



# GANESH BENZOPLAST LIMITED

CIN:L24200MH1986PLC039836 / PAN NO : AAACG1259J

Regd. Off. : Dina Building, 1<sup>st</sup>Floor, 53 Maharshi Karve Road, Marine Lines (E), Mumbai - 400 002.

Tel. : (91) (22) - 6140 6000 • Fax : 6140 6001 / 2839 5612

Email : compliances.gbl@gmail.com • Website : www.gblinfra.com

3<sup>rd</sup> September, 2022

To,

<b>The General Manager, Department of Corporate Services - Corporate Relations Department, BSE Limited, Pheeroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001. Scrip ID: 500153</b>	<b>The Manager, Listing Department National Stock Exchange of India Limited Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1, G-Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400051 Scrip ID: GANESHBE</b>
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Dear Sir,

**Sub: Annual Report-2021-22**

Pursuant to Regulation 34 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Annual Report of the Company for Financial Year ended on March 31,2022.

Kindly acknowledge the receipt of above.

Thanking you,  
Yours Faithfully,

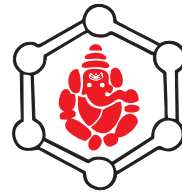
**For Ganesh Benzoplast Ltd.**



**Ekta Dhanda  
Company Secretary**

**Encl: As Above**

**ANNUAL  
REPORT  
2021-22**



# **Ganesh Benzoplast Limited**

**35<sup>th</sup>**



**Ganesh Benzoplast Limited**



## CORPORATE INFORMATION

### REGISTERED OFFICE

Dina Building , First Floor,  
53 Maharshi Karve Road,  
Marine Lines (East), Mumbai - 400 002  
Telefax Tel: +91 22 22001928

### CORPORATE OFFICES

#### LST DIVISION

C-501/502, 5th Floor, C-Wing,  
Lotus Corporate Park,  
Off. Western Express Highway,  
Geetanjali Railway Colony,  
Laxmi Nagar, Goregaon (East)  
Mumbai - 400 063  
Tel: +91 22 61406000

#### CHEMICAL DIVISION

A-1 / A-2, Gurudutt CHS Ltd., Ajit Nagar,  
OM Nagar, Behind Janakalyan Bank,  
J.B Nagar, Andheri (E), Mumbai - 400 059  
Tel: +91 22 28390729/719  
Fax: +91 22 28390715

### STORAGE TERMINALS

#### JNPT UNIT

Jawaharlal Nehru Port Trust (JNPT),  
Bulk Road, Nhava Sheva,  
Navi Mumbai – 400 707

#### GOA UNIT

Head Land, Sada, Upper Jetty Road,  
Bogda Road, Vasco, Goa - 403 804

#### COCHIN UNIT

Plot No. A-1, A-2, A-3, South End,  
Willington Island,  
Near IOCL Petrol Pump,  
Cochin - 682 029

### MANUFACTURING FACILITIES

#### CHEMICAL DIVISION

Plot No D-21/2/2, MIDC,  
Tarapur, Boisar,  
Dist Palghar,  
Thane - 401 505

#### LUBRICANT ADDITIVE DIVISION

Plot No D-5/2, MIDC, Tarapur, Boisar,  
Dist Palghar, Thane - 401 505

**Investor E-mail ID:** investors@gblinfra.com

**Website:** www.ganeshbenzoplast.com

**CIN:** L24200MH1986PLC039836

### BOARD OF DIRECTORS

Mr. Rishi Ramesh Pilani  
*Chairman & Managing Director*

Mr. Raunak Ramakant Pilani  
*Non-Executive Director*  
(w.e.f. September 01, 2021)

Mr. Ramesh Dhanraj Punjabi  
*Non-Executive Director*

Mr. Niraj Nabh Kumar  
*Independent Director*

Mrs. Jagruti Gaikwad  
*Independent Director*

Mr. Sanjay Govind Bhagia  
*Independent Director*  
(upto August 30, 2022)

Dr John Joseph  
*Independent Director*  
(w.e.f. August 30, 2022)

### MANAGEMENT TEAM

Mr. Rishi Ramesh Pilani  
*Chairman & Managing Director*

Mr. Ramakant Shankarmal Pilani  
*Chief Executive Officer*

Mr. Ramesh Shankarmal Pilani  
*Chief Financial Officer*

Mrs. Ekta Dhanda  
*Company Secretary*  
*and Compliance Officer*

### BANKERS

Union Bank of India  
Jankalyan Sahakari Bank Limited  
Central Bank of India  
HDFC Bank Limited  
ICICI Bank Limited  
AXIS Bank Limited

### AUDITORS

Mittal & Associates  
Chartered Accountants

### REGISTRAR AND SHARE TRANSFER AGENT

#### Bigshare Services Pvt. Ltd.

S6-2, 6th Floor, Pinnacle Business Park,  
Next to Ahura Centre, Mahakali Caves Road,  
Andheri (East), Mumbai - 400 093  
Tel : 022 - 6263 8200; Fax : 022 - 6263 8299  
E-mail: info@bigshareonline.com

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## Message from the Chairman

### Dear Shareholders

It is my privilege to present the annual report and details of the progress of the Company during the financial year 2021-22.

During this financial year, your Company has marked its 35 years of existence. I would like to say that the journey during these 35 years was never smooth but however, the company managed to sail over every situation and has capitalized every opportunity leading to the growth and success. The Company has constantly pursued on the relentless path of success with the principles of Innovation, perseverance and growth.

GBL has always strived to consolidate its business and further ensures optimum utilization of available resources which results in enhanced efficiency of the Company in every dimension and exploring new avenues for further creation of wealth to the shareholders. Today, your company is one of the leading independent Storage Solution Provider and it gives me immense pride to congratulate each and every one who contributed to this success and this was possible only with employee's dedicated contribution, various stakeholders' co-operation & sincere teamwork with the guidance of the management.

The Global economy showed a slight improvement from the last year in the first quarter of 2021 due to vaccination all over the world and opening up of the economies. But economies were again affected due to rise in fresh infections, increase in interest rates, rising inflation and Russian Ukraine War. The Indian economy reported an attractive recovery in 2021-22, its GDP rebounding from a de-growth of 7.3% in 2020-21 to a growth of 8.6% in 2021-22. India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers globally over the next 10-15 years, backed by its robust democracy and strong partnerships. Energy demand of India is anticipated to grow faster than energy demand



of all major economies on the back of continuous robust economic growth. With the growing energy demand in India and increase in the movement of oil, chemicals and petrochemicals, there is therefore a huge potential for the expansion of pipelines, transportation and infrastructure and the Company will get good business opportunities in the coming years also.

On financial front, this was a good year for the company and on consolidated level the Company achieved a total income of ₹ 3605.85 million as against ₹ 2718.67 million during the FY2021, with an increase of 33% YTY. Net Profit after tax (PAT) on consolidated basis for FY2022 amounted to ₹ 326.89 million as against ₹ 218.85 million during the FY2021 with an increase of 49% YTY. On standalone Basis, the total income for FY2022 was ₹ 2934.52 million as against ₹ 2607.43 million in the previous FY2021, with an increase of 13% YTY. During the year, Standalone Profit after current tax for the year is ₹ 320.35 million as against ₹ 235.87 million for the previous year ended on March 31, 2021 with an increase of 36% YTY.

During the financial year GBL is recipient of award for highest cargo Handling in Non- PSU sector by JNPT. This marks the Company's eighth consecutive year winning streak for handling highest Liquid Cargo at JNPT under Non-PSU sector.

Under LST segment, this year company will add to its capacity by constructing the tanks on the newly



allotted Land (45,090 square meters) at JNPT. The Company will construct a mix of tanks for the handling and storage of edible oil, acetone, acetic acid, ammonia, propane etc and with the addition of new capacity, there will be substantial increase in the LST revenue and profit of the Company. The Company will commission this new project in phases in a 2-3 years' time frame.

This year your company also ventured into ethanol manufacturing business through its newly incorporated wholly owned Subsidiary Company-GBL Clean Energy Private Limited with an equity investment of 26%, the Company along with Singapore based Golden Agri International Enterprises Pte. Ltd., through- Bluebrahma Clean Energy Solutions Pvt Ltd. - has ventured into production of Ethanol and Extra Neutral Alcohol (ENA) by acquiring 100% shareholding in an ongoing distillery in Nasik district of Maharashtra, Sagar Industries and Distilleries Pvt. Ltd. (SIDPL). Govt. of India has mandated the use of Ethanol by the Oil marketing Companies to blend with petrol to make 'Clean Fuel'. Recently India has achieved 9% Ethanol blending in petrol and has a target of 20% Ethanol blending by 2025. This is a good investment by the company and perfect synergy with our existing business.

Under EPC segment, GBL Infra Engg. Services Pvt Ltd., a wholly owned subsidiary of the Company received an order for the fabrication (without material) of 60 storage tanks from ANA Oleo Pvt Ltd, part of ANA Oils, for their Edible Oil Refinery project at Krishnapatnam Port, Andhra Pradesh and this Krishnapatnam's Port Project will introduce

GBL, to opportunities at the Eastern Ports of India for new projects and establishing a permanent pipeline connectivity across the country, from the port jetty to the refinery plant, marking GBL as a key player in the liquid storage EPC field.

Under the Chemical Segment, pursuant to the approval of members in 34th AGM, the maximum sale and purchase transactions are done under its wholly owned subsidiary GBL Chemical Limited and GBL (Holding Company) is doing the Job work for the chemical business due to which in standalone financials, revenue of the Chemical division business is reduced from the last two quarters of the financial year 2021-22, which is not having an impact on the financials of the company on consolidation basis.

To conclude, I take this opportunity to extend our gratitude to the Government of India, Port Authorities, various regulatory authorities and our bankers, associates, suppliers, members and all other stakeholders for their support, trust and continued association.

I want to express my sincere gratitude to the Company's employees and the board for their consistent commitment, engagement, support, and encouragement in our journey.

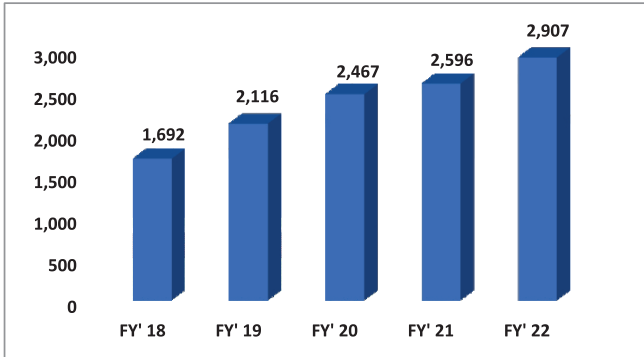
With warm regards

**Rishi Pilani**

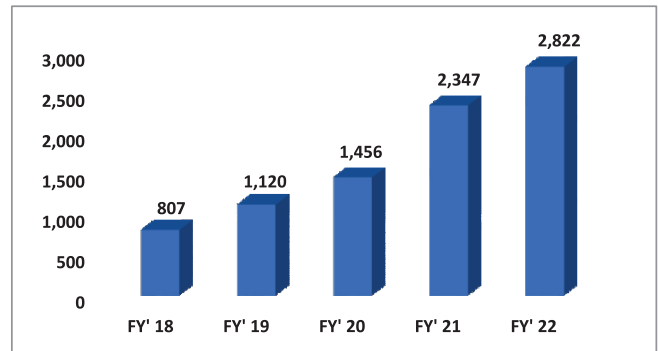
Chairman & Managing Director

## Standalone Financial Performance

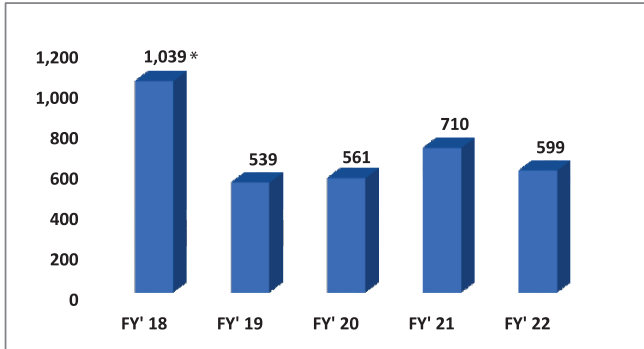
Revenue (₹ in Million)



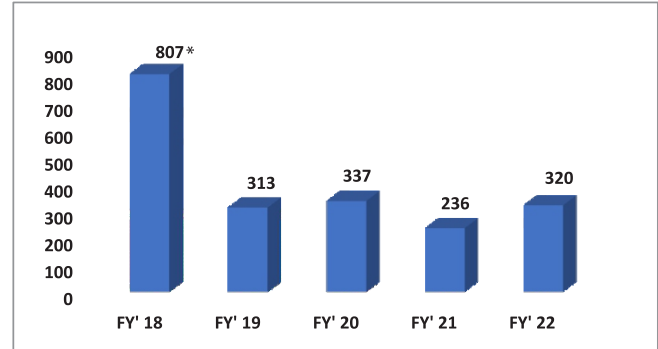
Net worth (₹ in Million)



EBITDA (₹ in Million)

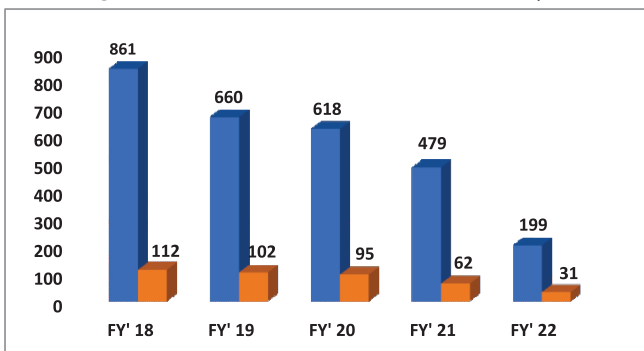


PAT (₹ in Million)

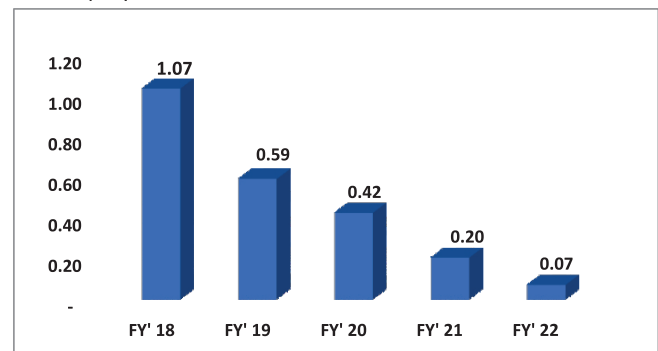


\* Higher profitability and higher EBITDA in FY 2017-18 on account of exceptional item (write back) amounting to ₹ 509.20 Million.

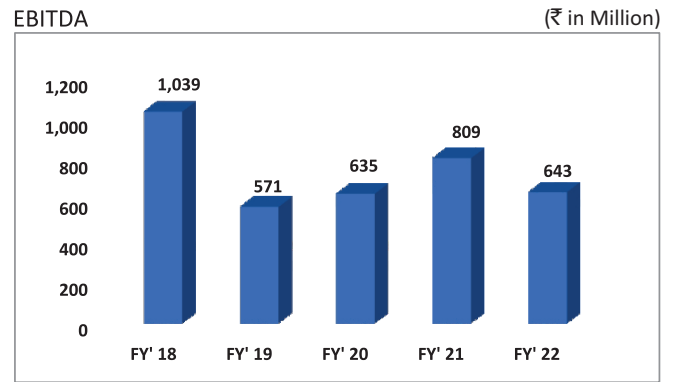
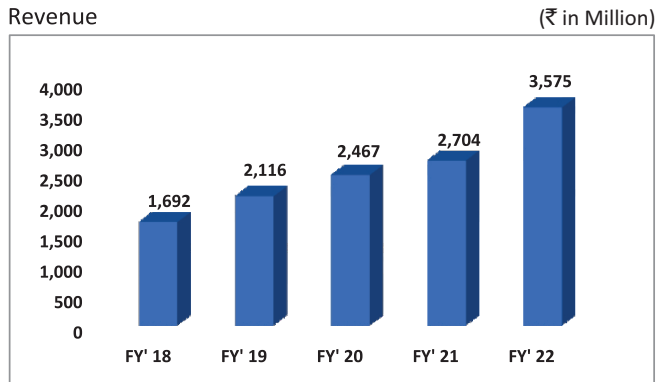
Borrowing & Finance Cost (₹ in Million)



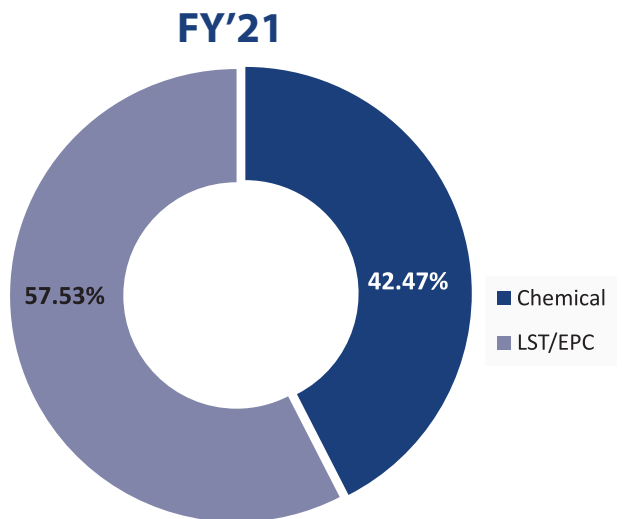
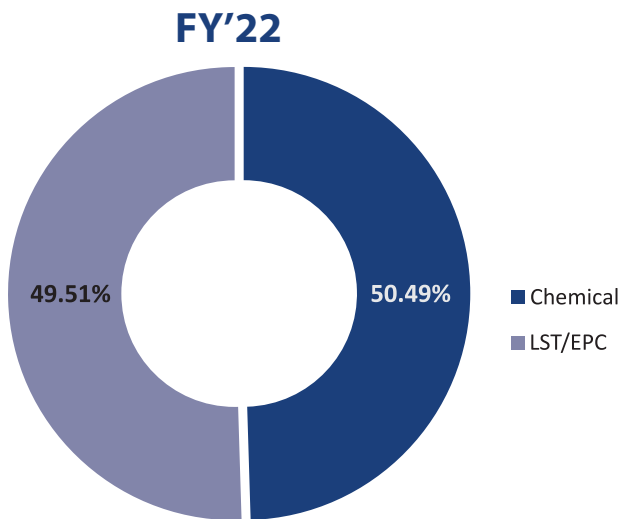
Debt Equity Ratio



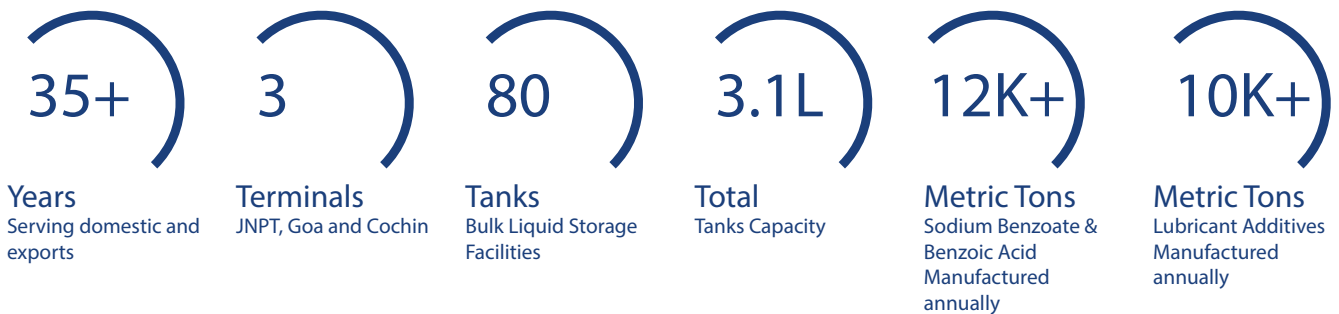
## Consolidated Financial Performance



## Standalone Business-wise Revenue mix



## At A Glance



## ...Driven by Unique Value Proposition

### JNPT – One of the Major ports

Storage tanks located at JNPT port leads to higher premium compared to other upcoming ports.  
(New 4.5 Hectares Land allotted at JNPT for 25 years)

### Major Entry Barrier for new Entrant

Limited availability of new land parcel and existing pipeline fully utilized



### POL Traffic at major Ports

POL traffic share has been increasing; contributed 37.5% of total traffic in FY20 compared to 33.4% of total traffic in FY16 at major ports

### GBL- Diversified Storage Capabilities

Ability to store Class A liquids; giving higher revenue realizations

### Opportunity of Spot Contracts

Presence at JNPT port gives an opportunity to take short term contracts (spot) leading to greater value realization.

## Vision

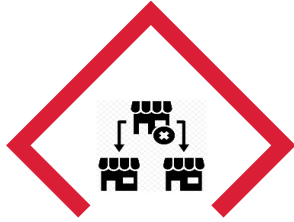
- ✓ It is our commitment to add value for our customers, employees, business partners, and related parties through the business management, strong principles of corporate governance and uncompromising safety standards.
- ✓ With the aim of contributing to the well-being of humanity, GBL strives to provide quality products and services through operational excellence, technology development, and innovation.

## Mission

- ✓ Our mission is to make a sustainable contribution to ensure more efficient operational processes by being the leading provider of an independent, optimum tank terminal infrastructure at locations that are critical to our.
- ✓ We strive to develop into an internationally recognized center of excellence for providing quality services in technical consultancy, design & engineering, procurement, construction & implementation of projects from concept to commissioning for industrial and other service sectors.
- ✓ To achieve its mission, GBL shall continue to invest in the further growth of its footprint and in continuous operational improvements.



## ...With A Journey Of Almost Three Decades



2022-Jul

Again Awarded Highest Liquid Cargo Handling (Non-PSU) at JNPT FY 21-22  
Allotted Additional Land For 25 Years At JNPT

GBL's WOS wins EPC order from ANA Oils for fabrication of 60 Liquid Storage Tanks at Krishnapatnam Port

2022-Jun



2022-Mar

GBL ventures into Ethanol & Extra neutral Alcohol manufacturing In Nashik, with Golden Agri International Ent. Pte Ltd, Singapore

Acquired 86.5% Equity stake in StoltRail Logistics Systems

2020



1993

Diversified to LST business with Liquid storage tank facility initially at JNPT and then at Cochin & Goa Terminal

Commenced the Chemical Business

1986



## BUSINESS OVERVIEW

GBL owns and operates a network of shore based tank farm installations for the receipt and handling of bulk liquids. These terminals are ISO 9001:2015 - located in Mumbai, Cochin & Goa and are connected by pipelines to various berths for handling the export and import of hazardous chemicals, petroleum products and petrochemicals. GBL terminals have an excellent record of safe operations and are fully equipped with modern firefighting and safety equipment conforming to all Indian regulations.

Facilities are offered on a long term contract or spot contract basis and other services such as Product Blending, Logistics support via inland Rail Transport, Bunkering-Barging and Drum Filling and on site product quality testing are also available.

### JNPT Unit

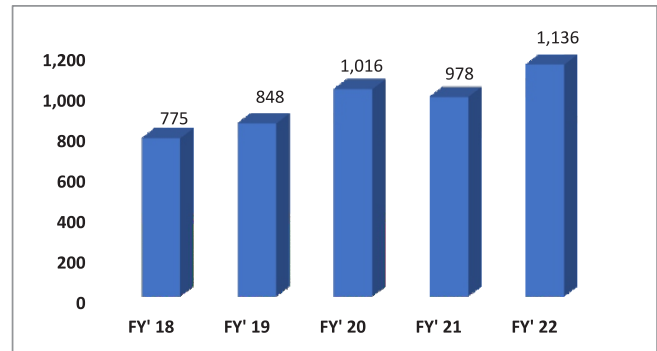


- ✓ Jetty main liquid length & width continuous piled with facility to berth ships on both sides.
- ✓ Main liquid jetty having capacity to accommodate two vessels at a time.
- ✓ Jetty is provided with six 12' marine loading and unloading arms, firefighting system as per OISD 156 norms and state-of-art environmental protection measures.
- ✓ In addition, there is a shallow jetty 200 metres long and facility to berth three vessels at a time.
- ✓ Pigging facility-all four lines are piggable.
- ✓ Total annual throughput in terms of volume approximately 1.5 million cm.
- ✓ This is an ISO 9001: 2015 certified terminal

- ✓ Warehousing facilities for storage of imported and exported liquid products, petroleum & petrochemicals of Class 'A', 'B' & 'C' such as SKO, HSD, Naphtha, Furnace Oil, Caustic Soda, Ethanol, Methanol, Sulphuric Acid, Edible oil, Ethylene Dichloride.
- ✓ Total capacity: approximately 240000 KL with 64 tanks which include MS, SS tanks. Individual Tank capacity varies between 500 KL to 14000 KL and operational since 1996
- ✓ Twenty-six number of bays for tank lorry filling with loading capacity of 400 road tankers per day
- ✓ Rail wagon loading facility with SS & MS Steel tank containers.
- ✓ Four number of cargo lines from jetty to terminal.

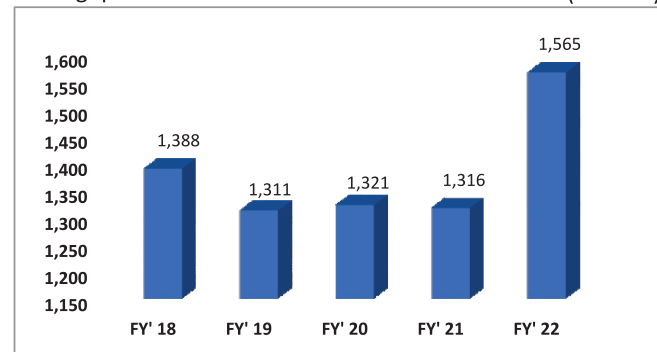
Rental Income of LST division (excluding EPC turnover)

(₹ in Million)



Throughput

(000'MT)



**Goa Unit**



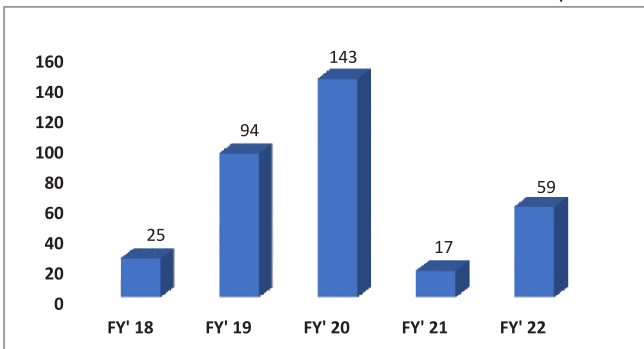
- ✓ This is an ISO 9001:2015 certified terminal.
- ✓ Provides Liquid storage & handling facilities, logistics services for import, export for storage & handling of all types of liquid products on the land which is the operational area of Marmugao Port Trust.
- ✓ Warehousing facilities for storage of imported and exported liquid products, petroleum & petrochemicals of Class 'A', 'B' & 'C' such as SKO, HSD, Naphtha, Furnace Oil, Caustic Soda, Ethanol, Methanol, Sulphuric Acid, Edible oil, Ethylene Dichloride.
- ✓ The terminal has two 12" MS pipelines for transfer of the products from ship to terminal & vice versa.
- ✓ Total storage capacity - 26000 KL / Four Tanks.
- ✓ Unit is operational since the Year 2002
- ✓ Potential of increasing the total capacity to approximately one lakh MT.



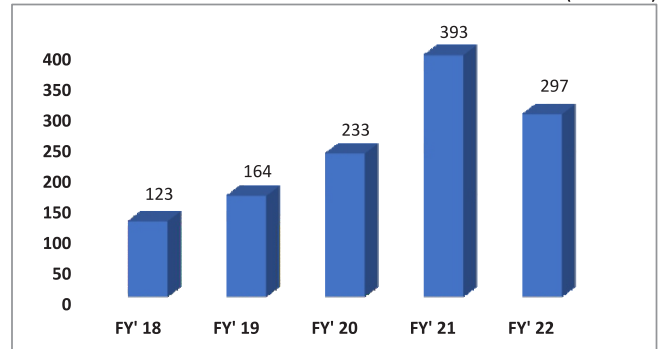
**Cochin Unit**

- ✓ This is an ISO 9001:2015 certified terminal
- ✓ Provides Liquid storage & handling facilities, logistics services for import, export for storage & handling of all types of liquid products on the land which is the operational area of Cochin Port Trust.
- ✓ Warehousing facilities for storage of imported and exported liquid products, petroleum & petrochemicals of Class 'A', 'B' & 'C' such as SKO, HSD, Naphtha, Furnace Oil, Caustic Soda, Ethanol, Methanol, Sulphuric Acid, Edible oil, Ethylene Dichloride.
- ✓ Total capacity 43000 KL; includes 12 MS tanks.
- ✓ Individual tank capacities varies between 750 to 5000 KL.
- ✓ Unit is operational since the Year 1999.

Throughput (000'MT)



Throughput (000'MT)



## INFRASTRUCTURE - EPC

Let us help you invest in Sustainable Infrastructure

### EPC & CONSULTANCY SERVICES



Our diverse expertise and talent enables us to offer our clients complete range of Engineering, Procurement and Construction (EPC) services for their projects thus bridging all their construction needs. Ganesh Benzoplast Limited (GBL) takes single point responsibility for managing all elements of project execution.

For each project, GBL mobilizes a unique team of highly qualified and experienced project managers, engineers and procurement and construction specialists that cover the following major areas:

- ✓ Site Survey
- ✓ Supply of Plant, Machinery and Equipment
- ✓ Project Monitoring and Control
- ✓ Demonstration of Performance Guarantee Parameters
- ✓ Design and Detailed Engineering
- ✓ Construction Management & Project implementation
- ✓ Erection and Commissioning
- ✓ Post Commissioning / Operational Services



### LOGISTIC BEYOND EXPECTATION

The Company now has an experience of over 9 years in transportation of goods by Rail and has made huge capital investments to create railway loading / unloading facilities in JSLE (JNPT), BTBR (Nagpur), Mormugoa Port Trust, Goa, DGFJ (Dahej), Daund and continues to expand its reach.

ILSL attracts and encourages its captive customers to convert from road to rail by creating private liquid tank storage terminals near the customer end points and linking these terminals to the railway loading and unloading infrastructure created by the company. Thus, the customers get an end-to-end solution for the cargo they were previously carrying by road.

ILSL is incorporated to provide economical, safe and timely end to end logistics solutions for transportation of liquid cargo from various ports and inland locations of India to customer door step.

**The activities shall include Bulk liquid storage facilities at both ends at shore & at Movement of Liquid Cargo from:**

- ✓ Ship to Terminal
- ✓ Port Terminal to Plant Location terminal
- ✓ Plant location terminal to actual Plant

**In order to execute its services, the Company:**

- ✓ Leases rakes and envisions expansion through owning them too
- ✓ Owns Tank Containers
- ✓ Leases required capacities of tank terminals at various ports and inland locations
- ✓ Utilizes Indian Railway infrastructure for transportation of liquids
- ✓ Creates loading, unloading, storage and pumping facilities at plant locations







**Infrastructure at ports**

- ✓ Connected with own Stainless Steel Railway siding - The benefit of captive clientele.



**Focus on Liquid Cargo**

- ✓ At both ends
- ✓ Efficient and quick transfers of cargo for faster turnaround



**Key advantages to customer**

- ✓ One stop logistics solution
- ✓ Cost savings
- ✓ Reduced management time and effort

**CHEMICAL**

**Chemistry Is Our Passion So Does Your Economics**

We are a leading organization, engaged in processing and exporting a quality range of food preservatives, lubricant Additives and API drugs. Processed under the strict guidance of experts, our range is pure, accurate in composition and environment friendly. Due to these unmatched features, our range like Sodium Benzoate, Benzoic Acid and Benzaldehyde etc. is extensively used in food, pharmaceutical and automobile industries. Our range is cost effective and available in various quantities to fulfill diverse requirements of these industries.



## FOOD PRESERVATIVES

### SODIUM BENZOATE

Sodium Benzoate is the safest food preservative Listed in US FDA, Food Chemical Codex, GRAS list. It is non-toxic, without side effect, odorless, colorless and tasteless. It is environmentally safe.

### BENZOIC ACID

Benzoic acid is a white crystalline powder with slight odour of Benzoin or Benzaldehyde. It is produced in two grades – Technical and Pharmaceutical. It is soluble in non-polar solvents and slightly soluble in water. Also available in molten form or solid forms (Flakes).

## SPECIALITY CHEMICALS

### METHYL BENZOATE

Methyl Benzoate is a Benzoic acid Methyl ester, appearance is Colorless liquid to slightly yellowish liquid. It has strong, Heavy-sweet, Deep-floral, aromatic ester Odor. It's a good source of the benzoyl radical via trans-esterification type reaction. Methyl Benzoate is used in application where polarity and solvency is required.

### BENZOATE PLASTICISERS

Benzoate Plasticisers under the name of BENZOPLAST. Benzoate plasticizer is a branch of plasticizer like phthalate or phosphate.

High solvating primary plasticizer with high efficiency, low fusion temperature with PVC and rapid processing production rate are the main characteristics of BENZOPLAST plasticizer.

## LUBE ADDITIVE

### SODIUM PETROLEUM SULFONATE

Sodium sulfonates are primary emulsifiers for use in soluble oils and semi-synthetic metalworking fluids for metal cutting, drawing and grinding operations. They provide emulsification properties and corrosion inhibition. We have a wide variety of products based on molecular weights and active content

Sodium sulfonates in soluble oils metalworking fluids for metal cutting, drawing and grinding operations. It is an excellent emulsifier for naphthenic and paraffinic oils and has the added benefit of not containing sulfur, which typically acts as a food source for bacteria.

## LUBRICANT ADDITIVES

### ENGINE OIL ADDITIVES

GBL's engine oil additives are comprehensively designed to protect all types of engines in a variety of operating environments. To meet our customers unique product needs and requirements GBL customizes and develops engine oil additives packages. We offer engine oil additives for Heavy-duty engines, Passenger cars, Motorcycles 2-stroke and 4-Stroke, railroad locomotives.



Renowned Manufacturer & exporter of speciality chemicals, food preservatives & lubricant additives in industry; enjoys virtual monopoly of pure **Benzoic Acid & it's derivatives** in India



**Specialty Chemicals** : Methyl Benzoate, Ethyl Benzoate etc

**Food Preservatives** : Benzoic Acid, Sodium Benzoate and Benzoate Plasticizers

**Lubricant Additives** : Automotive and Industrial Lubricant additives, Antiwear, Antioxidant, Dispersants, PIBSA, Extreme pressure additives

**Petroleum Sulfonates** : Sodium, Barium, Calcium, Magnesium based.



Manufacturing Facilities at MIDC, Tarapur with capacity of **24,000 MTPA**

**Unit 1** Manufactures oil additives

**Unit 2** Manufactures speciality chemicals and food preservatives



Markets its products through distributors in Argentina, Brazil, South Africa , Nigeria, USA, Mexico, Taiwan, China and Middle East.



Products are used in food & beverage, paints, automobile, pharmaceutical, lubricants industries etc

## Product Portfolio



Sodium Benzoate



Benzoic Acid



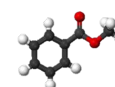
Gear Oil Additive



Petroleum Sulphate



Hydraulic Oil Additive



Magnesium Benzoate



## BUILDING A SUSTAINABLE COMMUNITY

At the Ganesh Benzoplast Group, we endeavour to become the leading Company for sustainable business practices. Driving the holistic empowerment of our stakeholders is at the core of our corporate philosophy. We are committed to creating maximum positive impact by envisioning a bright future for the communities we operate in. CSR Vision, our CSR projects are aimed at facilitating development and sustainable growth in communities through initiatives focusing on education, woman empowerment, environment, rural development and social welfare activities and health.

### Rural Development and Social Welfare activities



The Company through its CSR contribution provides safe drinking water facility and construction of toilets in and around Uran Village. The Company also provided sitting and playing area for the children in garden near uran and open space GYM.



### Education and Technical Training



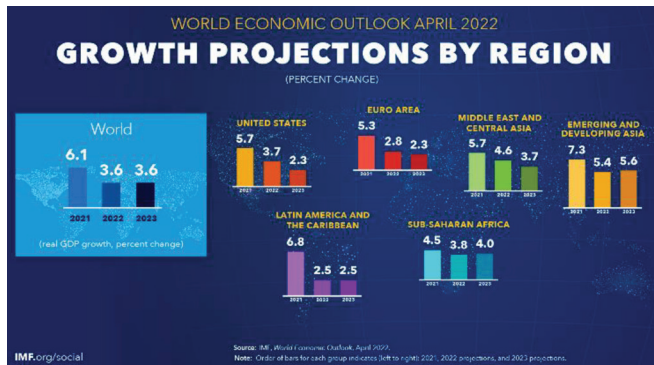
The Company is contributing CSR funds to provide the basic education to tribal area children and under-privileged sections of the society. Education is the route to change in a society, and empowers children towards a better future. The company contributes the funds to various trusts which runs the primary schools in and around all district of Maharashtra and provides the basic education to the children. GBL also contributes to provide technical training to the students to create better employment opportunities.





## MANAGEMENT DISCUSSION AND ANALYSIS

### GLOBAL ECONOMIC OUTLOOK



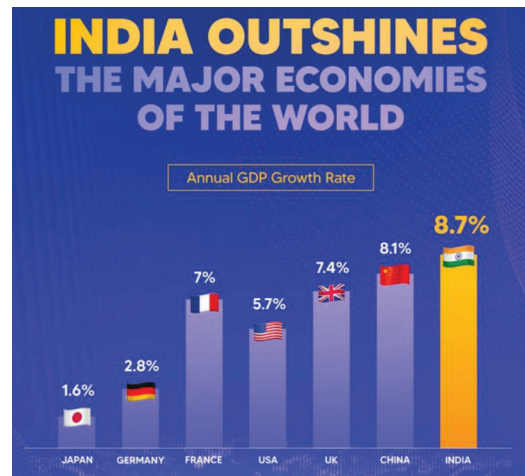
The global economy shown a strong overcome at the first quarter of FY 2021 driven by high penetration of vaccination and opening of economies. But it was short lived as there was rise in infections and again the restrictions were imposed which dampened sentiments in the second quarter of FY 2022. Governments and central banks in major economies continued to extend policy support to stabilise the economy and boost private investments and consumption. However, Shortages of several commodities lead to additional disruption of supply chains, most notably in Europe, and add to the impact on inflation and activity. The combination of supply disruptions and higher energy prices in Europe, and Asia to a lesser extent, leads to weakened confidence, further dampening activity in those regions.

Global growth is projected to slow from an estimated 6.1 percent in 2021 to 3.6 percent in 2022 and 2023. This is 0.8 and 0.2 percentage points lower for 2022 and 2023 than in the January World Economic Outlook Update. Beyond 2023, global growth is forecast to decline to about 3.3 percent over the medium term. Crucially, this forecast assumes that the conflict remains confined to Ukraine, further sanctions on Russia exempt the energy sector (although the impact of European countries' decisions to wean themselves off Russian energy and embargoes announced through March 31, 2022, are factored into the baseline), and the pandemic's health and economic impacts abate over the course of 2022. With a few exceptions, employment and output will typically remain below pre-pandemic trends through 2026. Scarring effects are expected to be much larger in emerging market and developing economies than in advanced economies - reflecting more limited policy support and generally slower vaccination-with output expected to remain below the pre-pandemic trend throughout the forecast horizon. Unusually high uncertainty surrounds this forecast, and downside risks to the global outlook dominate - including from a possible worsening of

the war, escalation of sanctions on Russia, a sharper-than-anticipated deceleration in China as a strict zero-COVID strategy is tested by Omicron, and a renewed flare-up of the pandemic should a new, more virulent virus strain emerge. Moreover, the war in Ukraine has increased the probability of wider social tensions because of higher food and energy prices, which would further weigh on the outlook

The war in Ukraine has triggered a costly humanitarian crisis that demands a peaceful resolution. At the same time, economic damage from the conflict will contribute to a significant slowdown in global growth in 2022 and add to inflation. Fuel and food prices have increased rapidly, hitting vulnerable populations in low-income countries hardest. (World Economic Outlook April 2022).

### INDIAN ECONOMIC OUTLOOK



As per the latest revision by The International Monetary Fund (IMF), India will reach its \$5 trillion economy target by 2026-2027 i.e. two years earlier than they initially predicted. The new forecast also claims that India will become a \$5.5 trillion economy in 2027-2028.

The Indian economy has fully recovered to the pre-pandemic real GDP level of 2019-20, according to the provisional estimates of GDP released on May 31, 2022. Real GDP growth in FY 2021-22 stands at 8.7%, which is 1.5% higher than the real GDP in FY 2019-20. These figures are associated with stronger growth momentum, indicating increased economic demand. The investment rate in the fourth quarter increased to its highest level in the previous nine quarters. Moreover, capacity utilisation in the manufacturing sector rose in the fourth quarter, as against the third quarter, implying a build-up in demand, which is consistent with the growth objectives of the Indian economy.



Future capital spending of the government in the Indian economy is expected to be supported by factors such as tax buoyancy, streamlined tax system, thorough assessment and rationalisation of the tariff structure and digitisation of tax filing. In the medium term, an increase in capital spending on infrastructure and asset-building projects is set to increase growth multipliers. Furthermore, revival in monsoon and Kharif sowing helped the agriculture sector gain momentum. As of July 11, 2022, the South-West monsoon has covered the entire country, resulting in 7% higher rainfall than the normal level.

India has emerged as the fastest-growing major economy in the world, and is expected to be one of the top three economic powers globally over the next 10-15 years, backed by its robust democracy and strong partnerships.

Despite continuing geopolitical concerns, rising interest rates in the US and India and high prices of crude oil and few other commodities, economic activity in India is holding up better than anticipated. Electricity consumption, manufacturing PMI, exports, power supply and other high-frequency indicators indicate that the pace of economic activity has fully recovered from the COVID-19 pandemic shock. Economic growth is anticipated to be fueled by the effective implementation of PLI schemes, development of renewable energy sources while diversifying import dependence on crude oil and bolstering of the banking sector. Recent government initiatives to boost revenue will aid in containing the rise in the current account deficit and ensure that any potential fiscal slippage is adequately contained. Overall, the first ten days of July and June were better than the first two months of FY 2022-23, which is a cause for comfort and even cautious optimism in these testing times.

## **INDUSTRY OUTLOOK & OPPORTUNITIES**

### **Oil and Gas**

The oil and gas sector is among the eight core industries in India and plays a major role in influencing decision making for all the other important sections of the economy. India retained its spot as the third-largest consumer of oil in the world as of 2021.

According to IEA (India Energy Outlook 2021), primary energy demand is expected to nearly double to 1,123 million tonnes of oil equivalent, as India's gross domestic product (GDP) is expected to increase to US\$ 8.6 trillion by 2040.

India is expected to be one of the largest contributors to non-OECD petroleum consumption growth globally. India's consumption of petrol products stood at 204.23 MMT in FY22. High Speed Diesel was the most consumed oil

product in India and accounted for 38.84% of petroleum product consumption in FY22.

According to the International Energy Agency (IEA), consumption of natural gas in India is expected to grow by 25 BCM, registering an average annual growth of 9% until 2024.

Crude oil consumption is expected to grow at a CAGR of 5.14% to 500 million tonnes by FY40 from 202.7 million tonnes in FY22. In terms of barrels, India's oil consumption is forecast to rise from 4.05 MBPD in FY22 to 7.2 MBPD in 2030 and 9.2 MBPD in 2050. Natural Gas consumption is forecast to increase at a CAGR of 12.2% to 550 MCMPD by 2030 from 174 MCMPD in 2021.

India is planning to double its refining capacity to 450-500 million tonnes by 2030.

Energy demand of India is anticipated to grow faster than energy demand of all major economies on the back of continuous robust economic growth. Moreover, the country's share in global primary energy consumption is projected to increase to two-fold by 2035.

## **BUSINESS SCENARIO**

The global liquids storage capacity was 1.4 million mcm in 2021. The market is projected to grow at an AAGR of more than 2% during the forecast period. The US, China, Japan, India, and South Korea are the major countries that accounted for more than 55% of the total liquid storage capacity of the world in 2021.

Demand for oil, gas and chemicals is therefore expected to grow robustly in line with economic growth, and along with it, the need for quality infrastructure to handle the demand grow. The Bulk Liquid storage and handling industry in the private sector, acts as a logistic partner for both primary manufacturers and downstream units in various industries, such as petrochemicals, chemicals, edible and non-edible vegetable oil refinery, food processing, pharmaceuticals etc. It also caters to the needs of traders of chemicals and edible/non-edible oils who import or export large parcels of these liquids.

## **COMPANY OVERVIEW**

The Company operates in two segments i.e. -LST and Chemical Manufacturing. The LST Division has tank farms at three major busy ports in India, viz., Jawaharlal Nehru Port Trust (JNPT), Cochin Port Trust and Mormugoa Port Trust, Goa. This segment also includes Rail Logistics, Engineering, Procurement, And Construction (EPC), Clean Energy. Under Chemical Division, the Company is engaged in manufacturing and exporting wide range of food preservatives, lubricant additives, specialty Chemicals. GBL

products are used in food & beverage, paints, automobile, pharmaceutical, lubricants industries etc.

### LIQUID STORAGE TERMINAL (LST)



LST division of the Company is major revenue generation division and leading independent Liquid Storage Tank (LST) provider, specialized in the storage and handling of liquid chemicals and oil products and has storage terminals at JNPT (Navi Mumbai), Cochin and Goa. With a Journey of almost Three Decades in Bulk storage and handling of liquids, the Company has a combined storage capacity of more than 3,09,000 KL, for storage of all types of Liquid Products such as 'A', 'B', and 'C' class liquids. The Company has total 80 storage tanks at JNPT, Goa and Cochin terminals which are of all storage categories namely stainless steel, mild steel and pre-coated steel and having a good mix of long-term capacity and short-term capacity leads to greater value realization. The Company is continuously upgrading its storage facilities by regular refurbishment of tanks and pipelines.

The Company allotted an additional Land on lease for 25 years at Jawaharlal Nehru Port Trust (JNPT). The land, admeasuring 4.5 hectares (45,090 square meters) has been leased out to GBL from 2022 to 2047. The Company will construct a mix of tanks for the handling and storage of edible oil, acetone, acetic acid, ammonia, propane etc. The Company is planning to add 19000 KL capacity in JNPT which is expected to commence in Q4FY23, which will be used for petroleum products with higher realization. As a long-term strategy, the Company plans to increase its capacity to double.

### RAIL LOGISTIC

Under LST Business division, the Company also handles rail Logistic through its subsidiary Company Infrastructure Logistic Systems Limited (Formerly known as Stolt Rail Logistic Systems Limited) which is the material subsidiary of Company engaged in rail logistic Business and provides transportation facilities from port-based storage facilities to the Client's plant. ILSL utilizes the Indian railways to run



the rakes for transportation of liquids. ILSL has loading and unloading facilities at JNPT, Nagpur, Dahej and Daund. The company, provides end to end logistics solutions for transportation of liquid cargo from various ports and inland locations of India to customer door step. end to end transport solutions. The Company owns 45 ISO containers for liquid cargo movement and storage. The Company has in house capabilities to design & fabricate ISO containers for transportation of liquid cargo by train for its customers to their remote locations and handle rail logistics of containers for our clients to economize their transportation costs.

### ENGINEERING, PROCUREMENT, AND CONSTRUCTION (EPC)

Under LST division, the Company also provides EPC Services to its clients, Under EPC the Company provides quality services in technical consultancy, design & engineering, procurement, construction & implementation of projects from concept to commissioning for industrial and other service sectors. During the year under review the Company incorporated a wholly owned subsidiary (100%) Company -GBL Infra Engg. Services Pvt Ltd. (GBL IES) to provide complete design and engineering services and solutions for EPC projects. Furthermore, GBL IES commenced its operations by getting an order for the fabrication of 60 storage tanks (without material) from ANA Oleo Pvt Ltd part of ANA Oils for their Edible Oil Refinery project at Krishnapatnam Port, Andhra Pradesh.

### CLEAN ENERGY





During the year GBL also ventured into Ethanol business through its newly incorporated wholly owned Subsidiary Company-GBL Clean Energy Private Limited with a equity investment of 26%, the Company along with Singapore based Golden Agri International Enterprises Pte. Ltd., through – Bluebrahma Clean Energy Solutions Pvt Ltd. – has ventured into production of Ethanol and Extra Neutral Alcohol (ENA) by acquiring 100% shareholding in an ongoing distillery in Nasik district of Maharashtra, Sagar Industries and Distilleries Pvt. Ltd. (SIDPL). Govt. of India has mandated the use of Ethanol by the Oil marketing Companies to blend with petrol to make 'Clean Fuel'. Recently India has achieved 9% Ethanol blending in petrol and has a target of 20% Ethanol blending by 2025. This is a good investment by the Company and perfect synergy with our existing business.

## CHEMICAL BUSINESS

The Chemical Division is engaged in manufacturing and exporting wide range of food preservatives, specialty Chemicals,



lubricant additives, Gear Oil Additives, Hydraulic Oil Additives, Greece Additives etc. The Company is the only manufacturer of pure Benzoic Acid & its Derivatives like Sodium Benzoate well known food preservative and Benzoplast a Specialty plasticizer which is a superior plasticizer as compared with other plasticizers. The Company has manufacturing facilities at MIDC, Tarapur with capacity of 24,000 MTPA, Unit 1 manufactures oil additives and Unit 2 manufactures specialty chemicals and food preservatives. GBL products are used in food & beverage, paints, automobile, pharmaceutical, lubricants industries etc. The Company markets its products through distributors in Argentina, South Africa , USA, Taiwan, China, Brazil, and Nigeria.

## FINANCIAL PERFORMANCE

Analysis of Profit and Loss statement and Balance Sheet including the key ratios based on consolidated results is mentioned as follows:

### PROFIT AND LOSS STATEMENT ANALYSIS

Particulars	Consolidated			Standalone		
	FY'22	FY'21	Change	FY'22	FY'21	Change
Revenue from Operations	3,575.10	2,704.09	32.21%	2,906.82	2,595.65	11.99%
Other Income	30.75	14.58	110.91%	27.70	11.78	135.14%
<b>Total Income</b>	<b>3,605.85</b>	<b>2,718.67</b>	<b>32.63%</b>	<b>2,934.52</b>	<b>2,607.43</b>	<b>12.54%</b>
Cost of Goods Sold	1,426.63	745.83	91.28%	1,112.76	745.82	49.20%
Employee benefits expense	195.80	160.44	22.03%	175.60	154.19	13.89%
Other expenses	1,340.29	1,003.43	33.57%	1,039.20	938.91	10.68%
EBITDA	635.03	750.47	-15.38%	598.88	710.00	-15.65%
Depreciation and amortization expense	146.60	149.79	-2.13%	127.20	141.52	-10.12%
Finance cost	36.83	66.83	-44.89%	31.45	61.88	-49.18%
<b>Profit Before Tax</b>	<b>451.61</b>	<b>533.84</b>	<b>-15.41%</b>	<b>440.23</b>	<b>506.60</b>	<b>-13.10%</b>
<b>Profit After Tax</b>	<b>326.89</b>	<b>218.85</b>	<b>49.36%</b>	<b>320.35</b>	<b>235.87</b>	<b>35.82%</b>
<b>EPS</b>	<b>5.24</b>	<b>3.92</b>	<b>33.67%</b>	<b>5.14</b>	<b>4.23</b>	<b>21.51%</b>

At Consolidated level Revenue for FY22 stands at ₹ 3575 million with a robust growth of 32% Y-o-Y, despite a challenging environment. The growth has been largely delivered by LST & Chemical business, we have achieved an EBITDA of ₹ 635 million with EBITDA margin of 17.61% for the year. The margins are slightly lower due to the extra cost incurred on account of COVID-19 and increased raw material cost, amidst the pandemic.

A better management of working capital during the year has resulted in bringing down interest costs to ₹ 36.83 million in FY22, which is a significant reduction of 44.89% Y-o-Y. Interest costs to Total income ratio has also reduced to 1.02% in FY22 as against 2.46% in FY21.

Net profit for FY22 stands at ₹ 326.89 million with a increase of 49.37% Y-o-Y

Earnings per Share (EPS) stands at ₹ 5.24 in FY22 against ₹ 3.92 in FY21.

### BALANCE SHEET ANALYSIS

On standalone basis, Net Worth increased to ₹ 2822 Million from ₹ 2347 million in FY21.

During the year, Equity Share Capital remained unchanged at ₹ 62.36 million, the Company has raised ₹ 154.50 million by issuing convertible Share Warrants. Other equity increased to ₹2760 million from ₹ 2285 million in FY21.

Gross Borrowings decreased significantly to ₹ 199.08 million from ₹ 479 million in FY21.

Particulars	FY' 22	FY' 21	Change
Current Ratio	1.57	1.47	7%
Debt-equity ratio	0.08	0.25	-68%
Return on equity ratio	0.13	0.12	8%
Inventory turnover Ratio	35.29	28.96	22%
Trade receivables turnover ratio	9.68	7.17	35%
Trade payables turnover ratio	2.81	1.70	65%
Net capital turnover ratio	8.63	7.15	21%
Net profit ratio %	9%	8%	13%
Return on capital employed %	15%	19%	-21%

### OPPORTUNITIES AND THREATS

With the growing energy demand in India and increase in the movement of oil, chemicals and petrochemicals, there is therefore a huge potential for the expansion of pipelines, transportation and infrastructure and the Company will get good business opportunities in the coming years also. In the recent years, domestic oil companies in the private sector have also been hiring a lot of tank capacity at various ports from private players in the industry and this trend will continue and volumes will increase on a regular basis. Increasing urbanization and rise in per capita disposable income is resulting in a strong growth outlook for several key end use industries. This is going to positively impact the growth in Indian liquid bulk industry.

The India is the third largest consumer of the petroleum products and for meeting country's increasing requirement of petroleum products and demand will create for more tank capacities at all port locations, which is good for the Company which is primarily engaged in the terminalling business of liquid and Chemicals. The Central Government is taking a number of progressive steps which would promote the growth of the Indian liquid bulk industry.

The Liquid Storage Business requires specialized infrastructure at key ports such as specialized berths, fire-fighting equipment, pipelines, transit storage and handling facilities and above all, safe and environmentally responsible handling practices. The main strength of the Company is availability of land near to Port and location at JNPT, as a tank at JNPT commands higher premium as compared to a tank at an upcoming minor port. Hence GBL with substantial capacities at major ports would be able to capitalize on this. Further, the other advantage which our Company has, is the access to all the four jetties at the JNPT terminal- two primary jetties and two secondary jetties for handling liquid cargo which add value to a customer and their vessels don't incur demurrage while waiting and having a pipeline access to a jetty and a multiple number of jetties is the key to success in this business.

Under EPC segment, Krishnapatnam's Port Project will introduce GBL, to opportunities at the Eastern Ports of India for new projects and establishing a permanent pipeline connectivity across the country, from the port jetty to the refinery plant, marking GBL as a key player in the liquid storage EPC field.

The Company's chemical and specialty products have been enjoying consistently good brand image and loyalty from the consumers for the past several years and the Company enjoys virtual monopoly in Sodium Benzoplast in India. The Company manufactures Benzoic Acid and Sodium Benzoplast in its computerized plant at Tarapur. The markets for products of the Company are well established with a good distribution network for domestic as well as export markets.

The Company does not foresee any major threats to its growth and market share in the coming years. The Company does not foresee any technological obsolescence for its products.

#### **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has in place adequate internal financial controls and are adequate in the opinion of the Board of Directors. The Company has a proper system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that transactions are authorized, recorded and reported correctly. The Company's internal control system is commensurate with its size, scale and complexities of its operations.

The Internal Auditor also evaluates the adequacy of the internal control system in the Company and reports to the Audit committee. The internal audit is entrusted to M/s V K Baheti, Chartered Accountants. The Internal Audit is conducted on regular basis and the reports are submitted to the Audit Committee of Directors at their quarterly meetings. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The views of statutory auditors are also considered to ascertain the adequacy of internal control system

#### **HUMAN RESOURCES**

The Company continues to successfully strengthen its position as a contemporary, open, and an exciting place to work. The ability to attract, motivate and retain talent is crucial for the success of the Company, which is primarily achieved through forward-looking policies, continued emphasis on upgrading employee skills and empowering them to realise their full potential. The world went through

unprecedented times due to the COVID-19 pandemic and resultant lockdowns, which posed multiple challenges for employees across offices, project sites and manufacturing units. The Company provided unstinted support to its employees during the pandemic. Promptly responding to the crisis, the Company introduced a distinct Remote Working Policy to safeguard health and safety of employees, which gave them a choice to work remotely wherever viable.

As on 31st March, 2022, the Company had 179 employees. The Company has excellent combination of experienced and talented Technical, financial and marketing Managers. The Company's relation with its employees continues to be cordial. The Company always reciprocates commitment to its employees in order to motivate them to perform the best.

#### **RISK MANAGEMENT**

The Board of Directors reviews the Company's business risks and formulates strategies to mitigate those risks. The Senior Management team, led by the Managing Director, is responsible for proactively managing risks with appropriate mitigation measures and ensuring their implementation thereof.

Every business is exposed to a certain amount of risk and concerns some of which may be regulatory or change in policy pertaining to the business, economic parameters, trade policy and geo-political factors, market risk, governmental clearances and approvals, credit risk, which are difficult to foresee. Currently, the Company derives its major share of revenue from its Bulk Liquid Terminals at JNPT, Goa and Cochin. Since, the Company is majorly dependent on these terminals for its revenues, it is exposed to specific risks that are particular to its business and environment in which it operates. The main threat to the port based liquid terminalling business arises from changes to government policies and inadequate port infrastructure as well as geopolitical instability which leads to uncertainty on pricing and impacts customers for the liquid logistics business.

The timelines for initiation of projects may be extended due to the complex process of environmental clearances and getting various Licenses and permits. However, the Company tries to overcome this difficulty and manages these risks by following business and risk mitigation practices. Under Chemical Business the fluctuation in the raw material prices can impact the Company and exposed the Company to commodity price risks. Generally, commodity price fluctuations are passed to the customers. This mitigates the Company's Commodity price variations to a large extent. It carries out periodic reviews of these risks at appropriate levels.

**ENVIRONMENT, HEALTH AND SAFETY**

Your Company is fully committed to the safety, health and well-being of its employees and to minimizing the environmental impact on its business operations. GBL is firmly committed to protect environment and prevent pollution within its plants and surrounding areas. A safe and healthy environment is maintained and appropriate steps are taken with the object of minimizing the environmental impact on all processes and practices. For enhancing awareness and knowledge about the health and safety parameters within its employees and contractors, the Company undertakes training programs throughout the year.

**CORPORATE SOCIAL RESPONSIBILITY (CSR)**

GBL contributes directly towards the eligible Corporate Social Responsibility ("CSR") projects and Company mainly spends on Education of unprivileged children in tribal areas

and imparting training to the students for employment opportunities. The Company also spends its CSR funds on rural development in and around areas its terminals for providing better living conditions and facilities to the village people.

**CAUTIONARY STATEMENT**

The statements in the "Management Discussion and Analysis Report" section describes the Company's objectives, projections, estimates, expectations and predictions, which may be "forward looking statements" within the meaning of the applicable laws and regulations. The annual results can differ materially from those expressed or implied, depending upon the economic and climatic conditions, Government policies and other incidental factors.



## DIRECTORS' REPORT

### Dear Members

Your directors have pleasure in presenting the 35th Annual Report of the Company together with the Consolidated and Standalone Audited Financial Statements of the Company for the year ended 31st March, 2022.

### 1. Financial Results

A summary of the Company's financial performance during the year ended on 31st March, 2022 compared to the previous financial year is summarized below:

(₹ In Million)

Particulars	Consolidated		Standalone	
	2021-22	2020-21	2021-22	2020-21
<b>Revenue from Operations</b>	<b>3,575.10</b>	<b>2,704.09</b>	<b>2,906.82</b>	<b>2,595.64</b>
Other Income	30.75	14.58	27.70	11.79
<b>Total Income</b>	<b>3,605.85</b>	<b>2,718.67</b>	<b>2,934.52</b>	<b>2,607.43</b>
<b>Profit Before tax and Exceptional items (EBITDA)</b>	<b>635.03</b>	<b>750.47</b>	<b>598.88</b>	<b>710.00</b>
Exceptional items	(8.10)	(58.50)	(8.10)	(58.50)
<b>Profit Before Tax</b>	<b>451.61</b>	<b>533.84</b>	<b>440.23</b>	<b>506.60</b>
Less: Tax Expenses				
Current Tax	124.06	90.53	121.65	90.53
Deferred Tax	0.65	224.46	(1.78)	180.20
<b>Net Profit for the year after Tax</b>	<b>326.89</b>	<b>218.85</b>	<b>320.35</b>	<b>235.87</b>
Other Comprehensive Income for the year	0.12	3.03	0.12	3.03
<b>Total Comprehensive Income for the year</b>	<b>327.01</b>	<b>221.88</b>	<b>320.48</b>	<b>238.90</b>

### 2. Financial Performance Review

#### Group Consolidated

The Company commenced the financial year amidst a global upheaval due to the COVID-19 pandemic. With normalcy slowly returning on consolidated basis, the total income of the company for FY 2021-22 was ₹ 3605.85 Million as against ₹ 2718.67 Million during the FY 2020-21 with an increase of 33% YTY. Correspondingly Net Profit after tax (PAT) on consolidated basis for FY 2021-22 amounted to ₹ 326.89 Million as against ₹ 218.85 Million during the FY 2020-21 with an increase of 49% YTY.

#### Company Standalone

On standalone basis, the total income for FY 2021-22 was ₹ 2934.52 Million as against ₹ 2607.43 Million in the previous FY 2020-21, with an increase of 13% YTY.

During the year, Standalone Profit after current tax for the year is ₹ 320.35 Million as against ₹ 235.87 Million for the previous year ended on March 31, 2021 with an increase of 36% YTY.

The Finance cost of the company is consistently reducing due to reduction of interest-bearing borrowings of the Company.

The Networth of the Company on standalone basis is ₹ 2822.16 Million for the financial year 2021-22 as compared to ₹ 2347.17 Million for the financial year 2020-21. There was no change in nature of business of the Company during the year under review.

### Effects of COVID-19 on the business of the Company

During fiscal 2022, India saw second and third waves of COVID-19 driven by the highly transmissible Delta and Omicron COVID variants respectively. This led to a fresh set of restrictions in the country which impacted the economic activity, although to a lower extent as compared to the previous fiscal year. Despite such a situation, the Company's plant operations continued to run smoothly, while ensuring adherence to necessary safety measures.

### 3. Future Outlook

With the growing oil and chemicals demand in India and increase in the movement of oil, chemicals and petrochemicals, there is therefore a huge potential for the expansion of pipelines, transportation and infrastructure and the Company will get good business opportunities in the coming years also, both in the LST Segment and EPC business. The medium and long-term outlook for the company remains positive.

#### New Project and Expansion

The Company has been allotted an additional Land on lease for 25 years at Jawaharlal Nehru Port Trust (JNPT). The land, admeasuring 4.5 hectares (45,090 square meters), has been leased out to GBL from 2022 to 2047. The Company will construct a mix of tanks for the handling and storage of edible oil, acetone, acetic acid, ammonia, propane etc and with the addition of new capacity, there will be substantial increase in the LST revenue and profit of the Company. The Company will commission this new project in phases in a 2-3 years' time frame.

During the year, your company has set up GBL Infra Engineering Services Private Limited, a wholly owned subsidiary to provide complete design and engineering services and solutions for Engineering Procurement & Construction (EPC) projects. We are delighted to inform that recently GBL Infra Engineering Services Private Limited (GBL IES), received its first prominent order worth ₹ 12.23 crore, from ANA Oleo Pvt Ltd to fabricate (without material) Sixty (60) Liquid Storage tanks for their Edible Oil Refinery project at Krishnapatnam Port, Andhra Pradesh.

During the year, your company has set up GBL Clean Energy Private Limited, wholly owned subsidiary to deal in clean energy fuels viz. ethanol, ethyl alcohol, bioethanol, butanol, bioalcohol, methanol and Isopropyl alcohol. GBL Clean Energy Private Limited invested a stake of 26% into Bluebrahma Clean Energy Solutions Private Limited which has ventured into production of Ethanol and Extra Neutral Alcohol (ENA) by acquiring 100% shareholding in an ongoing distillery in Nasik district of Maharashtra, Sagar Industries and Distilleries Pvt. Ltd. (SIDPL). Govt. of India has mandated the use of Ethanol by the Oil marketing Companies to blend with petrol to make 'Clean Fuel'. Recently India has achieved 9% Ethanol blending in petrol and has a target of 20% Ethanol blending by 2025. This opportunity is a perfect synergy with our existing business.

### 4. Financial Statements

As mandated by the Ministry of Corporate Affairs, the financial statements for the year ended on March 31, 2022 has been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with the Companies (Accounts) Rules, 2014 as amended from time to time.

The estimates and judgements relating to the financial statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended March 31, 2022. The Notes to the Financial Statements forms an integral part of this Report.

#### Consolidated Financial Statements

The Consolidated Financial Statements have been prepared as per the relevant Indian Accounting Standards (Ind AS) as issued by the Institute of Chartered Accountants of India and notified under Section 133 of the Companies Act, 2013 with the rules made thereunder. The said Consolidated Financial Statements form part of this Annual Report.

Pursuant to Section 129(3) of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of Subsidiaries is given in Form AOC-1 which forms an integral part of this Report and is annexed as **Annexure-I** to the Director's Report.

Pursuant to the provisions of Section 136 of the Companies Act, 2013, the financial statements of the Company, consolidated financial statements and separate audited financial statements in respect of subsidiaries are available on the website of the Company at [www.ganeshbenzoplast.com](http://www.ganeshbenzoplast.com).

The Company has adopted a Policy for determining Material Subsidiaries in terms of Regulation 16(1) (c) of the Listing Regulations. The Policy, as approved by the Board, is uploaded on the Company's website at [www.ganeshbenzoplast.com](http://www.ganeshbenzoplast.com).

## **5. Subsidiaries & Associates**

### **Wholly-Owned Subsidiary Companies**

As on March 31, 2022 the Company has four wholly owned subsidiary Companies-

GBI Chemical Limited is wholly owned subsidiary (100%) and is in chemical business, the company commenced its operations wef October, 2021 and handling all sale and purchase transactions of Chemical Business of Holding Company as per the arrangement approved in the 34th AGM of GBL.

GBL Infra Engg Services Pvt Ltd, is wholly owned Subsidiary (100%) incorporated on August 09, 2021 and is in EPC business, the company got its first order for the fabrication of 60 storage tanks.

GBL LPG Private Limited, the wholly owned subsidiary and is yet to commence its business activities.

GBL Clean energy Private Limited is wholly owned Subsidiary (100%) incorporated on August 11, 2021 and is to deal in clean energy fuels is yet to commence its business activities.

During the year, no company has ceased to be a subsidiary of the company. The company do not have any joint venture Companies.

### **Subsidiary Company**

The Company has a material Subsidiary namely Infrastructure Logistic Systems Limited (formerly known as Stolt Rail Logistic Systems Ltd.) and is engaged in business of Rail logistic and provides end to end bulk liquid storage and transportation facilities, and it has a business synergy with operations of GBL. GBL holds 86.52% stake in Infrastructure Logistic Systems Limited (ILSL).

### **Associates**

During the year, the Company invested 26% Equity in Bluebrahma Clean Energy Solutions Private Limited, through its WOS-GBL Clean Energy Private Limited and Bluebrahma Clean Energy Solutions Private Limited is associate company of GBL.

## **6. Dividend**

With a view to conserve resources for the expansion of business, your directors have thought it prudent not to recommend dividend for the financial year under review.

## **7. Transfer to Reserve**

For the Financial year March 31, 2022, the Company had not transferred any sum to reserves. Therefore, your Company proposes to transfer the entire amount of profit to profit and loss accounts of the Company.

## **8. Public Deposits**

The company has not accepted any deposits from the public within the meaning of Section 73 and 76 of the Companies Act, 2013 and Rules made thereunder during the year under review. As on March 31, 2022, there were no deposits lying unpaid or unclaimed.

## 9. Share Capital

As on March 31, 2022, the authorised share capital of the Company is Rs 40 crores divided into 40,00,00,000 equity shares of ₹ 1/- each. During the year under review the paid-up Equity Share Capital of the Company is ₹ 62.36 Million.

## 10. Issue of Warrants

During the year, the Company has issued 60,00,000 equity warrants convertible into equal number of equity share at a price of ₹ 103/- (including premium of ₹ 102/-) each on preferential basis to the person belongs to non-promoter group on March 17, 2022.

## 11. Listing Of Company's Securities

During the year under review, the securities of the company also listed and traded on National Stock Exchange ("NSE") wef 16th September, 2021. The Company's Equity Shares continue to remain listed with the BSE Limited and National Stock Exchange of India Limited and the stipulated Listing Fees for the financial year 2022-23 have been paid to both the Stock Exchanges.

## 12. Particulars of Loans, Guarantees or Investments

During the Financial Year 2021-22, the Company has provided a Loan to its wholly owned subsidiary, GBL Clean Energy Private Limited, apart from this, the company has not given any loans or provided guarantees as defined under section 186 of the Companies Act, 2013. However, the company during the year under review has invested in two companies, GBL Clean Energy Private Limited and GBL Infra Engg Services Private Limited, which are wholly owned subsidiaries of the company. During the year, the company also invested 26% in the Equity capital of Bluebrahma Clean Energy Solutions Private Limited, through its wholly owned subsidiary company, GBL Clean Energy Private Limited. Details of Loans, guarantees or investments are given in notes to financial statement forming part of annual report.

## 13. Internal Financial Control and their adequacy

The Company has in place adequate internal financial controls with reference to financial statements, in the opinion of the Board of Directors. The Company has a proper system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that transactions are authorized, recorded and reported correctly. The internal control is supplemented by an extensive programme of internal, external audits and periodic review by the Management. This system is designed to adequately ensure that financial and other records are reliable for preparing financial information and other data and for maintaining accountability of assets. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same.

## 14. Particulars of Contracts or Arrangements with Related Parties

The Company has developed a framework through Standard Operating Procedures for the purpose of identification and monitoring of such Related Party Transactions. All Related Party Transactions are placed before the Audit Committee for approval. Omnibus approval was obtained on a yearly basis for transactions which are of repetitive nature and a statement giving details of all Related Party Transactions are placed before the Audit Committee and the Board for review and approval on a quarterly basis. All transactions entered with related parties were in compliance with the applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder and the Listing Regulations.

All related party transactions entered into by the Company during the financial year under review were in the ordinary course of business and on arm's length basis. All transactions entered with related parties were in compliance with the applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder and the Listing Regulations.

During the FY 2021-22, the Company did not enter into any material related party transactions. Accordingly, disclosure with respect to the same in the Form AOC-2 in terms of Section 134 of the Companies Act, 2013 is not required. The transactions entered by the Company during the financial year under review were in conformity with the Company's Policy on Related Party Transactions and All related party transactions entered during the year under review are mentioned in the notes to the accounts.

The Policy on Related Party Transactions as approved by the Board of Directors has been posted on the Company's website at [www.ganeshbenzoplast.com](http://www.ganeshbenzoplast.com)

## 15. Disclosures related to Policies

### Nomination & Remuneration Policy

The Board has on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration including criteria for determining qualifications, positive attributes and other matters provided under Sub Section (3) of Section 178 of the Companies Act, 2013.

The appointment/re-appointment/removal and term/ tenure of Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval and the same shall be in accordance with the provisions of the Companies Act, 2013 read with the rules made thereunder and as per the SEBI (LODR) Regulations, 2015.

The Nomination & Remuneration Policy is also available on Company's website [www.ganeshbenzoplast.com](http://www.ganeshbenzoplast.com).

### Risk Management Policy

The Company has adopted a Risk Management Policy aimed to ensure resilience for growth and sound corporate governance by having a process of risk identification and management in compliance with the provisions of the Companies Act, 2013 and the Listing Regulations.

The Company has a mechanism in place to inform the Board members about risk assessment, minimization procedures and periodical review thereof. The Board of the Company inter alia reviews Enterprise Risk Management functions of the Company and ensures appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company. The Board periodically, validates, evaluates and monitors key risks and reviews the measures taken for risk management and mitigation. The key business risks faced by the Company and the various mitigation measures taken by the Company are detailed in Management Discussion and Analysis section.

### Corporate Social Responsibility Policy (CSR)

In accordance with the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors of the Company has constituted Corporate Social Responsibility (CSR) Committee. The brief terms of reference, particulars of meetings held and attendance thereat are mentioned in the Corporate Governance Report forming part of the Annual Report.

The brief outline of the Company's CSR initiatives undertaken during the year under review is disclosed in **Annexure – III** in the format as prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. The Company's CSR Policy is placed on the website of the Company [www.ganeshbenzoplast.com](http://www.ganeshbenzoplast.com).



### Vigil Mechanism / Whistle Blower Policy

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, and in accordance with Regulation 22 of the Listing Regulations, the Company had adopted 'Vigil Mechanism Policy' for Directors and Employees of the Company to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct. The policy provides a mechanism, which ensures adequate safeguards to Employees and Directors from any victimization on raising concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, and soon.

The employees of the Company have the right/option to report their concern/grievance to the Chairman of the Audit Committee. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. The Vigil Mechanism Policy is hosted on the Company's website [www.ganeshbenzoplast.com](http://www.ganeshbenzoplast.com).

### Material Subsidiary Policy

Pursuant to the provisions of Regulation 16(1)(c) of the Listing Regulations, the Company has adopted a Policy for determining Material Subsidiaries, laying down the criteria for identifying material subsidiaries of the Company. The Policy is hosted on the Company's website [www.ganeshbenzoplast.com](http://www.ganeshbenzoplast.com).

## 16. Corporate Governance

As per Regulation 34(3) read with Schedule V of the SEBI (LODR) Regulations, 2015, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company's Auditors confirming compliance forms an integral part of this Report.

## 17. Directors and Key Managerial Personnel

### Directors

In accordance with the provisions of Section 152 of the Act and the Company's Articles of Association, Mr Raunak Ramakant Pilani (DIN 00932269), Director retires by rotation at the forthcoming Annual General Meeting and, being eligible offers himself for re-appointment. The Board recommends his re-appointment for the consideration of the Members of the Company at the forthcoming Annual General Meeting. Pursuant to Regulation 36 of the Listing Regulations read with Secretarial Standard-2 on General Meetings, Brief profile of Mr Raunak Ramakant Pilani has been given in the Notice convening the Annual General Meeting.

Pursuant to Regulation 17(1) of the SEBI (LODR) Regulations 2015 and in accordance with Section 149(4) of the Act, on recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting held on August 30, 2022 have appointed Dr John Joseph (DIN 08641139) as an Additional Director of the Company (in the capacity of Independent Director) holds office up to the date of ensuing Annual General Meeting. The Company has received requisite notice in writing from a member proposing Dr John Joseph's name for the office of Director.

Accordingly, the Board recommends the resolution in relation to appointment of Dr John Joseph as a Non-executive Independent Director, for the approval by the members of the Company. Pursuant to Regulation 36 of the Listing Regulations read with Secretarial Standard-2 on General Meetings, Brief profile of Dr John Joseph has been given in the Notice convening the Annual General Meeting.

Dr John Joseph Non-Executive and Independent Director of the Company, have given a declaration to the Board that he meet the criteria of independence as provided under section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfils the conditions specified in the Act, its rules framed thereunder and Listing Regulations for appointment as Independent Director and he is independent of the management.

Mr Rishi Ramesah Pilani, CMD of the Company is also Managing Director of M/s Infrastructure Logistic Systems Limited (ILSL), a subsidiary company of GBL and he is drawing remuneration from ILSL also subject to that the total remuneration drawn from both the companies does not exceed the higher maximum limit admissible from any one of the companies of which he is a managerial person, as per the provisions of Section 197 and Schedule V of the companies Act, 2013 read with Companies (Appointment and remuneration of managerial personnel) rules, as amended.

### Key Managerial Personnel

In terms of the Section 203 of the Companies Act, 2013, following are the Key Managerial Personnel (KMP) of the Company as on the date of this report:

S. No.	Name of the KMP	Designation
1.	Mr. Rishi Ramesh Pilani (DIN 00901627)	Chairman & Managing Director
2.	Mr. Ramesh S Pilani	Chief Financial Officer
3.	Mr. Ramakant S Pilani	Chief Executive Officer
4.	Mrs. Ekta Dhanda	Company Secretary

### 18. Director's Responsibility Statement

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended 31st March, 2022; the Board of Directors hereby confirms that:

- in the preparation of annual financial statements, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the Directors have selected such accounting policies and applied consistently and the Directors 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 as at 31st March, 2022 and of the profit of the Company for that year;
- the Directors have 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;
- the Directors have prepared the annual accounts of the Company have been prepared on a going concern basis;
- the Directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively and
- the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### 19. Independent Directors' Declaration

In accordance with Section 149 (7) of the Companies Act, 2013, and Regulation 16(1) (b) of the Listing Regulations, as amended, each Independent Director of the Company has provided a written declaration confirming that he/she meets the criteria of independence as stipulated under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations.

In the opinion of the Board, Independent Directors fulfill the conditions specified in Companies Act, 2013 read with the Schedules and Rules issued there under as well as Listing Regulations and are independent from Management.

All the Independent Directors of the Company have enrolled their names in the online database of Independent Directors maintained with Indian Institute of Corporate Affairs in terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

### 20. Annual Evaluation of Directors, Committees and the Board

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, the Board of Directors has carried out evaluation performance of its committees, individual Directors including independent Directors and its own performance. The evaluation process inter alia considers attendance of Directors at Board and Committee meetings, acquaintance with the Company Business, effective participation, knowledge and skills and compliance with the code of conduct of the Company.

The performance of the Board, Committees and individual Directors was evaluated by the Board seeking inputs from all the Directors. The performance of the Committees was evaluated by the Board seeking inputs from the Committee

Members. The Nomination and Remuneration Committee reviewed the performance of the individual Directors, a separate meeting of Independent Directors was also held to review the performance of Non-Independent Directors.

The performance of the Board as a whole and performance of the Chairperson of the Company was done, taking into account the views of the Directors. This was followed by a Board meeting that discussed the performance of the Board, its committees and individual Directors. The Board of Directors expressed their satisfaction with the evaluation process.

## 21. Committees & Meetings of the Board

During the year under review, ten (10) Board meetings were held on April 19, 2021, June 28, 2021, July 24, 2021, August 10, 2021, September 01, 2021, October 04, 2021, November 13, 2021, February 01, 2022, February 12, 2022 and March 07, 2022. The details of no of meetings of the Board held during the year along with attendance are given in the Corporate Governance Report which forms part of this Annual Report.

The intervening gap between two consecutive meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

### Committees of the Board

The Board of Directors have the following Committees:

#### Audit Committee

Pursuant to the provisions of section 177(8) of the Companies Act, 2013 and Regulation 18 of the Listing Regulations, the composition of the Audit Committee is disclosed as under:

S. No.	Name of the KMP	Designation
1	Mr. Niraj Nabh Kumar	Chairman-Independent Director
2	Mr. Ramesh Dhanraj Punjabi	Member- Non-Independent Director
3	Mrs. Jagruti Chetan Gaikwad	Member-Independent Director
4	Mr. Sanjay Govind Bhagia	Member-Independent Director

The Board of Directors of the Company accepted all the recommendations of the Audit Committee during the year. During the year 4 (four) Audit Committee Meetings were held on, June 28, 2021, August 10, 2021, November 13, 2021 and February 12, 2022.

#### Nomination and Remuneration Committee

Pursuant to the provisions of section 178(1) of the Companies Act, 2013 and Regulation 19 of the Listing Regulations, the composition of the NRC Committee is disclosed as under:

S. No.	Name of the KMP	Designation
1	Mr. Niraj Nabh Kumar	Chairman-Independent Director
2	Mr. Ramesh Dhanraj Punjabi	Member- Non-Independent Director
3	Mrs. Jagruti Chetan Gaikwad	Member-Independent Director
4	Mr. Sanjay Govind Bhagia	Member-Independent Director

During the year 3 (three) NRC Committee Meetings were held on, June 28, 2021, September 01, 2021 and November 13, 2021.

### Stakeholders' Relationship Committee

Pursuant to the provisions of section 178(5) of the Companies Act, 2013 and Regulation 20 of the Listing Regulations, the composition of the Stakeholder Relationship Committee is disclosed as under:

S. No.	Name of the KMP	Designation
1	Mr. Niraj Nabh Kumar	Chairman-Independent Director
2	Mr. Ramesh Dhanraj Punjabi	Member- Non-Independent Director
3	Mrs. Jagruti Chetan Gaikwad	Member-Independent Director
4	Mr. Sanjay Govind Bhagia	Member-Independent Director

During the year 4 (four) Stakeholder Relationship Committee Meetings were held on, June 28, 2021, August 10, 2021, November 13, 2021 and February 12, 2022.

### Corporate Social Responsibility Committee

Pursuant to the provisions of section 135 of the Companies Act, 2013, the composition of the CSR Committee is disclosed as under:

S. No.	Name of the KMP	Designation
1	Mr. Niraj Nabh Kumar	Chairman-Independent Director
2	Mr. Ramesh Dhanraj Punjabi	Member- Non-Independent Director
3	Mrs. Jagruti Chetan Gaikwad	Member-Independent Director
4	Mr. Sanjay Govind Bhagia	Member-Independent Director

During the year 2 (two) CSR Committee Meetings were held on, June 28, 2021 and November 13, 2021.

### Allotment Committee

The Board has constituted an allotment committee in its meeting held on March 07, 2022 for issue and allotment of securities of the company and issue certificates of the securities to the respective holders thereof and to do all the necessary acts as required for allotment and issuance of securities. The composition of the Allotment Committee and the attendance details of the members are given below:

S. No.	Name of the KMP	Designation
1	Mr. Ramesh Dhanraj Punjabi	Chairman- Non-Independent Director
2	Mrs. Jagruti Chetan Gaikwad	Member-Independent Director
3	Mr. Rishi Ramesh Pilani	Member-Chairman & Managing Director

The Allotment Committee of Board of Directors of the Company met one (1) time during the year 2021-22 i.e. on March 17, 2022.

## 22. Auditors and Auditors' Report

### Statutory Auditor & Auditor's Report

M/s. Mittal & Associates, Chartered Accountants (Firm Registration No. 106456W), were appointed as statutory auditors of the Company in the annual general meeting of the company held on September 27, 2021, for a first term of 5 years, commencing from the conclusion of 34th AGM till the conclusion of the 39th AGM. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors of the Company.

The Auditors Report for the financial year ended 31st March, 2022 does not contain any qualification, adverse remark or reservation and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.



### Secretarial Audit & Secretarial Audit Report

M/s VKM & Associates, Practicing Company Secretaries, were appointed to conduct the Secretarial Audit of the Company for the financial year 2021-22, as required under Section 204 of the Companies Act, 2013 and rules made thereunder. The Secretarial Audit Report for the financial year ended March 31, 2022 is annexed as **Annexure-II** to the Director's Report.

The Secretarial Audit Report does not contain any qualifications, reservations or adverse remarks and do not call for any further explanation or comments from the Board.

### Secretarial Audit of Material unlisted Indian Subsidiary

As per Regulation 24A of SEBI LODR, the Secretarial Audit of the material subsidiary M/s Infrastructure Logistic Systems Limited has been conducted for the financial year 2021-22 by M/s. Vinesh K Shah & Associates, Practicing Company Secretaries. The Secretarial Audit Report of material subsidiary for the financial year ended 31st March, 2022, contain no qualification, reservation or adverse remark and do not call for any further explanation or comments from the Board, and is annexed herewith and marked as **Annexure-IIA** to this Report.

### Cost Auditor & Cost Audit Report

As per the requirements of the Section 148 of the Companies Act, 2013, read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your Company is required to maintain cost records and accordingly, such accounts are made and records have been maintained relating to Chemical Division every year.

The Board had, on the recommendations of Audit Committee re-appointed M/s. S K Agarwal, Cost Accountants, (Firm Registration No. 100322) as Cost Auditors of the Company for the financial year 2022-23 at a fee of ₹ 1,50,000/- (Rupees One Lac Fifty Thousand Only) plus applicable taxes & reimbursement of out-of-pocket expenses subject to the ratification of the said fees by the shareholders at the ensuing Annual General Meeting. Accordingly, a resolution seeking shareholders ratification for the remuneration payable to M/s. S K Agarwal, Cost Accountants, is included in the Notice convening the Annual General Meeting.

The Cost audit report for the financial year March 2021 did not contain any qualification, reservation and adverse remark. The Cost audit report for financial year 2021-22 would be filled with the Central Government within prescribed timelines.

### Internal Audit and Control

The Company has robust internal audit system for assessment of audit findings and its mitigation. The Internal Audit function covers all the stores, inventory audit, stock takes, audit for project related accounts, corporate accounts etc.

M/s V K Baheti & Co. Chartered Accountants was appointed as an Internal Auditor of the Company by the Board at its meeting held on April 19, 2021 for conducting the internal audit for financial year 2021-22. The Internal Auditor directly reports to the Audit Committee for functional matters. The Audit Committee in its quarterly meetings reviews the internal audit and controls reports. The Company's internal controls are commensurate with the size and operations of the business.

## 23. Compliance with Secretarial Standards

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

## 24. Annual Return

Pursuant to Section 134(3)(a) and Section 92(3) of the Act read with Companies (Management and Administration) Rules, 2014, the Annual Return of the Company as on March 31, 2022 has been placed on the Company's website [www.ganeshbenzoplast.com](http://www.ganeshbenzoplast.com).

## 25. Reporting of Frauds by Auditors

During the year under review, neither the statutory auditors or secretarial auditor or cost auditor have reported to the Audit Committee under Section 143(12) of the Act, any instances of fraud committed against your Company by its officers and employees

## 26. Management Discussion & Analysis Report

Management Discussion & Analysis Report for the year under review as stipulated under the SEBI (LODR) Regulations, 2015 is presented under a separate section and forms the integral part of the Annual Report.

## 27. Energy Conservation, Technology Absorption, Foreign Exchange Earnings and Outgo

The particulars relating to energy conservation, technology absorption, foreign exchange earnings and outgo, required to be disclosed by Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 (as amended) are provided in the **Annexure – IV** to this Report.

## 28. Particulars of Employees and Related Disclosures

The disclosure pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this Report as **Annexure–V**.

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms a part of this Report. However, as per first proviso to Section 136(1) of the Act and second proviso of Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Report and Financial Statements are being sent to the Members of the Company excluding the said statement. Any Member interested in obtaining a copy of the said statement may write to the Company Secretary from their registered email address.

## 29. Credit Rating

Your company has rated by Infomeric Valuation and Rating Pvt. Ltd. as on March 31, 2022- the Rating on Long Term Bank Facility – Fund Based, is “IVR BBB/Stable Outlook” and rating on Long Term/Short Term – Non-Fund Based, “IVR BBB/Stable Outlook / IVR A3+”.

The Company was not identified as a “Large Corporate” for financial year 2021-22 as per the criteria under SEBI Circular No. SEBI/ HO/DDHS/CIR/P/2018/144 dated 26th November, 2018.

## 30. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company adopted a policy on prevention, prohibition and redressal of sexual harassment at work place in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules thereunder for prevention and redressal of complaints of sexual harassment at workplace. The aim of the policy is to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment. All employees (permanent, contractual, temporary, trainees) are covered under the said policy.

Your company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, to redress complaints received, if any, on sexual harassment.

No complaint was pending at the beginning of the year and none was received during the year under review.

### 31. Legal Cases

Company had filed civil, criminal and arbitration cases against various parties for recovery of dues. As per the legal opinion and management perception Company will recover the substantial amount from the defaulting parties (including ONGC/BPCL). Some of the parties and suppliers have also filled cases against the Company as briefed in contingent liabilities.

### 32. Award & Recognition

We are pleased to announce that the Company awarded for highest Liquid Cargo Handling (Non-PSU) at JNPT during the year 2021-22. This is eighth consecutive year that the company handled highest Liquid Cargo at JNPT under Non-PSU sector.

### 33. General

Your directors state that no disclosure or reporting is required in respect of the following items as there were no transactions for the same during the year under review:

1. In terms of Section 134(3)(l) of the Companies Act, 2013, except as disclosed elsewhere in this Report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year and the date of this Report.
2. No orders have been passed by any Regulator or Court or Tribunal which can have significant impact on the going concern status and the Company's operations in future;
3. During the year under review, the Company has not bought back any of its securities/ not issued any sweat equity shares / not provided any Stock Option Scheme to its employees / not issued any equity shares with differential rights;
4. There is no revision of the financial statements pertaining to previous financial periods during the financial year under review;
5. There is no proceeding pending against the Company under the Insolvency and Bankruptcy Code, 2016 (IBC Code);
6. There was no instance of one-time settlement with any Bank or Financial Institution during the financial year under review.

### 34. Acknowledgements and Appreciations

Your directors take this opportunity to place on record their appreciation for the valuable contributions and committed by employees and officers at all levels, in the progress of the company.

Your Board also places on record its sincere appreciation for the continued support received from the Port authorities, other Government authorities, banks, Customers, business associates and members during the year under review.

**For and on Behalf of the Board of Directors  
Ganesh Benzoplast Limited**

**Rishi Ramesh Pilani  
Chairman & Managing Director  
(DIN 00901627)**

**Mumbai, 30th August, 2022**

## Annexure – I to Directors' Report

### STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES/ ASSOCIATE COMPANIES/ JOINT VENTURES

#### FORM NO. AOC.1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

#### Part "A": Subsidiaries

(₹ In Million)

S. No	I	III	III	IV	V
Name of the Subsidiary	<b>INFRASTRUCTURE LOGISTIC SYSTEMS LIMITED</b> (formerly Known as Stolt Rail Logistic Systems Limited)	<b>GBL CHEMICAL LIMITED</b>	<b>GBL LPG PRIVATE LIMITED</b>	<b>GBL CLEAN ENERGY PRIVATE LIMITED</b>	<b>GBL INFRA ENGG. SERVICES PRIVATE LIMITED</b>
Date since when subsidiary was acquired	13.11.2020	23.10.2018	28.11.2018	11.08.2021	09.08.2021
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as of Holding company	Same as of Holding company	Same as of Holding company	Same as of Holding company	Same as of Holding company
Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	NA	NA	NA	NA	NA
Share capital	174.20	0.10	0.10	0.50	0.50
Reserves & surplus	279.89	6.93	(0.32)	(2.76)	(0.40)
Total Assets	549.58	269.82	0.12	145.56	0.51
Total Liabilities*	95.49	262.79	0.33	147.82	0.42
Investments	-	-	-	138.45	-
Turnover	297.82	955.68	0	0	-
Profit/(loss) before taxation	5.07	9.56	(0.08)	(2.76)	(0.40)
Provision for taxation including Deferred Tax	2.43	2.41	-	-	-
Profit/(loss) after taxation	2.64	7.16	(0.08)	(2.76)	(0.40)
Proposed Dividend	-	-	-	-	-
% of shareholding	86.52	100	100	100	100

\*Total Liabilities excluding of share capital and Reserves & Surplus.

**Names of the subsidiaries which are yet to commence operations:** GBL Clean Energy Pvt. Ltd. and GBL LPG Pvt. Ltd.

**Names of subsidiaries which have been liquidated or sold during the year:** None



**Part "B": Associates and Joint Ventures**

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures: Not Applicable

Name of Associates	Bluebrahma Clean Energy Private Limited
Latest audited Balance Sheet Date	31.03.2022
Shares of Associate/Joint Ventures held by the company on the year end	26.00%
Number of Shares	13845000
Amount of Investment in Associates/Joint Venture	₹ 13,84,50,000/-
Extend of Holding %	26.00%
Description of how there is significant influence	The company through its WOS owns 26% equity and CMD of Ganesh Benzoplast Limited is also director and shareholder in the company
Reason why the associate/joint venture is not consolidated	N.A
Networth attributable to Shareholding as per latest audited Balance Sheet	N.A
Profit / Loss for the year	
i. Considered in Consolidation	No
ii. Not Considered in Consolidation	-

Names of the Associates which are yet to commence operations :None

Names of Associates which have been liquidated or sold during the year :None

**For and on behalf of the Board of Directors****Rishi R Pilani**

Chairman & Managing Director  
(DIN 00901627)

**Raunak R Pilani**

Director  
(DIN 00932269)

**Ramesh Pilani**

Chief Financial Officer

**Mumbai, 30<sup>th</sup> August, 2022**

**Ramakant Pilani**

Chief Executive Officer

**Ekta Dhanda**

Company Secretary

## Annexure – II to Directors' Report FORM MR-3

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2022

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 09 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
GANESH BENZOPLAST LIMITED  
Dina Building, First Floor,  
53 MK Road, Marine Lines (East),  
Mumbai - 400002.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by "GANESH BENZOPLAST LIMITED" (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 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 extent, in the manner and subject to the reporting made hereinafter.

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

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts ( Regulation) Act, 1956(SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed hereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 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;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - **Not applicable as the Company has not issued any shares/options to directors/ employees under the said guidelines / regulations during the year under review;**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not applicable as the Company has not issued any debt securities which were listed during the year under review;**
  - (f) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not applicable as the Company has not delisted / propose to delist its equity shares from any Stock Exchange during the year under review;**

(h) The Securities and Exchange Board of India (Buyback of Securities ) Regulations, 1998 - **Not applicable as the Company has not bought back or propose to buy-back any of its securities during the year under review;**

6. Other Laws applicable to the Company;

- i. The Factories Act, 1948.
- ii. The Payment of Wages Act, 1936.
- iii. The Minimum Wages Act, 1948.
- iv. The Employee Provident Fund and Miscellaneous Provisions Act, 1952.
- v. The Payment of Gratuity Act, 1972.
- vi. The Bombay Shops and Establishments Act, 1948.
- vii. The Maharashtra Labour Welfare Fund Act, 1953.
- viii. The Environment (Protection) Act, 1986.
- ix. The Industrial Dispute Act, 1947.

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

- I. The Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- II. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We further report that:-

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the year under review following change took place in the composition of the Board of Directors of the Company :
  - During the year, Mr Raunak Ramakant Pilani resigned as executive director of the company and re-designated as non-executive director of the company with effect from 1st September, 2021
  - During the year, the company has passed a special resolution for continuation of directorship of Mr. Ramesh Dhanraj Punjabi (DIN 03244442) Beyond the age of 75 years, as a Non- Executive, Non-Independent Director in terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The aforementioned change was carried out in conformity and compliance with the provisions of the Act.

- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.
- Decisions at the Board Meetings and Committee Meetings were taken unanimously and are captured and recorded as part of the minutes of the meetings.

I further report that:

- During the year, the company passed a special resolution in the 34th Annual General meeting of the company held on 27th September, 2021 for Conducting the chemical business between Ganesh Benzoplast Limited, parent company and its wholly owned subsidiary, GBL Chemical Limited.

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 guidelines.

**For VKM & Associates**  
Practicing Company Secretary

**(Vijay Kumar Mishra)**

Partner

FCS No.: 5023

C P No.: 4279

P. R. No. : 1846/2022

UDIN : F005023D000791160

**Mumbai, 30th August, 2022**



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

**'Annexure A'**

To

**The Members,  
GANESH BENZOPLAST LIMITED  
Dina Building, First Floor,  
53 MK Road, Marine Lines (East),  
Mumbai - 400002.**

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

Management's Responsibility

1. It is the Responsibility of Management of the Company to maintain Secretarial records, device proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

Disclaimer

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For VKM & Associates**  
Practicing Company Secretary

**(Vijay Kumar Mishra)**

Partner

FCS No.: 5023

C P No.: 4279

P. R. No.: 1846/2022

UDIN : F005023D000791160

**Mumbai, 30th August, 2022**

## Annexure – II\_A to Directors' Report FORM MR-3

### SECRETARIAL AUDIT REPORT

#### FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2022

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 09 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
M/s. INFRASTRUCTURE LOGISTIC SYSTEMS LIMITED  
(Earlier known as STOLT RAIL LOGISTIC SYSTEMS LIMITED)  
C-501, 502, Lotus Corporate Park, Off Western Express Highway,  
Laxmi Nagar, Goregaon East, Mumbai-400 063

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **INFRASTRUCTURE LOGISTIC SYSTEMS LIMITED** (CIN: U63032MH2001PLC130992) (hereinafter called the "Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the 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 whether electronically or otherwise during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on **31st March 2022**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

- I. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the period ended on 31st March 2022 according to the provisions of:
- II. The Companies Act, 2013 (the Act) and the rules made thereunder;
- III. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made thereunder;
- IV. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder ;
- V. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment. **There was no External Commercial Borrowing.**
- VI. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**):-
  - a. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not applicable to the Company being unlisted for the year under review;**
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 - **Not applicable to the Company being unlisted for the year under review;**
  - c. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Not applicable to the Company being unlisted for the year under review;**
  - d. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011- **Not applicable to the Company being unlisted for the year under review;**
  - e. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **Not applicable to the Company being unlisted for the year under review;**

- f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – **Not applicable to the Company being unlisted for the year under review;**
  - g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **Not applicable to the Company being unlisted for the year under review;**
  - h. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client – **Not applicable to the Company being unlisted for the year under review;**
  - i. The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 – **Not applicable to the Company being unlisted for the year under review;**
- VII. We have relied on the Management representation made by the Company & its Officers for system and mechanism formed by the Company for compliances under Other laws as applicable specifically to the Company broadly covering Product Laws, Pollution Laws, Food Safety and Standards Act, 2006, Safety Laws and other General and Commercial Laws including Industrial Laws & Labour Laws.

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

- i. Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India
- ii. The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited and SEBI( Listing Obligations and Disclosure Requirements )Regulations,2015 : Not Applicableas the company is not Listed Entity during the Financial Year under review.

I have not examined compliance by the Company with Applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial audit and other designated professionals.

I further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review as under were carried out in compliance with the provisions of the Act.
  - Mr. Anish Kishore Modi (DIN: 00031232) retires by rotation and re-appointed as a director in Annual General Meeting held for financial year 2020-21.
  - Mr. Sanjay Govind Bhagia (DIN 00832658), was appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for 5 (five) consecutive years.
  - Ms Neha Tandel (DIN 09158821) Appointed as an Additional Director (in the capacity of Non-Executive Independent Director) by circular resolution on 28th April, 2021 and she reappointed as a Director in Annual General Meeting held on 25th September 2021.
  - Mr. Ramesh Pilani, appointed as Chief Financial officer of the companyw.e.f. June 26, 2021, who is already CFO and KMP in the holding Company M/s Ganesh Benzoplast Limited as the Chief Financial Officer designated as Key Managerial Personnel (KMP)
  - Ms. Ekta Dhanda, appointed as Company Secretary of the company, who is already CS and KMP in the holding Company M/s Ganesh Benzoplast Limited as the Company Secretary designated as Key Managerial Personnel (KMP).
2. Adequate notice of at least seven days was given to all directors to schedule the Board Meetings and Meetings of Committees except in some cases where the meeting was held on a shorter notice. Agenda and detailed notes on agenda were sent in advance in adequate time before the meetings and a system exists for Directors for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

3. On verification of minutes, we have not found any dissent/disagreement on any of the agenda items discussed in the Board and Committee meetings from any of the Directors and all the decisions are carried through.

I further report that:

- a) During the year, company was issued new certificate of Change of name after ROC approval, for the change of name of the company from "Stolt Rail Logistic Systems Limited" To "Infrastructure Logistic Systems Limited" with effect from 16th April, 2021.

Based on the information received and records maintained, I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on the basis of the representations made by the respective plant heads of R&D centers, the Company has identified and complied with the following laws applicable to the Company:

- i. The Factories Act, 1948
- ii. The Payment of Wages Act, 1936.
- iii. The Minimum Wages Act, 1948.
- iv. The Employee Provident Fund and Miscellaneous Provisions Act, 1952.
- v. The Payment of Gratuity Act, 1972.
- vi. The Maharashtra Shops and Establishments Act, 1948.
- vii. The Maharashtra Labour Welfare Fund Act, 1953.
- viii. The Environment (Protection) Act, 1986.
- ix. The Industrial Dispute Act, 1947
- x. Food Safety and Standards Act, 2006
- xi. The Legal Metrology Act, 2009

I further report the Company has responded to notices for demands, claims, penalties etc., levied by various statutory / regulatory authorities and initiated actions for corrective measures, wherever found necessary.

I further report that based on review of compliance mechanism established by the Company, we are of the opinion that there are adequate systems and processes in place in the Company which is commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For VINESH K. SHAH & ASSOCIATES**  
COMPANY SECRETARIES

**VINESH K. SHAH**

FCS No. : 6449

COP No.: 7000

P. R. No.: 1981/2022

UDIN: F006449D000765504

**Mumbai, 10th August, 2022**



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

### 'Annexure A'

To

**M/s.INFRASTRUCTURE LOGISTIC SYSTEMS LIMITED**

(Earlier known as STOLT RAIL LOGISTIC SYSTEMS LIMITED)

C-501, 502, Lotus Corporate Park, Off Western Express Highway,

Laxmi Nagar, Goregaon East, Mumbai-400 063.

(CIN: U63032MH2001PLC130992)

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

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

**For VINESH K.SHAH & ASSOCIATES**  
COMPANY SECRETARIES

**VINESH K. SHAH**

FCS No. : 6449

COP No.: 7000

P. R. No.: 1981/2022

UDIN: F006449D000765504

**Mumbai, 10th August, 2022**

## Annexure – III to the Directors' Report

### Annual Report on Corporate Social Responsibility (CSR) Activities

#### 1. A Brief Outline of the Company's CSR Policy

The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 and Rules made thereunder. The CSR Policy provides for carrying out CSR activities in respect of those areas as provided in Schedule VII of the Companies Act, 2013. CSR projects/initiatives includes Promoting education and industrial training, preventive health care programme, woman empowerment and enhancing skills among women, livelihood enhancement projects, sanitation and promotion of sports. The company believes in the interests of the community and improving the quality of life of people in communities and aims to undertake the activities with a focussed approach for the marginalised sections in the local communities.

The CSR Policy is placed on the Company's website: [www.ganeshbenzoplast.com](http://www.ganeshbenzoplast.com).

#### 2. The Composition of the CSR Committee

Sr. No.	Name of Director	Designation/ Nature of Directorship	Number of Meetings of CSR Committee held during the year	Number of Meetings of CSR Committee attended during the year
1	Mr. Niraj Nabh Kumar	Chairman Independent Director	2	2
2	Mr. Ramesh Dhanraj Punjabi	Member Non-Independent Director	2	2
3	Mrs. Jagruti Chetan Gaikwad	Member Independent Director	2	2
4	Mr. Sanjay Govind Bhagia	Member Independent Director	2	2

- Provide the web-link where composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company : <https://www.ganeshbenzoplast.com/investors/policies & codes>
- Provide the details of Impact Assessment of CSR projects carried out in pursuant of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014, if applicable attach the report: Not Applicable.
- Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: Not Applicable
- Average Net Profit of the Company for last three financial years: ₹ 385.38 Million**
- (a) Two percent of the average net Profit of the company as per section 135(5): ₹ 7.71 Million
- (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil
- (c) Amount required to be set off for the financial year, if any: Nil
- (d) Total CSR obligation for the financial year (7a+7b+7c): ₹ 7.71 Million
- (a) Details of CSR spent or unspent for the financial year:

Total amount spent for the Financial Year (In ₹)	Amount unspent (₹)				
	Total amount transferred to Unspent CSR Account as per section 135(6)			Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)	
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
7.75 Million	N.A	N.A	N.A	N.A	N.A

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sr. No	Name of the Project	Item from list of activities in Schedule VII of the Act	Local Area (Yes / No)	state	Dis-trict	Project duration	Amount allocated for the project (in ₹)	Amount spent in the current financial year (in ₹)	Amount transferred in unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of implementation Direct (in ₹)	Name	Mode of implementation Through Implementing Agency CSR Registration No
<b>There is no ongoing Project, so not applicable</b>												

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sr. No	Name of the CSR project	Item from list of activities in Schedule VII of the Act	Local Area (Yes /No)	Location of the project		Amount Spent on the Project (In ₹ Million)	Mode of implementation Direct (Yes/ No.)	Mode of implementation Through Implementing	
				State	District			Name	CSR Registration No.
1	Running of Educational centre	Promoting Education	No	Odisha	Rourkela	0.05	No	Bless and Bliss Foundation	CSR00012558
2	Entrepreneurial and livelihood skills training to women	Empowerment of women	No	Odisha	Ranchi	0.05	No	Bless and Bliss Foundation	CSR00012558
3	Providing Education to poor children	Promoting Education	Yes	Maharashtra	Mumbai	0.15	No	SHRIMATI MALATI DHANUKAR TRUST	-
4	Construction of School/ College Building for Tribal Area Children	Promoting Education	Yes	Maharashtra	Dhule	2.00	No	Shirpur Education Society	CSR00013815
5	Running of Education Centers and distribution of books and food to the tribal School children	Promoting Education	Yes	Maharashtra	Dhule	3.30	No	Shirpur Education Society	CSR00013815
6	Running of Nursery and Primary School in Tribal Area	Promoting Education,	Yes	Maharashtra	Chinch pada, Tal Navapur Dist Nandurbar	0.061	No	VANVASI VIDHYALAYA	-
7	Distribution of Note books to school Children	Promoting Education,	Yes	Maharashtra	Malad (W),- Mumbai	0.041	No	MK EDUCATIONAL SOCIETY	CSR00003323

(1) Sr. No	(2) Name of the CSR project	(3) Item from list of activities in Schedule VII of the Act	(4) Local Area (Yes /No)	(5) Location of the project		(6) Amount Spent on the Project (In ₹ Million)	(7) Mode of implementation Direct (Yes/ No.)	(8) Mode of implementation Through Implementing	
				State	District			Name	CSR Registration No.
8	Providing Vocational Training, Self-employment Training in Rural Areas	Promoting Education and Technical Training	Yes	Maharashtra	Mumbai	0.10	No	ANVI MEDICAL AND EDUCATIONAL FOUNDATION	-
9	Construction of Open Space GYM and benches for siting	Rural development projects	Yes	Maharashtra	Uran	1.05	Yes	N.A	N.A
10	Construction of Toilet and Speed Braker	Rural development projects	Yes	Maharashtra	Uran	0.94	Yes	N.A	N.A
<b>Total</b>						<b>7.75</b>			

- (d) Amount spent in Administrative Overheads : NIL  
 (e) Amount spent on Impact Assessment, if applicable : NIL  
 (f) Total amount spent for the Financial Year : ₹ 7.75 Million  
 (g) Excess amount for set off if any

Sr. No.	Particulars	Amount (In ₹ Million)
(i)	Two percent of average net profit of the company as per section 135(5)	7.71
(ii)	Total amount spent for the Financial Year	7.75
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.04
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0.02
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0.06

9 (a) Details of Unspent CSR amount for the preceding three financial years

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years. (in ₹)
				Name of the Fund	Amount (in Rs)	Date of transfer	
1	2018-19	N.A	-		N.A		N.A
2	2019-20	N.A	0.51		N.A		N.A
3	2020-21	N.A	-		N.A		N.A



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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sr. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in ₹)	Amount spent on the project in the reporting Financial Year (in ₹)	Cumulative amount spent at the end of reporting Financial Year (in ₹)	Status of the project – Completed /Ongoing
NIL								

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

- (a) Date of creation or acquisition of the capital asset(s): N.A.
- (b) Amount of CSR spent for creation or acquisition of capital asset.: N.A.
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: N.A.
- (d) Details of the capital asset(s) created or acquired (including complete address and location of the capital asset): N.A.

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

**For and on Behalf of the Board of Directors**

**Niraj N Kumar**  
**CSR Committee Chairman**  
**(DIN 03401815)**

**Rishi R Pilani**  
**Chairman & Managing Director**  
**(DIN 00901627)**

**Mumbai, 30th August, 2022**

## Annexure - IV to the Directors' Report

Information under Section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are provided hereunder.

### A. CONSERVATION OF ENERGY

The total energy consumption and the energy consumption per unit of production for chemical manufacturing units are as follows:

	2021-22	2020-21
<b>I. POWER AND FUEL CONSUMPTION</b>		
1. (a) Purchased Unit (KWH in thousands)	5146.28	3827.01
Total Amount (₹ in Million)	47.59	37.44
Rate/Unit (₹)	9.25	9.78
(b) Own Generation		
(i) Through Diesel Generator unit (KLS in thousands)		
Total Units	19.45	5.08
Total Amount (₹ In Million)	1.74	0.88
Rate / Unit (₹)	89.39	173.17
2. FURNACE OIL		
Qty. (K.L. in thousands)	527.49	392.23
Total amount (₹ In Million)	13.82	13.08
Average rate (RS/KLS)	26.19	33.34
<b>II. CONSUMPTION PER M.T.OF PRODUCTION</b>		
Electricity	477.20/KWH	432.55/KWH
Furnace Oil (KLS)	48.91/KLS	44.33/KLS
Diesel/LDO/LSHS (KLS)	0.00/KLS	0.00/KLS
PRODUCTION	10784.275	8847.474

#### I. Steps taken or impact on conservation of energy:

- The Company has replaced conventional Bulbs to LED light fittings
- Company ensures that the manufacturing operations are conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved.

#### II. Steps taken for utilizing alternate sources of energy:

- The Company has installed a solar system of 25kwp at JNPT terminal

#### III. Capital investment on energy conservation equipment during the year : NIL

### B. TECHNOLOGY ABSORPTION

- Company's products are manufactured by using in-house know how and no outside technology is being used for manufacturing activities. Therefore, no technology absorption is required. The Company constantly strives for maintenance and improvement in quality of its products and upgradation of the existing products and entire Research & Development activities are directed to achieve the aforesaid goal.
- in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-
  - the details of technology imported; N.A
  - the year of import; N.A
  - whether the technology been fully absorbed; N.A
  - if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; N.A
- the expenditure incurred on Research and Development: ₹ 0.22 Million

### C. FOREIGN EXCHANGE EARNINGS AND OUTGO

Foreign Exchange Earned: ₹ 109.20 Million

Foreign Exchange Outgo: ₹ 5.12 Million

For and on Behalf of the Board of Directors

Rishi R Pilani

Chairman & Managing Director

(DIN 00901627)

Mumbai, 30th August, 2022

## Annexure – V to the Directors' Report

### Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) and 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- 1) Ratio of the Remuneration of each Director to the median remuneration of the employees of the Company for the financial year ended 31st March, 2022 and the percentage increase in remuneration of each Director, Chief Financial officer, Chief Executive officer, Company Secretary for the financial year ended 31st March, 2022.

Name of Director/KMP	Remuneration Received (₹ in Million)	% Increase in Remuneration in F.Y 2021-22	Ratio to median remuneration
Mr. Rishi Pilani (Chairman & MD)	9.42	25%	17
Mr Ramesh Pilan (CFO)	5.10	21%	N.A
Mr. Ramakant Pilani (CEO)	5.10	42%	N.A
Mrs. Ekta Dhanda (CS)	1.39	26%	N.A

- 2) During the financial year 2021-22, there was an increase of 13% in the median remuneration of employees.
- 3) There were 179 permanent employees on the rolls of the Company as on 31st March, 2022.
- 4) Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year was 13%. There was an average increase of 22% in Managerial Remuneration for the financial year 2021-22 as compared to Financial Year 2020-21.
- 5) It is affirmed that the remuneration paid is as per remuneration policy of the Company.

### PART-(B) Information as per Rules 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- a) Details of every employee, who was employed throughout the financial year, was in receipt of gross remuneration for that year which, in the aggregate, was not less than One Crores Two lacs rupees;- (Nil) hence, **Not applicable**.
- b) Details of every employee, who was employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than Eight lacs fifty thousand rupees per month; (Nil) hence, **Not applicable**.
- c) Details of every employee, who was employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, Not less than two percent of the equity shares of the company. (Nil) hence, **Not applicable**.

For and on Behalf of the Board of Directors

Rishi R Pilani  
Chairman & Managing Director  
(DIN 00901627)

Mumbai, 30th August, 2022

## CORPORATE GOVERNANCE REPORT

[As required under Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)]

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

The Company's policy on Corporate Governance is to manage the organisation activities with such policies which enhance the stakeholder's value and Your Company is committed to maintain the transparency, accountability, high standards of ethics, professionalism in decision making and conducting the business with strict compliance with regulatory guidelines.

### 2. Board of Directors("Board")

The Board of Directors along with its various Committees provide guidance to the Company's management, oversees organisation's administration and approves the plan to achieve organisational growth. The Board of the Company have eminent persons who are professional experts and having vast experience in the field of business, marketing, sales, taxation, compliance and legal and management.

#### 2.1 Composition of the Board

The composition of the Board is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") and provisions of the Companies Act, 2013 ("the Act"). The Board has an optimum combination of Executive, Non-Executive, Independent Directors and Woman Director as per the prevailing regulatory requirements.

The Board of the Company currently comprises Six (6) Directors out of which five are Non-Executive Directors. As at March 31, 2022, the Company has an Executive Chairman and three independent Directors. All the Directors have made necessary disclosures regarding their directorships as required under Section 184 of the Act and on the Committee, positions held by them in all the Companies. None of the Directors on the Company's Board hold the office of Director in more than 20 companies, including maximum 10 public companies.

As per Regulation 17A of the Listing Regulations, Independent Directors of the Company do not serve as Independent Director in more than seven listed Companies. Further, there are no Directors on the Board of the Company, who serve as Whole-time Director/Managing Director with any listed company. No Director is a member of more than ten Committees or acts as the Chairman of more than five Committees across all companies in which he or she is a director.

All Executive Directors and Non-Executive Directors who are not Independent Directors, are liable to retire by rotation. Except Mr Rishi Ramesh Pilani and Mr Raunak Ramakant Pilani who are cousins, none of the other Directors of the Company are related to each other.

The names and categories of the Directors on the Board are given below:

S.No.	Name	DIN	Category
1.	Mr. Rishi Ramesh Pilani	00901627	Promoter Executive
2.	Mr. Raunak Ramakant Pilani	00932269	Promoter Non-Executive
3.	Mr. Ramesh Dhanraj Punjabi	03244442	Non-Executive Non-Independent Director
4.	Mr. Sanjay Govind Bhagia	00832658	Non-Executive Independent Director
5..	Mrs. Jagruti Chetan Gaikwad	07177542	Non-Executive Independent Director
6.	Mr. Niraj Nabh Kumar	03401815	Non-Executive Independent Director

Certificate as required under Part C of Schedule V of Listing Regulations received from M/s. VKM & Associates, Practising Company Secretaries that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Director of the Company by SEBI /Ministry of Corporate Affairs or any such statutory authority was placed before the Board of Directors. The said certificate is annexed to this Report and forms part of this Annual Report. Further, pursuant to

Section 164(2) of Companies Act, 2013, all the Directors have provided declarations annually in Form DIR-8 that they have not been disqualified to act as Director.

All the Independent Directors have furnished declaration that they meet the criteria as mentioned under the Listing Regulations and Section 149 of the Companies Act, 2013. All such declarations are placed before the Board and the Board of Directors is of the opinion that all Independent Directors of the Company fulfil the conditions of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) and 25(8) of the Listing Regulations and hereby confirm that they are independent of the management. They have also confirmed that their names are registered in the databank as maintained by the Indian Institute of Corporate Affairs ("IICA") and have produced certificate regarding the passing of online proficiency self-assessment test in terms of Section 150 of the Act read with Rule 6(4) of the Companies (Appointment & Qualification of Directors) Fifth Amendment Rules, 2020 except who is exempted to pass the required self-assessment test. Further, the Managing Director of the Company does not serve as an Independent Director of any listed entity.

## 2.2 Equity Shares held by the Directors

S.No.	Name	DIN	Category	% Shareholding
1.	Mr. Ramesh Dhanraj Punjabi	Non-Independent Director	4,300	0.007
2.	Mrs. Jagruti Chetan Gaikwad	Independent Director	NIL	0.00
3.	Mr. Rishi Ramesh Pilani	Chairman & Managing Director	15,93,003	2.55
4.	Mr. Raunak Ramakant Pilani	Non-Independent Director	NIL	0.00
5.	Mr Sanjay Govind Bhagia	Independent Director	NIL	0.00
6.	Mr Niraj Nabh Kumar	Independent Director	NIL	0.00

## 2.3 Familiarization Programme for Directors

The Company has a familiarisation programme for the Directors, including the Independent Directors, with regard to their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the business model of the Company, etc. The Managing Director of the Company provides a brief of the industry and business of the Company to the newly appointed director and also has a discussion to familiarize him/her with the Company's operations. At the time of regularization of the appointment of an Independent Director, the appointment is formalized by issuing a letter to the director, which inter alia explains the role, function, duties and responsibilities expected of him/her as a director of the Company. The Directors are made to interact with Senior Management Personnel and are given all the documents sought by them for enabling a good understanding of the Company, its various operations and the industry in which it operates. The Board members are also provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices and Periodic presentations are also made at the Board and Board Committee Meetings, on business and performance updates of the Company, business strategy and risks involved.

The directors are also apprised with the compliances required under the Companies Act, 2013 and as per the listing regulations. The details of familiarization programmes imparted to independent directors is disclosed at [www.ganeshbenzoplast.com](http://www.ganeshbenzoplast.com).

## 2.4 Performance evaluation of Directors

The Board of Directors of the Company carried out an annual evaluation of its own performance, its committees, of the Board and all individual directors pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations. In compliance with Regulation 17(10) and 25(4) of SEBI LODR, the Board of Directors has formulated criteria for evaluation of the Company's Independent Directors' performance. The evaluation of the Independent Directors was done by the entire Board excluding the Director being evaluated and fulfillment of the independence criteria and their independence from the management.



Performance evaluation criteria for independent directors

- i) Attendance.
- ii) Willingness to spend time and effort to know more about the company and its business.
- iii) Contribution towards business development, Management of Affairs of Company, Corporate Governance.
- iv) Contribution to developments of various Policies such as Remuneration Policy, Boards Diversity Policy, Related Party Transaction Policy & Vigil Mechanism Policy
- v) Sharing of knowledge and experience for the benefit of the Company.
- vi) Following up matters whenever they have expressed their opinion
- vii) Updated with the latest developments in areas such as corporate governance framework and financial reporting and in the industry and market conditions
- viii) Achievement of business plans, Labour relation, litigation, compensation policy, vigil mechanism, establishment and implementation of internal control system etc.

Feedback was sought from each Director based on criteria approved by the Nomination and Remuneration Committee, for evaluation of performance of the Board, Committees of Board and Individual Directors.

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 Board composition and structure, effectiveness of 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 Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria approved by the Board. The Directors were satisfied with the evaluation process and have expressed their satisfaction with the evaluation process.

In a separate meeting of Independent Directors performance of Non-Independent Directors, performance of the Board as a whole and performance of the Chairman were reviewed.

## 2.5 Board of Directors Skill/expertise

Skills Matrix for the Board of Directors:

The list of Core skills / expertise/ capabilities for the Board are as under:

- Expertise in finance, management and advisory matters.
- Expertise in legal and compliance
- Expertise in domestic and International trade and operations and transaction documentation work.
- Expertise with respect to the sector in which the Company operates and business specific technologies such as in the field of R&D, Manufacturing etc.
- Experience in human resource management and has understanding of the law and application of corporate governance principles.
- Capability to provide inputs for strategic financial planning, assess financial statements and oversee budgets for the efficient use of resources.
- Ability to identify key risks for the business in a wide range of areas including legal and regulatory.

- Provides a diversity of views to the board that is valuable to manage our customer, consumer, employee, stakeholders.
- Has ability to identify and assess strategic opportunities and threats in the context of the business.

## 2.6 Meetings of the Board of Directors

The Board of Directors is responsible for the management of the business of the company and meets regularly to discharge its role and function. The Board Meeting is conducted at least once in every quarter to discuss the performance of the Company and its Quarterly Financial Results, along with other Company issues. The Board also meets to consider other business(es), whenever required, from time to time. In case of urgency when the Board meeting is not practicable to be held, the matters are passed via circular resolutions, which is then noted by the Board in the its next meeting. Generally, all the meetings are held at the corporate office of the company. Agenda of the business(es) to be transacted at the Board Meeting along with explanatory notes thereto are drafted and circulated well in advance to the Board of Directors of the Company.

The Company always ensures that Board members are presented with all the relevant information on vital matters affecting the working of the Company including the information as inter alia specified under Part A of Schedule II of Regulation 17(7) of the Listing Regulations. The Meetings held by the Board were in compliance with requirement of Regulation 17(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In compliance with requirement of Regulation 17(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the board of directors have satisfied itself that plans are in place for orderly succession for appointment to the board of directors and senior management.

In Compliance with requirement of Regulation 17(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the board of directors have periodically reviewed compliance reports pertaining to all laws applicable to the Company as well as steps taken to rectify instances of non-compliances, if any.

During the period under review, The Board of Directors of the Company met Ten (10) times during the year 2021-22 and the gap between two meetings did not exceed 120 days. The meetings were held on April 19, 2021, June 28, 2021, July 24, 2021, August 10, 2021, September 01, 2021, October 04, 2021, November 13, 2021, February 01, 2022, February 12, 2022 and March 07, 2022.

## 2.7 Attendance of Director at Board Meetings and Annual General Meeting

Attendance of each director at the board meeting and the last Annual General Meeting (AGM) held during the year and the number of directorships and committee memberships/chairpersonships held by them in other Companies is given below:

S. No.	Name	No. of Board meetings attended during 2021-22 (out of 10 Meetings)	Whether attended last AGM 27th September, 2021	Directorships held in other public Companies*		No. of Committee positions held in other Companies**		Directorship in other listed Company (category of Directorship)
				As Director	As Chairman	As Chairman	As Member	
1.	Mr. Rishi Ramesh Pilani	10	Present	2	-	-	1	-
2.	Mr. Raunak Ramakant Pilani	9	Absent	2	-	-	-	-
3.	Mr. Ramesh Dhanraj Punjabi	10	Present	-	-	-	-	-
4.	Mr. Sanjay Govind Bhagia	10	Present	-	-	-	-	-
5.	Mr. Niraj Nabh Kumar	7	Present	-	-	-	-	-
6.	Mrs. Jagruti Chetan Gaikwad	9	Present	-	-	-	-	-

\*Excludes Directorships held in Private Limited Companies, Foreign Companies, Companies u/s 8 of the Companies Act, 2013 and Memberships of Managing Committees of various Chambers / Institutions.

\*\* Memberships/Chairmanships of Audit Committee and Stakeholders Relationship Committee have been considered.

## 2.8 Independent Directors Meeting

The independent directors of the Company held a meeting of independent directors on February 01, 2022 without the presence of non-independent directors and members of management, pursuant to Schedule IV of the Companies Act, 2013 and as per Regulation 25(3) of the Listing Regulations to review the following:

- (a) The performance of non-independent directors and the board of directors as whole and its committees.
- (b) The performance of Chairman, taking into account the views of executive directors and non-executive directors
- (c) To assess the quality, quantity and timeliness of flow of information between the management and the board of directors that is necessary for the board of directors to effectively and reasonably perform their duties.

## 2.9 CEO / CFO Certification

As required under Regulation 17(8) of the Listing Regulations, the Chief Executive Officer and the Chief Financial Officer of the Company have certified to the Board that the financial statements for the year ended March 31, 2022 do not contain any materially untrue statement and that these statements represent a true and fair view of the Company's affairs and other matters as specified thereunder.

## 2.10 Code of Conduct

The Company has laid down a Code of Conduct ("Code") for all its Board Members and Senior Management Personnel. The declarations with regard to compliance with the above Code have been received from all the Board Members and Senior Management Personnel. A declaration signed by the Managing Director to this effect is placed at the end of this Report.

## 2.11 Committees of the Board of Directors

In compliance with the requirements of the Companies Act, 2013 and the Listing Regulations, the Board of Directors has constituted various Committees There are total 5 Committees as on March 31, 2022; out of which 4 are statutory committees and 1 is other committee considering the need of best practice in Corporate Governance of the Company.

## 3. Audit Committee

### 3.1 Composition & meetings of Committee

The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of the Listing Regulations read with Section 177 of the Companies Act, 2013.

As on March 31, 2022, the Company's Audit Committee comprised of four directors, from which, three are non-executive independent directors and Chairman of the Audit committee is also non-executive independent Director.

The Audit Committee of Board of Directors of the Company met four (4) times during the year 2021-22 i.e. on June 28, 2021, August 10, 2021, November 13, 2021, and February 12, 2022.

Details of meetings attended by the members of the Audit Committee during the financial year 2021-22 are as follows:

S. No.	Name	Category	Status	Committee Meetings	
				Held	Attended
1.	Mr. Niraj Nabh Kumar	Independent Director	Chairman	4	3
2.	Mr. Ramesh Dhanraj Punjabi	Non-Independent Director	Member	4	4
3.	Mrs. Jagruti Chetan Gaikwad	Independent Director	Member	4	4
4.	Mr. Sanjay Govind Bhagia	Independent Director	Member	4	4

The Company Secretary acts as the Secretary of the Audit Committee.

### 3.2 Terms of Reference

The term of reference of Audit Committee shall, inter alia, include the following :-

- 1) oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- 2) recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- 3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- 4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - i. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - ii. changes, if any, in accounting policies and practices and reasons for the same;
  - iii. major accounting entries involving estimates based on the exercise of judgment by management;
  - iv. significant adjustments made in the financial statements arising out of audit findings;
  - v. compliance with listing and other legal requirements relating to financial statements;
  - vi. disclosure of any related party transactions;
  - vii. modified opinion(s) in the draft audit report;
- 5) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- 6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- 7) reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
- 8) approval or any subsequent modification of transactions of 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, performance of statutory and internal auditors, adequacy of the internal control systems;
- 13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- 14) discussion with internal auditors of any significant findings and follow up there on;
- 15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

- 16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
- 17) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- 18) to review the functioning of the whistle blower mechanism;
- 19) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- 20) Carrying out any other function as may be assigned which is within its purview.

#### 4. Nomination & Remuneration Committee

##### 4.1 Composition & meetings of Committee

The constitution and terms of reference of Nomination and Remuneration Committee of the Company is in line with the provisions of Regulation 19 of the Listing Regulations read with Section 178 of the Companies Act, 2013. The terms of reference of Nomination and Remuneration Committee of the Company:

1. Formulate 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;
2. Formulate the criteria for evaluation of performance of Independent Directors and the Board of Directors;
3. Identify persons who are qualified to become Directors and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy;
4. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel;
5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
6. Devising policy on Boards Diversity

The Nomination & Remuneration Committee of the Board comprised of four directors, out of which three are non-executive independent directors and Chairman of the committee is also non-executive independent Director.

The Nomination & Remuneration Committee of Board of Directors of the Company met Three (3) times during the year 2021-22 i.e. on June 28, 2021, September 01, 2021 and November 13, 2021.

Details of meetings attended by the members of the Nomination & Remuneration Committee during the financial year 2021-22 are as follows:

S. No.	Name	Category	Status	Committee Meetings	
				Held	Attended
1.	Mr. Niraj Nabh Kumar	Independent Director	Chairman	3	3
2.	Mr. Ramesh Dhanraj Punjabi	Non-Independent Director	Member	3	3
3.	Mrs. Jagruti Chetan Gaikwad	Independent Director	Member	3	3
4.	Mr. Sanjay Govind Bhagia	Independent Director	Member	3	3



#### 4.2 Nomination and Remuneration Policy

The policy relating to remuneration of Directors, Key Managerial Persons and other Employee of the Company was formulated by the Board. The appointment and remuneration of Executive Directors/ Managing Director are governed by the recommendation of the Nomination and Remuneration Committee, Resolutions passed by the Board of Directors and Members of the Company and Agreement executed between them and the Company.

The remuneration is recommended by the Nomination and Remuneration Committee based on criteria such as industry benchmark, the Company's performance vis-a-vis industry, responsibilities shouldered, performance / track record and is decided by the Board of Directors. The Board, on the recommendations of the Nomination and Remuneration Committee, approves the annual increments as stipulated in Section 197 and Schedule V of the Companies Act, 2013.

The Company pays remuneration to its Managing Director, Chief Financial Officer and Chief Executive Officer by way of salary, allowance and perquisites. No sitting fee is payable to the Executive Chairman. The Non-Executive Directors are entitled to sitting fees for attending the meetings of the Board of Directors and Committees thereof. Sitting fees paid to Non-Executive Directors are within the prescribed limits under the Companies Act, 2013 and as determined by the Board of Directors from time to time. The Non-Executive Directors are also entitled to reimbursement of expenses for participation in the Board and other meetings in terms of the Companies Act, 2013. The details of Nomination and remuneration policy of the Company is available on the website [www.ganeshbenzoplast.com](http://www.ganeshbenzoplast.com).

#### 4.3 Details of Remuneration for the year ended on March 31, 2022

The Company has paid remuneration to its Managing Director, by way of salary within the limits stipulated under the Companies Act, 2013 and as per the approval sought from the shareholders of the Company.

Name	Designation	Total Remuneration (₹ in lacs)
Mr. Rishi Ramesh Pilani	Chairman & Managing Director	94.20

#### Details of Sitting fee for the year ended on March 31, 2022

Name	Designation	Total Sitting Fee (₹ in lacs)
Mr. Niraj Nabh Kumar	Independent Director	0.90
Mr. Ramesh Dhanraj Punjabi	Non-Independent Director	1.20
Mrs. Jagruti Chetan Gaikwad	Independent Director	1.15
Mr. Sanjay Govind Bhagia	Independent Director	1.25

The Company does not have any pecuniary relationship or transactions with the non-executive directors. During the financial year, the Company has paid sitting fees to non-executive independent directors. No commission has been paid to any Independent Directors, Managing Director and other Non-Executive Directors for the year ended March 31, 2022. The appointment of Managing Director, Whole-time Directors & Executive Directors are governed by the resolution passed by the Board on the recommendations of Nomination and Remuneration Committee which covers the terms and conditions of such appointment, subject to final approval by the members. The Company has not granted any stock options to any of its Non-Executive Directors.

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

Mr. Rishi Ramesh Pilani was re-appointed as Managing Director of the Company for a period of five years from September 29, 2019 to September 28, 2024. There is no separate provision for payment of any severance fees for the Managing Director. However, there is a provision of a notice period of three months from either side for him.

## 5. Stakeholders' Relationship Committee

### 5.1 Composition & meetings of Committee

The Stakeholders' Relationship Committee of the Board was constituted in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations. Stakeholders' Grievance Committee was constituted to consider and approve the physical transfer/ transmission/ transposition of shares, issue of new/duplicate share certificates and oversees and reviews all matters connected with securities transfer. The Committee also specifically looks into the redressal of shareholders' and investors' complaints/grievances pertaining to transfer/transmission of shares, non-receipt of share certificates, non-receipt of annual report and non-receipt of dividend warrants etc and performs its role as specified in Part D of the Schedule II of SEBI (LODR) Regulations, 2015. The Company has a User ID and Password in place for logging into the SEBI Complaints Redressal System – 'SCORES' and can view the complaints which have been lodged by the shareholders. The Company ensures that timely redressals are made against any complaints raised by the shareholders relating to registration of share transfers, issue of new share certificates, subdivision or consolidation of shareholdings etc.

M/s Bigshare Services Private Limited is the Registrar and Transfer Agent of the Company. The Committee also oversees performance of the Registrar and Transfer Agents of the Company and recommends measures for overall improvement in the quality of investor services. Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are requested to furnish their updated contact numbers and e-mail addresses to facilitate prompt action. The Committee also monitors implementation and compliance of the Company's Code of Conduct for Prohibition of Insider Trading in pursuance of SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Stakeholders' Relationship Committee of Board of Directors of the Company met four (4) times during the year 2021-22 i.e. on June 28, 2021, August 10, 2021, November 13, 2021, and February 12, 2022.

Details of meetings attended by the members of the Committee during the financial year 2021-22 are as follows:

S. No.	Name	Category	Status	Committee Meetings	
				Held	Attended
1.	Mr. Niraj Nabh Kumar	Independent Director	Chairman	4	3
2.	Mr. Ramesh Dhanraj Punjabi	Non-Independent Director	Member	4	4
3.	Mrs. Jagruti Chetan Gaikwad	Independent Director	Member	4	4
4.	Mr. Sanjay Govind Bhagja	Independent Director	Member	4	4

### 5.2 Details of Investor Complaints during the year 2021-22

During the year under review, the Company has received 13 complaints, all the complaints received were resolved to the satisfaction of the shareholders. No complaints are pending to resolved as on March 31, 2022.

### 5.3 Compliance Officer

Mrs. Ekta Dhanda, Company Secretary is the Compliance Officer and e-mail id of Compliance Officer is [cs@gbinfra.com](mailto:cs@gbinfra.com).

## 6. Corporate Social Responsibility (CSR) Committee

The Board has constituted a Corporate Social Responsibility (CSR) Committee in compliance with Section 135 of the Companies Act, 2013.

The terms of reference of Corporate Social Responsibility Committee are as follows:

- To formulate CSR Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act and recommend same to the Board;

2. To recommend the amount of expenditure to be incurred on CSR activities;
3. To implement and monitor the CSR activities of the Company, which shall be in compliance with CSR objectives and Policy of the Company;
4. To provide a report on CSR activities to the Board of the Company periodically;
5. To monitor and review the CSR Policy of the Company from time to time;
6. To recommend annual action plan to Board of Directors of the Company in pursuance to the CSR policy and any modification as may be required; and
7. To ensure the compliance of Section 135 read with Schedule VII of Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014 and subsequent amendments thereto.
8. Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

The CSR Committee of Board of Directors of the Company met two (2) times during the year 2021-22 i.e. on June 28, 2021 and November 13, 2021.

The composition of the CSR Committee and the attendance details of the members are given below:

S. No.	Name	Category	Status	Committee Meetings	
				Held	Attended
1.	Mr. Niraj Nabh Kumar	Independent Director	Chairman	2	2
2.	Mr. Ramesh Dhanraj Punjabi	Non-Independent Director	Member	2	2
3.	Mrs. Jagruti Chetan Gaikwad	Independent Director	Member	2	2
4.	Mr. Sanjay Govind Bhagia	Independent Director	Member	2	2

## 7. Allotment Committee

The Board has constituted an allotment committee in its meeting held on March 07, 2022 for issue and allotment of securities of the company and issue certificates of the securities to the respective holders thereof and to do all the necessary acts as required for allotment and issuance of securities. The composition of the Allotment Committee and the attendance details of the members are given below:

S. No.	Name	Category	Status	Committee Meetings	
				Held	Attended
1.	Mr. Ramesh Dhanraj Punjabi	Non-Independent Director	Chairman	1	1
2.	Mrs. Jagruti Chetan Gaikwad	Independent Director	Member	1	1
3.	Mr. Rishi Ramesh Pilani	Chairman & Managing Director	Member	1	1

The Allotment Committee of Board of Directors of the Company met one (1) times during the year 2021-22 i.e. on March 17, 2022

## 8. Risk Management Committee

The provisions of regulation 21 of SEBI (LODR) Regulations, 2015 is not applicable to your Company as on March 31, 2022, as such the Company has not constituted Risk Management Committee.

## 9. General Body Meetings and Postal Ballot

### 9.1 Location, date & time of Annual General Meeting (AGM) for the last 3 years are as under:

Year	Location	Date & Time
2021-34 <sup>th</sup> AGM	Through video Conference mode	27 <sup>th</sup> September, 2021 at 11.00 a.m
2020-33 <sup>rd</sup> AGM	Through video Conference mode	29 <sup>th</sup> December, 2020 at 11.00 a.m
2019-32 <sup>nd</sup> AGM	Vishal Hall, Hotel Highway Inn., Sir M. V. Road (Andheri Kurla Road), Near Railway Station, Andheri (East), Mumbai-400 059	30 <sup>th</sup> September, 2019 at 11.00 a.m

The following is/are the Special Resolution(s) passed at the last three AGMs:

AGM held on	Special Resolution passed	Summary
27 <sup>th</sup> September, 2021	YES	<ul style="list-style-type: none"> <li>i. To Approve the remuneration of Mr. Ramesh Pilani holding a place of profit being the office of Chief Financial Officer</li> <li>ii. To Approve the remuneration of Mr. Ramakant Pilani holding a place of profit being the office of Chief Executive Officer</li> <li>iii. Continuation of Mr Ramesh Dhanraj Punjabi (DIN 03244442) beyond the age of 75 years as Non- Executive (Non-Independent) Director</li> <li>iv. Conducting the Chemical Business between Ganesh Benzoplast Limited, Parent company and its Wholly Owned Subsidiary, GBL chemical Limited</li> </ul>
29 <sup>th</sup> December, 2020	YES	<ul style="list-style-type: none"> <li>i. Reappointment of Mrs Jagruti Chetan Gaikwad as an independent Director for second term of Five years</li> </ul>
30 <sup>th</sup> September, 2019	YES	<ul style="list-style-type: none"> <li>i. Re-appointment of Mr Rishi Ramesh Pilani (DIN 00901627) as Chairman &amp; Managing Director of the Company</li> <li>ii. To Approve the remuneration of Mr. Ramesh Pilani holding a place of profit being the office of Chief Financial Officer</li> <li>iii. To Approve the remuneration of Mr. Ramakant Pilani holding a place of profit being the office of Chief Executive Officer</li> </ul>

## 9.2 Extraordinary General Meetings

No Extraordinary General Meetings of members were convened during the last three financial years.

## 9.3 Details of resolutions passed through Postal Ballot

As per Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, during the year under review, one resolution was passed by members of the Company through Postal Ballot on March 03, 2022.

i. To approve issue of warrants convertible into equity shares of the company on preferential basis.

At the ensuing Annual General Meeting, there is no resolution proposed to be passed through the postal Ballot.

## 10. Disclosures

### 10.1 Disclosures on materially significant related party transactions that may have potential conflict with the interests of the Company at large

There were no materially significant transactions with Related Parties during the financial year. Related party transactions have been disclosed under significant accounting policies and notes forming part of the Financial Statements in accordance with "IND AS".

As required under Regulation 23(1) of the Listing Regulations, the Company has formulated a policy on dealing with Related Party Transactions. The Policy is available on the website of the Company viz. [www.ganeshbenzoplast.com](http://www.ganeshbenzoplast.com) None of the transactions with Related Parties were in conflict with the interest of Company. All the transactions are on arm's length basis and have no potential conflict with the interest of the Company at large and are carried out on an arm's length or fair value basis.

## 10.2 Policy for Determining Material Subsidiaries

In terms of the Listing Regulations, the Company has formulated a Policy for Determining Material Subsidiaries and the same is available on the Company's website at [www.ganeshbenzoplast.com](http://www.ganeshbenzoplast.com). The Audit Committee reviews the financial statements and in particular, the investments made by the unlisted material subsidiary company. The minutes of the Board meetings of the subsidiary are placed at the meeting of the Board of Directors of the Company. The management of the unlisted subsidiary periodically brings to the notice of the Board of Directors of the Company a statement of all significant transactions and arrangements entered into by the unlisted subsidiary, if any.

## 10.3 Details of non-compliance, penalties, strictures imposed by stock exchange(s) / SEBI / other statutory authority on any matter related to capital market during the last three years.

The Company has complied with all requirements specified under the Listing Regulations as well as other regulations and guidelines of SEBI and consequently there were no penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory Authority on any matter related to capital markets, during the last three years.

## 10.4 Details of establishment of Vigil Mechanism, Whistle Blower Policy

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 4(d) (iv) read with Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company has formulated the Vigil Mechanism for directors and employees to report to the management about the unethical behaviour, fraud or violation of the Company's code of conduct. The mechanism provides for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. The Whistle Blower Policy is displayed on the Company's website viz. [www.ganeshbenzoplast.com](http://www.ganeshbenzoplast.com)

## 10.5 Affirmation

None of the personnel of the Company have been denied access to the Audit Committee.

## 10.6 Credit Rating

Infomeric Valuation and Rating Pvt. Ltd. the credit rating agency, has assigned to the Company, as on March 31, 2022 the Rating on Long Term Bank Facility – Fund Based, is "IVR BBB/Stable Outlook" and rating on Long Term/Short Term – Non-Fund Based, "IVR BBB/Stable Outlook / IVR A3+".

## 10.7 Disclosure of Accounting Treatment in the preparation of Financial Statements

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 and other relevant provisions of the Companies Act, 2013.

The significant accounting policies which are consistently applied are set out in the Notes to the financial statements.

## 10.8 Code for Prevention of Insider Trading Practices

The Company has adopted an 'Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Designated Persons' ("the Code") in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (The PIT Regulations). The Code is applicable to Promoter, Member of Promoters' Group, all Directors and such designated persons who are expected to have access to unpublished price sensitive information relating to the Company. This Code is displayed on the Company's website viz. [www.ganeshbenzoplast.com](http://www.ganeshbenzoplast.com).

## 10.9 Code of Fair Disclosure of Unpublished Price Sensitive Information

In order to restrict communication of Unpublished Price Sensitive Information (UPSI), the Company has also adopted Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time. This Code is displayed on the Company's website viz. [www.ganeshbenzoplast.com](http://www.ganeshbenzoplast.com).



**10.10 Website**

Your Company has functional website [www.ganeshbenzoplast.com](http://www.ganeshbenzoplast.com), which inter-alia disseminates the following information :-

- (a) details of its business;
- (b) terms and conditions of appointment of independent directors;
- (c) composition of various committees of board of directors;
- (d) code of conduct of board of directors and senior management personnel;
- (e) various codes and policies of the Company
- (f) the email address for grievance redressal and other relevant details;
- (g) contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances;
- (h) financial information including financial results, shareholding pattern, Corporate Governance report, annual reports and other corporate announcements

**10.11 Compliance with secretarial standards**

The Institute of Company Secretaries of India, a Statutory Body, has issued Secretarial Standards on various aspects of corporate law and practices. The Company has complied with each one of them.

**10.12 Recommendations of Committees of the Board**

There were no instances during the financial year 2021-22 wherein the Board had not accepted recommendations made by any Committees of the Board.

**10.13 Total fees paid to Statutory Auditors of the Company**

The details of the total fees paid to Mittal & Associates, Chartered Accountant, Statutory Auditors of the Company during the Financial Year ended March 31, 2022 is given below.

S. No.	Description of Fee Paid	Amount (in ₹ Lacs)
1.	Statutory Audit including Limited Review fee	10.50
2.	Other Certification fees	Nil

**10.14 Disclosures under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

1.	No. of Complaints filed during the period April 01, 2021 to March 31, 2022	Nil
2.	No. of Complaints disposed off during the period April 01, 2021 to March 31, 2022	Nil
3.	No. of Complaints disposed off during the period April 01, 2021 to March 31, 2022	Nil

**10.15 Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A)**

The Company has not raised any funds through qualified institutions placement during the year under review. During the year, the Company has issued 60,00,000 share warrants at an Issue price of ₹ 103/- (including premium of ₹ 102/- convertible into equal no of Equity Shares on preferential basis to the persons belong to non-promoters and received 25% upfront amount for the issue of convertible warrants and the funds raised have been used for the purposes for which those are raised.

**10.16 Disclosures with respect to demat suspense account/ unclaimed suspense account.**

The Company does not have any demat suspense account / unclaimed suspense account.

**10.17 Details of non-compliance with requirements of corporate governance report**

There have been no instances of non-compliance of any requirement of the Corporate Governance Report as prescribed by the Listing Regulations.

**10.18 Details of compliance with Corporate Governance requirements**

The Company has complied with all the corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations, wherever applicable to your Company.

**10.19 Auditors' Certificate on Corporate Governance**

As required by the SEBI (LODR) Regulations, 2015, the Compliance Certificate from the Auditors regarding compliance of conditions of Corporate Governance is annexed to the Directors' report.

**10.20 A certificate from a Company Secretary in practice.**

A certificate from the Company Secretary in practice that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority is attached with this Annual Report.

**10.21 Compliance with mandatory requirements and adoption of the non-mandatory requirements**

The Company confirms that it has complied with all mandatory requirements prescribed in the Listing Regulations. The Company has partially adopted the nonmandatory requirements. Disclosures of the extent to which the discretionary requirements have been adopted are given in this report.

**10.22 Non-Mandatory Requirements**

The status of compliance with discretionary recommendations of the Regulation 27 of the SEBI (LODR), Regulations is provided below.

**Shareholders rights:**

The Company has not adopted the practice of sending out half-yearly declaration of financial performance to shareholders. Quarterly results as approved by the Board are disseminated to Stock Exchanges and updated on the website of the Company.

**Modified Opinion in Auditors Report:**

The Company's financial statement for the year ended March 31, 2022 are unqualified.

**Reporting of Internal Auditor:**

In accordance with the provisions of Section 138 of the Companies Act, 2013, the Company has appointed an Internal Auditor who reports to the Audit Committee. Quarterly internal audit reports are submitted to the Audit Committee which reviews the audit reports and suggests necessary action

**11. Means of Communication**

Quarterly Results	The quarterly financial results of the company are reviewed by the Audit Committee and then approved and taken on record by the Board within the prescribed time frame and communicated to the Stock Exchanges within 30 minutes from the conclusion of the Board Meeting in which the same is approved. The results are usually published in (Business Standard) English newspaper and in (Mumbai Lakshdweep) Marathi newspaper where the registered office of the Company is situated. These results are also placed on the Company's website, <a href="http://www.ganeshbenzoplast.com">www.ganeshbenzoplast.com</a>
Website	All the information and disclosures required to be disseminated as per Regulation 46(2) of the SEBI (LODR) Regulations, 2015, and Companies Act, 2013 are being posted at Company's website <a href="http://www.ganeshbenzoplast.com">www.ganeshbenzoplast.com</a> , under "Investors Section". The official news releases and presentations to the institutional investors or analysts, if made any are disseminated to the Stock Exchange at <a href="http://www.nseindia.com">www.nseindia.com</a> and <a href="http://www.bseindia.com">www.bseindia.com</a> and the same is also uploaded on the website of the Company <a href="http://www.ganeshbenzoplast.com">www.ganeshbenzoplast.com</a> , under "Investors Section".

Annual Report	Annual Report is circulated to all the members within the required time frame, physically through post/courier and via E-mail, wherever the E-mail ID is available in accordance with the “Green Initiative Circular” issued by MCA. Pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 and General Circular No. 02/2021 dated January 13, 2021 read with General Circular No. 20/2020 dated May 5, 2020 issued by Ministry of Corporate Affairs (“MCA”), the annual report of year 2021 was sent to shareholders by email only who have registered their email ID with the Company/Depositories. The shareholders have been provided e-voting facility for the resolutions passed at the annual general meeting to vote as per their convenience.
E-mail ID of the Registrar & Share Transfer Agents	All the share related requests/queries/ correspondence, if any, are to be forwarded by the investors to the Registrar and Transfer Agents of the Company, Bigshare Services Private Limited or Email <b>info@bigshareonline.com</b>
Designated E-mail address for investor services	To serve the investors better and as required under SEBI (LODR) Regulations, 2015, the designated e-mail address for investors complaints is <b>investors@gblinfra.com</b> .
SEBI Complaints Redress System (SCORES)	The investor complaints are processed in a centralised web based complaints redressal system through SCORES. The Action Taken Reports are uploaded online by the Company for any complaints received on SCORES platform, thereby making it convenient for the investors to view their status online.
BSE Corporate Compliance & Listing Centre	The Listing Centre is a web based application designed by BSE Limited (BSE) for Corporates. The Shareholding Pattern, Corporate Governance Report, Financial Results, Analyst Presentations, Press Release, Board Meeting Announcement and other intimations are filed electronically on BSE’s Listing Centre.
NSE Electronic Application Processing System (NEAPS) / Digital Exchange Portal	The NEAPS / Digital Exchange Portal is a web based application designed by National Stock Exchange of India Limited (NSE) for Corporates. The Shareholding Pattern, Corporate Governance Report, Financial Results, Analyst Presentations, Press Release, Board Meeting Announcements and other intimations are filed electronically on NEAPS / Digital Exchange Portal.

## 12. General Shareholder Information

### 12.1 Company Registration Details

The Company is registered under state of Maharashtra, India, The Corporate identity Number allotted to the Company by the Ministry of Corporate Affairs (MCA) is L24200MH1986PLC039836.

### 12.2 Financial Year

1st April, 2021 to 31st March, 2022.

### 12.3 Financial Year Calendar (2022-23) (Tentative and subject to change)

Results for quarter ending 30th June, 2022	By August 14, 2022
Results for quarter ending 30th September, 2022	By November 14, 2022
Results for quarter ending 31st December, 2022	By February 14, 2023
Results for quarter ending 31st March, 2023	Within 60 days from the end of financial year March 31, 2023
Annual General Meeting for the year ending 31st March, 2023	Before September end, 2023

## 12.4 Annual General Meeting

Date & Time	Tuesday, 27th September, 2022 at 11.00 a.m
Venue	Through Video Conference (VC) / Other Audio Visual Means (OAVM)
Book Closure Date	Wednesday, 21st September, 2022 to Tuesday, 27th September, 2022 (both days inclusive)
Cut-off Date	Tuesday, 20th September, 2022
E voting Dates	Saturday, 24th September, 2022(10.00 am) to Monday, 26th September, 2022 (5.00 pm)
Registered Office	Dina Building, 1st Floor, 53, Maharshi Karve Road, Marine lines (East), Mumbai - 400 002 Telefax: 022 - 2200 1928 E-mail: <a href="mailto:compliance@gblinfra.com">compliance@gblinfra.com</a>
Corporate Office	C501/502, Lotus Corporate Park, Off Western Express Highway, Laxmi Nagar, Goregaon East, Mumbai - 400 063 A1/ A2, Gurudatt CHS Ltd., Ajit Nagar, Near Jankalyan Bank, J B Nagar, Andheri (East), Mumbai - 400 059 Tel : 022 - 2839 0694; Fax No.: 022 - 2839 0715
Name and Address of Stock Exchanges where Company's securities are Listed	Bombay Stock Exchange (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Website: <a href="http://www.bseindia.com">www.bseindia.com</a> National Stock Exchange of India Limited (NSE) Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051 Website: <a href="http://www.nseindia.com">www.nseindia.com</a>
Stock Code	BSE 500153 NSE GANESHBE
ISIN No	INE388A01029
Listing fees	The Annual Listing fees for the financial year 2022-23 have been paid to the respective Stock Exchanges.
Company Secretary and Compliance Officer	Mrs. Ekta Dhanda
Statutory Auditor	Mittal & Associates Chartered Accountants
Suspension of Trading in Security	There was no suspension of trading in securities of the Company during the year under review.
Share Registrar and Transfer Agent	<b>Bigshare Services Pvt Ltd.</b> S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai - 400 093 Tel: 022 - 6263 8200; Fax: 022 - 6263 8299 E-mail: <a href="mailto:info@bigshareonline.com">info@bigshareonline.com</a> Website: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a>

## 12.5 Market Price Data

Monthly high and low quotations as well as the volume of shares traded at the Bombay Stock Exchange for 2021-22 are:

Month	High (₹)	Low (₹)	Volume (Shares)
APRIL-2021	73.50	58.10	1469622
MAY-2021	78.50	65.20	1952250
JUNE-2021	84.95	68.00	3932187
JULY-2021	93.00	76.35	3189935
AUG-2021	92.00	65.55	2055917
SEPT-2021	104.00	73.35	3470242
OCT-2021	100.00	77.00	969358

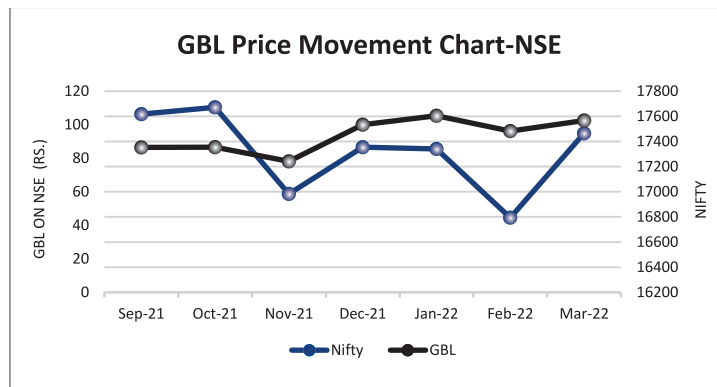
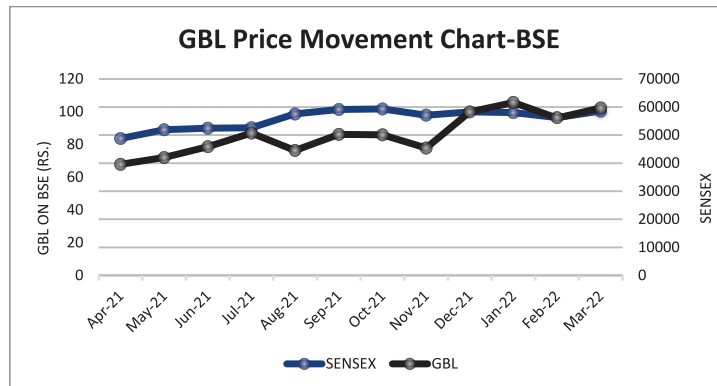
Month	High (₹)	Low (₹)	Volume (Shares)
NOV-2021	91.80	75.00	308154
DEC-2021	114.95	77.00	1669835
JAN-2022	112.70	94.35	718482
FEB-2022	109.60	81.10	488611
MAR-2022	114.45	92.90	357517

The high and Low prices and volumes of your company's shares at NSE for the financial year 2021-22 are as under:

Month	High (₹)	Low (₹)	Volume (Shares)
SEPT-2021	87.75	84.80	1940448
OCT-2021	88.55	84.10	2266557
NOV-2021	82.00	76.10	933773
DEC-2021	102.30	99.20	7357648
JAN-2022	107.00	102.25	3822913
FEB-2022	101.40	87.90	2878749
MAR-2022	103.95	100.50	3145673

Note: The Company listed on NSE on September 16, 2021

Particulars	BSE	NSE
Closing Price as on 31st March, 2022 (₹)	102.25	102.45
Market Capitalisation as on 31st March, 2022 (₹ in Lac)	63762.50	63887.22



## 12.6 Share Transfer System

As per the Listing Regulations, the equity shares of the company can only be transferred in demat form and no transfer request in physical form shall be processed except the request received for transmission and transposition of securities. While SEBI has clarified that shareholders are not prohibited from holding the shares in physical form, shareholders holding shares in physical form are requested to consider



dematerialisation of their shares Shareholding Pattern of Company as on March 31, 2022.

## 12.7 Distribution of Shareholding

Distribution Schedule as on 31st March, 2022

No. of Equity Shares	No of Shareholders	% of Share holders	No. of Shares	% to total
1-5000	39973	98.64	10108693	16.21
5001-10000	263	0.65	1970973	3.16
10001-20000	131	0.32	1974045	3.17
20001-30000	52	0.13	1273046	2.04
30001-40000	18	0.05	611540	0.98
40001-50000	16	0.04	731681	1.17
50001-100000	25	0.06	1779018	2.85
100001 & Above	45	0.11	43910425	70.42
<b>Total</b>	<b>40523</b>	<b>100.00</b>	<b>62359421</b>	<b>100.00</b>

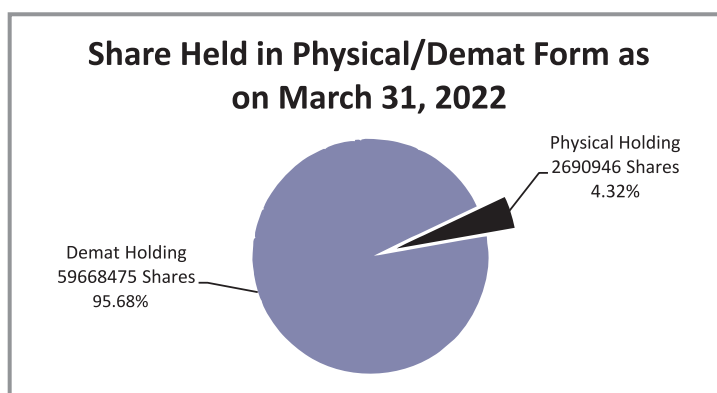
Distribution of Shareholding (Category wise) as on 31st March, 2022

Category	No. of Shares	% of Shareholding
Promoters & Promoter Group	27692479	44.41
Individuals	25298571	40.57
Overseas Body Corporate	6111048	9.80
Domestic Companies	2476088	3.97
NRIs	372560	0.60
Banks/ FPI/AIF	221613	0.35
Clearing members/NBFC/Trusts	187062	0.30
<b>Total</b>	<b>62359421</b>	<b>100.00</b>

Note: Please note that No. of Shareholders provided in Distribution of Shareholding is without Clubbing PAN no. of Shareholders and in Shareholding Pattern filed with stock exchanges is with clubbing of PAN no. of Shareholders.

## 12.8 Dematerialization of Shares & Liquidity

The Company has established connectivity with Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) for dematerialisation of shares and the same are available in electronic segment Under ISIN INE388A01029. As on March 31, 2022, 95.68% of the Company's paid-up capital representing 5,96,68,475 shares were held in dematerialized form as compared to 95.62% of the Company's paid-up capital representing 5,96,26,953 shares as on March 31, 2021. The shares of the Company are regularly traded at both the Stock Exchanges where they are listed, which ensures the necessary liquidity to shareholders.



**12.9 Reconciliation of Share Capital Audit**

The Company conducts a Reconciliation of Share Capital Audit on a quarterly basis in accordance with the SEBI (LODR) Regulations, 2015, from a Company Secretary in Practice. The audit reports for the financial year 2021-22 have been filed with the Stock Exchanges within one month of the end of each quarter and also placed before the Stakeholders' Relationship Committee.

**12.10 Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, conversion date and likely impact on equity**

During the year, the Company has issued 60,00,000 share warrants at an Issue price of ₹ 103/- (including premium of ₹ 102/-) convertible into equal no of Equity Shares on preferential basis to the persons belong to non-promoters. There are no GDR/ ADR or any other instruments likely to impact the equity share capital of the Company.

**10.11 Commodity price risk or foreign exchange risk and hedging activities**

The Company has taken suitable steps from time to time for protecting it against foreign exchange risk(s) and commodity risk. The Company does not enter into hedging activities. Hence the disclosure under Clause 9(n) of Part C of Schedule V in terms of the format prescribed vide SEBI Circular, dated 15th November, 2018, is not required

**12.12 Plant Location**

Chemical Division	LST Division
D-5/2 & Plot No D-21/2/2, MIDC, Tarapur, Boisar, Dist Palghar, Thane - 401 505	<b>JNPT Terminal</b> Jawaharlal Nehru Port Trust (JNPT), Bulk Road, Nhava Sheva, Navi Mumbai – 400 707
	<b>Cochin Terminal</b> Plot No. A-1, A-2, A-3, South End, Willington Island, Near IOCL Petrol Pump, Cochin - 682 029
	<b>Goa Terminal</b> Head Land, Sada, Upper Jetty Road, Bogda Road, Vasco, Goa - 403 804

**12.13 Address for Correspondence**

Shareholders may correspond with the Registrar and Transfer Agent on all matters relating to transmission/ dematerialization of shares, and any other query relating to Equity Shares of the Company at:

**M/s Bigshare Services Private Limited**

S6-2, 6th Floor, Pinnacle Business Park,  
Next to Ahura Centre, Mahakali Caves Road,  
Andheri (East), Mumbai - 400 093  
Tel: 022 - 6263 8200 Fax: 022 - 6263 8299  
E-mail: [info@bigshareonline.com](mailto:info@bigshareonline.com)

The Company has as an exclusive email ID investors@gblinfra.com for Investors for the purpose of registering complaints, and the same email ID has been displayed on the Company's website. For all investor related matters, the Company Secretary & Compliance Officer can be contacted at:

**Ganesh Benzoplast Limited**

Dina Building, First Floor,  
53 Maharshi Karve Road,  
Marine Lines (East), Mumbai- 400 002  
Telefax.: 022 - 2200 1928  
Email: [investors@gblinfra.com](mailto:investors@gblinfra.com)

C501/502, 5th Floor,  
Lotus Corporate Park  
Off Western Express Highway  
Laxmi Nagar, Goregaon (East)  
Mumbai - 400 063  
Telephone: 022-61406000  
E mail: [compliance@gblinfra.com](mailto:compliance@gblinfra.com)

A1/ A2, Ground Floor,  
Gurudatt CHS Ltd.,  
Ajit Nagar, Near Jankalyan Bank,  
J B Nagar, Andheri (East), Mumbai - 400 059  
Tel : 022 - 2839 0694;  
Fax No.: 022 - 2839 0715  
E-mail: [ea@ganeshgroup.com](mailto:ea@ganeshgroup.com)

Shareholders are requested to quote their folio no. / DP ID & Client ID, e-mail address, telephone number and full address while corresponding with the Company and its Registrar and Transfer Agent.

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and clause (i) of Point (10) of Para C of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

**GANESH BENZOPLAST LIMITED**

Dina Building, First Floor,  
53 Maharshi Karve Road,  
Marine Lines (East), Mumbai- 400 002

We have examined the relevant records, registers, forms, and documents of **GANESH BENZOPLAST LIMITED** (the company), having CIN L24200MH1986PLC039836 and registered office at Dina Building, 1st Floor, 53 Maharshi Karve Road, Marine Lines (East), Mumbai - 400 002, maintained and produced before us, and the records available in public domain, for the year ended on 31<sup>st</sup> March, 2022 for the purpose of issuing the certificate under regulation 34(3), read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

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 31<sup>st</sup> March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

S. No	Name of the Director	DIN	Type of director	Status of the Director
1	Sanjay Govind Bhagia	00832658	Director	Active
2	Rishi Ramesh Pilani	00901627	Managing Director	Active
3	Raunak Ramakant Pilani	00932269	Director	Active
4	Ramesh Dhanraj Punjabi	03244442	Director	Active
5	Niraj Nabh Kumar	03401815	Director	Active
6	Jagruti Chetan Gaikwad	07177542	Director	Active

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 **VKM & ASSOCIATES**  
Company Secretaries

**(Vijay Kumar Mishra)**

Partner

C.P.No:4279

UDIN : F005023D000845742

**Mumbai, 30th August, 2022**

## CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

To,  
The Board of Directors  
Ganesh Benzoplast Limited

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

- (a) We have reviewed the financial statements and the cash flow statement for the financial year ended 31<sup>st</sup> March, 2022 and to the best of our knowledge and belief, we state that:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain any 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 the existing accounting standards, applicable laws and regulations.
- (b) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
  - i. significant changes, if any, in the internal control over financial reporting during the year;
  - ii. significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
  - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.
  - iv. This certificate is being given to the Board pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Mumbai, 28th May, 2022**

**Ramakant Pilani**  
Chief Executive Officer

**Ramesh Pilani**  
Chief Financial Officer



## PRACTISING COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE

To,  
The Members  
Ganesh Benzoplast Limited

We have examined the compliance of conditions of Corporate Governance by Ganesh Benzoplast Limited, for the year ended on 31<sup>st</sup> March 2022 as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on there presentations made by the Directors and the Management, we certify that the Company has complied with the mandatory conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

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

For **VKM & Associates**  
Practicing Company Secretary

**Vijay Kumar Mishra**  
Partner  
FCS No.5023  
C. P No. 4279  
UDIN: F005023D000845775

**Mumbai, 30th August, 2022**

## DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT

In terms of Regulation 26(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the affirmations provided by the Directors and Senior Management Personnel of the Company to whom Code of Conduct is made applicable, it is declared that the Board of Directors and the Senior Management Personnel have complied with the Code of Conduct for the year ended 31<sup>st</sup> March, 2022.

**For and on Behalf of the Board of Directors**

**Mumbai, 28th May, 2022**

**Rishi R Pilani**  
**Chairman & Managing Director**  
**(DIN 00901627)**

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# INDEPENDENT AUDITOR'S REPORT

To  
**The Members of Ganesh Benzoplast Limited**  
**Report on the Audit of Standalone Financial Statements**

## Opinion

We have audited the accompanying Standalone Financial Statements of M/s **GANESH BENZOPLAST LIMITED** ("the Company"), which comprise the balance sheet as at 31<sup>st</sup> March 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 then ended, and notes to financial statements including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March 2022, the profit, 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 Standalone Financial Statements in accordance with the Standards on Auditing (SAs) prescribed under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules 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 Standalone Financial Statements.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone Ind AS financial statements for the current period. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

## Information other than the Standalone Financial Statements and auditor's report thereon

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

Our opinion on the Standalone 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 Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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

### **Responsibilities of Management for the Standalone Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone 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 are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we



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

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

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

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

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

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

### 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, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure A", a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit is of the aforesaid Standalone Financial Statements;
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid standalone financial statements have been kept by the Company so far as it appears from our examination of those books;
  - c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the standalone financial statements;
  - d) In our opinion, the aforesaid Standalone Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standard) Rules, 2015 as amended

- e) On the basis of written representations received from the directors of the Company as on 31<sup>st</sup> March, 2022 and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2022 from being appointed as a director in terms of Section 164(2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 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 matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of The Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements (Refer note no.43 of the Standalone Financial Statements);
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as required under the applicable law or accounting standards; and
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv.
    - a) The Management has represented that, to the best of its knowledge and belief, 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, 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, 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. Since the Company has not declared or paid any dividend during the year, the question of commenting on whether dividend declared or paid is in accordance with Section 123 of the Companies Act, 2013 does not arise.

**For Mittal & Associates**

Chartered Accountants  
(FRN No. 106456W)

**Hemant R Bohra**

Partner  
Membership No. 165667  
UDIN: 22165667AJUOBX4714

**Mumbai, 28<sup>th</sup> May, 2022**

## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date):

- i. (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of its property, plant and equipment and relevant details of Right-of-use assets.
  - (B) The Company has maintained proper records showing full particulars of its intangible assets
- (b) The Company has a regular program of physical verification of property, plant and equipment and right-of-use assets so to cover all the assets at reasonable intervals which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, property, plant and equipment have been physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and the records examined by us, we report that, the title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the Standalone Financial Statements are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of records examined by us, the Company has not revalued its property, plant and equipment (including right-of-use assets) and intangible assets during the year. Accordingly, reporting under clause 3(i)(d) of the Order is not applicable.
- (e) According to the information and explanations given to us, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder. Accordingly, reporting under clause 3(i)(e) of the Order is not applicable.
- ii. (a) The management has conducted physical verification of inventory at reasonable intervals during the year. The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.
- (b) The Company has not been sanctioned working capital limits from banks or financial institutions during the year on the basis of security of current assets. Hence, reporting on the quarterly returns or statements filed by the Company with such banks or financial institutions is not applicable.
- iii. (a) During the year the Company has made investment in and has provided loan to one of the its wholly owned subsidiary company, apart from this the company has not provided any advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties. Details are reported in Note No. 47 "Related Party disclosure".
- (b) The investments made and the terms and conditions of the grant of all the loans given, during the year are, in our opinion, not prejudicial to the Company's interest.
- (c) The loans and advances in the nature of loans and the schedule of repayment of Principal and payment of interest has been stipulated and repayments of the principal amount and receipts of interest are regular as per stipulation,
- (d) Based on the audit procedures performed, in respect of loans granted by the Company, there is no overdue amount remaining outstanding at the balance sheet date.
- (e) No loans or advances in the nature of loans granted by the Company that have fallen due during the year, have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

- (f) The Company has not granted loans or advances in the nature of loans that are either repayable on demand or without specifying any terms or period of repayment.
- iv. In opinion and according to the information and explanations given to us, the Company has not given loan to any director in accordance with the provisions of Section 185 of the Companies Act, 2013. Further, in our opinion, the Company has complied with the provisions of Section 186 of the Act in relation to loans given, guarantees given, securities provided, and investments made.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Act and the rules made thereunder. Accordingly, reporting under clause 3(v) of the Order are not applicable to the Company.
- vi. We have broadly reviewed the books of account and records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 as specified by the Central Government for maintenance of cost records under Section 148(1) of the Act, in respect of the products manufactured by the Company and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the said accounts and records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and on the basis of the books and records examined by us, the Company has generally been regular in depositing with appropriate authorities undisputed statutory dues including goods and service tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it. No undisputed amounts payable in respect of these statutory dues were outstanding, at the year-end, for a period of more than six months from the date they become payable.
- (b) According to information and explanations given to us, no disputed amounts payable in respect of 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 were in arrears as at 31ST March 2022, except as mentioned below:

Name of the Statute	Nature of Dues	Forum where dispute is pending	Period to which the amount relates	Amount Involved (₹ In Million,)	Amount unpaid (₹ In Million.)
Service Tax Act, 1994	Service Tax	Assistant Commissioner (Division-V), GST & Central Excise, Belapur Commissionerate, Navi Mumbai	F.Y. 2016 2017 & F.Y. 2017-2018 (upto June)	4.68	4.68

- viii. The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- ix. (a) The Company has not defaulted in repayment of Loans or other borrowings or in the repayment of interest thereon to any lender.
- The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) The term loans were applied for the purpose for which the loans were obtained by the Company.
- (d) The short-term fund raised have not been utilized for long term purposes by the Company during the year.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its associates.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries.



- x. (a) The Company has not raised any money during the year by way of initial public offer or further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (b) During the year, the Company has issued 60,00,000 share warrants at an Issue price of ₹ 103/- (including premium of ₹ 102/-) convertible into equal no of Equity Shares on preferential basis to the persons belong to non-promoters and received 25% of the upfront amount. Further, in our opinion, complied with the provisions of section 42 and 62 of the Companies Act, 2013 and the funds raised have been used for the purposes for which those are raised. Except as stated above the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures.
- xi. (a) On the basis of books and records of the Company examined by us and according to the information and explanations given to us, we report that no fraud by the Company or no material fraud on the Company has been noticed or reported during the year.
- (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor/ secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We are informed that Company has not received any whistle blower complaint during the year.
- xii. The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a), (b) and (c) of the Order is not applicable to the Company.
- xiii. In our opinion, transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to 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 nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion, the Company has not entered into any non-cash transactions with directors or persons connected with them during the year. Accordingly, reporting under clause 3(xv) of the Order is not applicable.
- xvi. (a) In our opinion, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.
- (b) In our opinion, the Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.
- (c) In our opinion, the Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) In our opinion, there is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. The Company has not incurred cash losses during the current financial year covered under audit and immediately preceding financial year.
- xviii. According to the records of the Company examined by us, and information and explanations given to us, the erstwhile auditors of the Company resigned during the year on account of completion of maximum permissible terms as mandated by the Companies Act, 2013. Further, there were no other issues, objections or concerns raised by the outgoing auditors in their resignation letter.

- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Standalone Financial Statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. (a) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent amounts towards Corporate Social Responsibility (CSR). There are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Act, in compliance with second proviso to Sub-Section (5) of Section 135 of the Act. This matter has been disclosed in Note 48 to the financial statements.
- (b) In respect of ongoing projects, there are no amounts required to be transferred to unspent Corporate Social Responsibility (CSR) account as at the end of the previous financial year and for the current financial year. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable to the Company.

**For Mittal & Associates**  
Chartered Accountants  
(FRN No. 106456W)

**Hemant R Bohra**  
Partner  
Membership No. 165667  
UDIN: 22165667AJUOBX4714

**Mumbai, 28<sup>th</sup> May, 2022**

## ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

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

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

We have audited the internal financial controls over financial reporting of Ganesh Benzoplast Limited ("the Company") as of 31st March, 2022 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

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

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

#### Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. 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 with reference to these Standalone Financial Statements 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 over financial reporting with reference to these Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these Standalone Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

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

A company's internal financial control over financial reporting with reference to these Standalone Financial Statements 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 with reference to these Standalone Financial Statements includes those policies and procedures that

- a) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

- b) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- c) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

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

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

### **Opinion**

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these Standalone Financial Statements and such internal financial controls over financial reporting with reference to these Standalone Financial Statements were operating effectively as at 31st March, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Mittal & Associates**  
Chartered Accountants  
(FRN No. 106456W)

**Hemant R Bohra**  
Partner  
Membership No. 165667  
UDIN: 22165667AJUOBX4714

**Mumbai, 28<sup>th</sup> May, 2022**

STANDALONE BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2022

(₹ in Million)

Particulars	Notes	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
<b>I ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Property, plant and equipment (tangible)	6	1,602.31	1,620.53
(b) Right-of-use assets		35.22	-
(c) Capital work - in - progress	7	198.34	116.68
(d) Financial assets			
(i) Investments	8	672.22	672.84
(ii) Loans	9	208.21	68.33
(iii) Other financial assets	10	71.82	66.45
<b>Total non-current assets</b>		<b>2,788.12</b>	<b>2,544.83</b>
<b>2 Current assets</b>			
(a) Inventories	11	-	124.75
(b) Financial assets			
(i) Current Investments	12	9.94	2.50
(ii) Trade receivables	13	311.41	395.93
(iii) Cash and cash equivalents	14	106.14	99.16
(iv) Bank balances other than cash and cash equivalents	15	339.03	185.18
(v) Loans	16	67.93	52.73
(vi) Other financial assets	17	0.03	2.51
(c) Other current assets	18	20.86	115.94
(d) Current tax assets (Net)		81.93	65.16
<b>Total Current Assets</b>		<b>937.27</b>	<b>1,043.86</b>
<b>TOTAL ASSETS</b>		<b>3,725.39</b>	<b>3,588.69</b>
<b>II EQUITY AND LIABILITIES</b>			
<b>1 Equity</b>			
a) Equity share capital	19	62.36	62.36
b) Other equity	20	2,759.80	2,284.81
<b>Total Equity</b>		<b>2,822.16</b>	<b>2,347.17</b>
<b>2 Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	21	97.11	289.16
(ii) Lease liability		26.83	-
(b) Provisions	22	32.53	31.73
(c) Deferred tax liabilities (net)	23	178.42	180.20
<b>Total Non-current Liabilities</b>		<b>334.89</b>	<b>501.09</b>
<b>3 Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	24	101.97	189.80
(ii) Lease liability		10.40	-
(ii) Trade payables due to :-			
(i) Micro & Small enterprises	25	2.90	8.34
(ii) Others than micro and small enterprises		369.44	468.21
(iv) Other financial liabilities	26	63.28	36.70
(b) Other current liabilities	27	8.09	27.47
(c) Provisions	28	12.26	9.91
<b>Total Current Liabilities</b>		<b>568.34</b>	<b>740.43</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>3,725.39</b>	<b>3,588.69</b>

The accompanying Notes are an integral part of the Standalone Financial Statements

**For Mittal & Associates**Chartered Accountants  
Firm's Regn. No.: 106456W**Hemant R Bohra**Partner  
Membership No. : 165667  
UDIN: 22165667AJUOBX4714Mumbai, 28<sup>th</sup> May, 2022**For and on behalf of the Board of Directors****Rishi R Pilani**  
Chairman & Managing Director  
(DIN 00901627)**Ramakant Pilani**  
Chief Executive Officer**Raunak R Pilani**  
Director  
(DIN 00932269)**Ekta Dhanda**  
Company Secretary**Ramesh Pilani**  
Chief Financial Officer



## STATEMENT OF STANDALONE PROFIT & LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

(₹ in Million)

	Notes	Year ended 31 <sup>st</sup> March 2022	Year ended 31 <sup>st</sup> March 2021
<b>INCOME</b>			
Revenue from operations	29	2,906.82	2,595.64
Other Income	30	27.70	11.79
<b>Total Income</b>		<b>2,934.52</b>	<b>2,607.43</b>
<b>EXPENSES</b>			
Cost material consumed	31	727.14	645.14
Purchase of stock-in-trade	32	314.71	141.02
Changes in inventories of finished goods, stock in trade and work-in-progress	33	70.91	(40.33)
Employee Benefits Expense	34	175.59	154.19
Finance Cost	35	31.45	61.88
Depreciation and Amortisation Expense	36	127.20	141.52
Other Expenses	37	1,039.20	938.91
<b>Total Expenses</b>		<b>2,486.19</b>	<b>2,042.33</b>
<b>Profit before Exceptional items and tax</b>		<b>448.33</b>	<b>565.10</b>
Exceptional Items	38	(8.10)	(58.50)
<b>Profit before tax</b>		<b>440.23</b>	<b>506.60</b>
<b>Tax Expense</b>			
Current tax		121.65	90.53
Deferred tax charge/(credit)	23	(1.78)	180.20
<b>Profit for the year</b>		<b>320.35</b>	<b>235.87</b>
<b>Other Comprehensive Income</b>			
<b>Items that will not be reclassified to profit or loss</b>			
Remeasurements of net defined benefit plans	39	0.12	3.03
Less : Income tax relating to above		-	-
Total other comprehensive income/(loss) for the year, net of tax		<b>0.12</b>	<b>3.03</b>
<b>Total comprehensive income for the year, net of tax</b>		<b>320.48</b>	<b>238.90</b>
<b>Earnings per equity share of ₹ 1/- each (in ₹) (Before Exceptional items)</b>			
Basic	40	5.14	4.23
Diluted		5.14	4.23

The accompanying Notes are an integral part of the Standalone Financial Statements

**For Mittal & Associates**Chartered Accountants  
Firm's Regn. No.: 106456W**Hemant R Bohra**Partner  
Membership No.: 165667  
UDIN: 22165667AJUOBX4714Mumbai, 28<sup>th</sup> May, 2022**For and on behalf of the Board of Directors****Rishi R Pilani**  
Chairman & Managing Director  
(DIN 00901627)**Ramakant Pilani**  
Chief Executive Officer**Raunak R Pilani**  
Director  
(DIN 00932269)**Ekta Dhanda**  
Company Secretary**Ramesh Pilani**  
Chief Financial Officer

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

(₹ in Million)

Particulars	Year ended 31 <sup>st</sup> March 2022		Year ended 31 <sup>st</sup> March 2021	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
<b>Net profit before tax</b>		<b>440.23</b>		<b>506.60</b>
Adjustment for:				
Depreciation & amortisation expense	127.20		141.52	
Interest income	(24.17)		(7.37)	
Finance costs (net)	31.45		61.88	
Net loss arising on financial assets mandatorily measured at FVTPL	0.39		-	
Bad debts, loans and advances written off/written back (net)	26.34	161.21	37.46	233.49
<b>Operating profit before working capital changes</b>		<b>601.44</b>		<b>740.09</b>
Adjustment for:				
(Increase)/decrease in inventories	124.75		(61.72)	
(Increase)/decrease in trade receivables	58.18		(84.20)	
(Increase)/decrease in other receivables	64.55		121.05	
Increase/(decrease) in trade payables	(104.21)		13.92	
Increase/(decrease) in other payables	(44.24)		(248.09)	
Increase/(decrease) in provisions	3.15	102.18	1.40	(257.64)
Cash flow from operations		703.62		482.43
Income taxes paid (net of refund received)		121.65		90.53
<b>Net cash generated from operating activities</b>		<b>825.27</b>		<b>572.96</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of property, plant & equipment, intangible asstes including under development and capital advances	(190.64)		(122.78)	
Payment towards investments in subsidiaries & others	0.62		(3.63)	
Loans given to subsidiary	(147.52)		-	
Loans repaid of associate company	(189.72)		-	
Interest received	24.17		7.37	
Bank balances (including non-current) not considered as Cash and cash equivalents (net)	(158.37)		(187.59)	
<b>Net cash used in investing activities</b>		<b>(661.46)</b>		<b>(306.63)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Proceeds from issue of share warrants	154.50		-	
Proceeds/ (repayment) of long term borrowings (net)	(192.05)		(140.05)	
Proceeds/ (repayment) of short term borrowings (net)	(87.83)		1.27	
Finance costs (net)	(31.45)		(61.88)	
<b>Net cash used in financing activities</b>		<b>(156.83)</b>		<b>(200.66)</b>
<b>Net increase in cash and cash equivalents (A+B+C)</b>		<b>6.98</b>		<b>65.69</b>
Cash and cash equivalents at the beginning of the year		99.16		33.49
<b>Cash and cash equivalents at the end of the year</b>		<b>106.14</b>		<b>99.16</b>

## NOTES

- The cash flow statement is prepared using the "indirect method" set out in IND AS 7 – Statement of Cash Flows.
- The accompanying Notes are an integral part of the Standalone Financial Statements.
- Components of cash and cash equivalents at the end of the year.

(₹ in Million)

Cash on hand		0.55		1.56
Balance in current account and deposits with banks		105.59		97.60
<b>Cash and cash equivalents at the end of the year</b>		<b>106.14</b>		<b>99.16</b>

## 4. Reconciliation of liabilities arising from financing activities:

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2021	Cash Flows	Foreign exchange movement / Others	As at 31 <sup>st</sup> March 2022
Current Borrowings	-	0.42	-	0.42
Non-Current Borrowings	478.96	(280.30)	-	198.66
	<b>478.96</b>	<b>(279.88)</b>	-	<b>199.08</b>

Particulars	As at 31 <sup>st</sup> March 2020	Cash Flows	Foreign exchange movement / Others	As at 31 <sup>st</sup> March 2021
Current Borrowings	-	-	-	-
Non-Current Borrowings	617.74	(138.78)	-	478.96
	<b>617.74</b>	<b>(138.78)</b>	-	<b>478.96</b>

5. Figures in the brackets are outflows/deductions.

6. Previous year figures have been regrouped wherever necessary.

**As per our report of even date****For Mittal & Associates**Chartered Accountants  
Firm's Regn. No.: 106456W**Hemant R Bohra**Partner  
Membership No.: 165667  
UDIN: 22165667AJUOBX4714**Mumbai, 28<sup>th</sup> May, 2022****For and on behalf of the Board of Directors****Rishi R Pilani**Chairman & Managing Director  
(DIN 00901627)**Ramakant Pilani**

Chief Executive Officer

**Raunak R Pilani**Director  
(DIN 00932269)**Ekta Dhanda**

Company Secretary

**Ramesh Pilani**

Chief Financial Officer

## STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2022

### A. EQUITY SHARE CAPITAL

(₹ in Million)

Particulars	No of Shares	Amount
<b>As at 1<sup>st</sup> April 2020</b>	51,78,4293	51.78
Changes in equity share capital during the year	10,57,5128	10.58
<b>As at 31<sup>st</sup> March 2021</b>	62,35,9421	62.36
Changes in equity share capital during the year	-	-
<b>As at 31<sup>st</sup> March 2022</b>	62,35,9421	62.36

### B. OTHER EQUITY

(₹ in Million)

Particulars	Share Warrants	Reserve & Surplus			Total
		Capital Reserve	Securities Premium Account	Retained Earnings	
<b>As at 1<sup>st</sup> April 2020</b>	-	<b>666.27</b>	<b>382.50</b>	<b>349.84</b>	<b>1,398.61</b>
Net income / (loss) for the year	-	-	-	235.85	235.85
Issue of equity shares	-	-	645.08	-	645.08
Share forfeiture account	-	5.27	-	-	5.27
<b>As at 31<sup>st</sup> March 2021</b>	-	<b>671.54</b>	<b>1027.58</b>	<b>585.69</b>	<b>2,284.81</b>
<b>As at 1<sup>st</sup> April 2021</b>	-	<b>671.54</b>	<b>1027.58</b>	<b>585.69</b>	<b>2,284.81</b>
Net income / (loss) for the year	-	-	-	320.48	320.45
Issued during the year	154.50	-	-	-	154.50
<b>As at 31<sup>st</sup> March 2022</b>	<b>154.50</b>	<b>671.54</b>	<b>1027.58</b>	<b>906.17</b>	<b>2,759.80</b>

#### For Mittal & Associates

Chartered Accountants  
Firm's Regn. No.: 106456W

#### Hemant R Bohra

Partner  
Membership No. : 165667  
UDIN: 22165667AJUOBX4714

**Mumbai, 28<sup>th</sup> May, 2022**

#### For and on behalf of the Board of Directors

#### Rishi R Pilani

Chairman & Managing Director  
(DIN 00901627)

#### Ramakant Pilani

Chief Executive Officer

#### Raunak R Pilani

Director  
(DIN 00932269)

#### Ekta Dhanda

Company Secretary

#### Ramesh Pilani

Chief Financial Officer

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

### 1. Corporate Information

M/s Ganesh Benzoplast Limited (“the Company”), was incorporated on 15th May, 1986, CIN L24200MH1986PLC039836. The company is a Public Limited company incorporated and domiciled in India and is having its registered office at Dina Building, first Floor, 53, Maharshi Karve Road, Marine Lines, Mumbai-400002, Maharashtra, India. The Company is listed on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) in India.

The Company is in diversified business primarily in providing conditioned storage facilities for bulk liquids and chemicals at various ports in India and in the business of manufacture, export of premium range of specialty chemicals, food preservatives and Industrial lubricants.

### 2. Statement of compliance

These financial statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (hereinafter referred to as the ‘Ind AS’) as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and presentation requirement of Division II of Schedule III of the Companies Act 2013, (Ind AS Compliant Schedule III) as applicable to financial statement.

Accordingly, the Company has prepared these Financial Statements which comprise the Balance Sheet as at 31 March 2022, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the year ended as on that date, and accounting policies and other explanatory information (together hereinafter referred to as ‘Financial Statements’).

The financial statements of the Company for the year ended 31 March 2022 were approved for issue in accordance with the resolution of the Board of Directors on 28 May, 2022.

### 3. Basis of preparation of financial statements

The financial statements of the company are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis as per the provisions of the Companies Act, 2013 (“the Act”) except for certain financial assets and financial liabilities measured at fair value (refer accounting policies for financial instruments).

#### Current and non-current classification :

All assets and liabilities have been classified as current or non current as per the Company’s normal operating cycle and other criteria as set out under Ind AS and in the Schedule III to the Act. Based on the nature of the services and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current or non- current classification of assets and liabilities.

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

The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The Financial Statements have been presented in Indian Rupees (Million), which is the Company’s functional currency

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

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company’s accounting policies.

The estimates and judgements involve a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022**

assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

**Critical estimates and judgements**

The areas involving critical estimates or judgements are: -

- Estimation of current tax expense and payable
- Estimated useful life of intangible asset
- Estimation of defined benefit obligation
- Recognition of revenue
- Recognition of deferred tax assets for carried forward tax losses
- Impairment of trade receivables and other financial assets

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

**5. SIGNIFICANT ACCOUNTING POLICIES**

A summary of the significant accounting policies applied in the preparation of the financial statements is as given below. These accounting policies have been applied consistently to all the periods presented in the financial statements.

**a) Property, Plant and Equipment (PPE)**

Freehold land is carried at historical cost.

Property, plant and equipment is recognised when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. Property, plant and equipment is stated at original cost net of tax/duty credits availed, if any, less accumulated depreciation and cumulative impairment, if any. All identifiable costs incurred up to the asset put to its intended use are capitalized. Costs include purchase price (including non-refundable taxes/duties) and borrowing costs for the assets that necessarily take a substantial period of time to get ready for its intended use. Stores and spares which meet the definition of Property plant and equipment and satisfy the recognition criteria of Ind AS 16 are capitalised as Property, Plant and Equipment.

The Company has elected to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements on transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

**Capital Work in Progress**

Property, plant, and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress".

These are stated at cost to date relating to projects in progress, incurred during construction / pre-operative period (Net of income) incurred during the construction/ pre-operative period and the same is allocated to the respective property, plant and equipment on the completion of their construction. Property, plant and equipment not ready for the intended use on the date of the Balance Sheet are disclosed as "Other Non-Current Assets".

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under "Capital work in progress".



**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022****Depreciation & amortization**

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives.

The useful lives have been taken as prescribed in Schedule II to the Companies Act, 2013. Company has followed different useful life/ residual value on the basis of detailed technical analysis done by certified technical valuer.

Estimated useful lives of such assets are as follows:

Sr. No.	Asset Head	Remaining useful life
1	Plant and machineries Chemical Division	0 – 14 years
2	Factory Building Chemical Division	24 – 26 years
3	Storage tanks, Pipelines and other machineries (Embedded to Earth)	14-39 years

Intangible assets are amortized on a straight-line basis over the estimated useful economic life.

Depreciation methods, useful lives and residual values are reviewed at each reporting date. When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the statement of profit and loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or disposition of the asset and the resultant gains or losses are recognized in the statement of profit and loss.

**Impairment**

At the end of each reporting year, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Goodwill and intangible assets that do not have definite useful life are not amortised and are tested at least annually for impairment. If events or changes in circumstances indicate that they might be impaired, they are tested for impairment once again.

**b) Leases**

At inception of Contract, the Company assesses whether the Contract is or contains a Lease. 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. At inception or on reassessment of a contract that contains a lease Component, the Company allocates Consideration in the contract to each lease component on the basis of their relative standalone price.

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022****As a Lessee****i. Right of use assets**

The Company recognizes right of use assets at the commencement date of the lease. Right of use assets are measured at cost less any accumulated depreciation and impairment Losses and adjusted for any re measurement of Lease Liabilities. The Cost of right to use assets include the amount of lease Liabilities recognized, initial direct cost incurred, Lease payments made at or before commencement date less any lease incentives received.

Right of use assets are depreciated on a straight-Line basis over the shorter of the lease term and the estimated useful lives of the assets. The Company presents right to use assets that do not meet the definition of Investment property in "Property, Plant and Equipment"

**ii. Lease Liabilities**

At the Commencement date of the Lease, the Company recognizes Lease Liabilities measured at the present value of lease payments to be made over the Lease term. In Calculating the present Value of lease payments, the Company generally uses its incremental borrowing rate at the Lease Commencement date if the discount rate implicit in the lease is not readily determinable. Lease payments included in the measurement of the Lease Liability are made up of fixed payments (including in substance, fixed) and payments arising from options reasonably certain to be exercised. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest expenses. It is re measured to reflect any reassessment or modification.

The Company presents lease Liabilities under Financial Liabilities in the Balance sheet.

The Company has elected to account for short term leases and Leases of Low Value assets using the exemption given under Ind AS 116, Leases. Instead of recognizing a right of use asset and Lease Liability, the payments in relation to these are recognized as an expense in the profit or loss on a straight-Line basis over the Lease term or on another systematic basis if that basis is more representative of the pattern of the Company benefit.

**As a Lessor**

Leases for which the Company is a Lessor is classified as Finance or operating Lease. Lease income from operating leases where the Company is a Lessor is recognized in income on a straight-line basis over the Lease Term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

**c) Financial assets**

Financial assets include cash and cash equivalent, trade and other receivables, investments in securities and other eligible current and noncurrent assets.

**i. Initial recognition and measurement**

All financial assets are recognised initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset.

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022****ii. Subsequent measurement**

Subsequent measurement is determined with reference to the classification of the respective financial assets. The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

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

- Debt instruments at amortised cost
- Debt / equity instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives, and equity instruments at fair value through profit or loss (FVTPL)

**Investment in Equity shares**

Investments in equity securities (Other than Investment in Subsidiaries) are initially measured at fair value. Any subsequent fair value gain or loss is recognized through Profit or Loss.

**Investment in Subsidiaries**

Investments in subsidiaries are carried at cost. The cost comprises price paid to acquire investment and directly attributable cost.

**iii. Derecognition**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's Balance Sheet) when:

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

**iv. Impairment of financial assets**

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the Business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been as significant increase in credit risk.

**v. Income Recognition**

Interest Income from debt instruments is recognised using the effective interest rate method.

**d) Financial Liabilities****i. Initial recognition and measurement**

All financial liabilities are recognised initially at fair value.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022**ii. Subsequent measurement**

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

**Financial liabilities at fair value through profit or loss**

Financial liabilities at FVTPL are measured at fair value and changes therein, including any interest expense, are recognised in Statement of Profit & Loss.

**Financial Liabilities measured at amortised cost -Loans and borrowings**

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

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

**iii. De recognition**

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

**e) Borrowing Costs**

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are added to the cost of those assets, until such time as the assets is substantially ready for their intended use. The Company considers a period of twelve months or more as a substantial period. Qualifying assets are assets that necessarily take a substantial period to get ready for their intended use.

Transaction costs in respect of long-term borrowings are amortised over the tenor of respective loans using effective interest method.

All other borrowing costs are expensed in the period in which they are incurred.

**f) Impairment of Non-Financial Assets**

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. [When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs]. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre- tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

**g) Revenue Recognition**

Revenue is measured at the fair value of the consideration received or receivable. The Company recognises revenues on sale of products, net of discounts, sales incentives, rebates granted, returns, sales taxes/GST and

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022**

duties when the products are delivered to customer or when delivered to a carrier for export sale, which is when title and risk and rewards of ownership pass to the customer. Export incentives are recognised as income as per the terms of the scheme in respect of the exports made and included as part of export turnover.

Revenue from sales is recognised when control of the products has transferred, being when the products are delivered to the customer, the customer has full discretion over the channel and price to sell / consume the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract or the acceptance provisions have lapsed.

Revenues from Storage contracts are recognized pro-rata over the period of the contract as and when services are rendered.

**Interest Income**

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable

**Dividend Income**

Dividend income (including from FVOCI investments) is recognised when the Company's right to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of the dividend can be measured reliably. This is generally when the shareholders or Board of Directors approve the dividend.

**h) Employee Benefits**

Employee benefits include salaries, wages, contribution to provident fund, gratuity, leave encashment towards un-availed leave, compensated absences, post-retirement medical benefits and other terminal benefits.

**i. Short-term employee benefit**

Wages and salaries, including non-monetary benefits that are expected to be settled within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

**ii. Post-employment benefits**

Defined contribution plan

Employee Benefit under defined contribution plans comprises of Contributory provident fund, Post Retirement benefit scheme, Employee pension scheme, composite social security scheme etc. is recognized based on the undiscounted amount of obligations of the Company to contribute to the plan. The same is paid to a fund administered through a separate trust.

**Defined benefit plan**

Defined benefit plans comprising of gratuity, post-retirement medical benefits and other terminal benefits, are recognized based on the present value of defined benefit obligations which is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period.

These are accounted either as current employee cost or included in cost of assets as permitted.

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022**

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

**Other long-term employee benefits**

Other long-term employee benefit comprises of leave encashment towards unavailed leave and compensated absences, these are recognized based on the present value of defined obligation which is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. These are accounted either as current employee cost or included in cost of assets as permitted.

Remeasurements of leave encashment towards unavailed leave and compensated absences are recognized in the Statement of Profit and Loss except those included in cost of assets as permitted in the period in which they occur.

**iii. Short term employee benefits**

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service. Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

**i) Income Taxes****i. Current income tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in co-relation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**ii. Deferred Tax**

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

Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.



**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022**

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternate Tax credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

**j) Foreign currency transactions****i. Functional and presentation currency**

Items included in the financial statements of the Company are measured in Indian Rupee which is functional and presentation currency

**ii. Transactions and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gain and losses resulting from the settlement of such transactions and from translation of monetary assets and liabilities denominated in foreign currency at the yearend exchange rate are generally recognised in profit or loss. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined.

In case of consideration paid or received in advance for foreign currency denominated contracts, the related expense or income is recognised using the rate on the date of transaction on initial recognition of a related asset or liability.

Exchange differences on monetary items are recognised in the Consolidated Statement of Profit and Loss in the period in which they arise except for:

- Exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- Exchange differences on transactions entered into in order to hedge certain foreign currency risks.

**k) Provisions and Contingent Liabilities/Assets**

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

Provisions for restructuring are recognised by the Company when it has developed a detailed formal plan for restructuring and has raised a valid expectation in those affected that the Company will carry out the restructuring by starting to implement the plan or announcing its main features to those affected by it.

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022**

Provisions are measured at the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). The measurement of provision for restructuring includes only direct expenditures arising from the restructuring, which are both necessarily entailed by the restructuring and not associated with the ongoing activities of the Company.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which 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 or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements.

Contingent assets are not recognised but disclosed when the inflow of economic benefits is probable. However, when the realization of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

**l) Earnings per Share**

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

**m) Trade and other payable**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

**n) Trade Receivable**

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business.

**o) Inventories**

Inventories are valued at the lower of cost and net realisable value. Costs includes, expenses incurred in bringing each product to its present location and condition and are accounted for as follows:

**Raw materials, Consumables Stores**

Raw materials /Consumables Stores are valued at cost after providing for cost of obsolescence / depletion. Cost is determined on first in, first out basis.

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022****Finished goods and work in progress**

Cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

**p) Investments**

The investments in subsidiaries are carried in these financial statements at historical Cost, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for as non-current assets held for sale and discontinued operations. On disposal of investment the difference between the net disposal proceeds and the carrying amount is charged or credited to the Statement of Profit and Loss.

**q) 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, which are subject to insignificant risk of changes in value.

**r) Share capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options and buyback of ordinary shares are recognized as a deduction from equity, net of any tax effects.

**s) Cash flow statement**

Statement of Cash Flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method, adjusting the net profit / (Loss) for the effects of:

- Changes during the period in inventories and operating receivables and payables transactions of a non-cash nature;
- Non-cash items such as depreciation, provisions, deferred taxes, unrealised foreign currency gains and losses and
- All other items for which the cash effects are investing or financing cash flows.

Cash and cash equivalents (including bank balances) shown in the Statement of Cash Flows exclude items which are not available for general use as on the date of Balance Sheet

**t) Offsetting financial instrument**

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle financial asset and liability on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

**u) Exceptional Items**

When items of income and expense within statement of profit and loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such material Items are disclosed separately as exceptional items.

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022****v) Segment Reporting**

Ind AS 108 establishes standards for the way that public enterprises report information about operating segments and related disclosures about products, services, geographic areas, and major customers. Based on the 'management approach' as defined in Ind AS 108, the company is required to present information in the manner which the Chief Operating Decision Maker ("CODM") (i.e. Chairman & Managing Director) evaluates the company's performance and allocates resources. The analysis is generally based on an analysis of various performance indicators by business segments. The accounting principles used in the preparation of the Financial Statements are consistently applied to record revenue and expenditure in individual segments, and are as set out in the relevant applicable accounting policies above. Revenue and identifiable operating expenses in relation to segments are categorised based on items that are individually identifiable to that segment.

Segment assets include all operating assets used by the business segments and consist principally of fixed assets, debtors and inventories. Segment liabilities include the operating liabilities that result from the operating activities of the business.

Segment assets and liabilities that cannot be allocated between the segments are shown as part of unallocated corporate assets and liabilities respectively. Income / Expenses relating to the enterprise as whole and not allocable on a reasonable basis to business segments are reflected as unallocated corporate income / expenses. Inter-segment transfers are accounted at prevailing market prices.

**w) New And Amended Standards Adopted By The Group New standards adopted by the Group:**

The Group has applied the following amendments to Ind AS for the first time for their annual reporting period commencing April 01, 2021:

- Extension of COVID-19 related concessions amendments to Ind AS 116
- Interest rate benchmark reform – amendments to Ind AS 109, Financial Instruments, Ind AS 107, Financial Instruments: Disclosures, Ind AS 104, Insurance Contracts and Ind AS 116, Leases.

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

**x) Amendments applicable from April 01, 2022**

The Ministry of Corporate Affairs has vide notification dated March 24, 2022 notified Companies (Indian Accounting Standards) Amendment Rules, 2022 which amends certain accounting standards, and are effective April 01, 2022. These amendments are not expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2022

## NOTE 6 : PROPERTY, PLANT AND EQUIPMENT

(₹ in Million)

PARTICULARS	FREEHOLD LAND	LEASEHOLD LAND	BUILDINGS	PLANT & MACHINERY	FURNITURE AND OFFICE EQUIPMENTS	VEHICLES	COMPUTEREDP EQUIPMENTS	TOTAL ASSETS
<b>Cost</b>								
<b>As at 1<sup>st</sup> April 2020</b>	<b>0.22</b>	<b>1.66</b>	<b>83.82</b>	<b>4,749.63</b>	<b>17.52</b>	<b>20.30</b>	<b>4.11</b>	<b>4,877.26</b>
Additions	-	-	3.50	94.60	7.26	5.80	5.74	116.91
Disposals	-	-	-	-	-	-	-	-
<b>As at 31<sup>st</sup> March 2021</b>	<b>0.22</b>	<b>1.66</b>	<b>87.32</b>	<b>4,844.23</b>	<b>24.78</b>	<b>26.11</b>	<b>9.85</b>	<b>4,994.17</b>
Additions	-	-	-	80.15	5.48	15.55	0.82	102.00
Disposals	-	-	-	-	-	-	-	-
<b>As at 31<sup>st</sup> March 2022</b>	<b>0.22</b>	<b>1.66</b>	<b>87.32</b>	<b>4,924.38</b>	<b>30.26</b>	<b>41.66</b>	<b>10.67</b>	<b>5,096.17</b>
<b>As at 1<sup>st</sup> April 2020</b>	-	<b>0.59</b>	<b>50.33</b>	<b>3,167.18</b>	<b>6.60</b>	<b>4.44</b>	<b>2.99</b>	<b>3,232.11</b>
Depreciation charge for the year	-	0.03	2.17	134.97	1.08	2.70	0.57	141.52
Disposals	-	-	-	-	-	-	-	-
<b>As at 31<sup>st</sup> March 2021</b>	-	<b>0.62</b>	<b>52.50</b>	<b>3,302.15</b>	<b>7.68</b>	<b>7.14</b>	<b>3.55</b>	<b>3,373.63</b>
Depreciation charge for the year	-	0.03	4.13	106.50	3.20	4.18	2.18	120.22
Disposals	-	-	-	-	-	-	-	-
<b>As at 31<sup>st</sup> March 2022</b>	-	<b>0.65</b>	<b>56.63</b>	<b>3,408.65</b>	<b>10.88</b>	<b>11.32</b>	<b>5.73</b>	<b>3,493.86</b>
<b>Net book value</b>								
<b>As at 31<sup>st</sup> March 2022</b>	<b>0.22</b>	<b>1.01</b>	<b>30.69</b>	<b>1,515.73</b>	<b>19.38</b>	<b>30.34</b>	<b>4.94</b>	<b>1,602.31</b>
<b>As at 31<sup>st</sup> March 2021</b>	<b>0.22</b>	<b>1.04</b>	<b>34.83</b>	<b>1,542.08</b>	<b>17.10</b>	<b>18.97</b>	<b>6.29</b>	<b>1,620.53</b>

Note: For details of Property, plant and equipment which are pledged as security for borrowings - Refer Note 21.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

## NOTE 7 : CAPITAL WORK- IN-PROGRESS : AGEING

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022				
	Amount of Capital Work-in-progress for a period of				
	Less than 1 year	1 to 2 Year	2 to 3 Year	More than 3 year	Total
Projects in progress	118.02	5.87	25.87	48.58	198.34
<b>Total</b>	<b>118.02</b>	<b>5.87</b>	<b>25.87</b>	<b>48.58</b>	<b>198.34</b>

Particulars	As at 31 <sup>st</sup> March 2021				
	Amount of Capital Work-in-progress for a period of				
	Less than 1 year	1 to 2 Year	2 to 3 Year	More than 3 year	Total
Projects in progress	5.87	25.87	36.86	48.08	116.68
<b>Total</b>	<b>5.87</b>	<b>25.87</b>	<b>36.86</b>	<b>48.08</b>	<b>116.68</b>

## NOTE 8 : INVESTMENTS

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022			As at 31 <sup>st</sup> March 2021		
	No of Shares	Face Value (₹)	Amount	No of Shares	Face Value (₹)	Amount
<b>Investment in equity instruments (quoted)</b>						
Aegis Logistics Ltd.	100	1.00	0.02	100	1.00	0.02
PNB Equity Shares	-	-	-	-	-	3.62
			<b>0.02</b>			<b>3.64</b>
<b>Investment in equity instruments (unquoted)</b>						
Emperius Intralogistics Pvt. Ltd. (Equity Shares)	500100	10.00	5.00	500100	10.00	5.00
Emperius Intralogistics Pvt. Ltd. (Preference Shares)	833500	10.00	8.34	833500	10.00	8.34
GBL Chemical Ltd.	99994	1.00	0.10	99994	1.00	0.10
GBL Clean Energy Pvt. Ltd	49999	10.00	0.50	-	-	-
GBL Infra Eng Services Pvt. Ltd	49999	10.00	0.50	-	-	-
GBL LPG Pvt Ltd	9999	10.00	0.10	9999	10.00	0.10
Infrastructure Logistic Systems Ltd	15072600	10.00	655.66	15072600	10.00	655.66
			<b>670.20</b>			<b>669.20</b>
<b>Debenture</b>						
Investment in Debenture - Adani Enterprises Limited			2.00			-
			<b>2.00</b>			-
<b>Total</b>			<b>672.22</b>			<b>672.84</b>

## NOTE 9 : LOANS

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
Loans & Advances to related parties (Refer Note 47)	147.52	-
Advances / ICDs given	60.69	68.33
<b>Total</b>	<b>208.21</b>	<b>68.33</b>



**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022**

a) Additional Disclosure required as per Schedule III amendments dated March 24, 2021

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
<b>For year ended 31<sup>st</sup> March 2022</b>		
Wholly owned Subsidiary Company	147.52	53%
<b>For year ended 31<sup>st</sup> March 2021</b>		
Wholly owned Subsidiary Company	-	-

b) Loan placed with wholly owned subsidiary GBL Clean Energy Pvt. Ltd, yielding 9% p.a. interest rate and terms of repayment are 5 years and on call thereafter.

**NOTE 10 : OTHER FINANCIAL NON-CURRENT ASSETS**

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
Margin Money Deposits with Banks (Held as lien by bank against bank guarantees)	17.16	12.64
Security Deposit	54.66	53.81
<b>Total</b>	<b>71.82</b>	<b>66.45</b>

Deposits under lien towards security for loan and guarantees issued on behalf of the Company.

**NOTE 11 : INVENTORIES**

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
Raw materials and components (at cost)	-	51.24
Work-in-progress (at cost)	-	54.61
Stores & Spares (at cost)	-	2.60
Finished goods (at cost or net realisable value whichever is lower)	-	16.30
<b>Total</b>	<b>-</b>	<b>124.75</b>

**NOTE 12 : CURRENT INVESTMENTS**

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
<b>Debenture</b>		
Muthoot Fincorp MLD	1.08	-
	<b>1.08</b>	-
<b>MUTUAL FUND</b>		
HDFC Medium Term Debt Fund - Growth	2.05	-
Union Medium duration fund - Regular plan - Growth	2.67	-
ICICI Prudential Equity & Debt Fund -Growth	0.54	-
ICICI Prudential Equity Savings Fund-Growth	0.31	-
ICICI Prudential Ultra Short Term Fund-Growth	0.22	-
Kotak Medium Term Fund Regular-Growth	2.04	-
Kotak Medium Term Fund Regular-Growth	0.52	-
SBI Bluechip Fund-Growth 26339649	0.51	2.50
	<b>8.86</b>	<b>2.50</b>
<b>Total</b>	<b>9.94</b>	<b>2.50</b>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

## NOTE 13 : TRADE RECEIVABLES

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
i. Unsecured and considered good		
From Related parties	15.35	3.85
From Others	341.97	424.44
ii. Having significant increase in credit risk	-	-
iii. Credit impaired	-	-
	<b>357.32</b>	<b>428.29</b>
Less: Allowance for bad and doubtful receivables (expected credit loss allowance)	45.91	32.36
<b>Total</b>	<b>311.41</b>	<b>395.93</b>

- a) In determining the allowances for credit losses of Trade Receivables, the Company has used a practical expedient by computing the Expected Credit Loss Allowance for Trade Receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The Expected Credit Loss allowance is based on the ageing of the receivables that are due and the rates used in the provision matrix.
- b) Since the Company calculates impairment under the simplified approach for Trade Receivables, it is not required to separately track changes in credit risk of Trade Receivables as the impairment amount represents Lifetime Expected Credit Loss. Accordingly, based on a harmonious reading of Ind AS 109 and the break-up requirements under Schedule III, the disclosure for all such Trade Receivables is made as shown above.
- c) Trade receivables does not include any receivables from directors and officers of the company.

**Reconciliation of Credit Loss allowance:**

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
Balance at the beginning of the year	32.36	32.36
Allowance for expected credit loss	13.55	-
Excess provision written back	-	-
<b>Balance at the end of the year</b>	<b>45.91</b>	<b>32.36</b>

**Ageing for Trade Receivables outstanding is as follows:**

(₹ in Million)

Particulars	Outstanding from following periods from due date of payment as on 31 <sup>st</sup> March 2022					Total
	Less than 6 Months	6 Months To 1 Year	1 Year To 2 Year	2 Year To 3 Year	More than 3 Year	
<b>Considered Good – Unsecured</b>						
Undisputed	206.49	23.02	8.15	18.35	55.39	311.40
Disputed						
<b>Trade Receivables – Credit Impaired</b>						
Undisputed	-	-	0.91	6.12	6.53	13.56
Disputed	-	-	-	-	32.36	32.36
<b>Total</b>	<b>206.49</b>	<b>23.02</b>	<b>9.06</b>	<b>24.47</b>	<b>94.28</b>	<b>357.32</b>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

Particulars	Outstanding from following periods from due date of payment as on 31 <sup>st</sup> March 2021					
	Less than 6 Months	6 Months To 1 Year	1 Year To 2 Year	2 Year To 3 Year	More than 3 Year	Total
<b>Considered Good – Unsecured</b>						
Undisputed	202.03	-	107.50	45.85	40.55	395.93
Disputed						
<b>Trade Receivables – Credit Impaired</b>						
Undisputed						
Disputed	-	-	-	-	32.36	32.36
<b>Total</b>	<b>202.03</b>	<b>-</b>	<b>107.50</b>	<b>45.85</b>	<b>72.91</b>	<b>428.29</b>

## NOTE 14 : CASH AND CASH EQUIVALENTS

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
Balances with banks In current accounts	105.59	97.60
Cash on hand	0.55	1.56
<b>Total</b>	<b>106.14</b>	<b>99.16</b>

## NOTE 15 : BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
Balances with Banks		
In term deposit accounts with maturity more than 3 months	339.03	185.18
<b>Total</b>	<b>339.03</b>	<b>185.18</b>

## NOTE 16 : LOANS

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
<b>(Unsecured, considered good)</b>		
Loans & advances – Employees	5.33	3.32
Advances / ICD given (short term)	62.60	49.41
<b>Total</b>	<b>67.93</b>	<b>52.73</b>

## NOTE 17 : OTHER FINANCIAL ASSETS

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
Others (Unsecured considered good unless otherwise stated)	0.03	2.51
<b>Total</b>	<b>0.03</b>	<b>2.51</b>

## NOTE 18 : OTHER CURRENT ASSETS

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
Prepaid expenses	0.43	0.81
Advances to suppliers	13.31	102.10
Others	7.12	13.03
<b>Total</b>	<b>20.86</b>	<b>115.94</b>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

## NOTE 19 : EQUITY SHARE CAPITAL

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022		As at 31 <sup>st</sup> March 2021	
	Nos.	₹ in Million	Nos.	₹ in Million
<b>Authorised:</b>				
<b>Equity Shares:</b>				
Equity shares of ₹1/- each	40,00,00,000	400.00	40,00,00,000	400.00
<b>Issued, Subscribed and Paid-up</b>				
<b>Equity Shares:</b>				
Equity shares of ₹1/- each	6,23,59,421	62.36	6,23,59,421	62.36
<b>Total</b>	<b>6,23,59,421</b>	<b>62.36</b>	<b>6,23,59,421</b>	<b>62.36</b>

## (a) Reconciliation of the shares outstanding at the beginning and at the end of the year.

Particulars	As at 31 <sup>st</sup> March 2022		As at 31 <sup>st</sup> March 2021	
	No of shares	Amount	No of shares	Amount
<b>At the beginning of the year</b>	<b>6,23,59,421</b>	<b>62.36</b>	<b>5,17,84,293</b>	<b>51.78</b>
Issued during the year	-	-	1,05,75,128	10.58
<b>Outstanding at the end of the year</b>	<b>6,23,59,421</b>	<b>62.36</b>	<b>6,23,59,421</b>	<b>62.36</b>

## (b) Terms/Rights attached to Equity shares

The company has only one class of equity shares having face value of ₹ 1/- per share. Each holder of equity shares is entitled to one vote per share. The Company if declares dividend would pay in Indian Rupees. The dividend, if proposed by the Board of Directors will be subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

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

Name of Shareholders	As at 31 <sup>st</sup> March 2022		As at 31 <sup>st</sup> March 2021	
	Number of shares held having face value of ₹ 1/- each	% of holding in class	Number of shares held having face value of ₹ 1/- each	% of holding in class
Susram Financial Services & Realty Pvt. Ltd	11345555	18.19%	10555555	16.93%
Stolt-Nielsen Singapore Pte Ltd	6111048	9.80%	6111048	9.80%
Ganesh Risk Management Pvt. Ltd	4969546	7.97%	4969546	7.97%
Sushila Pilani	3483363	5.59%	3483363	5.59%

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

## (d) The details of Promoters' shareholding are as under

Name of the promoters	As at 31 <sup>st</sup> March 2022		As at 31 <sup>st</sup> March 2021	
	Number of shares held having face value of ₹ 1/- each	% of holding in class	Number of shares held having face value of ₹ 1/- each	% of holding in class
<b>Equity shares of ₹ 1/- each fully paid</b>				
Susram Financial Services & Realty Pvt Ltd	1,13,45,555	18.19%	1,05,55,555	16.93%
Ganesh Risk Management Pvt Ltd	49,69,546	7.97%	49,69,546	7.97%
Sushila Pilani	34,83,363	5.59%	34,83,363	5.59%
Tarang Advisory Private Limited	30,00,183	4.81%	30,00,183	4.81%
Rishi Pilani	15,93,003	2.55%	15,93,003	2.55%
Poonam Pilani	10,80,807	1.73%	10,80,807	1.73%
Ashok Goel	10,00,000	1.60%	10,00,000	1.60%
Shankar Bijlani	5,00,000	0.80%	5,00,000	0.80%
Anish Modi	3,50,806	0.56%	3,50,806	0.56%
Gul Kewalram Bijlani	1,17,114	0.19%	1,17,114	0.19%
Sukesh Gupta	1,00,000	0.16%	1,00,000	0.16%
Krishan Gupta	1,00,000	0.16%	1,00,000	0.16%
Ramesh Pilani	50,700	0.08%	50,700	0.08%
Rhea Rishi Pilani	701	0.001%	701	0.001%
Vedansh Rishi Pilani	701	0.001%	701	0.001%
Dinesh Thapar	0	0.000%	0	0.000%

## NOTE 20 : OTHER EQUITY

(₹ in Million)

Particulars	Share Warrants	Reserves and surplus			Total other equity
		Capital Reserve	Securities Premium	Retained Earnings	
<b>As at 1<sup>st</sup> April 2020</b>	-	<b>666.27</b>	<b>382.50</b>	<b>349.84</b>	<b>1,398.61</b>
Net income / (loss) for the year	-	-	-	235.85	235.85
Issue of equity shares	-	-	645.08	-	645.08
Share forfeiture account	-	5.27	-	-	5.27
<b>As at 31<sup>st</sup> March 2021</b>	-	<b>671.54</b>	<b>1027.58</b>	<b>585.69</b>	<b>2,284.81</b>
<b>As at 1<sup>st</sup> April 2021</b>	-	<b>671.54</b>	<b>1027.58</b>	<b>585.69</b>	<b>2,284.81</b>
Net income / (loss) for the year	-	-	-	320.48	320.45
Other comprehensive income	-	-	-	-	-
Issued during the year	154.50	-	-	-	154.50
<b>As at 31<sup>st</sup> March 2022</b>	<b>154.50</b>	<b>671.54</b>	<b>1027.58</b>	<b>906.17</b>	<b>2,759.80</b>

**Share Warrants:** During FY 2021-22, the Company issued 60,00,000 warrants convertible into Equity Shares of face value ₹. 1 /- per share to be issued at price of ₹ 103/- (including premium of ₹ 102/-) to Non-promoters on Preferential basis in accordance with applicable provisions of the Companies Act, 2013. The Company has received 25% upfront money from the allottees.

**Nature and purpose of reserve :**

**Capital reserve :** There is no movement in Capital Reserve during the current year. The reserve is utilized in accordance with the provisions of the Companies Act 2013.

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022**

**Securities Premium:** The amount received in excess of face value of the Equity shares is recognized in Securities Premium. The reserve is utilized in accordance with the provisions of the Companies Act, 2013. There is no movement in Securities Premium during the current year & in previous year its created-on account of issue of shares at premium for acquisition of ILSL shares.

**Retained Earnings:** Retained Earnings are the profits that the Company has earned till date, less any transfer to General Reserve, dividends or other distributions paid to shareholders. The reserve can be utilised in accordance with the provision of the Companies Act, 2013.

**Other comprehensive income:** Other comprehensive income (OCI) represents the re-measurement loss on defined benefit plan, net of taxes that will not be re-classified to the Statement of Profit & Loss.

**NOTE 21 : BORROWINGS (AT AMORTISED COST)**

(₹ in Million)

Particulars	As at	As at
	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
Term loan (secured)		
-Term loans from banks	97.11	199.44
Term loan (unsecured)		
-Term loans from associates	-	89.72
<b>Total</b>	<b>97.11</b>	<b>289.16</b>

**Details of Interest and repayment schedule for secured long term borrowings is as under:**

Type of loan	Loan outstanding as at 31 <sup>st</sup> March 2022 (₹ in Million)			Sanction amount	Rate of interest	Remaining Repayment terms	Security / Guarantee
	Non Current	Current	Total				
Union Bank of India	59.82	76.20	136.02	280.00	7.50% p.a.	20 monthly installments	Secured by first charge all Fixed assets (Storage tanks, pipelines (embedded in earth), plant, land, building etc.) located at JNPT plot no. 7, Cochin, Goa and both the manufacturing factories of Chemical division at Tarapur
Union Bank of India	35.22	24.00	59.22	72.00	7.50% p.a.	29 monthly installments	Secured by first charge all Fixed assets (Storage tanks, pipelines (embedded in earth), plant, land, building etc.) located at JNPT plot no. 7, Cochin, Goa and both the manufacturing factories of Chemical division at Tarapur
Yes Bank Limited	1.64	1.15	2.79	5.40	11% p.a.	27 monthly installments	Hypothecation of cars
Yes Bank Limited	0.43	0.20	0.63	1.00	11% p.a.	34 monthly installments	Hypothecation of cars
	<b>97.11</b>	<b>101.55</b>	<b>198.66</b>	<b>486.40</b>			

**NOTE 22 : PROVISIONS**

(₹ in Million)

Particulars	As at	As at
	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
Provision for gratuity (Refer Note 46)	28.68	27.40
Provision for leave encashment	3.85	4.33
<b>Total</b>	<b>32.53</b>	<b>31.73</b>



NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

## NOTE 23 : DEFERRED TAX LIABILITIES (NET)

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
<b>Income tax expense recognised in the Statement of Profit and Loss</b>		
<b>Current Tax:</b>		
Current Tax on Profits for the year	121.65	90.53
Deferred Tax	(1.78)	180.20
<b>Total</b>	<b>119.87</b>	<b>270.73</b>

## Components of Deferred Tax

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
<b>Deferred Tax Liabilities</b>		
Property, Plant and Equipment	203.94	199.67
Right-to-Use Assets	8.03	-
Security Deposit	0.83	-
Other temporary differences	0.10	0.76
<b>Total Deferred Tax Liabilities</b>	<b>212.90</b>	<b>200.43</b>
<b>Deferred Tax Assets</b>		
Allowance for doubtful advances/ debts	13.93	10.51
Defined Benefit Obligations	11.27	9.72
Lease liabilities	9.28	-
<b>Total Deferred Tax Assets</b>	<b>34.48</b>	<b>20.23</b>
<b>Net Deferred Tax Liabilities</b>	<b>178.42</b>	<b>180.20</b>

## NOTE 24 : BORROWINGS (CURRENT, AT AMORTISED COST)

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
<b>Secured</b>		
Short Term Overdraft - from banks*	0.42	-
Current Maturities of Long-Term Debt (Refer Note 21)	101.55	89.80
<b>Unsecured</b>		
Term Loans - from other parties	-	100.00
<b>Total</b>	<b>101.97</b>	<b>189.80</b>

\*₹0.42 Million Secured short term overdraft facility availed from Central Bank of India against security of Fixed Deposit. The interest rates is 5.45% p.a.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

## NOTE 25 : TRADE PAYABLES

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
Trade payables		
-total outstanding dues of micro and small enterprises	2.90	8.34
-total outstanding dues of creditors other than micro and small enterprises	369.44	468.21
<b>Total</b>	<b>372.34</b>	<b>476.55</b>

- i. Disclosure with respect to related party transactions is given in note 47.
- ii. Micro and small enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 have been determined based on the information available with the Company and the required disclosures are given below:

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
Principal amount out standing as at end of year	2.90	8.34
Principal amount over due more than 45 days	2.35	2.43
Interest due and un paid as at end o f year	0.32	0.07
Interest paid to the supplier	-	-
Payment made beyond the appointed day during the year	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further interest remaining due and payable	-	-

- iii. Ageing for Trade Payables outstanding is as follows:

Particulars	Not Due	Outstanding from due date of payment as on 31 <sup>st</sup> March 2022				
		Less than 1 year	1 to 2 Year	2 to 3 Year	More than 3 year	Total
<b>Unsecured and considered good</b>						
(i) MSME	0.54	2.36	-	-	-	2.90
(ii) Others	106.21	183.82	24.90	27.80	26.71	369.44
(iii)Disputed dues - MSME	-	-	-	-	-	-
(iv)Disputed dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>106.75</b>	<b>186.18</b>	<b>24.90</b>	<b>27.80</b>	<b>26.71</b>	<b>372.34</b>

Particulars	Not Due	Outstanding from due date of payment as on 31 <sup>st</sup> March 2021				
		Less than 1 year	1 to 2 Year	2 to 3 Year	More than 3 year	Total
<b>Unsecured and considered good</b>						
(i) MSME	0.12	8.22	-	-	-	8.34
(ii) Others	101.92	281.24	26.30	29.92	28.83	468.21
(iii)Disputed dues - MSME	-	-	-	-	-	-
(iv)Disputed dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>102.04</b>	<b>289.46</b>	<b>26.3</b>	<b>29.92</b>	<b>28.83</b>	<b>476.55</b>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

## NOTE 26 : OTHER FINANCIAL LIABILITIES

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
Statutory Dues payable	19.51	9.45
Outstanding Expenses	23.40	6.88
Other Advances	5.00	5.00
Security Deposit received	15.37	15.37
<b>Total</b>	<b>63.28</b>	<b>36.70</b>

## NOTE 27 : OTHER CURRENT LIABILITIES

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
Advance from Customers	8.09	27.47
<b>Total</b>	<b>8.09</b>	<b>27.47</b>

## NOTE 28 : PROVISIONS

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
Provision for Leave Encashment	0.49	0.43
Provision for Termination Benefits - Gratuity (Refer Note 46)	11.77	9.48
<b>Total</b>	<b>12.26</b>	<b>9.91</b>

## NOTE 29 : REVENUE FROM OPERATIONS

(₹ in Million)

Particulars	Year ended 31 <sup>st</sup> March 2022	Year ended 31 <sup>st</sup> March 2021
<b>Sale of services (LST Division)</b>		
Storage charges / EPC #	1,467.74	1,493.20
<b>Sale of products (Chemical Division)</b>		
Sale of Chemicals	1,285.23	1,102.44
<b>Other operating revenues (Chemical Division)</b>		
Job work charges for Wholly Owned Subsidiary	153.85	-
<b>Total</b>	<b>2,906.82</b>	<b>2,595.64</b>

# EPC revenue includes Reversal of Trading revenue amounting to ₹ 16.40 Million ( ₹ Nil in FY 2020-21)

## A. Disaggregation revenue information

Particulars	Year ended 31 <sup>st</sup> March 2022	Year ended 31 <sup>st</sup> March 2021
<b>i. Revenue based on geography</b>		
Revenue from operations with in the country	2,797.62	2,530.34
Revenue from operations out side the country	109.20	65.30
<b>Total</b>	<b>2,906.82</b>	<b>2,595.64</b>
<b>ii. Timing of revenue recognition</b>		
Goods transferred at a point in time	1,285.23	1,102.44
Services transferred over time	1,621.59	1,493.20
<b>Total</b>	<b>2,906.82</b>	<b>2,595.64</b>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

## NOTE 30 : OTHER INCOME

(₹ in Million)

Particulars	Year ended 31 <sup>st</sup> March 2022	Year ended 31 <sup>st</sup> March 2021
Interest on Bank deposits	14.22	2.51
Interest Others	9.95	4.86
Income on IND AS	0.13	-
Misc Receipts including sundry balances written back	3.40	4.42
<b>Total</b>	<b>27.70</b>	<b>11.79</b>

## NOTE 31 : COST OF MATERIAL CONSUMED

(₹ in Million)

Particulars	Year ended 31 <sup>st</sup> March 2022	Year ended 31 <sup>st</sup> March 2021
Inventories at the beginning of the year	51.24	29.66
Add : Purchases	675.90	666.72
	<b>727.14</b>	<b>696.38</b>
Less: Inventories at the end of the year	-	51.24
<b>Total</b>	<b>727.14</b>	<b>645.14</b>

## NOTE 32 : PURCHASE OF STOCK IN TRADE

(₹ in Million)

Particulars	Year ended 31 <sup>st</sup> March 2022	Year ended 31 <sup>st</sup> March 2021
Chemicals	314.71	141.02
<b>Total</b>	<b>314.71</b>	<b>141.02</b>

## NOTE 33 : CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK IN TRADE AND WORK-IN-PROGRESS

(₹ in Million)

Particulars	Year ended 31 <sup>st</sup> March 2022	Year ended 31 <sup>st</sup> March 2021
Work in Progress - Opening	54.61	23.65
Work in Progress - Closing	-	54.61
	<b>54.61</b>	<b>(30.96)</b>
Finished Goods - Opening	16.30	6.92
Finished Goods - Closing	-	16.30
	<b>16.30</b>	<b>(9.38)</b>
<b>Total</b>	<b>70.91</b>	<b>(40.33)</b>

## NOTE 34 : EMPLOYEE BENEFITS EXPENSE

(₹ in Million)

Particulars	Year ended 31 <sup>st</sup> March 2022	Year ended 31 <sup>st</sup> March 2021
Salaries, wages and bonus	156.96	137.49
Contribution to provident and other funds	1.84	1.84
Director remuneration	9.42	7.57
Gratuity expense (Refer note : 46)	4.74	4.83
Staff welfare expenses	2.63	2.46
<b>Total</b>	<b>175.59</b>	<b>154.19</b>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

## NOTE 35 : FINANCE COSTS

(₹ in Million)

Particulars	Year ended 31 <sup>st</sup> March 2022	Year ended 31 <sup>st</sup> March 2021
Interest on borrowings	25.35	60.46
Other financial charges	3.79	1.42
Interest on lease liabilities	2.31	-
<b>Total</b>	<b>31.45</b>	<b>61.88</b>

## NOTE 36 : DEPRECIATION AND AMORTISATION EXPENSE

(₹ in Million)

Particulars	Year ended 31 <sup>st</sup> March 2022	Year ended 31 <sup>st</sup> March 2021
Depreciation of property, plant and equipment	120.23	141.52
Amortisation of right to use assets	6.97	-
<b>Total</b>	<b>127.20</b>	<b>141.52</b>

## NOTE 37 : OTHER EXPENSES

(₹ in Million)

Particulars	Year ended 31 <sup>st</sup> March 2022	Year ended 31 <sup>st</sup> March 2021
Power and fuel	145.48	116.45
Labour/Service charges, Freight, Warehousing and Handling charges, Repairs & Maintenance etc. (including EPC division)	359.64	269.52
Consumption of stores, spare & packing material (including EPC division)	124.10	249.66
Rent	106.12	72.09
Rates and Taxes	0.16	3.06
Water Charges	10.27	8.01
Directors sitting fees	0.45	0.24
Postage and Telephone	2.65	1.84
Printing and Stationery	2.83	3.25
Insurance	10.36	9.89
Legal and Professional Fees	155.50	87.19
Travelling & Conveyance Expenses	24.67	19.71
Licence & Application fee	10.55	3.43
Stock exchange listing fees	0.30	0.48
Audit Fees	1.05	1.09
Donation	0.31	0.30
General expenses	6.76	4.68
Membership, Subscription & Periodicals	2.65	0.83
CSR Contribution Expenditure	7.75	6.84
Foreign exchange Fluctuation Loss (Net)	0.65	0.83
Advertisement Expenses	0.39	2.72
Sales Promotion & Other Marketing Expenses	14.21	10.03
Distribution expenses	7.38	6.99
Brokerage & commission	18.55	20.94
Discount given	0.08	1.38
Sundry balances w/off	3.82	3.92
Provision for Doubtful Debts	13.55	-
Bad Debts written off	8.97	33.54
<b>Total</b>	<b>1,039.20</b>	<b>938.91</b>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

## Note:

## Auditor's remuneration (excluding taxes):

(₹ in Million)

Particulars	Year ended 31 <sup>st</sup> March 2022	Year ended 31 <sup>st</sup> March 2021
Statutory audit fees including limited review	1.05	0.93
Other Certification charges	-	0.16
<b>Total</b>	<b>1.05</b>	<b>1.09</b>

## NOTE 38 : EXCEPTIONAL ITEMS

(₹ in Million)

Particulars	Year ended 31 <sup>st</sup> March 2022	Year ended 31 <sup>st</sup> March 2021
Prior Period Expenses	(0.42)	-
Compensation Income	8.42	-
Amount paid to M/s Avron Chemicals Pvt. Ltd as per order of Hon'ble Mumbai High Court and the said payment pertains to buying of raw material from Avron and the payment is binding as per the said High Court order	(16.10)	(58.50)
<b>Total</b>	<b>(8.10)</b>	<b>(58.50)</b>

## NOTE 39 : COMPONENTS OF OTHER COMPREHENSIVE INCOME (OCI)

(₹ in Million)

During the year ended 31<sup>st</sup> March 2022

Particulars	Amount
Remeasurement gains (losses) on defined benefit plans (Incl. Income tax effect)	0.12
<b>Total</b>	<b>0.12</b>

During the year ended 31<sup>st</sup> March 2021

Particulars	Amount
Remeasurement gains (losses) on defined benefit plans (Incl. Income tax effect)	3.03
<b>Total</b>	<b>3.03</b>

## NOTE 40 : EARNINGS PER SHARE (EPS)

Basic and diluted Earnings per Share [EPS] computed in accordance with Ind AS 33 "Earnings per Share":

Particulars	Year ended 31 <sup>st</sup> March 2022	Year ended 31 <sup>st</sup> March 2021
Face Value of Equity Share	₹1	₹1
Profit attributable to equity shareholders (₹ in Million) (A)	320.35	235.87
Weighted average number of equity shares for basic EPS (B)	6,23,59,421	5,58,11,534
Effect of dilution :		
Total weighted average potential equity shares	-	-
Weighted average number of equity shares adjusted for the effect of dilution (C)	6,23,59,421	5,58,11,534
Basic EPS (Amount in ₹) (A/B)	5.14	4.23
Diluted EPS (Amount in ₹) (A/C)	5.14	4.23



**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022****NOTE 41 : RESEARCH AND DEVELOPMENT ACTIVITIES**

(₹ in Million)

Details of expenditure incurred in respect of research and development activities undertaken during the year is as follows:

Particulars	Year ended 31 <sup>st</sup> March 2022	Year ended 31 <sup>st</sup> March 2021
Revenue expenditure charged to profit and loss account	0.22	0.14

**NOTE 42 : ADDITIONAL REGULATORY INFORMATION**

Additional Regulatory Information pursuant to Clause 6L of General Instructions for preparation of Balance Sheet as given in Part I of Division II of Schedule III to the Companies Act, 2013, are given hereunder to the extent relevant and other than those given elsewhere in any other notes to the Financial Statements.

- a) The title in respect of self-constructed buildings and title deeds of all other immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
- b) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- c) The Company has not availed any Working Capital facility against stock and debtors at any time during the year.
- d) The Company has not been declared as a willful defaulter by any lender who has powers to declare a company as a willful defaulter at any time during the financial year or after the end of reporting period but before the date when the financial statements are approved.
- e) The Company does not have any transactions with struck-off companies.
- f) The Company does not have any charges or satisfaction which is yet to be registered with the Registrar of Companies (ROC) beyond the statutory period.
- g) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act 2013 read with Companies (Restrictions on number of Layers) Rules, 2017.
- h) The company has not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities(intermediaries), with the understanding that the intermediary shall;
  - i. 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
  - ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- i) The Company has not received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall;
  - i. 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
  - ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- j) The Company does not have any transactions which is not recorded in the books of accounts but has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 ( such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022**

- k) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- l) Ratios

Particulars	Formula	31 <sup>st</sup> March 2022			31 <sup>st</sup> March 2021			% Variance	Reason for Variance
		Numerator (₹ in Million)	Denominator (₹ in Million)	Ratio	Numerator (₹ in Million)	Denominator (₹ in Million)	Ratio		
Current Ratio	Current assets/ Current liabilities	937.27	568.34	1.65	1,043.86	740.43	1.41	17%	
Debt-equity ratio	Total debt/ Shareholder's Equity	199.08	2,822.16	0.07	478.96	2,347.17	0.20	-65%	Ratio has improved due to decrease in debt
Debt service coverage ratio	Earnings available for debt service/ Debt Service	591.23	109.06	5.42	674.02	181.29	3.72	46%	Ratio has improved due to increase in profitability and decrease in debt.
Return on equity ratio	Net Profits after taxes/ Average Shareholder's Equity	320.45	2,584.67	0.12	238.88	1,901.41	0.13	-1%	
Inventory turnover Ratio	Sales/ Average Inventory	2,934.52	62.38	47.05	2,607.43	93.89	27.77	69%	Ratio has improved due to decrease in inventory and increase in revenue
Trade receivables turnover ratio	Net Credit Sales/ Average Accounts Receivable	2,934.52	353.67	8.30	2,607.43	372.56	7.00	19%	
Trade payables turnover ratio	Net Credit Purchases/ Average Trade Payables	990.61	424.45	2.33	807.74	469.59	1.72	36%	Ratio has improved due to better working capital management
Net capital turnover ratio	Net Sales/ Working Capital	2,934.52	368.93	7.95	2,607.43	303.43	8.59	-7%	
Net profit ratio %	Net Profit/ Net Sales	320.45	2,934.52	11%	238.88	2,607.43	9%	19%	
Return on capital employed %	Earning before interest and taxes(EBIT)/ Capital Employed	471.65	3,199.66	15%	568.46	3,006.33	19%	-22%	

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

Particulars	Formula	31 <sup>st</sup> March 2022			31 <sup>st</sup> March 2021			% Variance	Reason for Variance
		Numerator (₹ in Million)	Denominator (₹ in Million)	Ratio	Numerator (₹ in Million)	Denominator (₹ in Million)	Ratio		
Return on investment %	Income generated from invested funds/ Average invested funds in treasury investments	14.22	283.23	5.02%	2.51	105.28	2.38%	111%	Ratio has improved due to increase in investments yielding more returns

## NOTE 43 : CONTINGENT LIABILITIES AND COMMITMENTS

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
1. Claims by parties against company not acknowledged as Debt.	166.80	178.09
2. Morgan Securities and Credits Pvt Ltd has initiated arbitration proceedings to recover the outstanding claim on ICD of ₹ 3.4 Million advanced to GBL in year 2000. The Arbitrator has passed an award on December, 09, 2015 for ₹ 540 Million against GBL (Principal ₹ 3.4 Million plus Exorbitant Interest of ₹ 536.60 Million on this principal amount which was calculated @ 3% p.m. with monthly rest till date of Award) GBL has challenged the said Award by filing an appeal before the Hon'ble High Court of Delhi.  The Hon'ble High Court of Delhi vide an ex-parte order of dated November 17, 2020 restrained the Company from acting further in process of the preferential allotment. GBL seek out the vacation of order dated November 17, 2020 and the High Court of Delhi vide its order dated January 21, 2021 modified the ex-parte order of November 17, 2020 and allowed the Company to proceed with preferential allotment in pursuant to SSPA (Share Sale and Purchase Agreement) subject to the deposit of ₹ 30 Million towards the outstanding principal amount of ₹ 3.4 Million and a simple interest of 36% per annum on it from September 28, 2001 till date of order of the Court. The Hon'ble High Court of Delhi observed prima-facia view that the claim of 36% interest with monthly rest by which principal amount ₹ 3.4 Million along with interest has become ₹ 900 Million (260 times) appears to be <b>against the most basic notion of Justice</b> . GBL has deposited the full amount of ₹ 30 Million with Registry of Delhi High Court in compliance of the said Order.	NIL	NIL

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
<p>GBL has filed a criminal complaint against Morgan Securities and Credit Pvt Ltd and its Directors for act of Cheating and breach of trust at Andheri Court, Mumbai u/s. 403,406,420,120-B for fraudulently sale of 15 lacs pledged shares of Company. On 11.09.2012, Hon'ble Andheri Court has issued process against all accused under said Sections of IPC. The said order was challenged by Morgan Securities and Credit Pvt Ltd &amp; its Directors in the Hon'ble revisional (Session) Court and finally on 26.04.2021, Hon'ble High Court of Bombay dismissed all the writ petitions filed by the Directors of Morgan Securities and Credits Pvt Ltd and allowed all the writ petitions of the Company by restoring the Order dated 22.03.2017 passed Hon'ble Andheri Court to issue process u/s. 406,420 r/w.34 of IPC against Morgan securities &amp; Credits Pvt Ltd and its Directors. Further, Order dated 26.04.2021 of Bombay High Court was challenged by Morgan Securities and Credit Pvt Ltd in Hon'ble Supreme Court of India which is pending for hearing.</p>		
<p>3. Claim of Marmugao Port Trust (MPT) in Arbitration, towards disputed land allotted to Company by MPT and not acknowledged as Debt. The Company has also filed counterclaim of ₹ 40 Million the Arbitration. As per view of the Advocates there are good chances of winning of the said arbitration case in favor of Company (GBL).</p>	30.00	30.00
<p>4. The State Trading Corporation (STC) had claimed the amount aggregating to ₹ 242.64 Million in relation to certain transactions pertaining to period 2004-2008 which was disputed and not acknowledged as debt by the company and hence, said was being shown as "Contingent Liability" in the financial statements in the past. This was also treated as contingent liability in the scheme of revival approved under the provisions of the erstwhile Sick Industrial Companies (Special Provisions) Act, 1985 by order dated 04.12.2015 of the Hon'ble Delhi High Court.</p> <p>Subsequently, STC had filed an application u/s 9 of the Insolvency &amp; Bankruptcy Code, 2016 in Mumbai NCLT, which came about to be disposed of by the order passed by Adjudicating Authority in Feb 2020 requiring the company to pay ₹ 21.89 Million to STC in consonance with the revival scheme. Given that the company did pay the amount as per the said order of Adjudicating Authority in full and final settlement of all alleged but disputed claims of STC, the company discontinued to show the said contingent liability in the financial statements thereafter. Even though STC upon receiving the full amount of ₹ 21.89 Million as per NCLT order has belatedly filed an appeal against the above referred NCLT order before NCLAT Delhi which is currently pending at admission stage.</p>	NIL	NIL
<p>5. Show Cause Notice (SCN) No. CGST/Bel-V/R-II/CBDT/GBL/148/20-21/1489 dated 20.10.2021 received from Assistant Commissioner (Division-V), GST &amp; Central Excise, Belapur Commissionerate, Navi Mumbai for the period Apr 2016 to 30 June 2017 for Reconciliation difference between revenue as per STR &amp; ITR. As per the view of GST consultant this show cause notice will not sustained due to technical issues</p>	4.68	NIL
<p>6. Bank Guarantee Limits</p>	79.64	69.20

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
<b>Commitments</b>		
Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-

**NOTE 44 : SEGMENT REPORTING AS PER IND AS 108 ON "OPERATING SEGMENT"****a) Description of segments and principal activities:**

The Company has determined following reporting segments based on the information reviewed by the Company's Chief Operating Decision Maker ('CODM') (i.e. Chairman & Managing Director):

- Segment-1, Chemical
- Segment-2, Liquid Storage Terminal (LST)

The above business segments have been identified considering:

- the nature of products and services
- the differing risks and returns
- the internal organisation and management structure, and
- the internal financial reporting system

The Chief Operating Decision Maker ("CODM") evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by operating segments. The CODM reviews revenue and profit as the performance indicator for all of the operating segments.

The Company is primarily engaged in the business of Chemical and Liquid Storage Terminal (LST). The Company as presented segment information on the basis of Financial Statements in accordance with Ind AS 108 "Operating Segments".

Particulars	Year ended 31 <sup>st</sup> March 2022 (Audited)	Year ended 31 <sup>st</sup> March 2021 (Audited)
<b>1. Segment Revenue (Net sales and Services)</b>		
a) Chemical Division	1,439.08	1,102.45
b) Liquid Storage Terminal (LST)	1,467.74	1,493.19
<b>Net sales /Income from Operations</b>	<b>2,906.82</b>	<b>2,595.64</b>
<b>2. Segment Results</b>		
Profit(+)/Loss (-) Before Tax and Interest but after DEPRECIATION		
a) Chemical Division	(44.51)	114.57
b) Liquid Storage Terminal (LST)	496.59	500.63
<b>Total</b>	<b>452.08</b>	<b>615.20</b>
<b>Less.: Interest</b>	(31.45)	(61.88)
<b>Add.: Un -allocable income</b>	27.70	11.78
<b>Less:-Un-allocable Expenditure</b>	-	-
<b>Total Profit /(Loss) Before Tax &amp; Exceptional Items</b>	<b>448.33</b>	<b>565.10</b>
<b>Exceptional Income/(Expense)/Prior Period Expenditures</b>	(8.10)	(58.50)
<b>Total Profit /(Loss) Before Tax</b>	<b>440.23</b>	<b>506.60</b>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

Particulars	Year ended 31 <sup>st</sup> March 2022 (Audited)	Year ended 31 <sup>st</sup> March 2021 (Audited)
<b>3. Segment assets</b>		
a) Chemical Division	170.26	283.10
b) Liquid Storage Terminal (LST)	3,241.93	2,650.14
c) Unallocated	231.27	590.29
<b>Total Segment Assets</b>	<b>3,643.46</b>	<b>3,523.53</b>
<b>4. Segment Liability</b>		
a) Chemical Division	232.36	338.77
b) Liquid Storage Terminal (LST)	139.98	137.78
c) Unallocated	228.53	295.61
<b>Total Segment Liability</b>	<b>600.87</b>	<b>772.16</b>
<b>Capital Employed</b>	<b>3,042.59</b>	<b>2,751.37</b>

Segment assets and Segment Liabilities are measured in the same way as in the financial statements. The Company's borrowing are not considered to be segment liabilities, but are managed by the treasury function.

Particulars	Year ended 31 <sup>st</sup> March 2022			Year ended 31 <sup>st</sup> March 2021		
	Capital Expenditure	Non-Cash Expenditure other than depreciation	Depreciation & Amortization	Capital Expenditure	Non-Cash Expenditure other than depreciation	Depreciation & Amortization
Chemical Division	67.92	-	13.99	69.85	-	59.45
Liquid Storage Terminal (LST)	122.72	-	113.21	52.93	-	82.07
<b>Total</b>	<b>190.64</b>	<b>-</b>	<b>127.20</b>	<b>122.78</b>	<b>-</b>	<b>141.52</b>

The information relating to revenue from external customers and location of non-current assets of its single reportable segment has been disclosed as below:

**b) Revenue from operations**

(₹ in Million)

Particulars	Year ended 31 <sup>st</sup> March 2022	Year ended 31 <sup>st</sup> March 2021
India	2,797.62	2,530.34
Outside India	109.20	65.30
<b>Total</b>	<b>2,906.82</b>	<b>2,595.64</b>

**c) Non-current assets**

All non-current assets of the Company are located in India.



NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

## NOTE 45 : FINANCIAL INSTRUMENTS

## a) Capital Risk management

The Company being in a capital intensive industry, its objective is to maintain a strong credit rating, healthy capital ratios and establish a capital structure that would maximise the return to stakeholders through optimum mix of debt and equity.

The Company's capital requirement is mainly to fund its capacity expansion and repayment of principal and interest on its borrowings. The principal source of funding of the Company has been, and is expected to continue to be, cash generated from its operations supplemented by funding from bank borrowings and the equity capital by way of preferential allotment. The Company is not subject to any externally imposed capital requirements.

The Company regularly considers other financing and refinancing opportunities to diversify its debt profile, reduce interest cost and elongate the maturity of its debt portfolio, and closely monitors its judicious allocation amongst competing capital expansion projects, to capture market opportunities at minimum risk.

The Company monitors its capital using gearing ratio, which is net debt, divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, bank balances other than cash and cash equivalents and current investments.

**Gearing Ratio:**

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
Long term borrowings	97.11	289.16
Current maturities of long term debt and finance lease obligations	101.97	189.80
Less: Cash and cash equivalent	106.14	99.16
Less: Bank balances other than cash and cash equivalents	339.03	185.18
Less: Current investments	9.94	2.50
<b>Net debt</b>	<b>(256.03)</b>	<b>192.12</b>
<b>Total equity</b>	<b>2,822.16</b>	<b>2,347.17</b>
<b>Gearing ratio</b>	<b>-</b>	<b>0.08</b>

- i. Equity includes all capital and reserves of the Company that are managed as capital.
- ii. Debt is defined as long and short term borrowings, as described in notes 21 and 24.

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

## b) Categories and hierarchy of financial instruments

The fair value of financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between the willing parties, other than in a forced or liquidation sale. The following methods and assumptions have been used to estimate the fair values:

Fair value of cash and short-term deposits, trade and other short-term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to the short-term maturities of these instruments

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022**

Financial Instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rate and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for the expected losses of these receivables.

**Fair value hierarchy**

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

All financial assets and liabilities are classified as level 3 and hence the carrying value represents the fair value of the financial assets and liabilities.

The carrying values of the financial instruments by categories were as follows:

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022			As at 31 <sup>st</sup> March 2021		
	FVTPL	PVTOCI	Amortised Cost	FVTPL	PVTOCI	Amortised Cost
<b>Financial assets Measured at amortised cost</b>						
Investments – Current	9.94	-	-	2.50	-	-
Investments – Non-current	-	-	672.22	-	-	672.84
Trade receivables	-	-	311.41	-	-	395.93
Cash and cash equivalents	-	-	106.14	-	-	99.16
Bank balances other than cash and cash equivalents	-	-	339.03	-	-	185.18
Other financial assets	-	-	347.99	-	-	190.02
<b>Total financial assets at amortised cost</b>	<b>9.94</b>	<b>-</b>	<b>1776.79</b>	<b>2.50</b>	<b>-</b>	<b>1543.13</b>
<b>Financial liabilities Measured at amortised cost</b>						
Long term Borrowings	-	-	199.08	-	-	478.96
Trade payables	-	-	372.34	-	-	476.55
Other financial liabilities	-	-	100.51	-	-	36.70
<b>Total financial liabilities carried at amortised cost</b>	<b>-</b>	<b>-</b>	<b>671.93</b>	<b>-</b>	<b>-</b>	<b>992.21</b>

**c) Financial risk management objectives and policies:**

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

The Company's principal financial liabilities comprise of loan from banks and financial institutions, finance lease obligations and trade payables. The main purpose of these financial liabilities is to raise finance for the Company's operations. The Company has various financial assets such as trade receivables, cash and short term deposits, which arise directly from its operations.

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022**

The main risks arising from Company's financial instruments are foreign currency risk, interest rate risk, credit risk and liquidity risk. The Board of Directors review and agree policies for managing each of these risks.

**d) Financial risk management**

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimize potential adverse effects of all the risk on its financial performance. The Board of Directors and the Audit Committee are responsible for overseeing the Company's risk assessment and management policies and processes.

The risk management policies are established to ensure timely identification and evaluation of risks, setting acceptable risk thresholds, identifying and mapping controls against these risks, monitor the risks and their limits, improve risk awareness and transparency. Risk management systems are reviewed regularly to reflect changes in the market conditions and the Company's activities to provide reliable information to the Management and the Board to evaluate the adequacy of the risk management framework in relation to the risk faced by the Company.

The risk management policies aims to mitigate the following risks arising from the financial instruments:

- Market risk
- Credit risk; and
- Liquidity risk

**e) Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market prices. The Company is exposed in the ordinary course of its business to risks related to changes in foreign currency exchange rates and interest rates.

The Company seeks to minimize the effects of these risks by using derivative and non-derivative financial instruments. The use of derivatives and non-derivative financial instruments is governed by the Company's policies approved by the Board of Directors, which provide written principles on foreign exchange risk, interest rate risk, credit risk, and the investment of excess liquidity. Compliance with policies and exposure limits is reviewed by the Management and the internal auditors on a continuous basis. The Company does not enter into or trade financial instruments, including derivatives for speculative purposes.

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of change in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk such as equity price risk and commodity risk.

**f) Interest rate risk :**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The borrowings of the Company are principally denominated in rupees with a mix of fixed and floating rates of interest. The risk is managed by the Company by maintaining an appropriate mix between fixed and floating rate borrowings.

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022**

The following table provides a break-up of the Company's fixed and floating rate borrowings: (₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
Fixed rate borrowings	3.84	4.64
Floating rate borrowings	195.24	284.60
Interest free borrowings	-	189.72
<b>Total</b>	<b>199.08</b>	<b>478.96</b>

**Interest rate sensitivity**

The sensitivity analysis below have been determined based on the exposure to interest rates for floating rate liabilities, assuming the amount of the liability outstanding at the year-end was outstanding for the whole year.

If interest rates had been 100 basis points higher / lower and all other variables were held constant, the Company's profit for the year ended 31 March 2022 would decrease / increase by (₹1.95 Million) / ₹1.95 Million (for the year ended 31 March 2021: decrease / increase by (₹ 2.85 Million) / ₹ 2.85 Million). This is mainly attributable to the Company's exposure to interest rates on its variable rate borrowings

**g) Credit risk management:**

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk encompasses both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

Company's credit risk arises principally from the trade receivables, loans, cash & cash equivalents.

**Trade receivables**

Customer credit risk is managed centrally by the Company and subject to established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits defined in accordance with the assessment.

Trade receivables consist of a large number of customers spread across diverse industries and geographical areas with no significant concentration of credit risk. The outstanding trade receivables are regularly monitored and appropriate action is taken for collection of overdue receivables.

**Cash and cash equivalents**

Credit risks from balances with banks and financial institutions are managed in accordance with the Company policy. The Company attempts to limit the credit risk by only dealing with reputable banks and financial institutions having high credit- ratings assigned by credit-rating agencies.

In addition, the Company is not exposed to credit risk in relation to financial guarantees given to banks and other counterparties.

**Liquidity risk management**

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time, or at a reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. The Company maintains flexibility in funding by maintaining availability under committed credit lines. The Management monitors rolling forecasts of the Company's Liquidity position and cash and cash equivalents on the basis of the expected cash flows. The Company assessed the Concentration of risk with respect to its debt and concluded it to be low.

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022**

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The table includes both interest and principal cash flows.

To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting period. The contractual maturity is based on the earliest date on which the Company may be required to pay.

**Liquidity exposure as at 31<sup>st</sup> March 2022.**

(₹ in Million)

Particulars	<1 year	1-5years	>5 years	Total
<b>Financial liabilities</b>				
Borrowings	101.97	97.11	-	199.08
Trade payables	372.34	-	-	372.34
Other financial liabilities	73.68	26.83	-	100.51
<b>Total financial liabilities</b>	<b>547.99</b>	<b>123.94</b>	-	<b>671.93</b>

**Liquidity exposure as at 31<sup>st</sup> March 2021.**

(₹ in Million)

Particulars	<1 year	1-5years	>5 years	Total
<b>Financial liabilities</b>				
Borrowings	189.80	289.16	-	478.96
Trade payables	476.55	-	-	476.55
Other financial liabilities	36.70	-	-	36.70
<b>Total financial liabilities</b>	<b>703.05</b>	<b>289.16</b>	-	<b>992.21</b>

**Collateral**

The Company has pledged part of its trade receivables, short term investments and cash and cash equivalents in order to fulfil certain collateral requirements for the banking facilities extended to the Company. There is obligation to return the securities to the Company once these banking facilities are surrendered (Refer note 20, 22 and 24).

**NOTE : 46 EMPLOYEE BENEFIT OBLIGATIONS****a) Defined contribution plan**

The Company operates defined contribution retirement benefit plans for all qualifying employees. Under these plans, the Company is required to contribute a specified percentage of payroll costs.

Company's contribution to provident fund recognised in statement of profit and loss of ₹ 1.84 Million (31 March 2021: ₹ 1.84 Million)

**b) Defined benefit plans**

The level of benefits provided depends on the member's length of service and salary at retirement age.

The gratuity plan is covered by The Payment of Gratuity Act, 1972. Under the gratuity plan, all employees are entitled to Gratuity Benefits on exit from service due to retirement, resignation or death at the rate of 15 days' salary for each year of service with payment ceiling of ₹ 20 lakhs. The vesting period for gratuity as payable under The Payment of Gratuity Act, 1972 is 5 years.

No other post-retirement benefits are provided to these employees.

The most recent actuarial valuation of the present value of the defined benefit obligation were carried out at 31 March 2022 by Independent, Qualified Actuary. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

## i. Reconciliation of Opening and Closing balances of Defined Benefit Obligation (₹ in Million)

Description	Gratuity as on 31 <sup>st</sup> March	
	2022	2021
Defined Benefit obligation at beginning of year	36.88	36.44
Current Service Cost	2.65	2.76
Interest Cost	2.09	2.08
Actuarial (Gains)/Losses on Obligations		
- Due to Change in Demographic Assumptions	-	-
- Due to Change in Financial Assumptions	(0.90)	0.24
- Due to Experience	0.78	(3.27)
Benefits paid	(1.05)	(1.37)
<b>Defined Benefit obligation at year end</b>	<b>40.45</b>	<b>36.88</b>

## ii. Expenses recognised in statement of profit and loss account (₹ in Million)

Description	Gratuity as on 31 <sup>st</sup> March	
	2022	2021
Current Service Cost	2.65	2.76
Net Interest Cost	2.09	2.08
<b>Component of defined benefit cost recognised in statement of profit and loss</b>	<b>4.74</b>	<b>4.83</b>
<b>Remeasurement of net defined benefit liability</b>		
Actuarial (gain)/loss on defined benefit obligation	(0.12)	(3.03)
<b>Component of defined benefit cost recognised in other comprehensive income</b>	<b>(0.12)</b>	<b>(3.03)</b>

## iii. Actuarial assumptions (₹ in Million)

Description	Gratuity	
	2022	2021
Mortality Rate	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.
Discount rate (p.a.)	6.85%	6.50%
Attrition Rate	5% to 1%	5% to 1%
Retirement age	60	60
Rate of escalation in salary (p.a.)	6%	6%

## iv. The amount included in the financial statements arising from the entity's obligation in respect of its defined benefit plan is as follows:

(₹ in Million)

Description	Gratuity	
	2022	2021
Present value of obligation	40.45	36.88
<b>Net liability / (asset) arising from defined benefit obligation</b>	<b>40.45</b>	<b>36.88</b>



NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

## v. Sensitivity Analysis – Gratuity

(₹ in Million)

Description	Gratuity	
	2022	2021
Projected Benefit Obligation on Current Assumptions	40.45	36.88
Discount Rate – 0.5 percent increase	39.23	35.69
(% change)	-3.00%	-3.23%
Discount Rate - 0.5 percent decrease	41.74	38.16
(% change)	3.20%	3.46%
Salary Escalation Rate - 0.5 percent increase	41.28	37.74
(% change)	2.05%	2.34%
Salary Escalation Rate - 0.5 percent decrease	39.67	36.09
(% change)	-1.92%	-2.15%
Withdrawal Rate - 0.5 percent increase	40.58	37.00
(% change)	0.33%	0.32%
Withdrawal Rate - 0.5 percent decrease	40.31	36.76
(% change)	-0.33%	-0.32%

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

## vi. Maturity analysis of projected benefit obligation

(₹ in Million)

Particulars	Less than a year	Between 1 to 5 years	Between 6 to 10 years	Total
<b>As at 31<sup>st</sup> March 2022</b>				
Projected benefit payable	11.77	11.45	15.61	<b>38.83</b>
<b>As at 31<sup>st</sup> March 2021</b>				
Projected benefit payable	9.48	9.23	16.26	<b>34.97</b>

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022**

**NOTE 47 : RELATED PARTY DISCLOSURES AS REQUIRED BY IND AS 24 “RELATED PARTY DISCLOSURES” ARE GIVEN BELOW:**

**a) List of Related Parties**

**Key Management Personnel (KMP)**

Mr. Rishi Ramesh Pilani – Chairman and Managing Director

Mr. Raunak Pilani – Director

Mr. Ramakant Pilani – Chief Executive Officer

Mr. Ramesh Pilani – Chief Financial Officer

Mr. Ekta Dhanda – Company Secretary

**Relative of Key Management Personnel (KMP)**

Mrs. Poonam Pilani– Wife of Rishi Pilani

Mrs. Manju Pilani – Wife of Ramakant Pilani

Mrs. Sushila Pilani – Wife of Ramesh Pilani

**Subsidiaries**

Infrastructure Logistic Systems Ltd (Formerly Stolt Rail Logistic Systems Ltd)

GBL Chemical Ltd

GBL LPG Pvt. Ltd

GBL Clean Energy Pvt. Ltd

GBL Infra Engg Services Pvt. Ltd

**Associates**

Bluebrahma Clean Energy Solutions Pvt. Ltd

**Entities where control / significant influence by KMPs and their relatives exists and with whom transaction have taken place.**

Susram Financial Services and Realty Pvt. Ltd.

Agarwal Bulkactives Pvt.Ltd.

Infinitem Storage Solutions LLP

Sagar Industires & Distilleries Pvt. Ltd.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2022

## b) Details of transactions with related parties &amp; Outstanding balance at the end of the year

(₹ in Million)

Name of related party	Transactions with the Related Parties										Balances outstanding as at the year end			
	Sale Of Goods	Purchase Of Goods	Services provided	Services obtained	Assets Purchase	Loan Repaid	Loan Given	Interest Recd	Investment	Salary Paid	Others	Investment	Amount Receivable	Amount Payable
<b>Subsidiaries</b>														
Infrastructure Logistic Systems Ltd (Formerly Stolt Rail Logistic Systems Ltd.)	-	-	75.74 (85.86)	0.15 (0.05)	10.56	-	-	-	-	-	-	655.66 (655.66)	14.69 (3.42)	-
GBL LPG Pvt. Ltd.	-	-	-	-	-	-	-	-	-	-	0.08 (0.08)	0.10 (0.10)	0.30 (0.22)	-
GBL Chemical Ltd	98.62	256.86	153.85	-	38.13	-	-	-	-	-	(0.09)	0.10 (0.10)	0.21	120.65
GBL Clean Energy Pvt Ltd	-	-	-	-	-	145.29	-	2.24	0.50	-	-	0.50	147.52	-
GBL Infra Engineering Pvt Ltd	-	-	-	-	-	-	-	-	0.50	-	0.36	0.50	0.36	-
<b>Associates</b>														
Bluebrahma Clean Energy Solutions Pvt. Ltd	-	-	2.51	-	-	-	-	-	-	-	-	-	0.35	-
<b>Entities where control / significant influence by KMPs and their relatives exist</b>														
Susram Financial Services and Realty Pvt Ltd	-	-	-	-	-	189.72	-	-	-	-	(0.04)	-	-	(189.72)
Infinitum Storage Solution LLP	-	-	44.85	63.35	-	-	-	-	-	-	-	-	-	4.40
Agarwal Bulkactives Pvt.Ltd.	1.62 (1.18)	0.98 (21.95)	-	-	-	-	-	-	-	-	-	-	(1.57)	-
Sagar Industries & Distilleries Pvt. Ltd	-	-	40.53	-	-	-	-	-	-	-	-	-	0.005	-
<b>Key Management Personnel</b>														
Manju Pilani	-	-	-	-	-	-	-	-	-	-	-	-	1.62 (1.62)	-
Ramakant Pilani	-	-	-	-	-	-	-	-	-	-	-	-	5.10 (3.60)	-
Ramesh Pilani	-	-	-	-	-	-	-	-	-	-	-	-	5.10 (4.20)	-
Sushila Pilani	-	-	-	-	-	-	-	-	-	-	-	-	3.00 (3.00)	-
Rishi Pilani	-	-	-	-	-	-	-	-	-	-	-	-	9.42 (7.57)	-
Poonam Pilani	-	-	-	-	-	-	-	-	-	-	-	-	3.00 (3.00)	-

Figures in brackets pertain to the previous year ended 31st March 2021

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

## NOTE 48 : EXPENDITURE TOWARDS CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
Amount required to be spent by the company during the year	7.71	6.82
Amount of expenditure incurred	7.75	6.84
Shortfall at the end of the year	-	-
Total of previous years shortfall	-	-
Reason for shortfall	NA	NA
Nature of CSR activities	Education & Rural Development	Education, Health Eradicating hunger and Rural development
Details of related party transactions in relation to CSR expenditure as per relevant	NA	NA

The Company makes its CSR contribution towards promoting education, healthcare, poverty, rural development and others.

## NOTE 49 : OTHER ACCOMPANYING NOTES

- All amounts disclosed in the financial statements and notes have been rounded off to the nearest Million upto two decimals as per the requirements of Schedule III, unless otherwise stated.
- Figures for the previous year have been regrouped and / or rearranged and / or reclassified wherever necessary to make them comparable with those of current periods.

Note 1 to 49 Forms an Integral Part of the Financial Statements.

**For Mittal & Associates**

Chartered Accountants  
Firm's Regn. No.: 106456W

**Hemant R Bohra**

Partner  
Membership No. : 165667  
UDIN: 22165667AJUOBX4714

**Mumbai, 28<sup>th</sup> May, 2022**

**For and on behalf of the Board of Directors****Rishi R Pilani**

Chairman & Managing Director  
(DIN 00901627)

**Ramakant Pilani**

Chief Executive Officer

**Raunak R Pilani**

Director  
(DIN 00932269)

**Ekta Dhanda**

Company Secretary

**Ramesh Pilani**

Chief Financial Officer

## INDEPENDENT AUDITOR'S REPORT

To  
**The Members of M/s GANESH BENZOPLAST LIMITED**  
**Report on the Audit of Consolidated Financial Statements**

### Opinion

We have audited the accompanying Consolidated Financial Statements of **M/s GANESH BENZOPLAST LIMITED** ("Holding company") and its subsidiaries (holding Company and its subsidiaries together referred to as "the Group"), comprising of the consolidated Balance sheet as at 31<sup>st</sup> March 2022, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of the other auditors on separate audited financial statements of the subsidiaries and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with 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 consolidated state of affairs of the Group as at 31<sup>st</sup> March 2022, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013, as amended (the Act). Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Results" section of our report. We are independent of the Group, in accordance with the "Code of Ethics" issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated Ind AS financial statements for the current period. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

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

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

### **Responsibilities of Management for the Consolidated Ind AS Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the group are also responsible for overseeing the financial reporting process of the Group.

### **Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the consolidated financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial

results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Consolidated financial results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial results/financial information of the entities within the Group of which we are the independent auditors to express an opinion on the Consolidated financial results. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial results of which we are the independent auditors. For the other entities included in the consolidated Financial Results, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

We communicate with those charged with governance of the Holding Company and such other entities included in the statement of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

### Other Matters

We did not audit the financial statements and other financial information, in respect of five (5) subsidiaries, whose financial results/ statements include total assets of ₹ 965.58 Million as at 31<sup>st</sup> March 2022, total revenue of ₹ 1253.50 Million, total net profit/(Loss) of ₹ 6.56 Million, total comprehensive income of ₹ 6.56 Million for year ended on that date and net cash inflows of ₹ 14.85 Million for the year ended 31<sup>st</sup> March 2022, as considered in the statement which have been audited by their respective independent auditors.

The independent auditors' reports on financial statements of these entities have been furnished to us by the Management and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the report of such auditors and the procedures performed by us are as stated in paragraph above.

Our opinion on the statement is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors



## 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, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "**Annexure A**", a statement on the matters specified in the 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 and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, as noted in the 'other matter' paragraph we report, to the extent applicable, that:
  - a) We and the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity, the Consolidated Statement of Cash Flows and notes to the consolidated financial statements dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
  - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards 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 of the Holding Company as on 31<sup>st</sup> March 2022 taken on record by the Board of Directors of the Holding Company and as reported by the statutory auditors of the Subsidiaries, none of the directors of the companies in the Group and its Subsidiaries are disqualified as on 31<sup>st</sup> March 2022 from being appointed as a director of the respective company in terms of Section 164(2) of the Act.
  - (f) With respect to the internal financial controls with reference to financial statements of the Holding Company and its Subsidiaries and the operating effectiveness of such controls, refer to our separate report in "**Annexure A**"; and;
  - (g) With respect to the matters to be included in the Auditor's Report in accordance with requirement of Section 197(16) of the Act, as amended;

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid during the current year by the Holding Company to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and as reported by the auditors of the subsidiary:
  - i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group– Refer Note 44 to the consolidated financial statements;
  - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as required under the applicable law or accounting standards; and
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

- iv. a) The respective Managements of the Company, its subsidiary which are companies incorporated in India, whose financial statements have been audited respectively, have represented to us that, to the best of their 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 or any of such subsidiaries 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, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- b) The respective Managements of the Company, its subsidiary which are companies incorporated in India, whose financial statements have been audited respectively, under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its subsidiaries, whose financial statements have been unaudited and audited respectively, 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. Since the Company has not declared or paid any dividend during the year, the question of commenting on whether dividend declared or paid is in accordance with Section 123 of the Companies Act, 2013 does not arise.
3. With respect to the matters specified in clause (xxi) of paragraph and paragraph 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO report issued by us and the auditors of respective companies included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, as provided to us by the Management of the Holding Company, we report that there are no qualifications or adverse remarks in these CARO reports of the said respective companies included in the consolidated financial statement.

For **Mittal & Associates**  
Chartered Accountants  
(FRN No. 106456W)

**Hemant R Bohra**  
Partner  
Membership No. 165667  
UDIN: 22165667AJUOLF7727

**Mumbai, 28<sup>th</sup> May, 2022**

## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 2 (f) under the heading of "Report on Other Legal and Regulatory Requirements" in our Independent Auditor's Report of even date on the Consolidated Financial Statements for the year ended March 31, 2022:

### **Report on the Internal Financial Controls with reference to Consolidated Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the consolidated financial statements of the Holding Company as of and for the year ended March 31, 2022, we have audited the internal financial controls with reference to the financial statements of Ganesh Benzoplast Limited ("the Holding Company") and its subsidiary, which are incorporated in India, as at March 31, 2022.

We have audited the internal financial controls over financial reporting of Ganesh Benzoplast Limited ("the Company") as of 31<sup>st</sup> March, 2022 in conjunction with our audit of the Consolidated Financial Statements of the Company for the year ended on that date.

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

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

### **Auditor's Responsibility**

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary, which are incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing issued by ICAI and deemed to be prescribed under section, and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. 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 with reference to these financial statements were established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiaries, which are incorporated in India, in terms of their reports referred to in the Other Matter section below is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiaries, which are incorporated in India.

### Meaning of Internal Financial Controls over Financial Reporting with Reference to these consolidated Financial Statements

A company's internal financial control with reference to financial statements 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 with reference to financial statements includes those policies and procedures that.

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

### Inherent Limitations of Internal Financial Controls Over Financial Reporting With Reference to these Consolidated Financial Statements

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

### Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Holding Company and its associates, which are incorporated in India, have, in all material respects, an adequate internal financial controls with reference to the consolidated financial statements and such internal financial controls with reference to the consolidated financial statements were operating effectively as at March 31, 2022, based on the internal controls over financial reporting criteria established by the respective companies, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements in so far as it relates to its subsidiary of the Holding Company, is based on the corresponding reports of the auditors of such associates, which are incorporated in India.

For **Mittal & Associates**  
Chartered Accountants  
(FRN No. 106456W)

**Hemant R Bohra**  
Partner  
Membership No. 165667  
UDIN: 22165667AJUOLF7727

Mumbai, 28<sup>th</sup> May, 2022

**CONSOLIDATED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2022**

(₹ in Million)

Particulars	Notes	As at	As at
		31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
<b>I ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Property, plant and equipment (tangible)	6	2,067.82	2,098.99
(b) Right-of-use assets		35.22	-
(c) Capital work - in - progress	7	198.34	116.68
(d) Goodwill	8	224.98	224.98
(e) Financial assets			
i. Investments	9	153.81	16.98
ii. Loans	10	67.78	68.33
iii. Other financial assets	11	77.53	70.16
<b>Total Non-current Assets</b>		<b>2,825.48</b>	<b>2,596.12</b>
<b>2 Current assets</b>			
(a) Inventories	12	79.62	124.75
(b) Financial assets			
i. Current Investments	13	9.94	2.50
ii. Trade receivables	14	336.10	408.90
iii. Cash and cash equivalents	15	121.21	104.65
iv. Bank balances other than cash and cash equivalents	16	349.94	263.41
v. Loans	17	73.66	57.23
vi. Other financial assets	18	0.73	3.22
(c) Other current assets	19	62.23	121.90
(d) Current tax assets (Net)		116.72	98.28
<b>Total Current Assets</b>		<b>1,150.15</b>	<b>1,184.84</b>
<b>TOTAL ASSETS</b>		<b>3,975.63</b>	<b>3,780.96</b>
<b>II EQUITY AND LIABILITIES</b>			
<b>1 Equity</b>			
(a) Equity share capital	20	62.36	62.36
(b) Other equity	21	2,742.82	2,261.64
(c) Non-controlling interest		43.83	43.50
<b>Total Equity</b>		<b>2,849.01</b>	<b>2,367.50</b>
<b>Liabilities</b>			
<b>2 Non-current liabilities</b>			
(a) Financial liabilities			
i. Borrowings	22	107.39	351.28
ii. Lease liability		26.83	-
(b) Provisions	23	34.89	32.97
(c) Deferred tax liabilities (net)	24	225.09	224.44
(d) Other non-current liabilities		-	0.21
<b>Total Non-current Liabilities</b>		<b>394.20</b>	<b>608.90</b>
<b>3 Current liabilities</b>			
(a) Financial liabilities			
i. Borrowings	25	111.91	240.51
ii. Lease liability		10.40	-
iii. Trade payables due to: Micro & Small enterprises	26	5.20	8.34
Others than micro and small enterprises		491.31	477.81
iv. Other financial liabilities	27	67.42	39.43
(b) Other current liabilities	28	33.43	27.47
(c) Provisions	29	12.75	11.00
<b>Total Current Liabilities</b>		<b>732.42</b>	<b>804.56</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>3,975.63</b>	<b>3,780.96</b>

The accompanying Notes are an integral part of the Consolidated Financial Statements

**For Mittal & Associates**Chartered Accountants  
Firm's Regn. No.: 106456W**Hemant R Bohra**Partner  
Membership No.: 165667  
UDIN: 22165667AJUOLF7727Mumbai, 28<sup>th</sup> May, 2022**For and on behalf of the Board of Directors****Rishi R Pilani**  
Chairman & Managing Director  
(DIN 00901627)**Ramakant Pilani**  
Chief Executive Officer**Raunak R Pilani**  
Director  
(DIN 00932269)**Ekta Dhanda**  
Company Secretary**Ramesh Pilani**  
Chief Financial Officer

## STATEMENT OF CONSOLIDATED PROFIT & LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

(₹ in Million)

	Notes	Year ended 31 <sup>st</sup> March 2022	Year ended 31 <sup>st</sup> March 2021
<b>INCOME</b>			
Revenue from operations	30	3,575.10	2,704.09
Other income	31	30.75	14.58
<b>Total Income</b>		<b>3,605.85</b>	<b>2,718.67</b>
<b>Expenses</b>			
Cost of materials consumed	32	1,060.55	645.14
Purchase of stock-in-trade	33	314.71	141.02
Changes in inventories of finished goods, stock in trade and work-in-progress	34	51.37	(40.33)
Employee benefits expense	35	195.80	160.44
Finance costs	36	36.83	66.83
Depreciation and amortisation expense	37	146.60	149.79
Other expenses	38	1,340.29	1,003.43
<b>Total Expenses</b>		<b>3,146.14</b>	<b>2,126.32</b>
<b>Profit before tax</b>		<b>459.71</b>	<b>592.34</b>
Exceptional items	39	(8.10)	(58.50)
<b>Profit before tax</b>		<b>451.61</b>	<b>533.84</b>
<b>Tax expense</b>			
Current tax	24	124.06	90.53
Deferred tax		0.65	224.46
<b>Profit after tax</b>		<b>326.89</b>	<b>218.85</b>
<b>Other comprehensive income</b>			
<b>Items that will not be reclassified to profit &amp; loss in subsequent periods</b>			
Re-measurement gains (losses) on defined benefit plans	40	0.12	3.03
Income tax effect on such items			
Total other comprehensive income/(loss) for the year, net of tax		0.12	3.03
<b>Total other comprehensive income/(loss) for the year, net of tax</b>		<b>327.01</b>	<b>221.88</b>
<b>Earnings per equity share of ₹ 1/- each:</b>			
Basic (in ₹)	41	5.24	3.92
Diluted (in ₹)		5.24	3.92

The accompanying Notes are an integral part of the Consolidated Financial Statements

**For Mittal & Associates**Chartered Accountants  
Firm's Regn. No.: 106456W**Hemant R Bohra**Partner  
Membership No. : 165667  
UDIN: 22165667AJUOLF7727Mumbai, 28<sup>th</sup> May, 2022**For and on behalf of the Board of Directors****Rishi R Pilani**  
Chairman & Managing Director  
(DIN 00901627)**Ramakant Pilani**  
Chief Executive Officer**Raunak R Pilani**  
Director  
(DIN 00932269)**Ekta Dhanda**  
Company Secretary**Ramesh Pilani**  
Chief Financial Officer

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

(₹ in Million)

Particulars	Year ended 31 <sup>st</sup> March 2022		Year ended 31 <sup>st</sup> March 2021	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
<b>Net profit before tax</b>		<b>451.61</b>		<b>533.84</b>
Adjustment for:				
Depreciation & amortisation expense	146.60		149.79	
Interest income	(24.17)		(7.37)	
Finance costs (net)	36.83		66.83	
Net loss arising on financial assets mandatorily measured at FVTPL	0.39		-	
Bad debts, loans and advances written off/written back (net)	26.65	186.30	37.71	246.96
<b>Operating profit before working capital changes</b>		<b>637.90</b>		<b>780.81</b>
Adjustment for:				
(Increase)/decrease in inventories	45.13		(61.72)	
(Increase)/decrease in trade receivables	46.15		(97.42)	
(Increase)/decrease in other receivables	17.16		73.06	
Increase/(decrease) in trade payables	10.36		23.52	
Increase/(decrease) in other payables	(22.53)		(246.10)	
Increase/(decrease) in provisions	3.67	99.94	3.73	(304.93)
Cash flow from operations		737.84		475.88
Income taxes paid (net of refund received)		124.06		90.53
<b>Net cash generated from operating activities</b>		<b>861.90</b>		<b>566.41</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of property, plant & equipment, intangible asstes including under development and capital advances	(197.09)		(140.81)	
Payment towards investments in subsidiaries & others	(136.83)		(3.42)	
Loans repaid to Associate	(189.72)		-	
Interest received	24.17		7.37	
Bank balances (including non-current) not considered as Cash and cash equivalents (net)	(91.05)		(265.82)	
<b>Net cash used in investing activities</b>		<b>(590.52)</b>		<b>(402.68)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Proceeds from issue of share warrants	154.50		-	
Proceeds/ (repayment) of long term borrowings (net)	(243.89)		(77.93)	
Proceeds/ (repayment) of short term borrowings (net)	(128.60)		51.98	
Finance costs (net)	(36.83)		(66.83)	
<b>Net cash used in financing activities</b>		<b>(254.82)</b>		<b>(92.78)</b>
<b>Net increase in cash and cash equivalents (A+B+C)</b>		<b>16.56</b>		<b>70.95</b>
Cash and cash equivalents at the beginning of the year		104.65		33.70
<b>Cash and cash equivalents at the end of the year</b>		<b>121.21</b>		<b>104.65</b>

**NOTES**

1. The cash flow statement is prepared using the "indirect method" set out in IND AS 7 – Statement of Cash Flows.
2. The accompanying Notes are an integral part of the Consolidated Financial Statements.
3. Components of cash and cash equivalents at the end of the year.

Cash on hand	0.59	1.59
Balance in current account and deposits with banks	120.62	103.06
<b>Cash and cash equivalents at the end of the year</b>	<b>121.21</b>	<b>104.65</b>



## 4. Reconciliation of liabilities arising from financing activities:

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2021	Cash Flows	Foreign exchange movement / Others	As at 31 <sup>st</sup> March 2022
Current Borrowings	-	0.42	-	0.42
Non-Current Borrowings	591.79	(372.91)	-	218.88
	<b>591.79</b>	<b>(372.49)</b>	-	<b>219.30</b>

Particulars	As at 31 <sup>st</sup> March 2020	Cash Flows	Foreign exchange movement / Others	As at 31 <sup>st</sup> March 2021
Current Borrowings	-	-	-	-
Non-Current Borrowings	617.74	(25.95)	-	591.79
	<b>617.74</b>	<b>(25.95)</b>	-	<b>591.79</b>

5. Figures in the brackets are outflows/deductions.

6. Previous year figures have been regrouped wherever necessary.

**For Mittal & Associates**Chartered Accountants  
Firm's Regn. No.: 106456W**Hemant R Bohra**Partner  
Membership No.: 165667  
UDIN: 22165667AJUOLF7727**Mumbai, 28<sup>th</sup> May, 2022****For and on behalf of the Board of Directors****Rishi R Pilani**Chairman & Managing Director  
(DIN 00901627)**Ramakant Pilani**

Chief Executive Officer

**Raunak R Pilani**Director  
(DIN 00932269)**Ekta Dhanda**

Company Secretary

**Ramesh Pilani**

Chief Financial Officer

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2022

### A. EQUITY SHARE CAPITAL

(₹ in Million)

Particulars	No of Shares	Amount
<b>As at 1<sup>st</sup> April 2020</b>	<b>51,78,4293</b>	<b>51.78</b>
Changes in equity share capital during the year	10,57,5128	10.58
<b>As at 31<sup>st</sup> March 2021</b>	<b>62,35,9421</b>	<b>62.36</b>
Changes in equity share capital during the year	-	-
<b>As at 31<sup>st</sup> March 2022</b>	<b>62,35,9421</b>	<b>62.36</b>

### B. OTHER EQUITY

(₹ in Million)

Particulars	Share Warrants	Reserve & Surplus			Total
		Capital Reserve	Securities Premium Account	Retained Earnings	
<b>As at 1<sup>st</sup> April 2020</b>	-	<b>666.27</b>	<b>382.50</b>	<b>349.51</b>	<b>1,398.28</b>
Net income / (loss) for the year	-	-	-	212.98	212.98
Issue of equity shares	-	-	645.08	-	645.08
Share forfeiture account	-	5.27	-	-	5.27
<b>As at 31<sup>st</sup> March 2021</b>	-	<b>671.54</b>	<b>1027.58</b>	<b>562.52</b>	<b>2261.64</b>
<b>As at 1<sup>st</sup> April 2021</b>	-	<b>671.54</b>	<b>1027.58</b>	<b>562.52</b>	<b>2261.64</b>
Net income / (loss) for the year	-	-	-	326.68	326.68
Issued during the year	154.50	-	-	-	154.50
<b>As at 31<sup>st</sup> March 2022</b>	<b>154.50</b>	<b>671.54</b>	<b>1027.58</b>	<b>889.20</b>	<b>2,742.82</b>

The accompanying Notes are an integral part of the Consolidated Financial Statements.

#### For Mittal & Associates

Chartered Accountants  
Firm's Regn. No.: 106456W

#### Hemant R Bohra

Partner  
Membership No. : 165667  
UDIN: 22165667AJUOLF7727

**Mumbai, 28<sup>th</sup> May, 2022**

#### For and on behalf of the Board of Directors

#### Rishi R Pilani

Chairman & Managing Director  
(DIN 00901627)

#### Ramakant Pilani

Chief Executive Officer

#### Raunak R Pilani

Director  
(DIN 00932269)

#### Ekta Dhanda

Company Secretary

#### Ramesh Pilani

Chief Financial Officer

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022****1. CORPORATE INFORMATION**

The Consolidated Financial Statements comprise financial statements of M/s Ganesh Benzoplast Limited (“the Company”), was incorporated on 15th May, 1986, CIN L24200MH1986PLC039836 and its subsidiaries (the Company and its subsidiaries together referred to as “the Group”) for the year ended March 31, 2022.

The company is a Public Limited company incorporated and domiciled in India and is having its registered office at Dina Building, first Floor, 53, Maharshi Karve Road, Marine Lines, Mumbai-400002, Maharashtra, India. The Company is listed on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) in India.

These aforesaid Consolidated Financial Statements for the year ended March 31, 2022 are approved by the Company’s Board of Directors and authorised for issue in the meeting held on May 28, 2022.

**2. STATEMENT OF COMPLIANCE**

These financial statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (hereinafter referred to as the ‘Ind AS’) as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and presentation requirement of Division II of Schedule III of the Companies Act 2013, (Ind AS Compliant Schedule III) as applicable to financial statement.

Accordingly, the Company has prepared these Financial Statements which comprise the Balance Sheet as at 31 March 2022, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the year ended as on that date, and accounting policies and other explanatory information (together hereinafter referred to as ‘Financial Statements’).

The financial statements of the Company for the year ended 31 March 2022 were approved for issue in accordance with the resolution of the Board of Directors on 28 May, 2022.

**3. BASIS OF PREPARATION OF FINANCIAL STATEMENTS****Basis of preparation and compliance with Ind AS**

The financial statements of the company are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis as per the provisions of the Companies Act, 2013 (“the Act”) except for certain financial assets and financial liabilities measured at fair value (refer accounting policies for financial instruments).

**Current and non-current classification**

All assets and liabilities have been classified as current or non current as per the Company’s normal operating cycle and other criteria as set out under Ind AS and in the

Schedule III to the Act. Based on the nature of the services and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current or non- current classification of assets and liabilities.

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

The Financial Statements have been presented in Indian Rupees (INR), which is the Company’s functional currency. All financial information presented in INR has been rounded off to the nearest two decimals of Million, unless otherwise stated.

The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022****Basis of consolidation**

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries. Control is achieved when the Company:-

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the Consolidated Statement of Profit and Loss from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component's other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the noncontrolling interests having a deficit balance.

**The financial statements of the Company and its Subsidiary**

Companies have been consolidated on a line-by-line basis by adding together like items of assets, liabilities, income and expenses. The financial statements of the subsidiary companies used in the consolidation are drawn up to the same reporting date as that of the Company.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intragroup assets and liabilities, equity, income, expenses, and cash flows relating to transactions between members of the Group are eliminated in full on consolidation. Unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless transaction provides evidence of an impairment of the transferred asset.

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Group.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022****4. Significant accounting judgements, estimates and assumptions**

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company's accounting policies.

The estimates and judgements involve a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

Critical estimates and judgements

The areas involving critical estimates or judgements are: -

- Estimation of current tax expense and payable
- Estimated useful life of intangible asset
- Estimation of defined benefit obligation
- Recognition of revenue
- Recognition of deferred tax assets for carried forward tax losses
- Impairment of trade receivables and other financial assets

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

**5. SIGNIFICANT ACCOUNTING POLICIES**

A summary of the significant accounting policies applied in the preparation of the financial statements is as given below. These accounting policies have been applied consistently to all the periods presented in the financial statements.

**a) Property, Plant and Equipment (PPE)**

Freehold land is carried at historical cost.

Property, plant and equipment is recognised when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. Property, plant and equipment is stated at original cost net of tax/duty credits availed, if any, less accumulated depreciation and cumulative impairment, if any. All identifiable costs incurred up to the asset put to its intended use are capitalized. Costs include purchase price (including non-refundable taxes/duties) and borrowing costs for the assets that necessarily take a substantial period of time to get ready for its intended use. Stores and spares which meet the definition of Property plant and equipment and satisfy the recognition criteria of Ind AS 16 are capitalised as Property, Plant and Equipment.

The Company has elected to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements on transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

**Capital Work in Progress**

Property, plant, and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress".

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022**

These are stated at cost to date relating to projects in progress, incurred during construction / pre-operative period (Net of income) incurred during the construction/ pre-operative period and the same is allocated to the respective property, plant and equipment on the completion of their construction. Property, plant and equipment not ready for the intended use on the date of the Balance Sheet are disclosed as “capital work-in-progress”.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under “Other Non-Current Assets”.

**Depreciation & amortization**

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives.

The useful lives have been taken as prescribed in Schedule II to the Companies Act, 2013. Company has followed different useful life/ residual value on the basis of detailed technical analysis done by certified technical valuer.

Estimated useful lives of such assets are as follows:

Sr. No.	Asset Head	Remaining useful life
1	Plant and machineries Chemical Division	0 – 14 years
2	Factory Building Chemical Division	24 – 26 years
3	Storage tanks, Pipelines , Rail Containers and other machineries	14-39 years

Intangible assets are amortized on a straight-line basis over the estimated useful economic life.

Depreciation methods, useful lives and residual values are reviewed at each reporting date. When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the statement of profit and loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or disposition of the asset and the resultant gains or losses are recognized in the statement of profit and loss.

**Impairment**

At the end of each reporting year, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Goodwill and intangible assets that do not have definite useful life are not amortised and are tested at least annually for impairment. If events or changes in circumstances indicate that they might be impaired, they are tested for impairment once again.

**b) Leases**

At inception of Contract, the Company assesses whether the Contract is or contains a Lease. 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. At inception or on reassessment of a contract that contains a lease Component, the Company allocates Consideration in the contract to each lease component on the basis of their relative standalone price.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022**As a Lessee****i. Right of use assets**

The Company recognizes right of use assets at the commencement date of the lease. Right of use assets are measured at cost less any accumulated depreciation and impairment Losses and adjusted for any re measurement of Lease Liabilities. The Cost of right to use assets include the amount of lease Liabilities recognized, initial direct cost incurred, Lease payments made at or before commencement date less any lease incentives received.

Right of use assets are depreciated on a straight-Line basis over the shorter of the lease term and the estimated useful lives of the assets. The Company presents right to use assets that do not meet the definition of Investment property in "Property, Plant and Equipment"

**ii. Lease Liabilities**

At the Commencement date of the Lease, the Company recognizes Lease Liabilities measured at the present value of lease payments to be made over the Lease term. In Calculating the present Value of lease payments, the Company generally uses its incremental borrowing rate at the Lease Commencement date if the discount rate implicit in the lease is not readily determinable. Lease payments included in the measurement of the Lease Liability are made up of fixed payments (including in substance, fixed) and payments arising from options reasonably certain to be exercised. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest expenses. It is re measured to reflect any reassessment or modification.

The Company presents lease Liabilities under Financial Liabilities in the Balance sheet.

The Company has elected to account for short term leases and Leases of Low Value assets using the exemption given under Ind AS 116, Leases. Instead of recognizing a right of use asset and Lease Liability, the payments in relation to these are recognized as an expense in the profit or loss on a straight-Line basis over the Lease term or on another systematic basis if that basis is more representative of the pattern of the Company benefit.

**As a Lessor**

Leases for which the Company is a Lessor is classified as Finance or operating Lease. Lease income from operating leases where the Company is a Lessor is recognized in income on a straight-line basis over the Lease Term unless the receipts are structured to increase in line with expected general inflation to Compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

**c) Financial assets**

Financial assets include cash and cash equivalent, trade and other receivables, investments in securities and other eligible current and noncurrent assets.

**i. Initial recognition and measurement**

All financial assets are recognised initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset.

**ii. Subsequent measurement**

Subsequent measurement is determined with reference to the classification of the respective financial assets. The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022**

model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

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

- Debt instruments at amortised cost
- Debt / equity instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives, and equity instruments at fair value through profit or loss (FVTPL)

**Investment in Equity shares**

Investments in equity securities (Other than Investment in Subsidiaries) are initially measured at fair value. Any subsequent fair value gain or loss is recognized through Profit or Loss.

**Investment in Subsidiaries**

Investments in subsidiaries are carried at cost. The cost comprises price paid to acquire investment and directly attributable cost.

**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 derecognised (i.e. removed from the Company's Balance Sheet) when:

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

**iv. Impairment of financial assets**

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the Business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been as significant increase in credit risk.

**v. Income Recognition**

Interest Income from debt instruments is recognised using the effective interest rate method.

**d) Financial Liabilities****i. Initial recognition and measurement**

All financial liabilities are recognised initially at fair value.

**ii. Subsequent measurement**

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

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022**

Financial liabilities at fair value through profit or loss

Financial liabilities at FVTPL are measured at fair value and changes therein, including any interest expense, are recognised in Statement of Profit & Loss.

Financial Liabilities measured at amortised cost -Loans and borrowings

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

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

**iii. De recognition**

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

**e) Borrowing Costs**

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are added to the cost of those assets, until such time as the assets is substantially ready for their intended use. The Company considers a period of twelve months or more as a substantial period. Qualifying assets are assets that necessarily take a substantial period to get ready for their intended use.

Transaction costs in respect of long-term borrowings are amortised over the tenor of respective loans using effective interest method.

All other borrowing costs are expensed in the period in which they are incurred.

**f) Impairment of Non-Financial Assets**

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. [When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs]. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre- tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

**g) Revenue Recognition**

Revenue is measured at the fair value of the consideration received or receivable. The Company recognises revenues on sale of products, net of discounts, sales incentives, rebates granted, returns, sales taxes/GST and duties when the products are delivered to customer or when delivered to a carrier for export sale, which is when title and risk and rewards of ownership pass to the customer. Export incentives are recognised as income as per the terms of the scheme in respect of the exports made and included as part of export turnover.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022**

Revenue from sales is recognised when control of the products has transferred, being when the products are delivered to the customer, the customer has full discretion over the channel and price to sell / consume the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract or the acceptance provisions have lapsed.

Revenues from Storage contracts are recognized pro-rata over the period of the contract as and when services are rendered.

**Interest Income**

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable

**Dividend Income**

Dividend income (including from FVOCI investments) is recognised when the Company's right to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of the dividend can be measured reliably. This is generally when the shareholders or Board of Directors approve the dividend.

**h) Employee Benefits**

Employee benefits include salaries, wages, contribution to provident fund, gratuity, leave encashment towards un-availed leave, compensated absences, post-retirement medical benefits and other terminal benefits.

**i. Short-term employee benefit**

Wages and salaries, including non-monetary benefits that are expected to be settled within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

**ii. Post-employment benefits****Defined contribution plan**

Employee Benefit under defined contribution plans comprises of Contributory provident fund, Post Retirement benefit scheme, Employee pension scheme, composite social security scheme etc. is recognized based on the undiscounted amount of obligations of the Company to contribute to the plan. The same is paid to a fund administered through a separate trust.

**Defined benefit plan**

Defined benefit plans comprising of gratuity, post-retirement medical benefits and other terminal benefits, are recognized based on the present value of defined benefit obligations which is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period.

These are accounted either as current employee cost or included in cost of assets as permitted.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022**

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

**Other long-term employee benefits**

Other long-term employee benefit comprises of leave encashment towards unavailed leave and compensated absences, these are recognized based on the present value of defined obligation which is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. These are accounted either as current employee cost or included in cost of assets as permitted.

Remeasurements of leave encashment towards unavailed leave and compensated absences are recognized in the Statement of Profit and Loss except those included in cost of assets as permitted in the period in which they occur.

**iii. Short term employee benefits**

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service. Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

**i) Income Taxes****i. Current income tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in co-relation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**ii. Deferred Tax**

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

**Deferred tax liabilities are recognised for all taxable temporary differences.**

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022**

Minimum Alternate Tax credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

**j) Foreign currency transactions****i. Functional and presentation currency**

Items included in the financial statements of the Company are measured in Indian Rupee which is functional and presentation currency

**ii. Transactions and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gain and losses resulting from the settlement of such transactions and from translation of monetary assets and liabilities denominated in foreign currency at the yearend exchange rate are generally recognised in profit or loss. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined.

In case of consideration paid or received in advance for foreign currency denominated contracts, the related expense or income is recognised using the rate on the date of transaction on initial recognition of a related asset or liability.

Exchange differences on monetary items are recognised in the Consolidated Statement of Profit and Loss in the period in which they arise except for:

- Exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- Exchange differences on transactions entered into in order to hedge certain foreign currency risks.

**k) Provisions and Contingent Liabilities/Assets**

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

Provisions for restructuring are recognised by the Company when it has developed a detailed formal plan for restructuring and has raised a valid expectation in those affected that the Company will carry out the restructuring by starting to implement the plan or announcing its main features to those affected by it.

Provisions are measured at the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). The measurement of provision for restructuring includes only direct expenditures arising from the restructuring, which are both necessarily entailed by the restructuring and not associated with the ongoing activities of the Company.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which 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 or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022**

Contingent assets are not recognised but disclosed when the inflow of economic benefits is probable. However, when the realization of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

**l) Earnings per Share**

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

**m) Trade and other payable**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

**n) Trade Receivable**

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business.

**o) Inventories**

Inventories are valued at the lower of cost and net realisable value. Costs includes, expenses incurred in bringing each product to its present location and condition and are accounted for as follows:

**Raw materials, Consumables Stores**

Raw materials /Consumables Stores are valued at cost after providing for cost of obsolescence / depletion. Cost is determined on first in, first out basis.

**Finished goods and work in progress**

Cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

**p) Investments**

The investments in subsidiaries are carried in these financial statements at historical Cost, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for as non-current assets held for sale and discontinued operations. On disposal of investment the difference between the net disposal proceeds and the carrying amount is charged or credited to the Statement of Profit and Loss.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022****q) 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, which are subject to insignificant risk of changes in value.

**r) Share capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options and buyback of ordinary shares are recognized as a deduction from equity, net of any tax effects.

**s) Cash flow statement**

Statement of Cash Flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method, adjusting the net profit / (Loss) for the effects of:

- Changes during the period in inventories and operating receivables and payables transactions of a non-cash nature;
- Non-cash items such as depreciation, provisions, deferred taxes, unrealised foreign currency gains and losses and
- All other items for which the cash effects are investing or financing cash flows.

Cash and cash equivalents (including bank balances) shown in the Statement of Cash Flows exclude items which are not available for general use as on the date of Balance Sheet

**t) Offsetting financial instrument**

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle financial asset and liability on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

**u) Exceptional Items**

When items of income and expense within statement of profit and loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such material Items are disclosed separately as exceptional items.

**v) Segment Reporting**

Ind AS 108 establishes standards for the way that public enterprises report information about operating segments and related disclosures about products, services, geographic areas, and major customers. Based on the 'management approach' as defined in Ind AS 108, the company is required to present information in the manner which the Chief Operating Decision Maker ("CODM") (i.e. Chairman & Managing Director) evaluates the company's performance and allocates resources. The analysis is generally based on an analysis of various performance indicators by business segments.

The accounting principles used in the preparation of the Financial Statements are consistently applied to record revenue and expenditure in individual segments, and are as set out in the relevant applicable accounting policies above. Revenue and identifiable operating expenses in relation to segments are categorised based on items that are individually identifiable to that segment. Segment assets include all operating assets used by the business segments and consist principally of fixed assets, debtors and inventories. Segment liabilities include the operating liabilities that result from the operating activities of the business. Segment assets and liabilities that cannot be



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022**

allocated between the segments are shown as part of unallocated corporate assets and liabilities respectively. Income / Expenses relating to the enterprise as whole and not allocable on a reasonable basis to business segments are reflected as unallocated corporate income / expenses. Inter-segment transfers are accounted at prevailing market prices.

**w) New And Amended Standards Adopted By The Group****New standards adopted by the Group:**

The Group has applied the following amendments to Ind AS for the first time for their annual reporting period commencing April 01, 2021:

- Extension of COVID-19 related concessions amendments to Ind AS 116
- Interest rate benchmark reform – amendments to Ind AS 109, Financial Instruments, Ind AS 107, Financial Instruments: Disclosures, Ind AS 104, Insurance Contracts and Ind AS 116, Leases.

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

**x) Amendments applicable from April 01, 2022**

The Ministry of Corporate Affairs has vide notification dated March 24, 2022 notified Companies (Indian Accounting Standards) Amendment Rules, 2022 which amends certain accounting standards, and are effective April 01, 2022. These amendments are not expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2022

## NOTE 6 : PROPERTY, PLANT AND EQUIPMENT

(₹ in Million)

PARTICULARS	FREEHOLD LAND	LEASE-HOLD LAND	BUILDINGS	PLANT & MACHINERY	FURNITURE AND OFFICE EQUIPMENTS	VEHICLES	COMPUTER EDP EQUIPMENTS	TOTAL ASSETS
<b>Cost</b>								
<b>As at 1<sup>st</sup> April 2020</b>	<b>0.22</b>	<b>1.66</b>	<b>83.82</b>	<b>4,749.63</b>	<b>17.52</b>	<b>20.30</b>	<b>4.11</b>	<b>4,877.26</b>
Additions	53.06	-	82.78	564.43	7.34	5.80	6.38	719.80
Disposals	-	-	-	-	-	-	-	-
<b>As at 31<sup>st</sup> March 2021</b>	<b>53.28</b>	<b>1.66</b>	<b>166.60</b>	<b>5,314.06</b>	<b>24.86</b>	<b>26.11</b>	<b>10.49</b>	<b>5,597.06</b>
Additions	-	-	-	95.96	5.48	15.55	1.03	118.02
Disposals	-	-	-	9.56	-	-	-	9.56
<b>As at 31<sup>st</sup> March 2022</b>	<b>53.28</b>	<b>1.66</b>	<b>166.60</b>	<b>5,400.46</b>	<b>30.34</b>	<b>41.66</b>	<b>11.52</b>	<b>5,705.51</b>
<b>As at 1<sup>st</sup> April 2020</b>	<b>-</b>	<b>0.59</b>	<b>50.33</b>	<b>3,167.18</b>	<b>6.60</b>	<b>4.44</b>	<b>2.99</b>	<b>3,232.11</b>
Depreciation charge for the year	-	0.03	12.36	248.65	1.11	2.70	1.10	265.95
Disposals	-	-	-	-	-	-	-	-
<b>As at 31<sup>st</sup> March 2021</b>	<b>-</b>	<b>0.62</b>	<b>62.68</b>	<b>3,415.83</b>	<b>7.71</b>	<b>7.14</b>	<b>4.08</b>	<b>3,498.07</b>
Depreciation charge for the year	-	0.03	6.24	123.88	3.21	4.18	2.25	139.78
Disposals	-	-	-	0.15	-	-	-	0.15
<b>As at 31<sup>st</sup> March 2022</b>	<b>-</b>	<b>0.65</b>	<b>68.92</b>	<b>3,539.56</b>	<b>10.92</b>	<b>11.31</b>	<b>6.33</b>	<b>3,637.70</b>
<b>Net book value</b>								
<b>As at 31<sup>st</sup> March 2022</b>	<b>53.28</b>	<b>1.00</b>	<b>97.68</b>	<b>1,860.90</b>	<b>19.42</b>	<b>30.34</b>	<b>5.19</b>	<b>2,067.82</b>
<b>As at 31<sup>st</sup> March 2021</b>	<b>53.28</b>	<b>1.04</b>	<b>103.92</b>	<b>1,898.23</b>	<b>17.15</b>	<b>18.97</b>	<b>6.41</b>	<b>2,098.99</b>

Note : For details of Property, plant and equipment which are pledged as security for borrowings - Refer Note 22.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

## NOTE 7 : CAPITAL WORK- IN-PROGRESS : AGEING

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022				
	Amount of Capital Work-in-progress for a period of				
	Less than 1 year	1 to 2 Year	2 to 3 Year	More than 3 year	Total
Projects in progress	118.01	5.87	25.87	48.58	198.34
<b>Total</b>	<b>118.01</b>	<b>5.87</b>	<b>25.87</b>	<b>48.58</b>	<b>198.34</b>

Particulars	As at 31 <sup>st</sup> March 2021				
	Amount of Capital Work-in-progress for a period of				
	Less than 1 year	1 to 2 Year	2 to 3 Year	More than 3 year	Total
Projects in progress	5.87	25.87	36.86	48.08	116.68
<b>Total</b>	<b>5.87</b>	<b>25.87</b>	<b>36.86</b>	<b>48.08</b>	<b>116.68</b>

## NOTE 8 : INTANGIBLE ASSETS (GOODWILL)

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022
<b>Cost</b>	
<b>As at 1<sup>st</sup> April 2020</b>	-
Additions	224.98
Disposals	-
<b>As at 31<sup>st</sup> March 2021</b>	224.98
Additions	-
Disposals	-
<b>As at 31<sup>st</sup> March 2022</b>	224.98
Accumulated amortisation	
<b>As at 1<sup>st</sup> April 2020</b>	-
Amortisation	-
Disposals	-
<b>As at 31<sup>st</sup> March 2021</b>	-
Amortisation	-
Disposals	-
<b>As at 31<sup>st</sup> March 2022</b>	-
Net book value :	
<b>As at 31<sup>st</sup> March 2022</b>	<b>224.98</b>
<b>As at 31<sup>st</sup> March 2021</b>	<b>224.98</b>

The Company recognised goodwill amounting to ₹ 224.98 Million on the acquisition date of Infrastructure Logistic Systems Limited. This goodwill represents the future economic benefits that shall enable the Company for the business growth by acquisition of Infrastructure Logistic Systems Limited business.

Goodwill is tested for impairment annually in accordance with the Company's procedure for determining the recoverable amount of such assets. For the purpose of impairment testing, entire business is considered as one Cash Generating Unit. The recoverable amount of this Cash Generating Unit is based on value in use. The value in use is determined based on discounted cash flow projections. The fair value measurement has been categorised as level 3 fair value based on the inputs to the valuation technique used.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022**

The rate used to discount the forecasted cash flow is 12%. Five years period is considered for discounting. Terminal value growth rate is considered @ 3%.

Based on the above, no impairment was identified as of March 31, 2022 as the recoverable value of the cash generating unit exceeded the carrying value.

**NOTE 9 : INVESTMENTS**

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022			As at 31 <sup>st</sup> March 2021		
	No of Shares	Face Value (₹)	Amount	No of Shares	Face Value (₹)	Amount
<b>Investment in equity instruments (quoted)</b>						
Aegis Logistics Ltd.	100	1.00	0.02	100	1.00	0.02
PNB Equity Shares	-	-	-	-	-	3.62
			<b>0.02</b>			<b>3.64</b>
<b>Investment in equity instruments (unquoted)</b>						
Emperius Intralogistics Pvt. Ltd. Equity Shares	5,00,100	10.00	5.00	5,00,100	10.00	5.00
Emperius Intralogistics Pvt. Ltd. Preference Shares	8,33,500	10.00	8.34	8,33,500	10.00	8.34
Bluebrahma Clean Energy Solutions Pvt Ltd (Equity Shares)	1,38,45,000	10.00	138.45	-	-	-
			<b>151.79</b>			<b>13.34</b>
<b>Debenture</b>						
Adani Enterprises Limited (Debenture)			2.00			-
			<b>2.00</b>			-
<b>Total</b>			<b>153.81</b>			<b>16.98</b>

**NOTE 10 : LOANS**

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
Advances / ICD given	67.78	68.33
<b>Total</b>	<b>67.78</b>	<b>68.33</b>

**NOTE 11 : OTHER FINANCIAL NON-CURRENT ASSETS**

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
Margin Money Deposits with Banks (Held as lien by bank against bank guarantees)	17.16	12.64
Security Deposit	60.37	57.52
<b>Total</b>	<b>77.53</b>	<b>70.16</b>

Deposits under lien towards security for loan and guarantees issued on behalf of the Company

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

## NOTE 12 : INVENTORIES

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
Raw materials and components (at cost)	54.56	51.24
Work-in-progress (at cost)	3.25	54.61
Stores & Spares (at cost)	5.52	2.60
Finished goods (at cost or net realisable value whichever is lower)	16.29	16.30
<b>Total</b>	<b>79.62</b>	<b>124.75</b>

## NOTE 13 : CURRENT INVESTMENTS

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
<b>Debenture</b>		
Muthoot Fincorp MLD	1.08	-
	<b>1.08</b>	-
<b>MUTUAL FUND</b>		
HDFC Medium Term Debt Fund - Growth	2.05	-
Union Medium duration fund - Regular plan - Growth	2.67	-
ICICI Prudential Equity & Debt Fund -Growth	0.54	-
ICICI Prudential Equity Savings Fund-Growth	0.31	-
ICICI Prudential Ultra Short Term Fund-Growth	0.22	-
Kotak Medium Term Fund Regular-Growth	2.04	-
Kotak Medium Term Fund Regular-Growth	0.52	-
SBI Bluechip Fund-Growth 26339649	0.51	2.50
	<b>8.86</b>	<b>2.50</b>
<b>Total</b>	<b>9.94</b>	<b>2.50</b>

## NOTE 14 : TRADE RECEIVABLES

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
<b>i. Unsecured and considered good</b>		
From Related parties	-	-
From Others	382.01	441.26
<b>ii. Having significant increase in credit risk</b>		
<b>iii. Credit impaired</b>		
From Others		
	<b>382.01</b>	<b>441.26</b>
Less: Allowance for bad and doubtful receivables (expected credit loss allowance)	(45.91)	(32.36)
<b>Total</b>	<b>336.10</b>	<b>408.90</b>

- a) In determining the allowances for credit losses of Trade Receivables, the Company has used a practical expedient by computing the Expected Credit Loss Allowance for Trade Receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The Expected Credit Loss allowance is based on the ageing of the receivables that are due and the rates used in the provision matrix.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022**

- b) Since the Company calculates impairment under the simplified approach for Trade Receivables, it is not required to separately track changes in credit risk of Trade Receivables as the impairment amount represents Lifetime Expected Credit Loss. Accordingly, based on a harmonious reading of Ind AS 109 and the break-up requirements under Schedule III, the disclosure for all such Trade Receivables is made as shown above.
- c) Trade receivables does not include any receivables from directors and officers of the company.

**Reconciliation of Credit Loss allowance:**

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
Balance at the beginning of the year	32.36	32.36
Allowance for expected credit loss	13.55	-
Excess provision written back	-	-
<b>Balance at the end of the year</b>	<b>45.91</b>	<b>32.36</b>

**Ageing for Trade Receivables outstanding is as follows:**

(₹ in Million)

Particulars	Outstanding from following periods from due date of payment as on 31 <sup>st</sup> March 2022					
	Less than 6 Months	6 Months To 1 Year	1 Year To 2 Year	2 Year To 3 Year	More than 3 Year	Total
<b>Considered Good – Unsecured</b>						
Undisputed	228.76	25.44	8.15	18.35	55.40	336.10
Disputed	-	-	-	-	-	-
<b>Trade Receivables – Credit Impaired</b>						
Undisputed	-	-	0.91	6.12	6.53	13.56
Disputed	-	-	-	-	32.36	32.36
<b>Total</b>	<b>228.76</b>	<b>25.44</b>	<b>9.06</b>	<b>24.47</b>	<b>94.29</b>	<b>382.01</b>

Particulars	Outstanding from following periods from due date of payment as on 31 <sup>st</sup> March 2021					
	Less than 6 Months	6 Months To 1 Year	1 Year To 2 Year	2 Year To 3 Year	More than 3 Year	Total
<b>Considered Good – Unsecured</b>						
Undisputed	213.49	1.51	107.50	45.85	40.55	408.90
Disputed	-	-	-	-	-	-
<b>Trade Receivables – Credit Impaired</b>						
Undisputed	-	-	-	-	-	-
Disputed	-	-	-	-	32.36	32.36
<b>Total</b>	<b>213.49</b>	<b>1.51</b>	<b>107.50</b>	<b>45.85</b>	<b>72.91</b>	<b>441.26</b>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

## NOTE 15 : CASH AND CASH EQUIVALENTS

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
Balances with banks In current accounts	120.62	103.06
Cash on hand	0.59	1.56
<b>Total</b>	<b>121.21</b>	<b>104.65</b>

## NOTE 16 : BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
Balances with Banks		
In term deposit accounts with maturity more than 3 months	349.94	263.41
<b>Total</b>	<b>349.94</b>	<b>263.41</b>

## NOTE 17 : LOANS

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
<b>(Unsecured, considered good)</b>		
Loans & advances – Employees	10.88	7.82
Advances / ICD given (short term)	62.60	49.41
Others	0.18	-
<b>Total</b>	<b>73.66</b>	<b>57.23</b>

## NOTE 18 : OTHER FINANCIAL ASSETS

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
Others (Unsecured considered good unless otherwise stated)	0.73	3.22
<b>Total</b>	<b>0.73</b>	<b>3.22</b>

## NOTE 19 : OTHER CURRENT ASSETS

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
Prepaid expenses	1.81	0.81
Advances to suppliers	43.78	105.94
Others	16.64	15.15
<b>Total</b>	<b>62.23</b>	<b>121.90</b>



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

## NOTE 20 : EQUITY SHARE CAPITAL

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022		As at 31 <sup>st</sup> March 2021	
	Nos.	₹ in Million	Nos.	₹ in Million
<b>Authorised:</b>				
<b>Equity Shares:</b>				
Equity shares of ₹1/- each	40,00,00,000	400.00	40,00,00,000	400.00
<b>Issued, Subscribed and Paid-up</b>				
<b>Equity Shares:</b>				
Equity shares of ₹1/- each	6,23,59,421	62.36	6,23,59,421	62.36
<b>Total</b>	<b>6,23,59,421</b>	<b>62.36</b>	<b>6,23,59,421</b>	<b>62.36</b>

## (a) Reconciliation of the shares outstanding at the beginning and at the end of the year.

Particulars	As at 31 <sup>st</sup> March 2022		As at 31 <sup>st</sup> March 2021	
	No of shares	Amount	No of shares	Amount
<b>At the beginning of the year</b>	<b>6,23,59,421</b>	<b>62.36</b>	<b>5,17,84,293</b>	<b>51.78</b>
Issued during the year	-	-	1,05,75,128	10.58
<b>Outstanding at the end of the year</b>	<b>6,23,59,421</b>	<b>62.36</b>	<b>6,23,59,421</b>	<b>62.36</b>

## B. Terms/Rights attached to equity shares

The company has only one class of equity shares having par value of ₹ 1/- per share. Each holder of equity shares is entitled to one vote per share. The Company if declares dividend would pay in Indian Rupees. The dividend, if proposed by the Board of Directors will be subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

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

Name of Shareholder	As at 31 <sup>st</sup> March 2022		As at 31 <sup>st</sup> March 2021	
	Number of shares held having face value of ₹ 1/- each	% of holding in class	Number of shares held having face value of ₹ 1/- each	% of holding in class
Susram Financial Services & Realty Pvt. Ltd	11345555	18.19%	10555555	16.93%
Stolt-Nielsen Singapore Pte Ltd	6111048	9.80%	6111048	9.80%
Ganesh Risk Management Pvt. Ltd	4969546	7.97%	4969546	7.97%
Sushila Pilani	3483363	5.59%	3483363	5.59%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

## (d) The details of Promoters' shareholding are as under

Name of the promoter	As at 31 <sup>st</sup> March 2022		As at 31 <sup>st</sup> March 2021	
	Number of shares held having face value of ₹ 1 /- each	% of holding in class	Number of shares held having face value of ₹ 1/- each	% of holding in class
<b>Equity shares of ₹ 1/- each fully paid</b>				
Susram Financial Services & Realty Pvt Ltd	1,13,45,555	18.19%	1,05,55,555	16.93%
Ganesh Risk Management Pvt Ltd	49,69,546	7.97%	49,69,546	7.97%
Sushila Pilani	34,83,363	5.59%	34,83,363	5.59%
Tarang Advisory Private Limited	30,00,183	4.81%	30,00,183	4.81%
Rishi Pilani	15,93,003	2.55%	15,93,003	2.55%
Poonam Pilani	10,80,807	1.73%	10,80,807	1.73%
Ashok Goel	10,00,000	1.60%	10,00,000	1.60%
Shankar Bijlani	5,00,000	0.80%	5,00,000	0.80%
Anish Modi	3,50,806	0.56%	3,50,806	0.56%
Gul Kewalram Bijlani	1,17,114	0.19%	1,17,114	0.19%
Sukesh Gupta	1,00,000	0.16%	1,00,000	0.16%
Krishan Gupta	1,00,000	0.16%	1,00,000	0.16%
Ramesh Pilani	50,700	0.08%	50,700	0.08%
Rhea Rishi Pilani	701	0.001%	701	0.001%
Vedansh Rishi Pilani	701	0.001%	701	0.001%
Dinesh Thapar	0	0.000%	0	0.000%

## NOTE 21 : OTHER EQUITY

(₹ in Million)

Particulars	Share Warrants	Reserves and surplus			Total other equity
		Capital Reserve	Securities Premium	Retained Earnings	
<b>As at 1<sup>st</sup> April 2020</b>	-	<b>666.27</b>	<b>382.50</b>	<b>349.51</b>	<b>1,398.28</b>
Net income / (loss) for the year	-	-	-	212.98	212.98
Issue of equity shares	-	-	645.08	-	645.08
Share forfeiture account	-	5.27	-	-	5.27
<b>As at 31<sup>st</sup> March 2021</b>	-	<b>671.54</b>	<b>1027.58</b>	<b>562.52</b>	<b>2261.64</b>
<b>As at 1<sup>st</sup> April 2021</b>	-	<b>671.54</b>	<b>1027.58</b>	<b>562.52</b>	<b>2261.64</b>
Net income / (loss) for the year	-	-	-	326.68	326.68
Issued during the year	154.50	-	-	-	154.50
<b>As at 31<sup>st</sup> March 2022</b>	<b>154.50</b>	<b>671.54</b>	<b>1027.58</b>	<b>889.20</b>	<b>2,742.82</b>

**Share Warrants:** During FY 2021-22, the Company issued 60,00,000 warrants convertible into Equity Shares of face value ₹ 1 /- per share to be issued at price of ₹ 103/- (including premium of ₹. 102 /-) to Non-promoters on Preferential basis in accordance with applicable provisions of the Companies Act, 2013. The Company has received 25% upfront money from the allottees.

**Nature and purpose of reserve :**

**Capital reserve:** There is no movement in Capital Reserve during the current year. The reserve is utilized in accordance with the provisions of the Companies Act 2013.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022**

**Securities Premium:** The amount received in excess of face value of the Equity shares is recognized in Securities premium. The reserve is utilized in accordance with the provisions of the Companies Act 2013. There is no movement in Securities Premium during the current year & in previous year its created on account of issue of shares at premium for acquisition of ILSL shares.

**Retained Earnings:** Retained Earnings are the profits that the Company has earned till date, less any transfer to General Reserve, dividends or other distributions paid to shareholders. The reserve can be utilised in accordance with the provision of the Companies Act, 2013.

**Other comprehensive income:** Other comprehensive income (OCI) represents the re-measurement loss on defined benefit plan, net of taxes that will not be re-classified to the Statement of Profit & Loss.

**NOTE 22 : BORROWINGS(ATAMORTISED COST)**

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
<b>Term loan (secured)</b>		
-Term loans from banks	107.39	261.56
<b>Term loan(Unsecured)</b>		
-Term loans from associates	-	89.72
<b>Total</b>	<b>107.39</b>	<b>351.28</b>

**Details of Interest and repayment schedule for secured long term borrowings is as under:**

Type of loan	Loan outstanding as at 31st March 2022 (₹ in Million)			Sanction amount	Rate of interest	Remaining Repayment terms	Security / Guarantee
	Non Current	Current	Total				
Union Bank of India	59.82	76.20	136.02	280.00	7.50% p.a.	20 monthly installments	Secured by first charge all Fixed assets (Storage tanks, pipelines (embedded in earth), plant, land, building etc.) located at JNPT plot no. 7, Cochin, Goa and both the manufacturing factories of Chemical division at Tarapur
Union Bank of India	35.22	24.00	59.22	72.00	7.50% p.a.	29 monthly installments	Secured by first charge all Fixed assets (Storage tanks, pipelines (embedded in earth), plant, land, building etc.) located at JNPT plot no. 7, Cochin, Goa and both the manufacturing factories of Chemical division at Tarapur
Yes Bank Limited	1.64	1.15	2.79	5.40	11% p.a.	27 monthly installments	Hypothecation of cars
Yes Bank Limited	0.43	0.20	0.63	1.00	11% p.a.	34 monthly installments	Hypothecation of cars
Union Bank Loan IISL	10.28	9.94	19.26	26.60	7.50% p.a.	23 monthly installments	All Fixed assets (Storage tanks, pipeline , plants land building etc) located at Butibori (Nagpur) and Daund (Pune) along with equitable mortgage of Property situated at 131/1 at Butibori (Nagpur) and 101/1 and 101/2 at Daund (Pune)
	<b>107.39</b>	<b>111.49</b>	<b>217.92</b>	<b>385.00</b>			

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

## NOTE 23 : PROVISIONS

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
Provision for gratuity (Refer Note 47 )	31.04	28.64
Provision for leave encashment	3.85	4.33
<b>Total</b>	<b>34.89</b>	<b>32.97</b>

## NOTE 24 : DEFERRED TAX LIABILITIES (NET)

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
<b>Income tax expense recognised in the Statement of Profit and Loss</b>		
<b>Current Tax:</b>		
Current Tax on Profits for the year	124.06	90.53
Deferred Tax	0.65	224.46
<b>Total Income Tax Expense</b>	<b>124.71</b>	<b>314.99</b>

## Components of Deferred Tax

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
<b>Deferred Tax Liabilities</b>		
Property, Plant and Equipment	250.61	243.94
Right-to-Use Assets	8.03	-
Security Deposit	0.83	-
Other temporary differences	0.10	0.76
Total Deferred Tax Liabilities	259.57	244.70
<b>Deferred Tax Assets</b>		
Allowance for doubtful advances/ debts	13.93	10.52
Defined Benefit Obligations	11.27	9.72
Lease liabilities	9.28	-
<b>Total Deferred Tax Assets</b>	<b>34.48</b>	<b>20.24</b>
<b>Net Deferred Tax Liabilities</b>	<b>225.09</b>	<b>224.46</b>

## NOTE 25 : BORROWINGS (CURRENT, AT A MORTISED COST)

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
<b>Secured</b>		
Short Term Overdraft - from banks*	0.42	-
Current Maturities of Long-Term Debt (Refer Note 22)	111.49	140.51
<b>Unsecured</b>		
Term Loans - from other parties	-	100.00
<b>Total</b>	<b>111.91</b>	<b>240.51</b>

\*₹0.42 Million Secured short term overdraft facility availed from Central Bank of India against security of Fixed Deposit. The interest rates is 5.45% p.a.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

## NOTE 26 : TRADE PAYABLES

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
<b>Trade payables</b>		
- total outstanding dues of micro and small enterprises;	5.20	8.34
- total outstanding dues of creditors other than micro and small enterprises	491.31	481.22
<b>Total</b>	<b>496.51</b>	<b>486.15</b>

- i. Disclosure with respect to related party transactions is given in note 48.
- ii. Micro and small enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 have been determined based on the information available with the Company and the required disclosures are given below:

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
Principal amount outstanding as at end of year	5.20	8.34
Principal amount overdue more than 45 days	2.35	2.43
Interest due and unpaid as at end of year	0.32	0.07
Interest paid to the supplier	-	-
Payment made beyond the appointed day during the year	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further interest remaining due and payable	-	-

- iii. Ageing for Trade Payables outstanding is as follows:

Particulars	Not Due	Outstanding from due date of payment as on 31 <sup>st</sup> March 2022				
		Less than 1 year	1 to 2 Year	2 to 3 Year	More than 3 year	Total
<b>Unsecured and considered good</b>						
(i) MSME	2.59	2.61	-	-	-	5.20
(ii) Others	207.12	204.78	24.90	27.80	-	464.60
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	26.71	26.71
<b>Total</b>	<b>209.71</b>	<b>207.39</b>	<b>24.90</b>	<b>27.80</b>	<b>26.71</b>	<b>496.51</b>

Particulars	Not Due	Outstanding from due date of payment as on 31 <sup>st</sup> March 2021				
		Less than 1 year	1 to 2 Year	2 to 3 Year	More than 3 year	Total
<b>Unsecured and considered good</b>						
(i) MSME	2.89	5.45	-	-	-	8.34
(ii) Others	107.94	290.46	24.90	27.80	-	451.10
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	26.71	26.71
<b>Total</b>	<b>110.83</b>	<b>295.91</b>	<b>24.90</b>	<b>27.80</b>	<b>26.71</b>	<b>486.15</b>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

## NOTE 27 : OTHER FINANCIAL LIABILITIES

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
Statutory Dues payable	20.58	9.66
Outstanding Expenses	26.47	9.18
Other Advances	5.00	5.22
Security Deposit received	15.37	15.37
<b>Total</b>	<b>67.42</b>	<b>39.43</b>

## NOTE 28 : OTHER CURRENT LIABILITIES

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
Advance from Customers	33.43	27.47
<b>Total</b>	<b>33.43</b>	<b>27.47</b>

## NOTE 29 : PROVISIONS

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
Provision for Leave Encashment	0.49	0.43
Provision for Termination Benefits - Gratuity (Refer Note 47)	12.26	10.57
<b>Total</b>	<b>12.75</b>	<b>11.00</b>

## NOTE 30 : REVENUE FROM OPERATIONS

(₹ in Million)

Particulars	Year ended 31 <sup>st</sup> March 2022	Year ended 31 <sup>st</sup> March 2021
<b>Sale of services (LST Division)</b>		
Storage charges / Rail Logistics movement / EPC#	1,689.67	1,102.45
<b>Sale of products (Chemical Division)</b>		
Sale of Chemicals	1,885.43	1,601.64
<b>Total</b>	<b>3,575.10</b>	<b>2,704.09</b>

# EPC revenue Includes Reversal of Trading revenue amounting to ₹.16.40 Million ( ₹ Nil in FY 2020-21)

## A. Disaggregation revenue information

Particulars	Year ended 31 <sup>st</sup> March 2022	Year ended 31 <sup>st</sup> March 2021
<b>i. Revenue based on geography</b>		
Revenue from operations with in the country	3,460.51	2,633.77
Revenue from operations out side the country	114.59	70.32
<b>Total</b>	<b>3,575.10</b>	<b>2,704.09</b>
<b>ii. Timing of revenue recognition</b>		
Goods transferred at a point in time	1,885.43	1,601.64
Services transferred over time	1,689.67	1,102.45
<b>Total</b>	<b>3,575.10</b>	<b>2,704.09</b>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

## NOTE 31 : OTHER INCOME

(₹ in Million)

Particulars	Year ended 31 <sup>st</sup> March 2022	Year ended 31 <sup>st</sup> March 2021
Interest on Bank deposits	15.24	4.64
Interest Others	10.21	5.52
Income on IND AS	0.13	-
Misc Receipts including sundry balances written back	5.17	4.42
<b>Total</b>	<b>30.75</b>	<b>14.58</b>

## NOTE 32 : COST OF MATERIAL CONSUMED

(₹ in Million)

Particulars	Year ended 31 <sup>st</sup> March 2022	Year ended 31 <sup>st</sup> March 2021
Inventories at the beginning of the year	51.24	29.66
Add : Purchases	1,063.87	666.72
	<b>1,115.11</b>	<b>696.38</b>
Less: Inventories at the end of the year	54.56	51.24
<b>Total</b>	<b>1,060.55</b>	<b>645.14</b>

## NOTE 33 : PURCHASE OF STOCK IN TRADE

(₹ in Million)

Particulars	Year ended 31 <sup>st</sup> March 2022	Year ended 31 <sup>st</sup> March 2021
Chemicals	314.71	141.02
<b>Total</b>	<b>314.71</b>	<b>141.02</b>

## 34. CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK IN TRADE AND WORK-IN-PROGRESS

(₹ in Million)

Particulars	Year ended 31 <sup>st</sup> March 2022	Year ended 31 <sup>st</sup> March 2021
Work in Progress - Opening	54.61	23.65
Work in Progress - Closing	3.25	54.61
	<b>51.36</b>	<b>(30.95)</b>
Finished Goods - Opening	16.30	6.92
Finished Goods - Closing	16.29	16.30
	0.01	(9.38)
<b>Total</b>	<b>51.37</b>	<b>(40.33)</b>

## 35. EMPLOYEE BENEFITS EXPENSE

(₹ in Million)

Particulars	Year ended 31 <sup>st</sup> March 2022	Year ended 31 <sup>st</sup> March 2021
Salaries, wages and bonus	191.03	149.18
Contribution to provident and other funds	1.91	1.86
Director remuneration	16.08	13.53
Gratuity expense (Refer Note 47)	5.23	6.94
Staff welfare expenses	2.86	2.46
<b>Total</b>	<b>195.80</b>	<b>160.44</b>



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

## 36. FINANCE COSTS

(₹ in Million)

Particulars	Year ended 31 <sup>st</sup> March 2022	Year ended 31 <sup>st</sup> March 2021
Interest on borrowings	30.73	65.41
Other financial charges	3.79	1.42
Interest on lease liabilities	2.31	-
<b>Total</b>	<b>36.83</b>	<b>66.83</b>

## 37. DEPRECIATION AND AMORTISATION EXPENSE

(₹ in Million)

Particulars	Year ended 31 <sup>st</sup> March 2022	Year ended 31 <sup>st</sup> March 2021
Depreciation of property, plant and equipment	139.63	149.79
Amortisation of right to use assets	6.97	-
<b>Total</b>	<b>146.60</b>	<b>149.79</b>

## NOTE 38 : OTHER EXPENSES

(₹ in Million)

Particulars	Year ended 31 <sup>st</sup> March 2022	Year ended 31 <sup>st</sup> March 2021
Power and fuel	219.98	118.44
Labour/Service charges, Freight, Warehousing and Handling charges, Repairs & Maintenance etc. (including EPC division)	408.49	266.92
Consumption of stores, spare & Packing material	150.38	250.38
Rake Hire & Management Charges to Central Govt. Railways (ILSL)	85.89	22.98
Storage Services	36.07	21.22
Rent	106.12	82.44
Rates and Taxes	0.47	3.52
Water Charges	10.40	8.05
Directors sitting fees	0.59	0.24
Postage and Telephone	2.86	1.84
Printing and Stationery	3.28	3.31
Insurance	10.97	10.03
Legal and Professional Fees	165.41	94.09
Travelling & Conveyance Expenses	25.06	19.86
Licence & Application fee	10.97	4.12
Stock exchange listing fees	0.31	0.50
Audit Fees	1.52	1.23
Donation	0.31	0.30
General expenses	9.98	4.95
Membership, Subscription & Periodicals	2.68	0.83
CSR Contribution Expenditure	9.27	7.58
Foreign exchange Fluctuation Loss (Net)	0.65	0.83
Advertisement Expenses	2.62	2.72
Sales Promotion & Other Marketing Expenses	15.44	10.03
Distribution expenses	7.38	6.99
Brokerage & commission	23.16	20.94
Discount given	0.52	1.38
Distribution expenses	2.86	0.00
Sundry balances w/off	3.82	3.92
Provision for Doubtful Debts	13.55	0.00
Bad Debts written off	9.28	33.79
<b>Total</b>	<b>1,340.29</b>	<b>1,003.43</b>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

## Note:

## Auditor's remuneration (excluding taxes):

(₹ in Million)

Particulars	Year ended 31 <sup>st</sup> March 2022	Year ended 31 <sup>st</sup> March 2021
Statutory audit fees including limited review	1.52	1.07
Other Certification charges	-	0.16
<b>Total</b>	<b>1.52</b>	<b>1.23</b>

## NOTE 39 : EXCEPTIONAL ITEMS

(₹ in Million)

Particulars	Year ended 31 <sup>st</sup> March 2022	Year ended 31 <sup>st</sup> March 2021
Prior Period Expenses	(0.42)	-
Compensation Income	8.42	-
Amount paid to M/s Avron Chemicals Pvt. Ltd as per order of Hon'ble Mumbai High Court and the said payment pertains to buying of raw material from Avron and the payment is binding as per the said High Court order	(16.10)	(58.50)
<b>Total</b>	<b>(8.10)</b>	<b>(58.50)</b>

## NOTE 40 : COMPONENTS OF OTHER COMPREHENSIVE INCOME (OCI)

(₹ in Million)

During the year ended 31<sup>st</sup> March 2022

Particulars	Amount
Remeasurement gains (losses) on defined benefit plans (Incl. Income tax effect)	0.12
<b>Total</b>	<b>0.12</b>

During the year ended 31<sup>st</sup> March 2021

Particulars	Amount
Remeasurement gains (losses) on defined benefit plans (Incl. Income tax effect)	3.03
<b>Total</b>	<b>3.03</b>

## NOTE 41 : Earnings per share (EPS)

Basic and diluted Earnings per Share [EPS] computed in accordance with Ind AS 33 "Earnings per Share":

Particulars	2021-22	2020-21
Face Value of Equity Share	₹1	₹1
Profit attributable to equity shareholders (₹ in Million) (A)	326.89	218.85
Weighted average number of equity shares for basic EPS (B)	6,23,59,421	5,58,11,534
Effect of dilution :		
Total weighted average potential equity shares	-	-
Weighted average number of equity shares adjusted for the effect of dilution (C)	6,23,59,421	5,58,11,534
Basic EPS (Amount in ₹) (A/B)	5.24	3.92
Diluted EPS (Amount in ₹) (A/C)	5.24	3.92

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022****NOTE 42 : RESEARCH AND DEVELOPMENT ACTIVITIES**

Details of expenditure incurred in respect of research and development activities undertaken during the year is as follows:

(₹ in Million)

Particulars	Year ended 31 <sup>st</sup> March 2022	Year ended 31 <sup>st</sup> March 2021
Revenue expenditure charged to profit and loss account	0.29	0.14

**NOTE 43 : ADDITIONAL REGULATORY INFORMATION**

Additional Regulatory Information pursuant to Clause 6L of General Instructions for preparation of Balance Sheet as given in Part I of Division II of Schedule III to the Companies Act, 2013, are given hereunder to the extent relevant and other than those given elsewhere in any other notes to the Financial Statements.

- a) The title in respect of self-constructed buildings and title deeds of all other immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
- b) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- c) The Company has not availed any Working Capital facility against stock and debtors at any time during the year.
- d) The Company has not been declared as a willful defaulter by any lender who has powers to declare a company as a willful defaulter at any time during the financial year or after the end of reporting period but before the date when the financial statements are approved.
- e) The Company does not have any transactions with struck-off companies.
- f) The Company does not have any charges or satisfaction which is yet to be registered with the Registrar of Companies (ROC) beyond the statutory period.
- g) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act 2013 read with Companies (Restrictions on number of Layers) Rules, 2017.
- h) The company has not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities(intermediaries), with the understanding that the intermediary shall;
  - i. 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
  - ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- i) The Company has not received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall;
  - i. 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
  - ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- j) The Company does not have any transactions which is not recorded in the books of accounts but has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

k) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

## l) Ratios

Particulars	Formula	31 <sup>st</sup> March 2022			31 <sup>st</sup> March 2021			% Variance	Reason for Variance
		Numerator (₹ in Million)	Denominator (₹ in Million)	Ratio	Numerator (₹ in Million)	Denominator (₹ in Million)	Ratio		
Current Ratio	Current assets/ Current liabilities	1,150.15	732.42	1.57	1,184.84	804.56	1.47	7%	
Debt-equity ratio	Total debt/ Shareholder's Equity	219.30	2,849.01	0.08	591.79	2,367.50	0.25	-69%	Ratio has improved due to decrease in debt
Debt service coverage ratio	Earnings available for debt service/ Debt Service	507.18	207.45	2.44	658.52	282.44	2.33	5%	Ratio has improved due to increase in profitability and decrease in debt.
Return on equity ratio	[Net Profits after taxes]/ Average Shareholder's Equity	327.01	2,608.26	0.13	221.91	1,911.51	0.12	8%	
Inventory turnover Ratio	Sales/ Average Inventory	3,605.85	102.19	35.29	2,718.67	93.89	28.96	22%	
Trade receivables turnover ratio	Net Credit Sales/ Average Accounts Receivable	3,605.85	372.50	9.68	2,718.67	379.05	7.17	35%	Ratio has improved due to better working capital management
Trade payables turnover ratio	Net Credit Purchases/ Average Trade Payables	1,378.58	491.33	2.81	807.74	474.39	1.70	65%	due to better working capital management
Net capital turnover ratio	Net Sales/ Working Capital	3,605.85	417.73	8.63	2,718.67	380.28	7.15	21%	
Net profit ratio %	Net Profit/ Net Sales	327.01	3,605.85	9%	221.91	2,718.67	8%	11%	
Return on capital employed %	Earning before interest and taxes (EBIT)/ Capital Employed	488.43	3,293.40	15%	600.68	3,183.73	19%	-21%	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

Particulars	Formula	31 <sup>st</sup> March 2022			31 <sup>st</sup> March 2021			% Variance	Reason for Variance
		Numerator (₹ in Million)	Denominator (₹ in Million)	Ratio	Numerator (₹ in Million)	Denominator (₹ in Million)	Ratio		
Return on investment	Income generated from invested funds/Average invested funds in treasury investments	15.24	380.95	4.00%	4.64	210.31	2.21%	81%	Ratio has improved due to increase in investment yielding higher returns

## NOTE 44 : CONTINGENT LIABILITIES AND COMMITMENTS

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
1. Claims by parties against company not acknowledged as Debt.	166.80	178.09
2. Morgan Securities and Credits Pvt Ltd has initiated arbitration proceedings to recover the outstanding claim on ICD of ₹ 3.4 Million advanced to GBL in year 2000. The Arbitrator has passed an award on December, 09, 2015 for ₹ 540 Million against GBL (Principal ₹ 3.4 Million plus Exorbitant Interest of ₹ 536.60 Million on this principal amount which was calculated @ 3% p.m. with monthly rest till date of Award) GBL has challenged the said Award by filing an appeal before the Hon'ble High Court of Delhi. The Hon'ble High Court of Delhi vide an ex-parte order of dated November 17, 2020 restrained the Company from acting further in process of the preferential allotment. GBL seek out the vacation of order dated November 17, 2020 and the High Court of Delhi vide its order dated January 21, 2021 modified the ex-parte order of November 17, 2020 and allowed the Company to proceed with preferential allotment in pursuant to SSPA (Share Sale and Purchase Agreement) subject to the deposit of ₹ 30 Million towards the outstanding principal amount of ₹ 3.4 Million and a simple interest of 36% per annum on it from September 28, 2001 till date of order of the Court. The Hon'ble High Court of Delhi observed prima-facia view that the claim of 36% interest with monthly rest by which principal amount ₹ 3.4 Million along with interest has become ₹ 900 Million (260 times) appears to be <b>against the most basic notion of Justice</b> . GBL has deposited the full amount of ₹ 30 Million with Registry of Delhi High Court in compliance of the said Order.	NIL	NIL

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
<p>GBL has filed a criminal complaint against Morgan Securities and Credit Pvt Ltd and its Directors for act of Cheating and breach of trust at Andheri Court, Mumbai u/s. 403,406,420,120-B for fraudulently sale of 15 lacs pledged shares of Company. On 11.09.2012, Hon'ble Andheri Court has issued process against all accused under said Sections of IPC. The said order was challenged by Morgan Securities and Credit Pvt Ltd &amp; its Directors in the Hon'ble revisional (Session) Court and finally on 26.04.2021, Hon'ble High Court of Bombay dismissed all the writ petitions filed by the Directors of Morgan Securities and Credits Pvt Ltd and allowed all the writ petitions of the Company by restoring the Order dated 22.03.2017 passed Hon'ble Andheri Court to issue process u/s. 406,420 r/w.34 of IPC against Morgan securities &amp; Credits Pvt Ltd and its Directors. Further, Order dated 26.04.2021 of Bombay High Court was challenged by Morgan Securities and Credit Pvt Ltd in Hon'ble Supreme Court of India which is pending for hearing.</p>		
<p>3. Claim of Marmugao Port Trust (MPT) in Arbitration, towards disputed land allotted to Company by MPT and not acknowledged as Debt. The Company has also filed counterclaim of ₹ 40 Million the Arbitration. As per view of the Advocates there are good chances of winning of the said arbitration case in favor of Company (GBL).</p>	30.00	30.00
<p>4. The State Trading Corporation (STC) had claimed the amount aggregating to ₹ 242.64 Million in relation to certain transactions pertaining to period 2004-2008 which was disputed and not acknowledged as debt by the company and hence, said was being shown as "Contingent Liability" in the financial statements in the past. This was also treated as contingent liability in the scheme of revival approved under the provisions of the erstwhile Sick Industrial Companies (Special Provisions) Act, 1985 by order dated 04.12.2015 of the Hon'ble Delhi High Court.</p> <p>Subsequently, STC had filed an application u/s 9 of the Insolvency &amp; Bankruptcy Code, 2016 in Mumbai NCLT, which came about to be disposed of by the order passed by Adjudicating Authority in Feb 2020 requiring the company to pay ₹ 21.89 Million to STC in consonance with the revival scheme. Given that the company did pay the amount as per the said order of Adjudicating Authority in full and final settlement of all alleged but disputed claims of STC, the company discontinued to show the said contingent liability in the financial statements thereafter. Even though STC upon receiving the full amount of ₹ 21.89 Million as per NCLT order has belatedly filed an appeal against the above referred NCLT order before NCLAT Delhi which is currently pending at admission stage.</p>	NIL	NIL
<p>5. Show Cause Notice (SCN) No. CGST/Bel-V/R-II/CBBDT/GBL/148/20-21/1489 dated 20.10.2021 received from Assistant Commissioner (Division-V), GST &amp; Central Excise, Belapur Commissionerate, Navi Mumbai for the period Apr 2016 to 30 June 2017 for Reconciliation difference between revenue as per STR &amp; ITR. As per the view of GST consultant this show cause notice will not sustained due to technical issues</p>	4.68	NIL
<p>6. Bank Guarantee Limits</p>	79.64	69.20

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
7. Arbitration with M/s Indorama Synthetics Ltd. Under Arbitration Company has also its counter claim. As per the view of solicitors there are remote chances of crystallizing any such claim.	38.26	38.26
8. Show Cause Notice (SCN) No. ZD270522010463T dated 05.05.2022 received from Deputy Commissioners of State Tax For the F.Y. 2017-2018 for mismatch of input tax credit. As per the view of GST consultant this show cause notice will not sustained due to technical issues.	6.59	NIL
<b>Commitments</b>		
Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-

**NOTE 45 : SEGMENT REPORTING AS PER IND AS 108 ON “OPERATING SEGMENT”**

## a) Description of segments and principal activities:

The Company has determined following reporting segments based on the information reviewed by the Company's Chief Operating Decision Maker ('CODM') (i.e. Chairman & Managing Director):

- Segment-1, Chemical
- Segment-2, Liquid Storage Terminal (LST)

The above business segments have been identified considering:

- a. the nature of products and services
- b. the differing risks and returns
- c. the internal organisation and management structure, and
- d. the internal financial reporting system

Activities of GBL Chemical Limited which is in chemical business has been consolidated with chemical segment and Infrastructure Logistic Systems Ltd (Formerly Stolt Rail Logistic Systems Ltd), GBL LPG Pvt. Ltd, GBL Clean Energy Pvt. Ltd., GBL Infra Engg Services Pvt. Ltd. Consolidated with LST segment due to related business activities.

The Chief Operating Decision Maker ("CODM") evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by operating segments. The CODM reviews revenue and profit as the performance indicator for all of the operating segments.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

The Group is primarily engaged in the business of Chemical and Liquid Storage Terminal (LST). The Group as presented segment information on the basis of Financial Statements in accordance with Ind AS 108 "Operating Segments".

Particulars	Year ended 31 <sup>st</sup> March 2022 (Audited)	Year ended 31 <sup>st</sup> March 2021 (Audited)
<b>1. Segment Revenue (Net sales and Services)</b>		
a) Chemical Division	1,885.43	1,102.45
b) Liquid Storage Terminal (LST)	1,689.67	1,601.64
<b>Net sales /Income from Operations</b>	<b>3,575.10</b>	<b>2,704.09</b>
<b>2. Segment Results</b>		
Profit(+)/Loss (-) Before Tax and Interest but after DEPRECIATION		
a) Chemical Division	(22.76)	114.57
b) Liquid Storage Terminal (LST)	488.55	530.02
<b>Total</b>	<b>465.78</b>	<b>644.59</b>
<b>Less.: Interest</b>	(36.83)	(66.83)
<b>Add.: Un -allocable income</b>	30.75	14.58
<b>Less:-Un-allocable Expenditure</b>		
<b>Total Profit /(Loss) Before Tax &amp; Exceptional Items</b>	<b>459.71</b>	<b>592.34</b>
<b>Exceptional Income/(Expense)/Prior Period Expenditures</b>	(8.10)	(58.50)
<b>Total Profit /(Loss) Before Tax</b>	<b>451.61</b>	<b>533.84</b>
<b>3. Segment assets</b>		
a) Chemical Division	319.41	283.10
b) Liquid Storage Terminal (LST)	3,431.69	2,691.20
c) Unallocated	107.81	708.38
<b>Total Segment Assets</b>	<b>3,858.91</b>	<b>3,682.68</b>
<b>4. Segment Liability</b>		
a) Chemical Division	374.50	338.77
b) Liquid Storage Terminal (LST)	148.37	147.38
c) Unallocated	244.44	351.38
<b>Total Segment Liability</b>	<b>767.31</b>	<b>837.53</b>
<b>Capital Employed</b>	<b>3,091.60</b>	<b>2,845.15</b>

Segment assets and Segment Liabilities are measured in the same way as in the financial statements. The Company's borrowing are not considered to be segment liabilities, but are managed by the treasury function.

Particulars	Year ended March 31 <sup>st</sup> 2022			Year ended March 31 <sup>st</sup> 2021		
	Capital Expenditure	Non-Cash Expenditure other than depreciation	Depreciation & Amortization	Capital Expenditure	Non-Cash Expenditure other than depreciation	Depreciation & Amortization
Chemical Division	67.92	-	14.00	-	-	59.45
Liquid Storage Terminal (LST)	129.17	-	132.60	140.81	-	90.33
<b>Total</b>	<b>197.09</b>	<b>-</b>	<b>146.60</b>	<b>140.81</b>	<b>-</b>	<b>149.79</b>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022**

The information relating to revenue from external customers and location of non-current assets of its single reportable segment has been disclosed as below:

**b) Revenue from operations**

(₹ in Million)

Particulars	Year ended 31 <sup>st</sup> March 2022	Year ended 31 <sup>st</sup> March 2021
India	3460.51	2633.77
Outside India	114.59	70.32
<b>Total</b>	<b>3,575.10</b>	<b>2,704.09</b>

**c) Non-current assets**

All non-current assets of the Company are located in India.

**NOTE : 46 FINANCIAL INSTRUMENTS****a) Capital Risk management**

The Company being in a capital intensive industry, its objective is to maintain a strong credit rating, healthy capital ratios and establish a capital structure that would maximise the return to stakeholders through optimum mix of debt and equity.

The Company's capital requirement is mainly to fund its capacity expansion and repayment of principal and interest on its borrowings. The principal source of funding of the Company has been, and is expected to continue to be, cash generated from its operations supplemented by funding from bank borrowings and the equity capital by way of preferential allotment. The Company is not subject to any externally imposed capital requirements.

The Company regularly considers other financing and refinancing opportunities to diversify its debt profile, reduce interest cost and elongate the maturity of its debt portfolio, and closely monitors its judicious allocation amongst competing capital expansion projects, to capture market opportunities at minimum risk.

The Company monitors its capital using gearing ratio, which is net debt, divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, bank balances other than cash and cash equivalents and current investments.

**Gearing Ratio**

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
Long term borrowings	107.39	351.28
Current maturities of long term debt and finance lease obligations	111.91	240.51
Less: Cash and cash equivalent	(121.21)	(104.65)
Less: Bank balances other than cash and cash equivalents	(349.94)	(263.41)
Less: Current investments	(9.94)	(2.50)
<b>Net debt</b>	<b>(261.79)</b>	<b>221.23</b>
<b>Total equity</b>	<b>2,849.01</b>	<b>2,367.50</b>
Gearing ratio	-	0.09

- i. Equity includes all capital and reserves of the Company that are managed as capital.
- ii. Debt is defined as long and short term borrowings, as described in notes 22 and 25.

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022**

loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

**b) Categories and hierarchy of financial instruments**

The fair value of financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between the willing parties, other than in a forced or liquidation sale. The following methods and assumptions have been used to estimate the fair values:

Fair value of cash and short-term deposits, trade and other short-term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to the short-term maturities of these instruments.

Financial Instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rate and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for the expected losses of these receivables.

Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

All financial assets and liabilities are classified as level 3 and hence the carrying value represents the fair value of the financial assets and liabilities.

The carrying values of the financial instruments by categories were as follows:

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022			As at 31 <sup>st</sup> March 2021		
	FVTPL	PVTOCI	Amortised Cost	FVTPL	PVTOCI	Amortised Cost
<b>Financial assets Measured at amortised cost</b>						
Investments – Current	9.94	-	-	2.50	-	-
Investments – Non-current	-	-	153.81	-	-	16.98
Trade receivables	-	-	336.10	-	-	408.90
Cash and cash equivalents	-	-	121.21	-	-	104.65
Bank balances other than cash and cash equivalents	-	-	349.94	-	-	263.41
Other financial assets	-	-	219.70	-	-	198.94
<b>Total financial assets at amortised cost</b>	<b>9.94</b>	<b>-</b>	<b>1180.76</b>	<b>2.50</b>	<b>-</b>	<b>992.88</b>
<b>Financial liabilities Measured at amortised cost</b>						
Long term Borrowings	-	-	219.30	-	-	591.79
Trade payables	-	-	496.51	-	-	486.15
Other financial liabilities	-	-	104.65	-	-	39.43
<b>Total financial liabilities carried at amortised cost</b>	<b>-</b>	<b>-</b>	<b>820.46</b>	<b>-</b>	<b>-</b>	<b>1,117.37</b>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022****c) Financial risk management objectives and policies:**

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

The Company's principal financial liabilities comprise of loan from banks and financial institutions, finance lease obligations and trade payables. The main purpose of these financial liabilities is to raise finance for the Company's operations. The Company has various financial assets such as trade receivables, cash and short term deposits, which arise directly from its operations.

The main risks arising from Company's financial instruments are foreign currency risk, interest rate risk, credit risk and liquidity risk. The Board of Directors review and agree policies for managing each of these risks.

**d) Financial risk management**

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimize potential adverse effects of all the risk on its financial performance. The Board of Directors and the Audit Committee are responsible for overseeing the Company's risk assessment and management policies and processes.

The risk management policies are established to ensure timely identification and evaluation of risks, setting acceptable risk thresholds, identifying and mapping controls against these risks, monitor the risks and their limits, improve risk awareness and transparency. Risk management systems are reviewed regularly to reflect changes in the market conditions and the Company's activities to provide reliable information to the Management and the Board to evaluate the adequacy of the risk management framework in relation to the risk faced by the Company.

The risk management policies aims to mitigate the following risks arising from the financial instruments:

- Market risk
- Credit risk; and
- Liquidity risk

**e) Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market prices. The Company is exposed in the ordinary course of its business to risks related to changes in foreign currency exchange rates and interest rates.

The Company seeks to minimize the effects of these risks by using derivative and non-derivative financial instruments. The use of derivatives and non-derivative financial instruments is governed by the Company's policies approved by the Board of Directors, which provide written principles on foreign exchange risk, interest rate risk, credit risk, and the investment of excess liquidity. Compliance with policies and exposure limits is reviewed by the Management and the internal auditors on a continuous basis. The Company does not enter into or trade financial instruments, including derivatives for speculative purposes.

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of change in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk such as equity price risk and commodity risk.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022****f) Interest rate risk :**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The borrowings of the Company are principally denominated in rupees with a mix of fixed and floating rates of interest. The risk is managed by the Company by maintaining an appropriate mix between fixed and floating rate borrowings.

The following table provides a break-up of the Company's fixed and floating rate borrowings: (₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
Fixed rate borrowings	3.84	4.64
Floating rate borrowings	215.47	397.43
Interest free borrowings	-	189.72
<b>Total</b>	<b>219.30</b>	<b>591.79</b>

**Interest rate sensitivity**

The sensitivity analysis below have been determined based on the exposure to interest rates for floating rate liabilities, assuming the amount of the liability outstanding at the year-end was outstanding for the whole year.

If interest rates had been 100 basis points higher / lower and all other variables were held constant, the Company's profit for the year ended 31<sup>st</sup> March 2022 would decrease / increase by (₹2.15 Million) / ₹2.15 Million (for the year ended 31<sup>st</sup> March 2021: decrease / increase by (₹ 3.98 Million) / ₹ 3.98 Million). This is mainly attributable to the Company's exposure to interest rates on its variable rate borrowings.

**g) Credit risk management:**

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk encompasses both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

Company's credit risk arises principally from the trade receivables, loans, cash & cash equivalents.

**Trade receivables**

Customer credit risk is managed centrally by the Company and subject to established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits defined in accordance with the assessment.

Trade receivables consist of a large number of customers spread across diverse industries and geographical areas with no significant concentration of credit risk. The outstanding trade receivables are regularly monitored and appropriate action is taken for collection of overdue receivables.

**Cash and cash equivalents**

Credit risks from balances with banks and financial institutions are managed in accordance with the Company policy. The Company attempts to limit the credit risk by only dealing with reputable banks and financial institutions having high credit- ratings assigned by credit-rating agencies.

In addition, the Company is not exposed to credit risk in relation to financial guarantees given to banks and other counterparties.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022**Liquidity risk management**

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time, or at a reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. The Company maintains flexibility in funding by maintaining availability under committed credit lines. The Management monitors rolling forecasts of the Company's Liquidity position and cash and cash equivalents on the basis of the expected cash flows. The Company assessed the Concentration of risk with respect to its debt and concluded it to be low.

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The table includes both interest and principal cash flows.

To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting period. The contractual maturity is based on the earliest date on which the Company may be required to pay.

**Liquidity exposure as at 31<sup>st</sup> March 2022.**

(₹ in Million)

Particulars	<1 year	1-5 years	>5 years	Total
<b>Financial liabilities</b>				
Borrowings	107.39	111.91	-	219.30
Trade payables	496.51	-	-	496.51
Other financial liabilities	77.82	26.83	-	104.65
<b>Total financial liabilities</b>	<b>681.72</b>	<b>138.74</b>	-	<b>820.46</b>

**Liquidity exposure as at 31<sup>st</sup> March 2021.**

(₹ in Million)

Particulars	<1 year	1-5 years	>5 years	Total
<b>Financial liabilities</b>				
Borrowings	351.28	240.51	-	591.79
Trade payables	486.15	-	-	486.15
Other financial liabilities	39.43	-	-	39.43
<b>Total financial liabilities</b>	<b>876.86</b>	<b>240.51</b>	-	<b>1,117.37</b>

**Collateral**

The Company has pledged part of its trade receivables, short term investments and cash and cash equivalents in order to fulfil certain collateral requirements for the banking facilities extended to the Company. There is obligation to return the securities to the Company once these banking facilities are surrendered (Refer note 20, 22 and 24).

**NOTE 47 : EMPLOYEE BENEFIT OBLIGATIONS****a) Defined contribution plan**

The Company operates defined contribution retirement benefit plans for all qualifying employees. Under these plans, the Company is required to contribute a specified percentage of payroll costs.

Company's contribution to provident fund recognised in statement of profit and loss of ₹ 1.91 Million (31 March 2021: ₹ 1.86 Million) (inculcated in note no 35)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

## b) Defined benefit plans

The level of benefits provided depends on the member's length of service and salary at retirement age.

The gratuity plan is covered by The Payment of Gratuity Act, 1972. Under the gratuity plan, all employees are entitled to Gratuity Benefits on exit from service due to retirement, resignation or death at the rate of 15 days' salary for each year of service with payment ceiling of ₹ 2.0 Million. The vesting period for gratuity as payable under The Payment of Gratuity Act, 1972 is 5 years.

No other post-retirement benefits are provided to these employees.

The most recent actuarial valuation of the present value of the defined benefit obligation were carried out at 31 March 2022 by Independent, Qualified Actuary. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

## i. Reconciliation of Opening and Closing balances of Defined Benefit Obligation (₹ in Million)

Description	Gratuity as on 31 <sup>st</sup> March	
	2022	2021
Defined Benefit obligation at beginning of year	39.20	38.39
Current Service Cost	3.04	3.13
Interest Cost	2.20	2.18
Actuarial (Gains)/Losses on Obligations	-	-
- Due to Change in Demographic Assumptions	-	-
- Due to Change in Financial Assumptions	(0.94)	0.26
- Due to Experience	0.85	(3.38)
Benefits paid	(1.05)	(1.36)
<b>Defined Benefit obligation at year end</b>	<b>43.30</b>	<b>39.21</b>

## ii. Expenses recognised in statement of profit and loss account (₹ in Million)

Description	Gratuity as on 31 <sup>st</sup> March	
	2022	2021
Current Service Cost	3.04	3.13
Net Interest Cost	2.20	2.18
<b>Component of defined benefit cost recognised in statement of profit and loss</b>	<b>5.23</b>	<b>5.31</b>
<b>Remeasurement of net defined benefit liability</b>		
Actuarial (gain)/loss on defined benefit obligation	(0.09)	(3.12)
<b>Component of defined benefit cost recognised in other comprehensive income</b>	<b>(0.09)</b>	<b>(3.12)</b>



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

## iii. Actuarial assumptions

(₹ in Million)

Description	Gratuity	
	2022	2021
Mortality Rate	Indian Assured Lives Mortality (2012-14) Ult	Indian Assured Lives Mortality (2012-14) Ult.
Discount rate (p.a.)	6.85%	6.50%
Attrition Rate	5% to 1%	5% to 1%
Retirement age	60	60
<b>Rate of escalation in salary (p.a.)</b>	<b>6%</b>	<b>6%</b>

## iv. The amount included in the financial statements arising from the entity's obligation in respect of its defined benefit plan is as follows:

(₹ in Million)

Description	Gratuity	
	2022	2021
Present value of obligation	43.30	39.21
<b>Net liability / (asset) arising from defined benefit obligation</b>	<b>43.30</b>	<b>39.21</b>

## v. Sensitivity Analysis – Gratuity

(₹ in Million)

Description	Gratuity	
	2022	2021
Projected Benefit Obligation on Current Assumptions	43.30	39.20
Discount Rate – 0.5 percent increase (% change)	42.02 -2.95%	37.96 -3.16%
Discount Rate - 0.5 percent decrease (% change)	44.65 3.12%	40.54 3.40%
Salary Escalation Rate - 0.5 percent increase (% change)	44.16 1.99%	40.09 2.27%
Salary Escalation Rate - 0.5 percent decrease (% change)	42.49 -1.87%	38.39 -2.09%
Withdrawal Rate - 0.5 percent increase (% change)	43.45 0.35%	39.34 0.36%
Withdrawal Rate - 0.5 percent decrease (% change)	43.13 -0.38%	39.06 -0.36%

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

## vi. Maturity analysis of projected benefit obligation

(₹ in Million)

Particulars	Less than a year	Between 1 to 5 years	Between 6 to 10 years	Total
<b>As at 31<sup>st</sup> March 2022</b>				
Projected benefit payable	11.77	11.45	15.61	<b>38.83</b>
<b>As at 31<sup>st</sup> March 2021</b>				
Projected benefit payable	9.48	9.23	16.26	<b>34.97</b>

**NOTE 48 : RELATED PARTY DISCLOSURES AS REQUIRED BY IND AS 24 "RELATED PARTY DISCLOSURES" ARE GIVEN BELOW:**

## a) List of Related Parties

**Key Management Personnel (KMP)**

Mr. Rishi Ramesh Pilani – Chairman and Managing Director

Mr. Raunak Pilani – Director

Mr. Ramakant Pilani – Chief Executive Officer

Mr. Ramesh Pilani – Chief Financial Officer

Mr. Ekta Dhandra – Company Secretary

**Relative of Key Management Personnel (KMP)**

Mrs. Poonam Pilani– Wife of Rishi Pilani

Mrs. Manju Pilani – Wife of Ramakant Pilani

Mrs. Sushila Pilani – Wife of Ramesh Pilani

**Associates**

Bluebrahma Clean Energy Solutions Pvt. Ltd

**Entities where control / significant influence by KMPs and their relatives exists and with whom transaction have taken place.**

Susram Financial Services and Realty Pvt. Ltd.

Agarwal Bulkactives Pvt.Ltd.

Infinitum Storage Solutions LLP

Sagar Industires &amp; Distilleries Pvt. Ltd.



**NOTE 49 : EXPENDITURE TOWARDS CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES**

(₹ in Million)

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
Amount required to be spent by the company during the year	7.71	6.82
Amount of expenditure incurred	7.75	6.84
Shortfall at the end of the year	-	-
Total of previous years shortfall	-	-
Reason for shortfall	NA	NA
Nature of CSR activities	Education & Rural Development	Education, Health Eradicating hunger and Rural development
Details of related party transactions in relation to CSR expenditure as per relevant	NA	NA

The Company makes its CSR contribution towards promoting education, healthcare, poverty rural development and others.

**NOTE 50 : OTHER ACCOMPANYING NOTES**

- All amounts disclosed in the financial statements and notes have been rounded off to the nearest Million upto two decimals as per the requirements of Schedule III, unless otherwise stated.
- Figures for the previous year have been regrouped and / or rearranged and / or reclassified wherever necessary to make them comparable with those of current periods.

Note 1 to 50 Forms an Integral Part of the Financial Statements.

**For Mittal & Associates**

Chartered Accountants  
Firm's Regn. No.: 106456W

**Hemant R Bohra**

Partner  
Membership No. : 165667  
UDIN: 22165667AJUOLF7727

**Mumbai, 28<sup>th</sup> May, 2022**

**For and on behalf of the Board of Directors****Rishi R Pilani**

Chairman & Managing Director  
(DIN 00901627)

**Ramakant Pilani**

Chief Executive Officer

**Raunak R Pilani**

Director  
(DIN 00932269)

**Ekta Dhanda**

Company Secretary

**Ramesh Pilani**

Chief Financial Officer

## NOTICE

NOTICE is hereby given that the 35th Annual General Meeting of the Members of **Ganesh Benzoplast Limited** will be held **on Tuesday, 27th September, 2022 at 11.00 a.m. IST**, through **Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)** to transact the following business:

### Ordinary Business

To consider, and if thought fit, to pass resolution nos. 1 to 3 as ordinary resolutions

- To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended 31st March, 2022 and the reports of the Board of Directors and Auditor thereon**

**“RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended 31st March, 2022 and the reports of the Board of Directors and Auditor thereon as circulated to the members with the notice of the Annual General Meeting, be and are hereby considered and adopted.”

- To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended 31st March, 2022 and the report of the Auditor thereon**

**“RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended 31st March, 2022 and the report of Auditor thereon, as circulated to the members with the notice of the Annual General Meeting, be and are hereby considered and adopted.”

- To re-appoint Mr. Raunak Ramakant Pilani as Director liable to retire by rotation**

**“RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Raunak Ramakant Pilani (DIN: 00932269), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as director of the Company liable to retire by rotation.”

### SPECIAL BUSINESS

- Appointment of Dr. John Joseph (DIN 08641 139) as an Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. John Joseph holding DIN 08641139, who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company with effect from 30th August, 2022 and who holds office up to the date of this Annual General Meeting (AGM), pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who has given a declaration that he meets with the criteria of independence as provided in sub section (6) of Section 149 of the Act and qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 (five) consecutive years, upto the conclusion of the 40th Annual General Meeting of the Company to be held in the year 2027;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as in their absolute discretion they may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution or otherwise considered by them in the best interest of the Company”.

**5. To approve and increase in limit of managerial remuneration payable to Mr. Rishi Ramesh Pilani, Managing Director in excess of 5% of the net profits of the Company**

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

**“RESOLVED THAT** pursuant to Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the ‘Act’) read with Schedule V of the Act and the Rules made thereunder, (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of the Company, the approval of the Members of the Company be and is hereby accorded for the payment of remuneration to Mr. Rishi Ramesh Pilani (DIN:00901627), who was appointed as Managing Director of the Company at the 32nd Annual General Meeting held on 30th September, 2019, as set out in the Explanatory Statement, in excess of prescribed limit of 5% of the net profits of the Company computed in accordance with Section 198 of the Act, in any financial year(s) during his remaining tenure as the Managing Director of the Company;

**RESOLVED FURTHER THAT** the total managerial remuneration payable to the managing director of the Company in any financial year shall not exceed the limit of 7.5% of net profits and overall managerial remuneration payable to all directors shall not exceed the limit of 11% of net profits of the Company as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as in their absolute discretion they may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution or otherwise considered by them in the best interest of the Company”.

**6. To approve the remuneration of Mr. Ramesh Shankarmal Pilani holding a place of profit being the office of Chief Financial Officer**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013, read with Rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013 (Act), including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time, and the recommendation received from the Nomination and Remuneration Committee and Audit Committee, the consent of the members be and is hereby accorded for revision in the remuneration of Mr. Ramesh Shankarmal Pilani, a relative of Mr. Rishi Ramesh Pilani, Chairman & Managing Director and Mr. Raunak Pilani, Director holding a place of profit being the office of the Chief Financial Officer of the Company at a monthly salary not exceeding to ₹ 7,00,000/- (Rupees Seven Lac Only) with effect from 1st October, 2022;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as in their absolute discretion they may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution or otherwise considered by them in the best interest of the Company”.

**7. Ratification of the Remuneration Payable to Cost Auditor for the Financial Year 2022-23**

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

**“RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), the remuneration payable to M/s. S K Agarwal & Associates, Cost Accountants (Firm Registration No.100322) who was appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2022-23, amounting to ₹ 1,50,000/- (Rupees One Lac Fifty Thousand Only) plus applicable taxes & reimbursement of out-of-pocket expenses payable for conducting the audit be and is hereby ratified and confirmed;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

#### 8. To approve the related party transaction

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

“**RESOLVED THAT** pursuant to the provisions of Sections 188, other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and rules made thereunder and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time and the Company’s policy on Related Party transaction(s), consent of the members of the Company, be and is hereby accorded to grant loan or give guarantee or provide security in respect of any loan to Sagar Industries & Distilleries Private Limited, wholly owned subsidiary of associate company, for the amount in aggregate not exceeding ₹ 10 Crores (Rupees Ten crores), from time to time and that the resolution is subject to Section 185 being amended with provisions enabling granting of such loan, giving guarantee or providing security in respect of any loan to Sagar Industries & Distilleries Private Limited;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the best interest of the Company”

**By Order of the Board of Directors of  
Ganesh Benzoplast Limited**

**Ekta Dhanda  
Company Secretary  
(Membership No. ACS: 18796)**

**Place: Mumbai, 30th August, 2022**

**Regd. Office:**

Dina Building, First Floor,  
53 Maharshi Karve Road,  
Marine Lines (East), Mumbai - 400 002

**CIN:** L24200MH1986PLC039836

**E mail id:** investors@gblinfra.com

**Website:** [www.ganeshbenzoplast.com](http://www.ganeshbenzoplast.com)

#### **Notes:**

1. In view of continuing social distancing norms due to Covid-19, the Ministry of Corporate Affairs (MCA), vide its General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 2/2022 dated 5th May, 2022 and Securities Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated 13th May, 2022, and other applicable circulars issued in this regard, have allowed the companies to conduct AGM through VC/ OAVM till 31st December, 2022 without physical presence of Members at a common venue. In accordance with the applicable provisions of the Act and the said Circulars of MCA and SEBI, the 35th AGM of the Company shall be conducted through VC/OAVM.
2. Since this AGM is being held pursuant to the Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
3. Participation of Members through VC / OAVM shall be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013.
4. Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 and as per the Listing Regulations, concerning resolutions vide item No. 4 to 8 in the Notice of this Annual General Meeting is annexed hereto and forms part of this Notice.



5. Statement giving details of the Directors' seeking appointment / re-appointment is also annexed with this Notice pursuant to the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') and Secretarial Standard on General Meeting ("SS-2").
6. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at e-mail address: [investors@gblinfra.com](mailto:investors@gblinfra.com) at least seven days prior to the date of Annual General Meeting. The same shall be replied suitably by the Company.
7. All the relevant documents referred to in this AGM Notice and Explanatory Statement etc., Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 and other documents shall be available electronically for inspection by the members at the AGM. Members seeking to inspect such documents can send an e-mail to [investors@gblinfra.com](mailto:investors@gblinfra.com) from their registered e-mail address.
8. The Register of Members and Share Transfer Books of the Company will be closed from **Wednesday, 21st September, 2022 to Tuesday, 27th September, 2022** (both days inclusive) for the purpose of AGM.
9. In compliance with the above-mentioned Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company's Registrar and Share Transfer Agent/Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website [www.ganeshbenzoplast.com](http://www.ganeshbenzoplast.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).
10. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; 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 at [www.ganeshbenzoplast.com](http://www.ganeshbenzoplast.com).
11. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Bigshare Services Private Limited at [info@bigshareonline.com](mailto:info@bigshareonline.com) along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Aadhar Card, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to [investors@gblinfra.com](mailto:investors@gblinfra.com).
12. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited.
13. Members holding shares in electronic mode are requested to intimate any change in their address or Bank mandates to their Depository Participants ("DPs ") with whom they are maintaining their demat accounts. Members holding shares in Physical mode are requested to advise any change in their address or Bank mandates to the Company/ Company's Registrar and Transfer Agent i.e. **Bigshare Services Private Ltd., ("Bigshare") S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai, Maharashtra, 400 093, Tel: 022 6263 8200, Fax : 022 6263 8299, E-mail: [info@bigshareonline.com](mailto:info@bigshareonline.com)**. As per the SEBI notification requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed unless the securities are held in the dematerialised form with the depositories. therefore, members are requested to take action to dematerialise the equity shares of the company, promptly. In order to dematerialize your shares, please open a demat account with any of the depository participant (DP) and

submit your physical share certificate(s) to DP along with the necessary documents as required in this connection. The Company ISIN is INE388A01029. In case of any further query/clarification, the shareholders may contact RTA/ Company.

14. Non-Resident Indian members are requested to inform Bigshare/ respective DPs, immediately of:
- (i) Change in their residential status on return to India for permanent settlement. (ii) Particulars of their Bank account maintained in India with complete name, Branch, account type, account number and address of the Bank with pin code number, if not furnished earlier.
15. **INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:**
- (i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), the Company is providing facility of e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-voting system as well as voting on the date of the AGM will be provided by CDSL.
  - (ii) The remote e-voting period commences on **Saturday, 24th September, 2022 (10.00 a.m. IST) and ends on Monday, 26th September, 2022 (5.00 p.m. IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the close of working hours on **Tuesday, 20th September, 2022 ('Cut-off date')** may cast their vote electronically. **The remote e-voting module shall be disabled by CDSL for voting on Monday, 26th September, 2022 after 5.00 p.m. IST.** Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
  - (iii) The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
  - (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="528 295 1474 452">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li data-bbox="528 472 1474 727">2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li data-bbox="528 746 1474 805">3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li data-bbox="528 825 1474 1072">4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

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

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

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

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

(vi) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Ganesh Benzoplast Limited> on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xiii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investors@gblinfra.com](mailto:investors@gblinfra.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- (i) **For Physical shareholders** - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investors@gblinfra.com](mailto:investors@gblinfra.com) or to Bigshare Services Private Limited at [info@bigshareonline.com](mailto:info@bigshareonline.com).
- (ii) **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:**

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.



- iii. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- iv. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- v. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

#### General Guidelines For Members

Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent through its registered email address to Scrutinizer by e-mail to **vkmassociates@yahoo.com** with a copy marked to **investors@gblinfra.com**.

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

- (i) Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- (ii) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- (iii) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (iv) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (v) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (vi) As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name demat account number / folio number, email id, mobile number at **investors@gblinfra.com**. Questions / queries received by the Company till 5.00 p.m. on Tuesday, 20th September, 2022 shall only be considered and responded.
- (vii) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, demat account number/folio number, email id, mobile number at email id **investors@gblinfra.com** upto 5.00 p.m. on Saturday, 24th September, 2022. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.



- (viii) If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).
- (ix) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) or call on 022-23058542/43.

#### OTHER INSTRUCTIONS

- i. The Company has appointed **CS Vijay Kumar Mishra (Membership No. FCS 5023), Partner of VKM & Associates, Practicing Company Secretary**, as Scrutiniser (the ‘Scrutiniser’) for conducting the e-voting and remote e-voting process for the Annual General Meeting in a fair and transparent manner.
- ii. The members who have cast their vote by remote e-voting may attend the meeting through VC / OAVM but shall not be entitled to cast their vote again.
- iii. A person, whose name is recorded in the register of members or in the register of beneficial owners as on the **cut-off date, Tuesday, 20th September, 2022** only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through e-voting. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Cut-off Date.
- iv. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the **cut-off date, Tuesday, 20th September, 2022**, may vote by following the above-mentioned instructions for remote evoting or e-voting at AGM.
- v. The Scrutiniser shall after the conclusion of voting at the AGM, will count the votes cast at the meeting through e-voting and thereafter unblock the votes cast through remote e-voting and shall make not later than 48 hours of the conclusion of the AGM, a consolidated scrutiniser’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 and declare the result of the voting forthwith.
- vi. The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company **[www.ganeshbenzoplast.com](http://www.ganeshbenzoplast.com)** and on the website of CDSL **[www.evotingindia.com](http://www.evotingindia.com)** immediately. The Company shall simultaneously forward the results to and National Stock Exchange of India Ltd (NSE) and BSE Limited, where the shares of the Company are listed.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No 4**

Based on the recommendations of the Nomination and Remuneration Committee of the Company and pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act') and Article 105 of the Articles of Association ('AOA') of the Company, Dr. John Joseph (DIN 08641139) was appointed as an Additional Director (in the capacity of Independent Director) of the Company with effect from 30th August, 2022. Accordingly, he shall hold office up to the date of the ensuing Annual General Meeting.

Dr. John Joseph is B.V.Sc & A.H, M.V.Sc and LLB by qualification and also completed post graduate diploma in Alternate Dispute Resolutions. Further, Dr. John Joseph undergone various training programmes organised by World Customs Organisation and Centre for International Trade & Security Georgia, U.S.A.

He is Retired Special Secretary and member CBIC. Dr Joseph worked at the middle and top levels (including at the level of the Director General) in the Directorate of Revenue Intelligence (DRI), an apex intelligence and investigating organisation of Indian Customs. He has also headed the Directorate of GST Intelligence and worked as Chief Commissioner, Nhava Sheva Customs, Maharashtra. He has served for about 35 years in various positions in the Customs, Export and Central Excise department of the Government of India.

He has also worked as director of the GSTN, the network that administers the GST system in the country and earlier as a director of Sami-Sabinsa Group a company leading in the nutraceutical industry and is known for innovation and research with more than 350 patents.

He is an Associate of the Chartered Institute of Arbitrators London and Member of Arbitration Panel of SAROD (NHAI) and Dispute Resolution Board (NHAI).

In terms of achievement, Dr. John Joseph is recipient of Presidential Award for Meritorious Service done to the nation in the Customs and Central Excise Service on Republic Day 1999 and also the Recipient of Best Scientific Paper Award published in Indian Veterinary Journal.

He has a rich experience of more than 35 years in customs, central excise, GST administration, fiscal statutes, regulatory mechanism, and government Functioning.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Dr. John Joseph will hold office up to the date of this ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, proposing the candidature of Dr. John Joseph for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Dr. John Joseph (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Subsection (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

In the opinion of the Board, Dr. John Joseph fulfils the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations and is independent of the management of the Company. Details of Dr. John Joseph is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Keeping in view his vast experience, expertise and knowledge, it would be in the interest of the Company that Dr. John Joseph appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from the date of this Annual General Meeting of the Company upto the conclusion of the 40th Annual General Meeting of the Company to be held in the year 2027.

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

None of the Directors or Key Managerial Personnel of the Company and their relatives, except, Dr. John Joseph is concerned or interested, financially or otherwise, in the proposed resolution set out at Item No. 4.

#### Item No. 5

Mr. Rishi Ramesh Pilani was re-appointed as Chairman and Managing Director of the Company for a period of five years with effect from 29th September, 2019 to 28th September, 2024 by the Board of Directors in its meeting held on 13th August, 2019 and his appointment was approved by the shareholders of the company in their meeting held on 30th September, 2019. Further, the members had authorised the Board to alter and vary the terms and conditions including remuneration and incremental thereof, from time to time for Mr. Rishi Ramesh Pilani, but such remuneration payable shall be within the limits specified in the Section 197 and other applicable provisions of the Companies Act, 2013 ('the Act').

As per Section 197 and other applicable provisions of the act, the remuneration payable to any one managing director or whole-time director or manager shall not exceed 5% of the net profits of the Company and if there is more than one such director remuneration shall not exceed 10% of the net profits to all such directors and manager taken together.

The Business activities of the company are increasing along with growth and opportunities in the oil and Chemical sector. In view of the growing business activities of the company responsibilities of the Managing Director have considerably increased. Considering the overall growth and performance of company, under the dynamic leadership of Mr Rishi Ramesh Pilani as Chairman and Managing Director and his vast experience, role and responsibilities, leadership capabilities, and entrepreneurship skills, his increasing responsibilities and trend in industry and on the recommendations of Nomination and Remuneration Committee, the Board of Directors of the company in their respective meetings held on 30th August, 2022 has approved the revision of Managerial remuneration of Mr Rishi Ramesh Pilani effective from 1st October, 2022 till remainder of duration of his tenure i.e upto 28th September, 2024, upto 7.5% of the net profits of the Company computed in accordance with Section 198 of the Companies Act, 2013, subject to the approval of members of the company by way of special resolution.

Further, the total managerial remuneration payable to the Chairman & Managing Director of the Company taken together in any financial year shall not exceed the limit of 7.5% of net profits of the Company as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof.

As per Section 197 of the Companies Act, 2013 as amended by Companies (amendment) Act, 2017 the aforesaid upward revision of remuneration of Mr Rishi Ramesh Pilani exceeding 5% of the net profits of the company is subject to the approval of shareholders of the company in general meeting.

Accordingly, the Board recommends the resolution set forth in Item No. 5 relating to approve and increase in the limit of managerial remuneration payable to Mr. Rishi Ramesh Pilani, Chairman & Managing Director in excess of 5% of the net profits of the Company, by way of Special Resolution.

Mr. Rishi Ramesh Pilani, the Chairman & Managing Director and Mr. Raunak Pilani Director, Mr Ramesh Pilani, CFO, Mr Ramakant Pilani, CEO and their relatives may be deemed to be concerned or interested in the said resolution. Except the above, none of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution set out at Item no. 5.

#### Item No. 6

Mr. Ramesh Pilani is currently working as Chief Financial Officer of the Company. He is a Key Managerial Person within the meaning of Section 2 (51) of the Companies Act, 2013 and currently drawing a remuneration of ₹ 5,00,000/- (Rupees Five Lac only) as approved by the members in 34th AGM of the Company held on 27th September, 2021. Considering his vast experience and involvement and contribution in the financial decisions of the company, the Nomination and Remuneration Committee approved the in its meeting held on 30th August, 2022 recommended revision of his gross remuneration from ₹ 5 lac per month to ₹ 7 Lac per month to the Board. However, In terms of Section 188(1)(f) of the Companies Act, 2013, any revision in remuneration of Director or a relative of director to an office or place of profit in a Company or its subsidiary Company or an associate Company, beyond threshold limit, requires approval of the shareholders of the Company. Since, Mr. Ramesh Pilani is father of Mr Rishi Ramesh Pilani, Chairman and Managing Director and uncle of Mr. Raunak Pilani, Director of the Company, is a related party in terms of Section 2(76) of the Companies Act (the "Act") and the proposed

revision in the remuneration is a related party transaction under Section 188 of the Act and his office is considered an “office or place of profit” and therefore, the Audit Committee in its meeting held on 30th August, 2022 also reviewed and approved the revision in the remuneration.

Further, the Board of Directors, on the recommendations of the aforesaid committees in its meeting held on 30th August, 2022 approved the revision in his monthly gross remuneration to ₹ 7 Lac subject to the approval by the Shareholders by way of special resolution at the ensuing annual general meeting.

The proposed remuneration is in accordance with the remuneration being paid to other employees of similar grade and is as per the prevalent industry norms and which is also in sync with his present role and responsibilities associated with his position. The Proposed remuneration shall be effective from October 01, 2022.

Accordingly, the Board recommends the resolution set forth in Item No. 6, by way of Special Resolution.

Mr Ramesh Pilani along with Mr. Rishi Ramesh Pilani, the Chairman & Managing Director Mr. Raunak Pilani Director and Mr Ramakant Pilani, CEO and their relatives may be deemed to be concerned or interested in the said resolution. Except the above, none of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution set out at Item no. 6.

#### **Item No. 7**

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. S K Agarwal & Associates, Cost Accountants, (Firm Registration No. 100322) as Cost Auditor to conduct the audit of the cost records of the Company for the financial year 2022-23. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in this item of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2022-23.

The Board of Directors recommend the passing of the Ordinary Resolution under Item No. 7 of the accompanying Notice for the approval of the Members of the Company.

None of the Promoters, Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financial or otherwise, in the proposed resolution set out at Item no. 7.

#### **Item No. 8**

Your Company ventured into Ethanol business through its newly incorporated wholly owned Subsidiary Company-GBL Clean Energy Private Limited with an equity investment of 26%, the Company along with Singapore based Golden Agri International Enterprises Pte. Ltd., through – Bluebrahma Clean Energy Solutions Pvt Ltd. – has ventured into production of Ethanol and Extra Neutral Alcohol (ENA) by acquiring 100% shareholding in an ongoing distillery in Nasik district of Maharashtra, Sagar Industries and Distilleries Pvt. Ltd. (SIDPL). The Ethanol plant of SIDPL required funding for upgradation to operate it on 100% capacity utilization and generate maximum realisation. It is proposed to grant loan or give guarantee or provide security in respect of any loan granted to SIDPL for its principal business activities. As, GBL and SIDPL are Related Parties of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 23 of the SEBI (LODR) Regulations, 2015 and Section 185 (2) (a) of the Companies Act, 2013, allows granting of loans or giving guarantee or security in connection with a loan subject to passing of the Special Resolution by the shareholders.

Accordingly, after the approval of the Audit Committee, the Board of Directors in their meeting held on 30th August, 2022 considered the proposal to grant loan or give guarantee or provide security in respect of any loan granted to SIDPL for its principal business activities only, subject to the approval of members in the ensuing Annual General Meeting of the company.

The particulars of the contracts /arrangements /transactions are as under:

Name of the Related Party	Ganesh Benzoplast Limited (GBL) and Sagar Industries & Distilleries Pvt Ltd. (SIDPL)
Name of Director(s) or KMP who is/are related	Mr Rishi Ramesh Pilani
Nature of Relationship	Wholly Owned Subsidiary Company of Associate Company namely Bluebrahma Clean Energy Solutions Pvt. Ltd.
Nature of contracts / arrangements /transactions	grant loan or give guarantee or provide security in respect of any loan granted
Amount of Transaction	₹ 10 crores (Rupees Ten Crores)
Terms of Loan	Interest at 12% per annum for a period of Three years
Purpose of Loan	For Principal Business Activities Only
Whether the transactions have been/would be approved by the Audit Committee and the Board of Directors of the Company	Yes

The Board accordingly recommends the Special Resolution at Item No. 8 of the accompanying notice for your approval. Pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations") and section 188 of the Companies Act, 2013, all related parties shall abstain from voting on such resolution.

The Board recommends the Special Resolution under Item No. 8 for approval by the Members.

Mr. Rishi Ramesh Pilani, the Chairman & Managing Director and Mr. Raunak Pilani Director, Mr Ramesh Pilani, CFO, Mr Ramakant Pilani, CEO and their relatives may be deemed to be concerned or interested in the said resolution. Except the above, none of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution set out at Item no. 8.

**By Order of the Board of Directors of  
Ganesh Benzoplast Limited**

**Ekta Dhanda  
Company Secretary  
(Membership No. ACS: 18796)**

**Place: Mumbai, 30th August, 2022**

**Regd. Office:**

Dina Building, First Floor,  
53 Maharshi Karve Road,  
Marine Lines (East), Mumbai - 400 002

**CIN:** L24200MH1986PLC039836

**E mail id:** investors@gblinfra.com

**Website:** [www.ganeshbenzoplast.com](http://www.ganeshbenzoplast.com)

## Annexure to Notice

Details of Directors seeking appointment/reappointment as required pursuant to Regulation 36(3) of the Listing Regulations and in terms of Secretarial Standards on General Meetings (SS-2):

Name of the Director	<b>Mr Raunak Ramakant Pilani</b>	<b>Dr. John Joseph</b>
Category	Non-Executive Promoter Director	Non-Executive Independent Director
Directors Identification Number (DIN)	00932269	08641139
Age	35 years	62 years
Date of first Appointment	28.06.2008	30.08.2022
Qualification	M. Tech (Computer Science), IIT	B.V.Sc & A.H, M.V.Sc and LLB by qualification and also completed post graduate diploma in Alternate Dispute Resolutions. Further, Dr. John Joseph undergone various training programmes organised by World Customs Organisation and Centre for International Trade & Security Georgia, U.S.A.
Expertise in Specific Area	IT Systems Management & Technical Field	He has a rich experience of more than 35 years in customs, central excise, GST administration, fiscal statutes, regulatory mechanism, and government functioning.
List of Directorship held in other Companies	United Biochemicals Private Limited Susram Financial Services & Realty Pvt Ltd Ganesh Risk Management Pvt Ltd Millennium Lifecare Limited Ganesh Medicament Private Limited GBL Organic Limited	Nil
Membership/ Chairmanships of Committees of the Board of Other Public Companies	Nil	Nil
Number of Shares held in the Company	Nil	Nil
No. of Board meetings attended during the year 2021-22	9	N.A.
Relation with other Directors inter-se	"Cousin" of Mr. Rishi Pilani, Promoter Director	Not Related to other Directors and Promoters of the Company



## STANDALONE FINANCIAL PERFORMANCE FOR LAST 5 YEARS

Particulars	FY 2021-22	FY 2020-21	FY 2019-20	FY 2018-19	FY 2017-18*
(₹ in million)					
<b>OPERATING RESULTS</b>					
LST Division	1439.08	1493.19	1228.42	1031.46	848.39
Chemical Division	1467.74	1102.45	1238.31	1084.94	843.19
Turnover	2906.82	2595.64	2466.73	2116.40	1691.58
Earning Before Depreciation, Interest & Tax (EBITDA)	598.88	710.00	560.90	538.92	1038.87
Finance Cost	31.45	61.88	94.50	102.15	111.86
Depreciation	127.2	141.52	129.74	123.91	120.13
Profit Before Tax & Exceptional Items	448.33	565.10	411.12	312.86	806.88
Profit After Tax	320.35	235.87	336.66	312.86	806.88
<b>FINANCIAL POSITION</b>					
Paid-Up Equity Share Capital	62.36	62.36	51.78	51.78	51.78
Other Equity	2759.80	2284.85	1398.59	1062.92	749.79
Net Worth/Total Equity	2822.16	2347.21	1455.64	1119.98	806.84
Long Term Borrowings	199.08	478.96	617.74	660.47	834.46
Total Capital Employed	3199.66	3006.37	2073.38	1780.45	1641.30
Property, Plant And Equipment	1602.31	1620.53	1645.14	1636.26	1518.42
Non-Current Investments	672.22	672.84	13.56	13.56	13.36
EPS	5.14	4.23	6.50	6.04	1.56
Book Value Per Share	45.26	41.13	28.11	21.63	15.58

\*Higher profitability and higher EBITDA in FY 2017-18 on account of exceptional item (write back) amounting to ₹ 509.20 million.

## ACCOLADES



**Shri Ramesh Pilani**, CFO of the Company received the award from **Shri Shripad Naik**, Hon'ble Minister for State, Ministry of Ports, Shipping and Waterways for highest Liquid Cargo Handling (Non-PSU) at JNPT during the year 2021-22. This is eighth consecutive year that the Company handled highest Liquid Cargo at JNPT under Non-PSU sector.





# **GANESH BENZOPLAST LIMITED**

**Registered Office:** Dina Building, 1<sup>st</sup> Floor,  
53 Maharshi Karve Road, Marine Lines (East), Mumbai - 400 002

**Website:** [www.gblinfra.com](http://www.gblinfra.com)

**CIN:** L24200MH1986PLC039836