



AJANTA SOYA LIMITED

An ISO 22000 : 2005 Certified Company
Corp. Office : 12th Floor, Bigjo's Tower, A-8, Netaji Subhash Place,
Wazirpur District Centre, Delhi-110 034
Tel. : 91-11-42515151
E-mail :- info@ajantasoya.com • care@ajantasoya.com
Visit us at : www.ajantasoya.com
CIN - L-15494RJ1992PLC016617

7th September, 2022

Department of Corporate Services

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

Scrip code: 519216

Sub: 31st Annual Report of the Company for the Financial Year 2021-22

Dear Sir/Madam,

This is to inform you that the 31st Annual General Meeting of the members of the Company Will be held on Friday, 30th September, 2022 at 12:30 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the business(s) as specified in AGM Notice, pursuant to circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI).

Pursuant to Regulation 30, 34 and all other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the copy of Annual Report of the Company along with the Notice of the AGM for the Financial Year 2021-22 which is being sent only through e-mail to all the members of the Company whose e-mail addresses are registered with the Company/Depository Participant(s) in compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The copy of Annual Report 2021-22 along with the Notice of AGM is also available on Company's website at <http://ajantasoya.com/annual-reports-2/>.

This is for your information and records.

Thanking you

Yours Sincerely

For Ajanta Soya Limited

Sushil

Kumar Goyal

Digitally signed by
Sushil Kumar Goyal
Date: 2022.09.07
10:40:40 +05'30'

Sushil Goyal
Managing Director
DIN: 00125275

31st ANNUAL REPORT 2021-22



AJANTA SOYA LIMITED

**BOARD OF DIRECTORS**

Mr. Sushil Goyal
Mr. Abhey Goyal
Mr. Harsh Chander Kansal
Mr. Hemant Bansal
Mrs. Sushila Jain
Mr. Sushil Kumar Solanki

Managing Director
Whole Time Director
Independent Director
Independent Director
Independent Director
Whole Time Director

COMPANY SECRETARY

Mr. Kapil

STATUTORY AUDITORS

M/s. Pawan Shubham & Co.
Chartered Accountants

601, Roots Tower,
7, District Centre, Laxmi Nagar,
Delhi - 110 092

SECRETARIAL AUDITORS

M/s. R&D Company Secretaries

785, Pocket-E, Mayur Vihar, Phase-II
Delhi - 110 091
Phone/Fax : 011-22725301 / 43012488
E-Mail : rndregular@gmail.com

SHARES LISTED WITH STOCK EXCHANGE AT

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

BANKERS**STATE BANK OF INDIA**

15th Floor, IFB Branch,
Jawahar Vyapar Bhawan
1, Tolstoy Marg, New Delhi - 110 001

STANDARD CHARTERED BANK

10 Sansad Marg,
New Delhi-110 001

REGISTERED OFFICE

SP-916, RIICO Industrial Area Phase - III,
Bhiwadi - 301 019, Distt. Alwar (Rajasthan)
CIN: L15494RJ1992PLC016617

INVESTORS RELATION CENTRE

12th Floor, Bigjos Tower, A-8 Netaji Subhash Place
Wazirpur District Centre, New Delhi - 110 034
Phone : 011-42515151, Fax : 011-42515100
E-mail : cs@ajantasoya.com
Website : www.ajantasoya.com

REGISTRAR & SHARE TRANSFER AGENT**Skyline Financial Services Pvt. Ltd.**

D-153A, 1st Floor, Okhla Industrial Area, Phase-I,
New Delhi - 110 020
Phone No. : 011-40450193-97
E mail : admin@skylinerta.com

ALL CORRESPONDENCE RELATING TO TRANSFER
OF SHARES, CHANGE IN ADDRESS ETC. SHOULD
BE SENT TO THE REGISTRAR & SHARE TRANSFER
AGENT OR INVESTORS RELATION CENTRE

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**Ajanta Soya Limited****CIN: L15494RJ1992PLC016617****Regd. Office & works:** SP 916, Phase-III, Industrial Area, Bhiwadi – 301 019, Rajasthan.**Ph. No.** 911-6176727, 911-6128880**Corp Office:-** 12th Floor, Bigjo's Tower, A-8, Netaji Subhash Place, Wazirpur District Centre, Delhi – 110 034,**Website:-**www.ajantasoya.com, **E-mail:-**info@ajantasoya.com, cs@ajantasoya.com**Ph. No. 91-11-42515151, Fax: 91-11-42515100****Notice**

Notice is hereby given that the 31st Annual General Meeting of the Members of M/s Ajanta Soya Limited will be held on Friday, 30th September, 2022 at 12:30 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2022 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Abhey Goyal (DIN:02321262), who retires by rotation, and being eligible, offers himself for re-appointment.
3. **To Appoint M/s TAS Associates., Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration**

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

"Resolved that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable, M/s TAS Associates., Chartered Accountants, (Firm Registration No. 010520N) be appointed as Statutory Auditors of the Company for 5 years for auditing the accounts of the Company from the financial years 2022-23 to 2026-27 in place of retiring auditors M/s. Pawan Shubham & Co., Chartered Accountants (Firm Registration No. 011573C) to hold office from the conclusion of this 31st Annual General Meeting (AGM) until the conclusion of the 36th AGM at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.

Resolved further that the Board of Directors of the Company be and are hereby authorized to fix the fees payable to the Statutory Auditors, pursuant to the recommendation of the Audit Committee, from the financial years 2022-23 to 2026-27.

Resolved further that the Board of Directors of the Company be and are hereby authorized to delegate all or any of the powers to any officer(s)/ authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS

4. **To ratify the remuneration of Cost Auditors for the financial year 2022-23**

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

"Resolved that pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s K.G. Goyal & Associates, Cost Accountants, having Firm Registration No. 000024, appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2022-23, amounting to Rs. 55,000/- (Rupees Fifty Five Thousand Only) per annum plus applicable taxes as applicable and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified, confirmed and approved.

Resolved further that the Board of Directors of the Company be and are hereby authorized to do all such acts, matters, deeds & things and to take all such steps as they may deem necessary, proper or expedient to give effect to this resolution."

5. **To revise the remuneration structure of Mr. Sushil Kumar Solanki, 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 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Rules made thereunder, including any statutory modification thereof, or any other law, the approval of Members of the Company, be and is hereby accorded to revised the remuneration structure of Mr. Sushil Kumar Solanki, Whole Time Director of the Company with effect from 1st April, 2022 as under:

**Terms and Conditions:**

Remuneration: Gross monthly remuneration not exceeding Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) whether paid as salary, allowance(s), perquisites or a combination thereof w.e.f. 1st April, 2022.

Provided that the following perquisites will not be included in the aforesaid remuneration:

- a. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- c. Encashment of leave at the end of tenure.

Resolved further that payment/re-imbursment of telephone and/or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in course of the official duties will not be included in the aforesaid remuneration.

Resolved further that in the event of loss, absence or inadequacy of profits, the aforesaid remuneration shall be the minimum remuneration.

Resolved further that the Board of Directors of the Company (including any committee/sub-committee of the Board) be and is hereby authorised to assign and delegate, from time to time, such work, duties, power and authorities to the Whole Time Director as it may deem fit and proper.

Resolved further that the Board of Directors and the Nomination and Remuneration Committee of the Company be and are hereby severally authorised to fix such remuneration and to work out various components of the remuneration package as it may deem fit and proper within the overall limits of the remuneration as approved above.

Resolved further that the Board of Directors of the Company (including any committee/sub-committee of the Board) be and is hereby authorised to take all necessary steps to give effect to the aforesaid resolution.”

Regd. Office:

SP-916, Phase III, Industrial Area,
Bhiwadi, 301019, Distt. Alwar, Rajasthan
CIN: L15494RJ1992PLC016617

**By order of the board
For Ajanta Soya Limited**

**Sd/-
Sushil Goyal
Managing Director
DIN: 00125275
Address: House No. 42-A,
Road No. 78, West Punjabi Bagh
New Delhi - 110 026**

**Date: 13th August, 2022
Place: New Delhi**

NOTES

1. In accordance with the Provisions of Section 102 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an Explanatory Statement in respect of item No. 3 to 5 of the notice set out above is annexed herewith.
2. In view of the continuing COVID-19 global pandemic, the Ministry of Corporate Affairs has issued a General Circular bearing No 2/2022 dated May 5, 2022 read with Circular No. 20/2020 dated May 5, 2020, Circular No.02/2021 dated January 13, 2021, Circular No.19/2021 dated December 8,2021 and Circular No. 21/2021 dated December 14, 2021 allowing conducting of AGM through Video Conferencing ("VC") or other Audio Visual Means ("OAVM") without the physical presence of the Members for the meeting at a common venue. In terms of the said Circulars and in compliance with the provisions of the Companies Act, 2013 and SEBI circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and relevant circular of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the AGM through VC / OAVM only. In accordance with the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with guidance/clarification issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. The detailed procedure for participating in the meeting through VC / OAVM is appended herewith and also available at the Company's website www.ajantasoya.com.
3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS AND SEBI CIRCULAR THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**
4. 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. However, this number does not include the large Shareholders holding 2% or more share capital, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. 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.
6. 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 MCA dated January 13, 2021, read with circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as "MCA Circulars") 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 made an arrangement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, The Skyline Financial Services Private Limited, Registrar and Share Transfer Agent, of the Company will be providing VC/OAVM Services and necessary technical support as may be required. Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL.
7. On account of threat posed by COVID-19 and in terms of the MCA and SEBI Circulars, the Company will send the Annual Report and the Notice of AGM only in electronic form to the registered email addresses of the shareholders and no physical copy of the same would be dispatched. The Notice convening the 31st AGM and Annual Report 2021-22 has been uploaded on the website of the Company at www.ajantasoya.com, and may also be accessed from the relevant section on the websites of the Stock Exchanges, i.e. BSE Limited at www.bseindia.com. The Notice of the AGM is also available on the website of NSDL <https://www.evoting.nsdl.com>. Therefore, those shareholders who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
 - a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your 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 the Company's email address at cs@ajantasoya.com or to the email id of Skyline Financial Services Pvt Ltd-Registrar & Share Transfer Agent (RTA) of the Company at admin@skylinerta.com/info@skylinerta.com.
 - b) For the Members holding shares in Demat form, please update your email address through your respective Depository Participant/s.
 - c) Since the AGM will be held through VC, the route map, proxy form and attendance slip are not annexed to this Notice.
8. All documents referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by writing to the Company at its email ID at cs@ajantasoya.com till the date of AGM.

9. Members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company from their registered email address, mentioning their name, DP ID and Client ID number / Folio no, No. of shares, and mobile number, to reach the Company's email address at **cs@ajantasoya.com** on or before the close of business hours on 23rd September, 2022. Such questions shall be taken up during the meeting or replied by the Company suitably. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.
10. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID/Folio No, No. of shares, PAN, mobile number at **cs@ajantasoya.com** on or before the close of business hours on 23rd September, 2022. Those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.
11. Pursuant to the provisions of Section 113 of the Act, Institutional/Corporate Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy of certified true copy of its Board Resolution/Authorisation letter etc. authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company by email through its registered email address to **cs@ajantasoya.com**, or to the Scrutinizer by e-mail to **mdregular@gmail.com** with a copy marked to NSDL by **e-mail to evoting@nsdl.co.in**.
12. The Share Transfer Books and Register of Members of the Company will remain closed from Saturday, 24th September, 2022 to Friday, 30th September, 2022 (both days inclusive).
13. A. Members holding shares in physical form are requested to notify/send the following to the Registrar & Transfer Agent (RTA) of the Company M/s Skyline Financial Services Pvt Ltd., D-153/A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi- 110 020; Phone No. 011-40450193-97:
 - i) their bank account details in order to receive payment of dividend through electronic mode,
 - ii) their email id, in case the same have not been sent earlier, for the purpose of receiving the communication electronically,
 - iii) any change in their address/e-mail id/ECS mandate/ bank details, share certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholding into one account.
 - iv) share certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholding into one account.
- B. Members holding shares in dematerialized form are requested to notify to their Depository Participant:
 - i) their email id.
 - ii) all changes with respect to their address, email id, ECS mandate and bank details.
- C. Kindly note that as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') it is mandatory for the company to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to register/update your correct bank account details with the Company/RTA/Depository Participant, as the case may be.
14. The SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents.
15. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019, except in case of transmission or transposition of securities. In view of the above, Members are advised to dematerialize shares held by them in physical form. Members may contact the Company's RTA for any assistance in this regard.
16. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
17. As required under Listing Regulations and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India, details in respect of Directors seeking appointment/re-appointment at the AGM, are provided in the Report on Corporate Governance forming part of the Annual Report and also annexed hereto and form part of this Notice. Directors seeking appointment/reappointment have furnished requisite declarations under section 164(2) and other applicable provisions of the Companies Act, 2013 including rules framed there under.
18. Members holding shares in physical form and desirous of making a nomination or cancellation/variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit to the RTA of the Company the prescribed Form SH-13 for nomination and Form SH-14 and Form ISR-3 for cancellation/ variation, as the case may be. The Forms can be downloaded from Company's website

www.ajantasoya.com. Members holding shares in demat mode may contact their respective Depository Participant for availing this facility.

19. Regulation 40 of the Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, vide its Circular dated January 25, 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, sub-division/consolidation of share certificates, etc. In view of this as also 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 demat mode.
20. SEBI has vide circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, mandated furnishing of PAN, KYC details and Nomination by Members holding shares in physical form. In view of the same, concerned shareholders are requested to furnish the requisite documents/information at the earliest. Non-availability of the same on or after April 1, 2023 will result in freezing of the folios of such shareholders pursuant to the aforesaid SEBI circular.
21. The Register of Directors' and Key Managerial Personnel & their Shareholding maintained under Section 170 of the Companies Act, 2013, and the Register of Contracts & Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection in electronic mode during the AGM.
22. In case of joint holders attending the meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.
23. Voting through electronic means:
 - i) In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India ("ICSI") as amended from time to time, the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited ("NSDL") as the Authorised Agency to provide e-voting facilities.
 - ii) The facility for e-Voting will also be made available during the AGM and the Shareholders attending the AGM who have not cast their vote by remote e-Voting shall be eligible to vote through the e-Voting system during the AGM. The Shareholders who have cast their vote by remote e-Voting may also attend the AGM but shall not be entitled to cast their vote again.
 - iii) Pursuant to Regulation 44 of the Listing Regulations and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
 - iv) The Board of Directors have appointed Mr. Debabrata Deb Nath, Company Secretary in Whole Time Practice, 785, Pocket-E, Mayur Vihar-II, Delhi-110 091 as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
 - v) Members are requested to carefully read the instructions for e-voting before casting their vote.
 - vi) The Remote e-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for e-voting:

| | |
|--------------------------|--|
| Commencement of e-voting | From 9.00 A.M. (IST) on Tuesday, 27 th September, 2022 |
| End of e-voting | Upto 5.00 P.M. (IST) on Thursday, 29 th September, 2022 |

- vii) The cut-off date (i.e. the record date) for the purpose of e-voting is 23rd September, 2022.
- viii) Declaration of Result of e-voting:
 - a) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date).
 - b) The Scrutinizer shall immediately after the conclusion of e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or in his absence any other Director or Key managerial Personnel or a person authorized by him in writing, who shall countersign the same and declare the result of the voting within two working days from the conclusion of the AGM.
 - c) The Scrutinizer's decision on the validity of the vote shall be final and binding.

- d) The Results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.
- e) The result declared along with the Scrutinizer's report shall be placed on the website of the Company **www.ajantasoya.com** and on the website of NSDL **www.evoting.nsd.com** immediately after the result is declared. The Company shall simultaneously forward the results to **BSE Limited.**, where the securities of the Company are listed.

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

The remote e-voting period begins on Tuesday, 27th September, 2022 at 09:00 A.M. and ends on Thursday, 29th September, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 23rd 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 Friday, 23rd 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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div> |

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 & voting during the meeting. |

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

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

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholder/Member" section.
- A new screen will open. You will have to enter your User ID, 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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join 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 rndregular@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the Company's email address cs@ajantasoya.com.

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 cs@ajantasoya.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 cs@ajantasoya.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholder/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. The Skyline Financial Services Private Limited, Registrar and Share Transfer Agent, of the Company will be providing VC/OAVM Services.
3. Members are encouraged to join the Meeting through Laptops/IPads for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Further, members registered as speakers will be required to allow camera during e-AGM, and hence are requested to use internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. When a pre-registered speaker is invited to speak at the meeting but does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
10. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 3

In accordance with Section 139 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, M/s Pawan Shubham & Co., Chartered Accountants (Firm Registration No. 011573C), Statutory Auditors of the Company shall retire at the conclusion of the 31st AGM of the Company. M/s Pawan Shubham & Co. have expressed their inability to be re-appointed as Statutory Auditors of the Company for second term due to their pre-occupation.

The Board of Directors of the Company at their meeting held on 13th August, 2022, on the recommendation of the Audit Committee, have recommended the appointment of M/s TAS Associates., Chartered Accountants, (FRN: 010520N) as the Statutory Auditors of the Company, by the Members at the 31st AGM of the Company for a term of five consecutive years from the conclusion of 31st AGM till the conclusion of 36th AGM of the Company, at an annual remuneration of Rs. 10.00 Lacs for the financial year 2022-23 besides reimbursement of travelling and out of pocket expenses incurred. Considering the similar size of industry and the profile of incoming auditors, there is a material change in the Statutory Auditor fees.

The remuneration of the Statutory auditors for the subsequent year(s) of their term shall be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

After evaluating all proposals and considering various factors such as one team approach, firm experience, audit fees, relationship management etc., M/s TAS Associates., Chartered Accountants, (FRN: 010520N) has been recommended to be appointed as the Statutory Auditors of the Company.

M/s TAS Associates., Chartered Accountants (FRN: 010520N). A firm of Chartered Accountants servicing its clients since 1990, has over the years built its reputation/ presence while upholding the code of conduct and ethics of the profession of chartered accountancy at all times.

A professionally managed firm having three full time constituent partners along with staff of more than 12 people consisting of qualified chartered accountants, cost accountant, semi qualified chartered accountants. In addition, firm also has a panel of company secretaries and advocates, who are at arm's length in distress situations and opinions.

Apart from conducting Audits ranging from Statutory Audit to Management & Operations audit, it specializes in providing tax advisory & representational services (both direct and indirect taxes), management assurance services etc. Its clientele ranges from big corporate houses to small closely held private companies spread over different sectors viz. Construction, Service, Manufacturing, Trading, Insurance. Non-profit Organisation, Medical & Educational and Hospitality Industry.

Pursuant to Section 139 of the Companies Act, 2013 and the rules framed thereunder, the Company has received written consent from M/s TAS Associates., Chartered Accountants, (FRN: 010520N) and a certificate that they satisfy the criteria provided under Section 141 of the Companies Act, 2013 and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s TAS Associates., Chartered Accountants, (FRN: 010520N) has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the 31st AGM.

Accordingly, the Board of Directors recommends aforesaid appointment to the Members for their approval by way of an Ordinary Resolution as set out at Item No. 3 of the accompanying Notice of the 31st AGM.

Item No. 4

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s K.G. Goyal & Associates, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ended 31st March, 2023. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company.

Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors for audit of cost records of the Company for the financial year 2022-23 as set out in the resolution for the aforesaid services to be rendered by them.

The Board of Directors recommend the Ordinary Resolution as set out at Item No. 4 of the Notice for approval by the members.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are in any way, whether financially or otherwise, concerned or interested, in the said resolution.

Item No. 5

Mr. Sushil Kumar Solanki (DIN:08912780) was appointed as a Whole time Director of the Company w.e.f. 15th October, 2020 for a period of 3 years vide a Special resolution passed in the 30th Annual General Meeting held on 30th September, 2021.

Since there has been a considerable increase in the duties and responsibilities performed by the Mr. Sushil Kumar Solanki, Whole Time Director and after considering the prevailing managerial remuneration in industry, the Board of Directors at their meeting held on 30th May, 2022, on the recommendations made by the Nomination and Remuneration Committee, has approved the proposal to increase the Gross monthly remuneration of Mr. Sushil Kumar Solanki, Whole Time Director from the present Rs. 96,500 per month to Rs. 1,50,000 per month w.e.f. 1st April, 2022 for the remaining period of his tenure i.e. upto 14th October, 2023. Except for the aforesaid revision in salary, all other terms and conditions of his appointment as the Whole Time Director of the Company as approved earlier, shall remain unchanged.

As the terms for revision in remuneration proposed above are well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act, Central Government approval is not necessary for the above revision in remuneration.

I. GENERAL INFORMATION

| | | | |
|--|---|---|-------------------|
| (1) | Nature of Industry | Ajanta Soya Limited is engaged in the business of manufacturing of Vanaspati Oil and Refined Oil. | |
| (2) | Date or expected date of commencement of commercial production | The Company is already in existence and is in operation since February, 1992 | |
| (3) | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable | |
| (4) | Financial Performance of the Company for last 2 years is given below: | | |
| Particulars | | Financial Year ended | |
| | | 31.03.2022 | 31.03.2021 |
| | | (Amount in Rs. lakhs) | |
| Total Income | | 1,35,030.07 | 93,902.61 |
| Total Expenditure | | 1,30,043.82 | 89,844.33 |
| Profit/(Loss) before Tax | | 4,986.25 | 4,058.28 |
| Provision for Tax | | 766.32 | 1,544.18 |
| Profit/(Loss) after Tax | | 4,219.93 | 2,514.10 |
| Paid-up Share Capital | | 1,609.66 | 1,609.66 |
| Reserves and Surplus (excluding revaluation reserve) | | 10,397.35 | 6,177.43 |
| (5) | Export performance and net foreign exchange collaborations | The Company is not in exports business. | |
| (6) | Foreign investments or collaborators, if any | Nil | |

II. INFORMATION ABOUT THE APPOINTEE

| | | |
|-----|--|---|
| (1) | Background details | Mr. Sushil Kumar Solanki appointed as Whole Time Director of the Company w.e.f. 15 th October, 2020. He is having more than 35 years of experience of Vegetable Oil Industry. |
| (2) | Past remuneration | Monthly Salary: Gross monthly remuneration not exceeding Rs. 96,500/- (Rupees Ninety Six Thousand Five Hundred only) whether paid as salary, allowance(s), perquisites or a combination thereof w.e.f. 15 th October, 2020. Provided that the following perquisites will not be included in the aforesaid remuneration: <ul style="list-style-type: none"> a. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961; b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and c. Encashment of leave at the end of tenure. Provided further that payment/re-imbursment of telephone and/or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in course of the official duties will not be included in the aforesaid remuneration. In the event of loss, absence or inadequacy of profits, the aforesaid remuneration shall be the minimum remuneration. |
| (3) | Recognition or awards | Mr. Sushil Kumar Solanki is a man of rich experience of Vegetable Oil Industry. |
| (4) | Job profile and his suitability | Mr. Sushil Kumar Solanki, has made a huge contribution to the spectacular success of the Company. He is having rich experience of over 35 years of experience Vegetable Oil Industry. |
| (5) | Remuneration proposed | Monthly Salary: Gross monthly remuneration not exceeding Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) whether paid as salary, allowance(s), perquisites or a combination thereof w.e.f. 1 st April, 2022. Provided that the following perquisites will not be included in the aforesaid remuneration: <ul style="list-style-type: none"> a. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961; b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and c. Encashment of leave at the end of tenure. Provided further that payment/re-imbursment of telephone and/or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in course of the official duties will not be included in the aforesaid remuneration. In the event of loss, absence or inadequacy of profits, the aforesaid remuneration shall be the minimum remuneration. |
| (6) | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin) | The exact figures are not readily available. However, the proposed remuneration is reasonably justified in comparison with the general market trends and remuneration package of top-level managerial persons having comparative qualifications and experience. |
| (7) | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any | Before appointment of Mr. Sushil Kumar Solanki as Whole time Director, he was serving the Company as General Manager for last 14 years. Except the aforesaid Mr. Sushil Kumar Solanki have no any relationship with Managerial Personnel. |

III. OTHER INFORMATION

| | | |
|-----|---|--|
| (1) | Reasons for loss or inadequate profits | The Company is in profit. However fixed remuneration is proposed to be paid as minimum remuneration in the event of loss/absence/inadequacy of profits due to unavoidable circumstances. |
| (2) | Steps taken or proposed to be taken for improvement | The Company is taking cost cutting measures and exploring new avenues of business to improve profitability. |
| (3) | Expected increase in productivity and profits in measurable terms | The company is expected to have improved sales and profitability figures in the next financial years. |

The members' approval is required by way of a Special resolution for revision of remuneration of Mr. Sushil Kumar Solanki as Whole Time Director. The Board recommends the proposed resolution for adoption in the larger interest of the Company.

The Board recommends the resolution set forth in Item No. 5 for the approval of the Members.

Except Mr. Sushil Kumar Solanki, none of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are in any way, whether financially or otherwise, concerned or interested, in the said resolution.

Regd. Office:

SP-916, Phase III, Industrial Area,
Bhiwadi, 301019, Distt. Alwar, Rajasthan
CIN: L15494RJ1992PLC016617

**By order of the board
For Ajanta Soya Limited**

**Sd/-
Sushil Goyal
Managing Director
DIN: 00125275
Address: House No. 42-A,
Road No. 78, West Punjabi Bagh
New Delhi - 110 026**

**Date: 13th August, 2022
Place: New Delhi**

**DISCLOSURE REGARDING APPOINTMENT & RE-APPOINTMENT OF DIRECTORS IN THE ENSUING AGM**

[Pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standards - 2 on General Meetings]

Brief particulars of Directors who are appointed/re-appointed in this AGM are as follows:

| Particulars | Mr. Sushil Kumar Solanki | Mr. Abhey Goyal |
|--|---|---|
| Director Identification Number (DIN) | 08912780 | 02321262 |
| Father's Name | Mr. Aman Singh Solanki | Mr. Sushil Goyal |
| Date of Birth | 15.08.1962 | 31.03.1987 |
| Nationality | Indian | Indian |
| Date of first appointment on the Board of Directors of the Company | 15.10.2020 | 15.12.2008 |
| Address | L - 752, Block L - 13, Ashiana Aangan, Alwar By Pass Road, Bhiwadi - 301019 Rajasthan | House No 42A, Road No. 78, West Punjabi Bagh, New Delhi 110026 |
| Designation | Whole Time Director | Whole Time Director |
| Education/Qualification | B. Tech, Chem. Tech (oils) | Postgraduate in Management & Finance |
| Nature of Expertise /Experience (including nature of expertise in specific functional areas)/ Brief Resume | Mr. Sushil Kumar Solanki having more than 35 (Thirty Five) Years of experience of Vegetable Oil Industry. | Mr. Abhey Goyal having more than 13 (Thirteen) years of experience in trading of oil, real estate and administration. |
| Relationships between the Directors inter-se | Nil | Mr. Abhey Goyal is the son of Mr. Sushil Goyal, Managing Director of the Company. |
| No. of Board Meetings attended during the FY 2021-22 | 8 (Eight) | 7 (Seven) |
| Terms and conditions of Appointment/ Reappointment | Mr. Sushil Kumar Solanki appointed as Whole time Director of the Company. | Mr. Abhey Goyal appointed as Whole Time Director of the Company. |
| Companies in which holds Directorship* | Nil | <ul style="list-style-type: none"> • Polo Textiles Private Limited • R.M.S. Traders Private Limited • DG Estates Private Limited • Goyal Infratech Private Limited • Savoir Innovations Private Limited • Cosmic Alloys and Metal Works Private Limited |
| Chairmanship/ membership of Committees of the Company (Ajanta Soya Limited) | Nil | Member of: <ul style="list-style-type: none"> • Audit Committee • Stakeholders Relationship Committee • Corporate Social Responsibility Committee |
| Chairmanship/ membership in Committees of Board of Directors of other Indian Public Companies | Nil | Nil |
| Listed entities from which has resigned in the past three years. | Nil | Nil |
| Shareholding in the Company (No. & %) | 50 equity shares of Rs. 10/- each & 0% | 6,13,298 equity shares of Rs. 10/- each & (3.81%) |
| Details of Remuneración sought to be paid | As set out in the Explanatory Statement | NA |
| Remuneration last drawn (including sitting fees, If any) (Per Annum) | 11.58 Lakhs | 84.00 Lakhs |

*excludes Directorships in Associations, Foreign and Section 25/8 Companies.

DIRECTORS' REPORT
TO THE MEMBERS OF AJANTA SOYA LIMITED

The Directors hereby present their 31st Annual Report on the business and operations of the Company and the financial accounts for the year ended 31st March, 2022.

Financial Highlights
(Amount in Lakhs)

| Particulars | Current Year (2022) | Previous Year (2021) |
|--|---------------------|----------------------|
| Revenue from operations | 1,34,514.15 | 93,139.56 |
| Other Income | 515.92 | 763.05 |
| Profit/(Loss) before exceptional Items and Tax | 4,986.25 | 4,058.28 |
| Exceptional Items (Net) | 0.00 | 0.00 |
| Profit/(Loss) before Tax | 4,986.25 | 4,058.28 |
| Tax Expense | 766.32 | 1,544.18 |
| Profit/(Loss) after Tax | 4,219.93 | 2,514.10 |
| Other Comprehensive Income (Net of Tax) | 163.60 | 12.21 |
| Total Comprehensive Income | 4,383.53 | 2,526.31 |
| Transfer to Reserve | Nil | Nil |
| Reserves and surpluses | 10,397.35 | 6,177.43 |
| Earning per share | 26.22 | 15.62 |

Company Performance

During the year under review total income of the Company was Rs. 1,35,030.07 Lakhs as against Rs. 93,902.61 Lakhs in the previous year. The total expenses of the Company were Rs. 1,30,043.82 Lakhs during the year as compared to Rs. 89,844.33 during the previous year. During the year the Company had earned a profit after tax of the year of Rs. 4,219.93 Lakhs against a profit after tax of Rs. 2,514.10 Lakhs in the previous year.

Your Directors are putting in their best efforts to improve the performance of the Company by increasing the throughput of the plant.

Statement of Company's Affair

The Company is engaged in the business of manufacturing of Vanaspati and Refined Oil with shortening products (bakery & biscuit). During the year company has produced 95,014.955 MT of Vanaspati/Refined Oil as against 1,01,940.097 MT in the previous year.

The most popular brands of Vanaspati/refined oil and bakery shortening are "Dhruv", "Anchal" and "Parv" all are which enjoy a considerable market share.

Detailed information on the operations of the Company and details on the state of affairs of the Company are covered in the Management Discussion and Analysis Report attached to this report.

Change in nature of Business of the Company

There has been no change in the nature of business of the Company.

Material Changes etc.

Save as mentioned elsewhere in this Report, no material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company-31st March, 2022 and the date of this Report except that the shareholders of the Company have through Postal Ballot on 23rd May, 2022 approved the subdivision of face value of the Equity Shares of the Company from Rs. 10/- (Rupees Ten only) to Rs. 2/- (Rupee Two only). Accordingly, the holder(s) of the Equity Shares of the Company have received "5" Equity Shares of face value of Rs. 2/- each in lieu of "1" Equity Share of face value of Rs. 10/- each and accordingly the number of equity shares in the paid up equity Capital of the Company has been changed from 17th June, 2022 onwards.

COVID-19

The year began with the second wave of the Covid-19 pandemic which affected economic activities. Supply side imbalances, especially in crude and edible oils, resulted in unprecedented inflation. This had the effect of increasing input and transportation costs and lowering consumer demand.

Economic recovery was further impacted by the third wave of the Covid-19 pandemic and the Russian Invasion of Ukraine in the latter half of the year. Geopolitical turbulence arising from the war in Ukraine and restraints on trade have resulted in economic volatility. This has rendered companies and economies more vulnerable to commodity price disruptions.

The inflationary pressures resulted in reduced consumer demand, especially in rural markets, as well as an increased preference for products at lower price points.

Your Company is weathering these unprecedented challenges by focusing on the strategic pillars of cost efficiency programs, innovation, brand building and distribution in order to sustain growth and profitability. Judicious price increases were also actioned to mitigate the effects of rising commodity prices.

In the opinion of the Board there has been no identification of elements of risk that may threaten the existence of the Company.

Manufacturing units of the Company are operating at a reasonable capacity utilization and we are ensuring that our products are available to consumers without interruptions.

Further the, Company is engaged in supplying to essential sector i.e. manufacturing of edible oil, the products of Company are in good demand which remain intact.

Dividend

The Board of Directors of your Company has decided to retain and plough back the profits into the business of the Company, thus no dividend is being recommended for this year.

Share Capital

The paid-up Equity Share Capital as on 31st March, 2022 was Rs. 1609.66 Lakhs. During the year under review, the Company has not issued any Shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

Utilization of Issue Proceeds

During the period under review, Company has not raised any funds through preferential allotment or qualified institutions placement.

Particulars of Loans, Guarantees or Investments under Section 186 of the Companies Act, 2013

Pursuant to Section 134(3)(g) of the Companies Act, 2013 details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are as under below.

Detail of Investment as on 31st March, 2022

| Name of Company | (Rs. In Lakhs)* |
|--|------------------------|
| DG Estates Private Limited (2,94,500 equity shares of Rs. 10/- each). | 159.75 |
| Dhruv Globals Limited (3,86,050 equity shares of Rs. 10/- each). | 418.73 |
| Ajanta Realtech Private Limited (95,000 equity shares of Rs. 10/- each). | 107.69 |

* Fair Value of Investments as per Ind AS.

Detail of Guarantee as on 31st March, 2022

| Name of Company | (Rs. In Lakhs) |
|--|-----------------------|
| Guarantee issued in favour of bank on behalf of Dhruv Globals Limited. | 4910.00 |

During the financial year ended 31st March, 2022, no Loan u/s 186 of the Companies Act, 2013 was made by the Company.

Disclosure on Deposit under Chapter V

The Company has neither accepted nor renewed any deposits during the Financial Year 2021-22 in terms of Chapter V of the Companies Act, 2013.

Report on Subsidiaries, Associates and Joint Venture companies

The Company has no subsidiaries, associates and joint ventures companies.

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

Pursuant to provisions of Section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 the details of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo are attached as 'Annexure 1' which forms part of this report.

Listing

At present, the equity shares of the Company are listed at BSE Limited (BSE). The annual listing fees for the financial year 2022-23 to BSE has been paid.

Management Discussion and Analysis Report

In terms of the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, the Management's Discussion and Analysis Report is provided in a separate section and forms an integral part of this Report.

Corporate Governance

Corporate Governance is all about ethical conduct, openness, integrity and accountability of an enterprise. Good Corporate Governance involves a commitment of the Company to run the business in a legal, ethical and transparent manner and runs from the top and permeates throughout the organization. It involves a set of relationships between a Company's management, its Board, shareholders and Stakeholders. It is a key element in improving the economic efficiency of the enterprise. Credibility offered by Corporate Governance helps in improving the confidence of the investors – both domestic and foreign, and establishing productive and lasting business relationship with all stakeholders.

At ASL Corporate Governance is more a way of business life than a mere legal obligation. Strong governance practices of the Company have been rewarded in the Company.

A Certificate from Statutory Auditors of the Company regarding compliance of the conditions of Corporate Governance, as stipulated under Schedule V of the Listing Regulations is attached in the Corporate Governance Report and forms part of this report.

Certificate of the CEO/CFO, inter-alia, confirming the correctness of the financial statements, compliance with Company's Code of Conduct, adequacy of the internal control measures and reporting of matters to the auditors and the Audit committee in terms of Regulation 17 of the Listing Regulations is attached in the Corporate Governance report, and forms part of this report.

Credit Rating

During the year Brickwork Ratings India Private Limited has assigned the Bank Loan External Ratings of the Company as mentioned below:

| | |
|---|----------------------------|
| Total Bank Loan Facilities Rated | Rs. 130 Crore |
| Long-Term Rating | BWR BBB (Stable) (Upgrade) |
| Short-Term Rating | BWR A3+ (Upgrade) |

Board of Directors

During the financial year under review,

- Mr. Sushil Goyal (DIN:00125275) who retires by rotation on the AGM held on 30th September, 2021 was re-appointed as Director in pursuant to the provisions of Section 152 of the Companies Act, 2013.
- At the 30th AGM, members confirmed the appointment of Mr. Sushil Kumar Solanki (DIN:08912780) as a Director and thereafter Whole Time Director of the Company for a period of three years with effect from 15th October, 2020.

In Pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, one-third of such of the Directors as are liable to retire by rotation, shall retire every year and, if eligible, offer themselves for re-appointment at every Annual General Meeting (AGM). Consequently, Mr. Abhey Goyal (DIN: 02321262), Director will retire by rotation at the ensuing AGM, and being eligible, offer himself for re-appointment in accordance with the provisions of the Companies Act, 2013.

A brief resume of the Directors proposed to be appointed/re-appointed in the ensuing Annual General Meeting, the nature of his expertise in specific functional areas, disclosure of relationships between Directors inter-se, names of Companies in which he/she has held directorships, committee memberships/chairmanships, his shareholding etc., is annexed to the Corporate Governance Report and Notice of the ensuing AGM and forming part of the Annual Report.

c. Declaration by Independent Directors

Pursuant to provisions of Section 134(3)(d) of the Companies Act, 2013, with respect to statement on declaration given by Independent Directors under Section 149(6) of the Act and under Regulation 16 and 25 of SEBI Listing Regulations, the Board hereby confirms that all the Independent Directors of the Company have given a declaration and have confirmed that they meet the criteria of Independence and there has been no change in the circumstances affecting their status as Independent Director of the Company.

The Company has also received a declaration from all the Independent Directors that they have registered their names in the Independent Director data bank and pass/ exempt requisite proficiency test conducted by Ministry of Corporate Affairs.

After undertaking a due assessment of their disclosures, in the opinion of the Board of Directors, all the Independent Directors fulfilled the requirements of the Companies Act, 2013 and the Listing Regulations and were Independent of the management of the Company.

Key Managerial Personnel

The Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

| Name | Designation |
|--------------------------|-------------------------|
| Mr. Sushil Goyal | Managing Director |
| Mr. Abhey Goyal | Whole Time Director |
| Mr. Sushil Kumar Solanki | Whole Time Director |
| Mr. Jai Gopal Sharma | Chief Financial Officer |
| Mr. Kapil | Company Secretary |

Policy on Directors appointment and Policy on remuneration

Pursuant to the requirement under Section 134(3)(e) and Section 178(3) of the Companies Act, 2013, the policy on appointment of Board members including criteria for determining qualifications, positive attributes, Independence of a Director and the policy on remuneration of Directors, KMP and other employees is attached as 'Annexure 2' respectively, which forms part of this report.

Particulars of remuneration of Directors/ KMP/Employees

There are no employees who are in receipt of remuneration in excess of the limits prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

| Sl No. | Particulars | | | |
|-------------------------------|---|--|--|----------------------------|
| (i) | The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year. | Name of the Director | Total Remuneration (Rs. in Lakhs) | Ratio to the Median |
| | | Mr. Sushil Goyal (Managing Director) | 120.00 | 48.18 |
| | | Mr. Abhey Goyal (Whole Time Director) | 84.00 | 33.72 |
| | | Mr. Sushil Kumar Solanki (Whole Time Director) | 11.58 | 4.65 |
| (ii) | The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year. | Name | % of Increase | |
| | | Mr. Sushil Goyal (Managing Director) | 214.19 | |
| | | Mr. Abhey Goyal (Whole Time Director) | 273.33 | |
| | | Mr. Sushil Kumar Solanki* (Whole Time Director) *Appointed as Whole Time Director w.e.f 15 th October, 2020. | Nil | |
| | | Mr. Jai Gopal Sharma (CFO) | 9.04 | |
| Mr. Kapil (Company Secretary) | 18.84 | | | |
| (iii) | The percentage increase in the median remuneration of employees in the financial year. | The percentage increase in the Median Remuneration during the financial year is 1.62. This has been arrived at by comparing the median remuneration as on 31 st March, 2021 and the median remuneration as on 31 st March, 2022. | | |
| (iv) | The number of permanent employees on the rolls of the company. | The total number of permanent employee of Ajanta Soya Limited as on 31 st March, 2022 was 89 (Eighty Nine). | | |
| (v) | Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration. | The average % increase in salary was 5.81% for all employees other than the managerial personnel who went through the compensation review cycle in the year. The remuneration of the Managing Director increase by 214.19%. Considering the efforts made by Managing Director during the COVID 19 which leads to the increase of turnover as well as profit of the Company. The remuneration paid to managerial personnel is basis prevailing market trends, business results delivery objectives and overall responsibility matrix and the same is in line with the resolutions approved by the Board of Directors and/or Shareholders. | | |
| (vi) | It is hereby affirmed that the remuneration is as per the Remuneration Policy of the Company. | Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and senior Management is as per the Remuneration Policy of the Company. | | |

Further, Details as required under the provisions of section 197(12) of the Companies Act, 2013, read with rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, is attached as 'Annexure 3' to this Report.

Number of Meetings of the Board

During the Financial Year 2021-22, 8 (Eight) number of Board meetings were held. For details there of kindly refer to the section Board of Directors in the Corporate Governance Report.

Performance Evaluation of the Board, its Committees and Individual Directors

Pursuant to applicable provisions of the Companies Act, 2013 and the Listing Agreement with Stock Exchanges, the Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, inter-alia, the criteria for performance evaluation of the entire Board of the Company, its Committees and Individual Directors, including Independent Directors.

A structured questionnaire has been prepared, covering various aspects of the functioning of the Board and its Committee, such as, adequacy of the constitution and composition of the Board and its Committees, matters addressed in the Board and Committee meetings, processes followed at the meeting, Board's focus, regulatory compliances and Corporate Governance, etc. Similarly, for evaluation of Individual Director's performance, the questionnaire covers various aspects like his/her profile, contribution in Board and Committee meetings, execution and performance of specific duties, obligations, regulatory compliances and governance, etc.

Board members had submitted their response on a scale of 5 (excellent) – 1 (poor) for evaluating the entire Board, respective Committees of which they are members and of their peer Board members, including Chairman of the Board.

The Independent Directors had met separately without the presence of Non-Independent Directors and the members of management and discussed, inter-alia, the performance of non-Independent Directors and Board as a whole and the performance of the Chairman of the Company after taking into consideration the views of executive and Non-Executive Directors.

As part of the evaluation process, the performance of Non-Independent Directors, the Chairman and the Board was conducted by the Independent Directors. The performance evaluation of the respective Committees and that of Independent and Non-Independent Directors was done by the Board excluding the Director being evaluated.

The performance evaluation of all the Independent Directors have been done by the entire Board, excluding the Director being evaluated. On the basis of performance evaluation done by the Board, it shall be determined whether to extend or continue their term of appointment, whenever the respective term expires. The Directors expressed their satisfaction with the evaluation process.

Composition of Audit Committee

As on 31st March, 2022, the Audit Committee of the Company comprises the following Directors:

Mr. Harsh Chander Kansal-Chairman (Non-Executive & Independent Director)

Mr. Hemant Bansal-Member (Non-Executive & Independent Director)

Mr. Abhey Goyal-Member (Executive and Promoter Director)

Further, all recommendations of Audit Committee were accepted by the Board of Directors.

Statutory Auditors and their Report

M/s. Pawan Shubham & Co., Chartered Accountants (Firm Registration No. 011573C), had been appointed as Statutory Auditors of your Company for a period of 5 years from FY 2017-18 to FY 2021-22 at the Annual General Meeting held on 26th September, 2017. The present term of M/s Pawan Shubham & Co., Chartered Accountants (Firm Registration No. 011573C), would expire at the conclusion of the ensuing AGM. M/s Pawan Shubham & Co. have expressed their inability to be re-appointed as Statutory Auditors of the Company for second term due to their pre-occupation. Your Board places on record its deep appreciation for the valuable contributions of the Statutory Auditors during their association and wishes them success in future.

The Board of Directors of your Company has proposed the appointment of M/s TAS Associates., Chartered Accountants, (FRN: 010520N) as the Statutory Auditors of the Company to hold office from the conclusion of this 31st AGM until the conclusion of the 36th AGM.

The Company has received a letter from the Auditors confirming that they are eligible for appointment as Statutory Auditors of the Company under Section 139 of Companies Act, 2013 and meet the criteria for appointment specified in Section 141 of the Companies Act, 2013. Further, they have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI).

There are no observations (including any qualification, reservation, adverse remark or disclaimer) of the Auditors in their Audit Report that may call for any explanation from the Directors. Further, the notes to accounts referred to in the Auditor's Report are self-explanatory.

Cost Auditors and their Report

During the Financial Year 2021-22 as per Section 148 of the Companies Act, 2013 read with Rules framed thereunder, M/s K.G. Goyal & Associates, Cost Accountants, (Firm's Registration No. 000024) were re-appointed as Cost Auditors to conduct cost audit of the accounts maintained by the Company in respect of the various products prescribed under the applicable Cost Audit Rules. The remuneration of Cost Auditors has been approved by the Board of Directors on the

recommendation of Audit Committee. Subsequent to the end of financial year M/s K.G. Goyal & Associates, Cost Accountants, (Firm's Registration No. 000024) have also been appointed as Cost Auditors for the Financial Year 2022-23 by the Board of Directors, upon recommendation of Audit Committee. The requisite resolution for ratification of remuneration of Cost Auditors by members of the Company has been set out in the Notice of ensuing annual general meeting. The Cost Auditors have certified that their appointment is within the limits of Section 141(3)(g) of the Act and that they are not disqualified from appointment within the meaning of the said Act.

Maintenance of cost records

Pursuant to the provisions under Section 148 of the Companies Act, 2013 read with Rules framed thereunder, the Directors confirm that the proper Cost accounts and records are maintained by the Company in terms of the Act.

Secretarial Auditors and their Report

Your Board, during the year, appointed M/s R & D Company Secretaries, to conduct secretarial audit of the Company for the financial year ended 31st March, 2022. The Report of M/s R & D Company Secretaries in terms of Section 204 of the Act is provided in the 'Annexure 4' forming part of this Report. The said reports are self-explanatory and do not contain any qualification, reservation and adverse remarks or disclaimer.

Annual Secretarial Compliance Report

Pursuant to amendments under SEBI Listing Regulations and SEBI circular dated 8th February 2019, A Secretarial Compliance Report for the financial year ended 31st March, 2022 on compliance of all applicable SEBI Regulations and circulars/guidelines issued thereunder, was obtained from M/s R & D Company Secretaries, Secretarial Auditors, and submitted to BSE Limited.

Details in respect of frauds reported by Auditors other than those which are reportable to the Central Government

The Statutory Auditors, Cost Auditors, Internal Auditors and Secretarial Auditors of the Company have not reported any frauds to the Audit Committee or to the Board of Directors under Section 143(12) of the Companies Act, 2013, including rules made thereunder.

Directors' Responsibility Statement

Pursuant to the provisions under Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, the Directors confirm:

- a) That in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- b) That they had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c) That they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) That they had prepared the annual accounts on a going concern basis;
- e) That they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) That they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Corporate Social Responsibility (CSR)

Your Company has always been undertaking CSR activities on a significant scale, upholding the belief that Corporates have a special and continuing responsibility towards social development.

The vision of ASL CSR activities to make sustainable impact on the human development of underserved communities through initiatives in Education, Health and Livelihoods has been formally codified with the constitution of a dedicated Corporate Social Responsibility Committee of the Board as per of section 135 of the Companies Act, 2013 and Rules framed thereunder. The CSR Committee of the Company helps the Company to frame, monitor and execute the CSR activities of the Company. The Committee defines the parameters and observes them for effective discharge of the social responsibility of your Company. The CSR Policy of your Company outlines the Company's philosophy & the mechanism for undertaking socially useful programmes for welfare & sustainable development of the community at large as part of its duties as a responsible corporate citizen. Details regarding the constitution, roles and functions of the Corporate Social Responsibility Committee are given in the Report on Corporate Governance.

Further, the Board of Directors of your Company has also adopted the CSR Policy of the Company as approved by the Corporate Social Responsibility Committee which is also available on the website of the Company at www.ajantasoya.com.

As per Section 135 of the Companies Act, 2013, the Company has a Corporate Social Responsibility (CSR) Committee of its Board of Directors. The Committee comprises:

Mr. Harsh Chander Kansal-Chairman (Non-Executive & Independent Director)

Mr. Sushil Goyal-Member (Executive & Promoter Director)

Mr. Abhey Goyal-Member (Executive & Promoter Director)

During the year, the Committee monitored the implementation and adherence to the CSR policy. The CSR policy provides a constructive framework to review and organize our social outreach programs in the areas of education, health and livelihood. The policy enables a deeper understanding of outcome-focused social development through diverse collaborations.

Details about the CSR policy and initiatives taken by the Company during the year are available on Company's website www.ajantasoya.com. The report on CSR activities of the Company is attached as 'Annexure 5'.

Internal Financial Controls System

According to Section 134(5)(e) of the Companies Act, 2013 the term Internal Financial Control (IFC) means the policies and procedures adopted by the company for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

The Company has a well-placed, proper and adequate IFC system which ensures that all assets are safeguarded and protected and that the transactions are authorised, recorded and reported correctly. The Company's IFC system also comprises due compliances with Company's policies and Standard Operating Procedures (SOP's) and audit and compliance by in-house Internal Audit Division, The Company has appointed an external professional firm as Internal Auditor. The Internal Auditors independently evaluate the adequacy of internal controls and concurrently audit the majority of the transactions in value terms. Independence of the audit and compliance is ensured by direct reporting of Internal Audit Division and Internal Auditors to the Audit Committee of the Board.

Details of internal financial control and its adequacy in compliance with the provisions of Rule 8(5)(viii) of Companies (Accounts) Rules, 2014 are included in the Management Discussion and Analysis Report, which forms part of this Report.

The Company has appointed an external professional firm as Internal Auditor. The Internal Audit of the Company is regularly carried out to review the internal control systems and processes. The internal Audit Reports along with implementation and recommendations contained therein are periodically reviewed by Audit Committee of the Board.

Risk Management Policy

The Company has adopted a Risk Management Policy in accordance with the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. It establishes various levels of accountability and overview within the Company, while vesting identified managers with responsibility for each significant risk.

The Internal Audit Department facilitates the execution of Risk Management Practices in the Company, in the areas of risk identification, assessment, monitoring, mitigation and reporting. Through this programme, each Function and Unit addresses opportunities and risks through a comprehensive approach aligned to the Company's objectives. The Company has laid down procedures to inform the Audit Committee as well as the Board of Directors about risk assessment and management procedures and status.

This risk management process, which is facilitated by internal audit, covers risk identification, assessment, analysis and mitigation. Incorporating sustainability in the process also helps to align potential exposures with the risk appetite and highlights risks associated with chosen strategies. The major risks forming part of the Enterprise Risk Management process are linked to the audit universe and are covered as part of the annual risk based audit plan.

Vigil Mechanism and Whistle Blower Policy

The Company has adopted a Vigil Mechanism and Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee.

It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

Statement under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Pursuant to the legislation The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has a Policy on Prevention of Sexual Harassment at Workplace. Your Company has constituted an Internal Complaints Committee (ICC) to investigate and resolve sexual harassment complaints.

The Company in its endeavour for zero tolerance towards any kind of harassment, including sexual harassment, or discrimination at the workplace has in accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year under review, the Company has not received any complaint under the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

| No. of complaints filed during the year | No. of complaints disposed off during the year | No. of complaints pending |
|---|--|---------------------------|
| Nil | Nil | Nil |

Extract of Annual Return

As per Section 134(3)(a) of the Companies Act, 2013, the Annual Return referred to in Section 92(3) has been placed on the website of the Company www.ajantasoya.com under the Investors Section <http://ajantasoya.com/annual-reports-2/>.

Contracts or arrangements with Related Parties under Section 188(1) of the Companies Act, 2013

With reference to Section 134(3)(h) of the Companies Act, 2013, during the year, the Company had not entered into any contract or arrangement with related parties which could be considered 'material' according to the policy of the Company on Materiality of Related Party Transactions. Accordingly, there are no transactions that are required to be reported in form AOC-2. All related party transactions are mentioned in **Note No. 41** of the notes to the Accounts.

All Related Party Transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee was obtained for the transactions which are of a foreseen and repetitive nature. The statement of transactions entered into pursuant to the omnibus approval so granted is placed before the Audit Committee for approval.

Significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concerns status and company's operations in future

The Company has not received any significant or material orders passed by any regulatory Authority, Court or Tribunal which shall impact the going concern status and Company's operations in future.

Secretarial Standards

The Company is in compliance with the relevant provisions of Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India and approved by the Central Government and all other Secretarial Standards from time to time.

Acknowledgements

Your Directors place on record their gratitude to the Central Government, State Governments and Company's Bankers for the assistance, co-operation and encouragement they extended to the Company. Your Directors also wish to place on record their sincere thanks and appreciation for the continuing support and unstinting efforts of investors, vendors, dealers, business associates and employees in ensuring an excellent all around operational performance.

**By order of the board
For Ajanta Soya Limited**

**Sd/-
Sushil Goyal
Managing Director
DIN: 00125275
Address: House No. 42-A,
Road No. 78, West Punjabi Bagh
New Delhi - 110 026**

**Sd/-
Sushil Kumar Solanki
Whole Time Director
DIN: 08912780
Address: L-752 Block L-13,
Ashiana Aangan, Alwar By Pass Road,
Bhiwadi – 301 019 Rajasthan**

**Date: 13th August, 2022
Place: New Delhi**

Encl:-

| Sl No. | Particular | Annexure |
|--------|--|------------|
| 1. | Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo | Annexure 1 |
| 2. | Company's Policy on Directors' appointment and remuneration | Annexure 2 |
| 3. | Details as required under the provisions of section 197(12) of the Companies Act, 2013, read with rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 | Annexure 3 |
| 4. | Secretarial Audit Report | Annexure 4 |
| 5. | The report on CSR activities | Annexure 5 |

Annexure 1
Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

| Conservation of Energy | | | |
|--|--|--|---------------------|
| (i) | Steps taken or impact on Conservation of Energy | The Plant is already having state-of-the art technology with full automation having all motors' speed controllers for flow variations with VFD, resulting in minimum energy consumption for required fluid flow in process. All lights have been converted to LED. VFDs and soft starters are being used on big motors having high torque and load variations in utility sections. Heat Exchangers are being used to maximize the heat recovery and use of 100 % usable steam condensate to save on fuel consumption in steam generation. | |
| (ii) | Steps taken by the Company for utilizing alternate sources of energy | Company's existing solar power roof top Modules of 355 KWP are working satisfactorily yielding the returns on long term investments towards sustainable growth. To add for sustainability, Company has completed its 1MW Solar PV Power Generation Project for captive use in Jaisalmer District in Rajasthan which will be yielding ROI from next FY. | |
| (iii) | Capital investment on Energy Conservation equipment | A substantial amount is included in the plant cost in the selection of the energy efficient equipments and automation. | |
| Technology Absorption | | | |
| (i) | The efforts made towards technology absorption | The management always believe in adoption of best technologies of the time. Hence best available technologies globally available in refining, dry fractionation, hydrogenation, interesterification, winterization, bakery shortening, packing and utilities have been selected and absorbed. | |
| (ii) | The benefits derived like product improvement, cost reduction, product development or import substitution | The benefits of the newer technology in the new plant are general and include better yield of final product, lesser specific energy consumption and better product quality with lesser specific chemical consumption and utilities. | |
| (iii) | In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- | During last three years no new technology is imported. | |
| | •the details of technology imported; | NA | |
| | •the year of import; | NA | |
| | •whether the technology been fully absorbed; | NA | |
| | •if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and | NA | |
| (iv) | the expenditure incurred on Research and Development. | The product and process development is a continuous process, which is being practiced without significant expenditure | |
| Foreign Exchange Earnings & Outgo | | | |
| (i) | The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows. | Earning | Nil |
| | | Outgo | Rs. 75,521.06 Lakhs |

Annexure 2

Company's Policy on Directors' appointment and remuneration

Our policy on the appointment and remuneration of directors and key managerial personnel provides a framework based on which our human resources management aligns their recruitment plans for the strategic growth of the Company. The nomination and remuneration policy is provided herewith pursuant to Section 178(4) of the Companies Act and Clause 49(VI)(B)4) of the Listing Agreement. The policy is also available on our website www.ajantasoya.com.

NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 of the Listing Agreement, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

Definitions:

"Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

"Key Managerial Personnel" means:

- (i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- (ii) Chief Financial Officer;
- (iii) Company Secretary; and
- (iv) Such other officer as may be prescribed.

"Senior Managerial Personnel" mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

Objective:

The objective of the policy is to ensure that

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

Role of the Committee:

The role of the NRC will be the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

TERM/ TENURE

a) **Managing Director/Whole-time Director:**

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

b) **Independent Director:**

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

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

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

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

EVALUATION

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

RETIREMENT

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

POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL

1) **Remuneration to Managing Director / Whole-time Directors:**

- a) The Remuneration/ Commission etc. to be paid to Managing Director/ Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

2) **Remuneration to Non-Executive / Independent Directors:**

- a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- b) All the remuneration of the Non-Executive/Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- d) Any remuneration paid to Non-Executive/Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
 - i. The Services are rendered by such Director in his capacity as the professional; and
 - ii. In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

3) **Remuneration to Key Managerial Personnel and Senior Management:**

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.

- b) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.
- c) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
- d) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

IMPLEMENTATION

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
 - The Committee may Delegate any of its powers to one or more of its members.
-

Annexure 3
Information pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

| Name | Age | Designation | Remuneration (Amount in Lakhs) | Qualification | Total Experience (Years) | Date of Commencement of Employment | Previous employment/ position held | Relative of Director or not |
|-------------------------------|-------------|--|-----------------------------------|--|--------------------------------|--|--|--|
| Mr. Sushil Goyal | 61 Years | Managing Director | 120.00 | Graduate | 28 Years | 06.03.1992 | Nil | Yes (Father of Mr. Abhey Goyal, Whole Time Director) |
| Mr. Abhey Goyal | 35 Years | Whole Time Director | 84.00 | Postgraduate in Management & Finance | 13 Years | 15.12.2008 | Nil | Yes (Son of Mr. Sushil Goyal, Managing Director) |
| Mrs. Prachi Goyal | 33 Years | Senior Manager | 24.00 | MBA Finance and B.E. (Computer Science) | 7.5 Years | 01.02.2017 | Nil | Yes (Wife of Whole Time Director Mr. Abhey Goyal) |
| Mr. Sanjay Kumar Sharma | 55 Years | General Manager (Bakery) | 11.84 | B.COM and Diploma in Marketing and Sales Management | 31 Years | 13.02.2020 | Ruchi Soya Industries Limited | No |
| Mr. Sushil Kumar Solanki | 60 Years | Whole Time Director | 11.58 | B. Tech, Chem. Tech (Oils) | 36 Years | 07.03.2007 | Madhusudan Industries Limited | No |
| Mr. Tajinder Singh Bhatia | 50 Years | Senior Manager (Admin & Liaison) | 9.87 | B. Com | 30 Years | 01.05.2002 | Kasturi Finlease & Investment Limited | No |
| Mr. Aseem Kumar Verma | 56 Years | Plant Maintenance Head | 9.74 | B.E. Electrical | 33 Years | 24.08.2017 | Designco / G.M. Maintenance | No |
| Mr. Devendra Kumar Pathak | 69 Years | General Manager (Sales) | 9.11 | M.A. | 46 Years | 16.11.2019 | KPH Cosma Private Limited | No |
| Mr. Ramesh Chandra Rathore | 56 Years | Regional Sales Manager (UP and Uttarakhand) | 9.00 | Graduate (Art) | 33 Years | 09.10.2019 | Anik Industries Limited | No |
| Mr. Himanshu Sharma | 36 Years | Commercial Manager | 8.90 | MBA (Marketing and IT) | 14 Years | 14.06.2019 | Ruchi Soya Industries Limited | No |
| Mr. Jai Gopal Sharma | 69 Years | Chief Financial Officer | 7.84 | M. Com | 45 Years | 01.11.1994 | Maharashtra Steel Limited | No |

Note:

1. Remuneration includes Basic Salary & Allowances.
2. The nature of employment is regular in all the above cases.
3. Mrs. Prachi Goyal, Senior Manager of the Company has drawn in excess of remuneration of Mr. Sushil Kumar Solanki, Whole time Director of the Company and holding 3.81% equity shares of the Company along with Mr. Abhey Goyal (Whole time Director) as on March 31, 2022.
4. All the employees have adequate experience to discharge the responsibility assigned to them.

Annexure 4

Form No. MR-3

Secretarial Audit Report

For the financial year ended March 31, 2022

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

To

The Members

Ajanta Soya Limited

Regd. SP-916, Phase -III, Industrial Area

Bhiwadi-301019, Rajasthan

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Ajanta Soya Limited, a Company incorporated under the provisions of the Companies Act, 1956, vide CIN L 15494 RJ 1992 PLC 016617 and having its registered office at SP-916, Phase -III, Industrial Area Bhiwadi-301019, Rajasthan (hereinafter referred to as "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, the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and there presentations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on March 31, 2022, generally 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 31st March, 2022, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 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, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The SEBI (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d. The Securities and Exchange Board of India (Shared Based Employee Benefits and Sweat Equity) Regulations, 2021; Not applicable as the Company has not issued/ proposed to issue any Employee Stock Option Scheme and Employee Stock Purchase Scheme during the financial year under review.
 - e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - Not applicable for the financial year under review;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (De-listing of Equity Shares) Regulations, 2021; Not applicable as the Company has not delisted/ proposed to delist its equity shares from any stock exchange during the financial year under review.
 - h. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;
- vi. The Company has identified the following laws as specifically applicable to the Company.
 - Legal Metrology Act, 2009 and the rules thereunder;
 - Food Safety and Standards Act, 2006;

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India notified by Central Government;
- ii. SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015;

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

**We further report that**

During the period under review, the Board of Directors of the Company was 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 notices were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent adequately in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes, wherever applicable.

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, the Company has not entered into/carried out any specific events/actions which may have a major bearing on the Company's affairs.

**For R&D
Company Secretaries**

Sd/-
Debabrata Deb Nath
Partner
FCS No.: 7775; CP No. : 8612
UDIN:F007775D000769272
Peer Review Certificate no. 1403/2021
Unique Identification No. P2005DE011200

Place: Delhi
Date: 09.08.2022

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

'Annexure A'

To
The Members
Ajanta Soya Limited

Regd. SP-916, Phase -III, Industrial Area
Bhiwadi-301019, Rajasthan

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

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

**For R&D
Company Secretaries**

Sd/-
Debabrata Deb Nath
Partner
FCS No.: 7775; CP No. : 8612
UDIN:F007775D000769272
Peer Review Certificate no. 1403/2021
Unique Identification No. P2005DE011200

Place: Delhi
Date: 09.08.2022

Annexure 5
ANNUAL REPORT ON Corporate Social Responsibility (CSR) Activities pursuant to RULES 8 & 9 OF COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014
1. A brief outline of the company's CSR policy:

Care for society is one of the core Ajanta Soya Limited (ASL) values and all the CSR initiatives are designed to cater to the need of the community. The CSR initiatives have a clear roadmap that follows the overall vision of the function. The organisation's vision is to create value for its stakeholders by bringing about positive change in their lives through our intervention. ASL believes that profit is a by-product that will surely follow when CSR is integrated into the economic, environmental and social objectives of the Company's operations and growth.

ASL, through its various CSR initiatives continues to invest in addressing the most pressing needs of the community. The primary focus areas are health care & sanitation, Education & Skill Development, animal welfare, Rural Development and Environment.

Further In adherence to section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors upon the recommendation of CSR Committee has approved a CSR Policy of the Company. In accordance with the primary CSR philosophy of the group and the specified activities under Schedule VII to the Companies Act, 2013, the CSR activities of the Company cover certain thrust areas such as supporting education and healthcare.

The Corporate Social Responsibility Policy of the Company is available on the website of the Company www.ajantasoya.com in the 'Investor Section' under 'Disclosures'.

2. The composition of CSR committee as at 31st March, 2022, the Corporate Social Responsibility Committee comprises of 3 (Three) members of the Board, 1 (One) of which is Non-Executive & Independent Director, 2 (Two) is Executive & Promoter Directors. The Chairman of the Committee is an Independent Director.

| Sl No. | Name | Category | Designation | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|--------|--------------------------|--------------------------------------|-------------|--|--|
| 1. | Mr. Harsh Chander Kansal | Non-executive & Independent Director | Chairman | 3 | 3 |
| 2. | Mr. Sushil Goyal | Executive & Promoter Director | Member | 3 | 3 |
| 3. | Mr. Abhey Goyal | Executive & Promoter Director | Member | 3 | 2 |

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company:

The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the Company's website and the web link for the same is:

<http://ajantasoya.com/wp-content/uploads/2017/05/CSR-POLICY.pdf>

Details of the CSR projects approved by the Board can be access on the Company website and the web link for the same is:

<http://ajantasoya.com/corporate-social-responsibility/>

The composition of the CSR committee is available on the website and the web link for the same is:

<http://ajantasoya.com/detail-of-board-of-directors-2/>

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

Not Applicable.

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

Not Applicable.

6. Average net profit of the company as per section 135(5):

Section 135 of the Companies Act, 2013 and the Rules made thereunder prescribe that every Company having a net worth of Rs. 500 crores or more, or turnover of Rs. 1,000 crores or more or a net profit of Rs. 5 crores or more during immediately preceding financial year shall ensure that the Company spends, in every financial year, at least 2% of the average net profits made during the three immediately preceding financial years, in pursuance of its Corporate Social Responsibility policy.

The Average net profit of the company as per section 135(5): Rs. 1834.69 Lakhs

7. Prescribed CSR Expenditure

- Two percent of average net profit of the Company as per Section 135(5):Rs. 36.69 Lakhs
- Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil
- Amount required to be set off for the financial year: Nil
- Total CSR obligation for the financial year (7a+7b-7c): Rs. 36.69 Lakhs



The prescribed CSR Expenditure to be incurred during the financial year i.e. 2021-22 was Rs.36.69 Lakhs.

8. a. Details of CSR spent or unspent during the Financial Year (Amount in Lakhs)

| Total Amount Spent for the financial year | 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 |
| Rs. 40.00 Lakhs | Nil | | Nil | | |

b. Details of CSR amount spent against ongoing projects for the financial year: (Amount in Lakhs)

| SI 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 | | Project duration | Amount allocated for the project | Amount spent in the current financial year | Amount transferred to Unspent CSR Account for the project as per Section 135(6) | Mode of Implementation - Direct (Yes/No) | Mode of Implementation - Through Implementing Agency | |
|--------|---------------------|---|---------------------|-------------------------|----------|------------------|----------------------------------|--|---|--|--|-------------------------|
| | | | | State | District | | | | | | Name | CSR Registration Number |
| Nil | | | | | | | | | | | | |

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

| SI 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 in the current financial year | Mode of Implementation - Direct (Yes/No) | Mode of Implementation - Through Implementing Agency | |
|--------|--|---|---------------------|-------------------------|----------|--|--|--|-------------------------|
| | | | | State | District | | | Name | CSR Registration Number |
| 1. | Child Literacy with Mid-Day Meals | (i) | No | Delhi | Delhi | 20.00 | No | Through Agency (Manav Kalyan Foundation.) | CSR00007224 |
| 2. | Cattle feeding and Construction of bird And animal hospitals | (iv) | No | Delhi | Delhi | 20.00 | No | Through Agency (sansthanam Abhay daanam) | CSR00001492 |

* Sector refers to the Entries specified in Schedule VII to the Companies Act, 2013.

d. Amount spent in Administrative Overheads: Nil

e. Amount spent on Impact Assessment, if applicable: NA

f. Total amount spent for the Financial Year (8c+8d+8e+8f): Rs. 40.00 Lakhs.

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

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

a. Date of creation or acquisition of the capital asset(s). Nil

b. Amount of CSR spent for the creation or acquisition of the capital asset. Nil

c. Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address, etc. Nil

d. Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset). Nil

11. In case the company has failed to spend the 2% of the average net profit of the last 3 FYs or any part thereof, the company shall provide the reason for not spending the amount in its board report.

Total amount spent on CSR during the year was Rs. 40.00 Lakhs and was more than CSR obligation of the Company. Hence there was no unspent amount for the year.

For and on behalf of Ajanta Soya Limited

Sd/-
Sushil Goyal
Managing Director
DIN: 00125275

Sd/-
Harsh Chander Kansal
Director
DIN: 00125411

Management Discussion and Analysis Report

Cautionary Statement

This Management Discussion and Analysis statements of Annual Report has been included in adherence to the spirit enunciated in the code of corporate Governance approved by the Securities and Exchange Board of India, Statement in the Management Discussion and Analysis describing the Company's objectives, projections estimates expectation may be "Forward-Looking Statement" within the meaning of applicable securities laws and regulation. These statements are subject to certain risks and uncertainties. Actual result may differ materially from those either expressed or implied in the statement depending on circumstances. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the Government policies, economic development, political factors and such other factors beyond the control of the Company.

Overview

The Company is engaged in the primary business of manufacturing of Vanaspati and various kinds of refined oil with shortening products for bakery like biscuits, puffs, pastries and other applications.

ASL is a leading manufacturer and marketer of Vanaspati, Edible Oils and Bakery Application since two decades. The company has focused on continuous expansion, across business verticals to consolidate, and its industry leadership over the years. The company is promoted by well established group having and proven track record in the fields of edible oils.

By way of periodical expansion, ASL has increased its production capacity from time & again to cater to changing business environment & varied customer needs. The company's turnover has increased manifold over the decades and is expected to grow substantially in subsequent years. ASL also focuses on in-house research and innovation to be a low-cost manufacturer with high-quality products and innovative customer offerings.

ASL is now a Company with a strong portfolio of brands viz. Dhruv, Anchal and Parv and enjoys reputed market share. ASL also offers its quality products as food ingredients to serve food manufacturers and food service industry.

ASL has strived for its commitment and promises to all the stakeholders and has valued their effort for making it a renowned brand, thereby increasing shareholder value. ASL has always been a front runner in taking all the developmental and social initiatives for its stakeholders including employees, customers, society, investors, promoters, vendors and government bodies.

Advanced technology has been the forte of AJANTA. Its state-of-the-art manufacturing plant has been following the highest standards of quality with an emphasis on sustainability. The Company after successful expansion in its refining capacity is now focusing on increasing the capacity utilization by market expansion for its different products and their variants for growing market demands.

Superior procurement and trading skills, continuous innovation, an endeavor to meet consumer needs and stringent quality control standards have enabled AJANTA to emerge as a highly-respected and admired Edible Oil Company.

Company is also investing continuously towards energy saving by adopting appropriate technologies as a measure to contribute to reduction in Industrial Pollution.

The management of the unit is very progressive by nature and the company's affairs are being managed by highly qualified/experienced professionals and the Company is promoted by well-established group having a proven track record in the field of edible oil.

INDUSTRY STRUCTURE, DEVELOPMENTS AND INDUSTRIAL OUTLOOK

At the start of the 2021-22 financial year, global prospects remained highly uncertain one year into the pandemic. New virus mutations and the accumulating human toll raised concerns, even as growing vaccine coverage lifted sentiment. Economic recoveries were diverging across countries and sectors, reflecting variation in pandemic-induced disruptions and the extent of policy support.

The outlook depended not just on the outcome of the battle between the virus and vaccines-it also hinged on how effectively economic policies deployed under high uncertainty can limit lasting damage from this unprecedented crisis.

The COVID crisis, which had impacted lives and livelihood across the world and thrown economies into distress, continued to wreak havoc in 2021-22. The year saw the emergence of the delta variant of COVID which left behind a trail of destruction and deaths. While the situation improved by second quarter, the emergence of the Omicron variant towards the end of December once again threw a spanner in the global economy leading to fresh mobility restrictions and slow-down in economic activity.

The year 2021-22 was also characterised by high inflation, at levels which had not been seen before. This was further aggravated by the Russia-Ukraine crisis which began in February 2022 leading to a sharp increase in commodity and oil prices.

Indian Economic Overview

The economy recovered above its pre-pandemic level in FY 2021, which ended in March this year. Turning to the first quarter of FY 2022, GDP growth is likely to speed up considerably. Growth in the industrial sector accelerated in April, suggesting it weathered the disruption to power supply caused by record-breaking temperatures well. Moreover, looser Covid-19 restrictions are boosting domestic demand, helping to push the services PMI to an over 11-year high in May. Demand will also be supported by new measures to combat rising inflation, including cuts to fuel duty, a doubling of the fertilizer subsidy, an export ban on wheat and cuts to import tariffs for some raw materials. That said, inflation remained at a near-decade high in May, which together with higher interest rates will be capping momentum. Clubbed with this the

sudden Ukraine Russia War pushed up the crude prices globally, which resulted in rise of fuel prices in India by 20% to 30%, and has impacted the costs and profits of all edible oil brands, including ASL. Growth this year is set to slow, but it will still be higher than it was before the pandemic. Consumption will be boosted by the relaxation of Covid-19 restrictions, while increased government spending will add impetus. That said, rising commodity prices pose a downside risk. The Consensus projects GDP to expand 7.4% in FY 2022, which is down 0.1 percentage points from the previous month's forecast, and 6.3% in FY 2023. Pertaining to the steps taken by GOI & resulting projections showing fall in prices of edible oil in this year, the demand will go up consistently. Also because of various marketing activities & investments being done by ASL, on its brands, the retail, and modern retail will expand and impact in growth of the brands in edible oil.

GLOBAL ECONOMY OVERVIEW

Since the Covid-19 upheaval, the world started witnessing steady progress for the first time towards the middle of 2021 while also adjusting to the pandemic-related concerns. However, the Russia-Ukraine conflict risks putting the still-recovering-global economy back on an unpredictable journey. Global supply chain disruptions, rising energy prices, and food shortages are some of the immediate effects of this conflict that can potentially worsen the high inflation and jitter in financial markets caused by the pandemic, thereby challenging investments and economic growth.

Improvement in vaccination rates and other medical solutions proved effective in reducing death rates triggered by the pandemic. However, the possibility of new strains and associated risks & threats cannot still be overlooked entirely. The Russia-Ukraine war and sanctions have led to a surge in prices of key commodities right from oil & gas to wheat, fertilisers, and metals, among others.

On the policy front, the Federal Bank is likely to reverse the quantitative measures implemented to pull the economy out from the effect of the pandemic. Additionally, the Bank also made announcements to increase the federal interest rates for the first time since 2018. Going ahead, the world is likely to witness near-term stagflation, that is, a combination of rising costs and weaker growth. The geopolitical turmoil and the rising interest rates are set to de-track the growth roadmap. As per Fitch Ratings, the global GDP is projected to be 3.5% and 2.8% for 2022 and 2023, respectively.

With the Russia-Ukraine crisis pushing up overall costs of production, including the cost of raw material, transportation and packaging material, Inflation continues to be the biggest concern as we enter the 2022-23 fiscal. Even so, India is expected to be one of the fastest growing economies in the world.

Edible oil constitutes an important component of food expenditure in Indian households. The edible oil industry is one of the most important within the agriculture sector in India, the world's largest importer from Indonesia and Malaysia and the third largest consumer. India is also the fourth largest oil seed-producing country in the world after USA, China and Brazil.

Because of current stagnant domestic vegetable oil supplies, vegetable oil import volumes will continue to fill the majority of the supply-and demand gap over the next decade. However, vegetable oil consumption growth has been putting a lot of pressure on India's trade balance and budget due to the high dependence on imports. The Indian government might need to step up its efforts to increase domestic oilseed production or pursue other options in order to cater to the country's rising vegetable oil demand. The favourable consumer dynamics of Indian market like rising disposable incomes, escalating population, urbanization and fast growing health consciousness among Indian population has kept the industry at high pedestal. All these factors will be the growth benefactors of edible oils in the near future. Also, although Indian per capita consumption of edible oils is on the rise, yet we still lag behind the developed nations of the world which construes as a massive opportunity for edible oil players.

Your Company's performance for the year 2021-22 may be viewed in the context of the above mentioned economic/market environment.

Opportunities and Threats

The continued growth of the Indian Foods marketer presents an enormous opportunity for a steady growth in Revenues and Profits for companies like us. Also, with the rural India being revisited by marketers through the modern retail (haat) philosophy, the opportunity is huge.

Rising Income levels – With income levels rising, the spending on FMCG and value-added products has been on the rise. Affordable innovation would help people buy more of the products from the Company.

Increasing demand for edible oils owing to the burgeoning population and improving economic conditions after corona pandemic is anticipated to remain the key growth driving factor over the forecast period.

Increasing income, urbanisation, changing food habits and deeper penetration of processed foods will be key drivers of future consumption growth of edible oil in the country.

India is also seeing a great increase in life style led diseases like heart ailments and cardio vascular illness which is said to rise much higher than other nations; this creates a potential for healthy edible oil. Competition from Indian and global players remain a matter of concern and probable threat; while the company is well prepared to tackle such issues on an ongoing basis.

Rising young working population - An increasing young urban population is expected to grow from 31 per cent in FY 2011 to 36 per cent in FY 2036. The food sector is thus likely to see a growth in consumption.

Demand for edible oils in the domestic market is great and one of the trends emerging in the market that will have a positive impact on the growth of the market up to pre-Covid -19 pandemic. But the Covid-19 Pandemic have influenced negatively on the consumption of Edible oils. Fluctuating price of raw material, restrictions on exports and imports imposed due to Covid-19 restrictions and guidelines imposed by WTO are the major challenges in the market. The fluctuation in the price is also due to various reasons such as environmental factors, crop diseases, and others. A

fluctuation in the price of raw materials may have an adverse impact on the growth of the market during the forecast period.

The continuing digitization of today's world presents both an opportunity and a threat. An opportunity because it enables the Company to communicate with and deliver to consumers in a far more focused manner than was possible in the pre-digital age. However, it is also a threat because it enables smaller competitors to reach out to consumers in a manner not possible in the pre-digital age because of the high costs of legacy distribution systems.

The consistent rise in import of edible oil to bridge the demand–supply gap impacts the trade imbalance and results in significant outflow of foreign exchange. There is strong need to improve the production and productivity of domestic oil seed sector and promote domestic supply of edible oil to address the growing the demand –supply gap imbalance.

The Direct risks are from the monsoon outlook, domestic and international production figures of mustered seeds, soyabean crop, palm oil and the government policies affecting rate of interest and duties applicable on the traded commodities.

Fluctuating price of raw material is one of the major challenges in the market. The fluctuation in the price is due to various reasons such as environmental factors, crop diseases, and others. A fluctuation in the price of raw materials may have an adverse impact on the growth of the market during the forecast period. However, the deficit between production and consumption of edible oils is increasing rapidly, even after importing millions of tons of oil creating more demand for the edible oil.

Risks and Concerns

The key determinants of business risk profile of edible oil companies are their ability to overcome the regulatory risk and agro-climatic conditions. Other operational factors include operating efficiency, product diversity, market position, and ability to secure raw material as well as the commodity price and forex-risk management systems. Risk financial position and returns metrics, capital structure, ability to generate positive cash flows from operations and the adequacy of the same in relation to its contractual debt service obligations.

Your Company is exposed to commodity price fluctuations in its business the edible oil prices in India are directly correlated to international oil price movements and currency movements that make profitability vulnerable to unexpected fluctuations.

Risks are an integral part of any business environment and it is essential that we create structures and processes that are capable of identifying and effectively mitigating them. For us, the risks are multi-dimensional and therefore we look at it in a holistic manner, straddling both, the external environment and the internal processes. These risks can be broadly classified into following categories: Strategic Risk, Compliance and Governance Risk, Financial Risk, Environmental Risk, Operational Risk and Social Risk.

Further, Key risks for the edible oils sector include risks from change in import-export regulations; change in the minimum support price (MSP) on oilseeds offered by the government; high dependence on monsoons and finally, the risk arising out of exchange rate fluctuations. Procurement of oilseeds at the right price and quantity, optimum utilization of processing units, their strategic location, a strong brand name and diversification of product offerings are likely to be the key success determinants for players.

Increase in the number of competing brands in the marketplace, counter campaigning and aggressive pricing by competitors have the potential to create a disruption.

Changing consumer preference and Demand can be adversely affected due to shift in consumer preferences, especially those induced by the pandemic. Given the potential of social media, the speed of such a shift could be unparalleled.

The key determinants of business risk profile of the company are their ability to overcome the regulatory risk and agro-climatic conditions. Other operational factors include operating efficiency, product diversity, market position, and ability to secure raw material as well as the commodity price.

The profitability of edible oil companies is significantly influenced by regulatory changes and remains highly susceptible to the changes in the duty differential between import duties on crude and refined oil by the Government of India (GOI). Also, the profitability of these companies depends on the changes in the export tax levied by exporting countries, mainly Indonesia and Malaysia (that account for most of palm oil imports).

Risk Management

Your Company continues to place a strong emphasis on the risk management and has successfully introduced and adopted various measures for hedging the price fluctuations in order to minimize its impact on profitability. Also, your Company has initiated setting-up of a framework to upgrade itself to a robust risk management system. Further Your Company is well geared with multi-processing capabilities to cater to the variances and changing consumer preferences.

Thus, your Directors are optimistic in utilizing the production capacities and to overcome the post COVID-19 pandemic, to ensure better working results in the ensuing years.

Human resource / Industrial relations

The Company recognizes the importance and contribution of its human resources for its growth and development and is committed to the development of its people.

At Ajanta Soya Limited., equal importance is given to the development of the Company's human resource. ASL has always recruited the best talent available in the industry – people with years of expertise and experience behind them. The Company considers its employees to be the most valuable asset and is committed to provide a conducive work environment to enable each individual to fully realize his or her potential. The human resource programmes focus on

strengthening key areas of Enhancing individual and organization readiness for future challenges. Management is investing in enhancing technical and managerial skills of employees for building competencies needed for growth plans. Our business review & performance improvement process continues to put focus on performance and periodic review of each of our businesses and individuals.

The Company has cordial relations with employees and staff. There are no industrial relations problems during the year and the Company does not anticipate any material problems on this count in the current year.

The total number of permanent employees of Ajanta Soya Limited as on 31st March, 2022 was 89 (Eighty Nine).

Internal Control Systems and Adequacy

The Company has established internal control systems for ensuring optimum use of resources and safeguarding the assets. The Internal Control Systems and procedure are adequate and commensurate with the size of the Company. These are routinely tested and certified and which covered all offices, factories and key business areas. The Internal audit team reviews the quality of planning and execution of all ongoing projects and activities involving significant expenditure to ensure that management controls are adequate to yield "value for money". Though the various risks associated with the business cannot be eliminated completely, all efforts are made to minimise the impact of such risks on the operations of the Company. The Internal Control Systems and procedure are adequate and commensurate with the size of the Company. These business control procedures ensure efficient use and protection of the resources and compliance with the policies, procedures and status.

Product wise Performance

Presently the Company has been dealing in Vanaspati & Refined Oil. The details of the Vanaspati & Refined Oil business segment is as follows:

| Product | Sales | | | |
|-------------------------|------------------------|----------------------|-------------------------|----------------------|
| | Current Year (2021-22) | | Previous Year (2020-21) | |
| | Quantity (MT) | Value (Rs. in Lakhs) | Quantity (MT) | Value (Rs. in Lakhs) |
| Vanaspati/ Refined Oils | 95,071.709 | 1,34,514.15 | 1,01,780.424 | 93,139.56 |

Financial Highlights

(Amount in Lakhs)

| Particulars | Current Year (2022) | Previous Year (2021) |
|--|---------------------|----------------------|
| Revenue from operations | 1,34,514.15 | 93,139.56 |
| Other Income | 515.92 | 763.05 |
| Profit/(Loss) before exceptional Items and Tax | 4,986.25 | 4,058.28 |
| Exceptional Items (Net) | 0.00 | 0.00 |
| Profit/(Loss) before Tax | 4,986.25 | 4,058.28 |
| Tax Expense | 766.32 | 1,544.18 |
| Profit/(Loss) after Tax | 4,219.93 | 2,514.10 |
| Other Comprehensive Income (Net of Tax) | 163.60 | 12.21 |
| Total Comprehensive Income | 4,383.53 | 2,526.31 |
| Transfer to Reserve | Nil | Nil |
| Reserves and surpluses | 10,397.35 | 6,177.43 |
| Earning per share | 26.22 | 15.62 |

Company Performance

During the year under review total income of the Company was Rs. 1,35,030.07 Lakhs as against Rs. 93,902.61 Lakhs in the previous year. The total expenses of the Company were Rs. 1,30,043.82 Lakhs during the year as compared to Rs. 89,844.33 during the previous year. During the year the Company had earned a profit after tax of the year of Rs. 4,219.93 Lakhs against a profit after tax of Rs. 2,514.10 Lakhs in the previous year. Your Directors are putting in their best efforts to improve the performance of the Company by increasing the throughput of the plant.

Key Financial Ratios:

| Particular | FY 2021-22 | FY 2020-21 | Changes (%) | Reason |
|-------------------------|------------|------------|-------------|---|
| Debtor Turnover | 66.88 | 54.38 | 22.99 | Not Applicable |
| Inventory Turnover | 15.63 | 23.09 | (32.31) | Decreased in Inventory Turnover Ratio on account of higher inventory in transit at year end. |
| Interest Coverage Ratio | 57.43 | 24.03 | 138.99 | Interest Coverage Ratio has been increased due to reduction in Finance Cost and increase in earnings before interest & tax. |
| Current Ratio | 1.58 | 1.58 | 0% | Not Applicable |
| Debt Equity Ratio | 1.10 | 0.92 | 19.57 | Not Applicable |
| Operating Profit Margin | 3.53 | 3.90 | (9.49) | Not Applicable |
| Net Profit Margin | 3.14 | 2.70 | 16.30 | Not Applicable |
| Return on Net worth | 0.34 | 0.32 | 6.25 | Not Applicable |

REPORT ON CORPORATE GOVERNANCE

Corporate Governance refers to the set of systems, principles and processes by which a Company is governed. They provide the guidelines as to how the Company can be directed or controlled so as to fulfill its goal and objectives in a manner that adds to the value of the Company and benefit to all stakeholders in the long term. Stakeholders in this case would include everyone ranging from the Board of Directors, management, shareholders to customers, suppliers, financiers, employees and society at large. Strong and improved Corporate Governance practices are indispensable in today's competitive world and complex economy.

Ajanta Soya Limited looks at Corporate Governance requirements as an integral part of business strategy which contributes to business growth in ethical perspective. Besides complying with the prescribed Corporate Governance Practices as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (hereinafter referred to as "Listing Regulations"), the Company has voluntarily adopted various practices of governance in terms of highest ethical and responsible standard of business, globally benchmarked.

This chapter, along with the chapters on Management Discussion and Analysis and Additional Shareholders Information, reports, inter-alia Ajanta Soya Limited compliance of Listing Regulations highlighting the additional initiatives taken in line with international best practices.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Our Company's philosophy on Corporate Governance envisages attainment of highest levels of accountability, transparency, responsibility and fairness in all aspects of its operations. Our business culture and practices are founded upon a common set of values that govern our relationships with customers, employees, shareholders, suppliers and the communities in which we operate. The Company believes that all its actions must serve the underlying goal of enhancing overall shareholder value on a sustained basis.

The Company is conscious of its responsibility as a good corporate citizen. The Company values transparency, professionalism and accountability.

2. BOARD OF DIRECTORS

The Company maintains an optimum combination of Executive, Non-Executive and Independent Directors. The Board consists of total 6 (Six) Directors on 31st March 2022. Mr. Sushil Goyal is the Managing Director, Mr. Abhey Goyal and Mr. Sushil Kumar Solanki are the Whole time Directors of the Company and three (3) Non-Executive & Independent Directors including One (1) Woman Director.

None of the Directors on the Company's Board is a Member of more than ten Committees and Chairman of more than five Committees (Committees being, Audit Committee and Stakeholder Relationship Committee) across all the Companies in which He/She is a Director.

Following is the list of Directors and other details as on 31st March, 2022:

| Name of the Director & Designation | Category | Name of other listed entities in which Director holds directorship and category of Directorship | No. of positions held in other Public Companies ¹ | | |
|---|--------------------------------------|---|--|------------|--------------|
| | | | Board | Committee | |
| | | | | Membership | Chairmanship |
| Mr. Sushil Goyal (Managing Director) | Promoter & Executive Director | Nil | Nil | Nil | Nil |
| Mr. Abhey Goyal (Whole Time Director) | Promoter & Executive Director | Nil | Nil | Nil | Nil |
| Mr. Sushil Kumar Solanki (Whole Time Director) | Executive Director | Nil | Nil | Nil | Nil |
| Mr. Harsh Chander Kansal (Independent Director) | Non-Executive & Independent Director | Nil | Nil | Nil | Nil |
| Mr. Hemant Bansal (Independent Director) | Non-Executive & Independent Director | Nil | Nil | Nil | Nil |
| Mrs. Sushila Jain (Independent Director) | Non-Executive & Independent Director | Nil | Nil | Nil | Nil |

¹Excludes directorships in Associations, Private, Foreign and Section 25/8 Companies.

Further, as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (hereinafter referred to as "Listing Regulations"), Chairman/membership of Audit committees and Stakeholders' Relationship Committees are only considered for the purpose of committee positions.

Directors' Attendance Record

During the Financial Year 2021-22, 8 (Eight) meetings of the Board of Directors were held on 5th April, 2021, 25th June, 2021, 13th August, 2021, 20th October, 2021, 13th November, 2021, 25th January, 2022, 14th February, 2022 and 11th March, 2022. The Board was duly supplied with the agenda of the meetings incorporating all material information for facilitating meaningful and focused discussions at the meeting. The intervening period between the Board Meetings was well within the maximum time gap of one hundred and twenty days as stipulated under Regulation 17 of the Listing Regulations and Secretarial Standard.

The necessary quorum was present for all the meetings.

Details of attendance of Directors in the Board meeting during the financial year 2021-22 are as under:

| Name of the Director | Category | No. of Board Meeting | Attendance at the Board Meeting | Whether attended Last AGM (30 th September, 2021) |
|--|--------------------------------------|----------------------|---------------------------------|--|
| Mr. Sushil Goyal (Managing Director) | Promoter & Executive Director | 8 | 8 | Yes |
| Mr. Abhey Goyal (Whole time Director) | Promoter & Executive Director | 8 | 7 | Yes |
| Mr. Sushil Kumar Solanki (Whole time Director) | Executive Director | 8 | 8 | Yes |
| Mr. Harsh Chander Kansal (Independent Director) | Non-Executive & Independent Director | 8 | 8 | Yes |
| Mr. Hemant Bansal (Independent Director) | Non-Executive & Independent Director | 8 | 8 | Yes |
| Mrs. Sushila Jain (Independent Director) | Non-Executive & Independent Director | 8 | 7 | Yes |

Disclosure of relationships between Directors inter-se:

Mr. Abhey Goyal, Whole Time Director on the Board of Directors is the son of Mr. Sushil Goyal, Managing Director of the Company.

Mr. Sushil Goyal, Managing Director on the Board of Directors is the Father of Mr. Abhey Goyal, Whole Time Director of the Company.

Number of shares and convertible instruments held by Non-Executive Directors:

None of the Non-Executive Directors holds any share/convertible instruments in the Company.

Terms and conditions of appointment of Independent Directors

The terms and conditions of appointment of the Independent Directors are disclosed on the website of the Company i.e. www.ajantasoya.com.

The Board confirms that all the Independent Directors fulfilled the requirements of the Companies Act, 2013 and the Listing Regulations and were Independent of the management of the Company.

Information Placed Before the Board

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of the Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective Meetings or by way of presentations and discussions during the respective Meetings.

Separate Meeting of Independent Directors

One meeting of the Independent Directors was held on 13th November, 2021 without the presence of Non-Independent Directors and members of management. In accordance with the Listing Regulations, following matters were, inter alia, reviewed and discussed in the meeting:

- Performance of Non-Independent Directors and the Board of Directors as a whole.
- Performance of the Chairman of the Company taking into consideration the views of Executive and Non-Executive Directors.
- Assessment of the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Board periodically reviews the compliance reports of all laws applicable to the Company, prepared by the Company.

Maximum tenure of Independent Directors

In terms of the Act, Independent Directors shall hold office for a term of up to five consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a special resolution by the company and disclosure of

such appointment in the Board's report. The tenure of the independent directors is in accordance with the provisions of the Act.

Familiarization Program for Independent Directors

The Company conducts Familiarization Programme for the Independent Directors to enable them to familiarize with the Company, its management and its operations so as to gain a clear understanding of their roles, rights and responsibilities for the purpose of contributing significantly towards the growth of the Company. They are given full opportunity to interact with senior management personnel and are provided with all the documents required and/or sought by them to have a good understanding of the Company, its business model and various operations and the industry, it is a part.

The details of the familiarization programme of the Independent Directors are available on the website of the Company (www.ajantasoya.com). Web link for the same is

<http://ajantasoya.com/wp-content/forms/FAMILIARISATION%20PROGRAMME%20FOR%20IND.%20DIRECTORS.pdf>

Matrix setting out skills/expertise/competence as identified by the Board

The Company is engaged in the business of manufacturing of Vanaspati and Refined Oil with shortening products (bakery & biscuit). To manage the operations and to formulate long term strategies for its growth, different skill sets are required. The Board of the Company consists of individuals who have experience and expertise in the following are as:

| | |
|--|---|
| Governance | The governance skills broadly includes financial and audit review, compliance and risk management, developing good governance practices, assessing strategic opportunities and threats, crisis management, business and policies development etc. |
| Personal Leadership Skills | This category mainly includes skills set of Board members to provide both strategic and innovative thought leadership, analysing issues and making decisions that support the organisation's overarching mission, creating new ideas and providing possible solutions, commitment, ethics and integrity, relationship building etc. |
| Industry specific | This category broadly includes skills relevant to the industry or section in which the Company operates such as understanding of consumer behaviour and customer insights, consumption pattern analysis, introduction of new products, marketing, supplier management, communication with customers etc. |
| Strategy Development and Implementation | Experience in developing and implementing business strategies or ability to give strategic insights to key business objectives. |

| Particulars | Mr. Sushil Goyal | Mr. Abhey Goyal | Mr. Sushil Kumar Solanki | Mr. Harsh Chander Kansal | Mr. Hemant Bansal | Mrs. Sushila Jain |
|---|-------------------------|------------------------|---------------------------------|---------------------------------|--------------------------|--------------------------|
| Governance | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Personal Leadership Skills | ✓ | ✓ | ✓ | ✓ | ✓ | - |
| Industry specific | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Strategy Development and Implementation | ✓ | ✓ | - | ✓ | ✓ | ✓ |

Note:

Each Director may possess varied combinations of skills/expertise within the described set of parameters and it is not necessary that all Directors possess all skills/expertise listed therein.

**DISCLOSURE REGARDING APPOINTMENT & RE-APPOINTMENT OF DIRECTORS IN THE ENSUING AGM**

[Pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standards - 2 on General Meetings]

Brief particulars of Directors who are appointed/re-appointed in this AGM are as follows:

| Particulars | Mr. Sushil Kumar Solanki | Mr. Abhey Goyal |
|--|---|---|
| Director Identification Number (DIN) | 08912780 | 02321262 |
| Father's Name | Mr. Aman Singh Solanki | Mr. Sushil Goyal |
| Date of Birth | 15.08.1962 | 31.03.1987 |
| Nationality | Indian | Indian |
| Date of first appointment on the Board of Directors of the Company | 15.10.2020 | 15.12.2008 |
| Address | L - 752, Block L - 13, Ashiana Aangan, Alwar By Pass Road, Bhiwadi - 301019 Rajasthan | House No 42A, Road No. 78, West Punjabi Bagh, New Delhi 110026 |
| Designation | Whole Time Director | Whole Time Director |
| Education/Qualification | B. Tech, Chem. Tech (oils) | Postgraduate in Management & Finance |
| Nature of Expertise /Experience (including nature of expertise in specific functional areas)/ Brief Resume | Mr. Sushil Kumar Solanki having more than 35 (Thirty Five) Years of experience of Vegetable Oil Industry. | Mr. Abhey Goyal having more than 13 (Thirteen) years of experience in trading of oil, real estate and administration. |
| Relationships between the Directors inter-se | Nil | Mr. Abhey Goyal is the son of Mr. Sushil Goyal, Managing Director of the Company. |
| No. of Board Meetings attended during the FY 2021-22 | 8 (Eight) | 7 (Seven) |
| Terms and conditions of Appointment/ Reappointment | Mr. Sushil Kumar Solanki appointed as Whole time Director of the Company. | Mr. Abhey Goyal appointed as Whole Time Director of the Company. |
| Companies in which holds Directorship* | Nil | <ul style="list-style-type: none"> • Polo Textiles Private Limited • R.M.S. Traders Private Limited • DG Estates Private Limited • Goyal Infratech Private Limited • Savoir Innovations Private Limited • Cosmic Alloys and Metal Works Private Limited |
| Chairmanship/ membership of Committees of the Company (Ajanta Soya Limited) | Nil | Member of: <ul style="list-style-type: none"> • Audit Committee • Stakeholders Relationship Committee • Corporate Social Responsibility Committee |
| Chairmanship/ membership in Committees of Board of Directors of other Indian Public Companies | Nil | Nil |
| Listed entities from which has resigned in the past three years. | Nil | Nil |
| Shareholding in the Company (No. & %) | 50 equity shares of Rs. 10/- each & 0% | 6,13,298 equity shares of Rs. 10/- each & (3.81%) |
| Details of Remuneration sought to be paid | As set out in the Explanatory Statement | NA |
| Remuneration last drawn (including sitting fees, If any) (Per Annum) | 11.58 Lakhs | 84.00 Lakhs |

*excludes Directorships in Associations, Foreign and Section 25/8 Companies.

3. COMMITTEES OF BOARD OF DIRECTORSAjanta Soya Ltd has Four Board level Committees as on 31st March, 2022:

- a) Audit Committee
- b) Nomination and Remuneration Committee
- c) Stakeholders Relationship Committee
- d) Corporate Social Responsibility Committee

The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference for members of various Committees. Details on the role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided below.

A. AUDIT COMMITTEE

Terms of Reference

The terms of reference of the Audit Committee are as per the governing provisions of the Companies Act, 2013 (section 177) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (specified in Part C of Schedule II).

The Role of the Audit Committee includes the following:

1. oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. reviewing, with the Management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b. changes, if any, in accounting policies and practices and reasons for the same;
 - c. major accounting entries involving estimates based on the exercise of judgment by Management;
 - d. significant adjustments made in the financial statements arising out of audit findings;
 - e. compliance with listing and other legal requirements relating to financial statements;
 - f. disclosure of any related party transactions;
 - g. modified opinion(s) in the draft audit report;
5. reviewing, with the Management, the quarterly financial statements before submission to the Board for approval;
6. reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
7. reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
8. approval or any subsequent modification of transactions of the listed entity with related parties and any subsequent modification of such transaction in accordance with the Act read with Rules made there under and the SEBI Regulations;
9. scrutiny of inter-corporate loans and investments;
10. valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. evaluation of internal financial controls and risk management systems;
12. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. 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;
14. discussion with internal auditors of any significant findings and follow up there on;
15. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
17. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. to review the functioning of the whistle blower mechanism;
19. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Reviewing mandatorily the following information:
 - a. management discussion and analysis of financial condition and results of operations;
 - b. statement of significant related party transactions (as defined by the audit committee), submitted by management;
 - c. management letters / letters of internal control weaknesses issued by the statutory auditors;
 - d. internal audit reports relating to internal control weaknesses; and
 - e. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

- f. statement of deviations:
- i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - ii. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).
21. considering such other matters the Board may specify;
 22. Reviewing the utilisation of loans and/ or advances from/investment by the holding company in the subsidiary exceeding Rupees 100 cr. or 10% of the asset size of the subsidiary, whichever is lower.
 23. Reviewing compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and verifying that the systems for internal control are adequate and are operating effectively;
 24. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;
 25. reviewing other areas that may be brought under the purview of role of Audit Committee as specified in SEBI Regulations and the Companies Act, as and when amended.

Further, 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. Upon invitation, the CFO, Internal auditors, of the Company attend meetings of the Audit Committee.

The Internal Auditors also attend the Audit Committee meetings by invitation. Mr. Harsh Chander Kansal, as Chairman of the Audit Committee was present at the Annual General Meeting of the Company held on 30th September, 2021 to answer the shareholders' queries.

Composition

As on 31st March, 2022 the Audit Committee comprises of 2 (Two) Non-Executive & Independent Directors and 1 (One) Executive & Promoter Director namely: Mr. Harsh Chander Kansal as Chairman; Mr. Hemant Bansal and Mr. Abhey Goyal as the Members of the Committee.

Mr. Kapil, Company Secretary is the Secretary of the Committee.

Meetings & Attendance

The Committee met 8 (Eight) times during the Financial Year 2021-22 on the following dates: 5th April, 2021, 25th June, 2021, 13th August, 2021, 20th October, 2021, 13th November, 2021, 25th January, 2022, 14th February, 2022 and 11th March, 2022. Details of attendance of Directors in the Audit Committee meeting are as under:

| Name of the Director | Category | Attendance at the Audit Committee Meeting |
|--|--------------------------------------|--|
| Mr. Harsh Chander Kansal (Chairman) | Non-Executive & Independent Director | 8 |
| Mr. Hemant Bansal (Member) | Non-Executive & Independent Director | 8 |
| Mr. Abhey Goyal (Member) | Executive & Promoter Director | 7 |

B. NOMINATION AND REMUNERATION COMMITTEE

Terms of Reference

The terms of reference of the Nomination and Remuneration Committee are as per the governing provisions of the Companies Act, 2013 (section 178) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (specified in Part D of Schedule II).

The Remuneration Committee has been constituted to recommend/review and approve the remuneration payable to Managing Director, Whole Time Director or other Directors, Key Managerial Personnel and Senior Management of the Company based on their performance.

The roles and responsibilities of the Committee include the following:

1. To formulate criteria for determining qualifications, positive attributes and Independence of a Director;
2. To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management and other employees;
3. To formulate criteria for evaluation of performance of Independent Directors and the Board of Directors;
4. To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy;
5. To recommend to the Board the appointment and removal of Directors and Senior Management.
6. To carry out evaluation of Director's performance.
7. To devise a policy on Board diversity, composition, size. Succession planning for replacing Key Executives and overseeing.

8. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
9. To perform such other functions as may be necessary or appropriate for the performance of its duties.

Mr. Harsh Chander Kansal, as Chairman of the Nomination and Remuneration Committee was present at the Annual General Meeting of the Company held on 30th September, 2021 to answer the shareholders' queries.

Composition

As on 31st March, 2022 the Nomination and Remuneration Committee comprises of 3 (Three) Non-Executive & Independent Directors namely Mr. Harsh Chander Kansal as Chairman, Mr. Hemant Bansal and Mrs. Sushila Jain as Members of the Committee.

Mr. Kapil, Company Secretary is the Secretary of the Committee.

Meetings & Attendance

The Committee met 2 (Two) times during the Financial Year 2021-22 on the following dates: 13th August, 2021 and 14th February, 2022 Details of attendance of Directors in the Nomination and Remuneration Committee meeting are as under:

| Name of the Director | Category | Attendance at the Nomination and Remuneration Committee |
|-------------------------------------|--------------------------------------|---|
| Mr. Harsh Chander Kansal (Chairman) | Non-Executive & Independent Director | 2 |
| Mr. Hemant Bansal (Member) | Non-Executive & Independent Director | 2 |
| Mrs. Sushila Jain (Member) | Non-Executive & Independent Director | 2 |

Performance evaluation criteria for Independent Directors

The performance evaluation of Independent Directors is done by the entire Board of Directors (excluding the Director being evaluated). On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the Independent Directors.

The Board is evaluated on the basis of the various attributes such as Raising of concerns to the Board and constructive contribution to resolution of issues at meetings, Initiative in terms of new ideas and planning for the Company etc. The Directors expressed their satisfaction with the evaluation process.

Remuneration Policy of the Company

The remuneration policy of the Company is directed towards rewarding performance. The Managing Director and the Whole Time Director of the Company are entitled for payment of Remuneration as decided by the Board and approved by the members as per the provisions of the Companies Act, 2013.

Directors are also entitled for the sitting fee for attending Board/Committee Meeting except the Managing Director and Whole Time Director.

However, all the Non-executive Directors of the Company have waived the sitting fee payable to them for attending Board/Committee Meeting of the Company.

The Remuneration Policy and the evaluation criteria have been disclosed in the Director's Report which forms part of the Annual Report.

Details of the Directors' Remuneration for the financial year ended 31st March, 2022

| Name of Director | Sitting fees | Salaries & Perquisites (In Lakhs) | Commission, Bonus Ex-gratia | Total Amount (In Lakhs) | No. of Shares held & % |
|---|--------------|-----------------------------------|-----------------------------|-------------------------|------------------------|
| Mr. Sushil Goyal (Managing Director) | Nil | 120.00 | Nil | 120.00 | 11,22,578 & 6.97% |
| Mr. Abhey Goyal (Whole Time Director) | Nil | 84.00 | Nil | 84.00 | 6,13,298 & 3.81% |
| Mr. Sushil Kumar Solanki (Whole Time Director) | Nil | 11.58 | Nil | 11.58 | 50 & 0% |
| Mr. Harsh Chander Kansal (Independent Director) | Nil | Nil | Nil | Nil | Nil |
| Mr. Hemant Bansal (Independent Director) | Nil | Nil | Nil | Nil | Nil |
| Mrs. Sushila Jain (Independent Director) | Nil | Nil | Nil | Nil | Nil |

C. STAKEHOLDERS RELATIONSHIP COMMITTEE

Terms of Reference

The terms of reference and the ambit of powers of Stakeholders Relationship Committee are as per the governing provisions of the Companies Act, 2013 (section 178) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (specified in Part D of Schedule II).

The roles and responsibilities of the Committee include the following:

1. Resolving the grievances of the security holders of the entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;
2. Review of measures taken for effective exercise of voting rights by shareholders of the Company;
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
5. Reviewing other areas that may be brought under the purview of role of Stakeholders Relationship Committee as specified in SEBI Regulations and the Companies Act, as and when amended and referred by the Board from time to time.

Mr. Harsh Chander Kansal, as Chairman of the Stakeholders Relationship Committee was present at the Annual General Meeting of the Company held on 30th September, 2021 to answer the shareholders' queries.

Composition

As on 31st March, 2022 the Stakeholders Relationship Committee comprises of 2 (Two) Non-Executive & Independent Directors and 1 (One) Executive & Promoter Director namely: Mr. Harsh Chander Kansal as Chairman, Mr. Hemant Bansal and Mr. Abhey Goyal as Members of the Committee.

Mr. Kapil, Company Secretary is the Secretary of the Committee.

The committee met 4 (Four) times during the Financial Year 2021-22 on 25th June, 2021, 13th August, 2021, 13th November, 2021 and 14th February, 2022.

| Name of the Director | Category | Attendance at the Stakeholders Relationship Committee |
|-------------------------------------|--------------------------------------|---|
| Mr. Harsh Chander Kansal (Chairman) | Non-executive & Independent Director | 4 |
| Mr. Hemant Bansal (Member) | Non-executive & Independent Director | 4 |
| Mr. Abhey Goyal (Member) | Executive & Promoter Director | 4 |

Investor Grievance Redressal

During the year, the Company received 3 (Three) complaints from the shareholders. All the complaints were resolved. There were no pending complaints from any shareholder as on 31st March 2022.

D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Terms of Reference

The Corporate Social Responsibility Committee has been formed pursuant to section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, to formulate and recommend to the Board, a Corporate Social Responsibility Policy indicating the activities to be undertaken by the Company as specified in Schedule VII to the Act, to recommend the amount of expenditure to be incurred on such activities and to monitor the Corporate Social Responsibility Policy of the Company from time to time.

The role of CSR Committee is as under:

- a. Formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy which shall indicate the activities to be undertaken by the Company in Compliance with the Companies Act, 2013 and rules thereunder.
- b. Recommend the amount of expenditure to be incurred on the activities as above, and
- c. Monitor the CSR Policy of the Company from time to time.
- d. To carry out any other function as delegated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for the performance of its duties.

The Company has formulated the CSR Policy in line with Schedule VII of the Companies Act, 2013.

CSR Policy of the Company

To formulate and recommend to the Board the CSR Policy indicating the activities to be undertaken by the Company pursuant to the provisions of Companies Act, 2013 and the rules made thereunder;

To review the CSR Policy and associated frameworks, processes and practices.

The formal CSR policy of the Company is available on the website of the Company www.ajantasoya.com at the link

<http://ajantasoya.com/wp-content/uploads/2017/05/CSR-POLICY.pdf>

Mr. Harsh Chander Kansal, as Chairman of the Corporate Social Responsibility Committee was present at the Annual General Meeting of the Company held on 30th September, 2021.

Composition

As on 31st March, 2022, the Corporate Social Responsibility Committee comprises of 1 (One) Non-Executive & Independent Director, 2 (Two) Executive & Promoter Director namely: Mr. Harsh Chander Kansal as Chairman, Mr. Sushil Goyal and Mr. Abhey Goyal as Members.

Mr. Kapil, Company Secretary is the Secretary of the Committee.

The committee met 3 (Three) times during the year Financial Year 2021-22 on 13th November 2021, 25th January, 2022 and 11th March, 2022.

| Name of the Director | Category | Attendance at the Corporate Social Responsibility Committee |
|-------------------------------------|--------------------------------------|---|
| Mr. Harsh Chander Kansal (Chairman) | Non-Executive & Independent Director | 3 |
| Mr. Sushil Goyal (Member) | Executive & Promoter Director | 3 |
| Mr. Abhey Goyal (Member) | Executive & Promoter Director | 2 |

4. GENERAL BODY MEETINGS
a) Annual General Meetings: Particulars of past three Annual General Meetings of the Company:

| Year | Date | Venue | Time | No. of Special Resolution passed |
|------|------------|--|------------|---|
| 2019 | 30.09.2019 | SP-916, RIICO Industrial Area Phase – III Bhiwadi-301 019, Distt. Alwar, Rajasthan | 11.30 A.M. | 1. Re-appointment of Mrs. Sushila Jain (DIN: 03432157) as an Independent Director for a term of five consecutive years from 28 th March, 2020 to 27 th March, 2025. |
| 2020 | 30.09.2020 | Through Video-Conferencing (Deemed venue of the Meeting: SP-916, RIICO Industrial Area Phase – III Bhiwadi-301 019, Distt. Alwar, Rajasthan) | 12.30 P.M. | 1. Appointment of Mr. Abhey Goyal as Whole Time Director of the Company for a Period of Three year w.e.f. 1 st July, 2020. 2. Re-appointment of Mr. Sushil Goyal as Managing Director of the Company for a Period of Three year w.e.f. 26 th July, 2020. |
| 2021 | 30.09.2021 | Through Video-Conferencing (Deemed venue of the Meeting: SP-916, RIICO Industrial Area Phase – III Bhiwadi-301 019, Distt. Alwar, Rajasthan) | 2:00 P.M. | 1. Revised the remuneration structure of Mr. Sushil Goyal, Managing Director of the Company. 2. Revised the remuneration structure of Mr. Abhey Goyal, Whole Time Director of the Company. 3. Appointed Mr. Sushil Kumar Solanki as Whole Time Director of the Company for a period of Three years with effect from 15 th October, 2020. |

b) During the year under review, no special resolution has been passed through the exercise of postal ballot.

c) No special resolutions are proposed to be conducted through postal ballot as on the date of this report.

5. MEANS OF COMMUNICATION

- a) At present quarterly/half-yearly reports are not being sent to each household of shareholders.
- b) **The Quarterly / half-yearly / Annual Accounts results:** The Company's quarterly results are published in Financial Express (English)(Mumbai), Financial Express (English)(Delhi) & Jansatta (Hindi)(Delhi) and are displayed on its website (www.ajantasoya.com).
- c) **Website:** The Company's website (www.ajantasoya.com) contains a separate dedicated section 'Investor Relations' where shareholders' information is available.
- d) The Company also regularly intimates to the Stock Exchanges all price sensitive and other information which are material and relevant to the investors.
- e) **Annual Report:** Pursuant to the MCA circulars and SEBI Circulars, the Company will be once again conducting the 31st Annual General Meeting through Video Conferencing/Other Audio Visual Means scheduled to be held on 30th September, 2022, as permitted by Ministry of Corporate Affairs and SEBI and The Notice of the AGM along with the Annual Report will be sent only by email to those members whose e-mail addresses are registered with the Company/ Depositories and to all other persons so entitled. Details of the procedure of conduct of the 31st AGM is provided in the Notice of the Meeting. The Annual Report and the Notice of the AGM is also available on the Company's website at www.ajantasoya.com.
- f) **SEBI Complaints Redress System (SCORES):** The investor complaints are processed in a Centralised web-based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned Companies and online viewing by Investors of actions taken on the complaint and its current status.

6. GENERAL SHAREHOLDERS INFORMATION
(i) Annual General Meeting

| Day & Date | Time | Venue |
|--|------------|--|
| Friday, 30 th September, 2022 | 12.30 P.M. | No venue meeting will be allowed to members, the meeting will be held through Video Conferencing/Other Audio Visual Means. |

(ii) Financial Calendar

| Events | Tentative time frame |
|--|---|
| Financial Reporting for the first quarter ended 30 th June, 2022 | On 13 th August, 2022 (actual) |
| Financial Reporting for the second quarter ending 30 th September, 2022 | On or before by 14 th November 2022 |
| Financial Reporting for the third quarter ending 31 st December, 2022 | On or before by 14 th February 2023 |
| Financial Reporting for the fourth quarter ending 31 st March, 2023 | On or before by 30 th May 2023 (Audited) |

(iii) Dates of Book Closure Saturday, 24th September, 2022 to Friday, 30th September 2022 (both days inclusive)

(iv) Dividend Payment Date Not applicable

(v) Listing on Stock Exchanges: The Shares of the Company is listed on the **BSE Limited**
Address:-Phiroze Jeejeebhoy Towers, Dalal Street
 Mumbai 400 001

The Annual Listing fees for the Financial Year 2022-23 to BSE have been paid by the Company within the stipulated time.

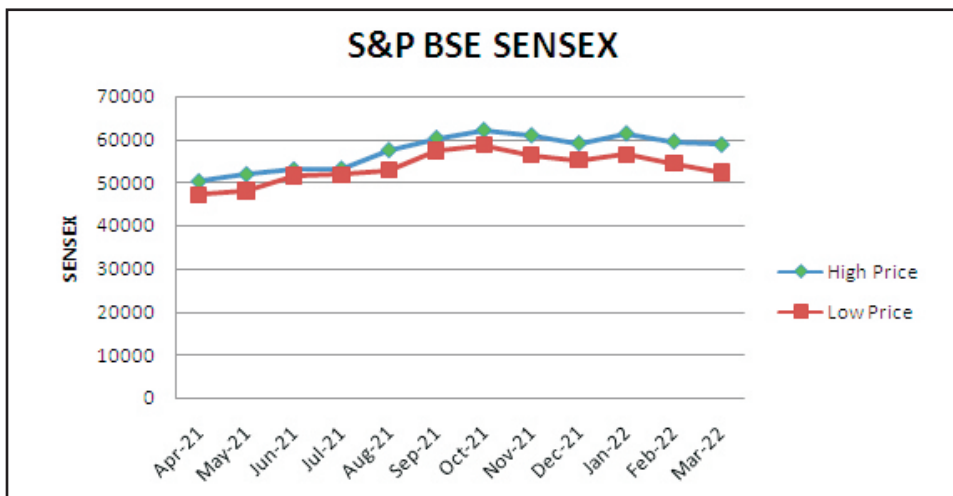
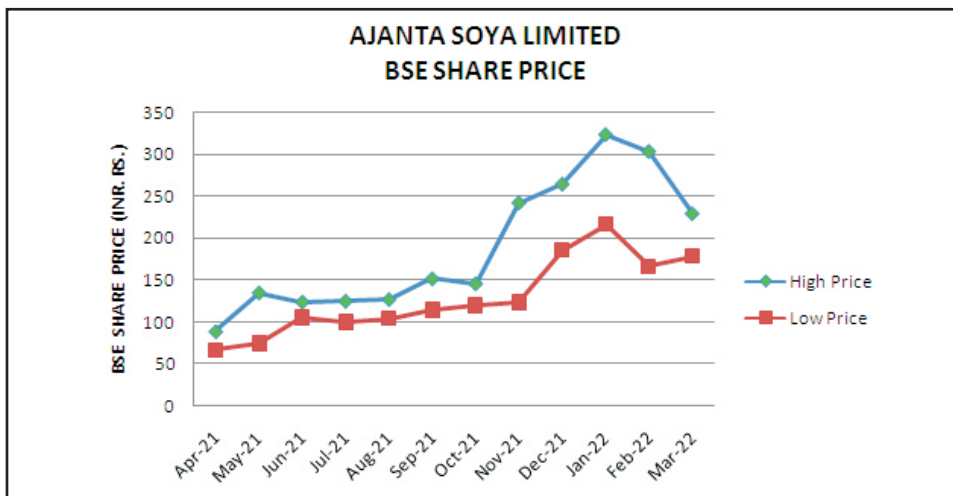
(vi) Stock Code/Symbol: 519216 at the Bombay Stock Exchange.

(vii) CIN number: L15494RJ1992PLC016617

(viii) **Market Price Data:** High/ low of market price of the Company's equity shares traded on BSE during the last financial year were as follows:

| Month | High Price | Low Price | No. of Shares | Month | High Price | Low Price | No. of Shares |
|--------|------------|-----------|---------------|--------|------------|-----------|---------------|
| Apr 21 | 88.80 | 67.00 | 302791 | Oct 21 | 145.75 | 119.80 | 1221046 |
| May 21 | 134.90 | 75.05 | 1377812 | Nov 21 | 241.75 | 123.00 | 3454117 |
| Jun 21 | 124.00 | 105.10 | 1645683 | Dec 21 | 264.00 | 185.20 | 1849581 |
| Jul 21 | 125.00 | 100.00 | 2296496 | Jan 22 | 322.80 | 215.65 | 1656358 |
| Aug 21 | 127.00 | 104.00 | 1746869 | Feb 22 | 302.75 | 166.00 | 1421754 |
| Sep 21 | 151.60 | 114.50 | 3063574 | Mar 22 | 228.95 | 178.00 | 1160791 |

Source:www.bseindia.com



(ix) In case the securities are suspended from trading, the Directors report shall explain the reason thereof:-
Not Applicable.

(x) Registrar and Share Transfer Agent & Share Transfer System

The company has appointed **M/s Skyline Financial Services Private Limited**, as its Registrar and Share Transfer Agent to carry out the process of share transfer in physical form and also Demat work of the Company. The Stakeholder's Relationship Committee of the Company take note of the Transfer, Transmission, Remat, Split & Consolidation of share certificates etc. periodically.

The Company obtains a certificate from a Company Secretary in practice on yearly basis on compliance with Regulation 40(9) of the SEBI Listing Regulations and the same is filed with the Stock Exchanges.

All correspondence with regard to share transfers and matters related therewith may directly be addressed to the Registrar and Share Transfer Agents at the address given below:

| Particulars | Skyline Financial Services Private Limited |
|----------------|---|
| Contact Person | Mr. V K Rana |
| Address | D-153 A, 1 st Floor, Okhla Industrial Area, Phase - I, New Delhi-110 020 |
| Telephone No. | 011-40450193-97 |
| E-mail | admin@skylinerta.com |

Updation of PAN, KYC and Nomination: SEBI vide its circular dated 3rd November 2021 has inter alia, mandated that any service request shall be entertained only upon registration of PAN, KYC details, and nomination. The forms prescribed for these purposes are given below:

| Form | Purpose |
|------------|--|
| Form ISR-1 | Request for registering PAN, KYC details or Changes/Updation thereof |
| Form SH-13 | Nomination form |
| Form ISR-3 | Declaration to Opt-out for Nomination |
| Form SH-14 | Change in Nomination |

Members may access the above forms from website of the Company at:

<http://ajantasoya.com/downloads-2/>

The folios wherein any one of the cited document/details are not updated on or after 1st April 2023 shall be frozen by the RTA. Such members will not be permitted to lodge grievance or avail service request from the RTA, unless the KYC details are updated. Further, such member will not be eligible to receive dividend in physical mode if any.

The frozen folios will then be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002 after 31st December 2025.

(xi) Distribution of Shareholding as on 31st March 2022:

| Shareholding of Nominal Value of | | Shareholders | | Share Amount | |
|----------------------------------|----------|--------------|------------|------------------|------------|
| Rs. | Rs. | Number | % to Total | In Rs. | % to Total |
| (1) | (2) | (3) | (4) | (5) | (6) |
| Up to 5,000 | | 23842 | 95.21 | 25107300 | 15.60 |
| 5,001 | 10,000 | 670 | 2.68 | 5221020 | 3.24 |
| 10,001 | 20,000 | 271 | 1.08 | 4152250 | 2.58 |
| 20,001 | 30,000 | 87 | 0.35 | 2190520 | 1.36 |
| 30,001 | 40,000 | 38 | 0.15 | 1359880 | 0.84 |
| 40,001 | 50,000 | 24 | 0.10 | 1136040 | 0.71 |
| 50,001 | 1,00,000 | 51 | 0.20 | 3637020 | 2.26 |
| 1,00,001 and Above | | 58 | 0.23 | 118161950 | 73.41 |
| Total | | 25041 | 100 | 160965980 | 100 |

Category of shareholders as on 31st March 2022:

| SI No. | Category | No of Shares | Percentage of shareholding |
|--------|-----------------------------|--------------------|----------------------------|
| 1. | Promoter and Promoter Group | 75,42,054 | 46.85 % |
| 2. | Public Shareholding | 85,54,544 | 53.15 % |
| | Total | 1,60,96,598 | 100 % |

(xii) **Dematerialization of shares and liquidity:** As on 31st March 2022 about 91.48% of the Company's equity paid-up capital had been dematerialized. Trading in equity shares of the Company at the Stock Exchange is permitted compulsorily in Demat mode.

Further, effective 1st April 2019, SEBI has amended Regulation 40 of the SEBI LODR, which deals with transfer or transmission or transposition of securities. According to this amendment, the requests for effecting the transfer of listed securities shall not be processed unless the securities are held in Dematerialised form with a Depository. Therefore, for effecting any transfer, the securities shall mandatorily be required to be in Demat form.

(xiii) There are no outstanding GDRs/ ADRs/ Warrants or any Convertible other Instruments as on the date.

(xiv) **Plant Locations:** The Company has Vanaspati Plant and refinery located at:

**SP 916, RIICO Industrial Area
Phase III, Bhiwadi 301 019
Distt. Alwar, Rajasthan.**

(xv) **Address for Correspondence:** The shareholders may send their communication grievances/queries to the Registrar and Share Transfer Agents at their Address mentioned above or to the Company at:

**Investor Relation Centre
Ajanta Soya Limited
12th Floor, Bigjo's Tower, A-8, Netaji Subhash Place
Wazirpur Distt. Center, Delhi 110034
Phone: 011- 42515151
Fax: 011- 42515100
E-mail: cs@ajantasoya.com**

7. CERTIFICATE FROM PRACTICING COMPANY SECRETARY

Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the Listing Regulations, M/s. R&D Company Secretaries, Company Secretary in practice, Delhi, has certified that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/Ministry of Corporate Affairs or any such statutory authority and the certificate is annexed with this Report and forms an integral part of the Annual Report.

8. WEB LINK FOR VARIOUS POLICIES

The details of various other policies applicable on the Company are available on Investor Information under the Investor Relations and Financial Reports Tab on the website of the Company. <http://ajantasoya.com/investor-information-2/>.

9. CREDIT RATING

During the year Brickwork Ratings India Private Limited has assigned the Bank Loan External Ratings of the Company as mentioned below:

| | |
|---|----------------------------|
| Total Bank Loan Facilities Rated | Rs. 130 Crore |
| Long-Term Rating | BWR BBB (Stable) (Upgrade) |
| Short-Term Rating | BWR A3+ (Upgrade) |

10. DISCLOSURES
a) Related Party Transactions

There are no materially significant related party transactions with its Promoters, the Directors or the Management, their Subsidiaries or Relatives etc., which may have potential conflict with the interest of the company at large. The other related party transactions are given in **Point no. 41** of Notes on Accounts annexed to and forming the part of Balance Sheet and Profit and Loss Account of the Company.

The policy has been disclosed on the website of the Company at www.ajantasoya.com Web link for the same is <http://ajantasoya.com/wp-content/forms/POLICY%20ON%20RELATED%20PARTY%20TRANSACTIONS.pdf>

b) Non-Compliance by the Company, Penalties, Structures

There were no instances of non-compliance by the Company, penalties, structures imposed on the Company by the Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years.

c) Details of establishment of vigil mechanism, whistle blower policy and affirmation that no personnel has been denied access to the Audit Committee:

The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as defined under Regulation 22 of SEBI Listing Regulations for Directors and employees to report concerns about unethical behaviour.

Further no person has been denied access to the Chairman of the Audit Committee. The said policy has been also put up on the website of the Company.

d) Compliance with Mandatory Requirements and adoption of the non mandatory requirements:

The Company has fully complied with the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

e) Commodity Price Risk/Foreign Exchange Risk and Hedging Activities

Your Company has a robust framework and governance mechanism in place to ensure that the organization is adequately protected from the market volatility in terms of price and availability based on procurement team's monitoring and intelligence, forecasts of commodity prices and movements. A robust planning and strategy ensure the Company's interests are protected despite volatility in commodity prices. Your Company has managed the foreign exchange risk with appropriate hedging activities in accordance with the policies of the Company. The Company uses forward exchange contracts to hedge against its foreign currency exposures relating to the underlying transactions and firm commitment. The Company does not enter into any derivative instruments for trading or speculative purposes.

f) BSE Corporate Compliance & the Listing Centre:

BSE Listing are web-based application designed by BSE, for corporates to make submissions. All periodical compliance filings, inter alia, shareholding pattern, corporate governance report, corporate announcements, amongst others, are filed electronically in accordance with the Listing Regulations. Further, in compliance with the provisions of the Listing Regulations, all the disclosures made to the Stock Exchanges are in a format that allows users to find relevant information easily through a searching tool.

g) Code of Conduct for Prevention of Insider Trading

On December 31, 2018, Securities and Exchange Board of India amended the Prohibition of Insider Trading Regulations, 2015, prescribing various new requirements with effect from April 1, 2019. In line with the amendments, your Company has adopted an amended Code of Conduct to regulate, monitor and report trading by Designated Persons under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the same can be accessed on the website of the Company –

<http://ajantasoya.com/wp-content/forms/CODE%20OF%20CONDUCT%20FOR%20TRADING%20BY%20INSIDERS.pdf>.

Your Board of Directors has also approved the Code for Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) and the same can be accessed on the website of the Company –

<http://ajantasoya.com/wp-content/forms/CODE%20OF%20FAIR%20DISCLOSURES.pdf>

h) Fees to Statutory Auditors

| SI No. | Particular | Amount in Lakhs |
|---------------------------|-------------------------------|-----------------|
| 1. | Audit fees | 6.00 |
| 2. | Other matters – certification | 0.05 |
| Total (Net of GST) | | 6.05 |

i) Disclosure of Accounting Treatment

During the year under review, the Company followed the applicable Accounting Standards as specified under Section 133 of the Act, in the preparation of its financial statements.

j) Disclosure of the extent to which the discretionary requirements as specified in Part E of Schedule II have been adopted.
i. Maintenance of the Chairman's Office

The Company has not appointed any Chairman of the Company. The present board appoint Chairman for conducting board meeting and general meeting.

ii. Shareholders Rights

The quarterly and annual financial results of the Company are published in newspapers on an all India basis and are also posted on the Company's website www.ajantasoya.com Significant events if any are also posted on this website under the 'Investor relations' section.

iii. Modified opinion(s) in Audit Report

The Auditors have raised no qualifications on the financial statements of the Company.

iv. Separate posts of Chairman and CEO

The Company had not appointed any Chairman and CEO of the Company. Mr. Sushil Goyal is Managing Director of the Company.

v. Reporting of Internal Auditors

The Internal Auditor reports directly to the Audit Committee based on the inputs provided by the Management on their observations if any on a quarterly basis.

k) Disclosure of compliance of regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of regulation 46

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

11. CODE OF CONDUCT

The Board has formulated a code of conduct for the Board members and senior management of the Company. The same has also been posted on the website of the Company. All Board members and senior management personnel have affirmed their compliance with the code.

Declaration on compliance with code of conduct by the Managing Director:

The Board has formulated a code of conduct for the Board members and senior management of the Company, which has been posted on the website of the Company – www.ajantasoya.com.

It is hereby affirmed that all the Directors and Senior Management personnel have complied with the code of conduct framed by the Company and a confirmation to that effect has been obtained from the Directors and Senior Management.

Sd/-

Sushil Goyal
Managing Director

Compliance certificate from either the auditors or practicing company secretaries regarding compliance of conditions of corporate governance:

The Certificate from the Statutory Auditors of the Company regarding compliance of conditions of corporate governance is annexed with this Report and forms an integral part of the Annual Report.

CEO/CFO Certification

We, Sushil Goyal, Managing Director and Jai Gopal Sharma, Chief Financial Officer, responsible for the finance function certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31st March 2022 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) To the best of our knowledge and belief, no transactions entered into by the company during the year 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 and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we 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
 - (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 statements; and
 - (iii) instances of significant fraud of which we have become 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.

For Ajanta Soya Limited

Date : 13th August, 2022
Place: New Delhi

Sd/-
Sushil Goyal
Managing Director

Sd/-
Jai Gopal Sharma
Chief Financial Officer

**COMPLIANCE CERTIFICATE BY STATUTORY AUDITOR'S PURSUANT TO CLAUSE E OF SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015****To****The Members of
Ajanta Soya Limited**

1. The Corporate Governance Report prepared by **Ajanta Soya Limited (hereinafter the "Company")**, contains details as stipulated in regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('applicable criteria') with respect to Corporate Governance for the year ended March 31, 2022. This report is required by the Company for annual submission to the Stock exchange and to be sent to the Shareholders of the Company.

Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion whether the Company has complied with the specific requirements of the Listing Regulations.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
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.
7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedures include but not limited to verification of secretarial records and financial information of the Company and obtained necessary representations and declarations from directors including independent directors of the Company.
8. The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

Opinion

9. Based on the procedures performed by us as referred in paragraph 7 and 8 above and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended March 31, 2022, referred to in paragraph 1 above.

Other Matters and Restriction on Use

10. This Certificate 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.
11. This Certificate is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations and 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 or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Certificate for events and circumstances occurring after the date of this Certificate.

For PAWAN SHUBHAM & CO.
Chartered Accountants
FRN: 011573C
CA Pawan Kumar Agarwal
(Partner)
Membership Number: 092345
UDIN: 22092345APHEYI3829
Date: August 04, 2022
Place of Signature: New Delhi

**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

M/s Ajanta Soya Limited

SP 916, Phase-III, Industrial Area,

Bhiwadi – 301 019, Rajasthan

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Ajanta Soya Limited having CIN L15494RJ1992PLC016617 and having registered office at SP 916, Phase-III, Industrial Area, Bhiwadi – 301 019, Rajasthan (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with the 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) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year 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.

| S. No. | DIN | Name of Director | Date of Appointment in Company |
|--------|----------|---------------------------|--------------------------------|
| 1. | 00125275 | Shri Sushil Goyal | 06/03/1992 |
| 2. | 02321262 | Shri Abhey Goyal | 15/12/2008 |
| 3. | 00125411 | Shri Harsh Chander Kansal | 27/04/2002 |
| 4. | 00526206 | Shri Hemant Bansal | 14/08/2013 |
| 5. | 03432157 | Smt Sushila Jain | 28/03/2015 |
| 6. | 08912780 | Shri Sushil Kumar Solanki | 15/10/2020 |

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.

For R&D

Company Secretaries

Sd/-

Debabrata Deb Nath

Partner

FCS No.: 7775; CP No.: 8612

UDIN: F007775D000769624

Peer Review Certificate no. 1403/2021

Unique Identification No. P2005DE011200

Date: 09.08.2022

Place: Delhi

INDEPENDENT AUDITORS' REPORT

**To the Members of AJANTA SOYA LIMITED
REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2022**

1. We have audited the accompanying financial statements of **Ajanta Soya Limited ("the Company")**, which comprise the Balance Sheet as at 31st March, 2022, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows, the Statement of Changes in Equity for the year then ended, notes to the financial statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the financial statements).
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the 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 31st March, 2022, and its profit, total comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

| Sr. No. | Key Audit Matter | Auditor's Response |
|---------|--|---|
| 1 | <p>Revenue Recognition</p> <p>Revenue is recognised when the significant risk and rewards of the ownership have been transferred to the buyer and recovery of consideration is probable, the associated cost and possible return of goods can be measured reliably, there is no continuing effective control/managerial involvement in respect of the goods, and the amount of revenue can be measured reliably. The timing of such revenue recognition in case of sale of goods is when the control over the same is transferred to the customer, which is mainly upon delivery.</p> <p>The timing of revenue recognition is relevant to the reported performance of the company. The management consider revenue as a key measure for evaluation of performance.</p> <p>There is risk of revenue being recorded before the control is transferred.</p> <p>Refer Note no. 1 to the Ind-As financial statements – significant accounting policies, and note 22.</p> | <p>Principal Audit Procedure</p> <ul style="list-style-type: none"> • We assessed the appropriateness of the revenue recognition accounting policies by comparing with applicable accounting standard. • We tested the design, implementation and operating effectiveness of the managements system of IT Controls and key application controls and interfaces between the system control and key manual internal controls over the revenue recognition to assess the completeness of the revenue entries being recorded in the general accounting system. • We performed substantive testing by selecting the samples, key parties were taken care of while selecting the sample, by verifying the underlying documents, which included purchase order/bargain, management's control over dispatch of goods, delivery challan and the recovery of consideration within the credit limit as per the terms of the contract. • We performed cut-off testing for samples of revenue transactions recorded before and after the financial year end date by comparing with relevant underlying documentation, which included goods dispatch notes to assess whether the revenue is recognized as per policy. • Reviewed the disclosures included in the notes to the accompanying financial statements in respect of revenue, as specified in IndAs-115. |

| Sr. No. | Key Audit Matter | Auditor's Response |
|---------|--|--|
| 2 | <p><i>Provision for taxation, litigation and other significant provisions & contingencies</i></p> <p>Accrual for tax and other contingencies requires the management to make judgements and estimates in relation to the issues and exposures arising from a range of matters relating to direct / indirect tax, claims, general legal proceedings and other eventualities arising in the regular course of business.</p> <p>The key judgement lies in the estimation of provisions where they may differ from the future obligations. By nature, provision is difficult to estimate and includes many variables. Additionally, depending on timing, there is a risk that costs could be provided inappropriately that are not yet committed.</p> <p>Refer Note No. 32(l) to the financial statement.</p> | <p><i>Principal Audit Procedure</i></p> <ul style="list-style-type: none"> • We tested the effectiveness of controls around recording and re-assessment/ review of the contingent liabilities. • We used our professional judgement and experience to assess the value of material contingent liabilities in light of the nature of exposures, applicable regulations and related correspondence with the authorities. • We discussed the status and potential exposures in respect of significant litigation and claims with the company's management including their views on the likely outcome of each litigation and claim and the magnitude of potential exposure. and sighted any relevant opinions given by the advisors. • We assessed the adequacy of disclosures made. We performed retrospective review of management judgements relating to accounting estimate included in the financial statement of prior year and compared with the outcome. |

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

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

The information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information are expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above, when it becomes available, and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on our reading of these additional information, we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'the Auditors Responsibilities Relating to Other Information'.

Management's Responsibility for the Ind AS Financial Statements

6. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and statement of changes in equity of the Company in accordance with the accounting principles generally accepted in India, including Indian Accounting Standards (Ind AS) prescribed 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibility for the audit of financial statements

7. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

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

8. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:
 - a. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - b. 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 company has adequate internal financial controls system in place and the operating effectiveness of such controls.
 - c. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - d. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - e. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
9. Materiality is the magnitude of misstatements in the 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.
10. 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.
11. 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.
12. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

13. As required by Section 143 (3) of the Act, based on our audit, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in equity dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards (Ind AS) prescribed 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 of the Company as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure "A"**. Our report expresses an

unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

- g) In our opinion and as per information and explanations given to us, the managerial remuneration for the year ended March 31, 2022 has been paid/provided by the Company to its directors in accordance with the provisions of section 197 of the Act;
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations as at 31st March, 2022 on its financial position in its financial statements—Refer Note No. 32 of financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses 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 Company during the year ended on 31st March 2022.
 - iv. a) The management has represented that, to the best of its knowledge and 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 or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The management has represented that to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
 - v. The Company did not declared or paid any dividend during the year.
14. As required by the Companies (Auditor's Report) Order, 2020, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act ("the Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the **Annexure "B"**, a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.

For **PAWAN SHUBHAM & CO**
Chartered Accountants
Firm Registration Number: 011573C

Sd/-
CA Pawan Kumar Agarwal
Partner
Membership Number:092345
Place of signature: New Delhi
Date: 30th May, 2022
UDIN: 22092345AJXTJH5413

ANNEXURE "A"

TO THE INDEPENDENT AUDITOR'S REPORT

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE ACT

[Referred to in paragraph 13(f) of the Independent Auditors' Report of even date to the members of Ajanta Soya Limited on the Ind AS financial statements for the year ended 31st March, 2022]

1. We have audited the internal financial controls over financial reporting of Ajanta Soya Limited ("the Company") as of 31st March, 2022 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the

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

Auditor's Responsibility

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

Meaning of Internal Financial Controls Over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:
 - (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
 - (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

8. In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **PAWAN SHUBHAM & CO**
Chartered Accountants
Firm Registration Number: 011573C

Sd/-
CA Pawan Kumar Agarwal
Partner
Membership Number: 092345
Place of signature: New Delhi
Date: 30th May, 2022
UDIN: 22092345AJXTH5413

ANNEXURE “B”
TO THE INDEPENDENT AUDITOR'S REPORT
REPORT UNDER THE COMPANIES (AUDITORS REPORT) ORDER 2020 (CARO)

(Referred to in paragraph 14 of the Independent Auditors' Report of even date to the members of **Ajanta Soya Limited** on the Financial Statements for the year ended 31st March 2022), we report, on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable, as hereunder:

- 1) (a) (i) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment.
 - (ii) The Company has maintained proper records showing full particulars of intangible assets.
 - (b) The Company has a regular program of physical verification of its Property, Plant & Equipment by which Property, Plant & Equipment's are verified in the phased manner over a period of three years. In accordance with that plan, certain Property, Plant & Equipment's were verified during the year and no material discrepancies were noticed on such verification. In our Opinion, this periodicity of physical verification is reasonable having regard to the size of the company and nature of Property, Plant & Equipment.
 - (c) The Title deeds of immovable properties (other than properties where the company is the lessee and lease agreements are duly executed in favour of lessee) as disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the company as at the balance sheet date.
 - (d) The company has not revalued its Property, Plant and Equipment and intangible assets during the year.
 - (e) No proceedings have been initiated during the year nor any is pending against the Company as at March 31, 2022 for holding any Benami Property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- 2) (a) The Physical verification of Inventory (excluding stock in transit) has been conducted, in our opinion, at reasonable interval by the management and the coverage and procedure of such verification by the management is appropriate. The 'stock in transit', has been subsequently on actual receipt physically reconciled by the company. No discrepancies of 10% or more were noticed for each class of inventory.
 - (b) The company has been sanctioned working capital limits in excess of Rs. 5 crore, in aggregate, during the year, from banks on the basis of security of current assets. The quarterly returns or statements filed by the company with banks are broadly in agreement with the books of account of company, except the following:

| Description | Submitted to Bank | | As per Books | | Variations | |
|--|--|------------------|--------------|------------------|------------|------------------|
| | Qty (MT) | Amount (In Lacs) | Qty (MT) | Amount (In Lacs) | Qty (MT) | Amount (In Lacs) |
| Stock of Oil [including goods in transit and oil in process] | 6285.00 | 7,273.44 | 10,949.43 | 11,867.97 | (4,664.43) | (4,594.53) |
| Reason: | Company did not consider stock in transit for reporting to the Bank and therefore inventory as per Books were in excess. | | | | | |
| Trade payables | | 5,041.72 | | 12,624.86 | | (7,583.14) |
| Reason: | Creditors reported to banks were lesser, due to: a. Creditors against corresponding stock in transit were not considered for reporting to the bank in same manner as Stock in Transit; b. Margin in the form of FDR's against foreign acceptance were reduced from sundry creditors. | | | | | |

- 3) During the year, the Company has stood guarantee to one company and has made unsecured loan or advance in the nature of loan to other party.
 - a) The Company has stood guarantee to one company and has made unsecured loan or advance in the nature of loan to other party, during the year:-
 - i) Aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances and guarantees to other than subsidiaries, joint ventures and associates is given below:-

Rs. In Lakh

| Name | Relationship/ nature of transaction | Loan/ guarantee given during the year | Balance outstanding as at balancesheet date |
|-------------------|-------------------------------------|---------------------------------------|---|
| Jay Gopal Sharma | CFO/Loan | 0.50 | 0.38 |
| Dhruv Globals Ltd | Related Party/Corporate Guarantee | 4910.00 | 4910.00 |

- ii) The company has not granted any loan or advance in the nature of loan and stood guarantee during the year to subsidiaries, joint venture and associates as there is no subsidiary, joint venture and associates of the company during the year.
- b) In our opinion, the terms and conditions of grant of loan and advances in the nature of loan and stood guarantee are not prejudicial to the company's interest.
- c) The schedule of repayment of principal and interest, where applicable, has been stipulated and repayments are regular.
- d) In respect of loans or advances in the nature of loan, there is no overdue amount as at the balance sheet date.
- e) No loan or advance in the nature of loan which has fallen due during the year, has been renewed or extended of fresh loan granted to settle the overdue of existing loans given to the same party.
- f) According to the records of the Company, and information & explanation given to us and the record of the company examined by us, the company has not granted any loans or advances in nature of loan either repayable on demand or without specifying any terms or period of repayment.
- 4) In our Opinion, and according to the information and explanations given to us, the company has complied with the provision of section 185 and 186 of the Companies Act 2013 in respect of loan and investments made and guarantees and security provided by it.
- 5) The Company has not accepted any deposits from public. Accordingly, the Provision of Clause 3 (v) of the Order are not applicable to the company
- 6) Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost record as specified under section 148(1) of the Act in respect of its products. We have broadly reviewed the same and are of Opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not however made a detailed examination of the records with a view to determine whether they are accurate or complete.
- 7) a). According to the records of the Company, and information & explanation given to us and the record of the company examined by us, the Company has been regular in depositing the undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of customs, duty of excise, Value added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were in arrears as at 31st March 2022 for a period of more than six months from the date they became payable.

- b). Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2022 on account of disputes are given below:

| Name of the Statute | Nature if the Dues | Amount (Rs in lacs) | Amount deposited under protest (Rs in lacs) | Period to which the amount relates | Forums where dispute is pending |
|---------------------|--------------------|---------------------|---|------------------------------------|---------------------------------|
| FSSAI | Penalty | 4.00 | 2.00 | FY 2018-19 | Food Safety appellate tribunal |
| Custom Duty Act | Custom Duty | 215.62 | 7.89 | AY 2017-18 | CESTAT- Delhi |

- 8) According to the records of the company examined by us and information and explanation given to us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- 9) a) According to the information and explanation given to us and on the basis of our audit procedure, we report that the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- b) According to the information and explanation given to us and on the basis of our audit procedure, we report that the company is not declared wilful defaulter by any bank or financial institution or other lender
- c) According to the information and explanation given to us and procedure performed by us no term loan was raised by the company during the year.
- d) On an overall examination of the financial statements of the company, funds raised on short term basis have, prima facie, not been used during the year for long term purposes by the company.
- e) On an overall examination of the financial statements of the company, the Company has not taken any funds from any entity or person on account of or to meet the obligation of its subsidiary, associates or joint venture.
- f) The company has not raised any loan during the year on the pledge of securities held in its subsidiary, joint venture or associate company.
- 10) a) The Company has not raised any money by way of initial public offer, further public offer (including debt instruments) during the year and hence reporting under clause 3 (x) (a) of the Order is not applicable.
- b) During the year, the company has not made any preferential allotment or private placement of shares or convertible debenture (fully or partially or optionally convertible) and hence reporting under clause 3 (x)(b) of the Order is not applicable.

- 11) a) No fraud by the company and no material fraud on the company has been noticed or reported during the year.
b) No report under sub section (12) of section 143 of the companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
c) As represented to us by the management, no whistle blower complaints received were received by the company during the year (and up to the date of this report) and hence reporting under clause 3(xi)(c) of the Order is not applicable.
- 12) As the company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- 13) In our opinion, the Company is in compliance with provisions of Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- 14) a) In our opinion the Company has an adequate internal audit system commensurate with the size and nature of its business.
b) We have considered, the Internal Audit reports for the year under audit, issued to the company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- 15) In our opinion and according to the information and explanations given to us and on the basis of examination of books, the company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to company.
- 16) In our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934, hence reporting under clause 3(xvi) (a)(b) (c) and (d) of the order is not applicable.
- 17) On the basis of our examination of records of the Company, the Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- 18) There has been no resignation of the statutory auditors during the year.
- 19) On the basis of financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans, and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which cause us to believe that any material uncertainty exists as on the date of the audit report indicating that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We however, state that this is not an assurance as to 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.
- 20) a) According to the records of the company examined by us and the information and explanation given to us, there are no unspent amount towards Corporate Social Responsibility on other than ongoing project requiring a transfer to Fund specified in schedule VII to the companies Act, 2013 in compliance with second proviso to sub section (5) of section 135 of the said Act. Accordingly, reporting under Clause 3(xx)(a) of the order is not applicable for the year.
b) According to the records of the company examined by us and the information and explanation given to us, All the Projects of the Company were other than ongoing projects hence the company is not required to transferred any amount in special account under sub-section (5) of section 135 of the Companies Act. Accordingly, reporting under Clause 3(xx)(b) of the order is not applicable for the year.
- 21) According to the records of the company examined by us and the information and explanation given to us, company is not having any subsidiary, associates and joint venture. Accordingly, the provision of clause 3(xxi) of the order is not applicable to the company.

For **PAWAN SHUBHAM & CO**
Chartered Accountants
Firm Registration Number: 011573C

Sd/-
CA Pawan Kumar Agarwal
Partner
Membership Number: 092345
Place of signature: New Delhi
Date: 30th May, 2022
UDIN: 22092345AJXTJH5413



Balance sheet as at 31st March 2022

(Rs. in lacs)

| Particulars | | Note No. | As at 31st March 2022 | As at 31st March 2021 |
|---------------------------------------|--|----------|--------------------------|--------------------------|
| I. ASSETS | | | | |
| (1) Non-current assets | | | | |
| (a) | Property, plant and equipment | 2 | 4,037.20 | 3,477.31 |
| (b) | Intangible assets | 3 | 0.83 | 1.14 |
| (c) | Capital work-in-progress | 4 | - | 75.27 |
| (d) | Financial assets | | | |
| (i) | Investments | 5 | 686.17 | 485.85 |
| (ii) | Other financial assets | 7 | 326.37 | 249.30 |
| (e) | Other non-current assets | 8 | 89.81 | 122.67 |
| (2) Current assets | | | | |
| (a) | Inventories | 9 | 13,152.64 | 4,062.92 |
| (b) | Financial assets | | | |
| (i) | Investments | 5 | 1,706.17 | 1,361.44 |
| (ii) | Trade receivables | 10 | 2,203.12 | 1,819.36 |
| (iii) | Cash and cash equivalents | 11 | 501.80 | 518.37 |
| (iv) | Bank balance other than (iii) above | 12 | 3,200.80 | 1,618.70 |
| (v) | Loans | 6 | 1.95 | 3.06 |
| (vi) | Other financial assets | 7 | 30.54 | 44.00 |
| (c) | Other current assets | 13 | 517.26 | 2,166.52 |
| TOTAL ASSETS | | | 26,454.66 | 16,005.90 |
| II. EQUITY AND LIABILITIES | | | | |
| Equity | | | | |
| (a) | Equity share capital | 14 | 1,609.66 | 1,609.66 |
| (b) | Other equity | 15 | 10,709.68 | 6,326.16 |
| Liabilities | | | | |
| (1) Non-current liabilities | | | | |
| Financial liabilities | | | | |
| (i) | Borrowings | 16 | - | - |
| (b) | Provisions | 17 | 79.48 | 77.54 |
| (c) | Deferred tax liabilities (net) | 18 | 526.68 | 645.06 |
| (2) Current liabilities | | | | |
| Financial liabilities | | | | |
| (i) | Borrowings | 16 | - | 284.77 |
| (ii) | Trade payables | 19 | | |
| | total outstanding dues of micro enterprises and small enterprises | | 38.91 | 29.50 |
| | total outstanding dues of creditors other than micro enterprises and small enterprises | | 12,585.95 | 5,728.63 |
| (b) | Other current liabilities | 20 | 522.81 | 235.85 |
| (c) | Provisions | 17 | 36.08 | 33.25 |
| (d) | Current tax liability (net) | 21 | 345.41 | 1,035.48 |
| TOTAL EQUITY & LIABILITIES | | | 26,454.66 | 16,005.90 |

The accompanying notes form an integral part of these financial statements

1 to 49

-

-

As per our report of even date attached

For **Pawan Shubham & Co**

Chartered Accountants

Firm Registration No: 011573C

Sd/-

(Pawan Kumar Agarwal)

Partner

Membership No.: 092345

Place : New Delhi

Date : 30.05.2022

UDIN: 22092345AJXTJH5413

For and on the Behalf of Board of Directors

Sd/-

Sushil Goyal

(Managing Director)

DIN:00125275

Sd/-

Abhey Goyal

(Whole Time Director)

DIN:02321262

Sd/-

Jai Gopal Sharma

(Chief Financial Officer)

PAN:ANYPS9660D

Sd/-

Kapil

(Company Secretary)

M.NO. 10992

Statement of Profit and Loss for the year ended on 31st March 2022

(Rs. in lacs)

| Particulars | Note no. | For the year ended on 31st March 2022 | For the year ended on 31st March 2021 |
|--|----------|--|--|
| Income | | | |
| I Revenue from operations | 22 | 1,34,514.15 | 93,139.56 |
| II Other income | 23 | 515.92 | 763.05 |
| III Total Income | | <u>1,35,030.07</u> | <u>93,902.61</u> |
| IV Expenses | | | |
| Cost of materials consumed | 24 | 1,14,515.19 | 86,645.50 |
| Purchases of stock-in-trade | 25 | 11,974.11 | 401.64 |
| Changes in inventories of finished goods, stock in process and stock-in-trade | 26 | (876.61) | (902.58) |
| Employee benefits expense | 27 | 658.58 | 488.98 |
| Finance costs | 28 | 88.37 | 176.25 |
| Depreciation and amortisation expense | 29 | 188.92 | 162.40 |
| Other expenses | 30 | 3,495.26 | 2,872.13 |
| Total expenses | | <u>1,30,043.82</u> | <u>89,844.33</u> |
| V Profit/ (loss) before tax (III-IV) | | 4,986.25 | 4,058.28 |
| VI Tax expense | | | |
| a) Current tax | | 1,245.42 | 1,385.48 |
| b) Deferred tax charge/(reversal) | 18 | (164.07) | 165.78 |
| c) (Excess)/short for earlier years (Net) | | (315.03) | (7.07) |
| VII Profit/ (loss) for the Year (V-VI) | | <u>4,219.93</u> | <u>2,514.10</u> |
| VIII Other comprehensive income (net of tax) | 31 | | |
| Items that will not be reclassified to profit or loss | | 8.96 | 4.45 |
| Remeasurement of defined benefit plans | | 200.33 | 15.52 |
| Fair value of non current investments | | (45.69) | (7.76) |
| Income tax on above | | 163.60 | 12.21 |
| IX Total comprehensive income for the year (VII+VIII) | | <u>4,383.53</u> | <u>2,526.31</u> |
| XI <i>Basic earning per share (Rs.)</i> | 36 | 26.22 | 15.62 |
| <i>Diluted earning per share (Rs.)</i> | 36 | 26.22 | 15.62 |
| The accompanying notes form an integral part of these financial statements | 1 to 49 | | |

As per our report of even date attached

For **Pawan Shubham & Co**
Chartered Accountants
Firm Registration No: 011573C

Sd/-
(Pawan Kumar Agarwal)
Partner
Membership No.: 092345
Place : New Delhi
Date : 30.05.2022
UDIN: 22092345AJXTJH5413

For and on the Behalf of Board of Directors

Sd/-
Sushil Goyal
(Managing Director)
DIN:00125275

Sd/-
Abhey Goyal
(Whole Time Director)
DIN:02321262

Sd/-
Jai Gopal Sharma
(Chief Financial Officer)
PAN:ANYPS9660D

Sd/-
Kapil
(Company Secretary)
M.NO. 10992

Cash flow statement for the year ended on 31st March 2022

(Rs. in lacs)

| Particulars | Note No. | For the year ended on 31st March 2022 | For the year ended on 31st March 2021 |
|---|----------|--|--|
| A) CASH FLOW FROM OPERATING ACTIVITIES | | | |
| Net profit before tax | | 4,986.24 | 4,058.28 |
| Add: Non cash and non operating items | | | |
| Depreciation and amortization expenses | 29 | 188.92 | 162.40 |
| Property, plant and equipment discarded/written off | 30 | 12.88 | - |
| Finance costs | 28 | 88.37 | 176.25 |
| Provision for employee benefits | 27 | 18.97 | 18.99 |
| Fair value adjustment to security deposit | | (1.07) | (0.49) |
| Less: Non operating items | | | |
| Net Gain on sale of investments | | 73.09 | 51.34 |
| Profit on sale of fixed assets | | 0.41 | 5.16 |
| Net Gain on foreign currency transactions & translation | 23 | 295.17 | 568.69 |
| Interest from bank and others | | 75.93 | 109.54 |
| | | 444.60 | 734.73 |
| Operating profit before working capital changes | | 4,849.71 | 3,680.70 |
| Adjustments for: | | | |
| Inventories | | (9,089.71) | (59.86) |
| Trade & other receivables | | 1,338.17 | (1,652.07) |
| Trade payable and other liabilities | | 7,153.69 | 660.28 |
| Cash generated from operations before tax | | 4,251.86 | 2,629.05 |
| Less: Taxes paid | | 1,721.70 | 443.42 |
| Less: Leave encashment and gratuity paid | | 5.24 | 11.14 |
| Net cash from operating activities (A) | | 2,524.91 | 2,174.49 |
| B) CASH FLOW FROM INVESTING ACTIVITIES | | | |
| Payments towards property, plant & equipments | | (763.73) | (537.63) |
| Payments towards CWIP | | 75.27 | (18.78) |
| Interest received from bank & others | 23 | 75.93 | 109.54 |
| Sale proceeds of fixed assets | | 2.75 | 6.89 |
| Receipt/(Purchase) from sale of investment | | (271.65) | (1,359.49) |
| Change in investments made in FDR (pledged) | | (1,582.09) | (502.31) |
| Net cash used in investing activities (B) | | (2,463.51) | (2,301.78) |
| C) CASH FLOW FROM FINANCING ACTIVITIES | | | |
| Movement in short term borrowings | | (284.77) | 5.27 |
| Movement in other financial liabilities | | - | (32.79) |
| Net Gain / (loss) on foreign currency change | 23 | 295.17 | 568.69 |
| Finance cost | 28 | (88.37) | (176.25) |
| Net cash received in financing activities (C) | | (77.96) | 364.92 |
| D) NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C) | | (16.56) | 237.63 |
| Cash & cash equivalents as at beginning of period (excluding pledged FDR's) | 11 | 518.37 | 280.74 |
| Cash & cash equivalents as at end of period (excluding pledged FDR's) | 11 | 501.80 | 518.37 |
| The accompanying notes form an integral part of these financial statements | 1 to 49 | - | - |

(I) The Cash flow statement has been prepared under the 'Indirect Method' as set out in Ind AS 7-"Statement of Cash Flows".

(II) Figures in brackets represent deductions and outflows

(III) Cash & cash equivalents do not include fixed deposits pledged with bank and accrued interest thereon as the same are not highly liquid and readily convertible into cash.

(IV) The previous year's figures have been restated, wherever considered necessary.

For Pawan Shubham & Co
Chartered Accountants
Firm Registration No: 011573C

For and on the Behalf of Board of Directors

Sd/-
(Pawan Kumar Agarwal)
Partner
Membership No.: 092345

Place : New Delhi
Date : 30.05.2022
UDIN: 22092345AJXTJH5413

Sd/-
Sushil Goyal
(Managing Director)
DIN:00125275

Sd/-
Abhey Goyal
(Whole Time Director)
DIN:02321262

Sd/-
Jai Gopal Sharma
(Chief Financial Officer)
PAN:ANYPS9660D

Sd/-
Kapil
(Company Secretary)
M.NO. 10992



Statement of changes in equity (SOCIE) for the year ended on 31st March 2022

A. Equity share capital Note 14
Current reporting period

(Rs. in lacs)

| Balance at the beginning of the current reporting period | Changes in Equity Share Capital due to prior period errors | Restated balance at the beginning of the current reporting period | Change in equity share capital during the current year | Balance at the end of the current reporting period |
|--|--|---|--|--|
| 1609.66 | - | - | - | 1609.66 |

Previous reporting period

| Balance at the beginning of the current reporting period | Changes in Equity Share Capital due to prior period errors | Restated balance at the beginning of the current reporting period | Change in equity share capital during the current year | Balance at the end of the current reporting period |
|--|--|---|--|--|
| 1609.66 | - | - | - | 1609.66 |

B. Other Equity Note 15 (Rs. in lacs)

| | Note No. | Reserve and Surplus | | | | | | Total |
|--|----------|---------------------|----------------------------|------------------------|-----------------|-------------------|------------------------------|-----------|
| | | Capital Reserve | Securities premium reserve | Statutory Reserve Fund | General Reserve | Retained Earnings | Other comprehensive income * | |
| As at 1 st April 2020 | | 47.20 | 402.00 | 11.33 | 199.35 | 3,003.45 | 136.52 | 3,799.85 |
| Profit for the year | | | | | | 2,514.10 | - | 2,514.10 |
| Other comprehensive income for the year | 31 | | | | | - | 12.21 | 12.21 |
| Total comprehensive income for the year | | | | | | 2,514.10 | 12.21 | 2,526.31 |
| As at 31 st March 2021 | | 47.20 | 402.00 | 11.33 | 199.35 | 5,517.55 | 148.73 | 6,326.16 |
| Profit for the year | | | | | | 4,219.93 | - | 4,219.93 |
| Other comprehensive income for the year | 31 | | | | | - | 163.60 | 163.60 |
| Total comprehensive income for the year | | | | | | 4,219.93 | 163.60 | 4,383.53 |
| As at 31 st March 2022 | | 47.20 | 402.00 | 11.33 | 199.35 | 9,737.48 | 312.33 | 10,709.68 |

* Other comprehensive income represents :

- (I) Remeasurement of defined benefit plans (net of tax).
(ii) Valuation of non current investments at fair value (net of tax)

The accompanying notes form an integral part of these financial statements

As per our report of even date attached

For **Pawan Shubham & Co**

Chartered Accountants

Firm Registration No: 011573C

Sd/-

(Pawan Kumar Agarwal)

Partner

Membership No.: 092345

Place : New Delhi

Date : 30.05.2022

UDIN: 22092345AJXTJH5413

For and on the Behalf of Board of Directors

Sd/-

Sushil Goyal

(Managing Director)

DIN:00125275

Sd/-

Abhey Goyal

(Whole Time Director)

DIN:02321262

Sd/-

Jai Gopal Sharma

(Chief Financial Officer)

PAN:ANYPS9660D

Sd/-

Kapil

(Company Secretary)

M.NO. 10992

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31.03.2022
1. SIGNIFICANT ACCOUNTING POLICIES
i) BASIS OF PREPARATION OF FINANCIAL STATEMENTS

These financial statements consisting of Balance sheet as at 31.03.2022, the Statement of Profit and Loss including Other Comprehensive Income, Cash Flow Statement and Statement of change in equity for the year ended 31.03.2022 and a summary of significant accounting policies, notes to the financial statements and other explanatory information (together hereinafter referred to as 'Financial Statements') have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 (the "Act"), read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other accounting principles generally accepted in India.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements.

The financial statements are prepared on the historical cost basis, except for certain financial instruments which are measured at fair value.

Functional and presentation currency

The management has determined the currency of the primary economic environment in which the company operates i.e., functional currency, to be Indian Rupee (INR). The financial statements are presented in Indian Rupee, which is company's functional and presentation currency.

Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between the market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized 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 market prices (unadjusted) 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

ii) CURRENT VERSUS NON CURRENT CLASSIFICATION

All assets and liabilities are classified into current and non-current.

Assets

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

- a) it is expected to be realised in, or intended for sale or consumption in, the company's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is expected to be realised within twelve months after the reporting period; or
- d) it is cash or cash equivalent unless it 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.

Liabilities

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

- a) it is expected to be settled in the Company's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is due to be settled within twelve months after the reporting period; or
- d) the company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Terms of liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non current.

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

iii) USE OF ESTIMATES

The preparation of financial statements in conformity with Ind AS requires management to make estimates and assumptions that affect the reported amounts of Revenue, Expenses, Assets and Liabilities and disclosure of

contingent liabilities at the end of the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

iv) REVENUE

Effective April 1, 2018, the Company has applied Ind AS 115: Revenue from Contracts with Customers which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue. The impact of the adoption of the standard on the financial statements of the Company is insignificant.

Sale of goods

Revenue is recognised when the significant risk and rewards of the ownership have been transferred to the buyer, recovery of consideration is probable, the associated cost and possible return of goods can be measured reliably, there is no continuing effective control/managerial involvement in respect of the goods, and the amount of revenue can be measured reliably. The timing of the transfer of control varies depending on the individual terms of the sale.

Revenue from sale of goods in the course of ordinary activities is measured at the Fair Value of the consideration received or receivable net of returns, trade discount, and taxes and duties on behalf of government. Accumulated experience is used to estimate the provision for discounts and rebates, if any. Revenue is only recognized to the extent that it is highly probable a significant reversal will not occur.

Other Income

- a) Dividend income is recognised when right to receive dividend is established.
- b) Interest and other income are recognised on accrual basis on time proportion basis and measured at effective interest rate.

v) EXCISE DUTY:

Excise Duty to be accounted on the basis of both payments made in respect of goods cleared and also provision made for goods lying in factory premises. Cenvat credit is accounted on accrual basis on purchase of materials.

vi) EMPLOYEES BENEFITS:

- i) Retirement benefits in the form of Provident fund and Family Pension fund is a defined contribution scheme and the contributions are charged to the statement of profit and loss account of the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective funds.
- ii) Gratuity is a defined benefit obligation. Gratuity liability is accrued and provided for on the basis of an actuarial valuation on the projected unit credit method made at the end of the financial year.
- iii) Long term compensated balances in the form of leave encashment are provided for based on actuarial valuation at the end of the financial year. The actuarial valuation is done as per projected unit credit method.
- iv) Actuarial gains/losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income.

vii) PROPERTY, PLANT AND EQUIPMENT

Recognition and measurement

The cost of an item of property, plant and equipment ('PPE') is recognized as an asset if, and only if:

1. it is probable that future economic benefits associated with the item will flow to the entity; and
2. the cost of the item can be measured reliably.

Freehold/Leasehold land is carried at cost. Property, Plant and Equipments ('PPE') are measured at cost of acquisition or construction (which includes capitalised borrowing cost) including any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management less accumulated depreciation/amortisation (other than Freehold/Leasehold land where no amortization is made) and cumulative impairment losses & net of recoverable taxes.

The properties/assets, in respect of which beneficial transfer has been affected, even though pending execution/registration, are capitalised.

In case of PPE acquired out of capital grants/subsidy, the cost is reduced to the extent of capital grant/subsidy.

Subsequent Costs

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

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

Depreciation / amortization

- i) Depreciation on items of PPE is provided on straight line method in accordance with the useful life as specified in Schedule II to the Companies Act, 2013.
- ii) Depreciation on additions to assets or on sale/discard of assets is calculated pro-rata from the date of such addition or up to the date of such sale/ discardment.
- iii) No amounts are written off against Freehold/leasehold land by way of amortization.
- iv) Assets residual values and useful lives are reviewed and adjusted, if appropriate, at the end of each reporting period.

Intangible Assets**Recognition and measurement**

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the asset can be measured reliably. Intangible assets are recorded at the consideration paid for acquisition and are amortized over a period of five years from the date of acquisition.

Subsequent Costs

Subsequent cost is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure when incurred is recognised in statement of profit and loss. Intangible assets acquired separately are measured on initial recognition at cost. Subsequently intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses, if any.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit or loss when the asset is de-recognized.

Capital Work in Progress

The cost incurred on assets, which are not yet ready to use and capital inventory are disclosed under capital work-in-progress.

Expenditure incurred during the period of construction including all direct expenses (including finance cost) attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management is carried forward. On completion, the costs are allocable to the respective fixed assets. All costs attributable to respective assets are capitalized to the assets. Other expenses are capitalized to Plant and Machinery in proportion of the value of the assets.

viii) 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

a Financial Asset**Initial Recognition and measurement**

A financial asset is recognised in the balance sheet when the Company becomes party to the contractual provisions of the instrument. At initial recognition, the Company measures a financial asset (which are not measured at fair value through profit or loss) at its fair value plus or minus transaction costs that are directly attributable to the acquisition or issue of the financial asset.

Subsequent measurement

For purpose of subsequent measurement, financial assets are classified into:

1. Financial assets measured at amortised cost;
2. Financial assets measured at fair value through profit or loss (FVTPL); and
3. Financial assets measured at fair value through other comprehensive income (FVTOCI).

The Company classifies its financial assets in the above mentioned categories based on:

- A. The Company's business model for managing the financial assets, and
- B. The contractual cash flows characteristics of the financial asset.

A financial asset is measured at amortised cost if both of the following conditions are met:

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

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 finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

A financial asset is measured at fair value through other comprehensive income if both of the following conditions are met:

- A. The financial asset is held within a business model whose objective is achieved by both collecting the contractual cash flows and selling financial assets and
- B. The asset's contractual cash flows represents SPPI.

A financial asset is measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income. In addition, the Company may elect to designate a financial asset, 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').

b Financial Liabilities

Initial Recognition and measurement

All financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument. All financial liabilities are initially measured at fair value minus, in the case of financial liabilities not recorded at fair value through profit or loss, transaction costs that are attributable to the liability.

Classification and subsequent measurement

Financial liabilities are classified as measured at amortised cost or FVTPL.

A financial liability is classified as FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in the Statement of Profit and Loss.

Financial liabilities other than classified as FVTPL, are subsequently measured at amortised cost using the effective interest method. Interest expense are recognised in Statement of Profit and Loss. Any gain or loss on derecognition is also recognised in the Statement of Profit and Loss.

ix) INVESTMENTS

- (i) Investments in securities with intention to hold for long term, strategic investments and not held for sale are measured at FVTOCI and is charged/added to "Other Comprehensive Income". Fair Valuation of unlisted securities is determined based on recent available financial results and in case of listed securities the same is determined based on the prevailing market prices.
- (ii) Securities other than (i) above are measured at FVTPL and is charged/added to "Statement of Profit & Loss account".

x) VALUATION OF INVENTORIES

| Particulars / Item Type | Method of Valuation |
|--|---|
| 1. Raw Material, Packing Material & Consumables (including in transit) | At Cost |
| 2. Finished Goods (including in transit) | At Cost or net realisable value, whichever is lower |
| 3. Stock in process | At Cost |
| 4. By Products | At net realisable value |
| 5. Loose Tools | At cost and charged off when discarded |
| 6. Shares / Securities (Quoted) | At fair value |

The cost of inventories is determined using the FIFO and includes expenditure incurred in acquiring inventories, production or conversion and other costs incurred in bringing them to their respective present location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of manufacturing & related establishment overheads, depreciation etc based on normal operating capacity. The comparison of cost and realisable value is made on an item by item basis.

Net realisable value is estimated selling price in the ordinary course of business, less estimated cost of completion and the estimated costs necessary to make the sale.

All the spares, which are primarily meant to be used for capitalization (except consumables and maintenance stores), are considered as part of the plant & machinery and shown accordingly.

xi) FOREIGN CURRENCY TRANSACTIONS

Transactions and balances

Foreign Currency transactions during the year are recorded at rates of exchange prevailing on the date of transaction in the functional currency. Foreign currency monetary assets and Liabilities are translated at using the year-end exchange rate. Exchange gains and losses are duly recognised in the Statement of profit and loss.

All monetary assets and liabilities in foreign currency are restated at the end of the accounting period.

The Company uses derivative financial instruments, such as forward currency contracts, interest rate swaps and forward commodity contracts to hedge its foreign currency risks, interest rate risks and commodity price risks

respectively. Such derivative financial instruments are initially recognised at Fair Value on the date on which a derivative contract is entered into and are subsequently re-measured at Fair Value. Derivatives are carried as financial assets when the Fair Value is positive and as financial liabilities when the Fair Value is negative.

xii) TAXATION

Income tax expense comprises of current and deferred tax. Tax is recognised in statement of profit and loss, except to the extent that it relates to items recognised in the other comprehensive income or in the equity. In such cases, the tax is also recognised in the other comprehensive income or in equity.

(i) Current Tax

Provision for current Income Tax is made on the basis of estimated taxable income after taking into consideration, estimates of benefits admissible under the provisions of Income Tax, 1961.

Current tax assets and liabilities are offset only if, the company:

- a) has a legally enforceable right to set off the recognised amounts; and
- b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously

(ii) Deferred Tax

The company provides for deferred tax liability (after netting off deferred tax assets), based on the tax effect of temporary difference resulting from the recognition of items in the financial statements.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets (after, netting of deferred tax liabilities), are generally not recognized unless there exist strong circumstances for its adjustment/realization in near future.

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

(iii) Minimum Alternate Tax (MAT)

MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT Credit Entitlement. The company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that company will pay normal Income Tax during the specified period.

xiii) FINANCE LEASE

Where the Company is the Lessee:

Leases of Property, Plant and Equipment where the Company, as lessee, has substantially transferred all the risks and rewards of the ownership are classified as finance leases. Finance lease payments are capitalised at the lower of lease's inception at the Fair Value of the lease property and the present value of minimum lease payments. The corresponding rental obligations, if any, net of finance charges are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and the finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of Interest on the remaining balance of liability for each period.

Depreciation on assets taken on lease is charged at the rate applicable to similar type of Property, Plant and Equipment as per accounting policy of the company for depreciation as above. If the leased assets are returnable to lessor on the expiry of the period, depreciation is charged over its useful life or lease period whichever is shorter.

Lease payments are apportioned between the finance charge and the reduction of the outstanding liability in respect of assets taken on lease. Sub-lease payments received/ recoverable are recognized as other income.

xiv) OPERATING LEASES

Where the Company is the Lessee:

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 period of lease except where another systematic basis is more representative of time pattern in which economic benefits from the leased assets are consumed.

Where the Company is the Lessor:

Assets subject to operating leases are included in Property, Plant and Equipments. Lease income is recognized in the statement of profit and loss on a straight-line basis over the lease term. Costs including depreciation are recognized as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of profit and loss.

xv) EARNINGS PER SHARE :

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for the events of bonus issue and share split.

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

xvi) PROVISIONS

A Provision is recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and 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. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates.

xvii) CONTINGENT LIABILITIES

A disclosure is made for a contingent liability when there is a:

- a) possible obligation, the existence of which will be confirmed by the occurrence/non-occurrence of one or more uncertain future events, not fully within the control of the Company;
- b) present obligation, where it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation;
- c) present obligation, where a reliable estimate cannot be made.

xviii) SEGMENT REPORTING***Basis of Segment Reporting***

The company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

Inter-segment Transfers

The Company generally accounts for inter-segment sales and transfers as if the sales or transfers were to third parties at current market prices.

Allocation of common costs

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Unallocated items

Other segment includes income and expense items which are not allocated to any business segment.

xix) CASH AND CASH EQUIVALENTS

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less. Non-cash transactions are excluded from the cash flow statement.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31.03.2022
Note: 2 Property, Plant and Equipment

(Rs. in lacs)

| Particulars | GROSS BLOCK | | | | DEPRECIATION/AMORTIZATION/DEPLETION | | | | NET BLOCK | |
|---------------------------------------|--------------------------|---------------|-------------------------|--------------------------|-------------------------------------|---------------------|--------------------------------------|--------------------------|--------------------------|--------------------------|
| | Balance as at 01.04.2021 | Additions | Disposals / Adjustments | Balance as at 31.03.2022 | Balance as at 01.04.2021 | Charge for the year | Eliminated on disposal / adjustments | Balance as at 31.03.2022 | Balance as at 31.03.2022 | Balance as at 01.04.2021 |
| Leasehold Land | 47.83 | - | - | 47.83 | - | - | - | - | 47.83 | 47.83 |
| Freehold Land | - | 12.15 | - | 12.15 | - | - | - | - | 12.15 | - |
| Buildings* | 707.51 | - | - | 707.51 | 243.41 | 23.30 | - | 266.71 | 440.80 | 464.09 |
| Plant and Equipment | 3,609.76 | 599.69 | 110.59 | 4,098.86 | 780.51 | 137.66 | 97.71 | 820.45 | 3,278.41 | 2,829.25 |
| Electrical Installations and Fittings | 142.89 | - | - | 142.89 | 77.53 | 9.22 | - | 86.75 | 56.14 | 65.36 |
| Furniture and Fixtures | 28.91 | 0.26 | - | 29.17 | 26.55 | 0.30 | - | 26.85 | 2.32 | 2.36 |
| Vehicles | 145.33 | 147.98 | 7.43 | 285.87 | 92.75 | 13.74 | 5.09 | 101.39 | 184.48 | 52.58 |
| Laboratory Equipments | 17.61 | - | - | 17.61 | 9.08 | 1.32 | - | 10.40 | 7.21 | 8.53 |
| Other Office Equipments & Appliances | 118.11 | 3.65 | - | 121.76 | 110.81 | 3.08 | - | 113.89 | 7.87 | 7.29 |
| TOTAL | 4,817.95 | 763.73 | 118.02 | 5,463.65 | 1,340.64 | 188.61 | 102.81 | 1,426.44 | 4,037.20 | 3,477.31 |

(Rs. in lacs)

| Particulars | GROSS BLOCK | | | | DEPRECIATION/AMORTIZATION/DEPLETION | | | | NET BLOCK | |
|---------------------------------------|--------------------------|---------------|-------------------------|--------------------------|-------------------------------------|---------------------|--------------------------------------|--------------------------|--------------------------|--------------------------|
| | Balance as at 01.04.2020 | Additions | Disposals / Adjustments | Balance as at 31.03.2021 | Balance as at 01.04.2020 | Charge for the year | Eliminated on disposal / adjustments | Balance as at 31.03.2021 | Balance as at 31.03.2021 | Balance as at 01.04.2020 |
| Leasehold Land | 47.83 | - | - | 47.83 | - | - | - | - | 47.83 | 47.83 |
| Buildings* | 707.50 | - | - | 707.50 | 220.11 | 23.30 | - | 243.41 | 464.09 | 487.40 |
| Plant and Equipment | 3,088.61 | 536.04 | 14.89 | 3,609.76 | 683.00 | 111.65 | 14.14 | 780.51 | 2,829.25 | 2,405.60 |
| Electrical Installations and Fittings | 142.89 | - | - | 142.89 | 68.25 | 9.28 | - | 77.53 | 65.36 | 74.64 |
| Furniture and Fixtures | 28.76 | 0.16 | - | 28.91 | 25.60 | 0.95 | - | 26.55 | 2.36 | 3.16 |
| Vehicles | 165.18 | - | 19.85 | 145.33 | 99.16 | 12.45 | 18.86 | 92.75 | 52.58 | 66.02 |
| Laboratory Equipments | 17.61 | - | - | 17.61 | 7.71 | 1.37 | - | 9.08 | 8.53 | 9.90 |
| Other Office Equipments & Appliances | 116.78 | 1.33 | - | 118.11 | 108.01 | 2.80 | - | 110.81 | 7.30 | 8.77 |
| TOTAL | 4,315.16 | 537.53 | 34.74 | 4,817.94 | 1,211.84 | 161.81 | 33.00 | 1,340.64 | 3,477.31 | 3,103.32 |

Note

*1. Buildings include Rs. 16.27 lacs (P.Y. Rs. 16.27 lacs) under Flat Buyer's Agreement having physical possession but pending Execution and Registration of Conveyance deed in the name of the Company.

2. Refer Note No. 16 for property, plant & equipment pledged as a security.

**Note: 3
Intangible Assets**

(Rs. in lacs)

| Particulars | GROSS BLOCK | | | | DEPRECIATION/AMORTIZATION/DEPLETION | | | | NET BLOCK | |
|-------------------|--------------------------|-----------|-------------------------|--------------------------|-------------------------------------|---------------------|--------------------------------------|--------------------------|--------------------------|--------------------------|
| | Balance as at 01.04.2021 | Additions | Disposals / Adjustments | Balance as at 31.03.2022 | Balance as at 01.04.2021 | Charge for the year | Eliminated on disposal / adjustments | Balance as at 31.03.2022 | Balance as at 31.03.2022 | Balance as at 31.03.2021 |
| Computer Software | 6.06 | - | - | 6.06 | 4.92 | 0.31 | - | 5.23 | 0.83 | 1.14 |
| TOTAL | 6.06 | - | - | 6.06 | 4.92 | 0.31 | - | 5.23 | 0.83 | 1.14 |

(Rs. in lacs)

| Particulars | GROSS BLOCK | | | | DEPRECIATION/AMORTIZATION/DEPLETION | | | | NET BLOCK | |
|-------------------|--------------------------|-------------|-------------------------|--------------------------|-------------------------------------|---------------------|--------------------------------------|--------------------------|--------------------------|--------------------------|
| | Balance as at 01.04.2020 | Additions | Disposals / Adjustments | Balance as at 31.03.2021 | Balance as at 01.04.2020 | Charge for the year | Eliminated on disposal / adjustments | Balance as at 31.03.2021 | Balance as at 31.03.2021 | Balance as at 31.03.2020 |
| Computer Software | 5.95 | 0.11 | - | 6.06 | 4.32 | 0.60 | - | 4.92 | 1.14 | 1.63 |
| TOTAL | 5.95 | 0.11 | - | 6.06 | 4.32 | 0.60 | - | 4.92 | 1.14 | 1.63 |

**Note: 4 Capital work in progress**

(Rs. in lacs)

| Particulars | As at | |
|--------------------------------------|-----------------|-----------------|
| | 31st March 2022 | 31st March 2021 |
| Plant and equipment | | |
| Balance at the beginning of the year | 75.27 | 56.49 |
| Additions during the year | 516.04 | 554.35 |
| Transfer to PPE during the year | <u>(591.31)</u> | <u>(535.57)</u> |
| Balance at the end of the year | - | 75.27 |
| Total | <u>-</u> | <u>75.27</u> |

CWIP ageing schedule for the year ended as on March 31, 2022 and March 31, 2021 is as follows:

| CWIP | CWIP | | | | Total |
|---|------------------|-----------|-----------|-------------------|-------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Projects in progress- PNG Boiler | | | | | |
| For the year ended 31.03.2022 | - | - | - | - | - |
| For the year ended 31.03.2021 | 75.27 | - | - | - | 75.27 |
| Projects temporarily suspended | | | | | |
| For the year ended 31.03.2022 | - | - | - | - | - |
| For the year ended 31.03.2021 | - | - | - | - | - |

Note: 5 Investments

(Rs. in lacs)

| Particulars | As at | |
|-------------|-----------------|-----------------|
| | 31st March 2022 | 31st March 2021 |

Non-current investments**Investments in Equity Instruments (Unquoted)***(Measured at fair value through Other comprehensive income)(FVTOCI)*

| | | |
|---|---------------|---------------|
| - DG Estates Pvt. Ltd. | 159.75 | 141.52 |
| 2,94,500 (31st March 2021; 2,94,500) Equity shares of Rs. 10 each fully paid up | | - |
| - Dhruv Globals Limited | 418.73 | 214.97 |
| 3,68,050 (31st March 2021; 3,68,050) Equity shares of Rs. 10 each fully paid up | | - |
| - Ajanta Realtech Pvt Ltd | 107.69 | 129.36 |
| 95,000 (31st March 2021; 95,000) Equity shares of Rs. 10 each fully paid up | | |
| Total | <u>686.17</u> | <u>485.85</u> |
| <i>Aggregate amount of unquoted investment</i> | <u>686.17</u> | <u>485.85</u> |
| <i>Aggregate amount of impairment in value of investments</i> | - | - |



| Particulars | (Rs. in lacs) | |
|---|-----------------|-----------------|
| | As at | As at |
| | 31st March 2022 | 31st March 2021 |
| Current | | |
| <i>(Measured at fair value through statement of profit & loss account)(FVTPL)</i> | | |
| Investment in Mutual Fund (Unquoted) | | |
| - SBI Magnum Ultra SDF direct growth | 1,700.96 | 1,361.44 |
| 35,102.75 units (31st March 2021; 29,104.15) Nav as on | | - |
| 31st March 2022 Rs. 4,845.65 (31st March 2021; Rs. 4,677.82) each | | |
| - UTI Nifty Index fund | 3.68 | - |
| 3130.12 units (31st March 2021; Nil) Nav as on | | - |
| 31st March Rs. 2022 Rs. 117.56 each | | |
| - UTI Nifty next 50 Index fund | 1.53 | - |
| 10,272.16 units (31st March 2021; Nil) Nav as on | | - |
| 31st March 2022 Rs. 14.96 each | | |
| Total | 1,706.17 | 1,361.44 |

Notes :

- (i) Investments in securities with intention to hold for long term and not held for sale are measured at FVTOCI and is charged/added to "Other Comprehensive Income". Fair Valuation of unlisted securities is determined based on last available financial results/published NAV's and in case of listed securities the same is determined based on the prevailing market prices and published NAV.
- (ii) Securities other than (i) above are measured at FVTPL and is charged/added to "Statement of Profit & Loss account".

Note: 6 Loans

| Particulars | (Rs. in lacs) | |
|---|-----------------|-----------------|
| | As at | As at |
| | 31st March 2022 | 31st March 2021 |
| Current | | |
| <i>(Unsecured & considered good, unless stated otherwise)</i> | | |
| Loan to employees * | 1.95 | 3.06 |
| Total | 1.95 | 3.06 |

* Includes Rs. 0.38 Lacs (P.Y. Rs. 0.16 Lacs) due from CFO of the company.

**Note: 7 Other Financial Assets****(Rs. in lacs)**

| Particulars | As at | |
|---|-----------------|-----------------|
| | 31st March 2022 | 31st March 2021 |
| Non-current | | |
| <i>(Unsecured & considered good, unless stated otherwise)</i> | | |
| Security and other deposits | | |
| Considered good | 326.37 | 249.30 |
| Considered doubtful | 1.68 | - |
| Less: Provision for doubtful | 1.68 | - |
| Total | 326.37 | 249.30 |
| Current | | |
| <i>(Unsecured & considered good, unless stated otherwise)</i> | | |
| Interest accrued on term deposits but not due (net of TDS) | 30.54 | 44.00 |
| Total | 30.54 | 44.00 |

Note: 8 Other Non-Current Assets**(Rs. in lacs)**

| Particulars | As at | |
|---|-----------------|-----------------|
| | 31st March 2022 | 31st March 2021 |
| Capital advance | 53.12 | 53.12 |
| Prepaid expense | 26.80 | - |
| Balances with tax authorities * | 9.89 | 69.55 |
| Total | 89.81 | 122.67 |
| * Balances with tax authorities include : | | |
| Input VAT recoverable | - | 38.76 |
| Deposited under protest with FSSAI [refer note no. 32(I)(c)ii] | 2.00 | 2.00 |
| Deposited under protest - Entry Tax [refer note no. 32(I)(c)iii] | - | 20.90 |
| Deposited under protest - Custom Duty [refer note no. 32(I)(c)iv] | 7.89 | 7.89 |



Note: 9 Inventories

(Rs. in lacs)

| Particulars | Method of Valuation | As at | As at |
|--|-------------------------|------------------|-----------------|
| | | 31st March 2022 | 31st March 2021 |
| Raw Material-edible oil (including in transit) | At Cost | 9,764.33 | 1,565.31 |
| Stock-in-process | At Cost | 2,103.65 | 1,307.71 |
| Finished goods | At lower of cost or NRV | 910.46 | 814.19 |
| By-products | At NRV | 17.55 | 33.16 |
| Packing material | At Cost | 179.90 | 191.09 |
| Chemical and fuel | At Cost | 77.90 | 70.97 |
| Stores & spares | At Cost | 98.57 | 80.21 |
| Others: | | | - |
| - Shares and securities | At Fair Value | 0.28 | 0.28 |
| Total | | 13,152.64 | 4,062.92 |

Note- Inventories are hypothecated as security against bank borrowings (refer Note No- 16)

Note: 10 Trade Receivables

(Rs. in lacs)

| Particulars | As at | |
|--|-----------------|-----------------|
| | 31st March 2022 | 31st March 2021 |
| Current | | |
| <i>(Unsecured, considered good, unless otherwise stated)</i> | | |
| Trade Receivables | | |
| Considered good | 2,203.12 | 1,819.36 |
| Considered doubtful | 12.90 | - |
| Less: Provision for doubtful | 12.90 | - |
| Total | 2,203.12 | 1,819.36 |

Trade receivables (current) ageing schedule as at March 31, 2022 and March 31, 2021:

(Rs. in lacs)

| Particular | 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 receivables - considered good | 2,202.92 (1,805.46) | 0.20 (13.41) | - (0.49) | - (-) | - (-) | 2,203.12 (1,819.36) |
| (ii) Undisputed Trade receivables - Which have significant increase in credit risk | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) |
| (iii) Undisputed Trade receivables - credit impaired | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) |
| (iv) Disputed Trade receivables - considered good | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) |
| (v) Disputed Trade receivables - Which have significant increase in credit risk | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) |
| (vi) Disputed Trade receivables - credit impaired | - (-) | - (-) | - (-) | - (-) | - (-) | - (-) |
| Total | 2,203 (1,805.46) | 0 (13.41) | - (0.49) | - (-) | - (-) | 2,203.12 (1,819.36) |

Note: i) Previous year figures are indicated in brackets.

Note: ii) Ageing has been considered from date of transaction.

Note: 11 Cash & cash equivalents
(Rs. in lacs)

| Particulars | As at | As at |
|------------------------|-----------------|-----------------|
| | 31st March 2022 | 31st March 2021 |
| Balance with banks: | | |
| In Current accounts | 0.35 | 7.34 |
| In Cash credit account | 497.56 | 505.86 |
| Cash on hand | 3.89 | 5.17 |
| Total | 501.80 | 518.37 |

Note: 12 Bank Balance other than cash and cash equivalents
(Rs. in lacs)

| Particulars | As at | As at |
|---|-----------------|-----------------|
| | 31st March 2022 | 31st March 2021 |
| Bank balance other than cash and cash equivalents | | |
| In Fixed deposits* | 3,200.80 | 1,618.70 |
| <i>(Pledged with banks as margin money for issuing bank guarantees, letter of credits.)</i> | | |
| *Original maturity is more than 3 month but less than 12 month | | |
| Total | 3,200.80 | 1,618.70 |

Note: 13 Other current assets
(Rs. in lacs)

| Particulars | As at | As at |
|--|-----------------|-----------------|
| | 31st March 2022 | 31st March 2021 |
| Advances other than capital advance | | |
| Advance to director | 5.65 | - |
| Other advances | | - |
| -Staff advance & imprest | 0.06 | 0.05 |
| -Advance to suppliers | | - |
| Considered good | 51.16 | 1,497.16 |
| Considered doubtful | 6.84 | - |
| Less: Provision for doubtful | 6.84 | - |
| Others | | |
| Prepaid expenses | 22.37 | 24.84 |
| Balances with tax authorities | 438.02 | 644.46 |
| Total | 517.26 | 2,166.52 |

Note 14 Share capital
(Rs. in lacs)

| Particulars | As at 31st March 2022 | | As at 31st March 2021 | |
|---|-----------------------|-----------------|-----------------------|-----------------|
| | No. of Shares | Amount | No. of Shares | Amount |
| (a) Authorised equity shares (Equity shares of Rs. 10 each) | 1,61,00,000 | 1,610.00 | 1,61,00,000 | 1,610.00 |
| (b) Issued, subscribed and fully paid up (Equity shares of Rs. 10 each) | | | | |
| Balance at the beginning of the year | 1,60,96,598 | 1,609.66 | 1,60,96,598 | 1,609.66 |
| Changes in equity share capital during the year | - | - | - | - |
| Balance at the end of the year | <u>1,60,96,598</u> | <u>1,609.66</u> | <u>1,60,96,598</u> | <u>1,609.66</u> |

The Reconciliation of Number of Shares outstanding at the beginning and at the end of the year

| Particulars | As at 31st March 2022 | | As at 31st March 2021 | |
|--------------------------------------|-----------------------|-----------------|-----------------------|-----------------|
| | No. of Shares | Amount | No. of Shares | Amount |
| (a) Equity | | | | |
| Balance at the beginning of the year | 1,60,96,598 | 1,609.66 | 1,60,96,598 | 1,609.66 |
| Increase/decrease during the year | - | - | - | - |
| Balance at the end of the year | <u>1,60,96,598</u> | <u>1,609.66</u> | <u>1,60,96,598</u> | <u>1,609.66</u> |

Terms of Rights, preferences and restriction attached to shares

The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed, if any, by the Board of Directors is subject to the approval of shareholders except in case of interim dividend. In event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company, after distribution of all preferential amount in proportion of their shareholding.

Details of shareholders holding more than 5% of the aggregate equity shares of the Company

| Particulars | As at 31st March 2022 | | As at 31st March 2021 | |
|--|-----------------------|-------|-----------------------|-------|
| | No. of Shares | % | No. of Shares | % |
| Equity shares of Rs.10 each fully paid | | | | |
| Cosmic Alloys and Metal Works Pvt. Ltd | 18,00,000 | 11.18 | 18,00,000 | 11.18 |
| Sangeetha S | 15,16,688 | 9.42 | 16,20,698 | 10.07 |
| Sushil Kumar Goyal | 11,22,578 | 6.97 | - | - |
| Harshit Finvest Pvt. Ltd. | 10,50,000 | 6.52 | 11,10,978 | 6.90 |
| Arun Kumar Jain | - | - | 8,88,466 | 5.52 |

Shareholding of promoters

Promoter's shareholding as at March 31, 2022 and percentage change in shareholding during the year as compared to previous year is as follows:

| Promoter name | No. of Shares as at March 31, 2022 | % of total shares | % Change during the year | No. of Shares as at March 31, 2021 |
|---------------------------------------|---------------------------------------|----------------------|-----------------------------|---------------------------------------|
| Promoter | | | | |
| Sushil Kumar Goyal | 11,22,578 | 6.97 | 3.78 | 5,13,464 |
| Abhey Goyal | 6,13,298 | 3.81 | - | 6,13,298 |
| Sohan Lal Goyal | - | - | (1.42) | 2,29,114 |
| Promoter's Group | | | | |
| Gagan Goyal | 3,77,008 | 2.34 | - | 3,77,008 |
| Sangeeta Goyal | 1,67,031 | 1.04 | - | 1,67,031 |
| Dhruv Goyal | 93,005 | 0.58 | - | 93,005 |
| Arvind Goyal | 73,000 | 0.45 | - | 73,000 |
| Chander Kala Goyal | 27,576 | 0.17 | (2.36) | 4,07,576 |
| Renu Goyal | 22,600 | 0.14 | - | 22,600 |
| Chandni Goyal | 7,996 | 0.05 | - | 7,996 |
| Prachi Goyal | 1 | 0.00 | - | 1 |
| Sri Ram Goyal | 6,97,700 | 4.33 | - | 6,97,700 |
| Ameeta Goyal | 5,25,329 | 3.26 | - | 5,25,329 |
| Bishan Goyal | 5,24,643 | 3.26 | - | 5,24,643 |
| Uma Goyal | 4,78,918 | 2.98 | - | 4,78,918 |
| Cosmic Alloys And Metal Works Pvt Ltd | 18,00,000 | 11.18 | - | 18,00,000 |
| Sri Ram Goyal (Huf) | 4,26,373 | 2.65 | - | 4,26,373 |
| Sushil Kumar Goyal (Huf) | 3,46,817 | 2.15 | - | 3,46,817 |
| Sohan Lal Goyal (Huf) | 1,29,822 | 0.81 | - | 1,29,822 |
| Bishan Dass Goyal (Huf) | 1,08,359 | 0.67 | - | 1,08,359 |
| Total | 75,42,054 | 46.85 | - | 75,42,054 |

Note 15 Other equity
(Rs. in lacs)

| Particulars | As at | |
|--------------------------------------|------------------|-----------------|
| | 31st March 2022 | 31st March 2021 |
| Capital reserve | 47.20 | 47.20 |
| Security premium | 402.00 | 402.00 |
| Statutory reserve fund | 11.33 | 11.33 |
| General reserve | 199.35 | 199.35 |
| Other Comprehensive income* | 312.31 | 148.73 |
| Retained earning | | |
| Balance at the beginning of the year | 5,517.55 | 3,003.45 |
| Add- Profit for the year | 4,219.93 | 9,737.49 |
| | 10,709.68 | 2,514.10 |
| | | 5,517.55 |
| | | 6,326.16 |

* Other comprehensive income represents :

- (i) Remeasurement of defined benefit plans (net of tax).
- (ii) Valuation of non current investments at fair value (net of tax)

Note: 16 Financial Liabilities
(Rs. in lacs)

| Particulars | As at | |
|----------------------------------|-----------------|-----------------|
| | 31st March 2022 | 31st March 2021 |
| Borrowings - Non-current | - | - |
| Total | - | - |
| Borrowings - Current | | |
| Secured Loans | - | 284.77 |
| Working capital loans from Banks | | |
| Total | - | 284.77 |

The above loans are secured by way of:

- i) First pari-passu charge including hypothecation of company's entire current assets both present and future along with Standard chartered bank in consortium.
- ii) Further secured by way of personal guarantee of Managing Director, four other Directors & two relatives of directors of the company along with a corporate guarantee of another companies under the same management.
- iii) Collaterally secured by way of first pari-passu charge with Standard chartered bank under consortium :-
 - a) On entire fixed assets of the company, including factory land & building but excluding leasehold one commercial flats at Bigjos Tower, wazirpur, Delhi.
 - b) On a residential house belonging to a director and a commercial property belonging to relatives of directors/group company.
- iv) The working capital limits are valid for twelve months and are renewable on year to year basis

Note: 17 Provisions
(Rs. in lacs)

| Particulars | As at | |
|----------------------------------|-----------------|-----------------|
| | 31st March 2022 | 31st March 2021 |
| Non-current | | |
| Provision for employees benefits | | |
| Gratuity | 69.10 | 65.98 |
| Leave encashment | 10.38 | 11.56 |
| Total | 79.48 | 77.54 |
| Current | | |
| Provision for employees benefits | | |
| Gratuity | 34.05 | 30.02 |
| Leave encashment | 2.03 | 3.23 |
| Total | 36.08 | 33.25 |

**Note: 18 Deferred tax liability (net)****(Rs. in lacs)**

| Particulars | As at | |
|--|-----------------|-----------------|
| | 31st March 2022 | 31st March 2021 |
| <i>Deferred tax liabilities (net of deferred tax assets) arising on account of temporary differences as under:</i> | | |
| Deferred tax liabilities | | |
| in respect of fixed assets | 501.45 | 671.41 |
| in respect of non current investment | 62.59 | 16.91 |
| | <u>564.04</u> | <u>688.32</u> |
| Deferred tax assets | | |
| disallowances under the Income tax act, 1961 | 37.36 | 43.26 |
| | <u>37.36</u> | <u>43.26</u> |
| Accumulated deferred tax (asset) / liability (net) | 526.68 | 645.06 |
| <i>Deferred tax charge/(reversal) recognised for the year</i> | (164.07) | 55.27 |

Note: 19 Trade payables**(Rs. in lacs)**

| Particulars | As at | |
|--|------------------|-----------------|
| | 31st March 2022 | 31st March 2021 |
| Current | | |
| Total outstanding dues to micro enterprises and small enterprises (as per the intimation received from the vendors)* | 38.91 | 29.50 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | | |
| a) Acceptances | 12,071.61 | 4,973.83 |
| b) Others | <u>514.34</u> | <u>754.80</u> |
| | <u>12,585.95</u> | <u>5,728.63</u> |
| Total | 12,624.86 | 5,758.13 |
| *a) principal and interest amount remaining unpaid | 38.91 | 29.50 |
| b) interest paid by the Company in terms of Section 16 of the MSME Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day. | - | - |
| c) interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the MSME Act, 2006 | - | - |
| d) interest accrued and remaining unpaid | - | - |
| e) interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises. | - | - |

Trade payables (Current) ageing schedule as at March 31, 2022 and March 31, 2021:
(Rs. in lacs)

| Particular | Outstanding for following periods from due date of payment | | | | Total |
|-----------------------------|--|-------------|-------------|-------------------|------------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (I) MSME | 38.91 | - | - | - | 38.91 |
| | (29.50) | (-) | (-) | (-) | (29.50) |
| (ii) Other | 12,583.94 | 1.38 | 0.63 | - | 12,585.95 |
| | (5,713.15) | (15.25) | (0.23) | (-) | (5,728.63) |
| (iii) Disputed dues - MSME | - | - | - | - | - |
| | (-) | (-) | (-) | (-) | (-) |
| (iv) Disputed dues - Others | - | - | - | - | - |
| | (-) | (-) | (-) | (-) | (-) |
| Total | 12,622.85 | 1.38 | 0.63 | - | 12,624.86 |
| | (5,742.65) | (15.25) | (0.23) | (-) | (5,758.13) |

Note: i) Previous year figures are indicated in brackets.

Note: ii) Ageing has been considered from date of transaction.

Note: 20 Other Current Liabilities
(Rs. in lacs)

| Particulars | As at | | As at | |
|---------------------------|-----------------|---------------|-----------------|---------------|
| | 31st March 2022 | | 31st March 2021 | |
| Advance from customers | | 183.40 | | 129.09 |
| Other payables: | | | | |
| Statutory liabilities | 40.41 | | 27.42 | |
| Expenses payable | 262.66 | 303.07 | 38.36 | 65.78 |
| Accrued salary & benefits | | | | |
| Salary & benefits | 23.21 | | 27.99 | |
| Bonus & incentives | 13.14 | 36.34 | 12.99 | 40.98 |
| Total | | 522.81 | | 235.85 |

Note: No amount is due for credit to investor education and protection fund as at 31.03.2022 and 31.03.2021.

Note: 21 Current tax liability (net)
(Rs. in lacs)

| Particulars | As at | | As at | |
|---|-----------------|---------------|-----------------|-----------------|
| | 31st March 2022 | | 31st March 2021 | |
| Provision for taxation (net of advance tax) | | 345.41 | | 1,035.48 |
| Total | | 345.41 | | 1,035.48 |

Note: 22 Revenue from operations
(Rs. in lacs)

| Particulars | As at | |
|--------------------------------------|---------------------------|-------------------------|
| | 31st March 2022 | 31st March 2021 |
| Sale of Products: | | |
| Vanaspati & refined oil (Refer note) | 1,31,782.94 | 91,342.57 |
| By products | <u>2,731.21</u> | <u>1,796.99</u> |
| Total | <u>1,34,514.15</u> | <u>93,139.56</u> |

Note: (Includes Rs. 12,796.54 lacs (P.Y. Rs. 399.25 lacs) Sale of Raw Oils)
Note: 23 Other income
(Rs. in lacs)

| Particulars | As at | |
|---|----------------------|----------------------|
| | 31st March 2022 | 31st March 2021 |
| Net gain on sale of current investments (Measured at Fair Value) | 74.26 | 51.34 |
| Net gain on sale of property, plant & equipment (PPE) | 0.42 | 5.16 |
| Net gain on foreign currency transactions & translation | 295.17 | 568.70 |
| Interest income on: | | |
| - Bank deposits | 73.20 | 105.13 |
| - On debts & security deposits | <u>2.73</u> | <u>4.41</u> |
| Liability no longer payable written back | 14.38 | 16.70 |
| Gain on settlement/cancellation of bargains | 24.31 | - |
| Interest income from financial assets at amortised cost | 18.40 | 11.12 |
| Miscellaneous income | 13.05 | 0.50 |
| Total | <u>515.92</u> | <u>763.05</u> |

Note: 24 Cost of raw material consumed
(Rs. in lacs)

| Particulars | As at | |
|--|---------------------------|-------------------------|
| | 31st March 2022 | 31st March 2021 |
| Raw Materials (Oil) | | |
| 1. Raw oil | | |
| Opening stock | 1,565.31 | 2,579.87 |
| Purchases (including In-transit) | 1,03,789.02 | 61,542.60 |
| Custom duty, Freight, Brokerage, & Insurance etc. | <u>17,097.31</u> | <u>22,219.67</u> |
| | 1,22,451.64 | 86,342.14 |
| Less: Closing stock (including In-transit) | <u>9,764.33</u> | <u>1,565.31</u> |
| | 1,12,687.31 | 84,776.83 |
| 2. Packing material | 1,444.55 | 1,487.51 |
| 3. Chemicals | 383.33 | 381.15 |
| Total | <u>1,14,515.19</u> | <u>86,645.50</u> |

Note: 25 Purchase of stock-in-trade
(Rs. in lacs)

| Particulars | As at | |
|----------------|------------------|-----------------|
| | 31st March 2022 | 31st March 2021 |
| Raw edible oil | 11,974.05 | 384.11 |
| Finished goods | 0.06 | 17.53 |
| Total | 11,974.11 | 401.64 |

Note: 26 Changes in inventories of finished goods, stock in process and stock-in-trade
(Rs. in lacs)

| Particulars | As at | |
|---|------------------------|------------------------|
| | 31st March 2022 | 31st March 2021 |
| Opening inventories | | |
| - Shares/ Securities | 0.28 | 0.28 |
| - Finished goods | 814.19 | 443.58 |
| - By products | 33.16 | 34.03 |
| - Stock in process | <u>1,307.70</u> | <u>774.87</u> |
| | 2,155.33 | 1,252.76 |
| Closing inventories | | |
| - Shares/ Securities | 0.28 | 0.28 |
| - Finished goods | 910.46 | 814.19 |
| - By products | 17.55 | 33.16 |
| - Stock in process | <u>2,103.65</u> | <u>1,307.71</u> |
| | 3,031.94 | 2,155.33 |
| (Increase)/Decrease in inventory | <u>(876.61)</u> | <u>(902.58)</u> |

Note: 27 Employee benefits expense
(Rs. in lacs)

| Particulars | As at | |
|--|----------------------|----------------------|
| | 31st March 2022 | 31st March 2021 |
| Salaries, wages and bonus | 607.72 | 428.19 |
| Contribution to provident & other funds | 17.65 | 18.73 |
| Provision for long term employees benefits (refer note no. 34) | 18.97 | 18.99 |
| Staff welfare expenses | 14.24 | 23.07 |
| Total | <u>658.58</u> | <u>488.98</u> |

Note: 28 Finance Cost
(Rs. in lacs)

| Particulars | As at | |
|---------------------------------|---------------------|----------------------|
| | 31st March 2022 | 31st March 2021 |
| Interest expenses: | | |
| Working capital loan from banks | 2.47 | 3.03 |
| Others | <u>50.15</u> | <u>103.10</u> |
| Bank charges | <u>35.75</u> | <u>70.12</u> |
| Total | <u>88.37</u> | <u>176.25</u> |

**Note: 29 Depreciation and amortisation expenses****(Rs. in lacs)**

| Particulars | As at | As at |
|--|-----------------|-----------------|
| | 31st March 2022 | 31st March 2021 |
| Depreciation on PPE (refer note no. 2) | 188.61 | 161.80 |
| Amortisation of intangible assets (refer note no. 3) | 0.31 | 0.60 |
| Total | 188.92 | 162.40 |

Note: 30 Other expenses**(Rs. in lacs)**

| Particulars | As at | As at |
|--|-----------------|-----------------|
| | 31st March 2022 | 31st March 2021 |
| Consumption of stores & spares | 175.38 | 125.23 |
| Fuel, power & electricity | 2,051.44 | 1,489.16 |
| Handling charges | 79.97 | 102.45 |
| Laboratory expenses | 3.24 | 2.46 |
| Repair & maintenance - plant & machinery | 8.02 | 9.86 |
| Repair & maintenance - building | 45.49 | 33.84 |
| Rates & taxes | 6.57 | 6.05 |
| Rent (refer note no. 43) | 6.24 | 5.67 |
| Conveyance & vehicle maintenance | 12.27 | 10.09 |
| Telephone, postage & internet expenses | 12.84 | 10.65 |
| Legal, professional expenses | 42.11 | 45.93 |
| Printing & stationery | 6.10 | 5.43 |
| Insurance | 17.03 | 16.69 |
| Travelling expenses | 16.26 | 5.79 |
| Charity & donation | 8.14 | 6.53 |
| Corporate social responsibility expenses (refer note no. 45) | 40.00 | 20.00 |
| Business promotion | 32.18 | 43.86 |
| Advertisement and publicity | 1.86 | 1.22 |
| Freight outward | 744.07 | 797.06 |
| Commission, discounts & selling expenses | 98.06 | 85.39 |
| Membership & subscription | 5.46 | 7.23 |
| Provision for doubtful debts | 21.42 | - |
| Interest expense from financial assets at amortised cost | 17.33 | 10.63 |
| Property, plant & equipment written off | 12.88 | - |
| Others | 30.90 | 30.90 |
| Total | 3,495.26 | 2,872.13 |

Note: 31 Other Comprehensive Income (net of tax)**(Rs. in lacs)**

| Particulars | As at | As at |
|---|-----------------|-----------------|
| | 31st March 2022 | 31st March 2021 |
| (I) Items that will not be reclassified to profit or loss | | |
| Remeasurement of defined benefit plans | 8.96 | 4.45 |
| Fair value of non current investments | 200.33 | 12.21 |
| Income tax effect of the above | (45.69) | (7.76) |
| Total | 163.60 | 8.90 |

Note : 32 Contingent Liabilities and commitments:
I. Contingent Liabilities:
(Rs. in lacs)

| Particulars | 2021-22 | 2020-21 |
|---|----------|----------|
| a) Claims against the company not acknowledged as Debt. | - | - |
| b) Guarantees : | | |
| i) In favour of Punjab State Co-op. Supply & Marketing Federation Ltd. (MARKFED) <i>[Above are secured by way of lien marked fixed deposits of Rs. 2.31 lacs (inclusive of accrued Interest) (Refer note no.12)]</i> | 15.00 | - |
| ii) In favour of Rajasthan Renewable Energy Corporation Limited (RREC) <i>[Above are secured by way of lien marked fixed deposits of Rs. 1.52 Lacs (inclusive of accrued Interest of) (Refer note no.12)]</i> | 10.00 | - |
| c) Other Money for which the company is contingently liable : | | |
| i) Un-utilised foreign letter of credits for import of raw oil <i>[Secured by way of lien marked Fixed deposits (inclusive of accrued Interest) covering both utilised and unutilised portions of letter of credits.](Refer note no. 12)</i> | - | 7,353.74 |
| ii) Demand raised by FSSAI : <i>[Demand raised by FSSAI during F.Y. 2018-19 wide order dated 24.05.2018 pending under appeal with food safety appellate tribunal. The company had deposited a sum of Rs. 2,00,000/- under protest which has been shown under the head other non current assets.](Refer note no. 8)</i> | 4.00 | 4.00 |
| iii) Entry Tax Demand <i>[Demand raised by Commercial Taxes Department (Rajasthan) in relation to AY 2014-15 on goods purchased from other states. Appeal filed with Rajasthan tax board, Ajmer against the demand, Rs. 20,90,159/-paid under protest, refer note no. 8]</i> | - | 28.95 |
| iv) Custom duty <i>[Demand raised by Custom duty department in relation to AY 2017-18 on import of CPO. Appeal has been filed with CESTAT, Delhi against the demand. Demand comprises of custom duty of Rs. 1,05,18,265/- and penalty of Rs. 1,10,43,265/-, Rs. 7,89,000/- paid under protest, refer note no. 8.]</i> | 215.62 | 215.62 |
| v) Corporate Guarantee <i>[Corporate guarantee in f/o banks, in lieu of such banks having extended various secured fund based & non-fund based credit facilities in favour of a related party.]</i> | 4,910.00 | 6,810.00 |

II. Commitments:
(Rs. in lacs)

| | | |
|---|--------|--------|
| a) Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advance) (Refer note no. 8) | 435.00 | 435.00 |
| b) Other Commitments | - | - |

Note : 33 During the year, while filing income tax return for FY 20-21, the company has adopted and shifted to the new tax regime from FY 20-21 and accordingly has applied lower rate of tax at 25.168% u/s 115BAA of the Income Tax Act and accordingly sum of Rs. 315.03 lacs towards tax provision has been written back in these accounts and shown under earlier year tax in statement of profit & loss.

Note :34 Disclosure for Employee Benefits:

The company has a defined benefit gratuity plan as employee long term benefits. The present value of obligation is determined based on actuarial valuation using the projected unit method, which recognizes each period of service as giving rise to additional unit of employee benefit Entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognized in the same manner as gratuity.

i) Changes in the present value of the defined benefit obligation are as follows: (Rs. in lacs)

| Particulars | Gratuity | | Leave Encashment | |
|-------------------------------------|----------|---------|------------------|---------|
| | 2021-22 | 2020-21 | 2021-22 | 2020-21 |
| Opening defined benefit obligation | 96.00 | 96.07 | 14.79 | 12.19 |
| Interest cost | 6.43 | 6.44 | 0.99 | 0.82 |
| Current service cost | 9.34 | 7.55 | 2.11 | 3.33 |
| Actual return on plan assets | N.A. | N.A. | N.A. | N.A. |
| Benefits paid | (2.85) | (8.38) | (2.30) | (2.76) |
| Actuarial (gain)/loss on obligation | (5.77) | (5.67) | (3.19) | 1.22 |
| Closing defined benefit obligation | 103.15 | 96.00 | 12.41 | 14.79 |

ii) Changes in the fair value of plan assets are as follows:

| Particulars | Gratuity | | Leave Encashment | |
|-----------------------------------|----------|---------|------------------|---------|
| | 2021-22 | 2020-21 | 2021-22 | 2020-21 |
| Opening fair value of plan assets | NIL | NIL | NIL | NIL |
| Expected return | N.A | N.A | N.A | N.A |
| Contributions by employer | NIL | NIL | NIL | NIL |
| Benefits paid | NIL | NIL | NIL | NIL |
| Actuarial gain/(losses) | NIL | NIL | NIL | NIL |
| Closing fair value of plan assets | NIL | NIL | NIL | NIL |

iii) Net employee benefit expense debited to Statement of Profit & Loss: (Rs. in lacs)

| Particulars | Gratuity | | Leave Encashment | |
|--------------------------------|----------|---------|------------------|---------|
| | 2021-22 | 2020-21 | 2021-22 | 2020-21 |
| Current service cost | 9.34 | 7.55 | 2.11 | 3.33 |
| Interest cost | 6.43 | 6.44 | 0.99 | 0.82 |
| Expected return on plan assets | N.A. | N.A. | N.A. | N.A. |
| Net benefit expense | 15.77 | 13.98 | 3.11 | 4.15 |
| Actual return on plan assets | N.A. | N.A. | N.A. | N.A. |

iv) Net employee benefit charged to Other Comprehensive Income (OCI): (Rs. in lacs)

| Particulars | Gratuity | | Leave Encashment | |
|---|---------------|---------------|------------------|-------------|
| | 2021-22 | 2020-21 | 2021-22 | 2020-21 |
| Net Cumulative unrecognized actuarial (gain)/loss opening | Nil | Nil | Nil | Nil |
| Actuarial (gain)/loss for the year on PBO | (5.77) | (5.67) | (3.19) | 1.22 |
| Actuarial (gain)/loss for the year on Plan Asset | - | - | - | - |
| Unrecognized actuarial (gain)/loss at the end of the year | Nil | Nil | Nil | Nil |
| Total Actuarial (gain)/loss at the end of the year | (5.77) | (5.67) | (3.19) | 1.22 |

v) Details of provision for Employees Benefits
(Rs. in lacs)

| Particulars | Gratuity | | Leave Encashment | |
|---|---------------|---------|------------------|---------|
| | 2021-22 | 2020-21 | 2021-22 | 2020-21 |
| Defined benefit obligation | 103.15 | 96.00 | 12.41 | 14.79 |
| Total value of provident fund contribution on closing liability | NIL | NIL | NIL | NIL |
| Fair value of plan assets | NIL | NIL | NIL | NIL |
| Less: Unrecognized past service cost | NIL | NIL | NIL | NIL |
| Plan (Liability)/ Asset | NIL | NIL | NIL | NIL |

vi) Actuarial Assumptions:

| Particulars | Gratuity | | Leave Encashment | |
|--|------------------|-----------|------------------|-----------|
| | 2021-22 | 2020-21 | 2021-22 | 2020-21 |
| Mortality table (IALM / LIC) | (2012-14) | (2012-14) | (2012-14) | (2012-14) |
| Discount rate | 7.10% | 6.70% | 7.10% | 6.70% |
| Expected rate of return on plan assets | N.A. | N.A. | N.A. | N.A. |
| Rate of escalation in salary per annum | 5.00% | 5.00% | 5.00% | 5.00% |
| Average remaining working lives of employees (years) | 10.85 | 12.14 | 10.85 | 12.14 |
| Employee turnover up to 30 years | 3.00% | 3.00% | 3.00% | 3.00% |
| Above 30 years but up to 44 years | 2.00% | 2.00% | 2.00% | 2.00% |
| Above 44 years | 1.00% | 1.00% | 1.00% | 1.00% |

The estimates of future salary increase considered in actuarial valuation take into account the inflation, seniority, promotion and other relevant factors such as demand in the employment market and supply.

Mortality in service: Indian Assured Lives Mortality (2012-14)

vii) Sensitivity analysis of the defined benefit obligation
(Rs. in lacs)

| Change in assumptions | Gratuity | | Leave Encashment | |
|---|---------------|---------|------------------|---------|
| | 2021-22 | 2020-21 | 2021-22 | 2020-21 |
| a) Impact of the change in discount rate | | | | |
| Present Value of Obligation at the end of the period | 103.15 | 96.00 | 12.41 | 14.79 |
| 1. Impact due to increase of 0.50% | (2.95) | (2.64) | (0.71) | (0.66) |
| 2. Impact due to decrease of 0.50% | 2.74 | 2.47 | 0.28 | 0.61 |
| b) Impact of the change in salary | | | | |
| Present Value of Obligation at the end of the period | 103.15 | 96.00 | 12.41 | 14.79 |
| 1. Impact due to increase of 0.50% | 2.81 | 2.54 | (0.73) | (0.68) |
| 2. Impact due to decrease of 0.50% | (3.03) | (2.71) | 0.29 | 0.62 |
| Sensitivities due to mortality & withdrawals are insignificant & hence ignored. | | | | |

viii) Contribution to Defined Contribution Plan recognized as expense for the year is as under: (Rs. in lacs)

| Particulars | 2021-22 | 2020-21 |
|--|---------|---------|
| Employer contribution to Provident & Family Pension Fund | 17.65 | 18.73 |

Note : 35 Payment to the auditors: (Rs. in lacs)

| Particulars | 2021-22 | 2020-21 |
|--|-------------|-------------|
| - Statutory Auditor | | |
| a) For Audit | 6.00 | 6.00 |
| b) Others Matters - Certifications | 0.05 | 0.17 |
| Total (Net of GST) | 6.05 | 6.17 |
| - Cost Auditor (net of GST) | 0.55 | 0.50 |
| - Internal Auditor (net of GST) | 2.52 | 2.64 |

Note : 36 The Basic and Diluted earning per Share has been arrived as follows: (Rs. in lacs)

| Particulars | 2021-22 | 2020-21 |
|---|--------------|--------------|
| Net Profit after tax available for equity shareholders | 4,219.93 | 2,514.10 |
| No. of weighted average equity shares (Basic & Diluted) | 160.97 | 160.97 |
| Basic earning per share (Rs.) | 26.22 | 15.62 |
| Diluted earning per share (Rs.) | 26.22 | 15.62 |

Note : 37 Details of loans or advances in the nature of loans granted to promoters, directors, KMP's and the related parties are as follows:

(Rs. in lacs)

| Type of Borrower | Amount of Loan or Advance in the nature of Loan outstanding | | Percentage to the total Loans and Advance in the nature of loans (Note 6) | |
|-------------------------|---|-----------|---|-----------|
| | 31-Mar-22 | 31-Mar-21 | 31-Mar-22 | 31-Mar-21 |
| Promoters | - | - | - | - |
| Directors | - | - | - | - |
| KMPs:- | | | | |
| Jai Gopal Sharma (CFO)* | 0.38 | 0.16 | 19.46% | 5.16% |
| Related Parties | - | - | - | - |

*The loan is given against salary in terms of employment and to be deducted from salary In monthly equal installments.

Note : 38 Disclosures of ratios:
The following are the analytical ratios for the year ended March 31,2022 and March 31, 2021

| Particulars | Numerator | Denominator | 31-03-2022 | 31-03-2021 | Variance (in %) | Reason for change in ratios by more than 25% as compared to previous year |
|---|---|--|---------------|------------|-----------------|--|
| 1. Current ratio | Current assets | Current liabilities | 1.58 | 1.58 | -0.16% | - |
| 2. Debt – Equity ratio | Total debt | Shareholder's equity | 1.10 | 0.92 | 18.84% | - |
| 3. Debt service coverage ratio | Earnings debt service=Net profit after tax+ Non-cash operating expenses (depreciation and amortisation)+ Finance cost | Debt service=Interest payable +Principal repayments of short term borrowings | - | 10.02 | -100.00% | Decrease in debt service coverage ratio on account of Nil borrowings as at 31.03.2022. |
| 4. Return on Equity Ratio | Net profits after taxes | Average shareholder's equity | 34.25% | 31.68% | 8.12% | - |
| 5. Inventory Turnover Ratio | Revenue from operations | Average inventory | 15.63 | 23.09 | -32.33% | Decreased in inventory turnover ratio on account of higher inventory in-transit at year end |
| 6. Trade receivables turnover ratio | Revenue from operations | Average trade receivable | 66.88 | 54.38 | 22.99% | - |
| 7. Trade payables turnover ratio | Cost of good sold and other expenses | Average trade payables | 13.78 | 16.14 | -14.63% | - |
| 8. Net capital turnover ratio | Revenue from operations | Working capital= current assets- current liabilities | 17.28 | 21.76 | -20.60% | - |
| 9. Net profit ratio | Net profit after tax | Revenue from operations | 3.13% | 2.68% | 16.73% | - |
| 10. Return on Capital Employed | Earning before interest and taxes | Capital employed= Tangible net worth+ total long term borrowings | 0.41 | 0.53 | -22.80% | - |
| 11. Return on Investment | Gain on sale/fair valuation of investmet | Monthly average investment in mutual fund | 3.04% | 4.33% | -29.68% | Decreased in return on investment from mutual fund due to higher investment during the year. |
| a). Mutual funds investments | | | | | | |
| b). Unquoted Equity instruments investments | Fair value of unquoted investment | Quarterly average invesment in unquoted instruments | 38.12% | 3.24% | 1075.19% | Increased in return on investment from equity instruments due to increase in fair value. |

39 Credit facilities:

- i) The company has borrowings from bank on the basis of security of current assets.
- ii) There is no material discrepancies in quarterly returns or statements of current assets filed by the company during the year with bank and books of account except given below.
- iii) There is no material discrepancies in quarterly returns or statements of current assets filed by the company during the year with bank and books of account, except the following:

| Description | Submitted to bank | | As per books | | Variation | | Reason |
|--|-------------------|---------------------|--------------|---------------------|-------------|---------------------|---|
| | QTY (MT) | Amount (In lacs) | QTY (MT) | Amount (In lacs) | QTY (MT) | Amount (In lacs) | |
| Mar-22 | | | | | | | |
| Stock of Oil [including goods in transit and oil in process] | 6,285.00 | 7,273.44 | 10949.434 | 11,867.97 | -4664.434 | (4,594.53) | Company did not consider stock in transit for reporting to the Bank and therefore inventory as per Books were in excess. |
| Trade payables | | 5,041.72 | | 12,624.86 | | (7,583.14) | Creditors reported to banks were lesser, due to: a. Creditors against corresponding stock in transit were not considered for reporting to the bank in same manner as Stock in Transit b. Margin in the form of FDR's against foreign acceptance were reduced from sundry creditors. |

40 Fair value measurements:

This section gives an overview of the significance of financial instruments for the Company and provides additional information on balance sheet items that contain financial instruments.

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised in respect of each class of financial assets, financial liability and equity instrument are disclosed in Note 1(Viii) to the financial statements.

Financial instruments by category

(Rs. in lacs)

| Particulars | Note reference | 31st March, 2022 | | | Total Carrying Value | Total Fair Value |
|-------------------------------------|----------------|------------------|---------------|------------------|----------------------|------------------|
| | | FVPL | FVOCI | Amortised | | |
| Financial assets | | | | | | |
| Non-current | | | | | | |
| Investments- equity instrument | 5 | - | 686.17 | - | 686.17 | 686.17 |
| Other financial assets | 7 | - | - | 326.37 | 326.37 | 326.37 |
| Current | | | | | | |
| Investments- Mutual fund | 5 | 1,706.17 | - | - | 1,706.17 | 1,706.17 |
| Trade receivables | 10 | - | - | 2,203.12 | 2,203.12 | 2,203.12 |
| Cash and cash equivalents | 11 | - | - | 501.80 | 501.80 | 501.80 |
| Bank balance other than (iii) above | 12 | - | - | 3,200.80 | 3,200.80 | 3,200.80 |
| Loans | 6 | - | - | 1.95 | 1.95 | 1.95 |
| Other financial assets | 7 | - | - | 30.54 | 30.54 | 30.54 |
| Total financial assets | | 1,706.17 | 686.17 | 6,264.58 | 8,656.92 | 8,656.92 |
| Financial liabilities | | | | | | |
| Current | | | | | | |
| Borrowings | 16 | - | - | - | - | - |
| Trade payables | 19 | - | - | 12,624.86 | 12,624.86 | 12,624.86 |
| Total financial liabilities | | - | - | 12,624.86 | 12,624.86 | 12,624.86 |

Financial instruments by category

(Rs. in lacs)

| Particulars | Note reference | 31st March, 2021 | | | Total Carrying Value | Total Fair Value |
|-------------------------------------|----------------|------------------|---------------|-----------------|----------------------|------------------|
| | | FVPL | FVOCI | Amortised | | |
| Financial assets | | | | | | |
| Non-current | | | | | | |
| Investments- equity instrument | 5 | - | 485.85 | - | 485.85 | 485.85 |
| Other financial assets | 7 | - | - | 249.30 | 249.30 | 249.30 |
| Current | | | | | | |
| Investments- Mutual fund | 5 | 1,361.44 | - | - | 1,361.44 | 1,361.44 |
| Trade receivables | 10 | - | - | 1,819.36 | 1,819.36 | 1,819.36 |
| Cash and cash equivalents | 11 | - | - | 518.37 | 518.37 | 518.37 |
| Bank balance other than (iii) above | 12 | - | - | 1,618.70 | 1,618.70 | 1,618.70 |
| Loans | 6 | - | - | 3.06 | 3.06 | 3.06 |
| Other financial assets | 7 | - | - | 44.00 | 44.00 | 44.00 |
| Total financial assets | | 1,361.44 | 485.85 | 4,252.78 | 6,100.07 | 6,100.07 |
| Financial liabilities | | | | | | |
| Current | | | | | | |
| Borrowings | 16 | - | - | 284.77 | 284.77 | 284.77 |
| Trade payables | 19 | - | - | 5,758.13 | 5,758.13 | 5,758.13 |
| Total financial liabilities | | - | - | 6,042.90 | 6,042.90 | 6,042.90 |

41 Related Party Disclosures

The information given below is only in respect of the transactions entered into by the company during the year with the related parties.

A) Names of Related Parties and description of Relationship:

- i) **Enterprises in which Key managerial Personnel and their Relatives have significant influence**
 - Dhruv Globals Limited
 - G.D. FerroAlloys Private Limited
 - GDF Exports Pvt. Ltd
 - DG Estates Private Limited

Indian Vegetable Oil Producers' Association (Earlier Known as Indian Vanaspati Producer Association)

Ajanta Realtech Pvt. Ltd.

Savoir Innovations Private Limited (Earlier known as Savoir Foods India Private Limited)

ii) Key Managerial Personnel:

Sushil Goyal, Managing Director

Abhey Goyal, Whole Time Director

Sushil Kumar Solanki, Whole Time Director

Jaigopal sharma, Chief Financial Officer

Kapil, Company Secretary

iii) Relatives of Key Managerial Personnel:

Prachi Goyal, Wife of Mr. Abhey Goyal (Whole time director)

B Transactions during the year and Balances Outstanding as at the year end in respect of transactions entered into with the Related Parties: (Rs. in lacs)

| Particulars | Relatives of Key managerial personnel | | Key managerial personnel | | Enterprises in which key managerial personnel & their relatives have significant influence | | Total | |
|---|---------------------------------------|------------|--------------------------|------------|--|------------|------------|------------|
| | 31.03.2022 | 31.03.2021 | 31.03.2022 | 31.03.2021 | 31.03.2022 | 31.03.2021 | 31.03.2022 | 31.03.2021 |
| INCOME | | | | | | | | |
| Sale: | - | - | - | - | - | - | - | - |
| | | | | | | | | |
| EXPENDITURE | | | | | | | | |
| Remuneration & Other Benefits | | | | | | | | |
| Sushil Goyal | - | - | 120.00 | 38.19 | - | - | 120.00 | 38.19 |
| Abhey Goyal | - | - | 84.00 | 22.50 | - | - | 84.00 | 22.50 |
| Sushil Kumar Solanki | - | - | 11.58 | 5.06 | - | - | 11.58 | 5.06 |
| Jaigopal Sharma | - | - | 7.84 | 7.19 | - | - | 7.84 | 7.19 |
| Kapil | | | 6.07 | 5.11 | - | - | 6.07 | 5.11 |
| Prachi Goyal | 24.00 | 12.00 | - | - | - | - | 24.00 | 12.00 |
| | | | | | | | | |
| Membership Fee: | | | | | | | | |
| Indian Vegetable Oil Producers' Association | - | - | - | - | 0.65 | 0.64 | 0.65 | 0.64 |
| Advertisement: | | | | | | | | |
| Indian Vegetable Oil Producers' Association | - | - | - | - | 0.13 | - | 0.13 | - |
| | | | | | | | | |
| Purchase of Stores: | | | | | | | | |
| Dhruv Globals Limited | - | - | - | - | 1.69 | 2.89 | 1.69 | 2.89 |

| Particulars | Relatives of Key managerial personnel | | Key managerial personnel | | Enterprises in which key managerial personnel & their relatives have significant influence | | Total | |
|---|---------------------------------------|------------|--------------------------|------------|--|------------|------------|------------|
| | 31.03.2022 | 31.03.2021 | 31.03.2022 | 31.03.2021 | 31.03.2022 | 31.03.2021 | 31.03.2022 | 31.03.2021 |
| Purchase of Oil: | | | | | | | | |
| DG Estates Private Limited | - | - | - | - | 900.00 | - | 900.00 | - |
| | | | | | | | | |
| Purchase of MEIS License: | | | | | | | | |
| GDF Exports Pvt Ltd | - | - | - | - | 21.86 | 91.53 | 21.86 | 91.53 |
| | | | | | | | | |
| Capital advance | | | | | | | | |
| Savoir Innovations Private Limited | | | | | | | | |
| Balance at the beginning of year | - | - | - | - | 2.50 | - | 2.50 | - |
| Advance paid during the year: | - | - | - | - | - | 2.50 | - | 2.50 |
| Advance repaid/adjusted during the year: | - | - | - | - | - | - | - | - |
| Balance at the end of the year | - | - | - | - | 2.50 | 2.50 | 2.50 | 2.50 |
| | | | | | | | | |
| LOANS AND ADVANCES (Asset) | | | | | | | | |
| Jai Gopal Sharma | | | | | | | | |
| Balance at the beginning of year | - | - | 0.16 | 0.41 | - | - | 0.16 | 0.41 |
| Loans given during the year: | - | - | 0.50 | - | - | - | 0.50 | - |
| Loans repaid during the year: | - | - | 0.28 | 0.25 | - | - | 0.28 | 0.25 |
| Balance at the end of the year | - | - | 0.38 | 0.16 | - | - | 0.38 | 0.16 |
| | | | | | | | | |
| OTHER CURRENT ASSETS | | | | | | | | |
| Advance to director | | | | | | | | |
| Abhey Goyal | | | | | | | | |
| Balance at the end of the year | - | - | 5.65 | - | - | - | 5.65 | - |
| Investments:* | | | | | | | | |
| DG Estate Private Limited | - | - | - | - | 159.75 | 141.52 | 159.75 | 141.52 |
| Ajanta Realtech Private Limited | - | - | - | - | 107.69 | 129.36 | 107.69 | 129.36 |
| Dhruv Globals Limited | - | - | - | - | 418.73 | 214.97 | 418.73 | 214.97 |

| Particulars | Relatives of Key managerial personnel | | Key managerial personnel | | Enterprises in which key managerial personnel & their relatives have significant influence | | Total | |
|--|---------------------------------------|------------|--------------------------|------------|--|------------|------------|------------|
| | 31.03.2022 | 31.03.2021 | 31.03.2022 | 31.03.2021 | 31.03.2022 | 31.03.2021 | 31.03.2022 | 31.03.2021 |
| Payables | | | | | | | | |
| Others | | | | | | | | |
| Dhruv Globals Limited | - | - | - | - | - | 0.53 | - | 0.53 |
| Remuneration | | | | | | | | |
| Abhey Goyal | - | - | - | 1.50 | - | - | - | 1.50 |
| Sushil Goyal | - | - | - | 1.50 | - | - | - | 1.50 |
| Sushil Kumar Solanki | - | - | 0.75 | 0.90 | - | - | 0.75 | 0.90 |
| Jai Gopal Sharma | - | - | 0.53 | 0.48 | - | - | 0.53 | 0.48 |
| Prachi Goyal | 0.80 | 1.00 | - | - | - | - | 0.80 | 1.00 |
| Kapil | - | - | 0.39 | 0.35 | - | - | 0.39 | 0.35 |
| | | | | | | | | |
| CORPORATE GUARANTEE OUTSTANDING | | | | | | | | |
| Guarantee issued in favour of banks on behalf of Dhruv Globals Limited | - | - | - | - | 4,910.00 | 6,810.00 | 4,910.00 | 6,810.00 |
| Guarantee issued by Dhruv Globals Limited and DG Estates Pvt Ltd in favour of bank on behalf of the company. | - | - | - | - | 13,000.00 | 13,000.00 | 13,000.00 | 13,000.00 |

* Fair Value of Investments as per Ind AS.

42 Segment Reporting:

The only segment identified by the company during the year under report is Vanaspati and Refined oil segment, which forms the basis of review of operating performance by the management. In line with the practice and considering the nature of the materiality in operations, the dealing in shares/securities has not been reported as a separate segment. Accordingly the segmental information as required in accordance with the Ind AS-108 as specified in the Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 is not given, as there is only one segment of the company.

43 Operating Lease:

Lease Payments:

- The Company has entered into Lease transaction mainly for leasing of Office Premises. Terms of lease include terms of renewal, increase in rent in future period and terms of cancellation.
- The operating lease payments recognized in Profit & Loss A/c Rs. 6.24 Lacs (P.Y. Rs.5.67 Lacs) for the lease which commenced on or after April 01, 2001.
- General description of Lease terms:
 - Lease payments are made on the basis of agreed terms;
 - The premises are taken on operating lease for a period of five/ Six years with a lock in period of two years from the date of commencement.

44 Forward exchange Contracts entered into by the company and outstanding :

For hedging currency related risk:

Nominal amount of forward exchange contracts entered in to by the company and outstanding as at 31.03.2022 for Rs. 2011.39 Lacs (P.Y. Rs. 29.52 Lacs) covered by financial hedge.

45 Contribution towards Corporate Social Responsibility

As per section 135 of the Companies Act 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities as specified in schedule VII of the act. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, health care, destitute care and rehabilitation, environment sustainability, disaster relief, rural development projects and as amended from time to time.

A CSR committee has been formed by the company as per the act. As informed by the chairman of the CSR committee, during the year the immediate preceding financial year the company's profit is more than Rs. 5 Crore hence CSR activities during the financial year 2021-22 as per Section 135 of the companies act, 2013 is applicable.

(Rs. in lacs)

| Particulars | 2021-22 | 2020-21 |
|--|---------------|---------|
| a) The gross amount required to be spent by the company during the financial year. | 36.69 | 12.15 |
| b) The details of amount spent during the year on CSR activities are as follows: | | |
| i. Paid to Shree Ram Sharnam Sabha Regd. | - | 10.00 |
| ii. Paid to Sansthanam Abhay Daanam | 20.00 | - |
| iii. Paid to Sum Drishti Education Society | - | 10.00 |
| iv. Paid to Manav Kalyan Foundation | 20.00 | - |
| Total | 40.00 | 20.00 |
| c) Shortfall/(excess) during the year | (3.31) | (7.85) |
| d) Reason for Shortfall | | |
| e) CSR activity with related parties. | NA | NA |
| f) Provision with respect to a liability incurred by entering into a contractual obligation. | - | - |
| g) Nature of CSR Activity- Cattle feeding, birds and animal hospital and child literacy with mid-day meal. | - | - |

46 Financial risk management

In the course of its business, the company is exposed primarily to fluctuations in foreign currency exchange rates, liquidity and credit risk, which may adversely impact the fair value of its financial instruments. The company has a risk management policy which not only covers the foreign exchange risks but also other risk associated with financial assets and liabilities such as interest rate risks and credit risks. The risk management policy is approved by the Board of Directors. The risk management framework aims to:

- create a stable business planning environment by reducing the impact of currency and interest rate fluctuations on the company's business plan.
- achieve greater predictability to earnings by determining the financial value of the expected earnings in advance.

(A) Credit risk

The company takes on exposure to credit risk, which is the risk that counterparty will default on its contractual obligations resulting in financial loss to the company. Maximum exposure to credit risk of the company has been listed below:

(Rs. in lacs)

| Particulars | 31-Mar-22 | 31-Mar-21 |
|------------------------|-----------------|-----------|
| Trade receivables | 2,203.12 | 1,819.36 |
| Loans | 1.95 | 3.06 |
| Other financial assets | 356.91 | 293.30 |
| Total | 2,561.98 | 2,115.71 |

i) Trade receivables

Customer credit risk managed by the company is through established policy and procedures and control relating to customer credit risk management. Trade receivables are non-interest bearing and generally carrying upto 28 days credit terms. The company has a detailed review mechanism of overdue customer receivables at various levels within organisation to ensure proper attention and focus for realisation. Trade receivables are consisting of a large number of customers. Where credit risk is high, trade receivables are backed by security deposits.

(B) Liquidity risk

The company's current assets aggregate Rs. 21,314.28 lacs (2021- Rs. 11,594.36 lacs) including inventories, current investments, cash and cash equivalents and other bank balances of Rs. 18,561.40 lacs (2021- Rs. 7,561.43 lacs) against aggregate current liability of Rs. 13,529.16 lacs (2021Rs. 7,347.48 lacs). The balance of other non-current liabilities are Rs. 606.16 lacs (2021- Rs. 722.61 lacs) on the reporting date.

Further, while the company's total equity stands at Rs. 12,319.34 lacs (2021- Rs. 7,935.82 lacs), it has non-current borrowings of Rs. Nil (2021- Rs. Nil). In such circumstances, liquidity risk or the risk company may not settle or meet its obligations as they become due does not exist

(C) Foreign currency risk

The company deals with foreign currency trade payables and is therefore exposed to foreign exchange risk associated with exchange rate movement.

The company is exposed to foreign exchange risk through its purchases from overseas suppliers in foreign currencies.

Foreign currency risk exposure

The company's exposure to foreign currency risk at the end of the reporting period expressed in INR (Foreign currency amount multiplied by closing rate) are as follows:

| Particulars | 31-03-2022 | | 31-03-2021 | |
|----------------|------------------|------------------|------------------|------------------|
| | In USD (In lacs) | In INR (In lacs) | In USD (In lacs) | In INR (In lacs) |
| Trade Payables | 157.86 | 12,071.61 | 66.89 | 4,973.83 |
| Total | 157.86 | 12,071.61 | 66.89 | 4,973.83 |

Company manage risk on account of foreign currency fluctuations through limited hedging of specific transactions with its Bankers. Company's risk management strategy is to identify risks they are exposed to, evaluate and measure those risks, decide on managing those risks, regular monitoring and reporting to management. The objective of company's risk management policy is to minimize risk arising from adverse currency movements by managing the uncertainty and volatility of foreign exchange fluctuations by hedging the risk to achieve greater predictability and stability. Without venturing into the speculative aspects of dealing in currency derivatives, company's aim to cover foreseeable fluctuations with limited hedge cover so that moderate arbitrage efficiency is achieved against the existing borrowing rates of interest. Company's risk management policies are approved by senior management and include implementing hedging strategies for foreign currency exposures, specification of transaction limits; identification of the personnel involved in executing, monitoring and controlling such transactions.

(D) Commodity Price Risk

The main raw material i.e. crude edible oil, which company procures is global commodity and their prices are to a great extent linked to the movement in global prices directly or indirectly.

The pricing policy of the Company's final product is structured in such a way that any change in price of raw materials is passed on to the customers in the final product however, with a time lag which mitigates the raw materials price risk.

47 Disclosure required under Section 186(4) of the Companies Act, 2013

i). Details of Investment made are given in Note - 5 of Financial Statements.

ii). Details of loans given are given in Note - 6 of Financial Statements.

iii). Detail of Guarantee provided by the Company are as under:

(Rs. in lacs)

| Name of Entity | Purpose | Balance outstanding as at 31.03.2022 | Balance outstanding as at 31.03.2021 |
|----------------------|----------|---|---|
| Dhruv Global limited | Business | 4,910.00 | 6,810.00 |

48 Other statutory information

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
 - (ii) The Company does not have any transactions with companies struck off.
 - (iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
 - (iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
 - (v) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
 - (vi) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
 - (vii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
 - (viii) The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
 - (ix) The Code on Social Security, 2020 ('Code') has been notified in the official Gazette in September 2020 which could impact the contribution by the company towards certain employment benefits. The effective date from which changes and rules would become applicable is yet to be notified. Impact of changes will be assessed and accounted in the relevant period of notification of relevant provisions.
- 49 Previous year's figures have been regrouped/reclassified, wherever considered necessary, to conform to current year's classification.

As per our report of even date attached

For Pawan Shubham & Co

Chartered Accountants

Firm Registration No: 011573C

Sd/-

(Pawan Kumar Agarwal)

Partner

Membership No.: 092345

Place : New Delhi

Date: 30.05.2022

UDIN: 22092345AJXTJH5413

For and on the Behalf of Board of Directors

Sd/-

Sushil Goyal

(Managing Director)

DIN:00125275

Sd/-

Abhey Goyal

(Whole Time Director)

DIN:02321262

Sd/-

Jai Gopal Sharma

(Chief Financial Officer)

PAN:ANYPS9660D

Sd/-

Kapil

(Company Secretary)

M.NO. 10992



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