



KESAR ENTERPRISES LIMITED

Regd. Off: Oriental House, 7 Jamshedji Tata Road, Churchgate, Mumbai-400 020, India. Website : <http://www.kesarindia.com>
Phone : (+91-22) 22042396 / 22851737 Fax : (+91-22) 22876162 E-mail : headoffice@kesarindia.com
CIN : L24116MH1933PLC001996

25th August, 2022

BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

Scrip Code : 507180

Dear Sir,

Sub: Annual Report for the Financial Year 2021-22.

Pursuant to Regulation 34(1) of SEBI (LODR) Regulations, 2015, please find enclosed herewith Annual Report of the Company for the Financial Year 2021-22, containing amongst other things, Notice convening the 87th AGM of the Company scheduled to be held on Tuesday, 20th September, 2022 at 3.00 p.m. via Video Conferencing / Other Audio Visual Means.

The said Annual Report is also available on the website of the Company at <https://www.kesarindia.com>. and have been dispatched to all eligible shareholders, whose email IDs are registered with the Company/Depositories, through email, on 25th August, 2022.

The above is for your information and record.

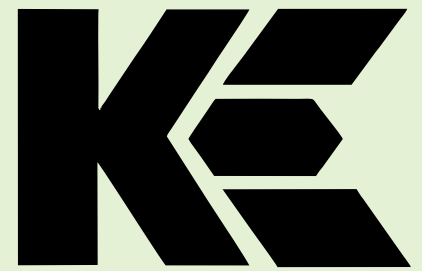
Thanking you,

Yours faithfully,
For Kesar Enterprises Ltd.


Gaurav Sharma

Company Secretary & General Manager (Legal)





**87th Annual Report
2021-22**



KESAR ENTERPRISES LIMITED



KESAR ENTERPRISES LIMITED

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An Initiative towards Women Empowerment

On the directions of the Government of Uttar Pradesh, initiative has been taken by various Departments of the Government to provide employment to women for running their livelihood, by way of formation of self-help groups. The scheme developed by the State of Uttar Pradesh is mainly intended at empowering women at large and to make them sustain and support their family and to upgrade their living standards.

The Government Administration at Uttar Pradesh has taken this initiative forward by formulating women's self-help groups to develop sugar cane seed development programme. Under this initiative, a team of 15 to 40 women is formed to develop nursery of improved cane varieties through single bud and bud chips method. Seedlings produced by women self-help groups are distributed to the farmers, by setting up demonstrations and nurseries. The cane seeds developed through this system are sold at Rs 3 per seed – which comprises of two parts. The women's group would get Rs 1.50 per seed from the farmer who is purchasing it and the remaining part of Rs. 1.50 per seed would be provided by the State government through the respective Cane Development Council as subsidy.



Under the said scheme, 25 women self-help groups have been established in Baheri Sugar Mill area, in which about 30 to 40 lakh seedlings

have been produced by all women groups in the last two years. In order to encourage and help women self-help groups, the Company has provided 40 thousand bud chip trays, 200 quintals of bio compost/cocopit and bud chip machines to each group at free/subsidized rates. In addition to this, the Company has also provided Sanitary pad vending machines free of cost to the working women's group. The Company has also distributed sarees, goggles, hand gloves etc. to the working women of these groups on free of cost basis. Besides all these, our dedicated cane team continues to provide training to and guiding, these self-help groups in coordinating with the prospective buyers & farmers.



As a token of recognition, leader of the Company's gate area's women's group, Ms. Kusum was awarded with a certificate of appreciation from the hands of Honorable Chief Minister of Uttar Pradesh, Shri Yogi Adityanath. During the award ceremony and on many other occasions, Honorable Cane Commissioner quoted the name of the Company as an example to other sugar mills for performing with excellence in this type of cane development activity.

The Company is committed to working towards cause of empowerment of women by joining all such initiatives of the Government.

KE KESAR ENTERPRISES LIMITED

(Incorporated under the Indian Companies Act VII of 1913)

CIN: L24116MH1933PLC001996

CORPORATE INFORMATION

Board Of Directors

Harsh R Kilachand
(Chairman & Managing Director)

Anilkumar S Ruia
(Independent Director)

Mahesh A Kuvadia
(Independent Director)

Ranjana Sinha
(Independent Director)

Dr. Narendra Mairpady
(Independent Director)

Rishabh Shah
(Independent Director)

D J Shah
(Additional -Non-Executive Non-Independent
Director w.e.f. 12th August, 2022)

Chief Financial Officer

Rohit Balu

Company Secretary & General Manager (Legal)

Gaurav Sharma

Statutory Auditors

V. C. Shah & Co.
Chartered Accountants

Secretarial Auditors

Ragini Chokshi & Co.
Company Secretaries

Internal Auditors

Chandabhoy & Jassoobhoy
Chartered Accountants

Bankers

Uttar Pradesh Co-operative Bank Ltd.
UCO Bank

Registered Office

Oriental House 7, Jamshedji
Tata Road, Churchgate,
Mumbai - 400 020

Plant Location

Baheri, Dist. Bareilly (Uttar Pradesh)

Registrar & Transfer Agent

Link Intime India Private Limited
C 101, 247 Park, L. B. S. Marg,
Vikhroli (West), Mumbai - 400 083

Email ID for Communication by shareholders

headoffice@kesarindia.com

Audit Committee

*Mahesh A Kuvadia	-	Chairperson
Anilkumar S Ruia	-	Member
Harsh R Kilachand	-	Member
**Dr. Narendra Mairpady	-	Member
Ranjana Sinha	-	Member

Stakeholders' Relationship Committee

Mahesh A Kuvadia	-	Chairperson
Anilkumar S Ruia	-	Member
Harsh R Kilachand	-	Member

Nomination and Remuneration Committee

*Mahesh A Kuvadia	-	Chairperson
Anilkumar S Ruia	-	Member
Ranjana Sinha	-	Member
Harsh R Kilachand	-	Member
**Dr. Narendra Mairpady	-	Member

Corporate Social Responsibility Committee

Mahesh A Kuvadia	-	Chairperson
Anilkumar S Ruia	-	Member
Harsh R Kilachand	-	Member

*Mahesh A Kuvadia was appointed as Chairperson of Audit Committee and Nomination and Remuneration Committee at Board Meeting held on 9th February, 2022. Prior to that, Anilkumar S Ruia was Chairperson of both these Committees.

**appointed as Member w.e.f 9th February, 2022.

**87th Annual General Meeting scheduled on
Tuesday, 20th September, 2022 at 3.00 p.m.
through Video Conferencing (VC) / Other
Audio-Visual Means (OAVM)**

Annual Report 2021-2022

Notice of 87th Annual General Meeting

NOTICE is hereby given that the 87th Annual General Meeting of the Members of **KESAR ENTERPRISES LIMITED** will be held on **Tuesday, 20th September, 2022 at 3.00 p.m.** through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2022 and Statement of Profit & Loss for the period ended on that date together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Harsh R Kilachand (DIN: 00294835), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Revision in Fee of Statutory Auditors

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

“RESOLVED THAT pursuant to the provisions of Section 142 and other applicable provisions, if any, of the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the recommendation of the Audit Committee and the Board of Directors of the Company, audit fee of M/s. V.C. Shah & Co., Chartered Accountants (Firm Registration No. 109818W), who were appointed as Statutory Auditors of the Company at 85th Annual General Meeting (AGM) of the Company held on 11.09.2020 to hold office for a term of five (5) consecutive years, from the conclusion of the 85th AGM till the conclusion of the 90th AGM of the Company to be held in the calendar year 2025, at an original fee of ₹ 8,50,000 per annum (excluding statutory levies and out-of-pocket expenses, if any), which was revised to ₹10,00,000 per annum from Financial Year 2021-22 onwards by the Shareholders at 86th AGM, be and is hereby further revised to ₹ 12,50,000 (Rupees Twelve Lakhs Fifty Thousand only) per annum (excluding statutory levies and out-of-pocket expenses, if any) effective from Financial Year 2022-23 onwards.”

“RESOLVED FURTHER THAT Shri Gaurav Sharma, Company Secretary & General Manager (Legal) and Shri Rohit Balu, Chief Financial Officer be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

4. Ratification of Remuneration to Cost Auditor for Financial Year 2022-23

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

“RESOLVED THAT pursuant to the provisions of Section 148 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment(s) thereof, for the time being in force) and as recommended by the Audit Committee and approved by the Board of Directors, the payment of remuneration of ₹ 1,05,000/- (Rupees One Lakh Five Thousand Only) plus GST as applicable and reimbursement of actual travel and out of pocket expenses to Shri Rishi Mohan Bansal, Cost Accountant, Kanpur (Registration No.000022), to conduct the audit of the Cost Records of the Company relating to Sugar, Industrial Alcohol and Electricity divisions for the year ending 31st March, 2023, be and is hereby ratified.”

“RESOLVED FURTHER THAT Shri Gaurav Sharma, Company Secretary & General Manager (Legal) and Shri Rohit Balu, Chief Financial Officer be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

5. Re-Appointment of Shri Harsh R Kilachand as a Whole-Time Director designated as Chairman & Managing Director

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of members be and is hereby accorded to re-appoint Shri Harsh R Kilachand (DIN: 00294835), as a Whole-Time Director designated as “Chairman & Managing Director” of the Company, entrusted with substantial powers of Management, for a period of 3 years with effect from 14.08.2022 on such

terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit.”

“**RESOLVED FURTHER THAT** Shri Gaurav Sharma, Company Secretary & General Manager (Legal) and Shri Rohit Balu, Chief Financial Officer be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

6. Appointment of Shri D J Shah as Non-Executive Non-Independent Director

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

“**RESOLVED THAT** pursuant to provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri D J Shah (DIN: 03095028), who was appointed as an Additional Director (In the category of Non-Executive Non-Independent Director) of the Company by the Board of Directors with effect from 12th August, 2022 in terms of Section 161 of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice.”

“**RESOLVED FURTHER THAT** Shri Gaurav Sharma, Company Secretary & General Manager (Legal) and Shri Rohit Balu, Chief Financial Officer be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

Registered Office:

Oriental House,
7, Jamshedji Tata Road, Churchgate, Mumbai 400 020

By Order of the Board of Directors

Gaurav Sharma
Company Secretary &
General Manager (Legal)
Membership No. ACS 19509

17th August, 2022

Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, circular no. 20/2020 dated May 5, 2020 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)”, Circular no. 02/2021 dated January 13, 2021 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)”, Circular no. 21/2021 dated December 14, 2021 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” and Circular no. 02/2022 dated May 05, 2022 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM) (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Covid-19 pandemic”, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the COVID-19 pandemic” and Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as “SEBI Circulars”) has permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue of the AGM.
2. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with

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the Company/Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.kesarindia.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of Link Intime India Private Limited (**Agency appointed by the Company for the purpose of remote e-voting, e-voting at AGM and VC/OAVM facility for AGM**) i.e. <https://instavote.linkintime.co.in>. A member, who wishes to obtain hard copy of the Annual Report, may send a request in this regard, to the Company at headoffice@kesarindia.com or to the Company's Registrar and Transfer Agent at rnt.helpdesk@linkintime.co.in

3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Item No. 2 and the Special Business to be transacted at AGM is annexed to this Notice as **Annexure 'A'**.
4. Relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment / re-appointment at this AGM are also annexed to this Notice as **Annexure 'B'**.
5. Pursuant to the provisions of the Companies Act, 2013, 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 Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Since the AGM will be held through VC / OAVM, the Route Map is not also annexed to this Notice.
7. Register of Members and Share Transfer Books of the Company shall remain closed from **Tuesday, September 13, 2022 to Tuesday, September 20, 2022** (both days inclusive) for the purpose of AGM.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
 - (a) **For shares held in dematerialized form:** to their Depository Participants (DPs);
 - (b) **For shares held in physical form:** to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to **SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655** dated November 3, 2021 read with clarification vide Circular No. **SEBI/HO/MIRSD/MIRSD-RTAMB/P/CIR/2021/687** dated December 14, 2021, which provides for Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination. The Company has sent letters to members, pursuant to the said circular. The said circulars and forms prescribed under the said circulars are available on the Company's website i.e. <https://kesarindia.com/> and also on the website of Registrar and Transfer Agent i.e. <https://linkintime.co.in/> .
9. SEBI vide its Circular No. **SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8** dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website i.e. <https://kesarindia.com/> and also on the website of Registrar and Transfer Agent i.e. <https://linkintime.co.in/>. Members may note that any such service request can be processed only after the folio is KYC Compliant in terms of SEBI Circulars referred to in para 8 above.
10. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of this requirement and also in order to eliminate risks associated with holding shares in physical form, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Company's Registrar and Transfer Agent, for assistance in this regard.
11. The Unclaimed Dividend up to the Financial Year 2010-11 have been transferred to the Investor Education and Protection Fund set up by the Central Government pursuant to Section 125 of the Companies Act, 2013. The Company has not declared any dividend after the Financial Year 2010-11.

12. In case of joint holders, only such joint holder whose name appears as the first holder in the order of names as per the Register of Members will be entitled to vote at AGM.
13. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
14. Any person, whose name appears in the Register of Member/ list of Beneficial Owners as on Cut-off date specified in this Notice, shall be entitled to vote by way of voting through remote e-voting or e-voting system at AGM on the items/ Resolutions set forth in this Notice. Process for e-voting is provided in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

The members, who have cast their vote(s) by remote e-voting, may also attend the AGM but shall not be entitled to cast their vote again during the AGM.

The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date.

15. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as of the Cut-off date may obtain the login ID and password by following the instructions provided under Note No. 20.
16. Ms. Ragini Chokshi, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
17. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
18. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.kesarindia.com and on the website of Link Intime India Pvt. Ltd. i.e. <https://instavote.linkintime.co.in> immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.
19. Members seeking any information/desirous of asking any questions at the AGM with regard to the accounts or any matter to be placed at the Meeting may send email to the Company at headoffice@kesarindia.com at least 7 days before the Meeting. The same will be replied by the Company suitably.

20. INSTRUCTIONS FOR E-VOTING AND ATTENDING THE AGM THROUGH VC/OAVM

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 the Companies (Management and Administration) Rules, 2014, the provisions of Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020, Members are provided with the facility to cast their vote on all items/resolutions set forth in this Notice, through remote e-voting (i.e. facility of casting votes by using an electronic voting system from a place other than the venue of AGM) or e-voting during the AGM, at Link Intime India Pvt. Ltd.'s e-voting platform. Members are provided with facility to attend the AGM through VC/OAVM facility provided by Link Intime India Pvt. Ltd.

The remote e-voting period will begin on **Friday, 16th September, 2022 (09.00 a.m. IST)** and end on **Monday, 19th September, 2022 (05.00 p.m. IST)**. During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialized form, **as on Tuesday, 13th September, 2022 (the cut-off date)**, may cast their vote electronically. The e-Voting module shall be disabled by Link Intime India Pvt. Ltd. (LINKINTIME / LIPL) for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting facility during the AGM.

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Detailed Instructions for casting votes through e-voting system and attending the AGM through VC/OAVM are as follows:

I. REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

As per SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, individual shareholders holding securities in dematerialized mode can register directly with the depository or will have the option of accessing various e-voting service providers' (ESPs) portals directly from their demat accounts.

A. Login method for Individual Shareholders holding securities in Dematerialized Mode:

1. **Individual Shareholders holding securities in dematerialized mode with NSDL:**

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

2. **Individual Shareholders holding securities in dematerialized mode with CDSL:**

- a. Existing users who have opted for Easi / Easiest, 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.
- b. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. **LINKINTIME**. Click on **LINKINTIME** and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
- c. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
- d. 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. **LINKINTIME**. Click on **LINKINTIME** and you will be redirected to "**InstaVote**" website for casting your vote during the remote e-Voting period.

3. **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 name i.e. **LINKINTIME** and you will be redirected to “**InstaVote**” website for casting your vote during the remote e-Voting period.

B. Login method for Individual shareholders holding securities in physical mode:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
 2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - A. User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company.
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
- *Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*
- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - Click “confirm” (Your password is now generated).
3. Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab.
 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘**No**’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000/ 49186270.

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Helpdesk for Individual Shareholders holding securities in dematerialized mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>.

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “**SUBMIT**”.

In case, shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

II. PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET & VOTING DURING MEETING:

Instructions for Attending Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
 - Select the “**Company**” and ‘**Event Date**’ and register with your following details: -
 - A. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide Folio Number registered with the Company**

- B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
- C. **Mobile No.:** Enter your mobile number.
- D. **Email ID:** Enter your email id, as recorded with your DP/Company.
- Click **“Go to Meeting”** (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer to the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register themselves as Speaker by sending the request from their registered email id to headoffice@kesarindia.com from **Monday, 12th September, 2022 (9:00 a.m. IST) to Thursday, 15th September, 2022 (5:00 p.m. IST)**. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
3. Shareholders will receive **“speaking serial number”** once they mark attendance for the meeting.
4. Other shareholders may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual

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General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Annexure

Guidelines to attend the AGM proceedings at InstaMEET:

For a smooth experience of viewing the AGM proceedings at InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>
- Or
- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application . Click on Run a temporary application , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

ANNEXURE 'A'

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Circulars issued thereunder

Item No. 2 – Appointment of Shri Harsh R Kilachand as Director, who retires by rotation at this 87th Annual General Meeting (AGM)

Pursuant to Section 152 of the Companies Act, 2013, Shri Harsh R Kilachand, Chairman & Managing Director, shall retire by rotation at this AGM and he being eligible, has offered himself for re-appointment.

Details of Shri Harsh R Kilachand required in terms of Regulation 36 of SEBI Listing Regulations and Secretarial Standard 2 issued by Institute of Company Secretaries of India are provided in **Annexure 'B'** to this Notice.

Shri Harsh R Kilachand is interested in the resolution set out at Item No. 2 of the Notice with regard to his appointment. The relatives of Shri Harsh R Kilachand may be deemed to be interested in the resolution set out at Item No. 2 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

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

Item No. 3 –Revision in Fee of Statutory Auditors

Members may kindly recall that based on recommendation of Audit Committee and the Board of Directors, M/s. V. C. Shah & Co., Chartered Accountants were appointed as Statutory Auditors of the Company by the Members at 85th Annual General Meeting (AGM) held on 11th September, 2020 to hold office for a term of five (5) consecutive years, from the conclusion of 85th AGM till the conclusion of the 90th AGM to be held in the calendar year 2025, at a fee of ₹ 8,50,000/- per annum (excluding statutory levies and out-of-pocket expenses, if any). The said fee was revised to ₹ 10,00,000/- (excluding statutory levies and out-of-pocket expenses, if any) from Financial Year 2021-22 onwards, by members at 86th Annual General Meeting held in the year 2021.

In view of enhanced reporting requirements as per new Companies (Auditor's Report) Order, 2020 by Statutory Auditors, the Audit committee, at its meeting held on 25th July, 2022, considered further revision in the fee of statutory Auditors. The Audit Committee, after due consideration, recommended to the Board of Directors, revision in fee of Statutory Auditors from existing fee of ₹ 10,00,000/- per annum to ₹ 12,50,000/- per annum (excluding statutory levies and out-of-pocket expenses, if any) effective from Financial Year 2022-23 onwards. Based on the recommendation of the Audit Committee, the Board of Directors have approved the proposal to revise fee of Statutory Auditors to ₹ 12,50,000/- per annum (excluding statutory levies and out-of-pocket expenses, if any) effective from Financial Year 2022-23 onwards, subject to approval by Members at this 87th Annual General Meeting by way of an ordinary resolution.

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

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

Item No. 4 – Ratification of Remuneration to Cost Auditor for Financial Year 2022-23

The Board of Directors, on the recommendation of the Audit Committee, have approved the appointment and payment of remuneration of ₹ 1,05,000/- (₹ 90000/- for previous year) to Shri Rishi Mohan Bansal, Cost Accountant, Kanpur (Registration. No.000022), for conducting audit of the cost records of the Company relating to Sugar, Industrial Alcohol and Electricity divisions for the financial year ending 31st March, 2023.

Pursuant to Section 148(3) of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Shri Rishi Mohan Bansal, Cost Auditor, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by members of the Company at this AGM by way of an ordinary resolution.

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

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

Item No. 5 – Re-Appointment of Shri Harsh R Kilachand as a Whole-Time Director designated as Chairman & Managing Director

Shri Harsh R Kilachand was re-appointed as a Whole-Time Director designated as "Chairman & Managing Director" of the Company, entrusted with substantial powers of the Management, for a period of 3 years from 14th August, 2019 to 13th August, 2022, by members at their 84th Annual General Meeting held on 20th September, 2019. The Board of Directors of the Company, at their meeting held on 25th July, 2022, have, subject to approval of members, re-appointed Shri Harsh R Kilachand as a Whole-Time Director designated as "Chairman & Managing Director" of the Company, entrusted with substantial powers of the Management, for a period of 3 years from 14th August, 2022 to 13th August, 2025, on such terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board (the "NRC") and approved by the Board of Directors.

Members' approval is being sought for the re-appointment of and remuneration payable to Shri Harsh R Kilachand as Whole-time Director, designated as "Chairman & Managing Director" of the Company, in terms of the applicable provisions of the Companies Act, 2013.

Broad particulars of the terms of re-appointment of and remuneration payable to Shri Harsh R Kilachand are as under:

(a) Salary, Perquisites and Allowances per annum:

Salary, Perquisites, Allowances including incentives shall be in the range of ₹ 12 Lakhs to ₹ 1.44 Crores per annum. Annual increments shall be as recommended by the NRC and approved by the Board of Directors.

The perquisites and allowances, as aforesaid, shall include accommodation (furnished or otherwise) or house

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rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and / or allowances for utilization of gas, electricity, water, furnishing and repairs, medical assistance and leave travel concession for self and family including dependents. The said perquisites and allowances shall be determined, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be determined at actual cost.

(b) Contribution to provident fund, superannuation or annuity fund, gratuity etc.

The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.

(c) Remuneration based on net profits:

In addition to the salary, perquisites and allowances as set out above, Shri Harsh R Kilachand shall be entitled to receive remuneration based on net profits. Such remuneration based on net profits payable to him will be determined by the NRC for each financial year and approved by the Board of Directors.

(d) Reimbursement of Expenses:

Shri Harsh R Kilachand shall also be entitled to reimbursement of expenses incurred by him in performance of his duties as a Whole-Time Director of the Company and the same shall not be considered as perquisites.

Members may kindly note that overall remuneration payable to Shri Harsh R Kilachand every financial year, shall not exceed in aggregate, 5% (five percent) of the net profits of the Company as computed in the manner laid down in Section 198 of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof. Further, while making payment of remuneration to Shri Kilachand, the Company shall also comply with the Regulation 17 and other applicable provisions of SEBI Listing Regulations.

Further, the payment of above remuneration shall also be subject to the provisions of Section V of Part II to Schedule V to the Companies Act, 2013. Accordingly, Shri Harsh R Kilachand shall be entitled to draw remuneration from the Company and/or from M/s. Kesar Terminals & Infrastructure Limited (KTIL) in which Shri Kilachand is appointed as Executive Chairman, provided that the total remuneration drawn and retained by Shri Kilachand from both the Companies shall not exceed the higher maximum limit admissible from any one of the Companies and that the amount of remuneration to be paid by each Company will be decided by the Board of Directors of both the Companies from time to time considering the higher maximum limit admissible from any one of the Companies.

Members may also note that Shri Harsh R Kilachand has not drawn any remuneration from the Company during past many years, in view of losses by the Company. The proposed remuneration is commensurate with the size and complexity of the business of the Company.

(e) Other Terms of Re-appointment:

- (i) Shri Harsh R Kilachand shall perform such duties as shall, from time to time, be entrusted to him by the Board and he shall perform such duties, subject to superintendence, guidance and control of the Board.
- (ii) Shri Kilachand shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 with regard to duties of directors.
- (iii) Shri Kilachand shall adhere to the Company's Code of Conduct and shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- (iv) The office of the Whole-time Director may be terminated by the Company or by him by giving, 3 (three) months' prior notice in writing.

The above may be treated as a written memorandum setting out the terms and conditions of re-appointment of Shri Harsh R Kilachand under Section 190 of the Companies Act, 2013.

Members may note that Shri Harsh R Kilachand satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Details of Shri Harsh R Kilachand required in terms of Regulation 36 of SEBI Listing Regulations and Secretarial Standard 2 issued by Institute of Company Secretaries of India are provided in **Annexure 'B'** to this Notice.

Shri Harsh R Kilachand is interested in the resolution set out at Item No.5 of the Notice with regard to his re-appointment. The relatives of Shri Harsh R Kilachand may be deemed to be interested in the resolution set out at Item No.5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item No.5 of the Notice for approval by members.

Item No. 6 – Appointment of Shri D J Shah as Non-Executive Non-Independent Director

Shri D J Shah was appointed as an Additional Director in the category of Non-Executive Non-Independent Director, by the Board of Directors at its meeting held on 11th August, 2022 w.e.f. 12th August, 2022, on the basis of recommendation of the Nomination & Remuneration Committee, in terms of provisions of Section 161 of the Companies Act, 2013. His term of appointment is up to the date of this annual general meeting. He is 67 years of age.

Shri D J Shah is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Shri D J Shah for the office of a Director of the Company.

In the opinion of the Board, Shri D J Shah fulfils all the conditions for his appointment as a Non-Executive Non-Independent Director as specified in the Companies Act, 2013 and SEBI Listing Regulations and considering the experience and knowledge, his appointment as Non-Executive Director shall be beneficial to the Company.

Members may note that Shri D J Shah was employed in the Company as Senior Vice President (Legal) & Company Secretary until 13th November, 2020, when he retired. Upon his retirement, he was engaged by the Company as consultant, to advise the Company on various compliance and legal matters in professional capacity. He continues to be engaged by the Company as Consultant at a monthly consultancy fee of ₹ 2.12 Lakhs plus reimbursement of expenses incurred by him in performing his duties as consultant. As his consultancy services fall within proviso to Section 197(4) of the Companies Act, 2013 in the opinion of Nomination and Remuneration Committee as well as the Board, monthly consultancy fee paid by the Company will not form part of his remuneration payable to him as Director under Section 197 of the Companies Act, 2013. However, Audit Committee has approved payment of monthly consultancy fee to Shri Shah (being a related party to the Company upon his appointment as a Non-Executive Director) under Section 177 of the Companies Act, 2013. While the engagement of Shri Shah as consultant is in ordinary course of business and at arm's length, the Board of Directors have also considered and provided approval to continuation of engagement of Shri Shah as consultant under Section 188 of the Companies Act, 2013, as a matter of good governance practice. As the said transaction of engagement as consultant does not breach materiality limit, no approval of members is required in this regard.

As a Non-Executive Director, Shri D J Shah will be entitled to receive sitting fee for attending meetings of the Board and Committee (s) thereof, of which he may be appointed as member by the Board or for any other purpose, as approved by the Board of Directors from time to time.

Details of Shri D J Shah required in terms of Regulation 36 of SEBI Listing Regulations and Secretarial Standard 2 issued by Institute of Company Secretaries of India are provided in **Annexure 'B'** to this Notice.

Shri D J Shah is interested in the resolution set out at Item No. 6 of the Notice with regard to his appointment. The relatives of Shri D J Shah may be deemed to be interested in the resolution set out at Item No. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by members.

Registered Office:

Oriental House,
7, Jamshedji Tata Road, Churchgate, Mumbai 400 020

By Order of the Board of Directors

Gaurav Sharma
Company Secretary &
General Manager (Legal)
Membership No. ACS 19509

17th August, 2022

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ANNEXURE 'B'

Details of Directors retiring by rotation / seeking appointment / re-appointment at the Meeting:

I. Shri Harsh R Kilachand	
Date of Birth (Age)	4 th May, 1960 (62 years)
Nationality	Indian
Qualification	B.Com. from University of Bombay, C.B.M. & P.G.D.B.M. from U.S.A.
Experience (including expertise in specific functional area) / Brief Resume	<p>Shri Kilachand had joined the Company on 8.8.1985 as "Executive". He was entrusted with the duties of Administration & Co-ordination work and also to plan & supervise projects for modernization and expansion of the Company's activities. He contributed a lot in his first decade towards the growth of the Company. He had efficiently carried out the duties entrusted to him, including completion of the expansion & modernization of Sugar Factory, Distillery, ENA & IMFL Plants, the Power Plant for Cogeneration and also a Second Storage Terminal at Kandla.</p> <p>Presently, he is also the Executive Chairman of Kesar Terminals and Infrastructure Limited.</p>
Terms and Conditions of Re-appointment	<p>As per the resolution set out at Item No. 2 of this Notice, Shri Kilachand will retire by rotation at this Annual General meeting and being eligible, he has offered himself for re-appointment.</p> <p>As per the resolution set out at Item No. 5 of this Notice, Shri Kilachand is proposed to be re-appointed as a Whole-Time Director designated as "Chairman & Managing Director" of the Company, entrusted with substantial powers of the Management, for a period of 3 years from 14th August, 2022 to 13th August, 2025.</p>
Remuneration last drawn (FY 2021-22)	Shri Kilachand did not draw any remuneration during F. Y. 2021-22.
Remuneration proposed to be paid	Details of Proposed Remuneration are provided under Annexure A i.e. Explanatory Statement to Item No. 5.
Date of first appointment on the Board	14 th August, 2010
Shareholding in the Company as on 31st March, 2022	5,73,976 (5.69%) Equity Shares
Relationship with other Director (s) and Key Managerial Personnel	NIL
Number of Meetings of the Board attended during the financial year 2021-22	4 out of 4 meetings held
Directorships of Other Boards as on 31st March, 2022	<ul style="list-style-type: none"> • Kesar Terminals & Infrastructure Limited (Listed Company) • Kesar Multimodal Logistics Limited • Seel Investment Private Limited • Kesar Corporation Private Limited • Indian Commercial Co. Private Limited • Kilachand Devchand & Company Private Limited

Membership/ Chairmanship of Committees of other Boards as on 31st March, 2022	Kesar Terminals & Infrastructure Limited <ul style="list-style-type: none"> • Audit Committee – Member • Stakeholders’ Relationship Committee – Member • Corporate Social Responsibility Committee – Member • Nomination and Remuneration Committee – Member • Share Transfer Committee / Authorised Persons- Chairman Kesar Multimodal Logistics Limited <ul style="list-style-type: none"> • Audit Committee – Member • Nomination and Remuneration Committee – Member • Share Transfer Committee / Authorised Persons- Chairman
Listed entities from which the Director has resigned in the past three years (as on 31st March, 2022)	Nil

II. Shri D J Shah	
Date of Birth (Age)	12 th July, 1955 (67 years)
Nationality	Indian
Qualification	B.Com., Fellow Company Secretary (FCS), Diploma in Financial Management (DFM)
Experience (including expertise in specific functional area) / Brief Resume	Shri D J Shah had joined the Company on 23 rd December, 1993. He retired from the Company as Sr. Vice President (Legal) and Company Secretary on 13 th November, 2020. He has overall 40+ years of experience including vast experience in Secretarial, Legal, Administration & Personnel functions.
Terms and Conditions of appointment	As per the resolution set out at Item No. 6 of this Notice, Shri D J Shah is proposed to be appointed as Non-Executive Non-Independent Director, liable to retire by rotation.
Remuneration last drawn (FY 2021-22)	N.A.
Remuneration proposed to be paid	Shri D J Shah will be entitled to receive sitting fee for attending meetings of the Board and Committee (s) thereof, of which he may be appointed as member by the Board or for any other purpose, as approved by the Board of Directors from time to time.
Date of first appointment on the Board	Shri D J Shah was appointed by the Board as a Whole Time Director designated as “Director & Company Secretary” for a period of 3 years w.e.f. 27 th January, 2015 and continued as Whole Time Director till 30 th April, 2018.
Shareholding in the Company as on 31st March, 2022	500 Equity Shares
Relationship with other Director (s) and Key Managerial Personnel	Nil
Number of Meetings of the Board attended during the financial year 2021-22	N.A.
Directorships of Other Boards as on 31st March, 2022	Nil
Membership/ Chairmanship of Committees of other Boards as on 31st March, 2022	Nil
Listed entities from which the Director has resigned in the past three years (as on 31st March, 2022)	Nil

Registered Office:
 Oriental House,
 7, Jamshedji Tata Road, Churchgate, Mumbai 400 020

By Order of the Board of Directors

17th August, 2022

Gaurav Sharma
Company Secretary &
General Manager (Legal)
Membership No. ACS 19509

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Directors' Report

To

The Members,

Your Directors present the Annual Report of Kesar Enterprises Limited (the Company) along with the audited financial statements for the financial year ended March 31, 2022.

1. Financial Highlights

	(₹ In Lakhs)	
	Financial Year 2021-22	Financial Year 2020-21
Profit / (Loss) before interest, depreciation & taxation	1,536.87	13,607.75
Less: Finance Cost	2,571.58	2,693.55
Profit / (Loss) before Depreciation & Taxation	(1,034.71)	10,914.20
Less: Depreciation and Amortisation Expense	1837.48	1,931.15
Less: Taxation / Deferred Tax	16.94	---
Profit / (Loss)	(2,889.13)	8,983.05
Other Comprehensive Income		
Items that will not be reclassified to profit or loss:		
(i) Actual loss on defined benefit obligation	(5.65)	(44.34)
(ii) Effect of measuring investment at fair value	(22.36)	164.32
Net Profit or (Loss) for the year	(2,917.14)	9,103.03

For the Financial Year 2021-22, there is a loss of ₹ 2,889.13 lakhs as against a profit of ₹ 8,983.05 lakhs in the previous year. After taking into account the effect of other Comprehensive Income based on Ind-AS norms, there is a loss of ₹ 2,917.14 lakhs for the Financial Year 2021-22 as against a profit of ₹ 9,103.03 lakhs in the previous year.

Over the last few years, the Sugar Industry has faced severe difficulties on account of high sugar cane prices set by the State Government, lower sugar prices and consequential inadequate recovery of cost of production. These factors have adversely affected the Company's operations and financial performance. Hence, the entire net worth of the Company is eroded and its current liabilities are in excess of current assets.

2. COVID-19

The COVID-19 pandemic has emerged as a global challenge, creating disruption across the world. Every business and every industry in India have been facing difficulties in continuing its operations, due to continuing impact of the pandemic.

With the continued support of the state administration and the employees, the Company has been able to run its operations with minimum disruption during the year under review. The Company is continuously monitoring and assessing the situation arising on account of COVID-19 pandemic and the Company anticipate no material impact of the pandemic on the financial statements for financial year 2021-22.

3. Company's Operational Performance (Financial Year 2021-22)

Sugar Division

The crushing for the Season 2021-22 started on 08-11-2021 i.e. 8 days later, due to heavy rains in the third week of October 2021, as compared to 30-10-2020 in the previous season and ended on 11-05-2022 i.e. 12 days later, as against 28-04-2021 in the previous season.

During the season, the plant crushed 115.39 lakh quintals of sugarcane in 185 days as against 115.90 lakh quintals in 181 days in the previous season. The crushing was lower by 0.51 lakh quintals during the season. Though, this year, the yield per hectare was slightly more than the previous year, less crushing is mainly attributable to the factor that, last year, we have crushed around 3.53 Lakh quintals of cane of Sitarganj sugar mill which was allotted

to us by Uttarakhand Government. However, this year, Sitarganj sugar mill has started crushing cane of their own and thus, we have not got any additional allotment from the State of Uttarakhand. Also, this year abnormal diversion of cane approximately to the tune of 15 to 18 Lakh quintals took place because of much better cane price position of neighbouring sugar factories. The overall sugar recovery was 10.49% as against 11.01% in the previous season. This season, fall in recovery was a common phenomenon experienced by all the sugar factories in the State of UP, especially in Central and Eastern part of the State, where the average drop reported was also in the same range of 0.50% to 0.80% over last year. During the season, the sugar production was 12.10 lakh quintals, as against 12.76 lakh quintals in the previous season.

For the sugar season 2021-22, the Central Government had announced a Fair & Remunerative Price [FRP] of sugarcane at ₹ 290/- a quintal at a base recovery of 10%, with a premium of ₹ 2.90 per quintal for every 0.1% increase above 10% in the final recovery achieved by respective sugar factory. The UP Government has also increased their State Advised Price (SAP) of Sugarcane at ₹ 340/- a quintal for normal variety, as against ₹ 315/- a quintal of previous year which remained unchanged from season 2017-18 onwards.

During the last few years, the cost of production in the State of UP was the highest in the country, which rendered the UP Sugar Industry unviable, cash-starved and uncompetitive. This year, it has further gone up due to steep rise in petroleum products which has resulted in overall increase in the prices of Sulphur, Lime, Chemicals, PP Bags, Steel etc. There is an urgent need to rationalize the cane pricing policy in the State of UP and adopt a 'linkage formula' as recommended by the Rangarajan Committee linking sugar cane price to sugar realisation. This is the only long-term solution for stability & viability of the Sugar industry. ISMA and UPISMA are taking up this issue with Central Government regularly. But being a very sensitive issue, it is yet to be decided.

During the Season 2021-22, Molasses produced was 5.07 lakh quintals as against 5.09 lakh quintals in the previous season.

The UP Government had announced the Molasses Policy for 2021-22 (November-October), wherein the molasses reservation ratio for the country liquor manufacturers had been retained at 18.00%, same the previous season.

During the year under review, there is moderate increase in sugar selling price, as compared to previous year. However, the increase in the sugar realisation is much lower than the impact of increase in the cane price. Even the fall in sugar recovery % over previous year has got an adverse impact on the overall cost of production of sugar bags. Although, the Government had approved increase in Minimum Selling Price (MSP) for sugar, it did not introduce it, resulting into lower realisation.

Power Division

During the Sugar Season 2021-22, the Plant started on 05-11-2021 as against 27-10-2020 in the previous season and operated till, 15-05-2022 as against 06-06-2021 of previous season. This season, it was strategically planned to stop the power plant immediately after the closure of sugar plant operations and not to run the power plant during off-season on account of reduced power tariff with effect from 01st April 2022.

The Plant consumed 2.97 lakh MT of bagasse and 0.28 lakh MT of alternate fuel to generate 1.33 lakh MW power as against 3.20 lakh MT of bagasse and 0.40 lakh MT of alternate fuel to generate 1.61 lakh MW power in the previous Season. The total power exported to the grid of Uttar Pradesh Power Corporation Limited (UPPCL) was 0.86 lakh MW amounting to ₹ 31.66 Crore as against 1.09 lakh MW amounting to ₹ 40.97 Crores in the previous Season.

The Uttar Pradesh Electricity Regulatory Commission vide notification dated 25th July, 2019 reduced the power purchase rates of bagasse-based power plants with effect from 01.04.2019 from ₹ 5.86 per unit to ₹3.76 per unit. As per this notification, power purchase rate with effect from 01.04.2022 has become ₹ 3.33 per unit. The sugar industry has filed a writ petition to challenge such reduction in power rates before the Hon'ble High Court, which has been admitted.

Spirits Division

During the year, Distillery plant was operated under lesser capacity of 30 KLPD, as per the guidelines of Pollution Control Board (PCB), till middle of February 2022. Though, the required incineration boiler was installed and put into use during October,2021, our full capacity operation was restricted till dismantling of lagoon and obtaining permission to that effect from Central Pollution Control Board. This was obtained during February,2022 and then onwards plant is operating under full capacity of 45 KLPD.

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Below given are the comparative figures of two seasons:

Product	UoM	Season (Nov To Oct)	
		2021-22	2020-21
Molasses Consumed	Lakh Qtl	2.57	2.44
Rectified Spirit (RS)	Lakh BL	57.34	56.01
Ethanol	Lakh BL	6.73	52.26
ENA	Lakh BL	-	1.84
DS / SDS	Lakh BL	43.07	0.35

Also, with respect to Ethanol supply, we have restricted our supply only to the extent of 25.60 L BL and honoured all our commitments to supply for the Ethanol year ending 30th Nov 2021. With a view to capitalise the change in the market scenario, we have not offered any quantity of ethanol to Oil Marketing Companies (OMCs) and have decided to stick on to supply RS / SDS directly in the open market. Thus, between December 2021 to April 2022, we have managed to supply 42.84 L BL at a better sale price than ethanol.

4. Expectations from Financial Year 2022-23

Sugar Division

The crushing for the Season 2022-23 is expected to start in the last week of October, 2022.

During the Financial Year 2022-23, the sugar price is expected to be steady due to expected reasonable level of closing stock of sugar. This may result into the Company generating better operational margin gradually. The industry outlook is positive in the short term and long term with sugar prices expected to be stable as there is lot of focus on reducing / curtailing sugar production, and to manufacture Ethanol directly from sugar syrup, besides diverting from C Heavy to B Heavy molasses, in addition to the focus on Exports.

Spirits Division

With the completion of installation of incineration boiler during the F/Y 2021-22, now the focus will be on Distillery expansion project of installing a new 80 KLPD MPR plant. Although the original plan for completing this 80 KLPD plant was September, 2022, due to liquidity crunch this is deferred by around 6 months now.

Once, 80 KLPD plant gets commissioned, the Company will start running the Distillery at its new capacity of 80 KLPD, which can go upto 96 KLPD under B Hy molasses. With the higher sales revenue /margin from B Hy, we would be looking forward for a better performance of our Spirits division, with commissioning of 80 KLPD plant during next season. Till such time, we will continue to run our Distillery at 45 KLPD capacity.

Power Division

The Cogen Power Plant will restart in the last week of October, 2022 and will be operated till the end of sugar crushing season 2022-23 only as power tariff is not supportive.

5. Dividend

Considering the financial position of the Company, your directors have not recommended any dividend for the financial year 2021-22.

6. Transfer to Reserves

No amount is proposed to be transferred to reserves during the year under review.

7. Share Capital

As on March 31, 2022, the Paid-up Share Capital of the Company was ₹1007.97 lakhs. During the year under review, the Company has not issued any shares. The Company has no Employee Stock Option Scheme in existence.

8. Directors' Responsibility Statement

Pursuant to the requirement of Section 134(3)(c) of the Companies Act, 2013 (**the Act**), the Board of Directors to the best of their knowledge hereby state that:

- in preparation of the annual accounts for the financial year ended on March 31, 2022, the applicable accounting standards had been followed along with proper explanation relating to material departures;

- ii) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit for that period;
- iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) the Directors had prepared the Annual Accounts for the financial year ended on March 31, 2022 on a going concern basis.
- v) the Directors had laid down proper internal financial controls in place and that such internal financial controls were adequate and were operating effectively.
- vi) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

9. Number of Meetings of the Board

Four (4) meetings of the Board of Directors were held during the year under review. For details of meetings of the Board, Members may kindly refer to the Corporate Governance Report, which is a part of this report.

The intervening gap between the meetings did not exceed one hundred and twenty (120) days as stipulated in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**Listing Regulations**) except in case of meeting held on 30.06.2021 for declaring annual results for FY 2020-21, wherein SEBI had also, vide circular no. SEBI/HO/CFD/CMD1/P/CIR/2021/556 dated 29th April, 2021 extended the date of declaration of results to 30th June, 2021

10. Audit Committee

As on March 31, 2022, the Audit Committee comprised of Five (5) members, including Four (4) Independent Directors. Further details of the Audit Committee are provided in the Corporate Governance Report, which forms part of this report.

During the year under review, there were no instances where recommendations of the Audit Committee were not accepted by the Board.

11. Directors & Key Managerial Personnel

As on March 31, 2022, 83% of the Board comprised of Independent Directors. List of Directors as on March, 31, 2022 is provided in Corporate Governance Report, forming part of this Report.

Dr. Narendra Mairpady (DIN: 00536905) and Shri Rishabh Shah (DIN: 00694160) were appointed as Additional Directors (In Independent Director Category) by the Board of Directors w.e.f. 13.11.2020. During the year under review, they were appointed as Independent Directors for 1st term of five (5) years by the Shareholders at the 86th Annual General Meeting of the Company held on 26.08.2021. Further, during the year under review, Shri Mahesh A Kuvadiah (DIN: 07195042) was reappointed as an Independent Director of the Company for his 2nd Term of 5 (five) consecutive years by the Shareholders at the 86th Annual General Meeting of the Company held on 26.08.2021. However, there were no changes in the Board of Directors during the year under review.

Pursuant to Section 152 of the Act, Shri Harsh R Kilachand (DIN: 00294835), Chairman & Managing Director, being the only Non-Independent Director on the Board, shall retire by rotation at the 87th AGM and he being eligible, offers himself for re-appointment. A resolution seeking shareholders' approval for his re-appointment along with other required details forms part of Notice of 87th AGM. He is also proposed to be re-appointed as a Whole-time Director designated as Chairman & Managing Director for a period of 3 years at this AGM.

Shri D J Shah (DIN: 03095028) was appointed as an Additional Director in the category of Non-Executive Non-Independent Director, by the Board of Directors at its meeting held on 11.08.2022 w.e.f. 12.08.2022, on the basis of recommendation of the Nomination & Remuneration Committee, in terms of provisions of Section 161 of the Companies Act, 2013, to hold office up to the date of ensuing 87th AGM. He is proposed to be appointed as Non-Executive Non-Independent Director at 87th AGM. A resolution seeking shareholders' approval for his appointment along with other required details forms part of Notice of 87th AGM.

Pursuant to the provisions of Section 149 of the Act, the Independent Directors have submitted declarations that each of them meets the criteria of Independence as laid down under Section 149(6) of the Act along with rules framed thereunder and Regulation 16 (1) (b) of the Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company. The Independent Directors have

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confirmed compliance with the Code for Independent Directors prescribed in Schedule IV to the Act and also, with the Code of Conduct for Directors and Members of Senior Management formulated by the Company.

During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees and reimbursement of expenses, if any.

Pursuant to the provisions of Section 203 of the Act, Shri Harsh R Kilachand, Chairman & Managing Director, Shri Rohit Balu, Chief Financial Officer and Shri Gaurav Sharma, Company Secretary & General Manager (Legal) are the Key Managerial Personnel of the Company as on March 31, 2022. During the year under review, there were no changes in the Key Managerial Personnel.

The Directors and Key Managerial Personnel have confirmed that during the year under review, none of them have entered into any agreement for himself / herself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the shares of the Company.

12. Details of Familiarisation Programmes

Pursuant to the provisions of Regulation 25 of the Listing Regulations, the Company familiarises the Independent Directors through various programmes, from time to time, with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. The details of Familiarization Programmes imparted to Independent Directors are placed on the Company's website on https://www.kesarindia.com/corporate_governance.html

13. Board Evaluation

The Board of Directors have carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and the Listing Regulations.

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of the criteria such as composition and structure of the Board, effectiveness of the Board processes, information and functioning etc.

The performance of the Committees was evaluated by the Board after seeking inputs from the Committee Members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings etc.

The performance of individual directors was evaluated by the Board on the basis of criteria such as the contribution of each director to the Board and Committee Meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc.

The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

In a separate meeting of independent directors, performance of the Board as a whole, Board Committees and Chairman & Managing Director of the Company was evaluated.

Performance evaluation of independent directors was done by the entire Board, excluding the independent director being evaluated.

14. Policy on directors' appointment and remuneration and other details

The Company's policy on appointment of directors, key managerial personnel and senior management and their remuneration is available on the Company's website on https://www.kesarindia.com/corporate_governance.html

The policy on remuneration has also been disclosed in the Corporate Governance Report, which is a part of this report.

15. Corporate Social Responsibility

Although, the provisions of Section 135 of the Act are not applicable to the Company at present, the Company has a Corporate Social Responsibility Committee. The Composition of the committee is provided in Corporate Governance Report, forming part of this report.

In view of losses incurred by the Company for past many years, the Company was not required to spend any amount during the financial year 2021-22 in terms of provisions of Section 135.

16. Internal Financial Control Systems and their Adequacy

The Company has adequate Internal Financial Control Systems in place. The details in respect of internal financial control and their adequacy are included in the Management Discussion and Analysis Report, which is a part of this report.

17. Risk Management

Your Company has formulated a risk management policy to identify, evaluate and mitigate various kinds of risks. The Audit Committee has oversight in the area of financial risks and controls. A detailed statement indicating the development and implementation of the risk management policy for the Company, including identification of various elements of risk, is part of the Management Discussion and Analysis Report, forming part of this report.

18. Statutory Auditors & Secretarial Auditors

At the 85th Annual General Meeting of the Company held on September 11, 2020, M/s. V. C. Shah & Co., Chartered Accountants were appointed as statutory auditors of the Company to hold office for a term of 5 (Five) years from the conclusion of the 85th Annual General Meeting till the conclusion of 90th Annual General Meeting of the Company to be held in year 2025.

The Board of Directors had, at its meeting held on 09.02.2022 appointed M/s. Ragini Chokshi & Co., Practicing Company Secretaries as secretarial auditors of the Company to undertake the secretarial audit for the financial year 2021-22, in terms of the provisions of Section 204 of the Act.

19. Statutory Auditors' Report and Secretarial Auditors' Report

The Statutory Auditors have submitted their Report for the year ended on March 31, 2022, which has been taken on record by the Board of Directors. There is no qualification, reservation or adverse remark in the Statutory Auditors' Report. No frauds have been reported by the Statutory Auditors during the financial year 2021-22.

The Secretarial Auditors have also submitted their Report for the year ended on March 31, 2022. There is no qualification, reservation or adverse remark in the Secretarial Audit Report. No frauds have been reported by the Secretarial Auditors during the financial year 2021-22.

The Secretarial Audit Report is annexed to this report as "Annexure I".

20. Cost Audit

The Company is required to maintain cost records as specified by the Central Government under sub-section (1) of section 148 of the Act and the same have been made and maintained in accordance with the said provision.

Pursuant to Section 148 of the Act, the Board of Directors have appointed Shri Rishi Mohan Bansal, Cost Accountant as Cost Auditor of the Company to conduct the audit of cost records maintained by the Company relating to Sugar, Industrial Alcohol and Electricity Divisions for the year ended on March 31, 2022. The Cost Audit Report when received from the Cost Auditor for year ended on March 31, 2022, shall be considered and examined by the Board and submitted to Central Government within stipulated time.

Based on recommendation of the Audit Committee, the Board of Directors have, at their meeting held on July 25, 2022, appointed Shri Rishi Mohan Bansal, Cost Accountant as Cost Auditor of the Company to conduct the audit of cost records maintained by the Company relating to Sugar, Industrial Alcohol and Electricity Divisions for the year ending on March 31, 2023. In pursuance of Section 148 (3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, a resolution seeking to ratify the payment of remuneration to the Cost Auditor for the financial year ending on March 31, 2023 forms part of Notice of ensuing 87th AGM.

21. Vigil Mechanism

The Company has a Whistle Blower Policy and has established the necessary vigil mechanism for directors and employees in accordance with Section 177(9) of the Act and Regulation 22 of the Listing Regulations, to report concerns about any violation of legal or regulatory requirements, misrepresentation of any financial statement and to report actual or suspected fraud or violation of the Code of Conduct of the Company.

The Policy allows the Whistle Blowers to have direct access to the Chairman of the Audit Committee in exceptional circumstances and protects them from any kind of discrimination or harassment. This Policy is available on the Company's website on https://www.kesarindia.com/corporate_governance.html

22. Transactions with Related Parties

None of the transactions with related parties fall under the scope of Section 188(1) of the Act. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable to the Company for the financial year 2021-22 and hence, does not form part of this report.

A policy of Related Party Transactions as approved by the Audit Committee and the Board of Directors is placed on the Company's website on https://www.kesarindia.com/corporate_governance.html

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23. Particulars of Loans, Guarantees and Investments

The particulars of loans, guarantees and investments as per Section 186 of the Act by the Company, have been disclosed in the financial statements.

24. Deposits from Public

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

25. Credit Facilities

During the year under review, no credit facilities were obtained by the Company from any bank or financial institution.

26. Insurance

The Company has taken adequate insurance for all its properties.

27. Annual Return

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

28. Prevention of Insider Trading

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 on prevention of Insider Trading, your Company has a comprehensive code which lays down guidelines and advises the Directors, Key Managerial Personnel and other designated persons on procedures to be followed and disclosures to be made, while dealing in securities of the Company. The Company's Code of Conduct for the Directors and Members of Senior Management, also makes it a duty on the part of the Directors and Members of Senior Management to comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015, while trading in securities of the Company.

29. Policy for Prevention of Sexual Harassment

The Company has complied with the provisions relating to constitution of an Internal Complaint Committee (ICC) for prevention and redressal of complaints / grievances on the sexual harassment of women at workplaces under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year under review, the Company did not receive any complaint on sexual harassment.

30. Compliance with Secretarial Standards

Your directors state that applicable provisions of Secretarial Standards i.e. SS-1 and SS-2 issued by the Institute of Company Secretaries of India, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively have been duly followed by the Company.

31. Material Changes & Commitments Affecting Financial Position between the end of the financial year & Date of this Report

In the opinion of the Board of Directors, there are no material changes & commitments affecting the financial position of the Company between the end of financial year 2021-22 and date of this report.

32. Significant and Material Orders passed by the Regulators, Courts and Tribunals

There are no significant and material orders passed by any regulator or court or tribunal impacting the going concern status and company's operations in future, as on the date of this report.

However, during the year under review, UCO Bank has filed application u/s 7 of Insolvency and Bankruptcy Code, 2016 before National Company Law Tribunal (NCLT), Mumbai Bench, seeking initiation of Corporate Insolvency Resolution Process of the Company. The said application is pending before NCLT as on date of this report. The Company has been making efforts to arrive at amicable resolution with UCO Bank.

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

Particulars with respect to conservation of energy and technology absorption pursuant to Section 134(3)(m) of the Act are provided in "Annexure II" forming part of this Report. During the year under review, there were no Foreign Exchange Earnings and Outgo.

34. Particulars of Employees

Information required pursuant to Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees on the payroll of the Company in India, is provided as “**Annexure III**” to this report.

The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the Members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection and any Member interested in obtaining a copy of the same may write to the Company Secretary.

35. Management Discussion & Analysis Report and Corporate Governance Report

Management Discussion & Analysis Report and Corporate Governance Report prepared in accordance with Schedule V of the Listing Regulations form part of this Report as **Annexure IV** and **Annexure V** respectively.

The Company has complied with the requirements as stipulated under Regulation 34 of the Listing Regulations. A Certificate from the Secretarial Auditors regarding the compliance of conditions of corporate governance, is annexed to Corporate Governance Report.

36. Acknowledgements

The Directors thank the Company’s employees, customers, vendors and members for their continuous support. The Directors also thank the Government of India, Government of Maharashtra and Government of Uttar Pradesh and concerned Government departments and agencies for their co-operation.

By Order of the Board of Directors

25th July, 2022

Harsh R Kilachand
Chairman & Managing Director
DIN: 00294835

FORM NO. MR-3 SECRETARIAL AUDIT REPORT

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

(For the Financial Year Ended 31st March 2022)

To,
The Members,
KESAR ENTERPRISES LIMITED
Oriental House,
7 J Tata Road, Churchgate,
Mumbai- 400020

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **KESAR ENTERPRISES LIMITED (CIN: L24116MH1933PLC001996)** (hereinafter called the "Company") for the financial year ended 31st March, 2022. 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 books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering 1st April, 2021 to 31st March, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and Compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter;

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the audit period **1st April, 2021 to 31st March, 2022** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made 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; **(Not Applicable to the Company during the Audit Period)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not Applicable to the Company during the Audit Period)**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ; **(Not Applicable to the Company during the Audit Period)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable as the Company has not issued any debt securities during the Audit Period)**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not Applicable as the Company is not Registrar to an Issue and Share Transfer Agent during the financial year)**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable as the Company has not delisted its equity shares from any stock exchange during the Audit Period)**

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. **(Not Applicable as the Company has not bought back any of its securities during the Audit Period)**
- (i) The Securities and Exchange Board of India (Depositories & Participants) Regulation, 2018 **(To the extent applicable)**

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

We are of the opinion that the management has complied with the following laws specifically applicable to the Company: -

1. The Essential Commodities Act, 1955
2. The Sugar Cess Act, 1982
3. The Electricity Act, 2003
4. The U.P. Sugarcane (Regulation Supply & Purchase) Act, 1953
5. The U.P. Sugarcane Supply and Purchase Order, 1954
6. The U.P. Sugar (Control) Order, 1966
7. The U.P. Sugar Wages Board Act, 1991
8. The Sugar Control Order, 1966
9. The Sugarcane Control Order, 1966
10. Indian Boilers Act, 1923
11. Food Safety and Standards Act, 2006

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

- Secretarial Standards issued by The Institute of Company Secretaries of India.
- Securities and Exchange Board of India (Listing Obligation & Disclosure Requirement) Regulation, 2015 "SEBI (LODR)".

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

We further report that

- The Board of Directors of the Company is duly constituted and the changes in the composition of the Board of Directors that took place during the period under review were carried out in the compliance with the provision of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- As per the minutes of the Board duly recorded and signed by Chairman, the decisions of the Board were with requisite majority.

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.

The Compliance by the company of applicable Financial Laws like Direct & Indirect Tax Laws, Goods and Service Tax has not been reviewed in the audit since the same has been subject to the review by the statutory financial audit and other designated professionals.

We further report that during the audit period, the company had no specific events or actions which might have a bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. except following:

1. A petition under Section 7 of Insolvency and Bankruptcy Code, 2016 has been filed by UCO Bank to initiate Corporate Insolvency Resolution Process (CIRP) of the Company, before the Hon'ble National Company Law

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Tribunal, Mumbai Bench, specifying the amount of default as ₹ 120,89,67,150.63. The said petition is pending before NCLT.

2. Mr. Mahesh Kuvadia (DIN: 07195042) was re-appointed as Independent director of the Company for 2nd term of 5 years with effect from 11th July, 2021.
3. Change in designation of Mr. Rishabh Shah (DIN: 00694160) as Independent Director of the Company at the Annual General Meeting held on 26th August, 2021.
4. Change in designation of Dr. Narendra Mairpady (DIN: 00536905) as Independent Director of the Company at the Annual General Meeting held on 26th August, 2021.

For Ragini Chokshi & Co.
(Company Secretaries)

Reena Bordia
(Partner)

C.P. No: 24214

ACS No: 64465

PR Certificate No.659/2020

UDIN:A064465D000647498

Place: Mumbai
Date: 19/07/2022

Disclosure pursuant to Section 134(3)(m) of the Companies Act, 2013

(1) Conservation of energy:

A.	POWER AND FUEL CONSUMPTION		2021-22	2020-21
1.	ELECTRICITY			
	a	Purchased		
		Unit	Kwh	Nil
		Total Amount	₹	Nil
		Rate/Unit	₹	Nil
	b	Own Generation		
	i)	Through Diesel Generator		
		Unit	Kwh	43,279.00
		Units Per Ltr. Of Diesel Oil	Kwh	27,395
		Rate / Unit	₹	3.15
			₹	27.82
			₹	23.77
	ii)	Through Steam Turbine		
		Unit	Kwh	14,62,12,407
		Units Per M. T. of Steam	Kwh	169.14
		Rate / Unit	₹	176.36
			₹	3.32
			₹	2.78
2.	Coal			
		Quantity	M.T.	-
		Cost	₹	-
		Average Rate	₹	-
3.	Bagasse (Own)			
		Quantity	M.T.	3,06,949
		Cost *	₹	-
		Average Rate *	₹ (M.T.)	-
4.	Other Fuel (Outside)			
		Quantity	M.T.	36,260
		Cost	₹	2,43,27,456
		Average Rate	₹	1,48,60,153
			₹	671
			₹	502
5.	Rice Husk			
		Quantity	M.T.	-
		Cost-	₹	-
		Average Rate-	₹	-
6.	H. S. DIESEL			
		Quantity	Ltr.	13,746
		Cost	₹	9,580
		Average Rate	₹	12,03,867
			₹	6,51,190
			₹	87.58
			₹	67.97

* Not applicable as the bagasse is a by-product and is used as fuel.

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Consumption per unit of production

Particulars		2021-22	2020-21
Product (Sugar)			
Electricity	Kwh / M.T.	279.44	265.81
Bagasse / Rice Husk / Cane Trash	M.T. / M.T.	-	-
Diesel Oil	Ltr. / M.T.	-	-
Product (Industrial Alcohol)			
Electricity	Kwh /000' Ltrs	548.92	500.75
Coal	Qtls./000' Ltrs	-	-
Bagasse (Pith)	M.T./000' Ltrs	-	-
Rice Husk	Ltr./000' Ltrs	-	-
Diesel Oil	Ltr. / 000'Ltrs	-	-

(2) Absorption of technology, research and development

a. Research and Development

The Company has not spent any amount on Research & Development.

b. Benefits Derived

Expenditure on R & D		2021-22	2020-21
a)	Capital	-	-
b)	Recurring	-	-

For and on behalf of the Board of Directors
of Kesar Enterprises Limited

Harsh R Kilachand
Chairman & Managing Director
DIN: 00294835

Date: 25th July, 2022

Annexure III

Particulars of Employees' remuneration and other details in terms of Section 134(3)(q) read with Section 197(12) of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2021-22:

Executive Director	
* Shri Harsh R Kilachand	NIL
Non-Executive Independent Directors	
Shri Mahesh A Kuvadia	1.09:1
Shri Anilkumar S Ruia	1.09:1
Mrs. Ranjana Sinha	0.99:1
Dr. Narendra Mairpady (w.e.f. 13.11.2020)	0.50:1
Shri Rishabh Shah (w.e.f. 13.11.2020)	0.50:1

2. The percentage increase in remuneration of each Director, CFO, CEO, CS in the financial year 2021-22:

Executive Director	
* Shri Harsh R Kilachand	NIL
Non-Executive Independent Directors	
Shri Mahesh A Kuvadia	5.48%
Shri Anilkumar S Ruia	5.48%
Mrs. Ranjana Sinha	6.06%
Dr. Narendra Mairpady (w.e.f. 13.11.2020)	^Not Comparable
Shri Rishabh Shah (w.e.f. 13.11.2020)	^Not Comparable
Key Managerial Personnel	
Shri Rohit Balu, Chief Financial Officer	0.87%
Shri Gaurav Sharma, Company Secretary (w.e.f. 13.11.2020)	^^Not Comparable

* Shri Harsh R Kilachand had stopped drawing remuneration from the Company voluntarily, since March, 2014 in view of the heavy losses suffered by the Company for the last few years.

^ Dr. Narendra Mairpady and Shri Rishabh Shah were appointed as Directors w.e.f. 13.11.2020.

^^ Shri Gaurav Sharma was appointed as Company Secretary w.e.f. 13.11.2020.

3. The average percentile increase in the remuneration of employees (other than Directors) in the financial year was 8.88%. Since Shri Harsh R Kilachand, the only Whole-Time Director on the Board, did not draw any remuneration during the financial years 2020-21 and 2021-22, comparison between increase in remuneration of employees and increase in managerial remuneration is not required.
4. The Company had 243 permanent employees as on March 31, 2022.
5. It is affirmed that the remuneration paid is as per the remuneration policy of the Company.

**For and on behalf of the Board of Directors
of Kesar Enterprises Limited**

**Harsh R Kilachand
Chairman & Managing Director
DIN: 00294835**

Date: 25th July, 2022

Management Discussion and Analysis Report

GLOBAL TREND – SUGAR INDUSTRY:

Global sugar production for marketing year (MY) 2021/22 is estimated to be flat at 181 million tonnes, with the drop in Brazil expected to be offset by gains in the European Union, India, Russia, and Thailand.

Brazil's sugar output is expected to fall by 6.1 million tonnes to 36 million tonnes in part as a result of dry conditions and frosts. Due to Brazil's importance as a producer and exporter, this reduction is expected to have a major influence on world sugar supply and prices.

Consumption is expected to rise in markets including China, India, and Russia. Global sugar consumption is expected to reach 174.4 million tonnes in 2021/2022, from 171.1 million tonnes in previous marketing year.

Global sugar inventory is expected to drop to 43.97 million tonnes this marketing year, from 48.75 million tonnes in the previous year as stocks drop in China, Indonesia, and Thailand.

(Source: <https://sugartimes.co.in/2021/12/02/global-sugar-output-seen-flat-on-lower-brazils-production/>)

INDIAN SUGAR INDUSTRY:

Sugar mills across the country have produced 342.37 lac tons of sugar between 1st October, 2021 and 30th April, 2022. This is about 42 lac tons higher than 300.29 lac tons produced at the same time last year. However, as compared to 106 sugar mills which were crushing sugarcane on 30th April, 2021, 217 sugar mills were crushing sugarcane on 30th April, 2022 this year.

In Maharashtra, sugar production till 30th April, 2022 was 132.06 lac tons, compared with 105.63 lac tons produced last year same period, almost 26.4 lakh tons higher than last year. In the current 2021-22 Sugar Season, 76 mills have closed their crushing operations in the State and 123 sugar mills are still operating, as compared to which only 23 mills were operating last year on the corresponding date. The mills are currently facing the problem in harvesting and transportation of harvestable cane still available in the state. Accordingly, the State Government has announced assistance to enable mills to continue crushing till cane lasts.

U.P. sugar mills have produced 98.98 lac tons of sugar as on 30th April, 2022, which is 6.64 lac tons lower than the production of 105.62 lac tons achieved by them last year on the corresponding date. Out of 120 mills operated this year, 78 mills have ended their crushing and 42 mills continue their operations this year, compared to 45 mills which were operating on 30th April, 2021 last year.

Out of the 72 mills which operated in Karnataka, 70 have already closed their crushing operations for the main season, while only 2 mills are in operation and have produced 59.02 lac tons of sugar. However, few closed mills might operate in the special season commencing June / July, 2022. During the corresponding period last year, all the operating 66 sugar mills had closed their operations and had produced 42.48 lac tons sugar. However, in the special season last year, 2.20 lakh tons of sugar was made.

Gujarat has produced 11.55 lac tons of sugar till 30th April, 2022 with 10 sugar mills in operation. Last year, 10.15 lac tons of sugar had been produced with 5 mills in operation on the same date.

In case of Tamil Nadu, out of 29 sugar mills which operated this season, 5 sugar mills have ended their crushing so far, though some might operate in the special season later in the year. Till 30th April, 2022, sugar production in the State was 8.40 lac tons, compared with 6.04 lac tons produced by 27 sugar mills on the corresponding date last year. Of the 27 sugar mills, 9 mills had ended their operations while 18 mills were in operation as on 30th April 2021, last year. In the special season last year, Tamil Nadu mills had made 2.16 lakh tons of sugar.

The remaining States of Andhra Pradesh, Telangana, Bihar, Uttarakhand, Punjab, Haryana, Madhya Pradesh, Chhattisgarh, Rajasthan and Odisha have collectively produced 32.36 lac tons till 30th April, 2022.

Of the above States, Bihar, Punjab, Chhattisgarh, Rajasthan and Odisha have already closed their crushing operations for the current campaign.

As per reports from sugar mills and estimations made by ISMA, sugar sales by end of March, 2022 have been estimated at 136.14 lac tons, as against 129.48 lac tons in the corresponding period last year, which is higher by 6.66 lac tons.

Further, domestic sugar sales quota released by the Government upto May,2022 is also higher by 6.5 lac tons as against corresponding period last year. Domestic sugar consumption in the current season is expected to be at 272 lakh tons against 265.5 lac tons last year.

As per reports from the trade, around 82-83 lac tons of sugar export have been contracted for so far. Out of that, about 68 -70 lac tons of sugar is estimated to have been physically exported from India upto end of April,2022 in the current sugar year, as compared to about 43.19 lac tons exported last year during the corresponding period. Accordingly, it is estimated that in the current season, Indian sugar industry should be able to export over 90 lac tons.

On the ethanol front, against the total LOI quantity of 425.17 crore ltrs, 410.32 crore ltrs have been contracted for and 168.66 Cr ltrs of ethanol have been supplied as on 24th April' 2022. Out of the total supply so far, about 149.16 crore ltrs i.e. over 88% have been supplied by the sugar industry. The country, on an average, has achieved a blending percentage of 9.82% on the corresponding date.

(Source: <https://www.indiansugar.com/EventDetails.aspx?Nid=9306>)

India had targeted 10 per cent ethanol blending in petrol by the end of 2022 and 20 per cent blending by 2030. The Centre has also targeted 5 per cent blending of biodiesel with diesel by 2030. The ethanol blending programme is aimed at reducing the country's dependence on crude oil imports, cutting carbon emissions and boosting farmers' incomes. The Centre has also announced an additional duty of ₹ 2 per litre on unblended fuels starting October, 2022 to incentivise blending.

(Source: <https://indianexpress.com/article/business/economy/9-99-ethanol-blending-in-petrol-7909060/>)

After two years of lull, India's sugar consumption is set to hit record highs in the current summer season as demand from bulk consumers such as cold drink and ice cream-makers rises after the lifting of COVID-19 restrictions.

India's sugar consumption in the 2021/22 marketing year that ends on September 30 is set to rise by nearly 3% from a year ago to an all-time high of 27.2 million tonnes, according to the Indian Sugar Mills Association (ISMA). Exports are also expected to reach record levels, with Indian mills having already signed contracts to ship 7.2 million tonnes of sugar overseas in the 2021/22 marketing year as per the estimates of the ISMA.

Rising exports and strong local demand would help bring down stockpiles that had been weighing on local prices. The country could start the new marketing year with opening stock of around 6 million tonnes, the lowest in five years.

(Source: <https://economictimes.indiatimes.com/industry/cons-products/food/indias-sugar-sales-to-race-to-record-high-as-summer-demand-peaks/articleshow/90704093.cms>)

On 24th May,2022, the government has notified capping of sugar exports to 10 million tonnes in the ongoing 2021-22 marketing year (October-September), so as to ensure enough domestic availability of sugar during the festival season in October-November, which is also the beginning of the new sugar marketing year.

(Source: <https://www.financialexpress.com/economy/sugar-exports-curb-precautionary-step-to-ensure-enough-supply-in-festive-season-in-oct-nov-food-secretary-sudhanshu-pandey/2537438/>)

OPERATIONAL HIGHLIGHTS (2021-22):

Sugar Division

- During the season 2021-22, the plant crushed 115.39 lakh quintals of sugarcane as against 115.90 lakh quintals in the previous season. The crushing was slightly lower by 0.51 lakh quintals during the season as compared to the last season, because last season, the Company had got additional allotment of cane from State of Uttarakhand.
- The overall sugar recovery was 10.49% as against 11.01% in the previous season. The fall in recovery was a common phenomenon experienced by all the sugar factories in the State of UP, during this season. During the season, the sugar production was 12.10 lakh quintals, as against 12.76 lakh quintals in the previous season.
- During the Season 2021-22, Molasses produced was 5.07 lakh quintals as against 5.09 lakh quintals in the previous season.
- During the year under review, there was moderate increase in sugar selling price, as compared to previous year. However, the increase in the sugar realisation is much lower than the impact of increase in the cane price. Even the fall in sugar recovery % over previous year has got an adverse impact on the overall cost of production of sugar bags. Although the Government had approved increase in Minimum Selling Price (MSP) for sugar, it did not introduce it, resulting into lower realisation.

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Power Division

- The Plant consumed 2.97 lakh MT of bagasse and 0.28 lakh MT of alternate fuel to generate 1.33 lakh MW power as against 3.20 lakh MT of bagasse and 0.40 lakh MT of alternate fuel to generate 1.61 lakh MW power in the previous Season.
- The total power exported to the grid of Uttar Pradesh Power Corporation Limited (UPPCL) was 0.86 lakh MW amounting to ₹ 31.66 crores as against 1.09 lakh MW amounting to ₹ 40.97 crores in the previous Season.

Spirits Division

- During the year, Distillery plant was operated under lesser capacity of 30 KLPD, as per the guidelines of Pollution Control Board till middle of February 2022. Though, the required incineration boiler was installed and put into use during October, 2021, the full capacity operation was restricted till dismantling of lagoon and obtaining permission to that effect from Central Pollution Control Board. This was obtained during February, 2022 and since middle of February 2022, plant is operating under full capacity of 45 KLPD.
- With respect to Ethanol supply, the Company has restricted our supply only to the extent of 25.60 L BL and honoured all its commitments to supply for the Ethanol year ended on 30th November, 2021. With a view to capitalise the change in the market scenario, the Company has not offered any further quantity of ethanol to Oil Marketing Companies (OMCs) and have decided to continue to supply RS / SDS directly in the open market. Between December, 2021 to April, 2022, the Company has managed to supply 42.84 L BL at a better sale price than ethanol.

OUTLOOK FOR 2022-23:

- During the Financial Year 2022-23, the sugar price is expected to be steady due to expected reasonable level of closing stock of sugar. This may result into the Company generating better operational margin gradually. The industry outlook is positive in the short term and long term with sugar prices expected to be stable as there is lot of focus on reducing / curtailing sugar production, and to manufacture Ethanol directly from sugar syrup, besides diverting from C Heavy to B Heavy molasses, in addition to the focus on Exports.
- The Company has enhanced the capacity of Distillery from 30 KLPD to 45 KLPD. This has been planned to tap the opportunity of producing Ethanol from B Heavy Molasses which is one of the best advantageous propositions. The Company is planning to enhance the capacity to 80 KLPD. With commissioning of 80 KLPD plant during next season, the company is hopeful of a better performance of its Spirits division.

FINANCIAL REVIEW:

- After taking into account the effect of other Comprehensive Income based on Ind-AS norms, there is a loss of ₹ 2,917.14 lakhs for the Financial Year 2021-22 as against a profit of ₹ 9103.03 lakhs in the previous year. In current year, loss is mainly due to higher cane price.
- The Company generated EBIDTA of ₹ 1,536.87 lakhs as against ₹ 13,607.75 lakhs last year. In previous year, EBIDTA was higher due to substantial increase in other income arising out of write back of ₹ 5,474.12 lakhs towards principal Loan amount and ₹4,818.51 lakhs towards Interest consequent upon One Time Settlement (OTS) entered into with Indian Bank (erstwhile Allahabad Bank)
- During the Financial year 2021-22, the Company did not raise any funds by issue of equity shares or any debt securities. There was no change in Paid-up Share Capital of the Company during the year.
- During the Financial Year 2021-22, the Company did not borrow any funds from Banks / Financial Institutions.

SEGMENT-WISE FINANCIAL PERFORMANCE:

Segment-wise reporting of performance of the Company's primary business segments (Sugar, Power and Spirits) is provided in Note No. 41 to Financial Statements.

OPPORTUNITIES & THREATS:

Sugar

Untimely change in government policy and upward pricing in terms of Fair Remunerative Price (FRP) and State Advised Price (SAP) can prove a threat to the Company. Excess production also can affect the sugar prices to a great extent.

Power

The Company has set up a state of the art cogeneration plant operating at high pressure of 115 kg/cm². Therefore, it is very efficient when compared to majority of the cogeneration plants having power cycle at pressures of 45, 67 and 87 kg/cm². This will, therefore, translate into producing more power from same bagasse.

Spirits

Present State and Central Government policies are quite favourable for the Spirits Division. The Government is promoting Ethanol by giving better rates, allowing to produce from 'B' heavy molasses and cane juice directly. The Company also plans to restart Country Liquor and IMFL contract bottling.

RISKS AND CONCERNS:

Raw Material Risk

Sugarcane is the principal raw material for manufacture of Sugar, Spirits and Power and its shortages could be on account of pest attacks, crop diseases, diversion of land by farmers. Shortage of the basic raw materials would severely impact the working of the divisions of the Company. To mitigate these risks, the Company has adopted sound agronomic practice and improvement in basic infrastructure facilities.

Price Risk

Sugar price is susceptible to fluctuations on account of international demand and supply, government pricing for cane as well as sugar, variance in production capacities of peers. Any change may affect the margins of the Company.

Regulatory Risk

The policies of the Central and State Governments in terms of Fair Remunerative Price (FRP) and State Advised Price (SAP) for sugarcane have an impact on the operations of the Company.

INTERNAL CONTROL SYSTEM:

The Company's internal controls are commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization and ensuring compliance with corporate policies. The Company has a well-defined delegation of power with authority limits for approving contracts as well as expenditure.

The Company has appointed independent internal auditors to oversee and carry out internal audit of its activities on half yearly basis. The audit is based on an internal audit plan, which is reviewed and approved by the audit committee. The audit committee reviews audit reports submitted by internal auditors. The audit committee also discusses with the Company's statutory auditors, their views on the adequacy of internal control systems.

Based on its evaluation (as defined in section 177 of Companies Act 2013 and 18 of SEBI (LODR) Regulations 2015), the audit committee has concluded that, as of 31st March, 2022, the company's internal financial controls were adequate and operating effectively.

DETAILS OF SIGNIFICANT CHANGES (I.E. CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN KEY FINANCIAL RATIOS INCLUDING RETURN ON NET WORTH* AS REQUIRED TO BE DISCLOSED UNDER SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Particulars	Numerator	Denominator	March 31, 2022	March 31, 2021	Remarks/Reason for significant change
(i) Trade Receivable Turnover Ratio (times)	Sales	Average Debtors	17.38	13.24	It is improved due to improvement in realization of power dues from UPPCL.
(ii) Inventory Turnover Ratio (times)	Cost of Goods sold	Average Stock	4.73	5.84	-

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Particulars	Numerator	Denominator	March 31, 2022	March 31, 2021	Remarks/Reason for significant change
(iii) Interest Coverage Ratio (times)	Earnings before Interest and Tax	Interest Exp	(0.12)	0.51	Due to losses incurred in current year on account of increase in cane price by ₹ 25 per Quintal, fall in sugar recovery from sugar cane & reduction in sale of Power.
(iv) Current Ratio (times)	Current Assets	Current Liabilities	0.31	0.36	-
(v) Debt Equity Ratio	Borrowings	Equity	1.48	1.27	-
(vi) Operating Profit Margin (%)	Gross Profit	Sales	(1.33%)	2.64%	-
(vii) Net Profit Margin (%)	Net Profit	Sales	(6.16%)	(2.39%)	Due to losses incurred in current year on account of increase in cane price by ₹ 25 per Quintal, fall in sugar recovery from sugar cane & reduction in sale of Power.
(viii) Return on Net Worth	Net Profit after Tax	Equity	(27.57%)	67.10%	There has been significant change due to impact of write back of loans and interest from Indian Bank (erstwhile Allahabad Bank) during Financial Year 2020-21.
ix) Trade payables turnover Ratio (%)	Average Trade payables	Purchases & Other manufacturing expenses	49.83%	41.91%	-
x) Net capital turnover Ratio (%)	Net Sales	Working Capital	(137.20%)	(188.21%)	Due to Increase in payables to can growers on account of increase in cane price by ₹ 25 per Quintal, fall in sale of sugar on accounts of lower demand.
xi) Return on capital (%)	Earnings before Interest and Tax	Capital Employed	(2.87%)	8.93%	Due to losses incurred in current year on account of increase in cane price by ₹ 25 per Quintal, fall in sugar recovery from sugar cane & reduction in sale of Power.
xii) Return on Investment (%)	Dividend & Gain on Investments	Average Investments	5.08%	24.40%	Market rate of Listed Equity investment is reduced in the current year compared to previous year

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT:

The Company considers human capital as a critical asset and success factor for smooth organizational workflow. Efforts are made to improve skills, knowledge and performance of employees by timely training, job satisfaction and enrichment. The Company has added to its fold, experienced manpower in line with future areas of growth. As on 31st March, 2022, the Company had 243 permanent employees.

CAUTIONARY STATEMENT:

The above Management Discussion and Analysis Report contains “forward looking statements” within the meaning of applicable laws, and regulations and is futuristic in nature. All statements that address expectations or projections about the future, including, but not limited to statements about the Company’s strategy for growth, market position, expenditures and financial results are forward looking statements. The Company’s actual results, performance or achievement could thus differ materially from those projected in any such forward looking statements. Investors are requested to make their own independent judgments before taking any investment decisions and the Company assumes no responsibility.

Corporate Governance Report

1. Company's philosophy on Corporate Governance

Effective corporate governance practices constitute a strong foundation on which successful commercial enterprises are built to last. The Company's philosophy on Corporate Governance aims at attainment of the highest levels of transparency, accountability and equity in the functioning of the Company and in all interactions with employees, shareholders, creditors, customers and regulators. The Company believes that its systems and actions must be endeavored for enhancing corporate performance and maximizing shareholders' value in the long term.

The Company has adopted a Code of Conduct for Directors and Senior Management, which casts several ethical and legal duties on Directors and Members of Core Management Team, thereby enhancing overall governance level in the functioning of the Company.

The Company also have Directors with knowledge and expertise in diversified fields, which allows the Board of Directors to have a meaningful discussion during their meetings on matters concerning the functioning and business of the Company, which ultimately leads to decision-making beneficial for all stakeholders.

2. Board of Directors

As on 31st March, 2022, the Composition of the Board of Directors is in conformity with the stipulation laid down in the Code of Corporate Governance prescribed by the Securities and Exchange Board of India (SEBI) (Listing Obligations & Disclosure Requirements) Regulations, 2015 [**'LODR Regulations'**] as amended from time to time.

The Board includes reputed individuals with considerable professional expertise from fields like finance, legal, commercial, business administration and other related fields, who, not only bring a wide range of experience and expertise, but also impart the desired level of independence to the Board.

The Composition and Category of Directors as on 31st March, 2022, is as follows:

Name of Director	Category
Shri Harsh R Kilachand*(DIN:00294835)	Chairman & Managing Director
Shri Anilkumar S Ruia (DIN:00296622)	Independent Director
Shri Mahesh A Kuvadia(DIN:07195042)	Independent Director
Mrs. Ranjana Sinha (DIN: 06989942)	Independent Director
Dr. Narendra Mairpady (DIN:00536905)**	Independent Director
Shri Rishabh Shah (DIN: 00694160)**	Independent Director

* Shri Harsh R Kilachand is the Promoter of the Company.

** Dr. Narendra Mairpady and Shri Rishabh Shah were appointed as Additional Directors (In Independent Director Category) by the Board of Directors w.e.f. 13.11.2020. Their Appointment was confirmed by the Shareholders at Annual General Meeting of the Company held on 26th August, 2021.

The Independent Directors have submitted declaration that they meet the criteria of independence as provided in Regulation 16 (1) (b) of the LODR Regulations and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. In the opinion of the Board, the Independent Directors fulfill the conditions of independence specified in LODR Regulations and are independent of the management.

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The following skills/ expertise/ competencies have been identified by the Board for its effective functioning, and are currently available with the Board along with names of directors who have such skills / expertise / competence:

Industry knowledge/ experience	Knowledge of Sugar, Spirits and Power Manufacturing Industry	Shri Harsh R Kilachand Shri Anilkumar S Ruia
	Understanding of laws, rules, regulations and policies applicable to Sugar, Spirits and Power Manufacturing Industry	Shri Harsh R Kilachand Shri Mahesh A Kuvadia Mrs. Ranjana Sinha Shri Rishabh Shah
Technical skills/experience	General business management	Shri Harsh R Kilachand Shri Anilkumar S Ruia Shri Mahesh A Kuvadia Dr. Narendra Mairpady
	Accounting and finance	Shri Mahesh A Kuvadia Dr. Narendra Mairpady
	Strategic planning/ business development	Shri Harsh R Kilachand
	Information Technology	Shri Harsh R Kilachand Shri Rishabh Shah
Behavioural Competencies	Integrity and ethical standards	Shri Harsh R Kilachand Shri Anilkumar S Ruia Shri Mahesh A Kuvadia Mrs. Ranjana Sinha Dr. Narendra Mairpady Shri Rishabh Shah
	Decision making	Shri Harsh R Kilachand Shri Anilkumar S Ruia Shri Mahesh A Kuvadia Mrs. Ranjana Sinha Dr. Narendra Mairpady Shri Rishabh Shah
	Problem solving skills	Shri Harsh R Kilachand Shri Anilkumar S Ruia Shri Mahesh A Kuvadia Mrs. Ranjana Sinha Dr. Narendra Mairpady Shri Rishabh Shah

Details of Board Meetings held:

During the year, four (4) Board Meetings were held on 30th June, 2021, 13th August, 2021, 12th November, 2021 and 9th February, 2022. The gap between any two consecutive meetings of the Board of Directors was not more than 120 days except in case of meeting held on 30.06.2021 for declaring annual results for Financial Year 2020-21, wherein SEBI had also, vide circular no. SEBI/HO/CFD/CMD1/P/CIR/2021/556 dated 29th April, 2021 extended the date of declaration of results to 30th June, 2021,

Directors' Attendance and Directorships Held:

Attendance of each Director at the Board Meetings held during Financial Year 2021-22 and at the last Annual General Meeting held on 26th August, 2021 and the Number of other Directorships & Chairmanship/ Membership of Committees of each Director in various Companies are as under:

KESAR ENTERPRISES LIMITED

Name of the Director	Number of Board Meetings attended during the FY 2021-2022	Whether attended last AGM held on 26.08.2021	Number of Directorships in other Public Companies	Number of Committee positions held in other Public Companies \$		Directorship in other listed entity (Category of Directorship)
				Chairman	Member*	
Shri Harsh R Kilachand (DIN:00294835)	4	Yes	2	0	3	Kesar Terminals & Infrastructure Limited (Whole-time Director)
Shri Anilkumar S Ruia (DIN:00296622)	4	Yes	4**	1	3	Kesar Terminals & Infrastructure Limited (Independent Director)
Shri Mahesh A Kuvadia (DIN:07195042)	4	Yes	2	0	2	Aishwarya Technologies and Telecom Limited (Independent Director)
Mrs. Ranjana Sinha (DIN: 06989942)	4	Yes	0	0	0	NIL
Dr. Narendra Mairpady (DIN: 00536905)	4	Yes	9***	1	3	Adani Enterprises Ltd. (Independent Director) Man Industries (India) Ltd. (Independent Director) Sumaya Industries Limited (Independent Director) Equipp Social Impact Technologies Limited (Independent Director)
Shri Rishabh Shah (DIN: 00694160)	4	Yes	6	1	4	Arshiya Limited (Independent Director)

\$ Only Audit Committee and Stakeholders Relationship Committee have been considered as per Regulation 26 of the LODR Regulations, 2015.

* Membership includes Chairmanship

**This includes 1 (one) Not-for-Profit License Company

***This includes 1 (one) Not-for-Profit License Company

None of the Directors hold the office of Director / Independent Director in more than the permissible number of Companies under the Companies Act, 2013 and Regulation 17A of the LODR Regulations. The Directors duly comply with Regulation 26 in respect of Memberships/Chairmanships of the Committees held by them.

Details of equity shares of the Company held by the Directors as on 31st March, 2022:

Name of the Director	No. of Shares held
Shri Harsh R Kilachand (DIN:00294835)	573976
Shri Anilkumar S Ruia (DIN:00296622)	NIL
Shri Mahesh A Kuvadia (DIN:07195042)	NIL
Mrs. Ranjana Sinha (DIN: 06989942)	NIL
Shri Narendra Mairpady (DIN: 00536905)	NIL
Shri Rishabh Shah (DIN: 00694160)	NIL

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Relationship between the Directors inter-se: Nil

The details of Familiarization Programmes imparted to Independent Directors are disclosed on the website of the Company viz. www.kesarindia.com.

The details of the Committees constituted by the Board per relevant provisions of law are provided herein below:

3. Audit Committee

The Committee has been constituted in line with the provisions of Section 177 of the Companies Act, 2013 & Regulation 18 of the LODR Regulations.

(a) Terms of Reference:

Terms of Reference of the Committee comprises of 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 them;
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 Directors' Responsibility Statement to be included in the Board's Report in terms of Section 134(3)(c) 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 the 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. Qualifications in the draft Audit Report, if any;
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. Review and monitor the Auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the Management, the performance of statutory and internal Auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of the 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 payments 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 (CFO) (i.e. Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Reviewing the utilization of loans and/ or advances from/investment by the company in its subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower.
21. Considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.
22. Reviewing the information listed in Para B of Part C of Schedule II of the LODR Regulations
23. Reviewing/Considering any other item which is specified in Section 177 (4) of the Companies Act, 2013 and which is not specified above.
24. Carrying out any other function as may be specifically assigned to the Committee under the Companies Act, 2013, LODR Regulations or any other applicable law, rules or regulations, from time to time.

(b) Composition:

The Audit Committee was reconstituted on 9th February, 2022 and consists of the following Directors:

Name	Category
Shri Mahesh A Kuvadia* <i>(Independent Director)</i>	Chairman
Shri Anilkumar S Ruia <i>(Independent Director)</i>	Member
Mrs. Ranjana Sinha <i>(Independent Director)</i>	Member
Shri Harsh R Kilachand <i>(Chairman & Managing Director)</i>	Member
Dr. Narendra Mairpady* <i>(Independent Director)</i>	Member

****Shri Mahesh A Kuvadia was appointed as Chairman of Committee and Dr. Narendra Mairpady was inducted in the Committee, by the Board at their meeting held on 9th February, 2022.***

(c) Meetings & Attendance:

Details of meeting (s) held during the year along with the attendance of the members of the Committee at the meeting are as follows:

Date of Meeting	Attendance at Meetings			
	Shri Anilkumar S Ruia	Shri Mahesh A Kuvadia	Mrs. Ranjana Sinha	Shri Harsh R Kilachand
30.06.2021	✓	✓	✓	✓
13.08.2021	✓	✓	✓	✓
12.11.2021	✓	✓	✓	✓
09.02.2022	✓	✓	✓	✓
Total	4 out of 4	4 out of 4	4 out of 4	4 out of 4

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(d) Other Details:

- During the year under review, the gap between two meetings of the Committee did not exceed one hundred and twenty days except in case of meeting held on 30.06.2021 for reviewing annual results for FY 2020-21, wherein SEBI had also, vide circular no. SEBI/HO/CFD/CMD1/P/CIR/2021/556 dated 29th April, 2021 extended the date of declaration of results to 30th June, 2021.
- Committee invites such of the executives of the Company it considers appropriate, representatives of the statutory auditors and internal auditors, to be present at its meetings.
- The Company Secretary acts as the Secretary of the Audit Committee.
- Shri Gaurav Sharma is the Compliance Officer to ensure compliance and effective implementation of the Code for prevention of Insider Trading formulated by the Company.
- Committee is apprised on matters relating to the Code for prevention of Insider Trading at regular intervals.
- Reports of Internal Auditors are placed before the Audit Committee along with the comments of the Management on the action taken to remedy issues/discrepancies observed in such reports.
- Shri Anilkumar S Ruia, then Chairman of Audit Committee, attended the previous AGM of the Company, which was held on 26th August, 2021.

4. Nomination & Remuneration Committee

The Committee has been constituted in line with the provisions of Section 178 of the Companies Act, 2013 & Regulation 19 of the LODR Regulations.

(a) Terms of Reference:

Terms of Reference of the Committee comprises of the following:

1. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal.
2. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.
3. Formulating the criteria and manner for effective evaluation of individual Directors including Independent Directors, the Committees and the Board.
4. Evaluating the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
5. Recommending to the Board, Remuneration payable to the Directors, Key Managerial Personnel and Senior Management including remuneration linked to their performance relating to the Company's operations.
6. Devising a policy on diversity of the Board of Directors

(b) Composition:

The Nomination & Remuneration Committee was reconstituted on 9th February, 2022. The Committee consists of the following Directors:

Name	Category
Shri Mahesh A Kuvadia* (Independent Director)	Chairman
Shri Anilkumar S Ruia (Independent Director)	Member
Mrs. Ranjana Sinha (Independent Director)	Member
Shri Harsh R Kilachand (Chairman & Managing Director)	Member
Dr. Narendra Mairpady* (Independent Director)	Member

***Shri Mahesh A Kuvadia was appointed as Chairman of Committee and Dr. Narendra Mairpady was inducted in the Committee, by the Board at their meeting held on 9th February, 2022.**

(c) Meetings & Attendance:

Details of meeting (s) held during the year along with the attendance of the members of the Committee at the meeting are as follows:

Date of Meeting	Attendance at Meetings			
	Shri Anilkumar S Ruia	Shri Mahesh A Kuvadia	Mrs. Ranjana Sinha	Shri Harsh R Kilachand
09.02.2022	✓	✓	✓	✓
Total	1 out of 1	1 out of 1	1 out of 1	1 out of 1

(d) Performance evaluation criteria for Independent Directors:

Performance of Independent Directors is evaluated in accordance with evaluation criteria formulated by Nomination and Remuneration Committee. Criteria on the basis of which evaluation is done includes participation and contribution by a director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behaviour and judgement.

(e) Other Details:

- The Company Secretary acts as the Secretary of the Nomination and Remuneration Committee.
- Shri Anilkumar S Ruia, then Chairman of Nomination and Remuneration Committee, attended the previous AGM of the Company, which was held on 26th August, 2021.
- The Company does not have any Employee Stock Option Scheme.

5. Stakeholders' Relationship Committee

The Committee has been constituted in line with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the LODR Regulations.

(a) Terms of Reference:

Terms of Reference of the Committee comprises of the following:

1. Resolving the grievances of the security holders of the Company 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. Reviewing measures taken for effective exercise of voting rights by shareholders.
3. Reviewing adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Reviewing 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.

(b) Composition:

The Committee consists of the following Directors:

Name	Category
Shri Mahesh A Kuvadia <i>(Independent Director)</i>	Chairman
Shri Anilkumar S Ruia <i>(Independent Director)</i>	Member
Shri Harsh R Kilachand <i>(Chairman & Managing Director)</i>	Member

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(c) Meetings & Attendance:

Details of meeting (s) held during the year along with the attendance of the members of the Committee at the meeting are as follows:

Date of Meeting	Attendance at Meetings		
	Shri Mahesh A Kuvadia	Shri Anilkumar S Ruia	Shri Harsh R Kilachand
09.02.2022	✓	✓	✓
Total	1 out of 1	1 out of 1	1 out of 1

(d) Other Details:

- The Company Secretary acts as the Secretary of the Committee.
- Shri Gaurav Sharma designated as Company Secretary and General Manager (Legal) acts as Compliance Officer.
- The details of investor complaint(s) during the financial year 2021-22 are as follows:

Investor complaints at the beginning of the year	Investor complaints received during the year	Investor complaints disposed-off during the year	Investor complaints pending at the end of the year
NIL	NIL	NIL	NIL

- Shri Mahesh A Kuvadia, Chairman of Stakeholders' Relationship Committee attended the previous AGM of the Company, which was held on 26th August, 2021.

6. Share Transfer Committee

The authority to consider and approve the Share Transfer related matters / issue of duplicate Share Certificates etc. has been delegated to Shri Harsh R Kilachand, Chairman & Managing Director and Shri Gaurav Sharma, Company Secretary & General Manager (Legal).

There were no pending requests for share transfers as on 31st March, 2022.

7. Risk Management Committee

Though the Company was not mandatorily required to constitute Risk Management Committee, in terms of Regulation 21 of LODR Regulations, the Board had constituted Risk Management Committee consisting of the following*:

Name	Category
Shri Mahesh A Kuvadia (Independent Director)	Chairman
Shri Harsh R Kilachand (Chairman & Managing Director)	Member

* Risk Management Committee has been dissolved by the Board of Directors at their meeting held on 30th June, 2021.

8. Corporate Social Responsibility Committee

The Committee has been constituted in terms of provisions of Section 135 of the Companies Act, 2013.

(a) Terms of Reference:

Terms of Reference of the Committee comprises of the following:

1. Formulating and recommending to the Board, a Corporate Social Responsibility (CSR) Policy indicating the activities to be undertaken by the company in areas or subject, specified in Schedule VII of the Companies Act, 2013.
2. Recommending the amount of expenditure to be incurred on the activities mentioned in the CSR Policy.
3. Monitoring the CSR Policy.

(b) Composition:

The Committee consists of the following directors:

Name	Category
Shri Mahesh A Kuvadia <i>(Independent Director)</i>	Chairman
Shri Anilkumar S Ruia <i>(Independent Director)</i>	Member
Shri Harsh R Kilachand <i>(Chairman & Managing Director)</i>	Member

9. Remuneration Policy for Directors

a) Remuneration to Executive Chairman / Director / Whole-time Director / Managing Director, KMP and Senior Management Personnel:

The Remuneration/ Compensation / Commission / Incentive etc. to be paid to Executive Chairman / Director / Whole-time Director / Managing Director, KMP and Senior Management Personnel etc. is governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

b) Remuneration to Non- Executive / Independent Director:

The Non-Executive / Independent Director may receive compensation / commission as per the provisions of Companies Act, 2013. The amount of sitting fees 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.

Remuneration of Executive and Non-Executive Directors:

Shri Harsh R Kilachand stopped drawing remuneration from the Company voluntarily from March, 2014 onwards, in view of the heavy losses suffered by the Company for the last few years. His employment with the Company is terminable in accordance with General Rules of the Company applicable to employees.

The details of remuneration* paid to the Non-Executive Directors for attending meetings of Board of Directors and various committees thereof including separate meeting of Independent Directors during the financial year ended on 31st March, 2022 are as under:

Name	Sitting Fees (₹)
Shri Anilkumar S Ruia	3,85,000
Shri Mahesh A Kuvadia	3,85,000
Mrs. Ranjana Sinha	3,50,000
Dr. Narendra Mairpady	1,75,000
Shri Rishabh Shah	1,75,000

** No other remuneration except the sitting fees as mentioned above were paid to Non-Executive Directors.*

10. General Body Meetings

(a) Location and time where the last Annual General Meetings were held:

AGM	Financial Year ended	Date	Location	Time
AGM	31.03.2021	26.08.2021	Through Video Conferencing (VC)/Other Audio-Visual Means (OAVM)	3:00 p.m
AGM	31.03.2020	11.09.2020	Through Video Conferencing (VC)/Other Audio-Visual Means (OAVM)	3:30 p.m
AGM	31.03.2019	20.09.2019	M C Ghia Hall, Bhogilal Hargovindas Building, Kaikhushru Dubash Marg, Mumbai 400001	3:30 p.m

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(b) The following Special Resolutions were passed in the Annual General Meeting:

Date of AGM	Particulars of Special Resolution passed thereat
26.08.2021	Resolution under Section 149, 152 read with Schedule IV of the Companies Act, 2013 relating to appointment of Shri Mahesh Kuvadía (DIN: 07195042), as an Independent Director for the 2nd term of 5 years.
11.09.2020	Resolution under Section 149, 152 read with Schedule IV of the Companies Act, 2013 relating to appointment of Mrs. Ranjana Sinha (DIN: 06989942), as an Independent Director for the 1 st term of 5 years.
20.09.2019	Resolution under Section 196 & 197 read with Schedule V for appointment of and payment of remuneration to Shri Harsh R Kilachand as Chairman & Managing Director for a period of 3 years from 14.08.2019 to 13.08.2022.

(c) No Resolution was passed during the Financial Year 2021-22 through Postal Ballot.

(d) No Special Resolution requiring Postal Ballot is being proposed at the ensuing Annual General Meeting.

11. Disclosures

a. All transactions entered into during the Financial Year 2021-22 with Related Parties as defined under the Companies Act, 2013 or under LODR Regulations were in the ordinary course of business and on an arms' length basis. There was no Material Related Party transaction, i.e. transactions exceeding 10% of the annual consolidated turnover as per the last audited financial statements. The Company has given in the notes to accounts forming part of Financial Statements, a list of related parties as per relevant Accounting Standard and the transactions entered into with them.

b. The Company has been generally in compliance with all relevant provisions of laws applicable to the Company and there have been no instances of non-compliance by the Company on any matter related to capital markets during the last three years except:

(i) In Financial Year 2020-2021, there was delay by 7 days in submission of Financial Results for the year ended 31.03.2020 due to on-going COVID-19 pandemic and lockdown imposed by the Government in view of the pandemic. BSE sent the Company notice and imposed fine against the Company for the delayed submission of results. The Company made a representation/request to BSE, seeking waiver of fine. BSE considered our representation/request and vide, email dated January 08, 2021, informed us that our request for waiver of fine has been approved.

(ii) As the Company fell within top 2000 listed entities as on March 31, 2020, the Company was required to have at least 6 directors with effect from April 01, 2020, in view of Regulation 17 of the SEBI (LODR) Regulations, 2015. However, the Company was not able to comply with the said requirement due to lockdown imposed by the Central Government and then, the State Government from time to time due to COVID-19 Pandemic and also prevailing pandemic situation. The Board of Directors of the Company, at their meeting held on November 13, 2020, appointed two additional directors, thereby making the total number of directors to six. However, for the non-compliance, BSE sent the Company notice and imposed fine. Against imposition of fine, the Company made representation to BSE for waiver of fine. Thereupon, the BSE has waived fine for June, 2020 & September, 2020 quarters and request for waiver of fine for December, 2020 quarter was rejected by BSE. The Company had paid ₹ 2,53,700/- towards fine for December, 2020 quarter.

c. The Company has laid down procedures to inform Board members about risk assessment and minimization. These procedures are periodically reviewed to ensure control of risk through a properly defined framework.

d. **Whistle Blower Policy / Vigil Mechanism:**

In staying true to our values of Strength, Performance and Passion, the Company is committed to the highest standards of Corporate Governance and Stakeholder responsibility. The Company has a Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern. We confirm that during the Financial Year 2021-22, no Employee of the Company was denied access to the Audit Committee. The Whistle Blower Policy is available on the website of the Company, www.kesarindia.com

- e. A Certificate from the Chairman & Managing Director and Chief Financial Officer (CFO), as required under Regulation 17(8) of the LODR Regulations was placed before the Board of Directors of the Company and annexed to this report as **Annexure `A`**
- f. Management Discussion & Analysis Report is a part of the Annual Report.
- g. The Company has complied with all applicable mandatory requirements of the LODR Regulations except for those mentioned in this report.
- h. A certificate from M/s. Ragini Chokshi & Co, Practicing Company Secretaries, confirming compliance with the conditions of Corporate Governance as stipulated there under is annexed to this Report as **Annexure `B`**
- i. A certificate from M/s. Ragini Chokshi & Co, Practicing Company Secretaries confirming that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI / Ministry of Corporate Affairs or any such statutory authority is annexed to this Report as **Annexure `C`**
- j. Declaration by the Chairman and Managing Director stating that the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of the Board of Directors and Senior Management, is annexed to this Report as **Annexure `D`**
- k. During the Financial Year 2021-22, there was no instance recorded where the board had not accepted any recommendation of/ submission by any committee of the Board, which was mandatorily required for the approval of the Board of Directors.
- l. During the year, the Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A).
- m. The Company does not have commodity price activities and commodity hedging activities.
- n. The details of total fee paid/payable by the Company to the Statutory Auditors and all entities in the network firm / network entity of which the statutory auditor is a part, for Financial Year 2021-22, are as follows:

Type of Service	Fee paid (₹ In Lakhs)
Audit Fee	10.00
Certifications Services	0.00
Out of Pocket Expenses	1.12
Total	11.12

- o. **Policy on Materiality of and dealing with Related Party Transactions:**
Pursuant to Regulation 23 of LODR Regulations, the Company has formulated a 'Policy on Materiality of and dealing with Related Party Transactions', which is hosted on the Company's website viz. www.kesarindia.com
- p. There were no complaints received by the Company during the year, under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- q. During the year, the Company has complied with all mandatory requirements specified in Regulation 17 to 27 and clause (b) to (i) of Regulation 46(2) of the LODR Regulations.
- r. In compliance of the discretionary requirements as specified in Part E of Schedule II of LODR Regulations, the Internal Auditor of the Company reports to the Audit Committee of the Board of Directors.
- s. As on 31st March, 2022, the Company has not issued any debt instrument or fixed deposit programme, hence, there is no requirement of obtaining credit rating in this regard.

12. Means of communication

The Board takes on record the Unaudited Quarterly Financial Results and the Audited Financial Results in the prescribed format and thereafter, the results are submitted electronically through online portal to BSE Ltd., where the shares of the Company are listed. The financial results of the Company are published in the "Free Press Journal" an English Newspaper and "Nav Shakti" a Marathi Newspaper within 48 hours of the conclusion of the meeting of the Board in which they are approved. Statutory Notices are published in "Free Press Journal" and "Nav Shakti".

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The results and all other official news releases are displayed on the website of the Stock Exchange, viz. www.bseindia.com and also on the website of the Company, viz. www.kesarindia.com

There were no presentations / call made to the analysts or institutional investors during the year.

13. General Shareholders information

A	Registered Office	Kesar Enterprises Ltd., Oriental House, 7, Jamshedji Tata Road, Churchgate, Mumbai-400020.
B	Plant Locations	Sugar, Power & Spirits Divisions at Baheri, Dist. Bareilly, U. P.
C	Annual General Meeting	
	Date	Tuesday, 20th September, 2022
	Time	03:00 pm
	Venue	The Company is conducting meeting through VC/OAVM pursuant to the MCA circular dated May 5, 2022 and as such there is no requirement to have a venue for the AGM.
D	Financial Year	2021-22
E	Next Financial Year ending	31 st March, 2023
F	Next Annual General Meeting	By 30 th September, 2023
G	Financial Reporting for the year 2022-23	
	For 1st quarter ended 30th June, 2022	By 14th August, 2022
	For 2nd quarter ending 30th September, 2022	By 14th November, 2022
	For 3rd quarter ending 31st December, 2022	By 14th February, 2023
	For 4th quarter ending 31st March, 2023	By 30th May, 2023
H	Date of Book Closure	From Tuesday, 13th September, 2022 to Tuesday, 20th September, 2022 (both days inclusive)
I	Listing on Stock Exchange	BSE Ltd., The Company has paid annual listing fees due to BSE for the year 2021-22.
J	Stock Exchange Code Number	BSE Scrip Code: 507180
K	Demat ISIN numbers in NSDL & CDSL	INE133B01019
L	Address for correspondence by the Shareholders of the Company:	
	Registrar & Share Transfer Agent: M/s. Link Intime India Pvt. Ltd C - 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400 083. Tel.No.: +91 22 49186000/ 49186270 Fax : +91 22 49186060 Email: rnt.helpdesk@linkintime.co.in Website : www.linkintime.co.in	Kesar Enterprises Ltd. Oriental House, 7, Jamshedji Tata Road, Churchgate, Mumbai-400020. Tel No.: +91 22 22042396 / 22851738 Email: gaurvsharma@kesarindia.com Website : www.kesarindia.com

14. Share Transfer System

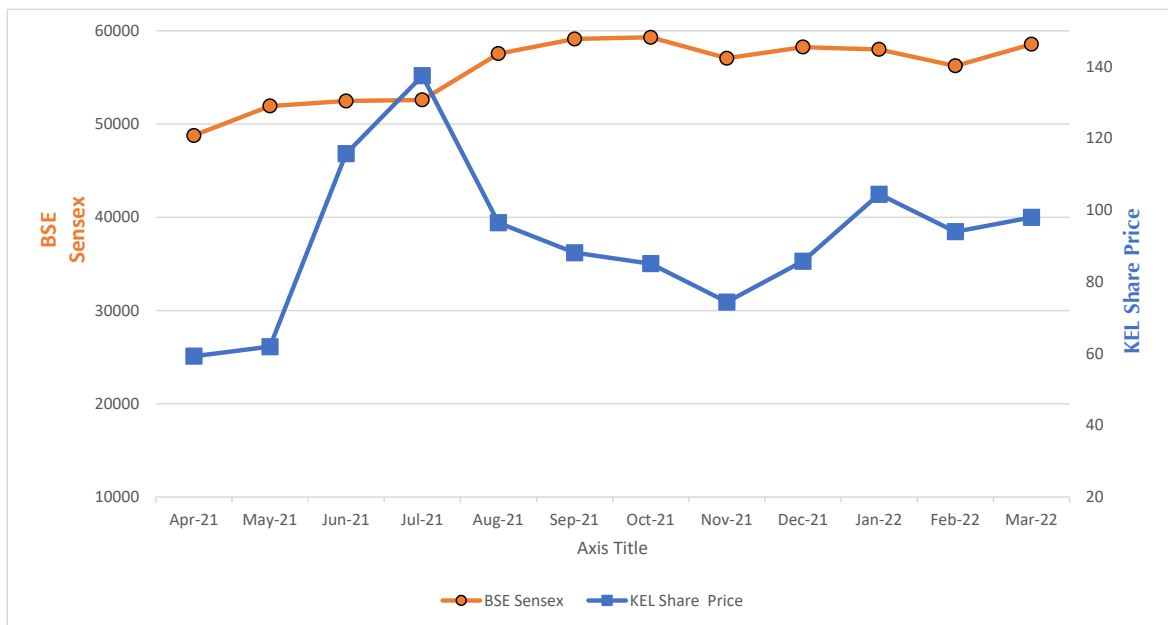
SEBI vide its notification dated January 24, 2022 via amendment made in Regulation 40 of the LODR Regulations, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of this requirement and also in order to eliminate risks associated with holding shares in physical form, Members are advised to dematerialize the shares held by them in physical form. Chairman & Managing Director and Company Secretary are authorised by the Board jointly to approve transfers, which are noted at subsequent Board Meetings.

15. Stock Market Data

The monthly high/low quotation of shares traded on BSE is as follows:

Month	BSE	
	High Price	Low Price
April 2021	60.95	33.35
May 2021	77.60	58.00
June 2021	128.00	62.15
July 2021	167.75	104.20
August 2021	144.00	84.85
September 2021	101.90	80.15
October 2021	99.45	82.25
November 2021	93.35	74.00
December 2021	94.85	74.20
January 2022	124.90	81.25
February 2022	120.00	85.00
March 2022	118.00	90.10

Performance of the share price of the Company (KEL) in comparison to the BSE Sensex



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16. Distribution of shareholding as on 31st March, 2022

Shareholding in Nominal Value of	Shareholders		Share Amount	
	Holders	% of Holders	In ₹	% to Total
Upto - 5,000	4458	89.807	4886990	4.848
5,001 - 10,000	260	5.238	2047050	2.031
10,001 - 20,000	114	2.297	1689410	1.676
20,001 - 30,000	44	.886	1105320	1.097
30,001 - 40,000	21	.423	757050	0.751
40,001 - 50,000	12	.242	572050	0.568
50,001 - 1,00,000	20	.403	1591100	1.579
1,00,001 - and above	35	.705	88147850	87.451
Total	4964	100.000	100796820	100.000

17. Categories of Shareholders as on 31st March, 2022

As on 31st March, 2022, about 98.03% of the total shareholding in the Company representing 98,80,792 shares stood converted into dematerialized form.

Sr. No.	Category	No. of Shares Held	No. of Shares in Dematerialised Form	% of Shareholding
A.	PROMOTERS & PROMOTER GROUP			
	Indian Promoters	71,54,112	71,45,029	70.98
	Foreign Promoters	-	-	-
	Sub Total:	71,54,112	71,45,029	70.98
B.	NON-PROMOTERS HOLDING			
1	INSTITUTIONAL			
	a. Mutual Funds & UTI	1,200	0	0.01
	b. Banks, Financial Institutions, Insurance Companies	1,75,545	1,74,850	1.74
	c. FII's			
	Sub Total:	1,76,745	1,74,850	1.75
2	OTHERS:			
	a. Private Corporate Bodies	7,42,031	7,41,041	7.36
	b. Indian Public (Individuals/HUF)	19,39,429	17,52,507	19.24
	c. NRI's/ OCB's	18,546	18,546	0.18
	d. Clearing Members	4,643	4,643	0.05
	e. NBFCs	-	-	
	f. IEPF	44,176	44,176	0.44
	Sub Total:	27,48,825	25,60,913	27.27
	GRAND TOTAL:	1,00,79,682	98,80,792	100.00

Note: There are no outstanding ADR's / GDR's or any Convertible Instruments as on date.

18. Guidance to Shareholders

1. As per the provisions of Section 72 of the Companies Act, 2013 and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to the Company's Registrar and Transfer Agent in case the shares are held in physical form.
2. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
 - (a) **For shares held in dematerialized form:** to their Depository Participants (DPs);
 - (b) **For shares held in physical form:** to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to **SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655** dated November 3, 2021 read with clarification vide Circular No. **SEBI/HO/MIRSD/MIRSD- RTAMB/P/CIR/2021/687** dated December 14, 2021, which provides for Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination. The Company has sent letters to members, pursuant to the said circular. The said circulars and forms prescribed under the said circulars are available on the Company's website i.e. <https://kesarindia.com/> and also on the website of Registrar and Transfer Agent i.e. <https://linkintime.co.in/> .
3. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website i.e. <https://kesarindia.com/> and also on the website of Registrar and Transfer Agent i.e. <https://linkintime.co.in/> . Members may note that any such service request can be processed only after the folio is KYC Compliant.
4. The details of the last dividend transferred to **"Investor Education and Protection Fund" (IEPF)** in terms of Section 125 of the Companies Act, 2013 [erstwhile Section 205C of the Companies Act, 1956] are as under:

Date of declaration	For the Year	Rate of Dividend	Due date of transfer to IEPF
17.11.2011	2010-2011	@ 10%	14.01.2019

In terms of provisions of Section 124 (6) of the Companies Act, 2013, the Company has, as on 31st March, 2022, transferred 44,176 shares in the name of Investor Education and Protection Fund Authority.

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Annexure A to Corporate Governance Report

CERTIFICATION

Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015

The Board of Directors

Kesar Enterprises Limited

Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby certify that:

1. 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.
2. To the best of our knowledge and belief, there are no transactions entered into by the Company during the financial year 2021-22, which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. 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.
4. We have indicated to the Auditors and the Audit committee that:
 - (i) there have been no significant changes in internal control over financial reporting during the year;
 - (ii) there have been no significant changes in Accounting Policies during the year; and
 - (iii) there have been no 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.

Rohit Balu
Chief Financial Officer

Harsh R Kilachand
Chairman & Managing Director
DIN: 00294835

Mumbai,
25th July, 2022

Annexure B to Corporate Governance Report

CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members,

KESAR ENTERPRISES LIMITED

Oriental House,

7 Jamshedji Tata Road,

Churchgate Mumbai-400020.

We have examined the compliance of the conditions of Corporate Governance by **KESAR ENTERPRISES LIMITED** ('the Company') for the financial year ended 31st March, 2022, as stipulated in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the SEBI Listing Regulations").

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended 31st March, 2022.

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

For Ragini Chokshi & Co.
(Company Secretaries)

Reena Bordia
(Partner)

C.P. No: 24214

ACS No.: 64465

UDIN: A064465D000348540

Place: Mumbai

Date: 19.05.2022

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Annexure C to Corporate Governance Report

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,

**The Members,
KESAR ENTERPRISES LIMITED**
Oriental House,
7 Jamshedji Tata Road,
Churchgate Mumbai-400020.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **KESAR ENTERPRISES LIMITED** having CIN **L24116MH1933PLC001996** and having registered office at Oriental House, 7 Jamshedji Tata Road, Churchgate Mumbai-400020 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) 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.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1.	HARSH RAJNIKANT KILACHAND	00294835	14/08/2010
2.	ANILKUMAR SUSHILKUMAR RUIA	00296622	30/04/2018
3.	NARENDRA MAIRPADY	00536905	13/11/2020
4.	RISHABH SHAH PANKAJ	00694160	13/11/2020
5.	RANJANA ASHOK SINHA	06989942	20/09/2019
6.	MAHESH AMBALAL KUVADIA	07195042	11/07/2016

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

For Ragini Chokshi & Co.
(Company Secretaries)

Reena Bordia
(Partner)

P. No: 24214
ACS No: 64465

UDIN:A064465D000342061

Place: Mumbai
Date: 18/05/2022

Annexure D to Corporate Governance Report

DECLARATION

I hereby confirm that the Company has obtained from all the Members of the Board and Management Personnel, affirmation that they have complied with the Code of Business Conduct and Ethics for Directors and Management Personnel during the Financial Year 2021-22.

Mumbai
25th July, 2022

H R Kilachand
Chairman & Managing Director
DIN: 00294835

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INDEPENDENT AUDITOR'S REPORT

To the Members of Kesar Enterprises Limited Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the accompanying financial statements of **KESAR ENTERPRISES LIMITED** (the "Company"), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "financial statements").

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 March 31, 2022 and its loss, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SA's") 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 made 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.

Material Uncertainty Related to Going Concern

We draw attention to Note 50 in the Ind AS financial statements. For the reason stated in the said note, the management has a reasonable expectation that the Company has adequate resources to continue its operational existence for the foreseeable future, the Ind AS financial statements has been prepared on going concern basis, despite accumulated losses resulting in erosion of its net worth.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements of the current year. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Material Uncertainty Related to Going Concern as above, we have determined the matter described below to be the key audit matter to be communicated in our report.

Key Audit Matter	How our audit addressed the key audit matter
<p><u>Valuation of Inventory:</u></p> <p>As on March 31, 2022, the Company has inventory of sugar with the carrying value ₹ 8,637.24 Lakhs. The inventory of sugar is valued at the lower of cost and net realizable value.</p> <p>We considered the inventory valuation of sugar as a key audit matter given the relative size of the balance in the financial statements and significant judgment involved in the consideration of factors such as minimum sale price, monthly quota, fluctuation in selling prices and the related notifications of the Government in determination of net realizable value.</p> <p><i>(Refer Note 8 to the financial Statements)</i></p>	<p><u>Principle Audit Procedures</u></p> <p>We understood and tested the design and operating effectiveness of controls as established by the management in determination of net realizable value of inventory of sugar.</p> <p>Assessing the appropriateness of Company's accounting policy for valuation of finished goods and compliance of the policy with the requirements of the prevailing accounting standards.</p> <p>We considered various factors including the actual selling price prevailing around and subsequent to the year-end, minimum selling price, monthly quota and other notifications of the Government of India, initiatives taken by the Government with respect to sugar industries.</p>

	<p>Compared the cost of the finished goods with the estimated net realizable value and checked if the finished goods were recorded at net realizable value where the cost was higher than the net realizable value.</p> <p>Based on the above procedures performed, the management's determination of the net realizable value of the inventory of sugar as at the year end and comparison with cost for valuation of inventory, is considered to be reasonable</p>
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Key Audit Matter	How our audit addressed the key audit matter
<p><u>Regulations – Litigations and claims</u></p> <p>The Company is exposed to various laws and regulations. In this regulatory environment, there is an inherent risk of litigations and claims. Consequently, provisions and contingent liabilities disclosures may arise from direct and indirect tax proceedings, legal proceedings, including regulatory and other government / department proceedings, as well as investigations by authorities.</p> <p>As at March 31, 2022, the Company's has ascertained contingent liabilities of ₹ 6,055.49 Lakhs.</p> <p>Management applies significant judgement in estimating the likelihood of the future outcome in each case when considering whether, and how much, to provide or in determining the required disclosure for the potential exposure of each matter. This is due to the highly complex nature and magnitude of the legal matters involved along with the fact that resolution of tax and legal proceedings may span over multiple years, and may involve protracted negotiation or litigation. These estimates could change substantially over time as new facts emerge and each legal case progress.</p> <p>We determined this matter to be a key audit matter due to the inherent complexity and magnitude of potential exposures across the Company and the judgment necessary to estimate the amount of provisions required or determine the required disclosure.</p>	<ul style="list-style-type: none"> • Our Audit approach in relation to the matter involved the following: • Review the outstanding litigations against the Company for consistency with the previous years. Enquire and obtain explanations for movement during the year. <p>Reading the latest correspondence between the Company and the various tax/legal authorities for significant matters.</p> <ul style="list-style-type: none"> • Examined selectively the Company's legal expenses and read fully the minutes of the board meetings, in order to ascertain all cases have been identified. • With respect to tax matters, involving our tax specialists, and discussing with the Company's personnel dealing with tax matters, their views and strategies on significant cases, as well as the related technical grounds relating to their conclusions based on applicable tax laws and precedence. • Assessing the decisions and rationale for provisions held or for decisions not to record provisions or make disclosures. • For those matters where management concluded that no provisions should be recognised, by considering the adequacy and completeness of the Company's disclosures. • For complex regulatory litigations, reviewing the relevant correspondence by the company, by studying the matters in the light of past precedence and views of company's legal advisor as made available by the company.

Emphasis of Matter

We draw attention to,

- a) Note 48 to the accompanying Ind AS financial statements, UCO Bank has filed proceedings against the Company under the SARFAESI Act, 2002, the Recovery of Debts Due to Banks and Financial Institutions Act, 1993 as well as under Section 7 of the Insolvency and Bankruptcy Code (IBC), 2016. The said proceedings are presently pending and are being contested by the Company. Meanwhile, the Company is in the process of arriving at an amicable settlement with UCO Bank. However, the Company has provided interest on accrual basis.
- b) Note 52 (a) to the accompanying Ind AS financial statements, which describes the uncertainties and the management's assessment of the financial impact on the Company due to COVID-19 pandemic situation, for which a definitive assessment of the impact is highly dependent upon the circumstances as they evolve in the subsequent period.

Our opinion is not modified in respect of these matter.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether 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 the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial 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.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may

cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in "**Annexure A**", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. 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, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matter to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act:

In our opinion and to the best of our information and according to the explanations given to us, the Company has not paid/provided for any managerial remuneration to its directors during the year. Accordingly, the provisions of section 197 of the Act are not applicable to the Company.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements – Refer Note 36 on Contingent Liabilities to the Ind AS financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

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- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) 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 entity ("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 (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("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;
- (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 (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Company has neither paid nor declared any dividend during the year. So, the compliance with respect to section 123 of the Act is not applicable.

For V. C. Shah & Co.
Chartered Accountants
ICAI Firm Registration No.109818W

Viral J. Shah
Partner
Membership No.: 110120
UDIN: 22110120ANOWDF8177

Place: Mumbai
Date: July 25, 2022

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the Members of KESAR ENTERPRISES LIMITED on the Ind AS financial statements for the year ended March 31, 2022)

Based on the audit procedures performed for the purpose of reporting a true and fair view on the Ind AS financial statements of the Company and to the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. (a) (A) The Company is maintaining proper records showing full particulars including quantitative details and situation of Property, plant and equipment.
(B) The company is maintaining proper records showing full particulars of intangible assets.
- (b) The Property, Plant and Equipment were physically verified during the year by the management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the property, plant and equipment at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed during such verification.
- (c) The title deeds of the immovable property disclosed in the financial statements are held in the name of the company.
- (d) The company has not revalued its property, plant and equipment (including right of use assets) and intangible assets, during the year. Hence, reporting under clause 3(i)(d) of the Order is not applicable.
- (e) As represented by the Management, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder. Hence, reporting under clause 3(i)(e) of the Order is not applicable.
- ii. (a) According to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business. The discrepancies noticed on verification between the physical stocks and the book records as at the yearend were not material and have been properly dealt with in the books of account wherever necessary.
- (b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii. The Company has made investments in, companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, in respect of which:
 - (a) During the year, the Company has not provided loans or advances in the nature of loans or stood guarantee or provided security to any other entity. Hence, reporting under clause 3(iii)(a) of the Order is not applicable.
 - (b) In our opinion, the investments made, loans and advances in nature of loans during the year are, prima facie, not prejudicial to the Company's interest. The company has not provided any guarantees to any parties.
 - (c) According to the information and explanations given to us and based on the audit procedures performed by us, the Company has not granted loans and advances in the nature of loans. Hence, reporting under clause 3(iii)(c),(d), (e) and (f) of the Order is not applicable.
- iv. The company has not granted any loans to any parties as specified under section 185 of the Act. Further the Company has complied with section 186 of Act for all the investment made. The Company has not given any guarantee of security to anybody during the year.
- v. According to the information given to us and based on the audit procedures performed by us, the Company has not accepted any deposit or amounts which are deemed to be deposits, as per the directives issued by Reserve Bank of India and the provisions of the section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules made thereunder. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. The maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Act and rules thereunder. We have broadly reviewed such records and are of the opinion that prima

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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.

vii. In respect of statutory dues:

- (a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2022 for a period of more than six months from the date they became payable.

- (b) There are no dues with respect to income tax, sales tax, service tax, value added tax, GST, customs duty, excise duty which have not been deposited on account of any dispute, except for details given below

Sr. No.	Name of the statute	Nature of dues	As on 31.03.2022 (₹ in Lakhs)	Period to which the amount relates	Forum where dispute is pending
1	Central Sales Tax Act, 1956	Central Sales Tax	48.84	2002-03, 2003-04, and 1989-90	HIGH COURT, ALLAHABAD
2	U.P. Tax on Entry of Goods into Local Area Act, 2007	Entry Tax	807.28	2000-01 to 2006-07	D.C. (A) – Bareilly
3	U.P. Tax on Entry of Goods into Local Area Act, 2007	Entry Tax	83.10	2008-09, 2009-10	Joint Commissioner (Corporate Circle), Commercial Tax, Bareilly
4	U.P. Tax on Entry of Goods into Local Area Act, 2007	Entry Tax	28.38	2010-11	HIGH COURT, ALLAHABAD
5	U.P. Tax on Entry of Goods into Local Area Act, 2007	Entry Tax	1.66	2010-11	Joint Commissioner (Appeal), Bareilly
6	U.P. Tax on Entry of Goods into Local Area Act, 2007	Entry Tax	10.25	2017-18	Additional Commissioner (Appeal)
7	U.P. Tax on Entry of Goods into Local Area Act, 2007	Entry Tax	4.30	2015-16	MEMBER TRIBUNAL, BAREILLY
8	U.P. Trade Tax Act, 1948	Trade Tax	6.57	1987-88 to 1989-90 and 1991-92 to 19993-94, 1997-98.	HIGH COURT, ALLAHABAD
9	Central Excise Act, 1944	Cenvat Credit of Steel Materials	1.44	2012-2013	SUPREME COURT
10	Central Excise Act, 1944	Cenvat Credit on Sale of Bagasse	2.79	2015-16	AC AEX Bareilly
11	Central Excise Act, 1944	Cenvat Credit on Molasses Received	3,286.21	2012-2013	Commissioner CEX Noida/ Meerut
12	Central Excise Act, 1944	Wrong Reversal of CENVAT Credit	53.40	2010-11, 2011-12, 2007-08, 2008-09, 2012-2013	SUPREME COURT
13	Central Excise Act, 1944	Wrong Reversal of CENVAT Credit	185.23	2014-15, 2015-16	Commissioner CEX (Appeal) NOIDA
14	Central Excise Act, 1944	Wrong Reversal of CENVAT Credit	1.67	2016-2017	Asst. Comm. Bareilly
15	Central Excise Act, 1944	Cenvat Credit on Steel Materials	3.35	2014-15	SUPREME COURT
16	Central Excise Act, 1944	Cenvat Credit on Steel Materials	6.67	2011-12	SUPREME COURT
17	Central Excise Act, 1944	Cenvat Credit on Steel Materials	10.46	2012-2013	SUPREME COURT

18	Central Excise Act, 1944	Cenvat Credit on Steel Materials	5.13	2012-2013	SUPREME COURT
19	Central Excise Act, 1944	CENVAT Credit availed on Molasses	634.45	2012-2013	HIGH COURT
20	Central Excise Act, 1944	Demand of reversal of Cenvat Credit Steel materials	3.48	2008-2009	SUPREME COURT
21	Central Excise Act, 1944	Demand on Service Tax on Commission	148.15	2014-15	Commissioner CEX Meerut
22	Central Excise Act, 1944	Denial of Cenvat on Molasses	273.85	2015-2016	Commissioner CEX NOIDA
23	Central Excise Act, 1944	Excise Duty on Sale of Bagasse & Press Mud	17.04	2007-08	SUPREME COURT
24	Central Excise Act, 1944	Excise on Shortage of Sugar/Molasses / Scrap	308.62	2011-12 & 2012-13	Jt. Commissioner CEX Noida
25	Central Excise Act, 1944	Arrears of Overtime of Excise Personnel	1.08	2006-07, 2007-08 & 2008-09	HIGH COURT, ALLAHABAD
26	Central Excise Act, 1944	License Fee Payable	0.48	2007-08	A.E.C. (U.P.)
27	Central Excise Act, 1944 & Central Excise Rules, 2002	Demand of reversal of Cenvat Credit on Steel /Welding Electrode	19.94	2005-2006 to 2008-2009 and 2011-2012	CESTAT, Allahabad.

- viii. As represented by the Management, there were no transactions which were previously not recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. (a) In our opinion and according to the information and explanation given to us, and based on the audit procedures performed by us, the company has defaulted in the repayment of loans or borrowings to banks and lenders. Details of which are as follows:-

Nature of borrowing including debt securities	Name of lender*	Amount not paid on due date (₹ in Lakhs)	Whether principal or interest	No. of days delay or unpaid	Remarks, if any	Paid on	Due date
Term Loan	Uco Bank	4,111.00	Principal	Unpaid	Default of instalments starting from 30-9-2016 till 31-12-2021		
Term Loan	Uco Bank	937.65	Principal	Unpaid	Default of instalments starting from 30-9-2016 till 31-12-2021		
Term Loan	Uco Bank	5,848.85	Interest	Unpaid			
Term Loan	Govt of India (Ministry of Consumer Affairs, Food and Public Distribution)	2,862.93	Principal	Unpaid			
Term Loan	Govt of India (Ministry of Consumer Affairs, Food and Public Distribution)	2,858.22	Interest	Unpaid			

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Term Loan	Govt of India (Ministry of Consumer Affairs, Food and Public Distribution)	363.12	Principal	Unpaid			
Term Loan	Govt of India (Ministry of Consumer Affairs, Food and Public Distribution)	211.95	Interest	Unpaid			
Term Loan	Uttar Pradesh Co-operative Bank Ltd	787.00	Principal	Unpaid			
Term Loan	Uttar Pradesh Co-operative Bank Ltd	787.00	Principal	Unpaid			
Term Loan	Uttar Pradesh Co-operative Bank Ltd	211.60	Interest	Unpaid	interest due on 28-2-2022		
Term Loan	Uco Bank	2,760.50	Principal	Unpaid			
Term Loan	Uco Bank	1,767.30	Interest	Unpaid			
Term Loan	Uttar Pradesh Co-operative Bank Ltd	335.00	Principal	340		03-02-2022	28-02-2021
Term Loan	Uttar Pradesh Co-operative Bank Ltd	250.00	Principal	319		13-01-2022	28-02-2021
Term Loan	Uttar Pradesh Co-operative Bank Ltd	150.00	Principal	190		06-09-2021	28-02-2021
Term Loan	Uttar Pradesh Co-operative Bank Ltd	30.05	Principal	187		03-09-2021	28-02-2021
Term Loan	Uttar Pradesh Co-operative Bank Ltd	22.12	Principal	152		30-07-2021	28-02-2021
Term Loan	Uttar Pradesh Co-operative Bank Ltd	328.00	Principal	333		30-07-2021	31-08-2020
Term Loan	Uttar Pradesh Co-operative Bank Ltd	200.00	Principal	295		22-06-2021	31-08-2020
Term Loan	Uttar Pradesh Co-operative Bank Ltd	258.00	Principal	220		08-04-2021	31-08-2020
Term Loan	Uttar Pradesh Co-operative Bank Ltd	298.00	Interest	220		08-04-2021	31-08-2020
Term Loan	Uttar Pradesh Co-operative Bank Ltd	280.00	Interest	39		08-04-2021	28-02-2021
Term Loan	Uttar Pradesh Co-operative Bank Ltd	269.95	Interest	3		03-09-2021	31-08-2021

- (b) The Company has not been declared wilful defaulter by any bank or financial institution or any lender.
- (c) According to the information and explanations given to us and based on the audit procedures performed by us, term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us and based on the audit procedures performed by us, the funds raised on short term basis are not used for long term purpose.
- (e) The Company does not have any subsidiary, joint venture or associates. Hence, reporting under clause 3(ix) (e) and (f) of the Order is not applicable.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence, reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence, reporting under clause 3(x)(b) of the Order is not applicable.
- xi. (a) As represented by the Management, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year. Hence, reporting under clause 3(xi)(a) of the Order is not applicable.

- (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 upto the date of this report.
- (c) As represented by the management, there are no whistle blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company. Hence, reporting under clause 3(xii)(a), (b) and (c) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the period under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors as per the provisions of section 192 of the Companies Act, 2013. Hence, reporting under clause 3(xv) of the Order is not applicable to the Company.
- xvi. (a) The According to the information and explanation given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act. Further, the Company has not conducted any Non-Banking Financial or Housing Finance Activities. Hence, the reporting under clause 3(xvi) (a), (b) and (c) of the order is not applicable.
- (b) As informed to us, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has incurred cash losses of ₹ 1,083.78 Lakhs during the current financial year but has not incurred any cash losses during the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditor during the year. Hence, reporting under clause 3(xviii) is not applicable.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation 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 causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. Provisions of section 135 of Companies Act, 2013 related to Corporate Social Responsibility is not applicable to the company, Hence, reporting under clause 3(xx)(a) and (b) is not applicable to the company.

For V. C. Shah & Co.
Chartered Accountants
ICAI Firm Registration No.109818W

Viral J. Shah
Partner

Membership No.: 110120
UDIN: 22110120ANOWDF8177

Place: Mumbai
Date: July 25, 2022

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ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the Members of KESAR ENTERPRISES LIMITED on the Ind AS financial statements for the year ended March 31, 2022)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

We have audited the internal financial controls over financial reporting of **KESAR ENTERPRISES LIMITED** (the "Company") as of March 31, 2022 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Opinion

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 March 31, 2022, based on the criteria for internal financial control over financial reporting 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 ICAI.

Management's Responsibility for Internal Financial Controls

The Management of the Company 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 (the "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

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company 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") issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, 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.

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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

For V. C. Shah & Co.

Chartered Accountants
ICAI Firm Registration No.109818W

Viral J. Shah

Partner

Membership No.: 110120

UDIN: 22110120ANOWDF8177

Place: Mumbai

Date: July 25, 2022

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BALANCE SHEET AS AT 31ST MARCH, 2022

Particulars	Note No.	₹ in Lakhs	
		As at 31 st March, 2022	As at 31 st March, 2021
I ASSETS			
1 Non - Current Assets			
(a) Property, Plant & Equipments	2	45,593.41	43,175.02
(b) Capital Work - in - Progress	2	80.99	1,678.16
(c) Right - of- use asset		80.44	89.03
(d) Intangible Assets	2	7.48	7.48
(e) Financial Assets			
(i) Investments	3	330.06	352.80
(ii) Loans	4	2.00	0.00
(iii) Others	5	60.17	259.93
(f) Deferred Tax Assets (Net)	6	0.00	16.94
(g) Other Non-Current Assets	7	512.48	981.84
2 Current Assets			
(a) Inventories	8	10,104.90	9,116.79
(b) Financial Assets			
(i) Investments	9	650.21	840.61
(ii) Trade Receivables	10	1,910.00	3,489.42
(iii) Cash and Cash Equivalents	11	2,632.04	2,534.27
(iv) Bank Balance other than Cash and Cash Equivalents	12	28.53	17.12
(v) Loans	13	4.03	5.72
(c) Other - Current Assets	14	356.45	292.39
Total		62,353.19	62,857.52
II EQUITY AND LIABILITIES			
1 Equity			
(a) Equity Share Capital	15	1,007.97	1,007.97
(b) Other Equity	16	9,472.23	12,380.55
2 Liabilities			
A Non - Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	0.00	2,109.07
(ii) Lease Liability	18	82.28	89.72
(iii) Others	19	888.86	888.86
(b) Provisions	20	964.48	950.17
(c) Other Non - Current Liabilities	21	55.00	47.80
B Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	22	2,800.50	2,760.50
(ii) Lease Liability	23	7.43	6.50
(iii) Trade Payables	24		
- Total outstanding dues of micro enterprises and small enterprises		73.66	18.03
- Total outstanding dues of creditors other than micro enterprises and small enterprises		20,512.07	20,145.44
(iv) Others	25	23,522.09	21,841.13
(b) Other Current Liabilities	26	2,816.04	452.99
(c) Provisions	27	150.58	148.50
(d) Current Tax Liabilities (Net)	28	0.00	10.30
Total		62,353.19	62,857.52
Significant Accounting policies	1		

The accompanying notes are an integral part of the financial statements

As per our report of even date

For V. C. Shah & Co.

Chartered Accountants
ICAI Firm Registration No.109818W

Viral J. Shah

Partner
Membership No. 110120

Place: Mumbai
Date: 25th July, 2022

For and on behalf of the Board of Directors

H R KILACHAND

Chairman & Managing Director
DIN:00294835

ROHIT BALU
Chief Financial Officer

Place: Mumbai
Date: 25th July, 2022

MAHESH A KUVADIA

Independent Director
DIN: 07195042

GAURAV SHARMA
Company Secretary
& General Manager (Legal)

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

	Note No.	For the Year ended on 31 st March, 2022	For the Year ended on 31 st March, 2021
(₹ in Lakhs)			
I. Revenue from Operations	29	46,917.19	54,745.92
II. Other Income	30	270.12	10,725.98
III. Total Income (I + II)		47,187.31	65,471.90
IV. EXPENSES			
Cost of Materials Consumed	31	39,337.18	44,526.86
Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	32	(894.42)	531.86
Employee Benefits Expense	33	3,187.74	3,047.22
Finance Costs	34	2,571.58	2,693.54
Depreciation and Amortization Expense	2	1,837.48	1,931.15
Other Expenses	35	4,019.94	3,758.21
Total Expenses		50,059.50	56,488.84
V Profit before Exceptional Items & Tax (III- IV)		(2,872.19)	8,983.05
VI Exceptional Items		0.00	0.00
VII Net Profit / (Loss) Before Tax (V-VI)		(2,872.19)	8,983.05
VIII Tax Expense:			
(a) Current Tax		0.00	0.00
(b) Deferred Tax		16.94	0.00
IX Profit for the Year (VII-VIII)		(2,889.13)	8,983.05
X Other Comprehensive Income			
(a) Items that will not be reclassified to profit or loss.			
(i) Actuarial loss on defined benefit obligation		(5.65)	(44.34)
(ii) Income tax relating to defined benefit plans that will not be reclassified to profit or loss.		0.00	0.00
(iii) Effect of measuring investment at fair value		(22.36)	164.32
(iv) Income tax relating to above items		0.00	0.00
(b) Items that will be reclassified to profit or loss.			
(i) Actuarial loss on defined benefit obligation		0.00	0.00
(ii) Effect of measuring investment at fair value		0.00	0.00
(iii) Income tax relating to above items		0.00	0.00
XI Total Comprehensive Income for the Year (IX+X)		(2,917.14)	9,103.03
Earnings Per Equity Share:			
Basic (₹)	46	(28.66)	89.12
Diluted (₹)		(28.66)	89.12
[Nominal Value of Equity Share ₹ 10/- (P.Y. ₹ 10/-)]			
Significant Accounting policies	1		

The accompanying notes are an integral part of the financial statements

As per our report of even date

For V. C. Shah & Co.
Chartered Accountants
ICAI Firm Registration No.109818W

Viral J. Shah
Partner
Membership No. 110120

Place: Mumbai
Date: 25th July, 2022

For and on behalf of the Board of Directors

H R KILACHAND
Chairman & Managing Director
DIN:00294835

ROHIT BALU
Chief Financial Officer

Place: Mumbai
Date: 25th July, 2022

MAHESH A KUVADIA
Independent Director
DIN: 07195042

GAURAV SHARMA
Company Secretary
& General Manager (Legal)

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CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2022

Particulars	(₹ in Lakhs)	
	For the Year ended 31 st March, 2022	For the Year ended 31 st March, 2021
A CASH FLOW FROM OPERATING ACTIVITIES:		
NET PROFIT BEFORE TAX	(2,872.19)	8,983.05
Non cash/ Ind-As/ other adjustments to reconcile profit before tax to net cash flows:		
Depreciation and Amortization Expense	1,837.48	1,931.15
Dividend Income	(15.60)	0.00
Interest Income	(94.03)	(35.94)
Interest and Finance Charges	2,571.58	2,693.55
Loss / (Profit) on sale of Property, Plant & Equipment (net)	(1.11)	149.74
Profit on sale of Investments (net)	(60.19)	(1.42)
Fair Value (gain)/ loss on Investments	(1.79)	(2.82)
Credit Balances Written Back	(19.42)	(107.91)
Interest waiver under One Time Settlement (OTS) Write Back	0.00	(4,818.51)
Principal Loan waiver under One Time Settlement (OTS) Write Back	0.00	(5,474.12)
Allowance for Bad and doubtful Debts	42.31	42.92
OPERATING PROFIT/(LOSS) BEFORE WORKING CAPITAL CHANGES	1,387.04	3,359.69
Movements in working Capital		
(Increase) / Decrease in Inventories	(988.12)	281.39
(Increase) / Decrease in Trade Receivables	1,537.11	1,260.39
(Increase) /Decrease in Financial Assets	(9.72)	0.16
(Increase) /Decrease in Other Non-current Assets	467.36	(508.33)
(Increase) / Decrease in Other Current Assets	(64.06)	37.98
Increase / (Decrease) in Trade Payables	2,802.76	1,740.93
Increase / (Decrease) in Current Liabilities & Provisions	21.51	118.50
CASH GENERATED FROM OPERATIONS	5,153.88	6,290.71
Taxes (Paid)/ Refunds	6.64	(3.86)
NET CASH GENERATED FROM OPERATING ACTIVITIES	5,160.52	6,286.85
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Property, Plant & Equipment & CWIP	(2,951.73)	(1,319.02)
Sale of Property, Plant & Equipment	3.00	1.50
Sale/ (Purchase) of Investments	192.57	(841.11)
Profit / (Loss) on sale of Investments	60.19	(4.24)
Proceeds from Fixed Deposits with Bank (net)	195.62	(54.34)
Interest Received	98.16	9.56
Dividend Received	15.60	0.00
NET CASH (USED IN) / GENERATED FROM INVESTING ACTIVITIES	(2,386.59)	(2,207.65)

KESAR ENTERPRISES LIMITED

Particulars	For the Year ended 31 st March, 2022	(₹ in Lakhs) For the Year ended 31 st March, 2021
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Repayment of Borrowings	(1,664.17)	(2,277.07)
Payment of Lease Liabilities	(24.46)	(47.16)
Finance Cost	(987.54)	(163.66)
NET CASH USED IN FINANCING ACTIVITIES	<u>(2,676.17)</u>	<u>(2,487.89)</u>
NET (DECREASE) / INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	97.76	1,591.31
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	2,534.27	942.96
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	<u>2,632.03</u>	<u>2,534.27</u>
COMPONENT CASH AND CASH EQUIVALENTS		
Cash on Hand	50.44	3.96
Balance with Bank on Current Account	2,171.60	2,530.31
Balance with Bank on Fixed Deposits Accounts with original maturity of less than 3 months	410.00	0.00
TOTAL CASH AND CASH EQUIVALENTS	<u>2,632.04</u>	<u>2,534.27</u>

The Cash Flow Statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard (Ind-AS 7) - Statement of Cash Flow.

Reconciliation of Opening and Closing of Finance Activities of Cash Flow Statements.

(₹ in Lakhs)					
Particulars	As at March 31, 2021	Net Cash Flow	Non Cash Changes		As at March 31, 2022
			Fair Value Changes	Current/ Non Current Classification	
Borrowings Non current	2,109.07	(90.00)	0.00	(2,019.07)	0.00
Other Financial Liabilities	11,422.69	(1,574.17)	0.00	1,979.07	11,827.59
Borrowings current	2,760.50	0.00	0.00	40.00	2,800.50

Note : Figures in brackets are outflows.

The accompanying notes are an integral part of the financial statements 1

As per our report of even date

For V. C. Shah & Co.
Chartered Accountants
ICAI Firm Registration No.109818W

Viral J. Shah
Partner
Membership No. 110120

Place: Mumbai
Date: 25th July, 2022

For and on behalf of the Board of Directors

H R KILACHAND
Chairman & Managing Director
DIN:00294835

ROHIT BALU
Chief Financial Officer

Place: Mumbai
Date: 25th July, 2022

MAHESH A KUVADIA
Independent Director
DIN: 07195042

GAURAV SHARMA
Company Secretary
& General Manager (Legal)

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The Company was incorporated on 01/08/1933. The Company deals in the production of Sugar, Spirit, Ethanol, Bagasse based Power. The Plants are located at Baheri, Uttar Pradesh.

1. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Preparation

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by the Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and presentation requirements of Division II of Schedule III to the Act (Ind AS compliant Schedule III)..

The accounting policies are applied consistently to all the periods presented in the financial statements.

(b) Basis of Measurement

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

- Certain financial assets and liabilities are measured at fair value.
- Defined benefit plans- plan assets measured at fair value.
- Land, Building and Plant & Equipments are carried at the revalued amount.

(c) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current / non-current classification. An asset is treated as current when it is expected to be realised or intended to be sold or consumed in normal operating cycle, held primarily for the purpose of trading, expected to be realised within twelve months after the reporting period or the asset is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

A liability is current when it is expected to be settled in normal operating cycle, it is held primarily for the purpose of trading, it is due to be settled within twelve months after the reporting period and there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

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

(d) The functional currency of the Company is the Indian Rupee. These financial statements are presented in Indian Rupees and all values are rounded to the nearest Lakhs, except when otherwise stated.

(e) Use of Estimates

The preparation of financial statements are in conformity with recognition and measurement principles of Ind-AS and requires the management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities on the date of the financial statements, the reported amounts of the revenue and expenses during the reporting period and disclosures of contingent liabilities as of the date of the financial statements. Although these estimates are based upon the management's best knowledge of current events and actions, actual results could differ from these estimates. Difference between actual results and estimates are recognized in the period in which the results are known or materialize.

Estimates and underlying assumptions are reviewed on an ongoing basis. Any changes in estimates are reflected in the financial statements in the period in which changes are made and if material, their effects are disclosed in notes to the financial statements.

Key accounting estimates

i) Income taxes:

The Company's tax jurisdiction is India. Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

ii) Defined Benefit Obligation:

The cost of the defined benefit gratuity plan and other post-employment benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves

making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate; future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

iii) Fair value measurement of financial instruments:

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

iv) Property, plant and equipment and intangible assets:

The useful life and residual value of plant, property equipment and intangible assets are determined based on technical evaluation made by the management of the expected usage of the asset, the physical wear and tear and technical or commercial obsolescence of the asset. Due to the judgements involved in such estimations, the useful life and residual value are sensitive to the actual usage in future period.

v) Provision for litigations and contingencies:

The provision for litigations and contingencies are determined based on evaluation made by the management of the present obligation arising from past events, the settlement of which is expected to result in outflow of resources embodying economic benefits, which involves judgements around estimating the ultimate outcome of such past events and measurement of the obligation amount.

vi) Provision for expected credit losses of trade receivables:

The Company uses a simplified approach to determine impairment loss allowance on the portfolio of trade receivables. This is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. The assessment of the correlation between historical observed default rates, forecast economic conditions and expected credit loss is a significant estimate. The amount of expected credit loss is sensitive to changes in circumstances and of forecast economic conditions. The Company's historical credit loss experience and forecast of economic conditions may not be representative of customer's actual default in the future.

(f) Revenue Recognition

The Company derives revenue primarily from sale of manufactured goods.

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised products to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products.

The Company does not expect to have any contracts where the period between the transfer of the promised goods to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

The Company satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

1. The customer simultaneously receives and consumes the benefits provided by the Company's performance as the Group performs; or

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2. The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
3. The Company's performance does not create an asset with an alternative use to the Company and an entity has an enforceable right to payment for performance obligation is satisfied.

For performance obligation where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

Revenue from sale of products and services is recognised at a time on which the performance obligation is satisfied.

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

Interest income is recognized using the effective interest rate (EIR) method.

Insurance Claims are accounted when the right to receive payment is established.

(g) Property Plant and Equipment

Property, plant and equipment are stated at cost including amounts added on revaluation for Land, Building & Plant & Equipment, less accumulated depreciation and impairment loss, if any. The cost of property, plant and equipment comprises its purchase price, non-refundable duties and taxes and any cost directly attributable to bringing the asset to its location and condition necessary for it to be capable of operating in the manner intended by management.

Subsequent expenditures related to an item of property, plant and equipment are added to its book value only if it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably.

(h) Depreciation is provided in following manner:

- (i) Premium on Leasehold Land is amortised over the period of lease.
- (ii) Depreciation on the Bio-Gas Plant, Power Generation Plant, Plant & Machinery installed for Expansion and Modernisation (Sugar & Spirit Division) has been provided on a Straight Line Method based on remaining useful life of the assets in compliance with the provisions as specified in Schedule II of the Companies Act, 2013.
- (iii) Depreciation on Assets taken on lease has been provided on a Straight Line Method based on remaining useful life of the assets in compliance with the provisions as specified in Schedule II of the Companies Act, 2013.
- (iv) For all other assets, depreciation is provided on a Written Down Value Method based on remaining useful life of the assets in compliance with the provisions as specified in Schedule II of the Companies Act, 2013.
- (v) The estimated useful life of the property, plant and equipments are as given below :

Description of Asset	Useful Life
Buildings	30-60 years
Road	10 years
Plant & Equipments	25 years
Electrical Installation	10 years
Office Equipments	5 years
Vehicles	8 years
Furniture & Fixtures	10 years
Computer	3 years
Computer Software	6 years

- (vi) Depreciation on Assets, whose actual cost does not exceed ` 0.05 Lakh for each asset is provided at the rate of hundred percent.
- (vii) Depreciation on revalued portion is provided for the balance estimated useful life of the respective assets.
- (viii) For property, plant and equipments added / disposed off during the year, depreciation has been provided on a pro-rata basis with reference to the period, at the applicable rates.

(i) Capital Work-in-Progress

Cost of assets not ready for intended use, as on the balance sheet date, is shown as capital work in progress..

(j) Borrowing Costs

Interest and other borrowing costs attributable to qualifying assets are capitalised. Other interest and borrowing costs are charged to Statement of Profit and Loss.

(k) Leases

The Company as a Lessee

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (1) the contract involves the use of an identified asset (2) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (3) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter period of the lease term and useful life of the underlying asset.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of the leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

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

The Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

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For operating leases, rental income is recognized on a straight-line basis over the term of the relevant lease.

(l) Impairment of Non-Financial Assets

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset / cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. An impairment loss is recognized in the Statement of Profit and Loss. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased. A reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss.

(m) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial Instruments are further divided in two parts viz. Financial Assets and Financial Liabilities.

Part I - Financial Assets

i) Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through statement of profit and loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

ii) Subsequent measurement

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

- Financial Asset at amortised cost:

A Financial Asset is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income and the losses arising from impairment are recognised in the Statement of Profit and Loss.

- Financial Asset at FVTOCI (Fair Value through Other Comprehensive Income)

A Financial Asset is classified as at the FVTOCI if following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows (i.e. SPPI) and selling the financial assets

Financial instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit and loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to the statement of profit and loss. Interest earned whilst holding FVTOCI debt

instrument is reported as interest income using the EIR method.

- **Financial Assets at FVTPL (Fair Value through Statement of Profit and Loss)**

FVTPL is a residual category for financial instruments. Any financial instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

Financial instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Equity investments

All equity investments in scope of Ind-AS 109 are measured at fair value except unquoted Equity Shares. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind-AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

iii) De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily de-recognised (i.e. removed from the Company's balance sheet) when:

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

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

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

iv) Impairment of financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities deposits, trade receivables and bank balance
- Financial assets that are debt instruments and are measured as at FVTOCI
- Trade receivables or any contractual right to receive cash or another financial asset
- Loan commitments which are not measured as at FVTPL
- Financial guarantee contracts which are not measured as at FVTPL

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

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For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss.

Part II - Financial Liabilities

i) Initial recognition and measurement

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

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

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through Statement of Profit and Loss, loans and borrowings, payables, are also classified as above.

ii) Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through Statement of Profit and Loss

Financial liabilities at fair value through Statement of Profit and Loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through Statement of Profit and Loss. Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Financial liabilities designated upon initial recognition at fair value through the Statement of Profit and Loss is designated as such at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value, gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains / losses are not subsequently transferred to statement of profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Company has not designated any financial liability as at fair value through the Statement of Profit and Loss.

Loans and borrowings

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are de-recognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

Preference shares, which are mandatorily redeemable on a specific date, are classified as liabilities under borrowings. The dividends on these preference shares, if any are recognised in the Statement of Profit and Loss as finance cost.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the

guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation.

iii) De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

iv) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(n) Inventories

- (i) Raw Materials and Stores and Spares are valued at cost arrived on weighted average method.
- (ii) Work in Progress and Finished Goods are valued at lower of cost and Net Realisable Value. Cost includes direct material, direct labour and attributable overheads.
- (iii) By-Products and Scrap Materials are valued at estimated net realisable value.

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

(o) Foreign Currency Transactions

Transactions in foreign currencies are accounted at the initially recorded exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currency at the balance sheet date are translated at the year-end rates. Gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognized in the statement of profit and loss. In case of forward contracts (non speculative), the premium or discount being the differences between the forward exchange rate and the exchange rate at the inception of the contract is recognized as expense or income over the life of the contract. The exchange difference either on settlement or translation is recognized in the statement of profit and loss.

Non-monetary assets and non-monetary liabilities denominated in foreign currency and measured at historical cost are reported using the exchange rate prevalent at the date of transaction.

(p) Intangible assets - Research & Development Expenditure

Expenditure during Research phase is charged off to the statement of Profit and Loss in the year in which it is incurred and expenditure during Development phase is recognised as intangible assets, if it is materialized, else it is charged off to the statement of Profit and Loss in the year where it is not materialized.

(q) Earnings per Share

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

(r) Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the

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risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

(s) Tax Expense

The tax expense for the period comprises current and deferred tax. Tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in the other comprehensive income or directly in equity. In which case, the tax is also recognised in other comprehensive income or directly in equity respectively.

- Current tax

Current tax assets and liabilities for current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and tax laws that are applicable to the Company.

- Deferred tax

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

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply to the period when the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

Deferred tax relating to items recognized outside the Statement of Profit and Loss are recognized outside the Statement of Profit and Loss, either in other comprehensive income or directly in equity.

- Minimum Alternate Tax (MAT)

MAT 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 the MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in the Guidance Note issued by ICAI, the said asset is created by way of a credit to the Statement of Profit and Loss and is shown as MAT credit entitlement. The Company review 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

(t) Segment Reporting

The segments are in line with the reporting done to the Chief Operating Decision maker which is the Board of Directors. Inter segment transactions have been accounted for based on the price which has been arrived at considering cost plus appropriate margins. Revenue and expenses that are directly identifiable with or allocable to segments are considered for determining the segment results. Segment assets and liabilities include those directly identifiable with the respective segments. Business segments are identified on the basis of the nature of products, the risk/return profile of the individual business, the organizational structure and the internal reporting system of the Company.

(u) Employee Benefits

Short Term Employee Benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

Post-Employment Benefits

Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund, Superannuation Fund and Pension Scheme. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Defined Benefit Plans

The Company pays gratuity to the employees whoever has completed five years of service with the Company at the time of resignation/superannuation. The gratuity is paid @15 days salary for every completed year of service as per the Payment of Gratuity Act 1972.

The gratuity liability amount is contributed to the approved gratuity fund formed exclusively for gratuity payment to the employees. The gratuity fund has been approved by respective IT authorities.

The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Re-measurement of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

(v) Contingent Liabilities and Contingent Assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation arising from past events that is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company.

Contingent assets are neither recognized nor disclosed, in the financial statements except there is a virtual certainty to receive the same.

(w) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less from the date of acquisition, which are subject to an insignificant risk of changes in value.

(x) Government grants and subsidies

Grants and subsidies from the government are recognized when there is reasonable assurance that (i) the company will comply with the conditions attached to them, and (ii) the grant/subsidy will be received.

When the grant or subsidy relates to revenue, it is netted off with the related costs, which they are intended to compensate. Where the grant relates to property, plant and equipments, it is netted off with the specified property, plant and equipments if grants related to specific property, plant and equipments otherwise netted off on pro rata basis to all eligible property, plant and equipments.

The loan or assistance is initially recognized and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

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STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2022

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2022

Particulars	Equity					Other Equity				Total Equity		
	Share Capital	Capital Reserve	Securities Premium Reserve	Revaluation Reserves	Reserves and Surplus Storage and Effluent Disposal Reserves	General Reserve	Retained Earning	Comprehensive Income	Other Equity	Total	Other Equity	Total Equity
As at April 1, 2020	1,007.97	67.90	801.05	25,388.77	81.89	6,022.82	(28,274.67)	234.27		4,322.02	8,983.04	5,329.99
Profit/ (Loss) for the Year							8,983.04				8,983.04	8,983.04
Addition during the Year					9.55			119.98			129.53	129.53
Transfer to General Reserve				(726.69)							(726.69)	(726.69)
Deduction during the year				(1,054.04)							(1,054.04)	(1,054.04)
Transfer From Revaluation Reserve						726.69					726.69	726.69
As at March 31, 2021	1,007.97	67.90	801.05	23,608.04	91.44	6,749.51	(19,291.63)	354.25		12,380.55	(2,889.12)	13,388.52
Profit/ (Loss) for the Year							(2,889.12)				(2,889.12)	(2,889.12)
Addition during the Year					8.81						8.81	8.81
Transfer to General Reserve				(624.90)							(624.90)	(624.90)
Deduction during the year								(28.01)			(28.01)	(28.01)
Transfer From Revaluation Reserve						624.90					624.90	624.90
As at March 31, 2022	1,007.97	67.90	801.05	22,983.14	100.25	7,374.41	(22,180.75)	326.24		9,472.23	10,480.20	10,480.20

The accompanying notes are an integral part of the financial statements

As per our report of even date

For V. C. Shah & Co.

Chartered Accountants

ICAI Firm Registration No.109818W

Viral J. Shah

Partner

Membership No. 110120

For and on behalf of the Board of Directors

H R KILACHAND

Chairman & Managing Director
DIN:00294835

MAHESH A KUVADIA

Independent Director
DIN: 07195042

ROHIT BALU

Chief Financial Officer

GAURAV SHARMA

Company Secretary
& General Manager (Legal)

Place: Mumbai

Date: 25th July, 2021

Place: Mumbai

Date: 25th July, 2021

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2022

2 PROPERTY, PLANT AND EQUIPMENTS, CAPITAL WORK IN PROGRESS AND INTANGIBLE ASSETS (Owned, Unless stated otherwise)

(₹ In Lakhs)

Particulars/ Assets	Tangible Assets										Right - of use Assets	Total	
	Free hold Land	Lease hold Land	Lease hold Land Premium	Buildings	Plant & Equipments	Office Equipments	Vehicles	Furniture & Fixtures	Total	Computer Software			
Gross Carrying amount													
Balance as at March 31, 2020	9,545.16	0.06	6,748.57	9,821.33	41,735.53	587.56	246.82	530.83	69,215.86	133.47	120.73	69,470.06	
Additions			18.89	114.22	16.29	2.42			151.82			151.82	
Deductions/ Disposals			246.86	2497.52	278.58	0.45	77.31	3,100.72			14.50	3,115.22	
Balance as at March 31, 2021	9,545.16	0.06	6,748.57	9,593.36	39,352.23	325.27	246.37	455.94	66,266.96	133.47	106.23	66,506.66	
Additions			53.87	4,033.73	57.62	104.66	2.36	4,252.27				4,252.27	
Deductions/ Disposals				0.10	76.34	19.56	1.23	97.23				97.23	
Balance as at March 31, 2022	9,545.16	0.06	6,748.57	9,647.23	43,385.86	306.55	331.47	457.09	70,422.00	133.47	106.23	70,661.70	
Accumulated Depreciation / Amortisation													
As at April 1, 2020		0.04	458.58	5,640.33	15,721.63	544.28	225.21	478.03	23,068.10	125.99	12.95	23,207.04	
Depreciation charge for the year			56.50	399.70	1,426.63	18.72	3.47	14.27	1,919.29		11.86	1,931.15	
Deductions/ Disposals			150.79	1397.09	274.13	0.45	72.99	1,895.45			7.61	1,903.06	
Balance as at March 31, 2021		0.04	515.08	5,889.24	15,751.17	288.87	228.23	419.31	23,091.94	125.99	17.20	23,235.13	
Depreciation charge for the year			55.78	349.41	1,389.03	22.79	2.75	9.13	1,828.88		8.59	1,837.48	
Deductions/ Disposals				0.10	72.78	18.58	0.78	92.24				92.24	
Balance as at March 31, 2022		0.04	570.86	6,238.65	17,140.11	238.87	212.39	427.66	24,828.58	125.99	25.79	24,980.36	
Net Carrying amount													
As at March 31, 2022	9,545.16	0.02	6,177.71	3,408.58	26,245.76	67.68	119.08	29.43	45,593.41	7.48	80.44	45,681.33	
As at March 31, 2021	9,545.16	0.02	6,233.49	3,704.12	23,601.06	36.40	18.14	36.63	43,175.02	7.48	89.03	43,271.53	
Capital Work in Progress													
As at March 31, 2022												80.99	
As at March 31, 2021												1,678.16	

Note: The management is required to perform the valuation of the property, plant and equipment as per the accounting policy of the revaluation of the Asset. During last few years of COVID and considering the uncertainty in the market due to external factor on fair value, the management expect that the fair valuation of the Land, Building and Plant & Equipment if carried out, may not give the appropriate valuation in the current scenario. Accordingly, the required valuation of the assets have not been carried out in the Financial Year 2021-22. The management will evaluate the revaluation in subsequent years.

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Capital work in progress (CWIP)

a) CWIP ageing schedule

(₹ in Lakhs)

For the year ended 31.03.2022

CWIP	Amount in CWIP for the period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress					
B- Heavy Molasses Transfer Arrangement	47.63				47.63
80 KLPD Project Building	25.45			7.91	25.45
Total	73.08			7.91	80.99

For the year ended 31.03.2021

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress					
Building				7.91	7.91
Video Conferencing System	1.58				1.58
Ethanol Project	8.18				8.18
Incineration Boiler	1,014.51	472.28			1,486.79
Turbine 4 MW Complete	103.48				103.48
Toyota Car	70.22				70.22
Total	1,197.97	472.28		7.91	1,678.16

b) There is no capital work in progress, whose completion is overdue or has exceeded its cost compared to its original plan.

NON CURRENT FINANCIAL ASSETS

3. INVESTMENTS

(₹ in Lakhs)

PARTICULARS

As at
31st March, 2022

As at
31st March, 2021

Investments in Equity Instruments

(a) In fully paid Equity Shares (Unquoted)

(i) 300 Shares of ₹ 100/- each (P.Y.: 300 Shares of ₹ 100/- each) of U.P. Seeds & Tarai Development Corporation Ltd.	0.30	0.30
(ii) 10 Shares of ₹ 1000/- each (P.Y.: 10 Shares of ₹ 1000/- each) of Antophill Warehousing Company Ltd.	0.10	0.10
(iii) 5 Shares of ₹ 10/- each (P.Y.: 5 Shares of ₹ 10/- each) of Baheri Co-operative Cane Development Union Ltd.	0.00	0.00
(iv) 17 Shares of ₹ 20/- each (P.Y.: 17 Shares of ₹ 20/- each) of Sahakari Ganna Vikas Samiti Ltd.	0.00	0.00
(v) 1 Share of ₹ 100/- (P.Y.: 1 Share of ₹ 100/-) of Ganna Beej Nigam, Bareilly	0.00	0.00
(vi) 1 Share of ₹ 20/- (P.Y.: 1 Share of ₹ 20/-) of Bhojeeपुरा Co-operative Cane Development Union Ltd.	0.00	0.00

(Amount is less than ₹ 1,000/-)

Total

0.40

0.40

(b) In fully paid Equity Shares Through FVTOCI (Quoted)

10,40,000 Shares of ₹ 5/- each (P.Y.: 10,40,000 Shares of ₹ 5/- each) of Kesar Terminals and Infrastructure Limited.	328.64	351.00
--	--------	--------

(c) Investment in Government Security (At amortised Cost)

National Savings Certificates (Lodged as security deposit)	1.02	1.40
--	------	------

Total

329.66

352.40

Total (a+b+c)

330.06

352.80

Aggregate amount of Unquoted Investment Carried at Cost	1.42	1.80
---	------	------

Aggregate amount of Quoted Investment at Market Value	328.64	351.00
---	--------	--------

Total

330.06

352.80

4. LOANS

Other Loans and Advances

Unsecured, considered good	2.00	0.00
Doubtful	4.00	4.00
	<u>6.00</u>	<u>4.00</u>
Less: Allowance for bad and doubtful loans and advances	4.00	4.00
Total	<u>2.00</u>	<u>0.00</u>

5. OTHERS

(a) Fixed Deposits with Bank (Under lien for issuing various Bank Guarantees in favour of Government authorities)	33.47	229.09
(b) Interest Accrued on Bank Fixed Deposits	26.42	30.32
(c) Interest Accrued on Investments	0.28	0.52
Total	<u>60.17</u>	<u>259.93</u>

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6. DEFERRED TAX ASSETS (NET)		(₹ in Lakhs)	
PARTICULARS	As at 31 st March, 2022	As at 31 st March, 2021	
MAT Credit entitlement	0.00	16.94	
Total	0.00	16.94	
7. OTHER NON-CURRENT ASSETS			
(a) Capital Advance	255.30	748.95	
(b) Balance with Government Authorities	257.18	232.89	
Total	512.48	981.84	
8. INVENTORIES			
(a) Raw Materials and components			
Malt Spirit	8.33	8.33	
	8.33	8.33	
(b) Work-in-progress			
(i) Sugar	442.29	380.99	
(ii) Molasses	45.76	34.44	
	488.05	415.43	
(c) Finished goods			
(i) Sugar	8,194.95	7,275.50	
(ii) Spirits	171.39	103.23	
(iii) Banked Power	4.99	1.32	
	8,371.33	7,380.05	
(d) By - Products			
(i) Molasses	364.17	407.95	
(ii) Bagasses	202.46	328.17	
	566.63	736.12	
(e) Stores and spares	670.56	576.86	
Total	10,104.90	9,116.79	
9. CURRENT INVESTMENTS			
Investment in Mutual Funds (Unquoted)			
2,479,912 Units (P.Y. 3,369,613 units) in HDFC Liquid Fund Direct Plan Growth Option	650.21	840.61	
Total	650.21	840.61	
Aggregate amount of Unquoted Investment at Market Value	650.21	840.61	
Aggregate Cost of Unquoted Investment	648.42	837.79	

10. TRADE RECEIVABLES

(₹ in Lakhs)

PARTICULARS	As at 31 st March, 2022	As at 31 st March, 2021
(a) Trade Receivables - considered good	1,958.84	3,578.90
(b) Trade Receivables - credit impaired	<u>194.10</u>	<u>194.10</u>
	2,152.94	3,773.00
Less: Allowance for bad and doubtful debts	<u>242.94</u>	<u>283.58</u>
Total	<u>1,910.00</u>	<u>3,489.42</u>

Trade receivables Ageing Schedule

PARTICULARS	For the year ended 31.03.2022					Total
	Outstanding for following periods from due date of payment#					
	Less than 6 months	6 months -1year	1-2 years	2-3 years	More than 3years	
i) Undisputed Trade receivables - considered good	1,916.96	0.05	21.99	0.08	19.77	1,958.84
ii) Undisputed Trade Receivables - which have significant increase in credit risk						
iii) Undisputed Trade Receivables - credit impaired					194.10	194.10
iv) Disputed Trade Receivables-considered good						
v) Disputed Trade Receivables - which have significant increase in credit risk						
(vi) Disputed Trade Receivables - credit impaired						
Total	<u>1,916.96</u>	<u>0.05</u>	<u>21.99</u>	<u>0.08</u>	<u>213.87</u>	<u>2,152.94</u>

Trade receivables Ageing Schedule

PARTICULARS	For the year ended 31.03.2021					Total
	Outstanding for following periods from due date of payment#					
	Less than 6 months	6 months -1year	1-2 years	2-3years	More than 3 years	
i) Undisputed Trade receivables - considered good	3,564.94	0.19			13.76	3,578.89
ii) Undisputed Trade Receivables - which have significant increase in credit risk						
iii) Undisputed Trade Receivables - credit impaired					194.10	194.10
iv) Disputed Trade Receivables-considered good						
v) Disputed Trade Receivables - which have significant increase in credit risk						
(vi) Disputed Trade Receivables - credit impaired						
Total	<u>3,564.94</u>	<u>0.19</u>			<u>207.87</u>	<u>3,773.00</u>

11. CASH AND CASH EQUIVALENTS

PARTICULARS	As at 31 st March, 2022	As at 31 st March, 2021
Cash & Cash Equivalent		
(a) (i) Balance with Bank - on Current Account	2,171.60	2,530.31
(ii) On Fixed Deposits Accounts with original maturity of less than 3 months *	410.00	0.00
(b) Cash on hand	<u>50.44</u>	<u>3.96</u>
Total	<u>2,632.04</u>	<u>2,534.27</u>

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* This includes Fixed Deposit of ₹ 0.80 Lakhs drawn in the name of Employees of the Company and placed with Government Authorities for Company's Business purpose.

12. BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS (₹ in Lakhs)

PARTICULARS	As at	
	31 st March, 2022	31 st March, 2021
Bank Balance Other than Cash & Cash Equivalents		
Fixed deposit with Bank (More than 3 months & less than 12 months)*	28.53	17.12
Total	28.53	17.12

* This Fixed Deposits are kept as margin money with respective banks for Bank Guarantee issued to various Government Authorities..

13. LOANS

(Unsecured, Considered good)

Advances to Employees	4.03	5.72
Total	4.03	5.72

14. OTHER - CURRENT ASSETS

(a) Security Deposits	16.28	21.58
(b) Advance payment of income tax (Net of provision of ₹ 131.47 Lakhs)	18.73	0.00
(c) Others (advance GST, advance to supplier & Others)	321.44	270.81
Total	356.45	292.39

15. EQUITY SHARE CAPITAL (₹ in Lakhs)

PARTICULARS	As at 31 st March, 2022		As at 31 st March, 2021	
	Number	Amount	Number	Amount
Authorised				
Equity Shares of ₹ 10/- each	12,000,000	1,200.00	12,000,000	1,200.00
Preference Shares of ₹ 10/- each	10,000,000	1,000.00	10,000,000	1,000.00
Issued, Subscribed & Paid up				
Equity Shares of ₹ 10/- each	10,079,682	1,007.97	10,079,682	1,007.97
Total	10,079,682	1,007.97	10,079,682	1,007.97

(a) Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period

Equity Shares Outstanding	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	10,079,682	1,007.97	10,079,682	1,007.97
Shares Issued during the year	0.00	0.00	0.00	0.00
Shares bought back during the year	0.00	0.00	0.00	0.00
Shares outstanding at the end of the year	10,079,682	1,007.97	10,079,682	1,007.97

(b) Details of Shareholders holding more than 5% Shares in the Company

Equity Shareholder	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Name of Shareholder				
Kesar Corporation Pvt. Ltd.	2,472,155	24.53	2,472,155	24.53

KESAR ENTERPRISES LIMITED

Seel Investments Pvt. Ltd.	3,225,699	32.00	3,225,699	32.00
H.R.Kilachand	573,976	5.69	573,976	5.69

As at 31st March, 2022

Equity Shares held by promoters & promoter group at the end of the year

S. No.	Promoter name	No.of Shares	% of total shares	% Change during the year
1	RAMILA RAJNIKANT KILACHAND	10	0.00	
2	AMRISH RAJNIKANT KILACHAND	50	0.00	
3	SHREEMATIAMBALAL KILACHAND	8,676	0.09	
4	RAJNIKANT A KILACHAND HUF	13,788	0.14	
5	HARSH RAJNIKANT KILACHA ND HUF	27,425	0.27	
6	NATASHA HARSH KILACHAND *	41,237	0.41	100%
7	ROHAN HARSH KILACHAND	131,921	1.31	
8	HARSH FAMILY TRUST	208,372	2.07	
9	ROHITA HARSH KILACHAND	208,387	2.07	
10	HARSH RAJNIKANT KILACHA ND	573,976	5.69	
11	INDIA CARAT PVT LTD	10,152	0.10	
12	INDIAN COMMERCIAL COMPANY PVT LTD	232,264	2.30	
13	KESAR CORPORATION PVT LTD	2,472,155	24.53	
14	SEEL INVESTMENT PVT LTD	3,225,699	32.00	
Total		<u>7,154,112</u>	<u>70.98</u>	

As at 31st March, 2021

Equity Shares held by promoters & promoter group at the end of the year

S. No.	Promoter name	No. of Shares	% of total shares	% Change during the year
1	RAMILA RAJNIKANT KILACHAND	10	0.00	
2	AMRISH RAJNIKANT KILACHAND	50	0.00	
3	SHREEMATI AMBALAL KILACHAND	8,676	0.09	
4	RAJNIKANT A KILACHAND HUF	13,788	0.14	
5	HARSH RAJNIKANT KILACHAND HUF	27,425	0.27	
6	NATASHA HARSH KILACHAND *	0	0.00	
7	ROHAN HARSH KILACHAND	131,921	1.31	
8	HARSH FAMILY TRUST	208,372	2.07	
9	ROHITA HARSH KILACHAND	208,387	2.07	
10	HARSH RAJNIKANT KILACHAND	573,976	5.69	
11	INDIA CARAT PVT LTD	10,152	0.10	
12	INDIAN COMMERCIAL COMPANY PVT LTD	232,264	2.30	
13	KESAR CORPORATION PVT LTD	2,472,155	24.53	0.38%
14	SEEL INVESTMENT PVT LTD	3,225,699	32.00	
Total		<u>7,112,875</u>	<u>70.57</u>	

* She became part of promoter group during financial year 2021-22.

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16. OTHER EQUITY

PARTICULARS

(a) Capital Reserves

(b) Securities Premium

Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provision of the Companies Act, 2013.

(c) Revaluation Reserves

Revaluation Reserve is created on revaluation of class of assets comprise of difference between book value and revalued value. The reserve is utilised in accordance with the provision of the Companies Act, 2013.

Opening Balance

Less: Transfer to General Reserve

Less: Deduction during the year

Closing Balance

(d) Storage and Effluent Disposal Reserves:

This Reserves has been created for provision and maintenance of adequate storage facility as required under Uttar Pradesh Sheera Niyanttran (Sansodhan) Adesh, 1974.

(Refer Note No 38)

(i) Storage Reserves for Alcohol:

Opening Balance

Add: Current Period Transfer

Closing Balance

(ii) Storage Reserves for Molasses:

Opening Balance

Add: Current Period Transfer

Closing Balance

(iii) Effluent Disposal Reserves

Opening Balance

Add: Current Period Transfer

Closing Balance

(e) General Reserve

This represents appropriation of profit after tax by the company.

Opening Balance

Add: Transfer from Revaluation Reserve

Closing Balance

(f) Retained Earning

This comprise company's Loss after taxes.

Opening Balance

Less: Net Profit for the Year

Closing Balance

(g) Other Comprehensive Income (OCI)

Opening Balance

Other Comprehensive Income

Closing Balance

Total

	(₹ in Lakhs)	
	As at 31 st March, 2022	As at 31 st March, 2021
(a) Capital Reserves	67.90	67.90
(b) Securities Premium	801.05	801.05
(c) Revaluation Reserves		
Opening Balance	23,608.04	25,388.77
Less: Transfer to General Reserve	624.90	726.69
Less: Deduction during the year	0.00	1054.04
Closing Balance	22,983.14	23,608.04
(d) Storage and Effluent Disposal Reserves:		
(i) Storage Reserves for Alcohol:		
Opening Balance	5.82	5.40
Add: Current Period Transfer	0.36	0.42
Closing Balance	6.18	5.82
(ii) Storage Reserves for Molasses:		
Opening Balance	79.42	70.73
Add: Current Period Transfer	8.07	8.69
Closing Balance	87.49	79.42
(iii) Effluent Disposal Reserves		
Opening Balance	6.20	5.75
Add: Current Period Transfer	0.38	0.45
Closing Balance	6.58	6.20
(e) General Reserve		
Opening Balance	6,749.51	6,022.82
Add: Transfer from Revaluation Reserve	624.90	726.69
Closing Balance	7,374.41	6,749.51
(f) Retained Earning		
Opening Balance	(19,291.63)	(28,274.67)
Less: Net Profit for the Year	(2,889.12)	8,983.04
Closing Balance	(22,180.75)	(19,291.63)
(g) Other Comprehensive Income (OCI)		
Opening Balance	354.24	234.26
Other Comprehensive Income	(28.01)	119.98
Closing Balance	326.23	354.24
Total	9,472.23	12,380.55

NON CURRENT LIABILITIES

FINANCIAL LIABILITIES

17. BORROWINGS

(₹ in Lakhs)

PARTICULARS	As at 31 st March, 2022	As at 31 st March, 2021
(a) Secured Borrowings		
Term Loans from Banks & Others		
(1) Sugar Development Fund (Modernisation Loan) (As appearing in the books)	0.00	90.78
Security: Secured by way of first pari passu charge on Properties of the Sugar Factory at Baheri both present and future		
Terms of Repayments: Tranche I: Repayable in 5 annual installments of ₹.44.05 Lakhs each, starting from August 3, 2018 to August 3, 2022.		
Tranche II: Repayable in 5 annual installments of ₹ 46.72 Lakhs each, starting from August 15, 2018. to August 15, 2022.		
Rate of Interest: Tranche I: 4% Tranche II: 7.50%.		
(2) U P Co Operative Bank Ltd. (Working Capital Term Loan)	0.00	1,888.29
Cash Credit Limits converted to Working Capital Term Loan		
Security: First pari passu charge on Fixed Assets of Sugar Division		
Terms of Repayments: Repayable in 8 half yearly installments from August 2019 to Feb 2023		
Rate of Interest: Ranging from 8.95% to 9.50%.		
Total Secured Borrowings	0.00	1,979.07
(Out of the total secured borrowings of ₹ 6,778.94 Lakhs (P.Y. ₹ 8,353.11 Lakhs), borrowings of ₹ 6,778.94 Lakhs (P.Y. ₹ 6,374.05 Lakhs) having current maturities, have been disclosed in Note No: 25 (a))		
(b) Unsecured Borrowings		
Loans from Related Parties	0.00	130.00
(Refer Note No 42)		
Total Unsecured Borrowings	0.00	130.00
Total	0.00	2,109.07
18. LEASE LIABILITY		
Lease Liability	82.28	89.72
Total	82.28	89.72
19. OTHERS LONG TERM LIABILITIES		
Derecognised Interest Payable to U.P. Co Op Bank on Working Capital Term Loan	888.86	888.86
Total	888.86	888.86

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20. PROVISIONS

PARTICULARS

(₹ in Lakhs)

	As at 31 st March, 2022	As at 31 st March, 2021
Provision for Employees Benefits		
(a) Leave Encashment (Non funded)	114.49	122.98
(b) Gratuity (Funded)	849.99	827.19
Total	964.48	950.17

21. OTHER NON CURRENT LIABILITIES

Deposits from Dealers & Customers (Repayable on cancellation of distributionship and Interest at Rate of 9% p.a.)	55.00	47.80
Total	55.00	47.80

FINANCIAL LIABILITIES

22. BORROWINGS

(a) Unsecured short term loans from Banks From UCO Bank	2,760.50	2,760.50
(b) Loans from Related Parties (Refer Note No.42)	40.00	-
Total	2,800.50	2,760.50

Details of Default in repayment of Principal Instalment

PARTICULARS

	As at 31 st March, 2022	As at 31 st March, 2021
	Banks	Banks
0-90 Days	0.00	0.00
90-180 Days	0.00	0.00
More Than 180 Days	2,760.50	2,760.50
Total	2,760.50	2,760.50

23. LEASE LIABILITY (CURRENT)

Lease Liability	7.43	6.50
Total	7.43	6.50

24. TRADE PAYABLES

For goods and services received

(a) Total outstanding dues of micro enterprises and small enterprises (Refer note no. 39)	73.66	18.03
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	20,512.07	20,145.44
Total	20,585.73	20,163.47

Trade Payables ageing schedule

As at 31st March, 2022

(₹ in Lakhs)

PARTICULARS	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	73.66			
(ii) Others	20,406.42	23.50	21.41	60.75	20,512.07
(iii) Disputed dues - MSME					
(iv) Disputed dues - Others					
Total	20,480.08	23.50	21.41	60.75	20,585.73

As at 31st March, 2021

PARTICULARS	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	18.03			
(ii) Others	20,096.19	4.77	3.19	41.30	20,145.44
(iii) Disputed dues - MSME					-
(iv) Disputed dues - Others					-
Total	20,114.22	4.77	3.19	41.30	20,163.47

25. OTHERS

PARTICULARS

	As at 31 st March, 2022	As at 31 st March, 2021
(a) Current maturities of Long Term Debts		
(i) Current maturities of Long Term Debts - Secured Borrowings (As appearing in the books) (Refer Note No 17) (Refer Note No. 1, 2 & 3 below)	6,778.94	6,374.04
(b) Recalled Long Term Borrowings including Interest (Secured (As appearing in the books) (Refer Note No 4 below)	10,897.51	9,604.21
(c) Interest accrued but not due on Borrowings	0.00	235.07
(d) Interest accrued and due on Borrowings	5,140.09	4,621.55
(e) Payables for Capital Goods	25.00	321.63
(f) Payables for Other Contractual Obligations	376.77	327.20
(g) Payable to Related Party (Refer Note No 42)	303.78	286.43
(h) Others Payables	0.00	71.00
Total	23,522.09	21,841.13

(1) Sugar Development Fund (Co-Gen Term Loan)

Security: Secured by way of first pari passu charge on Properties of the Sugar Factory at Baheri both present and future

Terms of Repayments:

Tranche I: Repayable in 10 half yearly installments of ₹159.77 Lakhs each, starting from July 4, 2014 to January 4, 2019.

Tranche II: Terms of Repayments: Repayable in 10 half yearly installments of ₹158.47 Lakhs each, starting from March 2015 to September 2019.

Rate of Interest: Ranging from 4% to 7.5%.

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(2) Sugar Development Fund (Modernisation Term Loan)

Security: Secured by way of first pari passu charge on Properties of the Sugar Factory at Baheri both present and future

Terms of Repayments:

Tranche I: Repayable in 5 annual installments of ₹44.05 Lakhs each, starting from August 3, 2018 to August 3, 2022.

Tranche II: Terms of Repayments: Repayable in 5 annual installments of ₹46.72 Lakhs each, starting from August 15, 2018 to August 15, 2022.

Rate of Interest: 4%.

(3) U P Co Operative Bank Ltd. (Working Capital Term Loan)

Security: Secured by pledge of Stocks of Sugar and further secured by second pari passu charge on Fixed Assets of Sugar Division

Terms of Repayments: Repayable in 8 half yearly installments from August 2019 to Feb 2023

Rate of Interest: Ranging from 8.95% to 9.50%.

(4) UCO Bank (Cogen Term Loan)

Primary Security: Secured by way of first pari passu charge on all Fixed Assets of Sugar, Spirit and Cogen Division at Baheri both present and future, and 1st pari passu charge on the Current Assets of Cogen Division both present and future.

Collateral Security: Secured by way of 2nd pari passu charge on the Current Assets of Sugar and Spirit Division at Baheri (except Sugar Stocks pledged) both present and future

Personal Guarantee: Personal Guarantee of Shri H R Kilachand

Terms of Repayments: Repayable in 24 quarterly instalments of ₹ 171.29 Lakhs & ₹ 42.17 Lakhs each, starting from quarter ending September 2016 to June 2022 as per bilateral debt restructuring plan.

Details of Default in repayment of Principal Instalment & Interest (₹ in Lakhs)

Particulars	As at 31 st March, 2022		
	Banks	Others	Total
0-90 days	1,402.52	0.00	1,402.52
90-180 days	402.26	152.74	555.00
More than 180 days	12,645.62	6,143.48	18,789.10
Total	14,450.40	6,296.22	20,746.62

Details of Default in repayment of Principal Instalment & Interest

Particulars	As at 31 st March, 2021		
	Banks	Others	Total
0-90 days	1,446.68	154.05	1,600.73
90-180 days	621.97	154.12	776.09
More than 180 days	11,255.21	5,482.16	16,737.37
Total	13,323.86	5,790.33	19,114.19

26. OTHER CURRENT LIABILITIES	(₹ in Lakhs)	
PARTICULARS	As at 31 st March, 2022	As at 31 st March, 2021
(a) Advance received from Customers	2,744.60	375.27
(b) Statutory Dues	71.44	77.72
Total	2,816.04	452.99
27. PROVISIONS		
Provision for Employees Benefits		
(a) Gratuity (Funded)	110.21	107.75
(b) Leave Encashment (Unfunded)	40.37	40.75
Total	150.58	148.50
28. CURRENT TAX LIABILITIES (NET)		
Provision of Income Tax [Net of Advance Payment of Income Tax (P.Y. ₹ 134.24 Lakhs)]	0.00	10.30
Total	0.00	10.30
29. REVENUE FROM OPERATIONS		
PARTICULARS	For the year ended on 31 st March, 2022	For the year ended on 31 st March, 2021
(a) Sale of Products		
Manufactured Goods		
(i) Sugar	38,073.30	45,625.61
(ii) Power	3,548.48	4,034.32
(iii) Spirits	2,745.15	3,083.99
(iv) By - Products	1,133.80	1,354.96
Total (a)	45,500.73	54,098.88
(b) Other Operating Revenue		
(i) Sale of Exports Quota	0.00	57.50
(ii) Scrap Sale	47.62	48.41
(iii) Sale of Renewable Energy Certificate (REC)	725.01	11.83
(iv) Sale of Pesticide	636.01	504.42
(v) Sundry Income	7.82	24.88
Total (b)	1,416.46	647.04
Total (a+b)	46,917.19	54,745.92

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30. OTHER INCOME

(₹ in Lakhs)

PARTICULARS

	For the year ended on 31 st March, 2022	For the year ended on 31 st March, 2021
(a) Dividend Income	15.60	0.00
(b) Interest Income		
(i) On Fixed Deposits	23.54	17.32
(ii) Others	70.48	18.62
(c) Excise Duty Refund	0.00	206.53
(d) Rent	38.46	44.99
(e) Credit Balance Written Back	19.42	107.92
(f) Net Gain realised on sale of Financial Asset	60.19	1.42
(g) Net Gain arising on Financial Asset measured at FVTPL	1.79	2.82
(h) Interest waiver under One Time Settlement (OTS) Write Back	0.00	4,818.51
(i) Principal Loan waiver under One Time Settlement (OTS) Write Back	0.00	5,474.12
(j) Allowance for bad and doubtful debts	40.64	33.73
Total	270.12	10,725.98

31. COST OF MATERIAL CONSUMED

(i) Raw Materials Consumed

(a) Sugar Cane

Opening Stock	0.00	0.00
Add: Purchases	38,586.05	43,843.63
Less: Closing Stock	0.00	0.00
Consumption	38,586.05	43,843.63

(b) Molasses & Spirits

Opening Stock	8.34	8.34
Add: Purchases	0.00	0.00
Less: Closing Stock	8.34	8.34
Consumption	0.00	0.00

(c) Raw Materials Consumed for Power

	322.21	232.00
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(ii) Packing Materials Consumed

	428.92	451.23
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Total

39,337.18	44,526.86
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32. CHANGE IN INVENTORIES OF FINISHED GOODS, STOCK IN TRADE AND WORK IN PROGRESS

(a) Opening Stock

Finished Goods	7,380.06	7,495.42
Work- in - Progress	415.43	321.88
By Products	736.12	1,246.17
	8,531.61	9,063.47

(b) Closing Stock

Finished Goods	8,371.33	7,380.06
Work- in - Progress	488.06	415.43
By Products	566.64	736.12
	9,426.03	8,531.61

Net

(894.42)	531.86
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33. EMPLOYEE BENEFIT EXPENSES

(₹ in Lakhs)

PARTICULARS

	For the year ended on 31 st March, 2022	For the year ended on 31 st March, 2021
(a) Salaries and Wages	2,847.93	2,722.00
(b) Gratuity expenses	100.94	97.02
(c) Contribution to Provident fund	184.28	176.42
(d) Contribution to Superannuation scheme	11.41	10.47
(e) Staff Welfare	43.18	41.31
Total	3,187.74	3,047.22

34. FINANCE COSTS

(a) Interest Expense		
(i) On Term Loan	2,096.35	1,778.94
(ii) On Cash Credit	163.71	583.21
(iii) On Short Term Borrowings	282.53	282.53
(b) Others Financial charges	28.99	48.86
Total	2,571.58	2,693.54

35. OTHER EXPENSES

(a) Stores and Spares	497.70	468.34
(b) Purchase of Pesticides	621.92	479.49
(c) Power and Fuel	150.86	74.14
(d) Repairs		
(i) Plant and Equipments	1,248.03	1,135.56
(ii) Building	155.23	112.06
(iii) Others	152.81	103.06
(e) Rent	4.16	3.94
(f) Insurance	76.11	68.51
(g) Rates and Taxes	104.12	64.30
(h) Commission and Brokerage	67.57	84.67
(i) Legal Charges	142.21	119.97
(j) Loading and Unloading Charges	264.08	394.59
(k) Travelling Expenses	58.35	44.21
(l) Transportation and Freight & Forwarding	5.46	11.35
(m) Security and Other Labour Charges	108.45	97.98
(n) Donation	0.00	32.00
(o) Storage and Effluent Disposal Reserves	8.81	9.56
(p) Directors Sitting Fees	14.70	12.00
(q) Auditors Remuneration		
(i) Audit Fees	10.00	8.50
(ii) Other Matter	0.00	1.00
(iii) Out of Pocket Expenses	1.12	0.73
(r) Cost Audit Fees		
(i) Audit Fees	0.90	0.90
(ii) Other Matter	0.25	0.25
(s) Bad Debts /Advances written off	1.67	9.19
(t) Loss on Sale / Discarded of Fixed Assets	(1.11)	149.74
(u) Miscellaneous Expenses	326.54	272.17
Total	4,019.94	3,758.21

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36. Contingent Liabilities

(₹ in Lakhs)

PARTICULARS	As at 31 st March, 2022	As at 31 st March, 2021
Claims / demands against the Company under litigation:		
(i) Claims against the company not acknowledged as debts in respect of criminal and civil cases	4.75	4.75
(ii) Disputed sales tax, entry tax, trade tax and excise duty cases under appeal:		
Central Sales Tax	62.00	65.57
Entry Tax (U.P.)	983.20	1,838.20
Trade Tax (U.P.)	17.21	13.64
Excise Duty	4,992.59	4,992.59
Others	0.49	16.21
Total	<u>6,055.49</u>	<u>6,926.21</u>

37. Capital and other commitments

Estimated amount of contracts remaining to be executed not provided for

- Towards Property Plant and Equipment	2,997.37	1,618.52
- Towards Operating Expenditure	191.58	46.77

38. Alcohol and Molasses Storage Reserves and Effluent Disposal Reserves amounting to ₹ 100.24 Lakhs (P.Y. ₹ 91.43 Lakhs) are not deposited with a Scheduled Bank since it is reserved by the Company for utilization for provision and maintenance of adequate storage facilities as required under Uttar Pradesh Sheera Niyantaran (Sansodhan) Adesh, 1974.

39. Information as required to be furnished as per section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) for the year ended March 31, 2022 is given below: -

The principal amount and the interest due thereon remaining unpaid to any supplier	40.00	18.03
The amount of Principal and interest paid beyond the appointed day	63.73	62.32
The amount of interest due and payable on delayed payments	0.74	0.65
The amount of interest accrued and remaining unpaid	0.74	0.65
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.	0.00	0.00

This disclosure is on the basis of information available with the Company regarding the status of Suppliers as defined under the "The Micro, Small & Medium Enterprises Act, 2006."

40. Employee Benefit

Defined Contribution Plans

The Company has recognised the following amounts in statement of Profit and Loss

(₹ in Lakhs)

PARTICULARS	For the year ended on 31 st March, 2022	For the year ended on 31 st March, 2021
Employer's Contribution to Provident Fund	184.28	176.42
Employer's Contribution to Super Annuation Fund	11.41	10.47

Defined Benefit Plan

- (i) Gratuity (Funded)
- (ii) Leave Encashment (Non-funded)

(i) Gratuity (Funded)

In accordance with Indian Accounting Standard 19 "Employee Benefits" (actuarial valuation was performed by independent actuaries in respect of the aforesaid defined benefit plan.

(a) The amounts recognized in the balance sheet are as follows:

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended on 31 st March, 2022	For the year ended on 31 st March, 2021
Present Value of funded obligations	(979.98)	(949.66)
Fair Value of plan assets	19.78	14.72
Net liability (Amount shown in Balance Sheet as Liabilities)	(960.20)	(934.94)

(b) The amounts recognized in the statement of profit and loss are as follows:

Current service cost	41.76	38.88
Interest on obligation	59.18	58.14
Past Service Cost	0.00	0.00
Expected return on plan assets	0.00	0.00
Net actuarial losses / (gains) recognized in year	0.00	0.00
Plan assets (Contributions) / transfers by employer	0.00	0.00
Total included in employee benefit expense	100.94	97.02

(c) Changes in present value of defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:

Opening defined benefit obligation	949.66	887.02
Service costs	41.77	38.88
Interest costs	60.11	60.50
Past Service Costs	0.00	0.00
Benefit Directly paid by Employer	(41.33)	0.00
Benefits paid	(37.62)	(81.46)
Actuarial (Gain)/Losses on Obligation – Due to Change in Demographic Assumptions	(0.08)	0.00
Actuarial (Gain)/Losses on Obligation – Due to Change in Financial Assumptions	(29.21)	22.61
Actuarial (Gain)/Losses on Obligation – Due to Experience	36.68	22.11
Closing defined benefit obligation	979.98	949.66

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- (d) Changes in the fair value of plan assets representing reconciliation of opening and closing balances thereof are as follows:

Particulars	(₹ in Lakhs)	
	Defined Benefit (Gratuity) Plan	
	For the year ended on 31st March, 2022	For the year ended on 31st March, 2021
Opening fair value of plan assets	14.72	34.58
Expected return on plan assets	0.93	2.36
Contributions	40.02	58.86
Benefits paid	(37.62)	(81.46)
Return on Plan Assets	1.73	0.38
Closing defined benefit obligation	<u>19.78</u>	<u>14.72</u>

The Company has invested in LIC Group Gratuity Scheme and hence the investment pattern is defined by LIC as per the Scheme.

- (e) The amount recognized in the other comprehensive Income (OCI) is as follows:

Actual (Gains) / Losses on Obligation	7.38	44.72
Return Plan Assets	(1.73)	(0.38)
Net actuarial losses / (gains) recognized in OCI	<u>5.65</u>	<u>44.34</u>

- (f) The Reconciliation of Balance Sheet in the statement are as follows:

Opening net Liability	934.95	852.45
Expenses recognized in Statement of Profit and Loss	100.94	97.02
Expenses recognized in OCI	5.65	44.34
Benefit Directly Paid by Employer	(41.32)	0.00
Employers Contribution	(40.02)	(58.86)
Net Liability/(Assets) Recognised in the Balance Sheet	<u>960.20</u>	<u>934.95</u>

- (g) The amount recognized Interest Cost in the statement are as follows:

Present Value of Benefit Obligation	949.66	887.02
Fair Value of Plant Assets	(14.72)	(34.57)
Net Liability / (Assets) At the Beginning	934.94	852.45
Interest Cost	60.11	60.50
Interest Income	(0.93)	(2.36)
Net Interest cost for Current Period	<u>59.18</u>	<u>58.14</u>

- (h) The amount Expenses recognized for in the statement of Profit and Loss for next year are as follows:

Particulars	Defined Benefit (Gratuity) Plan	
	Current Period	Previous Period
Current Service Cost	40.43	41.76
Interest Cost	64.28	57.71
Expenses Recognised	104.71	99.47

(i) **Principal actuarial assumptions at the balance sheet date (expressed as weighted average):**

PARTICULARS	Defined Benefit (Gratuity) Plan	
	For the year ended on 31st March, 2022	For the year ended on 31st March, 2021
Rate of Discounting	6.33%	6.33%
Salary escalation rate	6.00%	6.00%
Expected return on plan assets	6.33%	6.33%
Rate of Employees Turnover	2.00%	2.00%

(j) **Amounts for the current and previous four years are as follows:**

(₹ in Lakhs)

PARTICULARS	Defined Benefit (Gratuity) Plan				
	For the year ended on 31st March, 2022	For the year ended on 31st March, 2021	For the year ended on 31st March, 2020	For the year ended on 31st March, 2019	For the year ended on 31st March, 2018
Defined benefit obligation	979.98	949.66	887.02	788.25	764.89
Plan assets	19.78	14.72	34.57	28.34	52.74
Surplus/ (deficit)	(960.20)	(934.94)	(852.45)	(759.91)	(712.15)

(k) **Experience Adjustment:**

Particulars	Defined Benefit (Gratuity) Plan				
	For the year ended on 31st March, 2022	For the year ended on 31st March, 2021	For the year ended on 31st March, 2020	For the year ended on 31st March, 2019	For the year ended on 31st March, 2018
On plan Liability (Gains)/ Losses	36.68	22.11	14.98	34.67	57.60
On plan Assets Gains/ (Losses)	1.73	0.38	(1.68)	(1.61)	(1.76)

(l) **Maturity Analysis of the Benefit Payments: From the Fund**

Projected Benefits Payable in Future Years from the Date of Reporting

Particulars	For the year ended on 31st March, 2022	For the year ended on 31st March, 2021
1 st Following Year	179.90	144.08
2 nd Following Year	60.41	46.27
3 rd Following Year	100.62	122.48
4 th Following Year	129.58	102.35
5 th Following Year	134.69	120.33
Sum of Years 6 to10	490.05	499.84
Sum of Years 11 and above	351.00	343.63

(ii) **Other Employee Benefit**

The liability for leave entitlement as at March 31, 2022 is ₹ 154.85 Lakhs (P.Y. ₹ 163.73 Lakhs) disclosed under Long Term Provision (Refer Note No. 20) and Short-Term Provision (Refer Note No. 27)

(iii) **Sensitivity Analysis**

The below sensitivity analysis is based on the change in an assumption while holding all other assumptions constant. In practice this unlikely to occur and change in some of the assumptions may be correlated. When calculation the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at

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the end of the reporting period) has been applied as when calculating the defined benefit liability recognized in the balance sheet. The method and types of assumptions used in reporting the sensitivity analysis did not change compared to the prior period.

Gratuity

A quantitative sensitivity analysis for significant assumed as at March 31, 2022 and March 31, 2021 are as shown below.

PARTICULARS	(₹ in Lakhs)	
	For the year ended on 31 st March, 2022	For the year ended on 31 st March, 2021
Projected Benefit Obligation on Current Assumptions	979.98	949.66
Delta Effect of +1% Change in Rate of Discounting	(42.89)	(45.04)
Delta Effect of -1% Change in Rate of Discounting	47.23	49.69
Delta Effect of +1% Change in Rate of Salary Increase	45.10	47.97
Delta Effect of -1% Change in Rate of Salary Increase	(43.00)	(44.85)
Delta Effect of +1% Change in Rate of Employee Turnover	1.96	0.47
Delta Effect of -1% Change in Rate of Employee Turnover	(2.17)	(0.55)

- 1) The Company has a defined benefit gratuity plan in India (Funded). The company's defined benefit gratuity plan is a final salary plan for employees. Gratuity is paid from company as and when it becomes due and is paid as per company's scheme for Gratuity.
- 2) Gratuity is a defined benefit plan and company is exposed to the following risks:

Interest Risk	Interest rate risk: A fall in the discount rate which is linked to the Government Securities Rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.
Salary Risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability
Investment Risk	The present value of defined benefit plan liability calculated using a discount rate which is determined by reference to marker yields as at the end of the reporting period on government bonds. If the return on plant assets is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.
Assets Liability Matching Risk	The plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of Rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk.
Mortality Risk	Since the benefits under the plan is not payable for lifetime and payable till retirement age only, plan does not have any longevity risk.
Concentration Risk	Plan is having a concentration risk as all the assets are invested with the insurance company and a default will wipe out all the assets. Although probability of this is very low as insurance companies have to follow stringent regulatory guidelines which mitigate risk.

(iv) Leave Encashment (Non-funded)

The Company has recognised ₹ 19.24 Lakhs (P.Y. ₹ 57.94 Lakhs) in statement of Profit and Loss based on actuarial valuation.

41. Segmental Reporting Disclosures under Ind-AS 108

Business Segments:

Based on the guiding principles given in Ind-AS 108 "Operating Segments" the Company's primary business segments are

- a. Sugar
- b. Power
- c. Spirits

Financial Information about the primary business segment:

Figures for the year ended 31st March, 2022 indicated in bold. Previous Year figures indicated in the row below:

(₹ in Lakhs)

Particulars	Sugar	Power	Spirits	Total
(a) Revenue from Operations				
Sales (Including Inter Division/ Segment Revenue and Net of Intra Division Revenue)	47,442.04	10,425.66	2,745.48	60,613.18
	55,981.82	11,533.92	3,085.25	70,600.99
Other Income	116.63	6.08	16.41	139.12
	4,431.43	4,980.98	798.56	10,210.97
Less: Inter Segment Revenue	7,543.83	6,152.16	0.00	13,695.99
	8,367.31	7,487.76	0.00	15,855.07
Add: Unallocable Income				131.01
				481.27
Total Revenue				47,187.32
				65,438.15
(b) Segmental Results				
Segmental Result before Interest, Exceptional Items & Tax	(2,594.75)	2,504.96	187.34	97.55
	3,462.29	7,060.60	1,397.80	11,920.69
Less: Finance Cost				2,571.58
				2,693.55
Less: Unallocable Expenses Net of Unallocable Income				398.15
				244.12
Less: Exceptional Items				0.00
				0.00
Profit /(Loss) Before Tax	(3,351.71)	711.22	187.14	(2,872.18)
	2,543.78	5,321.75	1,397.04	8,983.05
Less: Current Tax				0.00
				0.00
Less: Deferred Tax				16.94
				0.00
Profit / (Loss) after Tax				(2,889.12)
				8,983.04

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Particulars	(₹ in Lakhs)			
	Sugar	Power	Spirits	Total
Other Comprehensive Income				(28.01)
				119.98
Profit / (Loss) after Other Comprehensive Income				(2,917.13)
				9,103.02
(c) Segmental Assets and Liabilities				
(i) Segmental Assets	27,007.71	18,481.11	11,632.29	57,121.11
	25,302.61	21,043.41	10,153.53	56,499.55
Unallocable Assets/ Investments				5,232.10
				6,357.98
Total Assets				62,353.21
				62,857.52
(ii) Segmental Liabilities	33,115.47	16,839.09	263.96	50,218.52
	32,128.87	15,363.93	261.92	47,754.72
Share Capital & Other Equity				10,480.20
				13,388.52
Unallocable Liabilities				1,654.47
				1,714.28
Total Liabilities				62,353.21
				62,857.52
(d) Capital Expenditure and Depreciation				
(i) Capital Expenditure including Capital Work in Progress	227.36	170.26	3,816.63	4,214.25
	152.89	0.00	1,598.88	1,751.77
Unallocable				8.00
				78.21
Total				4,222.25
				1,829.98
(ii) Depreciation/ Amortization	678.49	744.50	367.47	1,790.46
	755.00	751.23	371.63	1,877.87
Unallocable Depreciation				47.02
				53.28
Total Depreciation/ Amortization				1,837.48
				1,931.15
(iii) Significant non-cash expenditure other than Depreciation/ Amortization				0.00
				0.00

Segment Revenue from Operations, Results, Assets and Liabilities and Depreciation include the respective amounts identifiable to each of the segments and amounts allocated on a reasonable basis.

42. Related Party Disclosures as per Indian Accounting Standard 24

Names of related parties and nature of related party relationships:

a) Key Management Personnel:

Mr. H R Kilachand	Chairman & Managing Director
Mr. Gaurav Sharma	Company Secretary (CS)
Mr. Rohit Balu	Chief Financial Officer (CFO)

Relatives of Key Management Personnel:

Mrs. Natasha Harsh Kilachand	Wife of Chairman & Managing Director
Mr. Rohan H Kilachand	Son of Chairman & Managing Director
Ms. Rohita H Kilachand	Daughter of Chairman & Managing Director
Mrs. Nidhi R Kilachand	Daughter in Law of Chairman & Managing Director

Independent Directors:

Mr. M A Kuvadiah	Independent Director
Mr. A S Ruia	Independent Director
Dr. Narendra Mairpady	Independent Director
Mr. Rishabh Shah	Independent Director
Mrs. Ranjana Sinha	Independent Director

b) Enterprises over which Key Management Personnel and their relatives are able to exercise significant influence:

Kesar Terminals & Infrastructure Limited
Kesar Multimodal Logistics Limited
Kesar Corporation Pvt. Ltd.
Seel Investments Pvt. Ltd.
Kilachand Devchand & Co. Pvt. Ltd.
Kilachand Devchand Commercial Pvt. Ltd. (Struck off on 22/10/2021)
Indian Commercial Co. Pvt. Ltd.
India Carat Pvt. Ltd.

c) Others:

H R Kilachand (HUF)
Harsh Family Trust
Rajnikant Kilachand (HUF)
Shreemati Ambalal Kilachand

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Disclosure of transactions between the Company and related parties and the status of outstanding balance as on 31st March, 2022 indicated in bold. Previous Year figures indicated in the row there below in brackets:

Nature of Transaction	(₹ in Lakhs)						
	Kesar Terminals & Infrastructure Ltd	Kesar Multimodal Logistics Ltd	Kilachand Devchand & Co. Pvt. Ltd.	Seel Investment Pvt. Ltd	Kesar Corporation Pvt. Ltd.	Indian Commercial Co. Pvt. Ltd.	KMP
Expenses Reimbursement	8.81 (4.81)	1.32 (1.80)	8.14 (7.48)			3.80 (1.73)	
Loan Repaid				90.00 (40.00)			
Sharing of Common Expenses	17.70 0.00					1.16 0.00	
Dividend Received	15.60 0.00						
Rent Paid/Provided			17.38 (17.38)				
Sitting Fees (Refer note below)							14.70 (12.00)
Remunerations (Refer note below)							68.19 (83.12)
Closing Balance							
Payables	6.85 0.00		303.78 (285.62)				3.21 (3.57)
Investments	328.64 (351.00)						
Loans				0.00 (90.00)	40.00 (40.00)		

Note:

Sitting Fees

Name of the Directors

	For the year ended on 31st March, 2022	For the year ended on 31st March, 2021
Mr. M A Kuvadia	3.85	3.65
Mr. A S Ruia	3.85	3.65
Mrs. Ranjana Sinha	3.50	3.30
Dr. Narendra Mairpady	1.75	0.70
Mr. Rishabh Shah	1.75	0.70
Total	14.70	12.00

Remuneration paid to Key Management Personnel (KMP)

Name of the Persons

Mr. D J Shah *	0.00	34.20
Mr. Gaurav Sharma **	23.37	8.15
Mr. Rohit Balu	44.82	40.77
Total	68.19	83.12

* Up to 13th November 2020

** From 13th November 2020

43. Financial Risk Management

The Company's principal financial liabilities, comprises borrowings, trade and other payables, and financial guarantee contracts. The main purpose of these financial liabilities is to finance the Company's operations and to support its operations directly or indirectly. The Company's principal financial assets include loans, trade and other receivables, cash and cash equivalents that derive directly from its operations.

The Company is exposed to credit risk and liquidity risk. Market risk is applicable for equity shares and variable borrowing. Foreign exchange risk is not applicable since the company does not have long term imports. The below note explains the sources of risk which the entity is exposed to and how the entity manages the risk :

Risk Management	Exposure arising from	Measurement	Management
Credit Risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost.	Aging analysis	Diversification of bank deposits
Liquidity Risk	Borrowings and other liabilities	Cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market Risk – Equity	Change in Equity Prices	Profit / Loss volatility	Strategic decision
Market Risk- Interest	Variable Rate Borrowing	Interest rate sensitivity	Mix of fixed versus floating rate

Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions and other financial instruments.

Trade receivables

Outstanding customer receivables are regularly monitored and any further services to major customers are approved by the senior management.

On account of adoption of Ind-AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available external and internal credit risk factors and the Company's historical experience for customers.

(a) Ageing

(₹ in Lakhs)

Particulars	For the year ended on 31st March, 2022		For the year ended on 31st March, 2021	
	Undisputed Trade receivables – considered good	Undisputed Trade Receivables – credit impaired	Undisputed Trade receivables – considered good	Undisputed Trade Receivables – credit impaired
Less than 6 months	1,916.95		3,564.94	
6 months -1 year	0.05		0.19	
1-2 years	21.99			
2-3 years	0.08			
More than 3 years	19.77	194.10	13.76	194.10
Total	1,958.84	194.10	3,578.89	194.10

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(b) Movement in expected credit loss allowance on trade receivables

PARTICULARS	(₹ in Lakhs)	
	For the year ended on 31st March, 2022	For the year ended on 31st March, 2021
Balance at the beginning of the year	283.58	421.37
Add: - Additional provision made	0.00	0.00
Less: - Provision reversed	(40.64)	(137.79)
Balance at the end of the year	242.94	283.58

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's finance department.

Equity price risk

The Company's equity securities are held at Fair Value through Other Comprehensive Income and depending on the market opportunity, the company shall sell such investments.

Equity Price sensitivity

	Impact on profit before tax	
	Current Year	Previous Year
Equity Prices (quoted) – increase by 10%	32.86	35.10
Equity Prices (quoted) – decrease by 10%	(32.86)	(35.10)

Interest rate risk

The Company has MCLR based borrowing and depending on the interest rate scenario, the company decides on the mix of fixed rate versus variable rate borrowing.

Interest rate sensitivity

Variable interest rate loans are exposed to interest rate risk, the impact on profit or loss before tax may be as follows:

PARTICULARS	Impact on profit before tax	
	This Year	Previous Year
Interest rate – increase by 100 basis points (100 bps)	(112.71)	(127.25)
Interest rate – decrease by 100 basis points (100 bps)	112.71	127.25

Liquidity Risk

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans, preference shares and unsecured loans.

The table below provides details regarding the maturities of significant financial liabilities as of March 31, 2022 and March 31, 2021.

Particulars	Less than 1 year	1 to 5 years	> 5 years	Total
Year ended March 31, 2022				
Borrowing (Refer Note No. 17, 19 & 22)	2800.50	888.86	0.00	3689.36
Trade Payables (Refer Note No. 24)	20,585.73	0.00	0.00	20,585.73
Other Financial Liabilities (Refer Note No. 25)	23,522.09	0.00	0.00	23,522.09
Year ended March 31, 2021				
Borrowing (Refer Note No. 17, 19 & 22)	2,760.50	2,997.93	0.00	5,638.43
Trade Payables (Refer Note No. 24)	20,163.47	0.00	0.00	20,163.47
Other Financial Liabilities (Refer Note No. 25)	21,841.12	0.00	0.00	21,961.11

Capital Management

For the purpose of the Company's capital management, capital includes issued equity share capital, securities premium and all other reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the value of the share and to reduce the cost of capital.

The Company monitors capital using a gearing ratio, which is net debt divided by total equity. The Company includes within net debt, interest bearing loans and borrowings.

PARTICULARS	As at March 31, 2022	As at March 31, 2021
(₹ in Lakhs)		
Net Debt		
Borrowing	15,516.95	17,061.12
Equity		
Equity share capital	1,007.97	1,007.97
Other Equity	9,472.23	12,380.55
Debt /Equity Ratio	1.48	1.27

44. Financial Instruments by category

The criteria for recognition of financial instruments is explained in significant accounting policies.

PARTICULARS	March 31, 2022			March 31, 2021		
	Amortised cost	FVTOCI	FVTPL	Amortised cost	FVTOCI	FVTPL
Financial Assets						
Non-Current Investments						
-Equity instruments	1.42	328.64		1.80	351.00	
-Loans	2.00			0		
-Other Financial Assets	60.17			259.93		
-Current Investments			650.21			840.61
-Trade Receivable	1,910.00			3,489.43		
-Cash and Cash equivalent	2,632.04			2,534.27		
-Bank Balance	28.53			17.12		
-Loans	4.03			5.72		
-Other Current Asset	356.45			272.39		
Total financial Asset	4,994.64	328.64	650.21	6,580.66	351.00	840.61
Financial Liabilities						
-Long Term Borrowings	0			2,109.06		
-Non Current Lease Liability	82.28			89.72		
-Other Non-Current Liabilities	888.86			888.86		
- Current Lease Liability	7.43			6.50		
-Other Non-current liabilities	55.00			47.30		
-Short Term Borrowings	2,800.50			2,760.50		
-Trade payable	20,585.73			20,163.47		
-Other Financial Liabilities	23,522.09			21,841.12		
-Other Current Liabilities	2,816.04			452.99		
Total financial liabilities	50,757.93			48,359.52		

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45. Fair Value Hierarchy

Some of the Company's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table presents fair value hierarchy of financial assets and financial liabilities measured at fair value on a recurring basis:

(₹ in Lakhs)

PARTICULARS	Level 1	
	As at March 31, 2022	As at March 31, 2021
Financial assets: Investments in equity shares (Quoted) at FVTOCI	328.64	351.00
Financial assets: Investments in Mutual Fund (Unquoted) at FVTPL	650.21	840.61

46. Disclosure in respect of Earnings per Share in accordance with Ind-AS 33

PARTICULARS	For the year ended on 31st March, 2022	For the year ended on 31st March, 2021
Profit/(Loss) after tax (₹ in Lakhs)	(2,889.13)	8,983.05
Nominal value of equity shares (₹)	10	10
Weighted average no. of equity shares (Basic)	1,00,79,682	1,00,79,682
Earnings per equity share (Basic) (₹)	(28.66)	89.12
Weighted average no. of equity shares (Dilutive)	1,00,79,682	1,00,79,682
Earnings per equity share (Dilutive) (₹)	(28.66)	89.12

47. This note provides the information for lease and right of use assets where the company is a lessee.

Following are the changes in the carrying value of right of use assets:

PARTICULARS	Lease Asset 2021-22	Lease Asset 2020-21
Gross carrying amount		
Opening gross carrying amount	106.23	120.73
Additions	0.00	0.00
Disposals and transfers	0.00	14.50
Closing gross carrying amount	106.23	106.23
Accumulated depreciation		
Opening accumulated depreciation	17.20	12.95
Depreciation charged	8.59	11.86
Disposals and transfers	0.00	7.61
Closing accumulated depreciation	25.79	17.20
Net carrying amount as at March 31,	80.44	89.03

The aggregate depreciation expense on ROU assets is included under depreciation and amortization in the statement of profit and loss.

The weighted average lessee's incremental borrowing rate applied to the lease liabilities is 11.02%

Following are the changes in the carrying value of Lease Liability:

Particulars	As at 31 March 2022	As at 31 March 2021
Balance as at beginning	96.22	112.71
Additions	0.00	0.00
Finance cost accrued during the period	10.28	11.74
Deletions	0.00	(8.33)
Less: Payment of lease liabilities	16.79	(19.90)
Balance as at end	89.71	96.22

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

(₹ in Lakhs)

Particulars	As at 31 March 2022	As at 31 March 2021
Less than one year	7.43	6.50
One to five years	7.60	13.60
More than five years	74.68	76.12
Total	89.71	96.22

Rental expense recorded for short-term leases (less than one year) was ₹ 4.24 lakhs and ₹ 3.94 lakhs for the year ended March 31, 2022 and March 31, 2021 respectively.

48. UCO Bank has filed proceedings against the Company under the SARFAESI Act, 2002, the Recovery of Debts Due to Banks and Financial Institutions Act, 1993 as well as under Section 7 of the Insolvency and Bankruptcy Code (IBC), 2016. The said proceedings are presently pending and are being contested by the Company. Meanwhile, the Company is in the process of arriving at an amicable settlement with UCO Bank. However, the Company has provided interest on accrual basis.
49. Sugar cane purchase price are hiked for the season 2021-2022 and is accounted at State Advisory Price (SAP) ₹ 350/- per quintal for early, ₹ 340/- per quintal for general and ₹ 335/- per quintal for rejected varieties declared for Sugar Season 2021-2022, by the State Government of Uttar Pradesh.
50. The Company has incurred substantial losses in the earlier years, mainly attributable to high sugarcane prices and relatively lower and unviable Sugar prices. The Company is hopeful for the revival of the Sugar Industry in Uttar Pradesh in view of various steps taken by Uttar Pradesh State Government and Central Government. Also, One Time Settlement (OTS) has been arrived at with Allahabad bank in financial year 2020-21 by virtue of which the company expects substantial reduction in finance costs in subsequent financial years with resultant improvement in profitability and the net worth. Hence these Ind AS financial statement have been prepared on a "going concern" basis, despite accumulated losses resulting in erosion of its entire net worth.

51. INCOME TAX

- a) Reconciliation of Tax Expenses and the Accounting Profit:

Particulars	For the year ended 31st March 2022	For the year ended 31st March 2021
Profit before tax as per books	(2,872.19)	8,983.05
Tax effect @ 31.20%	(896.12)	2,802.71
Tax Difference on account of		
Ind-As impact of interest on Related party, Interest & Depreciation on lease assets, Gratuity Provision	(5.58)	10.44
Depreciation as per books & as per Income Tax Act.	68.47	132.26
Loss/ (Profit) on sale of Assets	(0.35)	46.72
Expenditure claimed U/S 43B on the basis of payments	817.91	686.32
Rent Expenditure claimed as per Income Tax Act.	(5.24)	(6.21)
Write back of Term Loans and outstanding Interest under One Time Settlement (OTS)	0.00	(2,158.68)
Tax Saving on carried forward Business Loss of the Current Year	39.69	0.00
Set off of brought forwards Business Loss of the Earlier Years against current year Business Profit	0.00	(1,513.12)
Set off of Unabsorbed Depreciation of the Earlier Years against current year Capital Gains	(18.78)	(0.44)
Net Total Tax	0.00	0.00

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- b) The Company has evaluated the Deferred Tax Asset and Deferred Tax Liability on the eligible components as required under Ind AS 12 – Taxes on income. The net outcome is coming to Deferred Tax Asset. Currently the Company has huge unabsorbed depreciation and carry forward losses under the Income tax laws. The Company has assessed the future position and is convinced to have a reasonable certainty of realizing the accumulated loss in future. However, the Company decided that it would be prudent that the net Deferred Tax Asset should not be recognized in the current year.
52. a) The Company is continuously monitoring and assessing the situation arising on account of COVID-19 pandemic. The Company has considered both internal and external information available up to the date of approval of these financial statements and has assessed the recoverability of the carrying value of its assets as on 31st March, 2022. Based on the assessment, the Company does not anticipate any material impact of the pandemic on these financial statements.
- b) The management is required to perform the valuation of the property, plant and equipment as per the accounting policy of the revaluation of the Asset. During last few years of COVID and considering the uncertainty in the market due to external factor on fair value, the management expect that the fair valuation of the Land, Building and Plant & Equipment if carried out, may not give the appropriate valuation in the current scenario. Accordingly, the required valuation of the assets have not been carried out in the Financial Year 2021-22. The management will evaluate the revaluation in subsequent years.
53. The Code on Social Security 2020 ('the Code') relating to employee benefits, during the employment and post-employment, has received Presidential assent on September 28, 2020. The Code has been published in the Gazette of India. Further, the Ministry of Labour and Employment has released draft rules for the Code on November 13, 2020. However, the effective date from which the changes are applicable is yet to be notified and rules for quantifying the financial impact are also not yet issued.
- The Company will assess the impact of the Code and will give appropriate impact in the financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.
54. Balances in ledgers of Sundry Receivables (Debtors), Sundry Payables (Creditors), Loans & Advances/ Security Deposits accepted and made/given, few Non-operative Bank Accounts are subject to confirmation and reconciliation.

55. Ratios:

Particulars	Numerator	Denominator	March 31, 2022	March 31, 2021	Remarks/Reason for significant change
(i) Trade Receivable Turnover Ratio (times)	Sales	Average Debtors	17.38	13.24	It is improved due to improvement in realization of power dues from UPPCL.
(ii) Inventory Turnover Ratio (times)	Cost of Goods sold	Average Stock	4.73	5.84	
(iii) Interest Coverage Ratio (times)	Earnings before Interest and Tax	Interest Exp	(0.12)	0.51	Due to losses incurred in current year on account of increase in cane price by ₹ 25 per Quintals, fall in sugar recovery from sugar cane & reduction in sale of Power.
(iv) Current Ratio (times)	Current Assets	Current Liabilities	0.31	0.36	
(v) Debt Equity Ratio	Borrowings	Equity	1.48	1.27	
(vi) Net Profit Margin (%)	Net Profit	Sales	(6.16%)	(2.39%)	Due to losses incurred in current year on account of increase in cane price by ₹ 25 per Quintals, fall in sugar recovery from sugar cane & reduction in sale of Power.

KESAR ENTERPRISES LIMITED

Particulars	Numerator	Denominator	March 31, 2022	March 31, 2021	Remarks/Reason for significant change
(vii) Return on Equity	Net Profit after Tax	Equity	(27.57%)	67.10%	There has been significant change due to impact of write back of loans and interest from Indian Bank (erstwhile Allahabad Bank) during Financial Year 2020-21.
viii) Trade payables turnover Ratio (%)	Average Trade payables	Purchases & Other manufacturing expenses	49.83%	41.91%	
ix) Net capital turnover Ratio (%)	Net Sales	Working Capital	(137.20%)	(188.21%)	Due to Increase in payables to can growers on account of increase in cane price by ₹ 25 per Quintals, fall in sale of sugar on accounts of lower demand.
x) Return on capital (%)	Earnings before Interest and Tax	Capital Employed	(2.87%)	8.93%	Due to losses incurred in current year on account of increase in cane price by ₹ 25 per Quintals, fall in sugar recovery from sugar cane & reduction in sale of Power.
xi) Return on Investment (%)	Dividend & Gain on Investments	Average Investments	5.08%	24.40%	Market rate of Listed Equity investment is reduced in the current year compared to previous year

56. The Company is under the process of identifying the transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

57. The previous period figures have been regrouped and re-casted wherever necessary.

As per our report of even date

For V. C. Shah & Co.
Chartered Accountants
ICAI Firm Registration No.109818W

Viral J. Shah
Partner
Membership No. 110120

Place: Mumbai
Date: 25th July, 2022

For and on behalf of the Board of Directors

H R KILACHAND
Chairman & Managing Director
DIN:00294835

ROHIT BALU
Chief Financial Officer

Place: Mumbai
Date: 25th July, 2022

MAHESH A KUVADIA
Independent Director
DIN: 07195042

GAURAV SHARMA
Company Secretary
& General Manager (Legal)

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STATEMENT SHOWING PRODUCTION AND YIELD IN SUGAR

SEASON	DURATION DAYS	CANE CRUSHED M. TONS	SUGAR PRODUCED M. TONS	RECOVERY % OF CANE CRUSHED
2011-2012	148	9,31,902.00	88,761.00	9.48
2012-2013	136	8,58,008.00	78,105.00	9.14
2013-2014	98	5,88,836.00	51,632.60	8.77
2014-2015 (upto December 2014)	30	1,87,040.00	17,960.40	9.60
2014-2015 (Jan 2015 to Mar 2015)	77	4,30,691.00	42,197.00	9.80
2015-2016	89	4,44,713.62	45,725.00	10.28
2016-2017	117	6,50,899.84	70,482.00	10.83
2017-2018	149	9,12,500.00	96,345.60	10.56
2017-2018 (April 2018)	30	1,47,434.00	16,293.00	11.05
2018-2019	150	9,09,880.00	98,604.80	10.84
2018-2019 (April 2019)	30	1,88,762.80	22,853.00	11.24
2019-2020	148	9,39,360.00	1,08,092.08	11.61
2019-2020 (April 2020)	49	3,04,739.40	34,635.50	11.35
2020-2021	153	9,90,280.00	1,07,041.00	10.93
2020-2021 (April 2021)	28	1,68,761.10	19,295.00	11.43
2021-2022	144	9,02,720.00	95,131.10	10.54

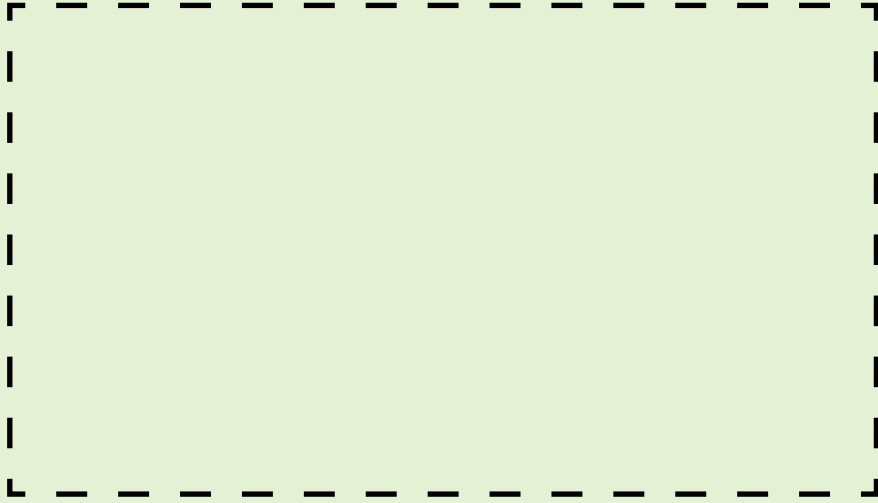
STATEMENT SHOWING PRODUCTION AND YIELD IN DISTILLERY

Year	Production (Litres)	Yield per Quintal of Molasses (Litres)
2011-12	1,12,23,029	22.60
2012-13	85,06,467	22.41
2013-14	1,15,75,401	22.76
2014-15 (upto December 2014)	12,38,192	22.24
2014-15 (Jan 15 to Mar 15)	2,38,074	23.55
2015-16	7,36,798	22.49
2016-17	0	0
2017-18	0	0
2018-19	0	0
2019-20	46,99,896	23.31
2020-21	58,55,431	23.08
2021-22	62,46,238	22.62

FINANCIAL STATISTICS FROM 2011-2012 TO 2021-22

Period/ Year end position	(₹ In Lakhs)									
2021-2022 1.4.21- 31.3.22	2020-2021 1.4.20- 31.3.21	2019-2020 1.4.19- 31.3.20	2018-2019 1.4.18- 31.3.19	2017-2018 1.4.17- 31.3.18	2016-2017 1.4.16- 31.3.17	2015-2016 (15 Months) 1.1.15- 31.3.16	2013-2014 (18 Months) 1.7.13- 31.12.14	2012-2013 1.7.12- 30.6.13	2011-2012 1.7.11- 30.6.12	
Share Capital	1,007.97	1,007.97	1,007.97	1,007.97	1,007.97	1,007.97	999.92	862.02	679.02	
Other Equity	* 9,472.23	12,380.55	4,322.02	4,603.86	9,337.10	14,694.45	4,084.82	*22,176.28	*23,733.70	
Deferred Tax Liability/ Assets										
Borrowings	15,516.95	17,181.12	25,188.13	28,748.67	30,119.89	30,819.79	33,832.45	43,090.64	34,956.36	
Working Capital	(20,095.23)	(14,732.86)	(16,413.08)	(12,803.73)	(7,617.87)	(4,068.12)	(6,133.26)	(1,278.73)	11,276.43	
Total Capital Employed	62,353.19	62,857.52	63,095.64	65,181.36	60,010.36	59,940.05	55,229.54	58,283.08	72,539.62	
Gross Block	* 70,661.70	66,506.66	66,506.66	*67,894.67	*66,210.43	*66,027.66	* 58,763.41	* 59,336.79	* 37,767.26	
Net Block	* 45,681.33	43,271.53	46,263.02	*46,507.74	*46,731.33	*47,100.91	* 42,586.13	* 48,551.27	* 28,857.03	
Investments	330.06	352.80	187.98	656.49	60,010.36	2,037.23	54.46	54.95	54.95	
Equity Shares										
Book Value (₹)	* 103.97	132.83	52.88	55.67	*102.63	*155.78	* 104.10	* 267.26	* 359.53	
Face Value (₹)	10.00	10.00	10.00	10.00	10.00	10.00	10.00	10.00	10.00	
For the Year										
Sales	46,917.19	54,745.92	51,792.49	40,311.20	31,370.74	38,978.81	37,734.84	47,254.60	46,303.48	
Depreciation	1,837.48	1,931.15	1,826.47	1,913.45	1,819.14	1,897.64	2,354.74	1,461.63	558.29	
Profit Before Tax	(2,872.19)	8,983.05	(290.53)	(4,737.16)	(5,359.71)	794.56	(4,905.21)	(1,668.20)	(937.97)	
Profit After Tax	(2,889.13)	8,983.05	(290.53)	(4,737.16)	(5,359.71)	794.56	(5,322.23)	(1,668.20)	(1,998.50)	

* Including Revaluation Reserve.



If undelivered please return to:

KESAR ENTERPRISES LIMITED

Oriental House,
7, Jamshedji Tata Road,
Churchgate, Mumbai 400 020.