494.69</u>
Summary of significant accounting policies	1		

The accompanying notes form an integral part of the consolidated financial statements.

As per our report of even date  
For G D APTE & CO.  
Chartered Accountants  
Firm Registration No. 100515W

For and on behalf of the Board of Directors of BF UTILITIES LIMITED  
CIN : L40108PN2000PLC015323

Anagha M Nanivadekar  
Partner  
Membership No. 121007

B.B. HATTARKI  
Director  
DIN : 00145710

B.S. MITKARI  
Director, CEO, CFO &  
Company Secretary  
DIN : 03632549

Pune, 28 June, 2022

Pune, 28 June, 2022



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

	Note No.	Year ended 31 <sup>st</sup> March, 2022 Million Rs.	Year ended 31 <sup>st</sup> March, 2021 Million Rs.
<b>Income</b>			
I. Revenue from operations	19	5,130.93	3,705.03
II. Other income	20	211.16	233.65
III. Total revenue (I + II)		5,342.09	3,938.68
<b>IV. Expenses</b>			
Changes in inventories	21 a.	0.32	0.31
Cost of sale of land and land development	21 b.	1.02	-
Employee benefits expense	22	529.42	537.26
Finance costs	23	1,829.33	2,153.84
Depreciation and amortization expenses	2 - 2.3	551.46	566.71
Other expenses	24	1,399.69	881.10
Total expenses (IV)		4,311.24	4,139.22
V. Profit / (Loss) before tax and exceptional items (III-IV)		1,030.85	(200.54)
VI. Exceptional items		-	-
VII. Profit / (Loss) before tax (V + VI)		1,030.85	(200.54)
<b>VIII. Tax expense :</b>			
(a) Current tax			
- pertaining to profit for the year		104.56	55.32
- MAT Credit utilised in relation to earlier years		(10.68)	(0.08)
Tax for the year		93.88	55.24
(b) (Excess) / Short provision of earlier years		12.64	(6.50)
(c) Deferred tax		(7.03)	(28.34)
Total Tax expense		99.49	20.40
IX. Profit / (Loss) for the year (VII-VIII)		931.36	(220.94)
<b>X Other Comprehensive Income for the period</b>			
(a) Items that will not be reclassified to Profit or Loss :			
Gain / (Loss) on remeasurement of the defined benefit plans		16.87	10.72
Gain / (Loss) on fair valuation of financial instruments		4.93	1.02
		21.80	11.74
- Income Tax on above		(0.08)	0.28
		21.88	11.46
(b) Items that will be reclassified to Profit or Loss			
		-	-
		21.88	11.46
XI Total Comprehensive income for the period Net of tax (IX + X)		953.24	(209.48)
<b>XII Of the total comprehensive income above, Profit for the year attributable to :</b>			
owners of the parent		508.26	(24.68)
Non-controlling interests		423.10	(196.26)
		931.36	(220.94)
<b>XIII Of the total comprehensive income above, Other comprehensive Income attributable to :</b>			
owners of the parent		12.86	5.40
Non-controlling interests		9.02	6.06
		21.88	11.46
<b>XIV Total Comprehensive income for the year Attributable to :</b>			
owners of the parent		521.12	(19.28)
Non-controlling interests		432.12	(190.20)
		953.24	(209.48)
<b>XV Earnings per share:</b>			
Basic & Diluted Rs.	25	13.49	(0.66)
Summary of significant accounting policies	1		

The accompanying notes form an integral part of the consolidated financial statements.

As per our report of even date  
For G D APTE & CO.  
Chartered Accountants  
Firm Registration No. 100515W

For and on behalf of the Board of Directors of BF UTILITIES LIMITED  
CIN : L40108PN2000PLC015323

Anagha M Nanivadekar  
Partner  
Membership No. 121007

B.B. HATTARKI  
Director  
DIN : 00145710

B.S. MITKARI  
Director, CEO, CFO &  
Company Secretary  
DIN : 03632549

Pune, 28 June, 2022

Pune, 28 June, 2022

## Consolidated Cash Flow Statement For The Year Ended 31<sup>st</sup> March, 2022

	31 <sup>st</sup> March, 2022 Million Rs.	31 <sup>th</sup> March, 2021 Million Rs.
<b><u>Cash Flow from Operating Activities</u></b>		
Profit / (Loss) before tax	1,030.85	(200.54)
Adjustment for:		
Depreciation and amortisation expense	551.46	566.71
Finance cost	1,827.21	2,148.26
Finance cost on sales tax deferrals	2.10	5.58
Interest income	(27.22)	(34.20)
Dividend income	(0.13)	(0.16)
Loss on sale of assets	-	0.34
Gain on sale of investments in Mutual Funds	(115.46)	(91.48)
Provision no longer required written back	(53.09)	
Net (Gain) / Loss on fair valuation of investment in Mutual Funds	13.44	(82.97)
Interest income on sales tax deferral	(2.10)	(5.58)
<b>Operating profit / (Loss) before working capital changes</b>	<b>3,227.06</b>	<b>2,305.96</b>
Movements in Working Capital:		
(Increase) / Decrease in Inventories	(16.20)	0.31
(Increase) / Decrease in Trade receivables	(9.22)	4.14
(Increase) / Decrease in Other financial assets	(41.88)	4.27
(Increase) / Decrease in Loans	0.16	(4.53)
(Increase) / Decrease in Other Non-current assets	15.52	16.63
(Increase) / Decrease in Other current assets	87.22	(108.65)
Increase / (Decrease) in provisions	44.75	14.42
Increase / (Decrease) in Other liabilities	5.66	3.79
Increase / (Decrease) in Trade payables	49.05	(26.66)
Increase / (Decrease) in Other financial liabilities	0.39	(94.98)
Operating Profit / (Loss) after working capital changes	<b>3,362.51</b>	<b>2,114.70</b>
Direct taxes (Paid) / Refund	(104.82)	(95.36)
<b>Net Cash generated from / (used in) operating activities (A)</b>	<b>3,257.69</b>	<b>2,019.34</b>
<b><u>Cash Flow from investing activities</u></b>		
Payment towards purchase of property, plant and equipments and intangible assets	(794.24)	(33.36)
Proceeds from sale of property, plant and equipments	-	0.27
(Purchase) / Sale of Mutual Funds (net)	762.71	(93.43)
Interest income	27.86	38.50
Dividend income	0.13	0.16
(investment in) / Maturity Proceeds of Fixed deposit with banks	(593.15)	13.40
Receipt of Inter-corporate deposits	1.73	-
<b>Net Cash generated from / (used in) investing activities (B)</b>	<b>(594.96)</b>	<b>(74.46)</b>
<b><u>Cash flow from financing activities</u></b>		
Proceeds from / (Repayment of ) borrowings (net)	(1,125.37)	(42.30)
Finance costs	(1,690.83)	(1,914.57)
Payment of Lease Liabilities	(12.16)	(11.58)
<b>Net Cash generated from / (Used in) financing activities (C)</b>	<b>(2,828.36)</b>	<b>(1,968.45)</b>
<b>Net Increase/ (Decrease) in cash and cash equivalents (A+B+C)</b>	<b>(165.63)</b>	<b>(23.57)</b>
Cash and cash equivalents at the beginning of the year	<b>247.43</b>	<b>271.00</b>
Cash and cash equivalents at the end of the year	<b>81.80</b>	<b>247.43</b>

**Notes:**

1. The above Cash Flow Statement has been prepared under the indirect method set out in Indian Accounting Standard (IND AS) -7 , 'Statement of Cash Flows' as specified in the Companies (Indian Accounting Standard) Rules, 2015.
2. Direct Taxes paid are treated as arising from operating activities and are not bifurcated between investment and financing activities.
3. All figures in brackets indicate cash outflow.

The accompanying notes form an integral part of the consolidated financial statements.

As per our report of even date  
For G D APTE & CO.  
Chartered Accountants  
Firm Registration No. 100515W

For and on behalf of the Board of Directors of BF UTILITIES LIMITED  
CIN : L40108PN2000PLC015323

Anagha M Nanivadekar  
Partner  
Membership No. 121007

B.B. HATTARKI  
Director  
DIN : 00145710

B.S. MITKARI  
Director, CEO, CFO &  
Company Secretary  
DIN : 03632549

Pune, 28 June, 2022

Pune, 28 June, 2022

## Consolidated Statement of Changes in Equity (SOCIE) for the year ended 31<sup>st</sup> March, 2022

A) Equity Share Capital Particulars	Million Rs. As at 31 March, 2022	Million Rs. As at 31 March, 2021
Balance as at the beginning of the year	188.34	188.34
Changes in equity share capital due to prior period errors	-	-
Restated balance as at the beginning of the year	188.34	188.34
Changes in equity share capital during the year	-	-
Balance as at the end of the year	188.34	188.34

### B) Other equity

Particulars	Reserves and Surplus					Equity Instruments through other Comprehensive income	Total Before Non Controlling Interest (NCI)	Non Controlling Interest (NCI)	Total Other Equity	
	Securities Premium	Reserve U/s 45 of the RBI Act, 1934	Fund IC(1)	Measurement of below market rate financial liability at fair value	General Reserve					Surplus / (Deficit) in Statement of Profit & Loss
Balance as at 01/04/2020	1,864.84	4.06		1,572.63	0.07	(5,844.21)	0.90	(2,401.71)	2,188.76	(212.95)
Changes in Accounting Policy or prior period errors	-	-		-	-	-	-	-	-	-
Restated Balance as on 01/04/2020	1,864.84	4.06		1,572.63	0.07	(5,844.21)	0.90	(2,401.71)	2,188.76	(212.95)
Profit / (Loss) for the year	-	-		-	-	(24.68)	-	(24.68)	(196.26)	(220.94)
Remeasurement of Defined Benefit Plan (net of tax)	-	-		-	-	4.66	-	4.66	6.06	10.72
Measurement of investment at FVTOCI (net of tax)	-	-		-	-	-	0.74	0.74	-	0.74
Total Comprehensive Income / (Loss) for the year	-	-		-	-	(20.02)	0.74	(19.28)	(190.20)	(209.48)
Balance as at 31/03/2021	1,864.84	4.06		1,572.63	0.07	(5,864.23)	1.64	(2,420.99)	1,998.56	(422.43)
changes in Accounting Policy or prior period errors	-	-		-	-	-	-	-	-	-
Restated Balance as on 01/04/2021	1,864.84	4.06		1,572.63	0.07	(5,864.23)	1.64	(2,420.99)	1,998.56	(422.43)
Profit / (Loss) for the year	-	-		-	-	508.26	-	508.26	423.10	931.36
Remeasurement of Defined Benefit Plan (net of tax)	-	-		-	-	7.75	-	7.75	9.02	16.77
Measurement of investment at FVTOCI (net of tax)	-	-		-	-	-	5.11	5.11	-	5.11
Total Comprehensive Income / (Loss) for the year	-	-		-	-	516.01	5.11	521.12	432.12	953.24
Balance as at 31/03/2022	1,864.84	4.06		1,572.63	0.07	(5,348.22)	6.75	(1,899.87)	2,430.68	530.81

The accompanying notes form an integral part of the consolidated financial statements.

As per our report of even date  
For G D APTE & CO.  
Chartered Accountants  
Firm Registration No. 100515W

For and on behalf of the Board of Directors of BF UTILITIES LIMITED  
CIN : L40108PN2000PLC015323

Anagha M Nanivadekar  
Partner  
Membership No. 121007

B.B. HATTARKI  
Director  
DIN : 00145710

B.S. MITKARI  
Director, CEO, CFO &  
Company Secretary  
DIN : 03632549

Pune, 28 June, 2022

Pune, 28 June, 2022

**Corporate Information:**

The Consolidated financial statements comprise of BF Utilities Ltd. ("the Parent Company") and its subsidiaries (collectively, the Group). The Parent Company is a public company domiciled in India and incorporated on 15 September, 2000 under the provisions of the Companies Act, 1956 ("the Act"). The registered office of the Parent Company is located at Mundhwa, Pune Cantonment, Pune - 411036, Maharashtra.

The equity shares of the parent Company are listed on two recognised stock exchanges in India i.e. BSE Limited and National Stock Exchange of India Limited. The Group is engaged in the business of generation of electricity through wind mills and Infrastructure activities. The Company's CIN is L40108PN2000PLC015323.

The Consolidated financial statements for the year ended 31 March 2022 were authorized for issue by the Board of Directors on 28 June 2022.

**1. Significant accounting policies:**

**a. Statement of compliance**

The Consolidated Financial Statements of the Group have been prepared in accordance with the Indian Accounting Standards (Ind-AS) as per Companies (Indian Accounting Standards) Rules 2015 notified under section 133 of the Companies Act, 2013 ("The Act") and other relevant provisions of the Act.

**b. Basis of Preparation**

The Group's consolidated financial statements have been prepared in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards ('Ind AS') as issued under the Companies (Indian Accounting Standards) Rules, 2015 and amendments thereof issued by the Ministry of Corporate Affairs in exercise of the powers conferred by section 133 read with rule 7 of the Companies (Accounts) Rules, 2014. In addition, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) and the guidelines issued by the Securities and Exchange Board of India are also applied.

The Consolidated financial statements have been prepared on an accrual basis and under historical cost convention, except Defined benefit Plan - Plan assets and certain financial Assets & Liabilities which are measured at fair value (refer accounting policy regarding financial instruments). The accounting policies are consistently applied by the group during the year and are consistent with those used in previous year except for the changes in accounting policies required to be made on adoption of Indian Accounting Standards notified under the Companies Act, 2013.

**c. Basis of Consolidation**

The consolidated financial statements of the Group have been prepared in accordance with the Indian Accounting standards ('Ind AS') to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 ('the 2013 Act') and the relevant provisions of the 1956 Act / 2013 Act, including rules thereunder as applicable and guidelines issued by Securities and Exchange Board of India ('SEBI'). The accounting policies adopted in the preparation of the consolidated financial statements are consistent. All assets and liabilities have been classified as Current or Non-current as per the respective Company's normal operating cycle and other criteria set out in Schedule III to the 2013 Act.

The Consolidated financial statements comprise the financial statements of the Parent Company and its subsidiaries as at March 31, 2022. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the Consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the Consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the Consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of subsidiaries have been drawn for the year ended 31 March, 2022.

**Consolidation procedure:**

The Consolidated financial statements of the Company and its subsidiaries ("the Group") for the year ended 31 March, 2022 are prepared in accordance with generally accepted accounting principles applicable in India, and the Indian Accounting Standard 110 (Ind AS 110) on 'Consolidated Financial Statements', notified by Companies (Accounting Standards) Rules, 2015, ("Indian Accounting Standards") by and to the extent possible in the same format as that adopted by the Parent Company for its separate financial statements.

The Parent Company consolidates entities which it owns or controls. The Consolidated financial statements comprise the financial statements of the parent company, its subsidiaries as disclosed below.

The financial statements of the Company and its subsidiary companies have been combined by adding together the like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries after eliminating intra group balances and intra group transactions except where cost cannot be recovered. The unrealized profits or losses resulting from the intra group transactions and balances have been eliminated.

The excess of the cost to the Company of its investment in a subsidiary and the Company's portion of equity of subsidiary on the date at which investment in the subsidiary is made, is described as goodwill and recognized separately as an asset in the Consolidated financial statements.

The excess of the Company's portion of equity of the subsidiary over the cost of investment in the subsidiary is treated as capital reserve in the Consolidated financial statements.

Goodwill arising on consolidation is not amortized. It is tested for impairment on a periodic basis and written off if found impaired.

The Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and necessary adjustments required for deviations, if any, are made in the Consolidated financial statements.

The Consolidated financial statements are presented in the same manner as the Company's separate financial statements.

The subsidiary companies considered in Consolidated financial statements are as follows:

Name of the subsidiary and Country of Incorporation	Ownership Percentage as at	
	March 31, 2022	March 31, 2021
Nandi Infrastructure Corridor Enterprise Ltd. (NICE) - India	74.52 %	74.52 %
Nandi Highway Developers Ltd.(NHDL) - India	69.53 %	69.53 %
Nandi Economic Corridor Enterprises Ltd. * (NECE) - India	40.41 %	40.41 %
Avichal Resources Private Ltd. # - India	100.00 %	100.00 %

\* Step-down subsidiary

# with effect from 16 March, 2016

Statutory group information is provided in Annexure A

**d. Significant accounting judgements, estimates and assumptions**

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

This note provides an overview of the areas that involved a higher degree of judgement or complexity and of items which are likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

**e. Critical Estimates and Judgements**

**Useful lives of depreciable/amortizable assets**

Management reviews its estimate of the useful lives of depreciable/amortizable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain software and other assets.

**Impairment of non-financial assets**

The group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a group of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate evaluation model is used.

Recoverability of advances / receivables - At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.

Evaluation of indicators for impairment of assets - The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

**Impairment of financial assets**

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

**Service concession arrangements (SCA)**

The evaluation of applicability of SCA requires the Management to assess whether the group has right to operate the asset/infrastructure or has ownership of the asset. The Management among other factors considers who regulates the prices and controls residual interest in the asset for determining application of guidance relating to SCA.

**Defined Benefit Obligation (DBO)**

Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

**Fair value measurements**

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

### Provisions

Provisions are determined based on the best estimate required to settle the obligation at the reporting date. If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability. These estimates are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

### Estimate of current and deferred tax

The group's tax charge on ordinary activities is the sum of the total current and deferred tax charges. The calculation of the group's total tax charge necessarily involves a degree of estimation and judgement in respect of certain items whose tax treatment cannot be finally determined until resolution has been reached with the relevant tax authority or, as appropriate, through a formal legal process. The final resolution of some of these items may give rise to material profits/losses and/or cash flows.

The complexity of the group's structure makes the degree of estimation and judgement more challenging. The resolution of issues is not always within the control of the group and it is often dependent on the efficiency of the legal processes in the relevant taxing jurisdictions in which the group operates. Issues can, and often do, take many years to resolve. Payments in respect of tax liabilities for an accounting period result from payments on account and on the final resolution of open items. As a result, there can be substantial differences between the tax charge in the statement of profit and loss and tax payments.

#### f. Functional and presentation currency:

The items included in the Consolidated Financial Statements of the Company are measured using the currency of primary economic environment in which the Group operates ("the functional currency").

The Consolidated financial statements are presented in Indian rupees (Rs.) rounded off to nearest million (unless otherwise stated), which is the Group's functional and presentation currency.

#### g. Property, Plant and Equipment

##### Recognition and Measurement

Property, plant and equipment are stated at cost of acquisition or construction net of accumulated depreciation and impairment loss (if any). Internally manufactured property, plant and equipment are capitalised at cost, including non-deductible excise duty (blocked ITC credit under GST), wherever applicable. All significant costs relating to the acquisition and installation of property, plant and equipment are capitalised. Such cost includes the cost of replacing part of the property, plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in statement of profit and loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

##### Subsequent costs

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised.

##### Depreciation

The identified components are depreciated over their useful lives, the remaining asset is depreciated over the life of the principal asset.

Depreciation for identified components, other than Furniture & Fixtures and Vehicles is computed on straight line method (in case for the Company for Furniture & Fixtures and Vehicles on written down value method) based on useful lives, determined based on internal technical evaluation as follows:

Assets	Useful lives
Building	24 to 60 Years
Plant & Machinery *	10 to 25 Years
Electrical Installation	10 Years
Computers and mobile phones	3 to 6 Years
Testing Meters	5 Years

Assets	Useful lives
Furniture & Fixtures	10 Years
Tools and equipments	10 Years
Towers	13 Years
Office Equipments	5 Years
Vehicles	8 to 10 Years

Useful lives of the above assets are as per prescribed under Part C of Schedule II of the Companies Act, 2013.

\* The Group, based on technical assessments made by technical experts and management estimates, depreciates certain items of plant and machinery over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

#### De-recognition / Disposal

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

#### h. Intangible assets

##### Recognition and Measurement

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in statement of profit and loss in the period in which the expenditure is incurred.

Toll road assets, created under Build, Own, Operate and Transfer ("BOOT") model is considered as intangible asset since the asset will be transferred to GoK at the end of the concession period. The cost of such intangible asset comprises of land acquisition cost, direct and indirect expense incurred on procurement / construction of roads, bridges, culverts, including toll plazas, other equipment and utilities used in or in connection with operation of toll road including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), borrowing cost if capitalization criteria are met and any directly attributable expenditure for making the asset ready for its intended use and net of any trade discounts and rebates.

##### Amortisation

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset, as provided by another Ind-AS.

The summary of amortization policy applied to the group's intangible assets is as below:

Type of Asset	Life (years)
Computer software	3

- Solely for purposes of amortisation of the Rights to Operate Toll Roads, the group has considered a period of 26 to 40 years from the initial financial closure.
- The amortisation is provided on the systematic basis over the above-mentioned period.



### **De-recognition / Disposal**

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the net carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

### **Research and development costs**

Research costs are expensed as incurred.

Development expenditures on an individual project are recognised as an intangible asset when the group can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Such capitalized expenditure is reflected as intangible under development.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

During the period of development, the asset is tested for impairment annually.

#### **i. Current versus non-current classification**

The group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The group classifies all other liabilities as non-current.

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

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The group has identified twelve months (5 years for Township Development from the date of registration of land in the name of the Company and after getting the required regulatory approval for commencing the development activities) as its operating cycle.

#### **j. 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 measurement

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. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the group commits to purchase or sell the asset.

### Subsequent measurement

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

- Financial instruments at amortized cost
- Financial instruments at fair value through other comprehensive income (FVTOCI)
- Financial instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

### Financial instruments at amortised cost

A 'financial instrument' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the group. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables.

### Financial instruments at FVTOCI

A 'Financial instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

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

### Financial instrument at FVTPL

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

In addition, the group may elect to designate a financial instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Financial instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

### Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. For all equity instruments not held for trading, the group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI

to statement of profit and loss, even on sale of investment. However, the group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

#### **Derecognition**

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the group's balance sheet) when:

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

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

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

#### **Impairment of financial assets**

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

- a) Financial assets that are financial instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- b) Financial assets that are financial instruments and are measured as at FVTOCI
- c) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 109
- d) Loan commitments which are not measured as at FVTPL
- e) Financial guarantee contracts which are not measured as at FVTPL

The group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables.

The application of simplified approach does not require the group 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.

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

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

ECL is the difference between all contractual cash flows that are due to the group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

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

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of profit and loss.

- The balance sheet presentation for various financial instruments is described below:

Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables:

ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the group does not reduce impairment allowance from the gross carrying amount.

#### **Financial instruments measured at FVTOCI:**

Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value.

For assessing increase in credit risk and impairment loss, the group combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The group does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

#### **Financial liabilities**

##### **Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

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.

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

##### **Subsequent measurement**

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

##### **Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities designated upon initial recognition as at fair value through profit or loss. This category also includes derivative financial instruments entered into by the group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

##### **Loans and borrowings**

This is the category most relevant to the group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process.

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

This category generally applies to borrowings.

##### **Financial guarantee contracts**

Financial guarantee contracts issued by the group are those contracts that require a payment to be made

to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

#### **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 de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

#### **Offsetting of financial instruments**

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

#### **k. Fair value measurement**

The group measures financial instruments at fair value on initial recognition. 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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets. Involvement of external valuers is decided upon annually by the management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The management decides, after discussions with the group's external valuers, which valuation techniques and inputs to use for each case.

For the purpose of fair value disclosures, the group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes. Please refer to Note No 30

- Disclosures for valuation methods, significant estimates and assumptions
- Quantitative disclosures of fair value measurement hierarchy
- Financial instruments (including those carried at amortised cost)

#### I. Taxes

##### Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the group operates and generates taxable income. Current income tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

##### Deferred tax

Deferred tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

Deferred tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

##### Minimum alternate tax (MAT)

MAT paid in a year is charged to the statement of profit and loss as current tax. MAT credit available is recognized as an asset only to the extent that there is convincing evidence that the group will pay normal

income tax during the period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the group recognizes MAT credit as an asset for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The group reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the group does not have convincing evidence that it will pay normal tax during the specified period.

**m. Borrowing costs**

Borrowing cost includes interest, amortization of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. (NECE) Borrowing costs directly attributable to the acquisition, construction or development of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the year they occur.

**n. Leases**

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

**Finance leases**

Assets acquired on lease which effectively transfer to the company substantially all the risks and benefits incidental to ownership of the assets, are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged directly against income. Lease management fees, legal charges and other initial direct costs are capitalized.

**Operating Leases**

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased assets are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term except where scheduled increase in rent compensates the company with expected inflationary costs.

**Group as a lessee**

A lessee is required to recognise assets and liabilities for all leases and to recognise depreciation of leased assets separately from interest on lease liabilities in the Statement of Profit and Loss. The Group uses the practical expedient to apply the requirements of this standard to a portfolio of leases with similar characteristics if the effects on the financial statements of applying to the portfolio do not differ materially from applying the requirement to the individual leases within that portfolio.

However, when the lessee and the lessor each have the right to terminate the lease without permission from the other party with no more than an insignificant penalty the Group considers that lease to be no longer enforceable.

Also according to Ind AS 116, for leases with a lease term of 12 months or less (short-term leases) and for leases for which the underlying asset is of low value, the lessee is not required to recognize right-of-use asset and a lease liability. The Group applies both recognition exemptions.

The lease payments associated with those leases are generally recognised as an expense on a straight-line basis over the lease term or another systematic basis if appropriate.

**Right-of-use assets:**

Right-of-use assets, which are included under Property, plant and equipment, are measured at cost less any accumulated depreciation and, if necessary, any accumulated impairment. The cost of a right-of-use asset comprises the present value of the outstanding lease payments plus any lease payments made at or before the commencement date less any lease incentives received, any initial direct costs and an estimate of costs to be incurred in dismantling or removing the underlying asset. In this context, the Group also applies the practical expedient that the payments for non-lease components are generally recognised as lease payments. If the lease transfers ownership of the underlying asset to the lessee at the end of the lease term or if the cost of the right-of use asset reflects that the lessee will exercise a purchase option, the right-of-use asset is depreciated to the end of the useful life of the underlying asset. Otherwise, the right-of-use asset is depreciated to the end of the lease term.

#### **Lease liability**

Lease liabilities, which are assigned to financing liabilities, are measured initially at the present value of the lease payments. Subsequent measurement of a lease liability includes the increase of the carrying amount to reflect interest on the lease liability and reducing the carrying amount to reflect the lease payments made.

#### **Lease modification**

For a lease modification that is not accounted for as a separate lease, the group accounts for the remeasurement of the lease liability by making a corresponding adjustment to the right-of-use asset.

#### **Group as a lessor**

Leases in which the group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease unless the same is in line with inflation. 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.

#### **o. Inventories**

Stock of land and related developments are valued at lower of cost and net realizable value. Cost is the aggregate of land cost and development cost which includes materials, contract works, direct expenses and apportioned borrowing costs. Cost of inventories have been computed to include all cost of purchases, cost of conversion and other cost incurred in bringing the inventories of their present location and condition.

Stores and spares and loose tools are valued at lower of cost or net realisable value. However, materials and other items held for operation and maintenance of fixed assets are not written down below cost.

Costs are determined on unsold Certified Emission Reduction (CER) and Renewable Energy Certificate (REC) are considered as Inventory and valued on the basis of costs which are directly allocated to it. The cost is assigned to inventories on First in First Out (FIFO) basis. This CERs and RECs are valued at lower of cost or net realisable value. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

#### **p. Impairment of non-financial assets**

The group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, the group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the group extrapolates cashflow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

Intangible assets under development are tested for impairment annually. Impairment losses including impairment on inventories, are recognised in the statement of profit and loss.

For the assets, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount



of the asset does not exceed its recoverable amount, nor exceeds the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss.

**q. Cash and cash equivalents**

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

For the purpose of the statement of cash flows, cash and cash equivalents consists of cash and short-term deposits, as defined above, net of outstanding bank overdrafts and cash credit facilities as they are considered an integral part of the group's cash management.

**r. Government grants**

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant or subsidy relates to revenue, it is recognized as income on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant relates to an asset, it is recognized as deferred income and is allocated to statement of profit and loss over the periods and in the proportions in which depreciation on those assets is charged.

When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

**s. Provisions**

A provision is recognized when the group has a present obligation as a result of past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to its present value (unless the effect of time value of money is material) and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each balance sheet date and adjusted to reflect the current best estimates. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities and contingent assets, if any, are disclosed in the notes to accounts.

**t. Revenue recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Sale of land - Revenue from sale of land is recognised when all significant risks and rewards of ownership of land is transferred to the buyer and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Toll collections - Income from toll collections is recognised on the basis of actual collection as and when vehicle crosses toll plaza.

Construction revenue and construction expenses - Construction revenue from contracts covered under service concession agreements are recognised in line with the Appendix C to Ind AS 115 - Revenue from Contracts with Customers.

Under Appendix C to Ind AS 115 - Revenue from Contracts with Customers, these arrangements are accounted for based on the nature of the consideration. The intangible asset model is used to the extent that the operator receives a right (i.e. a concessionaire) to charge users of the public service.

Revenue from sales of electricity is recognized when all the significant risks and rewards of ownership have been passed to the buyer, usually on the basis of electricity wheeled into MSEB grid and jointly certified.

Income from Certified Emission Reduction (CERs) units and Renewable Energy Certificates (RECs) is recognised in the period of its actual sales.

Claims / Insurance Claim etc. are accounted for when no significant uncertainties are attached to their eventual receipt.

#### **Interest income**

Interest on fixed deposits with banks, bonds, etc., is recognised on a time proportion basis taking into account the amount outstanding and rate applicable. In case of significant uncertainty of receiving interest, the same is not recognised though accrued and is recognised only when received. Interest income from debt instruments is recognised using Effective Interest Rate method (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instruments or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability.

Interest income is included in other income in the statement of profit and loss.

Profit / Loss of the sale / redemption of investments is dealt with at the time of actual sale / redemption.

#### **Dividend income**

Dividend income from investments is recognised when the right to receive the payment is established, which is generally when shareholders approve the dividend. Dividend income is included in other income in the statement of profit and loss.

### **u. Foreign currencies**

#### **Transactions and Translations**

Foreign currency transactions are recorded, on initial recognition in the functional currency, by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

Exchange difference that arise on settlement of monetary items or on reporting at each balance sheet date of the group's monetary items at the closing rate are recognized as income or expenses in the period in which they arise.

The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or statement of profit and loss are also recognised in OCI or statement of profit and loss, respectively).

### **v. Post-employment and other employee benefits**

Post-employment benefits are employee benefits (other than termination benefits and short-term employee benefits) that are payable after the completion of employment.

#### **Provident fund**

Provident fund is a defined contribution plan covering eligible employees. The group and the eligible employees make a monthly contribution to the provident fund maintained by the Regional Provident Fund Commissioner equal to the specified percentage of the basic salary of the eligible employees as per the scheme. The contributions to the provident fund are charged to the statement of profit and loss for the year when the contributions are due. The group has no obligation, other than the contribution payable to the provident fund.

#### **Gratuity**

Payment for present liability of future payment of gratuity is being made to approved gratuity fund, which fully cover the same under cash accumulation policy of the Life Insurance Corporation of India. The employee's gratuity is a defined benefit funded plan.

The present value of the obligation under such defined benefit plan is determined based on the actuarial valuation using the Projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet as asset/liability with a corresponding debit or credit to retained earnings through OCI in the period in which they occur.

Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in statement of profit and loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the group recognises related restructuring costs

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

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

#### **Superannuation**

Superannuation is a defined contribution plan covering eligible employees. The contribution to the superannuation fund managed by the insurer is equal to the specified percentage of the basic salary of the eligible employees as per the scheme. The contribution to this scheme is charged to the statement of profit and loss on an accrual basis. There are no other contributions payable other than contribution payable to the respective fund.

#### **Compensated Absences**

Accumulated leave, which is expected to be utilized within the next twelve months, is treated as short-term employee benefit. The group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The group treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the reporting date. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The group presents the entire leave encashment liability as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for twelve months after the reporting date. Where the group has the unconditional legal and contractual right to defer the settlement for a period beyond twelve months, the same is presented as non-current liability.

#### **w. Contingent Liabilities**

A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity; or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or the amount of the obligation cannot be measured with sufficient reliability. The group does not recognize a contingent liability but discloses its existence in the financial statements.

#### **x. Dividend to equity holders of the Company**

The group recognises a liability to make cash or non-cash distributions to equity holders of the group when the distribution is authorised and the distribution is no longer at the discretion of the group. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

#### **y. Segment reporting**

Ind AS 108 "Operating Segments" requires Management to determine the reportable segments for the purpose of disclosure in Consolidated Financial Statements based on internal reporting reviewed by Chief Operating Decision Maker (CODM) to assess performance and allocate resource. The standard also requires Management to make judgements with respect to recognition of segments.

The Group identifies primary segments based on the dominant source, nature of risks and returns and the internal organization and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter-segment revenue is accounted on the basis of transactions which are primarily determined based on market/ fair value factors.

Revenue, expenses, assets and liabilities which relate to the Group as a whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue/ expenses/ assets/ liabilities".

**z. Earnings per share**

The Group reports basic and diluted earnings per share (EPS) in accordance with Indian Accounting Standard 33 "Earnings per Share". Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

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

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share (or increase net loss per share) from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

Notes forming part of the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2022 :

2 Property, Plant, Equipment (PPE) :

Particulars	(Million Rs.)											
	Land	Building	Plant & Machinery	Electrical Installation	Tools & Equipments	Furniture & Fixtures	Towers	Computers and peripherals	Office Equipments	Vehicles	Total	
Gross block												
as at 1 April, 2020	33.97	102.27	1,228.05	41.01	2.76	39.86	3.67	8.23	12.02	51.93	1,523.77	
Additions	-	0.07	0.34	0.07	-	0.29	-	0.36	1.59	1.29	4.01	
Deletions	-	-	-	0.08	-	0.40	-	4.34	1.07	3.46	9.35	
as at 31 March, 2021	33.97	102.34	1,228.39	41.00	2.76	39.75	3.67	4.25	12.54	49.76	1,518.43	
Additions	-	-	2.87	0.27	0.88	0.90	-	0.96	1.30	1.52	8.70	
Deletions	-	-	-	-	-	-	-	-	-	0.74	0.74	
as at 31 March, 2022	33.97	102.34	1,231.26	41.27	3.64	40.65	3.67	5.21	13.84	50.54	1,526.39	
Depreciation												
as at 1 April, 2021	-	34.68	1,138.46	21.22	1.86	15.77	1.74	3.02	7.82	37.97	1,262.54	
Charge for the year	-	3.99	35.97	3.92	0.27	5.95	0.43	2.36	1.82	3.50	58.21	
Deletions	-	-	-	0.04	-	0.31	-	4.12	1.00	3.29	8.76	
as at 31 March, 2021	-	38.67	1,174.43	25.10	2.13	21.41	2.17	1.26	8.64	38.18	1,311.99	
Charge for the year	-	3.99	20.99	3.65	0.25	5.97	0.40	1.52	1.22	1.87	39.86	
Deletions	-	-	-	-	-	-	-	-	-	0.67	0.67	
as at 31 March, 2022	-	42.66	1,195.42	28.75	2.38	27.38	2.57	2.78	9.86	39.38	1,351.18	
Net Block												
at 31 March, 2021	33.97	63.67	53.96	15.90	0.63	18.34	1.50	2.99	3.90	11.58	206.44	
at 31 March, 2022	33.97	59.68	35.84	12.52	1.26	13.27	1.10	2.43	3.98	11.16	175.21	

Note: Refer Significant accounting policies referred to in note no. 1

No proceedings have been initiated or pending against the Parent Company and its subsidiaries, respectively, for holding Benami Property under the Benami transactions (Prohibition) Act 1988 (45 of 1988) and the Rules made thereunder.

Notes forming part of the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2022 :

**2.1 Capital work-in-Progress**

	Million Rs.	
	31 March, 2022	31 March, 2021
Capital work-in-Progress	353.44	353.62
	353.44	353.62

Ageing Schedule for Capital work in progress as at 31 March 2022 is as follows

	Amount of CWIP for period of				Total
	< 1 Year	1 - 2 years	2 - 3 years	> 3 years	
Projects in Progress	-	-	-	353.44	353.44

These include projects in progress pertaining to Step down subsidiary- Nandi Economic Corridor Enterprise Ltd (NECE Ltd), relating to land acquisition & allotment etc., which are on hold due to litigations(Refer note no. 26 (i))

Ageing Schedule for Capital work in progress as at 31 March 2021 is as follows

	Amount of CWIP for period of				Total
	< 1 Year	1 - 2 years	2 - 3 years	> 3 years	
Projects in Progress	0.18	-	-	353.44	353.62

These include projects in progress pertaining to Step down subsidiary- Nandi Economic Corridor Enterprise Ltd (NECE Ltd), relating to land acquisition & allotment etc., which are on hold due to litigations (Refer note no. 26 (i))

**2.2 Right of use assets**

Particulars	Million Rs.
Balance as at 1 April 2020	48.40
Additions	-
Deductions	-
<b>Balance as at 31 March, 2021</b>	<b>48.40</b>
Additions	-
Deductions	-
<b>Balance as at 31 March, 2022</b>	<b>48.40</b>
<b>Amortisation</b>	
Balance as at 1 April 2020	8.06
Amortisation for the year	8.07
Deductions	-
<b>Balance as at 31 March, 2021</b>	<b>16.13</b>
Amortisation for the year	8.07
Deductions	-
<b>Balance as at 31 March, 2022</b>	<b>24.20</b>
Balance as at 31 March 2021	32.27
<b>Balance as at 31 March 2022</b>	<b>24.20</b>

**2.3 Other Intangible Assets**

(Million Rs.)

Particulars	Goodwill	Other Intangible Assets		
		Rights to Operate Toll Roads	Software	Total
<b>Gross Block</b>				
as at 1 April 2020	63.51	13,313.48	0.19	13,313.67
Additions	-	29.24	0.01	29.25
Deduction	-	-	-	-
as at 31 March 2021	63.51	13,342.72	0.20	13,342.92
Additions	-	696.68	0.03	696.71
Deduction	-	-	-	-
as at 31 March 2022	63.51	14,039.40	0.23	14,039.63
<b>Amortisation</b>				
upto 1 April 2020	-	2,063.37	0.18	2,063.55
Amortisation for the year	-	500.42	0.01	500.43
Deductions	-	-	-	-
upto 31 March 2021	-	2,563.79	0.19	2,563.98
Amortisation for the year	-	503.52	0.01	503.53
Deductions	-	-	-	-
upto 31 March 2022	-	3,067.31	0.20	3,067.51
<b>Net block</b>				
as at 31 March 2021	63.51	10,778.93	0.01	10,778.94
as at 31 March 2022	63.51	10,972.09	0.03	10,972.12

**2.4 Intangible assets under Development**

Million Rs.

	31 March, 2022	31 March, 2021
Intangible assets under development	176.43	85.01
	176.43	85.01

## Intangibles under development - Ageing Schedule as at 31 March, 2022

	Amount of intangibles under development for period of				Total
	< 1 Year	1 - 2 years	2 - 3 years	> 3 years *	
Projects in Progress	91.42	-	-	85.01	176.43

\* These include projects in progress pertaining to Step down subsidiary- Nandi Economic Corridor Enterprise Ltd (NECE Ltd), relating to land acquisition & allotment etc., which are on hold due to litigations(Refer note no. 26 (i))

## Intangibles under development - Ageing Schedule as at 31 March, 2021

	Amount of intangibles under development for period of				Total
	< 1 Year	1 - 2 years	2 - 3 years	> 3 years *	
Projects in Progress	-	-	-	85.01	85.01

\* These include projects in progress pertaining to Step down subsidiary- Nandi Economic Corridor Enterprise Ltd (NECE Ltd), relating to land acquisition & allotment etc., which are on hold due to litigations(Refer note no. 26 (i))

Notes forming part of the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2022 :

**3 Investments**

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
<b>Non Current Investment</b>		
<b>Investment in other companies</b>		
<b>Investment designated at fair value through other comprehensive income</b>		
25,000(31 March, 2021 : 25,000) Equity shares of Rs. 10/- each fully paid up in SKH Metals Ltd.	4.96	0.88
<b>At Cost</b>		
6,251 (31 March, 2021 : 6,251) Equity shares of Rs. 10/- each fully paid up in Nandi Engineering Limited	0.06	0.06
<b>Investments in other securities</b>		
<b>At Cost</b>		
Investment in Government Security/ Trust		
- National Savings Certificates	0.01	0.01
- Indira Vikas Patra	-	-
<b>Total Non Current Investments</b>	<b>5.03</b>	<b>0.95</b>
<b>Current Investments</b>		
Investment designated at fair value through Profit and Loss		
<b>Investments in Mutual funds (Unquoted)</b>		
HDFC Corporate Bond Fund 19,838,141.99 Units (31 March, 2021 - 19,629,006.615 Units)	525.34	494.33
Axis Banking & PSU Fund 76,306.64 Units (31 March, 2021 129,308.282 Units)	166.89	331.35
Aditya Birla Floating Rate Fund - 569,367.00 Units (31 March, 2021 1,116,281.277 Units)	161.44	302.91
ABSL Overnight Funds - Nil Units (31 March, 2021 - 107,827.238 units)	-	120.00
ICICI Prudential Corporate Bond Fund - Direct Growth - 7,097,352.69 Units (31 March, 2021 - 10,930,976.171 Units)	174.50	256.95
IDFC Banking & PSU - 25,344,861.31 Units (31 March, 2021 -5,635,356.008 units)	517.00	577.09
HDFC Overnight Fund - Nil Units (31 March, 2021 - 40,877.219 Units)	-	125.00
BoI AXA-Ultra Short Term Fund (19,445.436 Units) (31 March, 2021 - 19,455.436 units)	51.76	50.00
	<b>1,596.93</b>	<b>2,257.63</b>
<b>Investment in Equity Shares</b>		
<b>Equity Instruments (Unquoted)</b>		
100 (31 March 2021 : Nil) equity shares of SVC Co-operative Bank Ltd.	0.01	-



Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
<b>Investments designated at fair value through Other Comprehensive Income</b>		
<b>Equity Instruments (Quoted)</b>		
300 (31 March, 2021 : 300) equity shares of Rs. 10/-each fully paid up in Metalyst Forging Ltd.# @	-	-
800 (31 March, 2021 : 800) equity shares of Rs. 10/-each fully paid up in MM Forging Ltd.	0.67	0.40
100 (31 March, 2021 : 100) equity shares of Rs. 10/-each fully paid up in EL Forge Ltd @.	-	-
420 (31 March, 2021 : 84) equity shares of Rs. 2/-each fully paid up in Finolex Industries Ltd.	0.07	0.05
140 (31 March, 2021 : 140) equity shares of Rs. 10/-each fully paid up in Hindalco Industries Ltd.	0.08	0.05
112 (31 March, 2021 : 112) equity shares of Rs. 10/-each fully paid up in Coforge Ltd.	0.50	0.33
10,800 (31 March, 2021 : 10,800) equity shares of Rs. 10/-each fully paid up in ITC Ltd.	2.71	2.36
	4.03	3.19
<b>Total current investments</b>	<b>1,600.97</b>	<b>2,260.82</b>
<b>Total Investments</b>	<b>1,606.00</b>	<b>2,261.77</b>

# Investments are in the process of being transferred in the name of the Company.

@ amount less than Rs. 5,000/-

During the year ended 31 March, 2022, Finolex Industries Ltd., has subdivided 1 equity share of face value of Rs. 10/- per share in to 5 equity shares of Rs. 2/- per share

Details of quoted/ unquoted instruments :

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
<b>(a) Aggregate amount of quoted investments and market value thereof;</b>		
Carrying value	4.03	3.19
Market Value	4.03	3.19
<b>(b) Aggregate amount of unquoted investments</b>		
Carrying value	1,601.97	2,258.58

Notes forming part of the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2022 :

**4 Loans - Non-Current**

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
Loans to related parties		
- considered good - Unsecured	0.99	0.93
- Loans which have significant increase in credit risk	629.89	694.62
Less: Loss allowance	(629.89)	(694.62)
	0.99	0.93
<b>Total loans- non current</b>	<b>0.99</b>	<b>0.93</b>
<b>Loans - Current</b>		
Considered good - Unsecured		
Loans and advances to Employees	0.13	0.35
Advances to Related Parties *	244.40	244.40
<b>Total loans- current</b>	<b>244.53</b>	<b>244.75</b>
<b>Total loans</b>	<b>245.52</b>	<b>245.68</b>

No outstanding loans or advances which are in the nature of loans have been granted by the Company to promoters, directors, Key Managerial Personnels (as defined under the Companies Act, 2013), either severally or jointly with any other person.

\* Refer note no. 29

**5 Other financial assets**

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
<b>Non-current</b>		
<b>(At amortised costs)</b>		
Inter-corporate deposits *	3.81	5.54
Security Deposits	75.10	34.16
Bank Deposits with more than twelve months maturity	438.28	36.28
Interest receivable	4.10	1.45
<b>Total non current financial assets</b>	<b>521.29</b>	<b>77.43</b>
<b>Current</b>		
<b>(At amortised costs)</b>		
Energy credit receivable	5.54	4.97
Interest receivable	17.71	18.43
<b>Total current financial assets</b>	<b>23.25</b>	<b>23.40</b>
<b>Total</b>	<b>544.54</b>	<b>100.83</b>

\*The intercorporate deposit has been provided to Nandi Engineering Limited (NEL) at an interest rate of 13% p.a. and is secured by the personal guarantee and immovable property of the MD of NECE. The deposit has been provided to NEL towards general corporate purposes.

Notes forming part of the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2022 :

**6 Deferred tax Assets (Net)**

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
I Deferred tax assets :		
On account of timing difference		
a) Disallowance under Income Tax Act, 1961	25.56	28.48
b) Depreciation	15.99	15.81
c) Provision for employee benefits	6.54	6.35
	48.09	50.64
II Deferred tax liabilities :		
On account of timing difference		
a) Depreciation	7.35	12.81
b) Financial Instruments	0.52	0.70
c) Provision for employee benefit (Gratuity)	0.10	0.07
	7.97	13.58
<b>Deferred tax Asset (Net) (I - II)</b>	<b>40.12</b>	<b>37.06</b>

**7 Other Assets**

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
<b>Non-current</b>		
Capital Advances (a)	143.62	143.62
Advances Towards land acquisition and projects		
Considered Good	4,059.84	4,064.84
Considered Doubtful	10.50	10.50
Sub-Total	4,070.34	4,075.34
(-) Allowance on doubtful advances	(10.50)	(10.50)
Total (b)	4,059.84	4,064.84
Capital Advances to Related Parties		
Considered Good	-	-
Considered Doubtful	532.62	532.62
Sub-Total	532.62	532.62
(-) Allowance on doubtful advances	(532.62)	(532.62)
Total (c)	-	-
Advance to Suppliers/ Service Providers		
Considered Good	77.05	60.59
Considered Doubtful	63.40	64.48
Sub-Total	140.45	125.07
(-) Allowance on doubtful advances	(63.40)	(64.48)
Total (d)	77.05	60.59
Other advances (e)	99.75	99.75
<b>Total other non current assets (a to e)</b>	<b>4,380.26</b>	<b>4,368.80</b>
<b>Current</b>		
Prepaid expenses	20.33	22.40
Duties and Taxes Receivable	0.15	0.04
Advances to suppliers/ service providers		
- considered good	18.40	28.28
- considered doubtful	0.92	0.92
	19.32	29.20
(-) Allowance on doubtful advances	(0.92)	(0.92)
	18.40	28.28
Gratuity Plan Asset	0.36	0.26
Other advances	20.25	21.84
<b>Total other current assets</b>	<b>59.49</b>	<b>72.82</b>
<b>Total</b>	<b>4,439.75</b>	<b>4,441.62</b>

Notes forming part of the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2022 :

**8 Inventories**

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
Stock of renewable energy certificates (RECs) (Refer note below)	0.10	0.30
Stock of consumables, stores and spares	0.28	0.39
Land & Related Development Costs	2,248.04	2,231.52
<b>Total</b>	<b>2,248.42</b>	<b>2,232.21</b>

Note: Quantitative details of Stock

Sr. no.	Description	Units	Units
1	No. of RECs held as inventory	6,666	21,883
2	No. of consumables, stores and spares	106	211

**9 Trade receivables**

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
<b>Others</b>		
Unsecured, considered good*	12.23	3.01
<b>Total</b>	<b>12.23</b>	<b>3.01</b>

\*Includes dues from related parties (Refer note no. 29)

There are no debts due by the Directors or other officer of the Group or any of them either severally or jointly, with any other person or debts due by firm including limited liability partnerships (LLP), private company respectively in which any director or other officer is a partner or a director or a member.

Ageing schedule of Trade Receivables as at 31 March, 2022 is as follows

Million Rs.

Particulars	Outstanding for following periods from due date of payment					Total
	Less Than 6 Months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivable - Considered good	12.23	-	-	-	-	12.23
(ii) Undisputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables -Considered good	-	-	-	-	-	-
(v) Disputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-

Notes forming part of the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2022 :

Ageing schedule of Trade Receivables as at 31 March, 2021 is as follows						Million Rs.
Particulars	Outstanding for following periods from due date of payment					Total
	Less Than 6 Months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivable - Considered good	3.01	-	-	-	-	3.01
(ii) Undisputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables -Considered good	-	-	-	-	-	-
(v) Disputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-

10 Cash & bank balances :

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
<b>i) Cash &amp; cash equivalents</b>		
Cash on hand	10.14	21.32
Balances with banks - in current accounts	61.65	150.31
Fixed Deposits with banks having original maturity less than three months	10.00	75.80
	<b>81.79</b>	<b>247.43</b>
<b>ii) Bank Balances other than cash and cash equivalents</b>		
Fixed Deposits with Banks having original maturity more than three months but less than twelve months	451.21	336.06
<b>Total</b>	<b>533.00</b>	<b>583.49</b>

Notes forming part of the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2022 :

**11 Equity Share capital :**

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2022
	Million Rs.	Million Rs.
<u>Authorised</u> 60,000,000 (31 March, 2021 : 60,000,000) Equity shares of Rs. 5/- each	300.00	300.00
<u>Issued, subscribed &amp; fully paid up</u> 37,667,628 (31 March, 2021 : 37,667,628) Equity shares of Rs. 5/- each	188.34	188.34
<b>Total</b>	<b>188.34</b>	<b>188.34</b>

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

	As at 31 March, 2022		As at 31 March, 2021	
	No. of shares	Million Rs.	No. of shares	Million Rs.
At the beginning of the year	37,667,628	188.34	37,667,628	188.34
Changes in Equity Share Capital	-	-	-	-
Restated balance at the beginning of the year	37,667,628	188.34	37,667,628	188.34
Issued /(reduction) if any during the year	-	-	-	-
Outstanding at the end of the year	37,667,628	188.34	37,667,628	188.34

**11(b) Terms / rights attached to equity shares**

The Parent Company has only one class of equity shares having a par value of Rs. 5/- per share. Each holder of equity shares is entitled to one vote per share. The Parent Company declares and pays dividends in Indian Rupees. The dividend, as and when proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting except in case of interim dividend.

In the event of liquidation of the Parent Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**11(c) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date**

There are no bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding reporting date.

**11(d) Disclosure of Shareholding of Promoters :**

(i) Details of share holding of Promoters as at 31 March, 2022:

Sr. No.	Promoter Name	No. of Equity Shares	% of total Equity Shares	% Change during the year
1	Babasaheb Neelkanth Kalyani	7,212	0.02	-
2	Gaurishankar Neelkanth Kalyani	63,779	0.17	-
3	Ashok Kumar Kheny	5,472	0.01	-
4	Sunita Babasaheb kalyani	4,000	0.01	-
5	Rohini Gaurishankar Kalyani	2,000	0.01	-
6	Dr. Meera Kheny	700	0.00	-
7	Sugandha Jai Hiremath.	400	0.00	-
8	Amit Babasaheb Kalyani	-	0.00	-
9	Sulochana Neelkanth Kalyani	-	0.00	-
10	Deeksha Amit Kalyani	-	0.00	-
11	Ajinkya Investment and Trading Company	6,648,886	17.65	-
12	Kalyani Investment Company Limited	6,195,046	16.45	-
13	KSL Holding Pvt. Limited	4,353,472	11.56	-
14	Ph Finvest Company Limited	1,424,885	3.78	-
15	BF Investment Limited	1,187,903	3.15	-
16	Jannhavi Investment Private Limited	458,514	1.22	-
17	Sundaram Trading and Investment Pvt. Ltd.	239,373	0.64	-
18	Raigadh Trading Company Pvt. Ltd.	151,674	0.40	-
19	Kalyani Consultants Pvt. Ltd.	149,500	0.40	-
20	Dandakaranya Investment And Trading Pvt. Ltd.	93,700	0.25	-

Notes forming part of the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2022 :

Sr. No.	Promoter Name	No. of Equity Shares	% of total Equity Shares	% Change during the year
21	Campanula Investment & Finance Pvt. Ltd.	56,189	0.15	-
22	Cornflower Investment & Finance Pvt. Ltd.	39,600	0.11	-
23	Hastinapur Investment & Trading Pvt. Ltd.	4,567	0.01	-
24	Dronacharya Investment & Trading Pvt. Ltd.	3,143	0.01	-
25	Kalyani Exports & Investment Pvt. Ltd.	145,250	0.39	-
26	Aboli Investment Pvt. Ltd.	136,900	0.36	-
27	Babasaheb Kalyani Family Trust	-	0.00	-
		21,372,165	56.74	-

(ii) Details of share holding of Promoters as at 31 March, 2021:

Sr. No.	Promoter Name	No. of Equity Shares	% of total Equity Shares	% Change during the year
1	Babasaheb Neelkanth Kalyani	7,212	0.02	-
2	Gaurishankar Neelkanth Kalyani	63,779	0.17	-
3	Ashok Kumar Kheny	5,472	0.01	-
4	Sunita Babasaheb kalyani	4,000	0.01	-
5	Rohini Gaurishankar Kalyani	2,000	0.01	-
6	Dr. Meera Kheny	700	0.00	-
7	Sugandha Jai Hiremath.	400	0.00	-
8	Amit Babasaheb Kalyani	-	0.00	-
9	Sulochana Neelkanth Kalyani	-	0.00	-
10	Deeksha Amit Kalyani	-	0.00	-
11	Ajinkya Investment and Trading Company	6,648,886	17.65	-
12	Kalyani Investment Company Limited	6,195,046	16.45	-
13	KSL Holding Pvt. Limited	4,353,472	11.56	-
14	Ph Finvest Company Limited	1,424,885	3.78	-
15	BF Investment Limited	1,187,903	3.15	-
16	Jannhavi Investment Private Limited	458,514	1.22	-
17	Sundaram Trading and Investment Pvt. Ltd.	239,373	0.64	-
18	Raigadh Trading Company Pvt. Ltd.	151,674	0.40	-
19	Kalyani Consultants Pvt. Ltd.	149,500	0.40	-
20	Dandakaranya Investment And Trading Pvt. Ltd.	93,700	0.25	-
21	Campanula Investment & Finance Pvt. Ltd.	56,189	0.15	-
22	Cornflower Investment & Finance Pvt. Ltd.	39,600	0.11	-
23	Hastinapur Investment & Trading Pvt. Ltd.	4,567	0.01	-
24	Dronacharya Investment & Trading Pvt. Ltd.	3,143	0.01	-
25	Kalyani Exports & Investment Pvt. Ltd.	145,250	0.39	-
26	Aboli Investment Pvt. Ltd.	136,900	0.36	-
27	Babasaheb Kalyani Family Trust	-	0.00	-
		21,372,165	56.74	-

11(f) Details of shareholder holding more than 5% shares in the Company

Name of the shareholder*	Equity shares			
	As at 31 March, 2022		As at 31 March, 2021	
	No. of shares held	% of holding	No. of shares held	% of holding
Ajinkya Investment & Trading Company	6,648,886	17.65	6,648,886	17.65
Kalyani Investment Company Ltd.	6,195,046	16.45	6,195,046	16.45
KSL Holdings Pvt. Ltd.	4,353,472	11.56	4,353,472	11.56

\* The shareholding information is based on legal ownership of shares and has been extracted from the records of the Parent Company including register of shareholders / members.

Notes forming part of the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2022 :

**12 Other equity**

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
<b>Equity Instruments through Other Comprehensive Income</b>		
Balance as at the beginning of the year	1.64	0.90
Measurement of Investments at FVTOCI (net of tax)	5.11	0.74
Balance as at the end of the year	6.75	1.64
<b>Surplus/ (Deficit) in statement of profit &amp; loss :</b>		
Balance as at the beginning of the year	(5,864.23)	(5,844.21)
Add / (less): Net profit / (net loss) for the year	508.26	(24.68)
Add / (less): Remeasurement of defined benefit plan (net of tax)	7.75	4.66
Balance as at the end of the year	(5,348.22)	(5,864.23)
<b>Securities Premium</b>	1,864.84	1,864.84
<b>Reserve Fund U/s 45 IC(1) of the RBI Act, 1934</b>	4.06	4.06
<b>General Reserve</b>	0.07	0.07
<b>Measurement of below market rate financial liability at fair value</b>	1,572.63	1,572.63
<b>Total</b>	<b>(1,899.87)</b>	<b>(2,420.99)</b>

**a) Equity Instruments through Other Comprehensive Income :**

- This reserve represents cumulative gains/ (loss) arising on fair valuation of equity instruments measured through other comprehensive income.

**b) Surplus/ (Deficit) in Statement of Profit & Loss:**

- This reserve comprises of undistributed profit/ loss after tax

**c) Securities Premium:**

- Securities premium account represents excess of the issue price of equity shares over their face value.

**d) Measurement of below market rate financial liability at fair value**

- Measurement of below market rate financial liability represents imputed gain on financial instruments which carry interest rate lower than market rate.

**e) General Reserve**

- General reserve is created by setting aside amount from the Retained Earnings of the Company for general purposes which is freely available for distribution.

**f) Reserve Fund U/s 45 IC(1) of the RBI Act, 1934**

- Statutory Reserve was created pursuant to the provision of section 45-IC of Reserve Bank of India Act, 1934, by subsidiary, Nandi Infrastructure Corridor Enterprise Ltd. (NICE Ltd.)



Notes forming part of the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2022 :

13 Borrowings

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
<b>Non-current borrowings</b>		
<b>Secured Borrowings</b>		
<b>Term Loan From Axis Finance Ltd (NHDL)</b>	<b>145.81</b>	<b>634.61</b>
<b>(For subsidiary: Nandi Highway Developers Limited)</b>		
The Facility together with all Interest, Default Interest, all other costs, charges, expenses, fees or amounts payable to the Lender, the Security Trustee and the Escrow Bank under the Finance Documents shall be secured by the following security ("Security"):		
<b>Repayment:</b> Repayable in 16 equal quarterly instalments starting from June 30, 2019. Rate of Interest 10.70%.		
<b>Security:</b>		
a) A Security Interest by way of first and exclusive ranking mortgage over the identified non-agricultural land parcel admeasuring approximately 45 acres situate at Bengaluru-Mysuru Infrastructure Corridor (NECE Road), Bangalore owned by the Security Provider, including all the structures thereon both present and future.		
(b)(the properties in clause (a) are hereinafter referred to as the "Mortgaged Property")		
(c) A Security Interest by way of first & exclusive charge on both present and future current assets of the Borrower;		
(d) A Security Interest by way of first & exclusive charge and escrow over the cash flows of the Borrower;		
(e) A Security Interest by way of first & exclusive charge on the Escrow Account, Interest Service Reserve, Major Maintenance Reserve, Retention Monies, etc. and other reserves and any other bank accounts of Borrower wherever maintained;		
(f) A Security Interest by way of assignment of all the Borrower's rights, title, interest, benefits, claims and demands as stipulated:		
a. in the Project Documents (including but not limited to the Concession Agreement);		
b. in the permits, approvals and clearances pertaining to the Project; and in any letter of credit, guarantee, performance bond provided by any party to the Project Documents; and		
c. all insurance contracts/ insurance proceeds pertaining to the project;		
(g) A Security Interest by way of first and exclusive pledge of 69.5% unencumbered fully paid up equity shares of the Borrower held by BFUL;		
(h) Corporate guarantee by the Guarantor;		
(i) Corporate guarantee by the Security Provider to the extent of the Mortgaged Property offered as a security;		
<b>(For step down subsidiary- Nandi Economic Corridor Enterprise Ltd.) #</b>		
<b>Term Loan from Banks</b>	<b>9,990.04</b>	<b>10,490.54</b>
<b>Term loan from Financial Institutions</b>	<b>4,016.97</b>	<b>4,071.72</b>
Term loans from banks and others (together referred to as Senior Lenders): During the financial year 2014-15, on the request from NECE, the Senior Lenders of the long term loans have refinanced the respective loans provided to NECE. Post refinancing, the total term loans taken by NECE has been split into 4 Facilities as given below:		
<b>Facility 1</b> - Repayable in 50 unequal quarterly instalments from June 2017 to September 2029.		
<b>Facility 2</b> - Repayable in one single payment on September 2029.		
<b>Facility 3</b> - Repayable in 38 unequal instalments from June 2022 to September 2031.		

Notes forming part of the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2022 :

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
<b>Facility 4</b> - Repayable in 38 unequal instalments from June 2022 to September 2031. <b>Security:</b> Term loan from banks and from others is secured by a first charge: -		
- on mortgage of land, buildings and all fixed Assets both present and future, of NECE.		
- on all movable properties of NECE.		
- on all the right, title, interest, benefit, claims and demands, whatsoever of NECE in respect of project documents, including all guarantees and bonds received by NECE.		
- on all rights, title, interest, benefits, claims and demands in respect of the project accounts and all bank and other accounts of NECE.		
- The term loan is also secured by pledge of shares held by NICE in NECE.		
- As additional comfort security to lenders of Facility 3 and Facility 4, a First ranking pari passu pledge over 1.15% of the Shares of NECE held by Jaypatri Investments Private Limited has also been created.		
<b>(a) Total secured borrowings</b>	<b>14,152.82</b>	<b>15,196.87</b>
<b>Unsecured Borrowings</b> (For step down subsidiary- Nandi Economic Corridor Enterprise Ltd.)		
<b>7% Cumulative Redeemable Preference shares of Rs.10/- each</b> These are not redeemable until the entire "Senior Loan"(i.e. the aggregate amount of rupee term loans from banks and financial institutions) is paid in full with all interest, premium and other sums as may be payable in respect thereof and a full, unconditional and complete discharge is given by the senior lenders.	<b>750.40</b>	<b>661.15</b>
(For Subsidiary- Nandi Infrastructure Corridor Enterprise Ltd.) <b>7% Cumulative Redeemable Preference shares of Rs.10/- each</b> As per the initial repayment terms, 7% cumulative redeemable preference shares are due for redemption within 7 years i.e. as at 26 March 2017. However, as at 31 March 2017, the terms of redemption were revised for further one year (i.e. 26 March 2018). Further, vide board resolution passed at 131st meeting of the board of directors of NICE held on 28 February 2018 the terms of repayment has been further extended for a period of 2 years, i.e. from 26 March 2018 to 25 March 2020. Further, vide Board resolution passed at 141st meeting of the board of directors of NICE held on 4 February 2020 the terms of repayment has been further extended for a period of 5 years, i.e. from 26 March 2020 to 25 March 2025.	<b>294.33</b>	<b>259.32</b>
<b>Interest free loan from related parties (unsecured)</b> (For Holding Company- BF Utilities Limited)	<b>875.01</b>	<b>744.80</b>
Sales tax deferral obligation	<b>12.86</b>	<b>42.68</b>
<b>(b) Total Unsecured borrowings</b>	<b>1,932.60</b>	<b>1,707.95</b>
<b>Total Borrowings (a + b)</b>	<b>16,085.42</b>	<b>16,904.82</b>
Amount considered in "Current maturities of long term borrowings"	<b>(918.47)</b>	<b>(880.82)</b>
<b>Total Non current Borrowings</b>	<b>15,166.95</b>	<b>16,024.00</b>
<b>Current borrowings **</b>		
Loan from others *	<b>196.30</b>	<b>206.57</b>
Current maturities of long term borrowings	<b>918.47</b>	<b>880.82</b>
<b>Total current Borrowings</b>	<b>1,114.77</b>	<b>1,087.39</b>

\* Represent interest free unsecured loans repayable on demand.

(Includes loan from related parties, Refer note no 29).

# Interest on term loans availed by NECE Ltd are linked to respective bank base rates.

Notes forming part of the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2022 :

**13 (a) Sales tax deferral obligation :**

Sales tax deferral obligation collected under Government of Maharashtra package scheme of incentive by a beneficiary under an arrangement.

Balance outstanding Rs. 13.20 Million (as at 31 March, 2021 - Rs. 45.12 Million)

Repayable 1/5th of amount every year after 10 years of the benefit availed.

Repayment schedule

Year of repayment	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
2021-22	-	31.92
2022-23	13.20	13.20

**13(b) Current maturities of long term borrowings represent the following:**

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
Secured borrowings	905.61	848.90
Unsecured borrowings	12.86	31.92
<b>Total</b>	<b>918.47</b>	<b>880.82</b>

**14 Deferred tax liabilities (net)**

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
I Deferred tax liabilities :		
On account of timing difference		
a) Financial liabilities carried at amortised cost.	28.72	35.37
	<b>28.72</b>	<b>35.37</b>
II Deferred tax assets :		
On account of timing difference		
a) Financial assets carried at fair value through Profit & loss	11.83	15.27
	<b>11.83</b>	<b>15.27</b>
<b>Deferred tax Liabilities (Net) (I - II)</b>	<b>16.89</b>	<b>20.10</b>

Notes forming part of the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2022 :

**15 Other financial liabilities**

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
<b>Other Non current financial liabilities (At amortised cost)</b>		
Interest accrued on borrowings but not due	527.50	726.44
Advances received towards sale of land and joint development agreements	510.10	481.06
Security deposit *	200.00	200.00
Creditors for capital purchases	10.10	10.10
<b>Total other non current financial liabilities</b>	<b>1,247.70</b>	<b>1,417.60</b>
<b>Other Current financial liabilities (At amortised cost)</b>		
Interest accrued on borrowings	300.86	296.95
Security Deposits	3.65	3.10
Retention Money	18.04	15.71
Expenses and Other payables	3.31	2.53
<b>Total other current financial liabilities</b>	<b>325.86</b>	<b>318.29</b>
<b>Total other financial liabilities</b>	<b>1,573.56</b>	<b>1,735.89</b>

\* Interest free security deposit received from Related Party (Refer note no. 29)

**16 Other liabilities**

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
<b>Other Non current liabilities</b>		
Advances received towards sale of land and joint development agreements	464.04	464.04
Other advances payable	43.06	33.84
Deferred revenue	407.72	407.72
Sales tax deferral obligation	-	0.34
<b>Total - other non current liabilities</b>	<b>914.82</b>	<b>905.94</b>
<b>Other current liabilities</b>		
Sales tax deferral obligation*	0.34	2.10
Land acquisition related accruals	1,211.02	1,211.01
Creditors for capital purchases	0.93	0.93
Statutory dues payable	29.03	24.49
<b>Total - other current liabilities</b>	<b>1,241.32</b>	<b>1,238.53</b>
<b>Total Other liabilities</b>	<b>2,156.14</b>	<b>2,144.47</b>

\*Refer Schedule 13(a) for repayment schedule and terms for sales tax deferral

Notes forming part of the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2022 :

**17 Trade payables**

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
Dues to micro & small enterprises	11.58	2.40
Dues to other than micro & small enterprises	454.12	462.40
<b>Total Trade payable</b>	<b>465.70</b>	<b>464.80</b>

Note :

The group has disclosed amount payable to suppliers as defined under the "Micro, Small and Medium Enterprises Development Act, 2006". This information regarding micro and small enterprises has been determined to the extent such parties have been identified, on the basis of information available with the group.

Ageing for Trade payables outstanding as at 31 March, 2022, is as follows

Particulars	Outstanding for following periods from due date of payment					Total
	Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	0.76	10.82	-	-	-	11.58
(ii) Others	7.43	162.95	8.90	-	261.74	441.02
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Other	-	-	-	-	13.10	13.10
						<b>465.70</b>

Ageing for Trade payables outstanding as at 31 March, 2021, is as follows

Particulars	Outstanding for following periods from due date of payment					Total
	Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	2.40	-	-	-	2.40
(ii) Others	55.05	125.86	11.00	0.37	257.02	449.30
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Other	-	-	-	-	13.10	13.10
						<b>464.80</b>

**18 Provisions**

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
<b>Non-current Provisions</b>		
<b>Provision for employee benefits :</b>		
Gratuity	19.82	29.82
Compensated absences	9.69	8.80
<b>Other provisions :</b>		
Constructive obligation *	107.39	30.11
<b>Total Provision Non-Current</b>	<b>136.90</b>	<b>68.73</b>
<b>Provisions - Current</b>		
<b>Provision for employee benefits :</b>		
Compensated absences	41.76	49.49
<b>Other provisions :</b>		
Electricity duty	85.12	85.12
<b>Total Provision Current</b>	<b>126.88</b>	<b>134.61</b>
<b>Total Provision Current &amp; Non-Current</b>	<b>263.78</b>	<b>203.34</b>

\* The obligations to maintain and restore the toll road is a contractual obligation, hence the provision is recognised and measured at the best estimate of the expenditure that would be required to settle the present obligation at the balance sheet date.

Notes forming part of the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2022 :

**19 Revenue from operations**

Particulars	Year ended 31 <sup>st</sup> March, 2022	Year ended 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
Wind power generated	143.59	135.01
Sale from Renewable energy certificate units (REC)	40.11	0.76
Revenue from Toll Operations	4,089.93	3,523.68
Other operating income	-	6.24
Construction Revenue	705.18	29.24
Revenue from sale of land	152.04	-
Miscellaneous income	0.08	10.10
<b>Total</b>	<b>5,130.93</b>	<b>3,705.03</b>

**20 Other income**

Particulars	Year ended 31 <sup>st</sup> March, 2022	Year ended 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
Dividend income	0.13	0.16
Interest on Deposits with banks	20.17	29.82
Interest from other financial assets	7.12	4.39
Provision no longer required, written back	53.09	6.16
Interest income on sales tax deferral	2.10	5.58
Net gain on sale of mutual funds measured at fair value through profit or loss (realised)	115.46	91.48
Net gain on sale of mutual funds measured at fair value through profit or loss (unrealised)	(13.44)	82.97
Net Gain/ (Loss) on disposal of property, plant and equipment	0.23	-
Parking fees	4.29	4.37
Rent Income	17.29	8.25
Miscellaneous income	4.72	0.47
<b>Total</b>	<b>211.16</b>	<b>233.65</b>

**21 a. Changes in inventories**

Particulars	Year ended 31 <sup>st</sup> March, 2022	Year ended 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
(Increase) / decrease in inventory:		
Opening stock of Renewable energy certificates (RECs), stores and spares	0.70	1.01
Closing stock of Renewable energy certificates (RECs), stores and spares	0.38	0.70
<b>Total</b>	<b>0.32</b>	<b>0.31</b>

Notes forming part of the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2022 :

**21 b. Cost of Sale of Land & Land Development**

Particulars	Year ended 31 <sup>st</sup> March, 2022	Year ended 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
Opening stock	2,231.52	2,231.52
Add: Cost of purchase of land an land development cost incurred	17.54	-
	2,249.06	2,231.52
Less: Closing stock	(2,248.04)	(2,231.52)
<b>Total</b>	<b>1.02</b>	<b>-</b>

**22 Employee benefit expense**

Particulars	Year ended 31 <sup>st</sup> March, 2022	Year ended 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
Salaries, allowances etc.	443.17	445.60
Contribution to provident & other funds	51.05	56.01
Gratuity	14.18	14.48
Staff welfare expense	21.02	21.17
<b>Total</b>	<b>529.42</b>	<b>537.26</b>

**23 Finance costs**

Particulars	Year ended 31 <sup>st</sup> March, 2022	Year ended 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
Interest on loans	1,730.69	2,051.76
Interest cost on sales tax deferral	2.10	5.58
Interest on shortfall of advance tax & GST	-	0.01
Interest on lease liabilities	5.17	5.93
Interest on major maintenance expenses	-	5.37
Other Borrowing Costs	91.37	85.19
<b>Total</b>	<b>1,829.33</b>	<b>2,153.84</b>

Notes forming part of the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2022 :

**24 Other expenses**

Particulars	Year ended 31 <sup>st</sup> March, 2022	Year ended 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
<b>Operating expenses</b>		
Operations, maintenance & CDM expenses	27.60	27.03
Rent Expenses	8.31	8.78
Road Repairs and Maintenance	224.14	407.96
Design and engineering	15.79	12.49
Construction expense	705.18	29.24
Insurance Charges	1.54	1.64
Electricity duty	15.86	15.33
Electricity charges	2.80	2.66
Cross Subsidy	36.69	31.65
Open Access - Wheeling charges	13.74	12.41
Open Access - Transmission charges	18.16	16.12
Open Access - Other charges	32.73	28.32
Telephone & Communication	1.84	1.92
Other operating expenses	5.82	3.59
<b>(A)</b>	<b>1,110.20</b>	<b>599.14</b>
<b>Administrative expenses</b>		
Insurance charges - others	15.86	15.72
Rates & taxes	3.09	2.70
Repairs & maintenance		
- Machinery	3.53	4.89
- Building	1.97	0.93
- others	16.47	15.86
Director's sitting fees	0.15	0.17
Professional & consultancy expenses	123.87	88.78
Corporate social responsibility expenses	0.11	2.86
Payment to auditors	5.43	5.65
Travel & Conveyance	31.34	28.73
Security Charges	39.66	51.37
Amortisation of premium on bonds	-	0.02
Loss on disposal of property, plant and equipment	-	0.34
Printing and stationery	4.29	4.60
Listing and Custodial charges	1.19	1.20
Advertisement and business promotion	3.51	1.76
Fines and penalties	0.05	1.63
Miscellaneous expenses	38.97	54.75
<b>(B)</b>	<b>289.49</b>	<b>281.96</b>
<b>Total (A)+ (B)</b>	<b>1,399.69</b>	<b>881.10</b>



Notes forming part of the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2022 :

**25 Earnings per share (EPS)**

Basic EPS amounts are calculated by dividing the Net profit attributable to the owners of the Parent Company by the Weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by adjusting the Weighted average number of equity shares outstanding, for effects of all dilutive potential ordinary shares.

The following reflects income and share data used in the basic and dilutive EPS calculations:

Particulars	Year ended 31 <sup>st</sup> March, 2022	Year ended 31 <sup>st</sup> March, 2021
<b>Numerator for basic and diluted EPS</b>		
Net profit / (Loss) attributable to owners of the Parent Company (Rs. in Million)	508.26	(24.68)
<b>Weighted average number of equity shares (Nos)</b>	<b>37,667,628</b>	37,667,628
Basic earnings per share of face value of Rs. 5/- each (Rs.)	13.49	(0.66)
Diluted earnings per share of face value of Rs. 5/- each (Rs.)	13.49	(0.66)

## 26. Contingent Liabilities and commitments

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
1 Claims against the Group not acknowledge as debt (Refer Note ii)	500.02	700.67
2 Estimated Amounts of Contracts remaining to be executed on capital account and not provided for (net of advances)		
i. In respect of NECE Ltd (Step down subsidiary)	236.31	159.10
3 Income Tax Liability (Refer note (iii))	119.19	119.19

### As regards NECE Ltd -

- (i) The step- down subsidiary of the Holding Company, NECE Ltd has been subject to litigations and allegations from time to time regarding irregularities in the Project. As at the Balance sheet date, there are various cases pending against NECE Ltd. challenging the execution of the BMICP (the 'Project') which can be categorised under the following broad heads: a) Land acquisition and allotment related b) Litigation against layout approvals c) Enhanced compensation and d) other matters related to Project. NECE Ltd. has been legally advised that none of these pending litigations or threatened litigation is likely to affect the execution of the Project. The Management of NECE Ltd. believes that aforesaid litigations will not have any material impact upon the financial statements.
- (ii) NECE Ltd. has received claims from certain suppliers for payment of statutory dues aggregating to Rs. 260.00 Million (31 March 2021: Rs. 460.64 Million) as at 31 March 2022. During the current year, NECE Ltd has paid the dues relating to suppliers except Nandi Engineering Ltd. ((NEL). NECE Ltd believes that NEL is an affiliate of NECE Ltd., hence NEL is entitled to exemption that were granted to the Project.
- (iii) NECE Ltd has received tax demand from the income tax authorities aggregating to Rs. 119.19 Million (31 March 2021: Rs. 119.19 Million) in respect of various deductions claimed in the tax return, unexplained cash deposits during demonetization period and other matters relating to the assessment year 2017-18. NECE has filed an appeal before Commissioner of Income Tax (Appeals) on 24 January 2020 and basis its assessment believe that no liability would devolve upon NECE.

### Commitments

The Holding Company has given undertaking to Axis Finance Limited in respect of term loan facility granted by it to Nandi Highway Developers Limited (NHDL) of Rs. 1,200 Million. The Holding Company has agreed that-

- It shall not dispose off its interest in the entire shareholding in the NHDL till the final settlement date of the term loan; and
- It shall not sell/ transfer/ encumber in any form, the shares of the NHDL held by the Company, without prior written approval of Axis Finance Limited.

The Holding Company has pledged its investment in NHDL of 26,071,902 shares with Axis Finance Limited.

## 27. Revenue from Contracts with Customers

### a. Revenue Stream:

The Holding Company generates revenue primarily from Sale of Wind power:

Particulars	Year ended 31 <sup>st</sup> March, 2022	Year ended 31 <sup>st</sup> March, 2021
Revenue from contracts with customers:		
- Revenue from sale of wind power	143.59	135.01
<b>Total</b>	<b>143.59</b>	<b>135.01</b>

### b. Disaggregation of Revenue

The entire revenue from contracts with customers is recognised by the Holding Company at a point in time and pertains to one line of business i.e. wind power generation.

**28. Provisions**

The disclosure required by Ind AS 37- "Provisions, Contingent Liabilities and Contingent Assets" prescribed by Rules, as amended for the Holding Company is as follows.

(In Rs. Million)

Class of provision: Electricity Duty	Carrying amount as at beginning of the year	Amount Regrouped during the year	Charge during the year	Amount paid during the year	Carrying amount as at the end of the year
As at March 31, 2022	85.12	-	2.17	(2.17)	85.12
As at March 31, 2021	86.43	(0.74)	15.33	(15.90)	85.12

**Nature of provision**

In terms of various notifications/ circulars issued by Government of Maharashtra, electricity duty is payable in respect of wind power sold to third parties.

**29. Related Party disclosures**

## (i) Names of the related parties and related party relationship

Enterprises owned or significantly influenced by key management personnel or their relatives / Enterprises under common control	Bharat Forge Ltd. (BFL) BF Investment Ltd. (BFIL) Nandi Engineering Ltd. (NEL) Jaypatri Investments Pvt. Ltd. AKK Entertainment Ltd. (AKKEL) Ashok Kheny Production Pvt Ltd. (AKPPL) Ashok Kheny Infrastructure Ltd. (AKIL) SAB Engineering Inc., USA (SEI) Karanja Project Management Consultancy LLP India International Infrastructure Engineers Ltd (IIIE)
Key Managerial Personnel (KMP)	Mr. B.S. Mitkari (CEO , CFO & CS of Holding Company) Mr. Ashok Kheny, Managing Director of Subsidiaries Mr. Shivkumar Kheny, Managing Director of Subsidiary Mr. N Bala Krishna, CFO & CS of Subsidiary Mr. N. Balaji Naidu, Company Secretary of Subsidiary

Notes forming part of the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2022 :

(ii) Related party transactions

(Amount in Million)

	Nature of transaction	Year	Entities where control exists	Key Management Personnel (KMP)	Enterprise Over which KMP have Significant Influence
I	Income				
A	Sales	2021-22 2020-21	143.05 151.07	- -	- -
B	Employee deputation cost received (including GST)	2021-22 2020-21	4.51 3.63	- -	- -
C	Interest Income on ICD	2021-22 2020-21	- -	- -	0.59 1.61
II	Expenses				
A	Purchases of Raw Material	2021-22 2020-21	- -	- -	- -
B	Reimbursement of Open Access expenses	2021-22 2020-21	117.68 106.29	- -	- -
C	Interest on ICD / Loan	2021-22 2020-21	- -	- -	35.01 34.41
D	Rent	2021-22 2020-21	- -	- -	8.76 17.60
E	Professional fees and others	2021-22 2020-21	- -	- -	25.90 11.51
F	Directors' fees, etc.	2021-22 2020-21	- -	0.17 0.20	- -
G	Remuneration paid to KMP	2021-22 2020-21	- -	55.46 61.23	- -
H	Dividend paid	2021-22 2020-21	- -	- -	- -
III	Others				
A	Loan/ICD Taken / (Repaid)	2021-22 2020-21	(10.27) (5.73)	(1.73) -	- -
B	Advance given	2021-22 2020-21	10.00 -	- -	(0.06) (0.08)
C	Security Deposit taken / (Repaid)	2021-22 2020-21	- (10.00)	- -	- -

(iii) Balances outstanding as at the year end

Receivable / (Payable)

(Amount in Million)

Sr No	Nature of transaction	Year	Entities where control exists	Key Management Personnel (KMP)	Enterprise Over which KMP have Significant Influence
1	Trade Receivable	31 March, 2022 31 March, 2021	0.30 -	- -	- -
2	Loan / Inter Corporate Deposit	31 March, 2022 31 March, 2021	(184.00) (194.27)	- -	- -
3	Security deposit received	31 March, 2022 31 March, 2021	(200.00) (200.00)	40.00 20.00	- -
4	Advance given	31 March, 2022 31 March, 2021	- -	- -	1,423.80 1,158.19
5	Advance to suppliers	31 March, 2022 31 March, 2021	- -	- -	110.77 118.86
6	Loans outstanding and interest accrued but not due	31 March, 2022 31 March, 2021	- -	- -	(1,124.68) (794.48)
7	Remuneration payable to KMP	31 March, 2022 31 March, 2021	- -	(0.14) (0.02)	- -

**30. Financial Instruments****Capital Management:**

The group's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders and maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the group may issue new shares or sell assets to reduce debt.

The capital structure of the group consists of debt and total equity of the group.

The group determines the amount of capital required on the basis of annual operating plans and long-term product and other strategic investment plans. The funding requirements are met through equity and short-term borrowings. The group's policy is aimed at combination of short-term and long-term borrowings. The group monitors the capital structure on the basis of total debt to equity ratio and maturity profile of the overall debt portfolio of the group.

Total debt includes all long and short-term debts as disclosed in note 13 to the financial statements.

**Fair Value Measurement**

Set out below is a comparison, by class, of the carrying amounts and the fair value of the Company's consolidated financial instruments as at 31 March 2022

Particulars	At Cost	Amortised cost	Financial assets/liabilities at fair value through Profit & Loss	Financial assets/liabilities at fair value through OCI	Total carrying value	Total fair value
<b>Financial Assets</b>						
Investments	0.07	-	1,596.94	8.99	1,606.00	1,606.00
Trade receivables	-	12.23	-	-	12.23	12.23
Cash and cash equivalents - Bank balance	-	81.79	-	-	81.79	81.79
Bank Balance other than above	-	451.21	-	-	451.21	451.21
Loans	-	245.53	-	-	245.53	245.53
Other financial assets	-	544.54	-	-	544.54	544.54
<b>Total</b>	<b>0.07</b>	<b>1,335.30</b>	<b>1,596.94</b>	<b>8.99</b>	<b>2,941.30</b>	<b>2,941.30</b>
<b>Financial Liabilities</b>						
Borrowings	-	16,281.72	-	-	16,281.72	16,281.72
Trade Payables	-	465.70	-	-	465.70	465.70
Lease Liability	-	31.27	-	-	31.27	31.27
Other financial liabilities	-	1,573.56	-	-	1,573.56	1,573.56
<b>Total</b>	<b>-</b>	<b>18,352.25</b>	<b>-</b>	<b>-</b>	<b>18,352.25</b>	<b>18,352.25</b>

Notes forming part of the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2022 :

Set out below is a comparison, by class, of the carrying amounts and the fair value of the Company's Consolidated financial instruments as on 31 March 2021

Particulars	At Cost	Amortised cost	Financial assets/ liabilities at fair value through Profit & Loss	Financial assets/ liabilities at fair value through OCI	Total carrying value	Total fair value
<b>Financial Assets</b>						
Investments	0.07	-	2,257.63	4.07	2,261.77	2,261.77
Trade receivables	-	3.01	-	-	3.01	3.01
Cash and cash equivalents - Bank balance	-	247.43	-	-	247.43	247.43
Bank Balance other than above	-	336.06	-	-	336.06	336.06
Loans	-	245.68	-	-	245.68	245.68
Other financial assets	-	100.83	-	-	100.83	100.83
<b>Total</b>	<b>0.07</b>	<b>933.01</b>	<b>2,257.63</b>	<b>4.07</b>	<b>3,194.78</b>	<b>3,194.78</b>
<b>Financial Liabilities</b>						
Borrowings	-	17,111.39	-	-	17,111.39	17,111.39
Trade Payables	-	464.80	-	-	464.80	464.80
Lease Liabilities	-	38.26	-	-	38.26	38.26
Other financial liabilities	-	1,735.89	-	-	1,735.89	1,735.89
<b>Total</b>	<b>-</b>	<b>19,350.34</b>	<b>-</b>	<b>-</b>	<b>19,350.34</b>	<b>19,350.34</b>

The management assessed that the fair value of cash and cash equivalent, trade receivables, trade payables and other financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

Further the management assessed that the fair value of security deposits and other non-current receivables approximate their carrying amounts largely due to discounting at rates which are an approximation of current lending rates.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

1. The fair values of quoted instruments are based on price quotations at the reporting date.
2. The group has performed fair valuation of its investment in unquoted ordinary shares which has been classified as Investment carried at Fair Value Through Other Comprehensive Income.

**Financial Risk management framework:**

The group is exposed primarily to market risk, credit risk and liquidity risk which may adversely impact the fair value of its financial instruments. The group assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the group.

**Market risk:**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the interest rates and other market changes.

**Credit risk**

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analyzing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. Outstanding customer receivables are regularly monitored. The Group maintains its cash and cash equivalents and deposits with banks having good reputation and high-quality credit ratings.

The group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an on-going basis throughout each reporting period. In general, it is presumed

Notes forming part of the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2022 :

that credit risk has significantly increased since initial recognition if the payments are more than 30 days past due. A default on a financial asset is when the counterparty fails to make contractual payments when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

Expected credit loss for trade receivables under simplified approach - The group recognises significant income from toll road on the basis of actual collection and hence there are no significant outstanding. Hence, as the group does not have significant credit risk, it does not present the information related to ageing pattern. The group has widespread customer base and no single customer accounted for 10% or more of revenue in any of the years indicated.

During the periods presented, the group made no write-offs of trade receivables and it does not expect to receive future cash flows or recoveries from collection of cash flows previously written off.

**Interest rate risk (mainly in case of Step down subsidiary- NECE Ltd)**

NECE Ltd.'s fixed rate borrowings are carried at amortized cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, 'Financial Instruments - Disclosures', since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

(Rs. In Million)

Particulars	31 March 2022	31 March 2021
Variable rate borrowings	14,924.27	15,372.43
Fixed rate borrowings	-	-
Interest free borrowings	845.00	714.80
<b>Total borrowings</b>	<b>15,769.27</b>	<b>16,087.23</b>

Particulars	31 March 2022	31 March 2021
Interest rates - increase by 50 basis points (50 bps)	(74.62)	(76.86)
Interest rates - decrease by 50 basis points (50 bps)	74.62	76.86

**Liquidity Risk**

Liquidity risk refers to the risk that the group cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The group manages liquidity risk by maintaining adequate reserves, liquid cash and bank balance by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. The table below provides details regarding the contractual maturities of significant financial liabilities:

(Rs. In Million)

Particulars	As at March 31, 2022		As at March 31, 2021	
	Less than 1 Year	More than 1 Year	Less than 1 Year	More than 1 Year
Borrowings	1,114.77	15,166.95	1,087.39	16,024.00
Trade payables	465.70	-	465.80	-
Other financial liabilities	325.86	1,247.70	318.29	1,417.60

**Fair Value Measurement**

This section explains the judgements 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. To provide an indication about the reliability of the inputs used in determining fair value, the group has classified its financial instruments into the three levels prescribed under the Ind AS 113 - Fair Value Measurement. An explanation of each level is as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included in level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 - Unobservable inputs for the asset or liability.

**Fair value hierarchy**

The following table provides the fair value measurement hierarchy of the group's assets and liabilities.

(Rs. In Million)

Quantitative disclosure fair value measurement hierarchy for assets	Fair value measurement using		
	Quoted prices in active markets (Level 1)	Significant observable Inputs (Level 2)	Significant un-observable Inputs (Level 3)
<b>Financial assets at FVTOCI</b>			
Equity Instruments (Quoted)			
31 March, 2022	4.03	-	-
31 March, 2021	3.18	-	-
Equity Instruments (Unquoted)			
31 March, 2022	-	-	4.96
31 March, 2021	-	-	0.88
<b>Financial assets at FVTPL</b>			
Mutual Funds (Unquoted)			
31 March, 2022	-	1,596.95	-
31 March, 2021	-	2,257.63	-
<b>Financial assets at Amortised Cost</b>			
Investments in Bonds			
31 March, 2022	0.07	-	-
31 March, 2021	0.07	-	-

**31. Income Taxes**

A reconciliation of the Income tax provision to the amount computed by applying the statutory income tax rate to the profit before tax is summarised below.

Particulars	Year ended 31 <sup>st</sup> March, 2022	Year ended 31 <sup>st</sup> March, 2021
	Million Rs.	Million Rs.
Accounting profit before tax from operations	1,030.85	(200.54)
Enacted tax rate in India	27.82/29.12	27.82/29.12
Computed tax expense for the Group at enacted tax rates	152.43	(42.90)
Effect of non-deductible expenses	6.21	11.16
Effect of deductible expenses	(57.91)	(52.07)
Effect of MAT Credit availed	(10.68)	-
Effect of timing difference	(3.21)	(11.72)
Effect of set off of tax expense on account of accumulated tax losses.	-	122.43
Short / (excess) provision of earlier years	12.64	(6.50)
<b>Tax expense reported in statement of profit and loss</b>	<b>99.48</b>	<b>20.40</b>



Notes forming part of the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2022 :

**32. Leases**

**a. Lessee accounting**

**Lease liabilities movement:**

(In Rs. Million)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
Lease liability at the beginning of the year	38.26	43.91
Add: Interest on Lease liability	5.17	5.93
Less: Lease rental payments	(12.16)	(11.58)
Lease Liability at the end of the year	31.27	38.26

**Total Cash outflow for leases:**

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
Operating lease rentals not included in the measurement of the lease liabilities	8.31	8.78

The Group has taken various residential/ commercial premises on cancellable operating leases. As per the terms and conditions mentioned in the respective lease agreements, the same are generally renewed on expiry of the lease period and there is no lock-in period in such operating lease taken by the Group.

**33. Segment Reporting**

Segment information as required by IND AS 108 "Operating Segments" as prescribed by Rules, as amended is set out in a separate statement annexed thereto.

**34. Relationship with Struck off companies:**

The Group did not enter into any transaction with Companies struck off from ROC records for the period ended 31 March 2022 and 31 March 2021.

**35. Disclosures for investments and transactions through/ as an intermediary:**

- a. No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company and its subsidiary companies to or in any other person(s) or entity(ies) including foreign entities (intermediaries) with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company / subsidiary companies (ultimate beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- b. No funds have been received by the company and its subsidiary companies to or in any other person(s) or entity(ies) including foreign entities (funding parties) with the understanding, whether recorded in writing or otherwise, that the company / subsidiary companies shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

**36. Certain litigations by and against the Holding Company are pending in various Courts, and the matter is subjudice. No cognizance thereof is taken in the above financial statements, pending final outcome of the cases.**

Notes forming part of the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2022 :

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37. Statement containing the salient features of the Financial of Subsidiary companies in terms of Section 129(3) of the Companies Act, 2013, is annexed.
38. NECE Ltd., step down subsidiary of the Holding Company has negative net worth at 31 March 2022. Notwithstanding the above, the financial statements have been prepared on going concern basis as NECE Ltd has earned positive cash flow from operations; and the Management of NECE Ltd on the basis of projections believe that NECE Ltd will be able to meet the liabilities as they arise in foreseeable future.
39. Previous year's figures have been regrouped or reclassified wherever necessary.
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As per our report of even date  
For G D APTE & CO.  
Chartered Accountants  
Firm Registration No. 100515W

For and on behalf of the Board of Directors of BF UTILITIES LIMITED  
CIN : L40108PN2000PLC015323

Anagha M Nanivadekar  
Partner  
Membership No. 121007

B.B. HATTARKI  
Director  
DIN : 00145710

B.S. MITKARI  
Director, CEO, CFO &  
Company Secretary  
DIN : 03632549

Pune, 28 June, 2022

Pune, 28 June, 2022

**Annexure referred to Note No. 33 Notes forming part of the Consolidated Financial Statements of BF Utilities Ltd.**

## Disclosure of Segment information

Segmentwise Revenue, Results, and Capital Employed based on Consolidated Financial Statements for the year ended 31 March, 2022.

		(Rs. In Million)	
Sr. No.	Particulars	Year ended 31-Mar-22 (Audited)	Year ended 31-Mar-21 (Audited)
1	<b>Segment Revenue</b>		
	a. Wind Mills	233.78	135.88
	b. Infrastructure	4,947.15	3,559.16
	Total	5,180.93	3,695.04
	Less : Inter segment revenue	-	-
	Net sales / income from operations	5,180.93	3,695.04
2	<b>Segment results</b>		
	Profit / (Loss) (before tax and interest from each segment)		
	a. Wind Mills	35.05	(56.98)
	b. Infrastructure	2,665.62	1,770.76
	Total	2,700.67	1,713.78
	Less : i) Interest and Finance Charges	1,829.33	2,153.84
	ii) Other unallocable expenditure net off unallocable income	(159.51)	(239.52)
	Total Profit / (Loss) before tax and Exceptional Items	1,030.85	(200.54)
	Exceptional Item	-	-
	Total Profit /(Loss) before tax	1,030.85	(200.54)
3	<b>Total Carrying amount of segment assets</b>		
	a. Wind Mills	426.62	474.84
	b. Infrastructure	19,434.29	18,805.13
	c. Unallocable	1,613.73	2,277.64
	Total	21,474.64	21,557.61
4	<b>Total segment liabilities</b>		
	a. Wind Mills	323.64	369.83
	b. Infrastructure	4,165.70	4,322.91
	c. Unallocable	7.29	1.19
	Total	4,496.63	4,693.93
5	<b>Capital employed (Segment Assets - Segment Liabilities)</b>		
	a. Wind Mills	102.98	105.01
	b. Infrastructure	15,268.59	14,482.22
	c. Other - Unallocable	1,606.44	2,276.45
	Total	16,978.01	16,863.68
6	<b>Total cost incurred during the year to acquire segment assets that are expected to be used during more than one period</b>		
	a. Wind Mills	0.19	0.02
	b. Infrastructure	796.63	33.24
	c. Other - Unallocable	-	-
	Total	796.82	33.26
7	<b>Depreciation and amortisation</b>		
	a. Wind Mills	20.20	35.65
	b. Infrastructure	531.26	531.06
	Total	551.46	566.71

## Annexure to Note No. 37

## Form AOC-I

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

Statement containing salient features of the financial statement of subsidiaries.

Amount in Million Rupees

Sr. No	Particulars	Subsidiaries			
		Nandi Infrastructure Corridor Enterprise Limited	Nandi Economic Corridor Enterprises Limited	Nandi Highway Developers Limited	Avichal resources Private Limited
1	Reporting Period	Apr 21 to Mar 22	Apr 21 to Mar 22	Apr 21 to Mar 22	Apr 21 to Mar 22
2	Reporting Currency	INR	INR	INR	INR
3	Exchange rate	1.00	1.00	1.00	1.00
4	Share Capital	1,040.94	2,090.47	375.00	0.10
5	Reserves & Surplus	48.51	(3,248.74)	1,357.52	4.22
6	Total Assets	1,750.58	18,753.45	2,077.43	4.51
7	Total Liabilities	661.14	19,911.72	344.91	0.19
8	Details of Investment (except in case of Investments in subsidiaries)	0.06	1,596.95	0.01	-
9	Turnover	25.24	4,251.34	834.29	0.68
10	Profit before Taxation	(12.82)	506.85	490.43	0.49
11	Provision for Taxation	(3.21)	-	85.06	-
12	Profit after Taxation	(9.62)	506.85	405.37	0.49
13	Proposed Dividend	-	-	-	-
14	Extent of shareholding (in percentage)	74.52%	40.41%	69.53%	100%

## Notes

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

## Annexure A Statutory Group Information

Annexure referred to Note No. 1 (c) notes forming part of  
the Consolidated Financial Statements of BF Utilities Ltd.

Name of the entity in the group	Net assets (Total assets - total liabilities)		Share in profit and loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As a % of consolidated net assets	Rs. in Million	As a % of consolidated profit or loss	Rs. in Million	As a % of consolidated other Comprehensive income	Rs. in Million	As a % of consolidated total Comprehensive income	Rs. in Million
<b>Holding Company</b>								
<b>BF Utilities Ltd</b>								
As at & for year ended 31 March, 2022	(77.28%)	1,322.69	3.03%	28.27	24.55%	5.37	3.53%	33.64
As at & for year ended at 31 March, 2021	(57.74%)	1,289.05	7.77%	(17.17)	9.22%	1.06	7.69%	(16.11)
<b>Subsidiaries (Indian)</b>								
<b>Nandi Infrastructure Corridor Enterprises Ltd. (NICE)</b>								
As at & for year ended 31 March, 2022	(63.65%)	1,089.45	(1.03%)	(9.62)	0.00%	-	(1.01%)	(9.62)
As at & for year ended at 31 March, 2021	(49.23%)	1,099.06	6.86%	(15.16)	0.00%	-	7.24%	(15.16)
<b>Nandi Highway Developers Ltd.(NHDL)</b>								
As at & for year ended 31 March, 2022	(101.23%)	1,732.52	43.52%	405.37	12.85%	2.81	42.82%	408.18
As at & for year ended at 31 March, 2021	(59.32%)	1,324.34	(123.77%)	273.45	4.22%	0.48	(130.77%)	273.93
<b>Nandi Economic Corridor Enterprises Ltd. * (NECE)</b>								
As at & for year ended 31 March, 2022	67.68%	(1,158.28)	54.42%	506.85	62.61%	13.70	54.61%	520.56
As at & for year ended at 31 March, 2021	75.19%	(1,678.82)	209.42%	(462.69)	86.56%	9.92	216.14%	(452.77)
<b>Avichal Resources Private Ltd.</b>								
As at & for year ended 31 March, 2022	(0.25%)	4.32	0.05%	0.49	0.00%	-	0.05%	0.49
As at & for year ended at 31 March, 2021	(0.17%)	3.82	(0.29%)	0.63	0.00%	-	(0.30%)	0.63
<b>Non-Controlling Interest in all Subsidiaries</b>								
As at & for year ended 31 March, 2022	(142.02%)	2,430.68	45.43%	423.10	41.22%	9.02	45.33%	432.12
As at & for year ended at 31 March, 2021	(89.52%)	1,998.56	88.83%	(196.26)	52.87%	6.06	90.80%	(190.20)
<b>Adjustments arising out of consolidation</b>								
As at & for year ended 31 March, 2022	(132.72%)	2,271.55	(45.43%)	(423.10)	(41.22%)	(9.02)	(45.33%)	(432.12)
As at & for year ended at 31 March, 2021	(101.74%)	2,271.52	(88.83%)	196.26	(52.87%)	(6.06)	(90.80%)	190.20
<b>Total (for year ended 31 March 2022)</b>	<b>100.00%</b>	<b>(1,711.53)</b>	<b>100.00%</b>	<b>931.36</b>	<b>100.00%</b>	<b>21.88</b>	<b>100.00%</b>	<b>953.25</b>
<b>Total (for year ended 31 March 2021)</b>	<b>100.00%</b>	<b>(2,232.63)</b>	<b>100.00%</b>	<b>(220.94)</b>	<b>100.00%</b>	<b>11.46</b>	<b>100.00%</b>	<b>(209.48)</b>

**Annexure A (Cont.)**  
**Statutory Group Information**

**Disclosure pursuant to Ind AS 112 "Disclosure of interest in other entities"**

Subsidiaries having material non control interest.

**1 Summarise statement of Profit and Loss.**

Rs. in Million

Particulars	NICE		NECE		NHDL	
	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21
Total Income	25.24	17.18	4,251.35	3,084.71	834.29	683.09
Total Comprehensive income	(9.62)	(15.16)	506.85	(462.69)	405.37	273.45
Other Comprehensive Income	-	-	13.70	9.92	2.81	0.48
Total Comprehensive income	(9.62)	(15.16)	520.55	(452.77)	408.18	273.93
effective % of non-controlling interest	25.48%	25.48%	59.59%	59.59%	30.47%	30.47%
Profit / (Loss) allocated to non-controlling interest	(2.45)	(3.86)	310.20	(269.81)	124.37	83.47
Dividend (including Dividend Distribution Tax) to Non-controlling interest	-	-	-	-	-	-

**2 Summarised Balance Sheet**

Rs. in Million

Particulars	NICE		NECE		NHDL	
	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21
Current Assets (a)	246.50	245.81	4,107.77	4,707.35	178.22	255.06
Current Liabilities (b)	47.88	49.72	2,780.30	2,494.76	245.10	391.20
Net Current Assets ( c ) = (a)-(b)	198.62	196.09	1,327.47	2,212.59	(66.88)	(136.14)
Non - Current Assets (d)	1,504.09	1,486.23	14,645.68	13,871.65	1,899.22	1,946.60
Non - Current Liabilities (e)	613.25	583.26	17,131.42	17,763.07	99.81	486.11
Net Non - Current Assets ( f ) = (d)-(e)	890.84	902.97	(2,485.74)	(3,891.42)	1,799.41	1,460.49
Net Assets (g) = ( c ) + (f)	1,089.46	1,099.06	(1,158.27)	(1,678.83)	1,732.53	1,324.35
Accumulated non controlling interest	277.59	280.04	1,625.19	1,314.99	527.90	403.53

**3 Summarised Statement of Cash Flow**

Rs. in Million

Particulars	NICE		NECE		NHDL	
	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21
Cash flow form operating activities	3.32	(0.83)	2,696.75	1,765.60	544.43	385.81
Cash flow form investing activities	(3.01)	0.51	(569.99)	(128.45)	3.39	8.80
Cash flow form Financing activities	-	-	(2,224.41)	(1,530.92)	(549.60)	(429.38)
Net/ increase / (decrease) in cash and cash equivalents	0.31	(0.32)	(97.65)	106.23	(1.78)	(34.77)





**KALYANI**  
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