adventz

ZUARI INDUSTRIES

Poised for sustainable growth

Zuari Industries Limited

Annual Report 2022-23

Contents

Corporate Information

Directors

Mr. Saroj Kumar Poddar
Chairman

Mrs. Jyotsna Poddar
Non-Executive Director

Mr. Vijay Vyankatesh Paranjape
Independent Director

Mr. Sushil Kumar Roongta
Independent Director

Mr. Suneet Shriniwas Maheshwari
Independent Director

Mrs. Manju Gupta
Independent Director

Mr. Athar Shahab
Managing Director

Mr. Alok Saxena
Whole Time Director

Chief Financial Officer

Mr. Nishant Dalal

Company Secretary

Mr. Laxman Aggarwal

Bankers

State Bank of India Limited
ICICI Bank Limited

Legal Advisers

Khaitan & Co.

Statutory Auditors

M/s. V Sankar Aiyar & Co., Chartered Accountants, Delhi

Registered Office

Jai Kisaan Bhawan, Zuarinagar, Goa 403 726
Tel: 0832-2592180/81

Corporate Office

5th Floor, Tower A, Global Business Park,
Sector - 26, M G Road, Gurugram, Haryana 122 002
Tel: 0124 - 4827800

Corporate Identification Number

L65921GA1967PLC000157

Website

www.zuariindustries.in

At Zuari Industries Limited (ZIL), we are strategically positioned for sustainable growth by prioritising key aspects such as increasing operating profit, adopting the latest technological advancements, foraying into new markets and following a customer-centric approach.

Our focus on growing operating profit has not only led to higher profitability, but has also enhanced our operational efficiency and streamlined processes. This financial strength also helped us invest in research and development, enabling us to consistently improve our services and product offerings.

Our forays into new markets helped diversify our revenue streams and empowered us to capture emerging opportunities effectively. By identifying potential growth areas, we have expanded our footprint, thereby tapping into new customer segments and bolstering our market position. Additionally, our customer-centric approach has played a pivotal role in building enduring relationships with clients and fostering customer loyalty. Our dedication to understanding and meeting customer needs has resulted in a track record of high-quality products and services; which has driven client retention and attracted new business.

Backed by our forward-thinking strategies, customer-centricity and commitment to quality, we are poised for sustainable growth in the years ahead. By remaining agile to adapt to market dynamics, we are well-equipped to seize emerging opportunities and achieve continued success in a dynamic operating environment.

Zuari Industries Limited (ZIL) at a glance

Zuari Industries Limited (ZIL) is the holding company of the Adventz Group of Companies, with a global vision and an unwavering commitment to dedicated client services. Our presence spans diverse industries, ranging from fertilisers and heavy engineering to infrastructure, lifestyle and services. By creating strategic value propositions and employment opportunities for thousands, we endeavour to contribute significantly to the growth of the domestic economy.

Our Businesses

Our SPE division offers a balanced portfolio that combines high-quality products, community engagement, and a focus on sustainability. As we evolve, we intend to maintain this balance to meet customer needs, contribute to community well-being, and adhere to environmental standards.

Sugar

The sugar production unit is designed to offer a wide range of specialised sugar types, including Pharma Sugar and Icing Sugar. Quality control is a significant aspect of this segment, aimed at maintaining reliable relationships with both domestic and international customers. The unit also exports to global markets, notably in Southeast Asia and Canada.

Community engagement is integrated into our operations, as evidenced by collaboration with around 60,000 local farmers. This interaction supports the agriculture sector in three key districts and promotes sustainable farming practices.

Power

The division includes a 40 MW cogeneration power facility, which utilises bagasse, a by-product from sugar processing, as a renewable energy source. This approach not only lowers operational costs but also has a lower environmental impact. Any surplus power generated is channelled into the public grid, offering an additional clean energy source to the community.

Ethanol

The ethanol production facility within this division broadens our product range and contributes to national fuel blending programmes. Produced from molasses and sugarcane juice, the ethanol serves to lessen the country's oil dependency. Environmental considerations are part of the facility's design, featuring zero-liquid discharge capabilities.

Our Real Estate Division is geared towards the development of premium residential and commercial properties, strategically utilising extensive land banks in prime locations. The focus is on capturing the upward momentum of India's growing economy and the rise in per capita income. By aligning with market trends and consumer demands, the division aims to deliver properties that serve the diverse needs of both residential and commercial sectors. This integrated approach is designed to not only meet but exceed expectations, thus substantiating our role in the sector's future growth.

Our Diverse Portfolio

Within our extensive product portfolio, a network of subsidiaries and ventures delivers unique contributions to the Group's overall success and customer value. These businesses under ZIL synergise technology and resources to deliver cutting-edge solutions, fuelling business growth and elevating customer experiences.

Agrochemicals

Our Agrochemicals Division has over five decades of expertise in producing and marketing an array of high-quality products. The division encompasses a network of strategically located manufacturing facilities and is a key player in fertilisers, speciality nutrients, and crop care solutions.

Zuari Agro Chemicals Ltd. (ZACL): A leader in Granulated Single Super Phosphate (SSP), with a production capacity of 2 lakh MTPA.

Paradeep Phosphates Ltd. (PPL): India's second-largest private sector phosphate player, offering an extensive range of fertilisers.

Mangalore Chemicals and Fertilizers Ltd. (MCFL): Karnataka's largest manufacturer of chemical fertilisers, also engaged in trading of various agri-inputs.

Zuari Envien Bioenergy Pvt. Ltd. (ZEBPL): A joint venture aimed at developing a grain-based distillery with future plans for scaling up ethanol production.

Zuari FarmHub Ltd. (ZFHL): Focuses on agri-innovation and speciality plant nutrients, anchored by a robust retail network.

Engineering & Infrastructure

In the Engineering & Infrastructure sector, we maintain a diversified portfolio through our various subsidiaries and joint ventures, each contributing specialised skills and services.

Texmaco Rail & Engineering Ltd. (TEXMACO): A multi-disciplinary engineering and infrastructure company based in Kolkata, engaged in manufacturing a wide range of rolling stock and steel structures.

Simon India Ltd. (SIL): Specialises in Engineering, Procurement & Construction for multiple industries, including chemicals and petrochemicals, with both national and international clientele.

Zuari IAV Private Limited (ZIAVPL): Provides terminalling services for petroleum products, serving key oil majors through its automated facilities in Goa.

Real Estate & Lifestyle

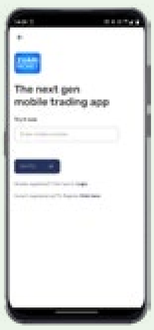
Our activities in real estate are spearheaded through Zuari Infraworld India Ltd and Texmaco Infrastructure & Holdings Ltd, focusing on high-quality residential and commercial properties. Concurrently, we cater to the lifestyle sector through our joint venture, Forte Furniture Products India Pvt Ltd, offering a wide range of engineered wood furniture.

Zuari Infraworld India Ltd (ZIIL): Specialises in developing premium residential and commercial spaces, both domestically and internationally, with a keen emphasis on quality and affordability.

Texmaco Infrastructure & Holdings Ltd (TIHL): Involved in real estate development and leasing, with a considerable land bank in prime locations, facilitating high-end residential and commercial ventures.

Forte Furniture Products India Pvt Ltd (FFPL): Produces a broad array of furniture under renowned brands like Stylespa and Zuari Furniture, distinguished for their quality and value.

Services



Our offerings in the services division span across financial services, human resources, consumer food trading, and insurance. Operating through dedicated subsidiaries and joint ventures, we deliver a multitude of solutions tailored to a diverse clientele.

Zuari Finserv Ltd. (ZFL): Operates as a multi-state financial service provider offering a plethora of online trading services across various market segments. Also serves as a depository participant and mutual fund distributor.

Zuari Management Services Ltd. (ZMSL): A comprehensive HR service provider, ZMSL collaborates with notable brands to deliver an array of services ranging from staffing and payroll to executive search and training.

Zuari Insurance Brokers Ltd. (ZIBL): An IRDAI-registered entity, offering customised insurance and risk management solutions that encompass a broad array of insurance types.

Zuari International Ltd. (ZIntL): Specialised in consumer food trading, this arm focuses on offering a variety of sugar and non-sugar products to North Indian markets under the ‘Zuari’ brand name.

Chairman's Message

Our commitment extends beyond mere profitability. We intend to provide our cane farmers with a comprehensive support system, comprising portable soil testing laboratories and research scholar-led seminars. We are also planning to establish a well-equipped laboratory for process control and quality improvement.

Dear Members,

It gives me immense pleasure to present to you 55th annual report of Zuari Industries Limited ("ZIL" or "the Company"). I extend my gratitude to our investors and shareholders for having faith in our capabilities. Your co-operation has not only propelled us forward, but also fortified our position in the market as a reliable organisation.

At Zuari Industries Limited, we are driven by a resolute commitment to understand the unique requirements of our clients to be able to serve them better. Over the years, we have established our presence across diverse industries, including fertilisers, engineering, infrastructure, lifestyle and services. However, we intend to do more; we look forward to forging strategic value propositions and creating employment opportunities. Through these endeavours, we aim to contribute substantially to the growth of the domestic economy.

Since our inception, we have continuously prioritised key aspects such as increasing operating profit, implementing the latest technological advancements, foraying into new markets and adopting a customer-centric approach to ensure sustainable growth. Growing our operating profit has also been one of our focus areas. Consequently, we have not only enhanced our operational efficiency, but also gained significant financial strength. Our stability, both on the operational and financial fronts, has enabled us to invest prudently in research and development, thereby consistently elevating the quality of our products.

Reflecting on our performance in FY23

Undeniably, the fiscal year 2023 brought its fair share of challenges, with external headwinds stemming from the prolonged impact of the pandemic and geopolitical conflict in Europe affecting our performance.

However, I am pleased to share that amid the challenges, our consolidated income surged to an impressive Rs.1,13,744.12 Lakh, up from Rs. 94,723.63 Lakh in the last year.

Throughout this period of uncertainty, we have judiciously managed our liquidity situation; exercising meticulous control over cash outflows and adopting suitable funding instruments to ensure the preservation of resources. Our strategic financial management approach has contributed to our stability and vitality, while leveraging best-in-class technologies has helped sustain uninterrupted operations.

Now, allow me to present a brief overview of how our business divisions performed during the reporting year. In our Sugar Power and Ethanol Division (SPE Division), we encountered adverse climate conditions which impacted the sugarcane plantations, resulting in low sugar production and recovery rates. We produced 11.61 lakh quintals of sugar, compared to 12.08 lakh quintals in the previous year. In contrast, ethanol production totalled 26,502 KL, an increase from 23,319 KL in the previous year.

Our SPE division has commenced manufacturing and selling high-grade sugar to the pharmaceutical and food processing industries. We are now more focused on expanding this high-margin product line to further strengthen our customer base and our order pipeline.

I am happy to share that the division has embarked on a digital transformation journey and steps are being undertaken to enable better outreach to farmers, enhancing cane yield and ultimately sugar output. Initiatives such as Saksham App, Cut to crush monitoring, yard logistics optimisation and cane indenting model are driving the future path of the business.

In our Real Estate Division, we achieved considerable progress by completing the sales of units in Phase I of the Zuari Rain Forest Project in Goa. This has not only resulted in unit sales revenue worth Rs. 1,934 Lakh, but also enabled us to initiate plans for the Phase II development of the Zuari Rain Forest.

Additionally, we demonstrated our commitment to land monetization by selling 20.8 acres of land in Sancoale village, South Goa, while still retaining 630 acres.

ZIL's subsidiary, Zuari Infraworld India Limited, recently launched its prestigious project "ST REGIS Financial Centre Road, Dubai" on 7 March 2023. The success of the project is reflected by the fact the bookings reached about 80% within 20 days from the launch date of the project. The collaboration between Adventz and St. Regis, Marriott marks the commitment to deliver high quality and world class residences. The project is expected to be completed by February 2026.

Caring for our people

At ZIL, we prioritise the health and safety of our personnel. Despite the challenges we have faced in recent years, our commitment to their welfare remains steadfast. We have implemented advanced safety and hygiene protocols throughout our offices, creating a secure working environment for our people. Also, we conduct regular training sessions to educate our team members about best practices for ensuring their health and safety at work.

Ensuring robust governance

We realise the necessity of good corporate governance in driving our long-term growth. Upholding our core values and conducting our business ethically are integral to our corporate ethos. We recognise the far-reaching effects our practices have on our diverse range of shareholders, including our personnel, customers, business partners and the communities we serve. Integrity, fairness, transparency, due compliance, accountability and stakeholder responsibility are essential components of our corporate governance philosophy. These principles guide our actions and help us safeguard the best interests of all our stakeholders.

Paving our way forward

Looking ahead, our resolve to consistently innovate and excel remains strong. We will continue to scale our research and development initiatives, especially to develop sugarcane varieties that are more productive and resilient against diseases. Simultaneously, we will continue to stay abreast of the latest technological breakthroughs, incorporating the latest equipment whenever feasible.

Our commitment extends beyond mere profitability. We intend to provide our cane farmers with a comprehensive support system, comprising portable soil testing laboratories and research scholar-led seminars. We are also planning to establish a well-equipped laboratory for process control and quality improvement. Besides, to improve recovery during the early months of cane crushing, we will expand the area where early-maturing, high-sugar-content varieties of sugarcane are cultivated.

Considering India's fast-growing economy and rising per capita income, the country's real estate sector is set to grow significantly in the future. Recognising this, our Real Estate division has devised ambitious plans to develop premium land banks into residential and commercial properties. This vision extends to our substantial land holdings in Goa, an area that has enormous potential.

Going forward, I am confident that our forward-thinking strategies, coupled with a sharp focus on customer-centricity and quality, will position us well on track for sustainable growth.

In closing, I would like to thank all our stakeholders for the trust they have reposed in us. I look forward to your continued support, as we unlock the next phase of growth for ZIL.

Best regards,

Saroj Kumar Poddar
Chairman

Managing Director's Message

During the year we have launched several digital initiatives the prominent ones being - the Saksham app, a platform for Growers and our SPE Division; Cane-Proc, an intelligent cane indenting model; Furni Prof, a profitability model tailored for the furniture business; and our SPE Model, an integrated business optimisation model for GSMA.

Dear Members,

Over the years Zuari Industries has not only diversified its revenue streams but also harnessed emerging opportunities with precision. Our portfolio includes premier companies spanning diverse sectors that comprise the core of the Indian economy. The intrinsic value of each entity creates a transformative impact on the Indian business landscape. We stand tall as a testament to the harmonious blend of human talent, technological expertise, and financial prudence.

At our core lies a customer-centric ethos that has proven instrumental in fostering enduring client connections and nurturing loyalty. Our commitment to comprehending and fulfilling customer needs helped us build a track record of excellence in products and services. This dedication not only anchors client retention but also propels us towards new business ventures.

During the fiscal we have rebranded ourselves with a new, modern and futuristic logo. The new logo of Zuari represents strength, energy, growth, agility and sustainability. This captures all that Zuari stands for, seamlessly conveying these values in a manner that is contemporary and futuristic.

As we navigated yet another challenging year, our resilience was put to the test again. However, our strategic implementation of digital technologies was instrumental in enhancing and streamlining our operations. During the year we have launched several digital initiatives the prominent ones being - the Saksham app, a platform for Growers and our SPE Division; Cane-Proc, an intelligent cane indenting model; Furni Prof, a profitability model tailored for the furniture business; and our SPE Model, an integrated business optimisation model for GSMA. As we reflect on our journey, it is evident that challenges only serve to bolster our determination and innovation.

Our SPE division witnessed significant improvements over the previous year, including a 22% increase in sugar sales, an 8% rise in power sales, and a 4% growth in ethanol sales. Concurrently, average realisations showed an uptick across all segments, enhancing our revenue, which increased by 26% in comparison to the previous fiscal year. During the sugar season that ended on 14 May 2023, SPE division was able to deliver the highest ever cane crushing of 149.7 Lakh Quintals.

During the year, we maintained our momentum on land monetisation and earned revenue of 60.09 Cr from sale of land parcels. We continue to focus on building world class real estate. Our subsidiary ZIIL, launched its flagship project "ST REGIS Financial Centre Road, Dubai" on 7 March 2023. Bulk of the units were sold out on the day of the launch itself. It is one of the most prestigious and luxurious residences being created under the Adventz banner.

During the year we undertook several refinancing initiatives, which led to reduction in interest rates and consequent saving in finance costs. During the year under review, we also attained an Investment Grade rating (BBB-).

Our SPE division witnessed significant improvements over the previous year, including a 22% increase in sugar sales, an 8% rise in power sales, and a 4% growth in ethanol sales.

Our financial achievements were complemented by tangible enhancements in liquidity management. We have recorded improved liquidity position enabling us to effectively navigate dynamic market conditions. I am pleased to share that our working capital limit has been enhanced by 91 Crores.

As we go ahead, we are optimistic about delivering strong financial results in the upcoming year. Anticipating the future with determination, we shall pursue the goal of deleveraging. Through strategic intent, asset monetisation, prudent financial management, and a commitment to responsible practices, we aim to create a stronger, more resilient financial foundation.

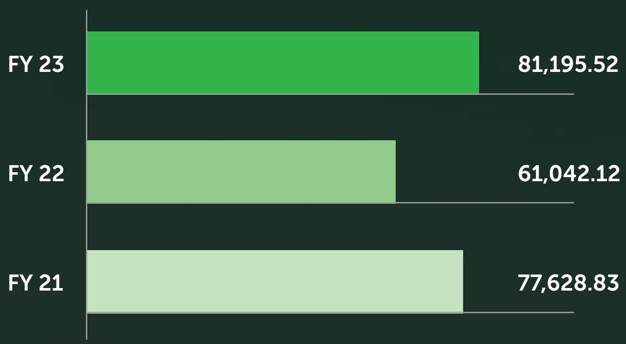
Best Regards,

Athar Shahab
Managing Director

Taking a closer look at our key financial indicators

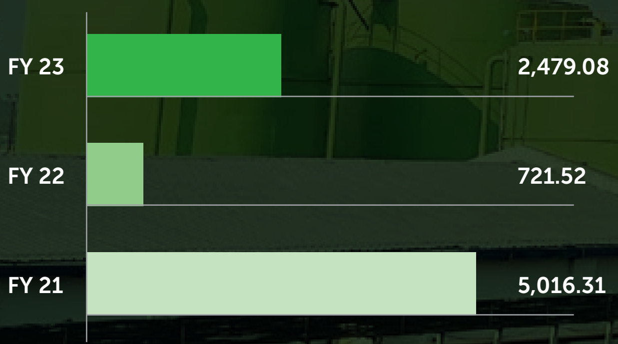
Standalone

Revenue from operations (Rs. in lakhs)

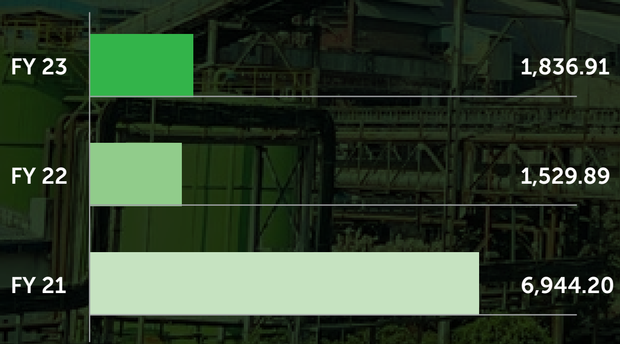


EBITDA (Rs. in lakhs)

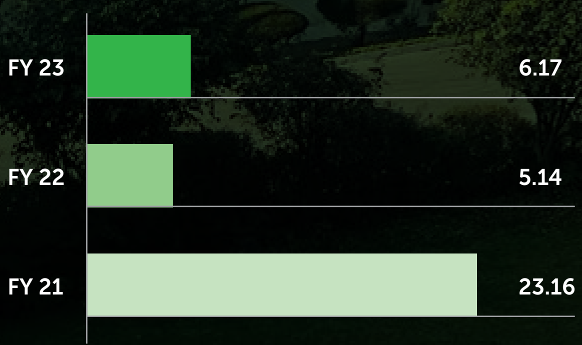
PBT (Rs. in lakhs)



PAT (Rs. in lakhs)

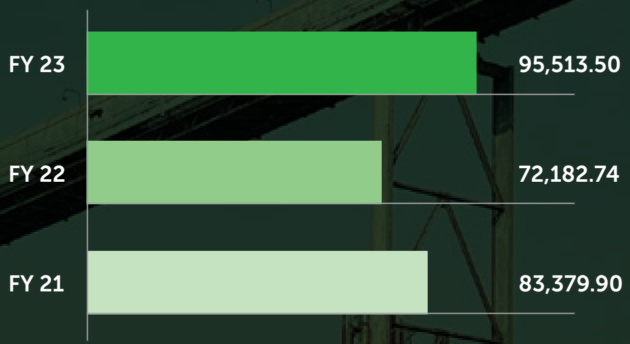


EPS (Rs.)

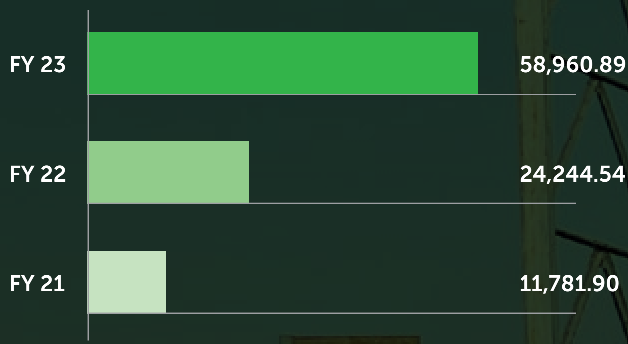


Consolidated

Revenue from operations (Rs. in lakhs)

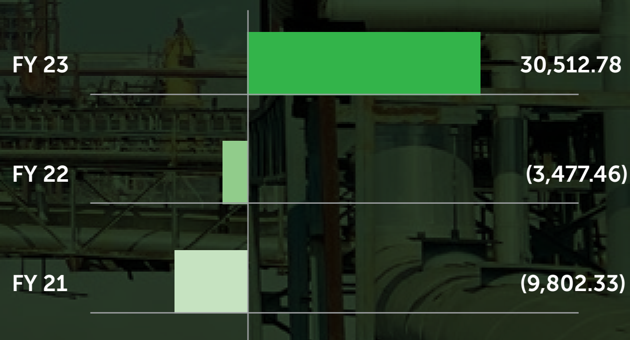


EBITDA (Rs. in lakhs)

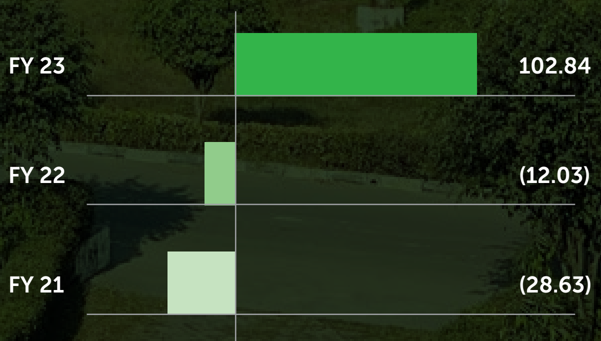


PBT (Rs. in lakhs)

PAT (Rs. in lakhs)



EPS (Rs.)



An year of sustained operations

Our resilience was put to the test as we navigated yet another challenging year. However, our strategic implementation of digital technologies across all operational sites was instrumental in maintaining seamless day-to-day operations. Ensuring business continuity while prioritising safety became our primary focus during this period. This diligent approach not only minimised disruption, but also bolstered our market position to respond to the evolving business landscape.

Sugar Power and Ethanol division (SPE division)

With a late start due to severe rainfall in October 2022, the SPE division faced an unprecedented challenge. This caused flooding in sugarcane fields and damaged roads leading to sugarcane centres. The delayed maturing of sugarcane and the water stagnation that followed significantly impacted our sugarcane recovery.

Performance metrics

Sugarcane crushed

We managed to crush **133.30 lakh** quintals of sugarcane, despite a late start to the season and unfavourable weather conditions. This amount closely follows the previous year's crush of 128.09 lakh quintals.

4%

YoY Increase in the amount of sugarcane crushed

Sugar recovery rate

We achieved a sugar recovery rate of **9.85%,** up from 9.43% in the previous year.

Production levels

Our sugar production stood at **11.61 lakh quintals** and ethanol production surged to **26,502 KL** from the previous year's 23,319 KL. Power generation also increased to **102.25 million** units, up from the previous year's 96.14 million units.

13.62%

YoY growth for ethanol production

6.35%

YoY growth for power generation

Strategic developments

In response to market demands, the SPE division began manufacturing high-grade sugar for the pharmaceutical and food processing industries. This product line offers higher margins and has considerable growth potential, which is actively pursued.

Real Estate Division

Despite the challenging circumstances, we were able to sustain our sales momentum in our real estate division. The remaining 9 units of Phase I of the Zuari Rain Forest Project in Goa were sold; and we completed registrations for 29 units, bringing our total to 79 registered units across our vicinity.

Performance metrics

Units sold

9

units of Phase I of the Zuari Rain Forest Project were sold during the year.

Revenue

The Company realised revenue of **Rs. 1,821 lakh** from unit sales this year.

Units registered

A total of **29 units** were registered this year, indicating strong demand.

Land bank

We sold **20.8 acres** of our land bank in Goa and retained **630 acres** in the prime location of Sancoale village in South Goa.

Our future roadmap

With the conclusion of Phase I sales, the planning for Phase II of the Zuari Rain Forest Project is already underway. Simultaneously, strategic use of our extensive land bank in Goa continues to be a priority.

Sharpening focus on Research and Development

We focus on research and development (R&D) as a bedrock for sustained growth. From augmenting crop yield to optimising resource usage, we have directed our efforts towards areas that can enhance the overall operational efficiency. These investments in R&D are not only streamlining our existing operations, but are also unlocking pathways for future growth and innovation.

Our R&D initiatives

Control of insects, pests and diseases

Our R&D efforts include deploying a two-pronged strategy for controlling pests and diseases. Mechanical control ensures that the cane affected by pests and diseases is eliminated early in the cultivation stage, while chemical control is used to maintain disease-free cane crops by applying insecticides and pesticides.

Ratoon management

We recognise the importance of ratoon crop management in increasing yield. We engage with farmers, educating them about efficient ratoon management practices through meetings conducted in the village.

Seed multiplication and distribution

We have initiated the multiplication of foundation cane seeds and distributed improved varieties of cane seeds to farmers. This practice is aimed at improving the yield of the crop.

Knowledge enhancement

We understand that progress cannot be made in isolation, and hence, we encourage knowledge enhancement through educational tours for cane growers at research stations.

Rs. 81.39 lakh

Invested in R&D (FY23)

Looking ahead

As we eagerly anticipate the future, we intend to continue our research into better yielding and disease-free cane varieties. We strive to stay abreast of the latest technological advancements, focusing on the installation of advanced machinery whenever feasible. Additionally, we plan to provide our cane growers with a comprehensive support system that includes portable soil testing laboratories and seminars led by research scholars. We are also planning to establish a well-equipped laboratory for process control and quality improvement. Notably, we intend to expand the area where early-maturing, high-sugar-content varieties of sugarcane are cultivated to improve recovery in the early months of cane crushing.

Empowering our people

At the heart of ZIL, our strength lies in our people. We recognise that our continued success hinges on the dedication, creativity and integrity of our personnel and have cultivated an organisational culture that values openness, transparency and collaboration. Our objective is to build a workplace, where every individual feels empowered and valued.

385
Total number of employees

2.19%
Gender Diversity Ratio

78.48%
Employee retention rate

Empowering our people (Contd...)

Our people practices

These initiatives are a testament to the culture we foster at ZIL, one that empowers, nurtures and is performance driven. We also prioritise the physical and mental well-being of our team members. In the years ahead, we will continue to revamp these practices, consistently adapting to the changing needs of our organisation, our team and the industry.

Work environment

At ZIL, we are committed to creating a work environment that encourages effective communication, trust, integrity and collaboration. By making the workplace as conducive and reassuring as possible, we ensure that all our team members, irrespective of their designations, feel valued and heard. We believe this approach is crucial to building a more unified and stronger talent pool.

Digitalisation

We have implemented various initiatives to ensure our employees' safety and well-being and to enable new ways of working. By embracing digital solutions, we are future-proofing our organisation. This has enabled us to adapt to changes efficiently and ensured that our team is equipped with the tools they need to succeed in the contemporary operating environment.

Initiatives for employee learning and development

Recognising the necessity of continuous learning, we conduct comprehensive learning and development programmes to ensure our employees have the requisite skills and knowledge they need to thrive. We encourage ongoing improvement to stay abreast of industry trends and to promote personal growth, reinforcing our commitment to our employees' success.

Employee empowerment

At the heart of our operational model is the empowerment of our employees. We instil a sense of ownership and responsibility in every ZIL team member by encouraging them to make informed decisions in their respective roles. This practice not only boosts individual morale but also enhances collective productivity and innovation.

Performance-oriented culture

We are a dynamic organisation and believe learning and development are consistent. Constantly striving for improvement, we have modified our operational structures and are always seeking ways to work more efficiently and effectively. We are cultivating a performance-driven culture where hard work, innovation, and results are not just recognised but celebrated. This commitment to performance has motivated our team to push boundaries and achieve success in their respective roles.

Wellness programmes

Believing that a healthy workforce is a productive workforce, we have implemented wellness initiatives across all organisational levels. We encourage our people to maintain a balanced lifestyle, while also providing them with resources and assistance for ensuring their physical and mental well-being.

Feedback systems

We have established feedback mechanisms to ensure the voices of our employees are heard and acted upon. We regularly solicit and analyse feedback to make necessary adjustments, fostering a culture of continuous improvement and mutual growth.

Contributing to a sustainable future

We are consistently making efforts to reduce our impact on the environment. We have implemented several green initiatives focusing on energy efficiency, renewable energy, waste management, and water recycling. Additionally, we strive to identify areas where we can further improve our sustainability practices and engage with our people and stakeholders to raise awareness about the importance of environmental conservation.

Green initiatives and their impact

These initiatives are a testament to the culture we foster at ZIL, one that empowers, nurtures and is performance driven. We also prioritise the physical and mental well-being of our team members. In the years ahead, we will continue to revamp these practices, consistently adapting to the changing needs of our organisation, our team and the industry.

Energy efficiency

Our transition from old, inefficient boilers to the latest high-pressure ones, as well as the implementation of two-roller mills, have substantially minimised our energy consumption over the years. We have also optimised our energy generation with a 30.85 MW turbine/generator and a new 3.0 MW steam turbine, contributing to reduced fuel consumption and surplus power generation that is exported to the grid.

Renewable energy

We harness the power of renewable energy, primarily through bagasse, a by-product of cane crushing. This not only lowers our dependence on traditional fossil fuels, but also adds to our surplus power generation.

Waste management

Our waste management practices are designed to minimise our carbon footprint. In addition, we implement responsible practices for ensuring the safe disposal of waste

Water recycling

Recognising the urgent need to preserve water, we have made several water conservation and recycling efforts to curb water wastage.

Building resilient communities

At ZIL, we endeavour to align our diverse business operations with our focus on societal welfare. A specialised team, established by our esteemed Board of Directors, oversees various initiatives geared towards community development across all subsidiaries, always prioritising our stakeholders through our CSR activities. Guided by the principles of responsible and sustainable business practices, the team directs our contributions to society. We hold Corporate Social Responsibility (CSR) in high regard and integrate it seamlessly into the operational framework of the entire group.

Sustainable Initiatives for a Better Future

As a conscientious corporate conglomerate, we extend our focus to targeted CSR programmes carried out by our subsidiaries. These initiatives aim to address the immediate needs of the communities in which we operate. We believe in going beyond mere compliance criteria and fulfilling our broader responsibility towards society.

Focus Areas of CSR Initiatives

Education

Education serves as a cornerstone in our strategy for community development. We contribute through scholarships and financial aid to deserving students, especially in the fields of agriculture and engineering. The 'Mangala Akshara Mitra' programme, supports more than 8,900 students in Karnataka and Andhra Pradesh. Additionally, we put our efforts into enhancing educational opportunities for underprivileged children through remedial coaching and teacher training. In this area, 40+ schools are engaged, supporting around 8,900 students in total.

Healthcare

We consider healthcare as a significant area of focus, particularly in water, sanitation, and hygiene (WASH). We are committed to uplifting community health standards, with our efforts extending to the installation of a proper pucca drain to prevent waterlogging in nearby villages. In Zuarinagar, Goa, we are actively involved in improving sanitation and solid waste management. The 'Project Eye-Care' offers free eye check-ups and cataract surgeries in rural areas, alongside the provision of sanitizers to farmers. We also ensure the provision of safe drinking water and regular health check-ups in remote localities. In this context, a 4.5 KM water pipeline has been laid, benefitting several rural families.

Livelihood

Through the Livelihood Center in Zuarinagar, Goa, we channel our resources into promoting rural development as part of our broader social responsibilities. Skill training in marketable trades is provided to local youth, and efforts also include empowering women with essential employability skills. The 'Gram Vikas Project' and our initiatives work towards the betterment of tribal and marginalised communities. Moreover, during peak winter, blankets are distributed to the poor and needy through district administration, solar lights have been provided on nearby roads on a rotational basis and we take care of the clean water requirements for nearby villages on a rotational basis.

Key Highlights

4.5 KM
water pipeline, benefiting

250
rural families

40+
schools engaged, supporting

~8,900
students

Guided by visionary leadership

Our corporate governance philosophy is anchored in principles of integrity, fairness, transparency and due compliance, reflecting our commitment to ethical business conduct. It is aimed at safeguarding the best interests of our various stakeholders. We believe that maintaining high standards of corporate governance positively impacts our stakeholders, customers, shareholders, employees, vendor partners, business associates and the society at large.

We acknowledge our responsibility to maximise stakeholder value creation to drive long-term success.

Our governance framework is designed to drive sustainable growth and ensure effective board oversight and the implementation of good corporate governance practices.

Promoting ethical business practices

Adhering to ethical business practices is more than a mere compliance concern for us. Our commitment to conduct our business ethically extends to our regular business operations. To encourage accountability, integrity and transparency, we have adopted a 'Code of Conduct' for our directors and senior executives. This code ensures that we meet our obligations to shareholders and all other stakeholders and lays out policies for conduct in dealing with the Company, fellow directors and employees, and the environment in which we operate.

Led by a diverse Board

Our Board comprises eight directors, including one Managing Director, one Whole Time Director, two Non-Executive (Non-Independent) Directors and four Non-Executive (Independent) Directors, one of whom is an Independent Women Director. The Board is led by a Non-Executive Chairman. Our Directors possess extensive expertise and offer valuable insights, guiding our strategic decision-making processes.

50%

Independent Directors in mix

Board of Directors

Mr. Saroj Kumar Poddar

Promoter Group/Chairman-Non-Executive Director

Mrs. Jyotsna Poddar

Promoter Group/Non-Executive Director

Mr. Vijay Vyankatesh Paranjape

Independent Non-Executive Director

Mr. Sushil Kumar Roongta

Independent Non-Executive Director

Mr. Suneet Shriniwas Maheshwari

Independent Non-Executive Director

Mrs. Manju Gupta

Independent Non-Executive Director

Mr. Athar Shahab

Managing Director

Mr. Alok Saxena

Whole Time Director

ZUARI INDUSTRIES LIMITED

(Formerly Zuari Global Limited)
CIN: L65921GA1967PLC000157

Registered Office: Jai Kisaan Bhawan, Zuarinagar Goa - 403 726
Tel.: 0832-2592180/81
Corporate Office: 5th Floor, Tower - A, Global Business Park, Sector-26, MG Road, Gurugram, Haryana - 122 002
Website: www.zuariindustries.in, **E-mail:** ig.zgl@adventz.com **Tel.:** 0124-4827800

NOTICE

NOTICE is hereby given that the **55th (Fifty-Fifth)** Annual General Meeting ("AGM") of the Members of Zuari Industries Limited (formerly Zuari Global Limited) will be held on **Thursday, 28 September 2023 at 3.00 P.M. (IST)**, through Video Conference ("VC") / Other Audio-Visual Means ("OAVM") ("hereinafter referred to as "electronic mode") to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements (including the consolidated financial statements) of the Company for the financial year ended 31 March 2023 and the reports of the Board of Directors ("the Board") and the Auditors thereon.

2. To declare the final dividend as detailed below:

   (i) dividend @ 10% i.e., Rs. 1/- per equity share of the face value of Rs.10/- each on 2,97,81,184 equity shares fully paid up.

   (ii) dividend @7% i.e., Rs.0.70/- per 7% - Non-Convertible Redeemable Preference Shares of the face value of Rs.10 each on 59,22,080 shares aggregating to Rs.32,70,935/-

   (iii) dividend @10.5% i.e., Rs.1.05/- per 10.5% - Non-Convertible Redeemable Preference Shares of the face value of Rs.10 each on 58,52,034 shares aggregating to Rs.48,48,370/-; and

3. To re-appoint Mrs. Jyotsna Poddar, (DIN: 00055736), who retires by rotation and being eligible, offers herself for re-appointment.

Special Business:

4. **To ratify the remuneration of the Cost Auditors of the Company for the Financial Year 2023-24**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs.75,000/- (Rupees Seventy Five Thousand Only) plus applicable taxes and out of pocket expenses for the financial year ending 31 March 2024 as recommended by the Audit Committee and approved by the Board of Directors to be paid to Mr. Somnath Mukherjee, F.C.M.A., Cost Accountant (Membership No. 5343), for conducting the Cost Audit, be and is hereby confirmed, approved and ratified."

By Order of the Board
For **Zuari Industries Limited**
(Formerly Zuari Global Limited)

Sd/-
Laxman Aggarwal
Company Secretary
M. No. A19861

Place: Gurugram
Date: 14 August 2023

Registered Office: Jai Kisaan Bhawan,
Zuarinagar, Goa 403 726

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item No. 4 and 5 of the Notice, is annexed hereto.

2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular No.28 December 2022, 5 May 2022, 14 December 2021 read with circulars dated 13 January 2021, 5 May 2020, 8 April 2020 and 13 April 2020 (collectively referred to as "MCA Circulars") and SEBI vide its circulars dated 5 January 2023,13 May 2022 read with 15 January 2021 and 12 May 2020 (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the AGM of the Members of the Company is being held through VC/OAVM. The venue of the meeting shall be deemed to be the Registered office of the Company at Jai Kisaan Bhawan, Zuarinagar, Goa - 403 726.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.

4. Since the meeting has been called through VC/OAVM, route map to the venue of the meeting is not required.

5. The Company has appointed Ms. Aditi Gupta, Company Secretary in Whole Time Practice, to act as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

6. Institutional/Corporate Shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to scrutinizermcalegal@gmail.com with copies marked to the Company at ig.zgl@adventz.com and to its Registrar and Share Transfer Agent ("RTA") at rta@adventz.zuarimoney.com.

7. The Notice of the AGM along with the Annual Report for the financial year 2022-23 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and SEBI Circulars. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2022-23 will also be available on the Company's website www.zuariindustries.in; websites of the Stock Exchanges i.e. National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") at www.nseindia.com and www.bseindia.com respectively. Members can attend and participate in the AGM through VC/OAVM facility only.

8. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Act.

9. The Company's RTA is:

   Zuari Finserv Limited

   Plot No. 2, Zamrudpur Community Centre

   Kailash Colony Extension

   New Delhi - 110 048

   Tel: 011 - 46474000

   Email: rta@adventz.zuarimoney.com

   Website: www.zuarimoney.com

10. Pursuant to the provisions of Section 72 of the Act, members can avail facility for nomination in respect of shares held by them. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility. Members holding shares in physical form may send their nomination in the prescribed form duly filled in to the RTA at the above-mentioned address.

11. Pursuant to the provisions of Section 124 (5) and 125 of the Act, the dividend amount remaining unclaimed/unpaid for a period of seven years from the due date of payment shall be transferred to the Investor Education and Protection Fund (IEPF) established by Central Government. Pursuant to the provisions of Section 124 (6) and section 125 of the Act, read with Rule 6 of the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to the IEPF within 30 days of becoming due to be transferred.

12. The company has uploaded the details of unpaid and unclaimed amount lying with the Company as on the date of last AGM i.e., on the website of the Company www.zuariindustries.in as well as on the website of the MCA. Unclaimed dividend pertaining to the financial year 2015-16 is due for transfer to the IEPF and the same can be claimed from the Company.

The following are the due dates for transfer of unclaimed dividend to IEPF.

Financial Year	Date of declaration of dividend	Last date for claiming unpaid dividend	Due date for transfer to IEPF
2015-2016	30-09-2016	27-10-2023	28-10-2023
2016-2017	28-09-2017	25-10-2024	26-10-2024
2017-2018	10-09-2018	07-10-2025	08-10-2025
2018-2019	06-09-2019	04-10-2026	05-10-2026
2019-2020	14-09-2020	12-10-2027	13-10-2027
2020-2021	13-02-2021	11-03-2028	12-03-2028
2020-2021	19-04-2021	17-05-2028	18-05-2028
2021-2022	14-11-2021	12-12-2028	13-12-2028
2021-2022	28-09-2022	25-10-2029	26-10-2029

Members who have neither received nor encashed their dividend warrant(s) in respect of the earlier years, are requested to write to the Company/RTA, mentioned the relevant Folio number or DP ID and Client ID, for issuance of duplicate/revalidated dividend warrant(s). As and when the amount is due, it will be transferred by the Company to IEPF. No claim thereof shall lie against the Company after such transfer.

14. Pursuant to the amendments as per the Income Tax Act, 1961 ("the IT Act") by the Finance Act, 2020, dividend income is taxable in the hands of the shareholders from 1 April 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the IT Act. To enable the Company to comply with the TDS requirements, Members are requested to complete and / or update their Residential Status, Income Tax PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company's Registrar & Share Transfer Agent.

15. Members are advised to avail the facility for receipt of future dividends through National Electronic Clearing Services (NECS). The NECS facility is available at the specified locations. Shareholders holding shares in electronic form are requested to contact their respective Depository Participant for availing NECS facility. The Company or RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Shareholders holding shares in physical form and desirous of either registering bank details or changing bank details already registered against their respective folios are requested to send a request letter for updating Bank Account Numbers with 9 digit MICR Number to the RTA or to the Company with attested copy of his/her PAN Card and a photocopy of his/her cheque leaf (to capture correct Bank Account Number, IFSC Code and 9 digit MICR Code).

16. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

17. 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 or RTA.

18. Members are requested to notify any change of address in their postal/mail or email address:

    i. To their Depository Participants (DPs) in respect of the shares held in demat form and

    ii. To the Company at ig.zgl@adventz.com and to the RTA, Zuari Finserv Limited at rta@adventz.zuarimoney.com in respect of the shares held in physical form

    iii. In case the mailing address registered with us is without the PINCODE, kindly inform the same to DP or the Company and the RTA, as mentioned above.

19. With effect from 1 April 2019, except in the case of transmission or transposition of securities, the requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a Depository. Hence, the members holding shares in physical form are requested to dematerialize their physical shares into electronic form by sending demat request to their concerned DPs.

20. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and documents referred in the notice of meeting shall be available for inspection through electronic mode. Members may write to the Company at ig.zgl@adventz.com for inspection of said documents and the same will also be available for inspection by the members during the AGM.

21. To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards a Greener Environment and to receive all documents, Notices, including Annual Reports and other communications of the Company, investors should register their e-mail addresses with RTA if shares are held in physical mode or with the DPs, if shares are held in electronic mode.

22. Voting Process: EVENT No. 125431

A. Process and manner for members to vote through electronic means:

In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (LODR) Regulations, 2015 and in compliance with SEBI circular dated 9 December 2020, the Company is pleased to provide the members the facility to exercise their right to vote at the 55th Annual General Meeting (AGM) by electronic means and the businesses may be transacted through the e-voting services provided by National Securities Depositories Limited (NSDL).

Shareholders are advised to update their mobile number and email id in their demat accounts to access e-voting facility.

The detailed procedure is mentioned below:

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

The remote e-voting period begins on Monday, 25 September 2023 at 10:00 A.M. and ends on Wednesday, 27 September 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., 21 September 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 21 September 2023.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e., NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "**Login**" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-48867000 and 022-24997000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800225533.

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "**Login**" which is available under '**Shareholder/Member**' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. **Your User ID details are given below :**

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 125431 then user ID is 125431001***

5. **Password details for shareholders other than Individual shareholders are given below:**

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. **If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:**

a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. **After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.**

8. **Now, you will have to click on "Login" button.**

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

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizermcalegal@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022-48867000 and 022-24997000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to ig.zgl@adventz.com .

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ig.zgl@adventz.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

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

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the ~~EGM~~/AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at ig.zgl@adventz.com. The same will be replied by the company suitably.

6. **Instructions for Shareholders/Members to register themselves as Speakers during Annual General Meeting:**

   Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at ig.zgl@adventz.com from Friday, 22 September 2023 at 10.00 a.m. to Tuesday, 26 September 2023 at 11.00 a.m. i.e. atleast two days in advance before the date of AGM.

   The first ten (10) Speakers on first come basis will only be allowed to express their views/ask questions during the meeting.

   Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at ig.zgl@adventz.com. The same will be replied by the company suitably.

   Note:

   Those shareholders/members 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 Annual General Meeting.

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

B. Commencement of Remote E-Voting:

The remote e-voting period commences on **Monday, 25 September 2023 at 10.00 A.M**. and ends on **Wednesday, 27 September 2023, at 5.00 P.M**. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, **Thursday, 21 September 2023**, may cast their vote by electronic means in the manner and process set out herein above. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Members shall not be allowed to change it subsequently.

C. Book Closure:

The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 22 September 2023 to Thursday, 28 September 2023 (both days inclusive) for the purpose of AGM.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No.4:

Ratification of Remuneration of Cost Auditors of the Company for the Financial Year 2023-24

The Board of Directors in its meeting held on 14 August 2023, based on the recommendation of the Audit Committee, has approved the appointment of Mr. Somnath Mukherjee, (Membership No. 5343), as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2023-24 at a remuneration of Rs.75,000 (Rupees Seventy Five Thousand only) plus applicable taxes thereon besides reimbursement of out-of-pocket expenses on actuals incurred in connection therewith, payable to the Cost Auditor for Financial Year 2023-24.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the remuneration payable to Cost Auditors is required to be ratified by the members of the Company.

Accordingly, the consent of the members is sought for ratification of the remuneration payable to the Cost Auditors.

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

The Board accordingly places the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the members.

By Order of the Board
For **Zuari Industries Limited**
(Formerly Zuari Global Limited)

Sd/-
Laxman Aggarwal
Company Secretary
M. No. A19861

Place: Gurugram
Date: 14 August 2023

Registered Office: Jai Kisaan Bhawan,
Zuarinagar, Goa 403 726

Annexure - A

Details of Director(s) seeking appointment at the forthcoming Annual General Meeting in pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of the Director	Mrs. Jyotsna Poddar
DIN	00055736
Date of Birth	26/07/1950
Age (in years)	73
Nationality	Indian
Relationship between directors inter-se	Spouse of Mr. Saroj Kumar Poddar, Chairman of the Company
Date of First Appointment	15/05/2009
Qualification	B.A. (Hons.)
Functional Expertise & Experience including brief resume	Mrs. Jyotsna Poddar is the Chairperson of Lionel India Limited. Her wide experience, skills and diverse interests will benefit the Company to diversify and grow in all business sectors.
Skills and capabilities required for the proposed appointment	Strategic & Business Leadership skill
Appointment/ Re-appointment	Re-appointment
Terms and Conditions of appointment/ re-appointment	Based on performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends her re-appointment and her office as director shall be subject to retirement by rotation.
Directorship held in other listed companies (excluding foreign companies & Section 8 companies) as on 31 March 2023	1. Texmaco Infrastructure & Holdings Limited 2. Ronson Traders Limited
Listed entities from which the person has resigned in the past three years	NIL
Membership/Chairmanship of Committees of other public limited companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 31 March 2023*	NIL
Number of shares held in the Company: a) Self b) as beneficiary	 71,621 --
Remuneration last drawn	Sitting fee of Rs. 2.50 Lakh was paid by the Company for FY 2022-23.
Remuneration proposed to be paid	Sitting fee will be paid
Number of meetings of the Board attended during the year.	5

**** Committees considered for the purpose are those prescribed in Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, viz. Audit Committee and Stakeholders' Relationship Committee.***

Board's Report

To the Members,

Your Directors take pleasure in presenting the 55th (Fifty-Fifth) Annual Report of the Company together with Statement of Accounts for the financial year ended 31 March 2023.

1. Financial Results and Appropriation:

(₹ in Lakh)

Particulars	Standalone		Consolidated	
	Current Year 2022-23	Previous Year 2021-22	Current Year 2022-23	Previous Year 2021-22
Revenue from Operations	81,195.52	61,042.12	95,513.50	72,182.74
Other Income	14,917.08	21,656.41	18,230.62	22,540.89
Total Income	**96,112.60**	**82,698.53**	**1,13,744.12**	**94,723.63**
Profit/(loss) for the year before depreciation and taxation	4,865.90	3,087.22	(3,832.19)	(2,669.93)
Less: Depreciation for the year	2,386.82	2,365.70	2,742.09	2,271.27
Profit/(loss) before tax and share of profit/(loss) from Associates and Joint Venture	2,479.08	721.52	(6,574.28)	(4,941.20)
Less: Tax Expense				
Current Tax (Including adjustment of earlier years)	-	-	63.26	142.91
Deferred Tax Charge	642.17	(808.37)	799.25	(1,120.71)
Profit/(loss) after tax	**1,836.91**	**1,529.89**	**(7436.79)**	**(3,963.40)**
Add: Share in profit/(losses) from Associates and Joint Venture	-	-	37,949.57	485.94
Profit/(loss) for the year before Minority Interest	**1,836.91**	**1,529.89**	**30,512.78**	**(3,477.46)**
Less: Share of Minority interest in profits/(losses)	-	-	(115.91)	105.12
Profit/(loss) for the year	1,836.91	1,529.89	30,628.69	(3,582.58)
Add: Balance of profit brought forward	56,588.08	55,002.08	38,889.92	42,235.08
Add: Other adjustments	(13.06)	(17.98)	(577.61)	80.65
Add: Reclassification from OCI to retained earnings on disposal of investments.	-	854.90	-	854.90
Add: Other comp. income on defined benefit obligation	21.58	102.41	55.23	185.08
Less: Transfer to general reserve	-	-	-	-
Less: Dividends paid	(297.81)	(883.22)	(297.81)	(883.21)
Balance of profit carried forward	58,135.70	56,588.08	68,698.42	38,889.92
Earnings per share (EPS)	**6.17**	**5.14**	**102.84**	**(12.03)**

A. Dividend

The Board of Directors of the Company at its meeting held on 25 May 2023, recommended the following:

(i) dividend @ 10% i.e., ₹ 1/- per equity share of the face value of ₹10/- each on 2,97,81,184 equity shares fully paid up.

(ii) dividend @7% i.e., ₹0.70/- per 7% - Non-Convertible Redeemable Preference Shares of the face value of ₹10 each on 59,22,080 shares aggregating to ₹32,70,935/-.

(iii) dividend @10.5% i.e., ₹1.05/- per 10.5% - Non-Convertible Redeemable Preference Shares of the face value of ₹10 each on 58,52,034 shares aggregating to ₹48,48,370/-; and for the Financial Year 2022-23 subject to approval of members at the ensuing Annual General Meeting of the Company.

The Board has recommended dividend based on the parameters laid down in the Dividend Distribution Policy and the aforesaid dividend will be paid out of the profits for the year.

Dividend income is taxable in the hands of the shareholders effective 1 April 2020 and the Company is required to deduct tax at source from dividend paid to the members at prescribed rates as per the Income Tax Act, 1961.

B. Transfer to Reserves

During the year, amount transferred to General Reserves is NIL. An amount of ₹ 58,135.70 Lakh is retained as surplus in the Profit and Loss account.

C. Capex

During the year under review, the Company, on a consolidated basis spent ₹1,749.44 Lakh on capex.

D. Share Capital

The total paid-up share capital as on 31 March 2023 was following:

Equity/ Preference	No. of Shares	Value
Equity Shares	2,97,81,184 Equity shares of ₹10/- each fully paid-up	29,78,11,840
7% Non-Convertible Preference Shares	59,22,080 Preference Shares of ₹10/- each fully paid up	5,92,20,800
10.5% Non-Convertible Preference Shares	58,52,034 Preference Shares of ₹10/- each fully paid up	5,85,20,340
Total		**41,55,52,980/-**

2. Review of Operations

A. Sugar Power & Ethanol Division (SPE Division)

During the year under review, your Company crushed 133.30 Lakh Quintals (Previous year 128.09 Lakh Quintals) of sugar cane achieving sugar recovery rate of 9.85% (Previous year 9.43%).

The Company increased the quantity of cane crushed from last year despite a late start of milling operations for the SS 22-23. The delay in start was mainly on account of unprecedented rainfall witnessed by the region in the month of October 2022. This not only led to flooding and inundation of sugarcane fields and waterlogging of cane centers but also delay in the maturing of sugarcane.

Sugar production stood at 11.61 Lakh Quintals (Previous year 12.08 Lakh Quintals) and Ethanol production stood at 26502 KL (Previous year 23319 KL). The Company generated 102.25 Mn Units of power during the financial year (Previous year 96.14 Mn Units). A detailed analysis of the Company's operations, future expectations and business environment is given in the Management Discussions and Analysis Report which forms an integral part of this Annual Report.

The Division has also started manufacturing and selling high-grade sugar to pharma and food processing industries. Management is focused on expanding this high-margin product line and is working diligently to establish a strong customer base and increase order pipeline.

The Division also undertook multiple digital initiatives such as launch of Saksham App, Cut-to-Crush Monitoring, Yard Optimisation tool, etc. in order to efficiently manage the operations and establish a better outreach to farmers.

B. Real Estate Division

Zuari Rain Forest Project Phase 1:

During the year, the Company sold the balance 9 units of Phase – I of the Zuari Rain Forest Project in Goa.

The Company recognised revenue of ₹ 1,934.23 Lakhs from sale of units during the year.

With the completion of sales of Phase I, the company has already started planning the development of Phase – II Zuari Rain Forest.

The Company owns a substantial landbank in Goa. During FY23, the Company sold 20.8 acres of land and still holds 630 acres of land at Sancoale village in South Goa.

3. Research & Development (R&D)

During the year under review, the Company undertook various Research & Development initiatives as more particularly mentioned in **Annexure 'A'.**

4. Conservation of Energy / Technology Absorption / Foreign Exchange earnings and outgo

Particulars in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo as required under Section 134(3)(m) of Companies Act, 2013 ("the Act") forms part of this Report as **Annexure 'A'.**

5. Annual Return

The Annual Return referred to in Section 92(3) of the Companies Act, 2013 ("the Act") is available on the website of the Company at www.zuariindustries.in and can be accessed at the following link https://www.zuariindustries.in/investor-resources.

6. Related Party Transactions

All related party transactions entered during the Financial Year 2022-23, were undertaken after taking applicable approvals from the Audit Committee, the Board of Directors and the members, as applicable.

There were no related party transactions that have conflict with the interest of the Company.

Related Party Transactions Policy of the Company is available on the website at the following link https://www.zuariindustries.in/corporate-governance. The details of related party transactions as per Form AOC-2 are enclosed as **Annexure 'K'**.

7. Particulars of Loans given, Investments made, Guarantees given or Security provided by the Company

The Company has disclosed the full particulars of the loans given, investments made, guarantees given and security provided as required under section 186 of the Companies Act, 2013, Regulation 34(3) and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") in Notes 5A, 5B and 5C forming part of the financial statements.

8. Nomination and Remuneration Policy and Disclosures on Remuneration

The Board on the recommendation of the Nomination and Remuneration Committee has framed a policy for selection, appointment and remuneration of Directors, Key Managerial Personnel and employees in the Senior Management. More details of the same including the composition of the Committee are given in the Report on Corporate Governance enclosed as **Annexure 'B'** to this report.

The Nomination and Remuneration Policy is displayed on the Company's website at the following link https://www.zuariindustries.in/corporate-governance.

The disclosures related to employees 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 enclosed as **Annexure 'I'** to this Report.

The information required under Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report. In terms of the first proviso to Section 136 of the Act, the Report and Accounts are being sent to the Members excluding the aforesaid information. Any Members interested in obtaining the same may write to the Company.

9. Risk Management

Your Company has a well-defined risk management framework in place. Although, the constitution of Risk Management Committee under Regulation 21 of SEBI Listing Regulations is not applicable to the Company, your Company has constituted a Risk Management Committee.

The Risk Management Committee monitors various risks of the Company including the risks, if any, which may threaten the existence of the Company.

The composition and terms of reference of the Risk Management Committee are given in the Report on Corporate Governance enclosed as **Annexure 'B'** to this report.

10. Vigil Mechanism / Whistle Blower Policy

The Company in accordance with the provisions of Section 177(9) of the Companies Act, 2013 and Regulation 22 of SEBI Listing Regulations has established a vigil mechanism for Directors and employees to report genuine concerns to the Management viz. instances of unethical behavior, actual or suspected, fraud or violation of the Company's Code of Conduct. The Company has also formulated Vigil Mechanism Whistle Blower Policy ("Policy") which provides for adequate safeguard against victimization of persons and has a provision for direct access to the Chairperson of the Audit Committee. The Company has not denied any person from having access to the Chairperson of the Audit Committee.

11. Corporate Social Responsibility ('CSR')

The Board of Directors has constituted a CSR Committee and approved the CSR Policy. During the Financial Year 2022-23, a meeting of the Committee was held on 13 August 2022.

The Composition of Committee as at the end of financial year 2022-23 & attendance of the members at the meetings held during the said financial year are mentioned below:

Name of the member	Designation	Nature of Directorship	No. of meetings attended
Mr. Sushil Kumar Roongta	Chairman	Non-Executive Independent Director	1
Mr. Vijay Vyankatesh Paranjape*	Member	Non-Executive Independent Director	-
Mrs. Manju Gupta**	Member	Non-Executive Independent Director	-
Mr. Athar Shahab	Member	Managing Director	1
Mr. Alok Saxena**	Member	Whole Time Director	1

*Ceased as a member w.e.f. 1 July 2022.
**Appointed as a member w.e.f. 1 July 2022.

The Policy is displayed on the Company's website at the following link https://www.zuariindustries.in/corporate-governance

In compliance with requirements of Section 135 of the Companies Act, 2013, the Company has laid down a CSR Policy. The Committee also recommends the amount of expenditure to be incurred on the CSR activities and monitors the CSR Policy of the Company from time to time.

The detailed report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is enclosed as **Annexure 'H'** to this report.

12. Directors and Key Managerial Personnel

During the financial year under review, the Nomination and Remuneration Committee (NRC), considered the appointment of **Mr. Suneet Shriniwas Maheshwari** as an Independent Director on the Board after evaluating his skills, knowledge and experience required. The Board pursuant to the recommendation of the NRC, appointed **Mr. Suneet Shriniwas Maheshwari** as an Independent Director of the Company for a period of five years with effect from 1 July 2022.

In the opinion of the Board, **Mr. Suneet Shriniwas Maheshwari** possesses integrity, expertise and experience (including proficiency), required for appointment as Independent Director.

Subsequently, the members of the Company at the Annual General Meeting held on 28 September 2022, also approved the appointment of **Mr. Suneet Shriniwas Maheshwari** as an Independent Director of the Company for the period recommended by the Board.

NRC also considered the appointment of **Mr. Alok Saxena** as Whole Time Director on the Board after evaluating his skills, knowledge and experience required. The Board pursuant to the recommendation of the NRC, appointed **Mr. Alok Saxena** as Whole Time Director of the Company for a period of two years with effect from 1 July 2022.

Subsequently, the members of the Company at the Annual General Meeting held on 28 September 2022, also approved the appointment of **Mr. Alok Saxena** as Whole Time Director of the Company for the period recommended by the Board.

In accordance with provisions of the Act and the Articles of Association of the Company, **Mrs. Jyotsna Poddar** retires by rotation at the forthcoming Annual General Meeting and is eligible for re-appointment. A brief profile and details of other Directorships of Mrs. Poddar is given in the Report on Corporate Governance enclosed as **Annexure 'B'** to this report.

As at the end of the financial year, in terms of Section 149 of the Act and the SEBI Listing Regulations, Mr. Vijay Vyankatesh Paranjape, Mr. Sushil Kumar Roongta, Mr. Suneet Shriniwas Maheshwari and Mrs. Manju Gupta were the Independent Directors of the Company.

All Independent Directors have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16 of SEBI Listing Regulations. They have also registered themselves in the databank with the Institute of Corporate Affairs of India as an Independent Director as per Rule 6(1) of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

The terms and conditions of appointment of the Independent Directors are in compliance with the provisions of the Act and are placed on the website of the Company at www.zuariindustries.in

In accordance with the provisions of Regulation 25(7) of SEBI Listing Regulations, the Company organizes familiarization program for Independent Directors as and when required.

Key Managerial Personnel

In terms of Section 203 of the Act, the Key Managerial Personnel (KMPs) of the Company during Financial Year 2022-23 were:

- Mr. Athar Shahab, Managing Director
- Mr. Alok Saxena, Whole Time Director*
- Mr. Nishant Dalal, Chief Financial Officer
- Mr. Laxman Aggarwal, Company Secretary

*Appointed w.e.f. 1 July 2022

13. Performance Evaluation

Pursuant to the provisions of the Section 134, 178 and Schedule IV of the Act and Regulation 17 of the SEBI Listing Regulations, the following performance evaluations were carried out:

a) Performance evaluation of the Board, Chairman and Non-Independent Directors by the Independent Directors;

b) Performance evaluation of the Board, its Committees and Independent Directors by the Board of Directors; and

c) Performance evaluation of every Director by the Nomination and Remuneration Committee.

The details of Annual Performance evaluation carried out are given in the Corporate Governance Report attached as **Annexure 'B'** to this report.

14. a. Board Meetings

During the year under review, seven (7) meetings of the Board of Directors were held on 25 April 2022, 30 May 2022, 13 August 2022, 14 November 2022, 9 January 2023, 13 February 2023 and 31 March 2023 respectively. The details of the composition of the Board and the attendance of the Directors at the Board meetings are provided in the enclosed Corporate Governance Report.

b. Audit Committee

During the year under review, seven (7) meetings of the Audit Committee were held on 30 May 2022, 13 August 2022, 14 November 2022, 6 December 2022, 9 January 2023, 13 February 2023 and 31 March 2023 respectively and all the recommendations of the Audit Committee were accepted by the Board. The details of the composition of the Audit Committee and details of committee meetings are given in the enclosed Corporate Governance Report.

15. Fixed Deposits

As reported in the year 2008-09, the Fixed Deposit Scheme of the Company was discontinued. The Company has not accepted any deposits from the public/members under Section 73 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014 during the financial year under review.

The Company was having an unpaid and unclaimed deposit amount of ₹ 1,00,000 at the end of the financial year.

16. Details of significant and material orders passed by the regulators or courts

There were no significant and material orders passed by the Regulators or Courts or Tribunals during the year under review impacting the going concern status and the operations of the Company in future.

The details pertaining to various demand notices from various statutory authorities are disclosed in Note No.43 of Financial Statements under the heading "Contingent liabilities".

17. Adequacy of internal financial controls with reference to financial statements

The Company has adequate systems of internal control in place, which is commensurate with its size and the nature of its operations. The Company has designed and put in place adequate Standard Operating Procedures and limits of Authority Manuals for conduct of its business, including adherence to Company's policies, safeguarding of its assets, prevention and detection of fraud and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information.

These documents are reviewed and updated on an ongoing basis to improve the internal control systems and operational efficiency. The Company uses a state-of-the-art ERP (SAP) system to record data for accounting and managing information with adequate security procedure and controls.

M/s K. Ramkumar & Co, Chartered Accountants, acted as Internal Auditors of the Company for the financial year 2022-23.

Along with the Internal Audit Report, the Internal Auditors have also submitted their opinion on adequacy of Internal Financial Controls over Financial Reporting ("IFCoFR") and operative effectiveness of such control as at 31 March 2023. During the year under review, the Company continued to implement the suggestions and recommendations of Internal Auditors to improve the financial control. The findings under Internal financial control have been discussed by the Audit Committee on an ongoing basis to improve the efficiency in operations. The scope of internal financial control includes review of processes for safeguarding the assets of the Company, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information.

18. Disclosure Requirement

Your Company has complied with all the mandatory requirements of Schedule V of SEBI Listing Regulations. The Report on Corporate Governance pursuant to Schedule V of SEBI Listing Regulations is enclosed as **Annexure 'B'** to this report. A Certificate on compliance of Corporate Governance by a Practicing Company Secretary is enclosed as **Annexure 'C'.** Declaration by the Managing Director is enclosed as **Annexure 'D',** Certification of Non-Disqualification of Directors is enclosed as **Annexure 'E'** and the Management Discussion and Analysis is enclosed as **Annexure 'F'** to this report and Secretarial Audit Report is enclosed as **Annexure 'G'** to this report.

During the financial year under review, requirement of disclosure with respect to Business Responsibility and Sustainability Report under the provisions of Regulation 34(2)(f) of the SEBI Listing Regulations is not applicable to the Company.

19. Statutory Auditors

M/s V Sankar Aiyar & Co, Chartered Accountants, Delhi (Firm Registration Number: 109208W) were appointed as Statutory Auditors of the Company for a term of four (4) consecutive years i.e., from the conclusion of 53rd AGM held in the year 2021 till the conclusion of the 57th AGM of the Company to be held in the year 2025.

The Company had received written consent from the Auditors that the said appointment was in accordance with the criteria as provided under Section 139 and 141 of the Act and Rules framed thereunder.

The Standalone & Consolidated Audit Report does not contain any qualification, reservation or adverse remark or disclaimer made by the Statutory Auditors.

During the year under review, there were no frauds reported by the auditors to the Audit Committee or the Board under section 143(12) of the Act.

20. Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company appointed Mr. Shivaram Bhat, Practicing Company Secretary, as Secretarial Auditors, to undertake the Secretarial Audit of the Company for financial year 2022-2023.

The Report of the Secretarial Auditor for the Financial Year 2022-23 is enclosed as **Annexure 'G'** to this report.

The Secretarial Audit Report contains the following observations:

a) One day delay in submission of Related Party Transactions disclosure to Stock Exchanges for the period ended 30 September 2022, as per Regulation 23 of the SEBI Listing Regulations, 2015. The Company has paid fine of ₹ 5,000/- each to BSE and NSE for delayed compliance.

b) Attention drawn to the Notes to the financial statements detailing pending creation /satisfaction of charges during the previous financial years.

Reponses to the abovesaid observations are mentioned below:

a) Due to interpretational issue of date of publication of financial results there was one day delay in filing the disclosures on Related Party Transactions for the half year ended 30 September 2022 with the stock exchanges i.e. NSE and BSE in terms of the requirement of Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company had clarified the same to the stock exchanges, however stock exchanges had levied fine for the same and the same was paid.

b) As mentioned in the notes to the financial statements, the Company is in process of filing the charge creation / satisfaction with the concerned ROC.

   Pursuant to Regulation 24A(2) of SEBI Listing Regulations, all listed entities on annual basis are required to get a check done by Practicing Company Secretary (PCS) on compliance of all applicable SEBI Regulations and circulars / guidelines issued thereunder and get an Annual Secretarial Compliance Report issued in this regard which is further required to be submitted to Stock Exchanges within 60 days from the end of the financial year.

   The Company engaged the services of Mr. Shivaram Bhat, Practicing Company Secretary and Secretarial Auditor of the Company to provide this certification.

   Accordingly, the Company has complied with the above said provisions and an Annual Secretarial Compliance Report has been submitted to the Stock Exchanges within stipulated time.

21. Disclosure as per Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

As per provisions of Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, your Company has constituted an Internal Complaints Committee for redressal of complaints against sexual harassment. There were no complaints/cases filed/pending with the Company during the financial year under review.

22. Employees' Stock Option (ESOP) Scheme

The Company has not issued any ESOP to its employees during the year under review.

23. Consolidated Financial Statements under Section 129 of the Companies Act, 2013

The consolidated financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standard) (Amendment) Rules, 2016 which forms part of this Annual Report.

The Company will make available the financial statements of subsidiaries, upon request by any member of the Company interested in receiving this information. The Annual Accounts of the Subsidiary Companies will also be available for inspection by any investor at the Registered Office of the Company and its Subsidiaries.

In accordance with Section 136 of the Act, the audited financial statements, including the consolidated financial statements and related information of the Company and audited accounts of each of its subsidiaries, are available on the website of the Company at https://www.zuariindustries.in/financial-information

24. Compliance of Secretarial Standards

During the year under review, the Company has complied with the applicable provisions of Secretarial Standards on meetings of the Board of Directors ("SS-1") and on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India in terms of section 118(10) of the Act.

25. Significant events

A. Scheme of Amalgamation of erstwhile Gobind Sugar Mills Limited ("GSML' / 'Transferor Company') and Zuari Global Limited (Now known as "Zuari Industries Limited") ("ZIL" / 'Transferee Company')

As informed in the previous year's Annual report, Hon'ble National Company Law Tribunal, Delhi and Hon'ble National Company Law Tribunal, Mumbai vide their orders dated 28 March 2022 and 20 April 2022 respectively had approved the Scheme of Amalgamation ("Scheme") between erstwhile Gobind Sugar Mills Limited ("GSML' / 'Transferor Company') and Zuari Global Limited (Now known as "Zuari Industries Limited") ("ZIL" / 'Transferee Company') and their respective shareholders and creditors thereof (NCLT Orders).

During the year under review, in terms of Clause 5 of the Scheme and in compliance of the NCLT Order, your Company allotted the shares in discharge of consideration to the equity shareholders of GSML and whose names appear in the Register of Members on the Record Date i.e., 13 May 2022 for the equity shareholders of GSML in the following manner:

a. 100 (One Hundred) equity share(s) of the face value of ₹ 10/- (Rupees Ten) each credited as fully paid up in the share capital of ZIL for every 285 (Two Hundred and Eighty-Five) fully paid-up equity share(s) of the face value of ₹ 10/- (Rupees Ten) each held in GSML;

OR

b. 10,000 (Ten Thousand) 10.5% Non-Convertible Redeemable Preference Shares of the face value of ₹ 10/- (Rupees Ten) each credited as fully paid up in the share capital of the ZIL for every 1,006 (One Thousand and Six) fully paid-up equity share(s) of the face value of ₹ 10/- (Rupees Ten) each held in GSML.

The equity shareholders of GSML were provided the option to take either equity Shares or 10.5% Non-Convertible Redeemable Preference Shares of ZIL as specified above. In compliance of the NCLT Orders your Company had dispatched the option forms on 17 May 2022 and based on the options availed, the Company allotted the following shares:

3,40,580 equity shares of ₹ 10/- each to following

- 3,36,823 equity shares to the shareholders of GSML who have opted for equity and holding shares in demat form; and
- 3,757 equity shares to Catalyst Trusteeship Limited, Trustee appointed pursuant to Scheme of Amalgamation who will hold such equity shares for the benefit of equity shareholders holding shares in physical form.

58,52,034 - 10.5% Non-Convertible Redeemable Preference Shares (10.5% NCRPS) of ₹ 10/- each to following

- 23,81,077 preference shares to shareholders who opted for 10.5% NCRPS or who had not submitted any option form with the Company and holding shares in demat form; and
- 34,70,957 preference shares to Catalyst Trusteeship Limited, Trustee appointed pursuant to Scheme of Amalgamation who will hold such preference shares for the benefit of equity shareholders holding shares in physical form.

Also, in terms of Clause 5 of the Scheme and in compliance of the NCLT Order, your Company has offered the consideration to the 7% Non-Convertible Redeemable Preference Shareholders (7% NCRPS) of GSML whose names appear in the

Register of Members on the Record Date i.e. 13 May 2022 in the following manner:

1 fully paid 7% Non-Convertible Redeemable Preference Share of the face value of ₹ 10/- each in the share capital of ZIL for every 1 fully paid up 7% Non-Convertible Redeemable Preference Share of the face value of ₹ 10/- each held in GSML. Accordingly, the Company allotted 59,22,080 - 7% NCRPS of ₹ 10/- each to the 7% NCRPS holders of GSML.

Accordingly, 59,22,080 – 7% Non-Convertible Redeemable Preference Shares (7% NCRPS) of ₹ 10/- each were allotted to existing 7% NCRPS holders.

With effect from the Appointed Date i.e. 1 April 2020 and upon the Scheme becoming effective on 30 April 2022, the entire business and whole of undertaking(s) of GSML shall, pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Act, and pursuant to the order of NCLT sanctioning the Scheme, without any further act, deed, matter or thing, together with all properties, assets, rights, liabilities, benefits and interest therein stand transferred to and vested in and / or deemed to be transferred to and vested in ZIL, as a going concern.

Change of name

As informed in previous year's Annual report, pursuant to Clause 16 of the Scheme of Amalgamation, the name of your Company was changed from "Zuari Global Limited" to "Zuari Industries Limited" for which the approval from Registrar of Companies, Goa, was received on 16 June 2022 and the said name change was also approved by concerned Stock Exchanges of the Company.

The Scheme of Amalgamation, the certified copies of NCLT orders and other relevant documents in connection with the Amalgamation have been made available on the website of the Company at https://www.zuariindustries.in/storage/uploads/blogs/1691139073.pdf

B. Scheme of Amalgamation of Zuari Sugar & Power Limited ("ZSPL' / 'Transferor Company') and Zuari Industries Limited (formerly known as Zuari Global Limited) ("ZIL" / 'Transferee Company')

During the year under review, the Board of Directors in its meeting held on 13 February 2023, inter alia, approved the scheme of amalgamation of ZSPL with ZIL and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder ("Scheme"), i.e., through National Company Law Tribunal ("NCLT") approval route on account of following benefits:

1. Greater integration, greater financial strength and flexibility for the amalgamated entity, which would result in maximizing overall shareholder value and will improve the competitive position of the combined entity.
2. Improved organizational capability and leadership, arising from the pooling of resources to compete successfully in an increasingly competitive industry.
3. Strengthening of brand "Zuari" leading to a stronger market presence.
4. Greater leverage in operations planning and process optimization and enhanced flexibility.
5. Cost savings are expected to flow from more focused operational efforts, rationalization, standardization and simplification of business processes, administration, finance, accounts, legal, and other related functions, leading to elimination of duplication and rationalization of administrative expenses.
6. To enable the group to attract and retain talent in a cost-effective manner by consolidating its operations across geographical locations.
7. Simplification of group structure by eliminating duplication of work, multiple entities in similar business thus enabling focus on core competencies and achieve group synergies.

ZSPL is a wholly owned subsidiary of ZIL, therefore, upon this Scheme becoming effective:

1. no shares of ZIL shall be allotted in lieu or exchange of its holding in ZSPL and the entire issued, subscribed and paid-up capital of ZSPL shall stand cancelled and the share certificates, if any, and/or the shares representing the shares held by the ZIL in ZSPL shall be deemed to be cancelled without any further act or deed.
2. without any further act, instrument or deed, ZSPL shall stand dissolved without process of winding-up, and the Board of Directors and any committees thereof of the Transferor Company shall without any further act, instrument or deed be and stand dissolved on the terms and conditions mentioned in the aforesaid Scheme.

The Appointed Date for the Scheme is 1 April 2022 or such other date as the NCLT, Mumbai Bench may direct / fix.

Your Company filed the merger application before NCLT, Mumbai Bench on 27 March 2023 and NCLT vide its order released on its website on 19 May 2023, has dispensed with the meeting of shareholders and creditors and directed to serve notices to applicable regulatory authorities. Following these directives received from the NCLT, your Company has duly served individual notices to various regulatory authorities. Subsequent to the closure of financial year, your Company filed the second motion petition on 23 June 2023 with the NCLT, Mumbai Bench and awaiting the issuance of the order.

The Scheme shall be subject to the final approval of NCLT, Mumbai Bench.

In terms of Regulation 37(6) of the SEBI Listing Regulations, the provisions of Regulation 37 of SEBI Listing Regulations are not applicable to draft schemes which solely provide for merger of a wholly owned subsidiary with its holding company. Hence, 'No Objection Letter' on the Scheme was not required to be obtained from the Stock Exchanges on which equity shares of the Company are listed.

However, in accordance with the provisions of Regulation 37(6) of the SEBI Listing Regulations read with the provisions of SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23 November 2021, your Company has filed draft scheme with the Stock Exchanges for the purpose of disclosure and dissemination on their websites.

The aforesaid Scheme and other relevant documents in connection with the amalgamation of ZSPL with ZIL have been made available on the website of the Company at https://www.zuariindustries.in/shareholder-information.

26. Subsidiaries

A brief review of the subsidiaries of the Company is given below:

A. Zuari Infraworld India Limited (ZIIL)

ZIIL is a wholly-owned subsidiary of your Company that represents the group's foray into Real Estate Sector with projects across different cities in India and abroad.

The real estate sector is one of the most globally recognized sectors. Real estate sector in India is expected to reach US$ 1 trillion by 2030.

ZIIL launched its flagship project - St. Regis The Residencies, Financial Centre Road, Dubai on 7 March 2023. With 232 units up for sale, the launch witnessed a booking of over USD 272 Mn. The overall booking percentage during FY 23 stood at ~80%. The project is expected to complete by February 2026. The project has been conceived in partnership with St. Regis, one of the most exquisite and desirable brands within Marriott International & Starwood portfolio of hotels, resorts and residences around the globe.

Standalone

ZIIL's total revenue for FY23 was ₹ 10,874.22 Lakh (previous year ₹ 9,000.80 Lakh).

The Profit/(Loss) before tax for FY23 was ₹ (2,669.25) Lakh (previous year ₹ 97.70 Lakh).

The Profit/(Loss) after tax for FY23 was ₹ (2,666.32) Lakh (previous year ₹ 268.31 Lakh).

Consolidated

ZIIL's total revenue for FY23 was ₹ 9,116.39 Lakh (previous year ₹ 7,807.32 Lakh).

The Loss before tax for FY23 was ₹ 4,629.24 Lakh (previous year ₹ 1,419.39 Lakh).

The Loss after tax for FY23 was ₹ 4,626.31 Lakh (previous year ₹ 1,248.78 Lakh).

B. Simon India Limited (SIL)

Simon India Limited (SIL), a wholly-owned subsidiary of your Company, is engaged in EPCM activities. A summary of important activities of the subsidiary during FY23 is as under:

<u>Spent Caustic Wash Project, SABIC / Saudi Kayan, KSA</u>

Project completed, outstanding payment received.

<u>Engineering Services for 4th Evaporator Project, Paradeep Phosphate Limited (PPL)</u>

Detailed engineering work completed.

<u>DPR for setting up 50 TPD Anhydrous Aluminum Chloride Plant for TCCL, Kerela</u>

Work completed and 50% milestone payment received.

SIL's Revenue from operations for FY23 was ₹ 92.41 Lakh (previous year ₹ 1,236.85 Lakh)

The total Revenue for FY23 was ₹ 1,438.86 Lakh (previous year ₹ 1,853.42 Lakh).

The Profit/(Loss) before tax for FY23 was ₹ 758.17 Lakh (previous year ₹ (1,092.45) Lakh).

The Profit/(Loss) after tax for FY23 was ₹ 758.15 Lakh (previous year ₹ (1,097.77) Lakh).

C. Indian Furniture Products Limited (IFPL)

Your Company holds 72.45% share in IFPL.

IFPL is into the business of trading of Ready-To-Assemble (RTA) Furniture and Mattresses and also providing services for office furnishing. The company earns lease rentals from its properties, plant and equipment leased out to Forte Furniture Products India Private Limited.

IFPL's revenue from operations for FY23 was ₹ 78.49 Lakh (previous year ₹ 165.24 Lakh).

The Loss before tax for FY23 was ₹ 1,137.64 Lakh (previous year ₹ 725.40 Lakh).

The Loss after tax for FY23 was ₹ 1,133.94 Lakh (previous year ₹ 721.17 Lakh).

D. Zuari International Limited (Formerly Zuari Investments Limited) (ZIntL)

ZIntL is a wholly-owned subsidiary of your Company is engaged in the business of trading of sugar and non-sugar products. The company also holds investments in various group entities.

ZIntL's total Revenue for FY23 was ₹ 10,758.58 Lakh (previous year ₹ 3,918.92 Lakh).

The Loss before tax for FY23 was ₹ 1,893.47 Lakh (previous year ₹ 2,927.68 Lakh).

The Loss after tax for FY23 was ₹ 1,893.47 Lakh (previous year ₹ 2,927.68 Lakh).

E. Zuari Sugar & Power Limited (ZSPL)

ZSPL is a wholly-owned subsidiary of your Company is currently engaged in the business of trading of sugar and non-sugar products. ZSPL is currently under process of amalgamation with Zuari Industries Limited.

The total revenue of the company for FY23 was ₹ 4,795.72 Lakh (previous year ₹ 8,658.49 Lakh).

The loss before tax for FY23 stood at ₹ 1725.69 Lakh (previous year loss ₹ 4,377.72 Lakh).

The loss after tax for FY23 stood at ₹ 1,733.42 Lakh (previous year loss ₹ 4,377.72 Lakh).

F. Zuari Management Services Limited (ZMSL)

Zuari Management Services Limited (ZMSL), a wholly-owned subsidiary of your Company, is engaged in the business of rendering management services primarily to Group Companies in the areas of staffing, payroll services, recruitment, compliance, corporate communication, etc.

ZMSL's total revenue for FY23 was ₹ 4,874.99 Lakh (previous year ₹ 4,110.79 Lakh).

The Loss before tax and loss after tax for FY23 was ₹ 193.44 Lakh (previous year loss ₹ 190.77 Lakh).

G. Zuari Finserv Limited (ZFL)

ZFL, a wholly-owned subsidiary of your Company, is engaged in stockbroking, DP services, RTA services and distribution of financial products.

ZFL is a member of both, National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE), for cash, derivative and currency segments and providing trading services to its clients. It is a depository participant with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and providing depository services to its clients.

Besides being empaneled with Association of Mutual Fund of India for distribution of Mutual Fund products and a Category - II, Registrar and Share Transfer Agent registered with Securities and Exchange Board of India.

ZFL's total revenue for FY23 was ₹ 1234.14 Lakh (previous year ₹ 1398.01 Lakh).

The profit before tax for FY23 was ₹ 39.30 Lakh (previous year ₹ 267.05 Lakh).

The Profit after tax for FY23 was ₹ 28.17 Lakh (previous year ₹ 199.56 Lakh).

H. Zuari Insurance Brokers Limited (ZIBL)

Zuari Insurance Brokers Limited (ZIBL), a wholly-owned subsidiary of your Company, is registered with the Insurance Regulatory and Development Authority (IRDA) and provides complete Insurance solutions to individuals & Corporates as an Insurance Broker. The Company also caters to the entire in-house insurance requirements of the group.

ZIBL's total revenue for FY23 was ₹ 489.28 Lakh (previous year ₹ 359.05 Lakh).

The Profit before tax for FY23 was ₹ 210.02 Lakh (previous year ₹ 55.46 Lakh).

The Profit after tax for FY23 was ₹ 157.09 Lakh (previous year ₹ 17.69 Lakh).

I. Zuari Envien Bioenergy Private Limited (ZEBPL)

During the year under review, ZEBPL was incorporated as a wholly-owned subsidiary of your Company on 28 July 2022. The Company has subscribed 10,000 equity shares of ₹ 10 each aggregating to ₹ 1.00 Lakh. ZEBPL would inter-alia carry on the business of all types of biofuels / bioenergy.

In furtherance to above, your Company has entered into a Shareholders' Agreement ("SHA") and Securities Subscription Agreement ("SSA"), both dated 15 March 2023 with (i) Envien International Limited ("Envien"), a body corporate incorporated and registered in Malta, under the laws of Malta, being part of Envien Group and (ii) ZEBPL, with the intention to form a joint venture with Envien, where ZEBPL will be the joint venture company with a common objective to jointly build and operate a fully grain-based 150 (One Hundred and Fifty) Kilo litres per day ("KLPD") Anhydrous Alcohol ("AA") Distillery and further explore the organic and inorganic business opportunities in the biofuel space in India through a 50:50 joint venture. Further, as a part of the joint venture, ZEBPL will allot equity shares to ZIL and Envien, in accordance with the terms of the SSA.

ZEBPL is currently in the process of setting up its business operations.

27. Joint Ventures

A. Zuari Indian Oiltanking Private Limited

With effect from 1 August 2023, the name of the company has been changed from "Zuari Indian Oiltanking Private Limited" to "Zuari IAV Private Limited."

The company has terminal facility for handling petroleum products namely Naphtha, Motor Spirit, High Speed Diesel & Superior Kerosene.

The company provides terminal services to Hindustan Petroleum Corporation Limited, Bharat Petroleum Corporation Limited & Indian Oil Corporation Limited as a Common User Terminal (CUT) facility.

Products currently handled are Motor Spirit, High Speed Diesel & Ethanol.

For the year 2022-23, the Oil Terminal has achieved a throughput of KL 6,26,731.

The revenue of the company from Business Operations for FY23 was ₹ 2,058.32 Lakh (previous year ₹ 1,574.25 Lakh).

The Profit before tax for FY23 was ₹ 423.59 Lakh (previous year ₹ 176.81 Lakh).

For FY23, the Profit after tax stood at H 313.79 Lakh. (previous year ₹ 130.49 Lakh).

B. Forte Furniture Products India Private Limited (FFIPL)

Your Company and its subsidiary, Indian Furniture Products Limited ("IFPL") have formed a Joint Venture company with Fabryki Mebli "Forte" S.A ("Forte"), which is a highly reputed company situated at Poland and engaged in the business of manufacturing, selling furniture and furniture related products in Europe.

FFIPL's total revenue for FY23 was ₹ 6,341.10 Lakh (previous year ₹ 5,245.36 Lakh).

The loss before tax for FY23 was ₹ 1,795.09 Lakh (previous year ₹ 2,308.57 Lakh).

The Loss after tax for FY23 was ₹ 1,795.09 Lakh (previous year ₹ 2,308.57 Lakh).

28. Associates

A. Zuari Agro Chemicals Limited (ZACL)

ZACL is operating a 2 lakh MTPA capacity Granulated SSP plant at MIDC, Mahad, in the state of Maharashtra. The products are being sold under the brand name Super 16.

ZACL's revenue from continued operations (Standalone) for FY23 was ₹ 16,500.34 Lakh and discontinued operations was ₹ 27,883.04 Lakh (previous year ₹ 8,301.07 Lakh from continued operations and ₹ 2,51,139.71 Lakh from discontinued operations).

The profit before tax for FY23 from continuing operations was ₹ 38,667.07 Lakhs and loss before tax from discontinued operations was ₹ 1,521.52 Lakhs (previous year loss ₹ 7,776.16 Lakh from continued operations and ₹ 452.75 Lakh from discontinued operations). The profit after Tax from continuing and discontinuing operations stood at ₹ 29,386.38 Lakhs for the year ended 31 March 2023 (previous year loss ₹ 8,345.08 Lakh).

The revenue from continued operations (Consolidated) for the year ended 31 March 2023 was ₹ 4,55,261.73 Lakhs and discontinued operations was ₹ 27,883.04 Lakhs (previous year ₹ 3,58,979.83 Lakh from continued operations and ₹ 2,51,139.71 Lakh from discontinued operations).

The consolidated profit before tax for FY23 from continuing operations was ₹ 68,336.65 Lakhs and loss before tax from discontinued operations was ₹ 1,521.52 Lakhs (previous year profit ₹ 21,384.24 Lakh from continued operations and ₹ 424.94 Lakh from discontinued operations). The profit after tax from continuing and discontinuing operations stood at ₹ 53,903.92 Lakhs for the year ended 31 March 2023 (previous year ₹ 17,082.73 Lakh).

B. Texmaco Infrastructure & Holdings Limited (TIHL)

TIHL is engaged in the business of Real Estate, Mini Hydel Power and Investments.

TIHL's Total Revenue for FY23 was ₹ 1,042.52 Lakh (previous year ₹ 1,347.86 Lakh).

The Profit Before Tax for FY23 was ₹ 332.08 Lakh (previous year ₹ 140.53 Lakh).

The Profit After Tax for FY23 was ₹ 359.40 Lakh (previous year ₹ 159.33 Lakh).

C. **Lionel India Limited (LIL)**

LIL is engaged in the business of Travel Management.

LIL's Total Revenue for FY23 was ₹ 2,230.13 Lakh (previous year ₹ 662.79 Lakh).

The Profit Before Tax for FY23 ₹ 149.28 Lakh (previous year ₹ 1.95 Lakh).

The Profit After Tax for FY23 was ₹ 149.28 Lakh (previous year ₹ 1.95 Lakh).

The statement containing salient features of the financial statement of subsidiaries/associates/joint ventures in the prescribed Form AOC-1 is attached as **Annexure 'I'** to this report.

29. Cost Records and Cost Audit

During the financial year under review, the Company has maintained the cost records as specified by the Central Government under Section 148(1) of the Companies Act, 2013.

Pursuant to amalgamation of erstwhile Gobind Sugar Mills Limited with Company effective from 30 April 2022, the Sugar, Power and Ethanol business (SPE Division) got transferred to the Company. Accordingly, the requirement of Cost Audit as prescribed under the provisions of Section 148(1) of Companies Act, 2013 became applicable on your Company.

Accordingly, the Company appointed Mr. Somnath Mukherjee, Cost Accountant, as Cost Auditor of the Company for conducting the Cost Audit for the financial year 2023-24.

During the year under review, the Cost Audit Reports for the Sugar, Electricity and Industrial Alcohol for the year ended 31 March 2022 were duly filed with Ministry of Corporate Affairs by the Company.

30. Directors' Responsibility Statement

To the best of their knowledge and belief and according to the information and explanation obtained by them, your Directors make the following statements in terms of provisions of Section 134 (5) of the Companies Act, 2013, and hereby confirm that:

a) in the preparation of the annual accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;

b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;

c) 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;

d) the Directors have prepared the annual accounts on a going concern basis;

e) the Directors, have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

f) 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.

31. Other Disclosures:

(a) During the year under review, to the best of the available information, the Company has not made any application, nor any application has been filed against the Company under the Insolvency and Bankruptcy Code, 2016.

(b) There was no instance of any one-time settlement with any bank during the period under review.

(c) Other than the matters disclosed in this Annual Report, there are no other events or transactions occurred during the year that requires to be disclosed in the Board's Report or Corporate Governance Report in terms of the Companies Act, 2013 or SEBI Listing Regulations.

32. Acknowledgements:

Your Directors wish to place on record their appreciation for the dedication, commitment and contribution of all the stakeholders and employees of your Company.

For and on behalf of the Board

Saroj Kumar Poddar
Chairman
DIN:00008654

Place: Kolkata
Date: 14 August 2023

Annexure 'A' to the Board's Report

Statement showing particulars pursuant to Rule 8(3) of Companies Accounts Rules, 2014 and forming part of the Directors' Report for the year ended 31 March 2023

(A) Conservation of Energy

We have taken following initiatives to reduce consumption of energy and be sustainable in our operations:

a. Replaced the existing seven numbers of old, inefficient and low-pressure boilers with latest technology, high pressure Boiler (150 TPH, 110 Ata) so as to increase steam generation per unit of fuel. Additionally, it resulted in producing surplus power as well resulting in higher exports to the grid.

b. Replaced an existing three roller mill with a two-roller mill which helps in reducing the power consumption significantly as compared to conventional three roller mill.

c. Replaced the single stage steam turbine with independent AC VFD motor at 4th Mill and rope coupling at 1st Mill.

d. Installed steam saving devices like VLJH, multiple effect evaporator bodies, continuous vacuum pans & molasses conditioners in the boiling house section to minimize steam consumption.

e. Replaced low energy efficiency 750 kg/charge x 4 nos. (149.20 KW each) batch type centrifugal machines by 1750 kg/charge x 3 no. AC VFD drive centrifugal machines (145 KW each), to reduce power consumption.

f. Replaced the old system of Heating Super-Heated wash water at Centrifugal station from Steam to Electrical power for steam saving.

g. Installed e-boiler to produce steam for Sulphur melting taking advantage of exothermic reaction of Sulphur burning.

h. Undertaken many small steps for conservation of Power such as replacing pneumatically operated valve to control flow from VFD, feed pumps run on VFD at 70TPH Boiler.

i. Installed one 3 MWTG set after replacement of 4th Mill turbine and convert steam going through PRDS to produce extra Power for export and then to Juice Heating in Boiling House.

j. Installed VFD's for Syrup transfer from Sugar to Distillery Plant for Ethanol production.

To improve the reliability and performance of plant:

a. undertook modification in S.H Coils, bagasse spreaders, rotary bagasse feeders with VFD drives and refurbishing pressure part of 70 TPH boiler.

b. undertook modification in wet scrubbing system to achieve pollution free environment and modernization of boiler from manual operation to auto operation by installation of Automation system.

c. Overall above modifications in 70 TPH boiler led to saving of fuel, reduction in energy consumption and equipment reliability.

To save electricity:

a. replaced conventional lights by L.E.D. lights and conventional to VFD drives on air compressors and clear juice pumps in old DS plant.

b. replaced conventional to VFD drives on CEP and ACW pump in co-gen plant.

c. installed on roof top Solar Plant of 20 KW at our admin Building for its captive Power consumption.

(B) Additional investments and proposals, if any, being implemented for reduction of consumption of energy

a. Company is planning to replace the existing inefficient low pressure 70 TPH, 45 ata boiler with a highly efficient 85 TPH, 110 ata boiler. This shall sharply reduce the fuel consumption for desired steam production to meet plant requirement.

b. Proposals are also being explored for existing 3 MW TG set which operated in sync with existing 70 TPH boiler shall be replaced by 16 MW back-pressure turbine which shall further enhance the surplus power available for sale to the company.

c. The Company plans to replace existing inefficient steam drives at its old four mills with GRPF with independent AC VFD motor with gearbox and coupling.

(C) Impact of measures of (i), (ii) and (iii) above for the reduction of energy consumption and consequent impact on the cost of production of goods

In view of initiatives enumerated in (A) & (B) above there has been a decrease in total cost of Power & Fuel in spite of higher crushing of cane. The higher crushing of cane has resulted in higher availability of bagasse which in turn lead to comparatively lower consumption of High Speed Diesel when compared with the previous year's consumption.

(D) Total energy consumption and energy consumption per unit of production

(i) Power & Fuel Consumption

			FY 2021-22	FY 2022-23
1.	**Electricity:**			
	a)	Purchased:		
		Units (in lacs)	29.249	18.804
		Total amount (₹ in lacs)	130.74	85.08
		Rate/Unit (₹)	4.470	4.525
	b)	Own Generation:		
	i)	Through Diesel Generator:		
		Units (in lacs)	0.1485	0.1781
		HSD (₹ in lacs)	4.047	4.787
		Units per liter of diesel-oil	3.29	3.37
		Cost/Unit (₹)	27.24	26.87
	ii)	Through Steam:		
		30.85 MW Turbine / Generator Units (in lacs)	961.41	1022.25
		Fuel oil/gas (Unit in MT) Cost/Unit (₹)	192831.30	204434.80
	iii)	Through Steam:		
		3.0 MW_Old Turbine / Generator		
	iv)	Units (in lacs)	89.534	91.132
		Fuel oil/gas (Unit in MT)	36801.21	38339.49
		Through Steam:		
		3.0 MW_New Turbine / Generator		
		Units (in lacs)	67.388	72.864
		Fuel oil/gas (Unit in MT)	29690.28	32300.59
2.	**Coal:**			
	Quantity (Tonnes)		--	--
	Total Cost (₹ in lacs)		--	--
	Average Rate (₹)		--	--
3.	**Furnace Oil**		--	--
4.	**Others/Internal generation**		--	--
(ii)	**Consumption of following per unit of production:**			No standard has been fixed
	Sugar (in lacs qtls)		--	--
	Electricity		--	--
	Furnace Oil		--	--
	Coal		--	--
	Others		--	--

(E) Research & Development and Technology Absorption

The Company is engaged with following research & development actives:

A-Varietal replacement

The Sugar cane verity Co-0238, also known as wonder variety, most prevalent in our command area, is started infesting with red rot disease hence we are replacing it with new promising high sugared variety like Co-15023, CoLk -14201, CoS-13235. The Company has built a varietal replacement model as guidance tool based on which the seed planting factoring into account soil conditions has been implemented. We already started studies for suitability of these varieties with respect to yield and sugar content in cane.

B- Seed distribution

Managing seed for farmers continues to be a significant challenge to replace the red rot infested variety. We are working on three stage propagation including first stage as seed nursery on bigfarmer's field.

C- Control of Insect-pest & disease

Two ways are being adopted to control Insect-pest & disease in sugar cane:

1. Mechanical Control- Mechanical and physical controls kill a pest directly by breaking their life cycle or make the environment unsuitable for it. For example, traps - for pest animals and insects; mulches - for weed management; or barriers - such as screens or fences to keep animals and insects out. Removing the infected clamps and burn or bury the same is easiest and low-cost solution for smaller farmers.
2. Chemical Control- We usually spray /drench contact/systemic position to control insect- pest & diseases of sugar cane. Major thrust is for top borer very common in high sugared cane. Mostly we are advocating good quality products of reputed manufactures only and tried to make these available on low cost with strict control on quality.

D- Ratoon Management

Ratoon crop is beneficial for both i.e. farmers as well as mill. Hence we always motivate farmers to adopt good agricultural practices for maximizing yield. Farmers are not only told but demonstrated best practices like Stubble saving , Gap filling , Off baring , Use of fertilizer and chemical for more tillering and their after on received of good foliage we recommend for foliar spray of soluble fertilizers as per need of the plot/crop.

E- Demonstration on grower's fields

By ways of live demonstrations on growers' field we are educating them for Ratoon management practices, Planting Geometry, Mechanical /Chemical control of insect- pest & diseases.

F- Mechanization of sugar cane cultivation

We are also educating the growers to increase mechanization in sugar cane cultivation to reduce cost of cultivation, to increase sugar cane yield, to ensure agricultural practices on time with minimum manpower requirement.

With the above initiatives the growers are taking higher returns from the sugar cane and also increasing cane area under high sugared new varieties in their own and mill interest. The company has spent ₹ 62.88 this year towards various development initiatives.

(F) R & D initiatives

- To increase mechanization in cane cultivation to reduce cost of cultivation and higher cane/sugar yield.
- Intensive study of different sugar cane varieties for susceptibility towards pests & diseases, yield and sugar content. research for disease free variety of sugar cane and adoption of recommended planting geometry and other initiatives.
- For better communication with farmers, we have introduced "SAKSHAM" farmers app. Farmers can upload their problems to our team by way of text and pics both. It is addressed by field staff and if not done so, will be escalated to next higher level.
- Study for use A.I. for determining soil moisture and optimum irrigation.
- Use of Agri drone for foliar spray of nutrients required by the crop for reducing cost of cultivation and for optimum utilization of the fertilizers.
- Intensive use of laboratory for soil testing of maximum farmers. Soil fertility map got prepared by Sugarcane research station.
- Organizing seminars by the scientist & sugarcane experts in area.

G. Foreign Exchange Earnings and Outgo

a)	Activities relating to exports, initiatives taken to increase exports	Company aggressively worked on Sugar Sales export on various markets and achieved 3.99 lakh quintal volume sales and realized ₹148.19 Crore
b)	Development of new export markets for products and services and export plan	Company exported to various International markets in European and South East Asian countries such as Turkey, Columbia, South Africa, Singapore, Nepal, Bangladesh.
c)	Earnings in Foreign Exchange	₹ 0.00 Lakh (USD 0.00)
d)	Expenditure in Foreign Currency	₹ 1,594.31 Lakh (USD 19,74,429.25)

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Annexure 'B' to the Board's Report

Report on Corporate Governance

1. Company's Philosophy on the Code of Corporate Governance:

The Company's Philosophy on Corporate Governance is based on the principles of integrity, fairness, transparency, due compliance, accountability and responsibility towards stakeholders in addition to the commitment to conduct business in an ethical manner.

We firmly believe in following high standards of corporate governance so that the Company's performance will have a positive impact on its stakeholders, customers, shareholders, employees, vendor partners and business associates, larger community and government of the country where it operates. It upholds the core tenets of corporate governance for sustained growth and financial performance.

We are a professionally run enterprise and have effective board oversight with sound corporate governance practices to deliver long-term value to the stakeholders. Our corporate governance framework and philosophy originates from our responsibility towards maximizing stakeholders' value. It is a systematic continuous process which ensures enhancement in wealth-generating capacity and long-term success. We believe in a system driven performance and accord highest priority to it.

2. Board of Directors:

As on the date of this report, the Board comprises of 8 directors, which consist of 1 Managing Director, 1 Whole Time Director, 2 Non-Executive (Non-Independent) Directors and 4 Non - Executive (Independent) Directors including 1 Independent Women Director. The Company has a Non-Executive Chairman. The other related information concerning the Board is given hereunder.

During the year under review, seven board meetings were held on: 25 April 2022, 30 May 2022, 13 August 2022, 14 November 2022, 9 January 2023, 13 February 2023 and 31 March 2023. The maximum gap between any two Board Meetings held during the year was not more than 120 days.

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Attendance of each Director at the Board of Directors' meetings and at the last Annual General Meeting along with directorships in other Companies and number of Committees where the Director is a Chairman / Member is given hereunder:

Name of Director	Category of Directorship #	No. of Directorships in other companies as on 31.03.2023*	No. of Board Meetings Attended	No. of shares held	Attendance at last AGM	No. of Board Committees in companies other than the Company as on 31.03.2023**		Directorships in other listed entities	
						Chairman	Member	Name of the other Listed Entities where the Director of the Company is Director as on 31.03.2023	Category of Directorship of the listed Entities where the Director of the Company is Director as on 31.03.2023
Mr. Saroj Kumar Poddar^	Promoter Group/ Chairman- NED	11	7	15,33,446	Yes	-	-	Chambal Fertilisers and Chemicals Limited	Chairman- Non-Executive - Non Independent Director
								Texmaco Infrastructure & Holdings Limited	Chairman- Non-Executive - Non Independent Director
								Texmaco Rail & Engineering Limited	Chairman - Executive Director
								Zuari Agro Chemicals Limited	Chairman- Non-Executive - Non Independent Director
								Paradeep Phosphates Limited	Chairman- Non-Executive - Nominee Director
Mr. Athar Shahab	Managing Director	9	7	NIL	Yes	1	1	Zuari Agro Chemicals Limited	Non-Executive - Non Independent Director
								Texmaco Infrastructure & Holdings Limited	Non-Executive - Non Independent Director
Mrs. Jyotsna Poddar	Promoter Group/ NED	10	5	71,621	Yes	-	-	Ronson Traders Limited	Non-Executive & Non Independent Director
								Texmaco Infrastructure & Holdings Limited	Non-Executive & Non Independent Director
Mr. Alok Saxena^^	Whole Time Director	2	5	NIL	Yes	-	-	-	-
Mr. Vijay Vyankatesh Paranjape	NED/I	1	7	NIL	Yes	-	-	-	-
Mr. Suneet Shriniwas Maheshwari^^	NED/I	6	5	NIL	Yes	5	2	Antony Waste Handling Cell Limited	Non-Executive - Independent Director
Mrs. Manju Gupta	NED/I	7	6	NIL	Yes	-	-	The Birla Cotton Spinning and Weavingmills Limited	Non-Executive - Independent Director
Mr. Sushil Kumar Roongta	NED/I	9	6	NIL	Yes	3	5	Adani Power Limited	Non-Executive - Independent Director
								Jubilant Ingrevia Limited	Non-Executive - Independent Director
								Jubilant Pharmova Limited (formerly Jubilant Life Sciences Limited)	Non-Executive - Independent Director
								JK Paper Limited	Non-Executive Director – Non Independent Director
								Titagarh Wagons Limited	Non-Executive - Independent Director

I- Independent, NED-Non-Executive Director.
* Excludes directorship in the Company, foreign companies, Section 8 companies.
** Includes memberships/chairpersonships of the Audit Committee and Stakeholders' Relationship Committee in other Indian public companies as per Regulation 26(1)(b) of the SEBI Listing Regulations.
^ shares include held in individual capacity, Karta and as a trustee.
^^Appointed with effect from 1 July 2022.

None of the above-mentioned Directors of the Board hold Directorships in more than ten Public Companies. Further none of them is a member of more than ten Committees or Chairman of more than five Committees as specified in the Regulation 26 of Listing Regulations, across all the Companies in which he/she is a Director. Necessary disclosures as required under the Act and Listing Regulations have been made by the Directors.

None of the Directors is acting as an Independent Director in more than seven listed Companies. All the Directors of the Company hold Directorship in compliance with Regulation 17A of Listing Regulations.

3. Retirement of Directors by rotation and re-appointment:

Mrs. Jyotsna Poddar retires by rotation and is eligible for re-appointment.

As per Section 152(6) of the Companies Act, 2013, brief profile and information about Mrs. Jyotsna Poddar is given below:

Mrs. Poddar is the Non-Executive Director of your Company and is also on the Board of Niligiri Plantations Limited, Sangha Shree Investment & Trading Co. Limited, Yashovardhan Investment & Trading Co. Limited, Ronson Traders Limited, and Syndak Teatech Limited.

Mrs. Jyotsna Poddar, a Psychology Honors student from Loreto House, Kolkata, is the Chairperson of Lionel India Limited. She is the spouse of Mr. Saroj Kumar Poddar, who is the Chairman of the renowned "Adventz" Group of Companies and daughter of Late Dr. K.K. Birla, one of India's Leading Industrialists. A person with wide and diverse interests, Mrs. Poddar has a passion for cricket and runs a trust called Young Cricketer's Organization. This trust promotes young cricketing talent and supports cricketers. Mrs. Poddar has authored a book-Cricketing Memories, the forward for which was written by Sir Don Bradman. In 1987, she was a member of the Reliance World Cup Organizing Committee. Mrs. Poddar is an active social worker and she runs a private trust - Jeevan Jyoti Medical Society, which provides free medical facilities to the economically disadvantaged. Mrs. Poddar is also an active Rotarian.

Names of other Companies in which Mrs. Jyotsna Poddar was a Director as on 31 March 2023:

Sr. No.	Names of the Companies/Firms
	Public Companies
1	Lionel Edwards Limited
2	Lionel India Limited
3	Nilgiri Plantations Limited
4	Ronson Traders Limited
5	Syndak Teatech Limited
6	Yashovardhan Investment & Trading Co. Limited
7	Texmaco Infrastructure & Holdings Limited
	Private Companies
1	Adventz Finance Private Limited
2	Abhishek Holdings Private Limited
3	Adventz Homecare Private Limited

4. The list of core skills/expertise/competencies of directors as on 31 March 2023 identified by the Board of Directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the board:

Sr. No.	Name of Director	Expertise in Specific Functional Areas
1	Mr. Saroj Kumar Poddar	Business Management
2	Mrs. Jyotsna Poddar	Strategic & Business Leadership skill
3	Mr. Vijay Vyankatesh Paranjape	Over 43 years of experience with project engineering companies, functions of which include quality, procurement, project controls in addition to operations
4	Mr. Sushil Kumar Roongta	Business Management
5	Mr. Suneet Shriniwas Maheshwari	Over 40 years of experience in Project and Corporate Finance, Stressed Assets, Investment Banking and Private Equity with a focus on Infrastructure and large Corporates, PPP-Policy Advisory & Turnaround Management
6	Mrs. Manju Gupta	Business Strategy and General Management
7	Mr. Athar Shahab	Business Management, Finance, Advisory, Investment, Project Management, General Management and Corporate Governance
8	Mr. Alok Saxena	Sugar Technologist having experience in the field of production, plant operation, project management, safety & environment management, etc.

5. Confirmation as regards Independence of Independent Directors:

In the opinion of the Board, the Independent Directors fulfil the conditions of independence specified under section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and are independent of the management.

The Independent Directors have also confirmed that they have complied with the Code for Independent Directors prescribed under Schedule IV of the Companies Act, 2013.

6. Board Agenda:

The Board meetings are scheduled well in advance and the Board members are generally given notice at least 7 days prior to the meeting date. All major items are backed by in-depth background information and analysis, wherever possible, to enable the Board members to take informed decisions.

7. Formal letter of appointment to Independent Directors:

The Company has issued formal letters of appointment to all Independent Directors at the time of appointment in accordance with the provisions of the Companies Act, 2013 and Schedule IV (Section 149(8)) of the Companies Act, 2013. The terms and conditions of appointment of independent Directors is uploaded on the Company's website.

8. Annual Performance Evaluation:

Pursuant to the provisions contained in Companies Act, 2013 and Schedule IV (Section 149(8)) of the Companies Act, 2013, the annual performance evaluation has been carried out of all the Directors, the Board, Chairman of the Board and the working of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

The performance evaluation of the Board of Directors was carried out based on the detailed questionnaire containing criteria such as duties and responsibilities of the Board, information flow to the Board, time devoted to the meetings, etc. Similarly, the Director's evaluation was carried out on the basis of questionnaire containing criteria such as level of participation by individual directors, independent judgement by the director, understanding of the Company's business, etc.

The performance evaluation of the Board and the Committees, viz. Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee was done by all the Directors.

The performance evaluation of the Independent Directors was carried out by the Board excluding the Director being evaluated. The performance evaluation of the Chairman and Executive Directors was carried out by the Independent Directors. The Directors expressed their satisfaction over the entire evaluation process.

9. Independent Directors' Familiarization Program:

The Company in compliance with Regulation 25(7) of SEBI (LODR) Regulations, 2015 has formulated a program to familiarize the Independent Directors with the Company, their roles, responsibilities. The Independent Directors are given detailed presentation on the operations of the Company on quarterly basis at the meetings of the Board/ Committees. The details of the familiarization programme has been disclosed on the Company's website. The weblink for accessing the familiarization policy is https://www.zuariindustries.in/corporate-governance

10. Board Diversity Policy:

The Company in compliance with Regulation 19(4) of SEBI (LODR) Regulations, 2015 with Stock Exchanges has formulated policy on Board Diversity which sets out the framework to promote diversity on Company's Board of Directors. The policy was recommended by Nomination and Remuneration Committee and approved by the Board.

11. Independent Directors Meeting:

In compliance with Schedule IV to the Companies Act, 2013 and regulation 25(3) of the SEBI Listing Regulations, 2015, during the year, the meeting of the Independent Directors was held on 30 May 2022 without the attendance of Non-Independent directors and members of management, inter alia, to discuss the following:

- Review the performance of Non-Independent Directors and the Board as a whole;
- Review the performance of the Chairman of the Company, taking in to account the views of the Managing Director and Non-Executive Directors; and
- Assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

12. Board Committees:

The Committees of the Board are as follows:

a) Audit Committee:

As at the end of financial year, the Audit Committee comprised of three Non-Executive Independent

Directors and one Executive Director. The Company Secretary is the Secretary of the Committee. The Committee met 7 times during the last financial year on: 30 May 2022, 13 August 2022, 14 November 2022, 6 December 2022, 9 January 2023, 13 February 2023 and 31 March 2023.

The Audit Committee Chairman was present in the AGM held during the financial year 2022-23.

Terms of Reference

As per Regulation 18(3) of SEBI (LODR) Regulations, 2015 and Schedule II the terms of reference and role of the Audit Committee includes among other things, review of the Company's financial reporting process and its financial statements, review of the accounting and financial policies and practices, the internal control and internal audit systems (including review and approval of internal Audit plan, appointment of internal Auditors and review of internal audit reports), risk management policies and practices, review the functioning of the Whistle Blower mechanism, etc. The role also includes making recommendations to the Board, re-appointment of Statutory Auditors/Secretarial Auditors and fixation of audit fees.

Besides above, the additional terms of reference of Audit Committee as per the Companies Act, 2013 includes reviewing and monitoring auditor's independence and performance, and effectiveness of audit process; examination of the financial statement and the auditor's report thereon; approval or any subsequent modification of transactions of the company with related parties; scrutiny of inter-corporate loans and investments; valuation of undertakings or assets of the company, wherever it is necessary.

The Composition of Committee & their attendance at the meetings are as follows:

Name of the member	Status	Nature of Directorship	No. of meetings attended
Mr. Vijay Vyankatesh Paranjape	Chairman	Non - Executive Independent Director	7
Mr. Athar Shahab	Member	Managing Director	7
Mr. Sushil Kumar Roongta	Member	Non- Executive Independent Director	6
Mr. Suneet Shriniwas Maheshwari^	Member	Non- Executive Independent Director	6

^Appointed as a member w.e.f. 1 July 2022.

b) Stakeholders' Relationship Committee:

As at the end of financial year, Stakeholders' Relationship Committee comprised of two Non-Executive Independent Directors and one Executive Director. The Board has designated Company Secretary, as the Secretary to the Committee. The Committee met 1 time during the last financial year on 30 May 2022.

The Stakeholders' Relationship Committee Chairman was present in the AGM held during the financial year 2022-23.

Terms of Reference:

The Board has constituted Stakeholders' Relationship Committee which oversees the performance of the share transfer work and recommends measures to improve the level of investor services. In addition, the Committee looks into investors' grievances such as non-receipt of dividend, Annual Reports and other complaints related to share transfers.

The status of the total number of investor complaints during FY 2022-23 is as follows:

Source of Complaint	Particulars	Opening Balance	Receipt	Complaints Resolved	Balance
BSE Listing Center (Direct)	Complaint related to credit of shares, in the demat account, issued pursuant to the merger of Gobind Sugar Mills Limited with Zuari Industries Limited.	NIL	1	1	NIL
BSE through SCORES	Complaint related to transmission of shares.	NIL	1	1	NIL
	Total	**NIL**	**2**	**2**	**NIL**

The Composition of Committee & their attendance at the meetings are as follows:

Name of the member	Status	Nature of Directorship	No. of meetings attended
Mr. Vijay Vyankatesh Paranjape	Chairman	Non-Executive Independent Director	1
Mr. Sushil Kumar Roongta	Member	Non-Executive Independent Director	1
Mr. Athar Shahab	Member	Managing Director	1

c) Nomination and Remuneration Committee:

As at the end of financial year, the Nomination and Remuneration Committee comprised of two Non-Executive Independent Directors and one Non-Executive - Non-Independent Director. The Board has designated Company Secretary as the Secretary to the Committee. The Committee met 2 times during the last financial year ended 31 March 2023 on 30 May 2022 and 13 August 2022.

The Nomination and Remuneration Committee Chairman was present in the AGM held during the financial year 2022-23.

Terms of Reference:

The Board has constituted the Nomination & Remuneration Committee, as required under the Companies Act, 2013. The Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel, and other employees. The Nomination & Remuneration Committee shall also formulate criteria for evaluation of Independent Directors and the Board and devise a policy on Board diversity. It shall identify persons who are /qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and for removal.

The Composition of Committee & their attendance at the meetings are as follows:

Name of the member	Status	Nature of Directorship	No. of meetings attended
Mr. Vijay Vyankatesh Paranjape	Chairman	Non- Executive Independent Director	2
Mr. Saroj Kumar Poddar	Member	Non- Executive Non-Independent Director	2
Mr. Sushil Kumar Roongta	Member	Non- Executive Independent Director	2

Details of remuneration paid to all the Directors for the FY 2022-23:

The remuneration comprises salary, incentives, perquisites, contribution to the Provident Fund, Superannuation Fund and Gratuity. Given below the remuneration paid by the Company during the financial year 2022-23:

Executive Directors	Salary	Perquisites	Retirement Benefits	Total
Mr. Athar Shahab	255.22	3.74	10.84	269.80
Mr. Alok Saxena	55.06	0.00	5.42	60.48

The total remuneration paid to the Directors during the period is within the threshold limit as prescribed under Regulation 17 of the SEBI (LODR) Regulations, 2015, as amended.

The notice period for the termination of the appointment of the Whole Time Director and Managing Director shall be in accordance with the terms of their respective appointments.

a. No severance pay is payable on termination of the appointment of the Whole Time Director and Managing Director.

b. Payment of remuneration to the Whole Time Director and Managing Director is recommended by the Nomination and Remuneration Committee and approved by the Board and the shareholders.

Sitting fees paid to Non-Executive Directors:

The Non-Executive Directors of the Company receive remuneration by way of sitting fees. The details of sitting fees paid to Non-Executive Directors during the financial year 31 March 2023 for attending the meetings of the Board and the Committees thereof is given below:

Sr. No.	Name of Director	Amount (₹)
1	Mr. Saroj Kumar Poddar	3,65,000
2	Mrs. Jyotsna Poddar	2,50,000
3	Mr. Vijay Vyankatesh Paranjape	5,85,000
4	Mr. Sushil Kumar Roongta	5,10,000
5	Mr. Suneet Shriniwas Maheshwari	4,15,000
6	Mrs. Manju Gupta	3,00,000

No Non-Executive Director has been paid in excess of fifty percent of the total amount paid to all the Non-Executive Directors of the Company.

Pecuniary relationship of Directors:

During the financial year, none of the Directors of the Company had any material pecuniary relationship(s) or transaction(s) with the Company, its Promoters, its Senior management, its Subsidiary or Associate Company apart from the following:

- Remuneration paid to the Executive Directors and Sitting Fees paid to the Non - Executive Directors;
- Reimbursement of expenses incurred by the Directors in discharging their duties;
- Mr. Saroj Kumar Poddar and Mrs. Jyotsna Poddar are holding equity shares of the Company, details of which are given in this Report.
- None of the Directors hold any stock options in the Company.

Inter-se relation between directors:

None of the Directors of the Company is inter-se related to each other, except Mr. Saroj Kumar Poddar and his spouse Mrs. Jyotsna Poddar.

d) Other Committees:

Apart from above, the Board has constituted other committees including Risk Management Committee and Corporate Social Responsibility Committee. The Committee meetings are held as and when the need arises and at such intervals as may be expedient.

13. Annual General Meetings:

Details of the last three Annual General Meetings are as follows:

Year	Location	Date	Time	Particulars of special resolutions passed	
2021-22	Jai Kisaan Bhawan, Zuarinagar, Goa - 403726 (Through Video Conferencing)	28-09-2022	3:30 P.M	1	Appointment of Mr. Suneet Shriniwas Maheshwari (DIN: 00420952) as an Independent Director of the Company
				2	Appointment of Mr. Alok Saxena (DIN: 08640419) as Whole Time Director of the Company
				3	Re-appointment of Mr. Vijay Vyankatesh Paranjape (DIN: 00237398) as an Independent Director of the Company
				4	Re-appointment of Mrs. Manju Gupta (DIN - 00124974) as an Independent Director of the Company

2020-21	Jai Kisaan Bhawan, Zuarinagar, Goa - 403726 (Through Video Conferencing)	17-09-2021	11.00 A.M.	1	Re-appointment of Mrs. Jyotsna Poddar (DIN: 00055736) as Whole Time Director of the Company
				2	Re-appointment of Mr. R.S. Raghavan (DIN: 00362555) as Managing Director of the Company
				3	Granting of Loans, Investments, Guarantee or Security under Section 185 of the Companies Act, 2013
2019-20	Jai, Kisaan Bhawan, Zuarinagar, Goa - 403726 (Through Video Conferencing)	14-09-2020	02.00 P.M.	1	Appointment of Mr. R.S. Raghavan as Managing Director
				2	Continuation of Directorship of Mr. Saroj Kumar Poddar as Non-Executive Director of the Company
				3	Alteration in Objects Clause of Memorandum of Association of the Company

Details of the special resolutions passed through Postal Ballot during the financial year 2022-23

During the year under review, the Company has not passed any resolution through postal ballot.

14. Disclosures:

A) There were no transactions of material nature with the directors or the management or their subsidiaries or relatives having potential conflict with the interest of the Company.

B) There were no penalties or strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority or any matter related to capital markets during the last three years except a fine of ₹5,000/- (Rupees Five Thousand only) imposed by both the Stock Exchanges i.e. BSE and NSE, for delayed submission of disclosure of Related Party Transactions as per Regulation 23(9) of SEBI (LODR) Regulations, 2015 for the half year ended 30 September 2022.

C) The Company has adopted a Vigil mechanism Whistle Blower Policy and affirms that no person has been denied access to the Audit Committee. The information on Vigil mechanism is placed on the website of the Company. The weblink for accessing the policy is https://www.zuariindustries.in/corporate-governance

D) The Company has formulated a policy for determining material subsidiaries and the policy is disclosed on the Company's website. The weblink for accessing the policy is https://www.zuariindustries.in/corporate-governance

In terms of the said policy and provisions of regulation 16 of the SEBI Listing Regulations, no material subsidiary identified during the year under review.

E) The Company has formulated a policy on dealing with Related Party transactions and the same is disclosed on the Company's website. The weblink for accessing the Related Party Transaction Policy is https://www.zuariindustries.in/corporate-governance

F) The Company has complied with all mandatory requirements specified in regulation 17 to 27 and clause (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Company has also adopted certain discretionary requirements as prescribed under Part E of Schedule II of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

15. Means of communication:

a. Annual Audited Financial Results:

Audited financial results for the year ended 31 March 2023 were published in one English National Daily and Local dailies, published in the language of the region where the registered office of the Company is located. Usually, the Company also send communication on the email ids available with the Company / Registrar and Share Transfer Agent addressed to the Shareholders of the Company on the brief performance of the Company and other group companies.

b. Half-yearly Unaudited Financial Results:

Unaudited financial results for the half-year ended 30 September 2022 were published in one English National Daily and Local dailies, published in the language of the region where the registered office of the Company is located.

c. Quarterly Results:

Quarterly results are published in one English National Daily and Local dailies, published in the language of the region where the registered office of the Company is located.

d. Website on which the results are displayed: https://www.zuariindustries.in/financial-information

16. Code of Conduct:

The Company has adopted a 'Code of Conduct' for the Directors and Senior Executives of the Company. The code promotes conducting business in an ethical, efficient and transparent manner so as to meet its obligations to its shareholders and all other stakeholders. The code has set out a broad policy for one's conduct in dealing with the Company, fellow Directors and employees and the external environment in which the Company operates.

The declaration given by the Managing Director of the Company with respect to the affirmation of compliance of the code by the Board of Directors and Senior Executives of the Company is enclosed as **Annexure 'D'** to this report.

17. Code of internal procedures and conduct for trading in securities of the Company:

The Company has adopted a Code of Prevention of Insider Trading in securities of the Company, pursuant to SEBI (Prohibition of Insider Trading Regulations), 2015.

18. General Shareholders Information:

a. Annual General Meeting:

The Annual General Meeting will be held on Thursday, 28 September 2023 at 3.00 P.M. through Video Conference ("VC") / Other Audio-Visual Means ("OAVM").

b. Financial Year: 01 April to 31 March

c. Financial calendar (Tentative)

Results for the quarter ended 30 June 2023 - on or before 2nd week of August 2023

Results for the half-year ended 30 September 2023 - on or before 2nd week of November 2023

Results for the quarter ended 31 December 2023 - on or before 2nd week of February 2024

Audited Annual Results FY 2023-24 - on or before 30 May 2024

d. Date of book closure:

The book closure date will be from Friday, 22 September 2023 to Thursday, 28 September 2023 (inclusive of both days).

e. Dividend:

As detailed in Directors' Report above, the final dividend declared for the Financial Year 2022-23 is subject to approval of members at the ensuing Annual General Meeting of the Company.

The payment of dividend will be made on or before 27 October 2023.

f. Management Discussion and Analysis forms part of this Report as Annexure 'F'.

g. Listing on Stock Exchanges: Company's shares are listed on:

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400001
Stock Code: 500780

The National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East), Mumbai - 400051
Stock Code: ZUARIIND

The Company has paid the annual listing fees to the Stock Exchanges for the Financial Year 2022-23.

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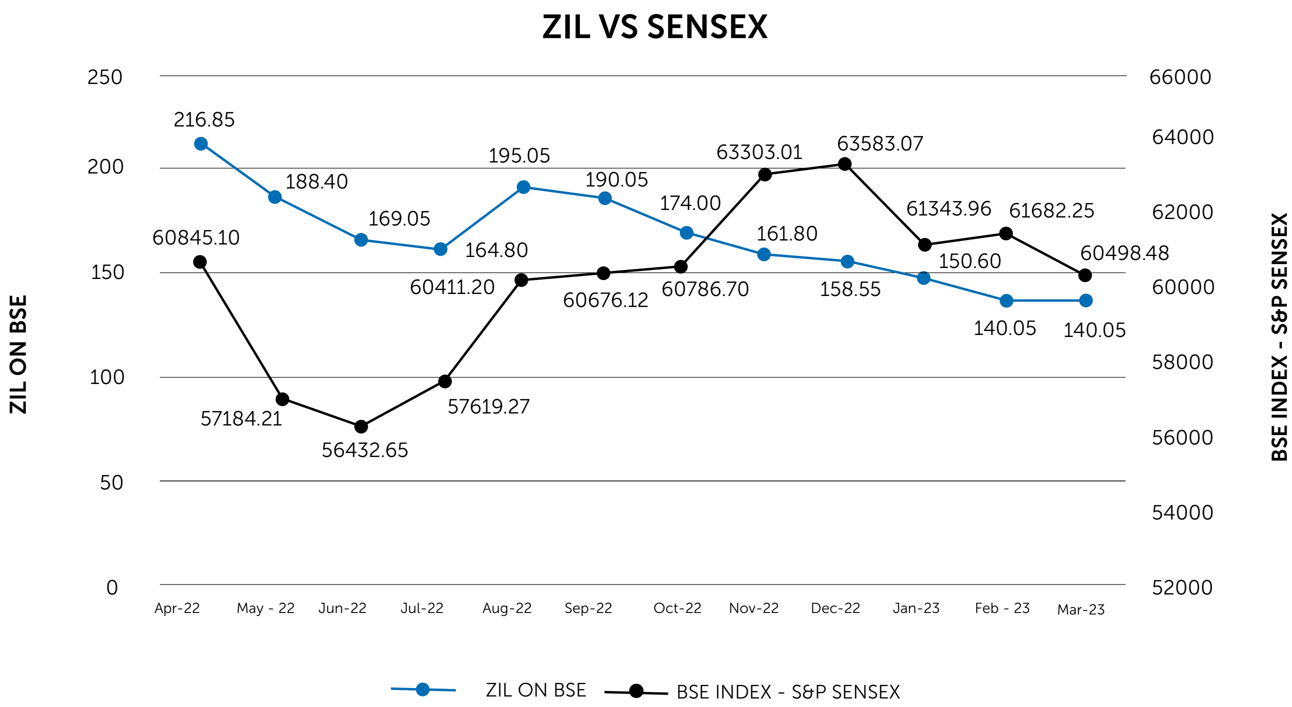
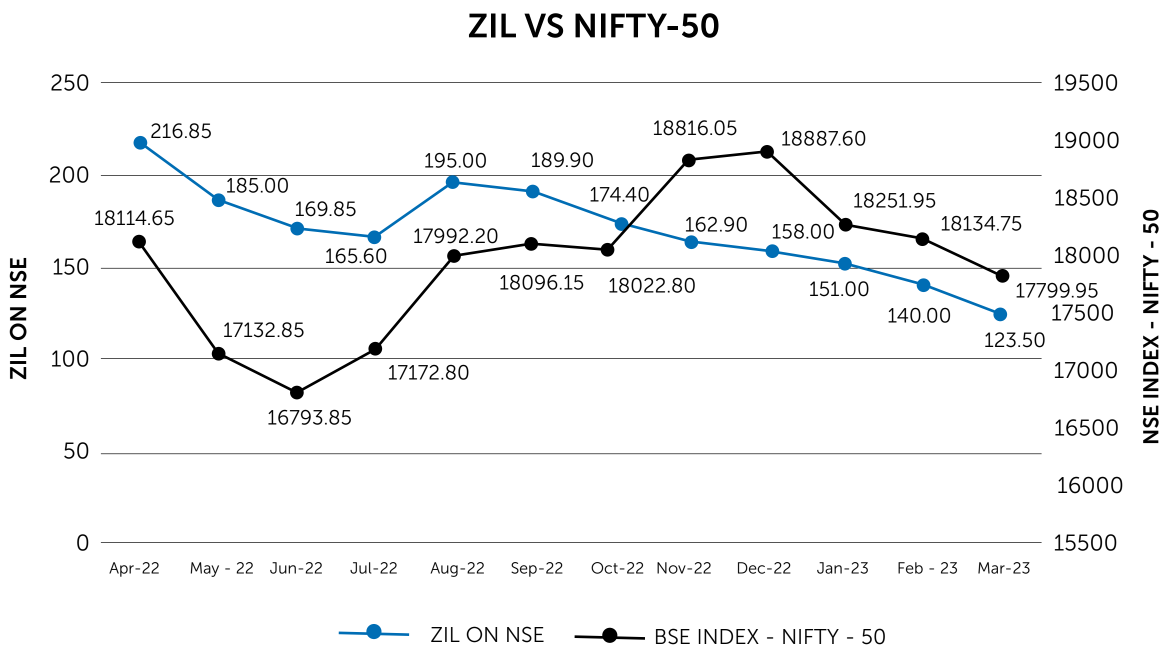
h. Stock Market Data:

High/Low share prices during the period 1 April 2022 to 31 March 2023

Period	ZIL on BSE		BSE Index - S&P Sensex	
	High	Low	High	Low
April, 2022	216.85	176.45	60845.10	56009.07
May, 2022	188.40	141.35	57184.21	52632.48
June, 2022	169.05	123.6	56432.65	50921.22
July, 2022	164.80	139.25	57619.27	52094.25
August, 2022	195.05	155.1	60411.20	57367.47
September, 2022	190.05	155.1	60676.12	56147.23
October,2022	174.00	160	60786.70	56683.40
November, 2022	161.80	139	63303.01	60425.47
December,2022	158.55	129.05	63583.07	59754.10
January, 2023	150.60	128.7	61343.96	58699.20
February, 2023	140.05	108.85	61682.25	58795.97
March, 2023	140.05	104.5	60498.48	57084.91



Period	ZIL on NSE		NSE Index- Nifty 50	
	High	Low	High	Low
April, 2022	216.85	175.20	18114.65	16824.70
May, 2022	185.00	139.20	17132.85	15735.75
June, 2022	169.85	122.85	16793.85	15183.40
July, 2022	165.60	139.00	17172.80	15511.05
August, 2022	195.00	153.45	17992.20	17154.80
September, 2022	189.90	154.00	18096.15	16747.70
October,2022	174.40	159.35	18022.80	16855.55
November, 2022	162.90	139.80	18816.05	17959.20
December,2022	158.00	128.00	18887.60	17774.25
January, 2023	151.00	128.20	18251.95	17474.25
February, 2023	140.00	108.55	18134.75	17255.20
March, 2023	123.50	104.00	17799.95	16828.35



i. **Share Transfer System**

As per the requirement of Regulation 40(9) of the SEBI Listing Regulations, the Company has obtained the annual certificate from the Company Secretary in practice, confirming compliance with the said provisions.

Trading of shares to be in compulsorily dematerialised form:

The equity shares of the Company can be traded only in dematerialized form. The dematerialization facility is available with National Securities Depository Limited and Central Depository Services (India) Limited. Pursuant to the amendment to Regulation 40 of the SEBI Listing Regulations, transfer of shares held in physical form cannot be processed and hence, the equity shares are to be compulsorily traded in electronic form by all shareholders. Shareholders holding shares in physical form are advised to dematerialize their existing holdings.

Mandatory dematerialized:

Pursuant to the amendment to the SEBI Listing Regulations on 24 January 2022, the Company shall (i) effect issuance of certificates in dematerialized form only, for any requests received for subdivision, split, consolidation, renewal, exchanges, endorsements or issuance of duplicate certificates; and (ii) execute requests for transmission and transposition of securities, held in physical or dematerialized form, in dematerialized form only.

Simplified Norms for processing Investor Service Request:

Mandatory update of PAN, KYC and Nomination details and linking of PAN and Aadhaar by holders of physical shares: SEBI vide its Circular dated 3 November 2021 read with 14 December 2021 has made it mandatory for the shareholders holding shares in physical form to furnish PAN, KYC details and Nomination in the prescribed forms to the RTA of the Company.

Further, SEBI vide its Circular dated 16 March 2023, mandated all physical shareholders to update their KYC i.e. PAN, Address with PIN code, Mobile Number, Bank Account details, Specimen Signature and nomination before 30 September 2023.

Non - updation of KYC: Folios wherein any one of the cited details/documents, (i.e. PAN, Bank Details, Address with PIN code, Mobile Number, Bank Account details, Specimen Signature and Nomination) are not available on or after 1 October 2023, shall be frozen as per SEBI Circular.

The securities in the frozen folios shall be eligible:

- To lodge any grievance or avail of any service, only after furnishing the complete documents / details as mentioned above;
- To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements.

The forms for updation of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI circular are available on our website at https://www.zuariindustries.in/investor-resources

In compliance with the above stated SEBI Circular, the Company has sent individual communication to its shareholders holding shares in the physical form requesting them to update their PAN, KYC details and Nomination. In order to avoid freezing of folios, such members are requested to furnish details in the prescribed form as mentioned in the aforesaid SEBI Circular along with the supporting documents, wherever required, to our RTA, Zuari Finserv Limited at rta@adventz.zuarimoney.com for immediate action.

Green Initiative

As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' undertaken by the Ministry of Corporate Affairs, Government of India, enabling electronic delivery of documents including the Annual Report, amongst others, to shareholders at their e-mail address previously registered with the DPs and RTAs.

Shareholders who have not registered their e-mail addresses so far, are requested to do the same. Those holding shares in demat form can register their e-mail address with their concerned DPs. The Company has requested and sent reminders to shareholders from time to time to register and /or update their email - address with the Company's RTA, in case shares held in physical mode and with their respective Depository Participants, in case of shares held in dematerialized mode.

During the year under review, there were neither any such requirements to display any official news release nor presentations are made to institutional investors or to the analysts.

j. **Address of the Registrar and Share Transfer Agent:**

During the financial year 2022-23, Registrar and Share Transfer Agent ("RTA") of the Company was changed from "Link Intime India Private Limited" to "Zuari Finserv Limited" w.e.f. 6 May 2022.

The contact details of new RTA are as under:

Zuari Finserv Limited
Plot no.2, Zamrudpur Community Centre
Kailash Colony Extension, New Delhi - 110048
Tel No: 011-46474000
E-mail: rta@adventz.zuarimoney.com
Website: www.zuarimoney.com

k. **The Company maintains an exclusive email id,** ig.zgl@adventz.com to redress the investor's grievances as required under Regulation 13 of SEBI (LODR) Regulations, 2015. The correspondence received under this email id are monitored and addressed on a daily basis.

l. The securities were not suspended from trading during the year.

m. **Shareholding**

The distribution of shareholding as on 31 March 2023 was as follows:

No. of shares	No. of shareholders	% of shareholders
Upto 500	25427	91.01
501 - 1000	1227	4.39
1001- 2000	616	2.2
2001 - 3000	222	0.79
3001 - 4000	111	0.4
4001 - 5000	72	0.26
5001 - 10000	115	0.41
10001 and above	150	0.54
Total	**27940**	**100.00**

Shareholding Pattern as on 31 March 2023:

Category	No. of shares held	% of shareholding
Promoters & Promoter Group	1,69,18,079	56.81
Banks/Financial Institutions and Insurance Companies/NBFCs	2,760	0.01
Foreign Institutional Investors/Foreign Portfolio Investors	3,87,512	1.30
NRIs	1,53,673	0.52
Bodies Corporate	16,15,004	5.42
Other Public	1,07,04,156	35.94
TOTAL	**2,97,81,184**	**100.00**

n. **Dematerialization of shares and liquidity:**

2,95,33,805 equity shares (99.14%) have been dematerialized as on 31 March 2023.

o. **The Company has not issued GDRs/ADRs/Warrants or convertible Instruments during the Financial Year.**

p. **Commodity price risk or foreign exchange risk and hedging activities:**

As the Company is not engaged in the business of commodities which are traded in recognized commodity exchanges, commodity risk is not applicable.

q. **Accounting Treatment**

In preparation of the financial statements, the Company has followed the accounting policies and practices as prescribed in the Indian Accounting Standards (IND AS) laid down by the Institute of Chartered Accountants of India (ICAI).

r. 1. **The Address for correspondence is:**

Corporate Office:
The Company Secretary & Compliance Officer
Zuari Industries Limited
5th Floor, Tower - A
Global Business Park
M.G. Road, Sector - 26
Gurugram - 122 002, Haryana
Tel: 0124 - 4827800
E- mail: ig.zgl@adventz.com
Website: https://www.zuariindustries.in/contact-us

2. **Plant location:**

The Company's manufacturing plant is located at P.O. Aira Estate, Lakhimpur Kheri, Uttar Pradesh - 262 722.

s. Total fees of ₹59.30 Lakh were paid for the services rendered by the statutory auditor M/s. V Sankar Aiyar & Co. to the Company for FY 2022-23.

t. **Disclosure as per Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

As per provisions of Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, your Company has constituted an Internal Complaints Committee for redressal of complaints against sexual harassment. There were no complaints/cases filed/ pending with the Company during the financial year.

u. A certificate from a 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 enclosed as **Annexure 'E'**.

v. The Board has accepted all the recommendations of the various committees of the Board, in the relevant financial year.

w. There are no shares in the demat suspense account or unclaimed suspense account.

x. **During the year under review, CARE ratings has assigned the following ratings to the Company's bank facilities which are as under:**

Instruments	Current Year		Previous Year	
	Rated Amount (₹ in Crore)	Rating assigned	Rated Amount (₹ in Crore)	Rating assigned
Non fund based - ST - Bank Guarantee / Credit Exposure Limit	17.25	CARE A3	17.25	CARE A4+ (CWD)
Fund based - Long Term	99.65	CARE BBB-; Stable	126.84	CARE BB+ (CWD)
Fund based - LT-Term Loan	218.49	CARE BBB-; Stable	336.92	CARE BB+ (CWD)
Fund based - LT - Working Capital Limits	189.61	CARE BBB-; Stable	182.93	CARE BB+ (CWD)
Fund based - LT - External Commercial Borrowings	97.00	CARE BBB-; Stable	-	

y. **Details of utilization of funds raised through preferential allotment or Qualified Institutional Placement in terms of Regulation 32(7A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

During the year under review, the Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year.

z. **Disclosure of certain agreements binding listed entities**

As on the date of this Annual Report, there is no agreement subsisting in terms of clause 5A of paragraph A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Za. **Disclosure of loans and advances by the Company and its subsidiaries in the nature of loans to firms/ companies in which directors are interested:**

During the FY 2022-23, the Company granted Inter Corporate Deposits for an amount aggregating Rs.3,00,00,000/- to Forte Furniture Products India Private Limited, Joint Venture of the Company, having certain common directors.

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Annexure 'C' to the Board's Report

Certificate on Compliance with the conditions of Corporate Governance required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by Zuari Industries Limited (Formerly Zuari Global Limited)

To the members of **ZUARI INDUSTRIES LIMITED (formerly Zuari Global Limited)**

I have examined the compliance with conditions of Corporate Governance by ZUARI INDUSTRIES LIMITED (formerly Zuari Global Limited) (the Company) under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") for the year ended 31st March 2023.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the LODR Regulations. This Certificate is issued pursuant to the requirements of Schedule V (E) of the LODR Regulations.

The compliance with conditions of Corporate Governance is the responsibility of the management of the Company. My examination was limited to procedures adopted and implementation thereof by the Company for ensuring compliance with the condition of Corporate Governance under LODR Regulations. The examination is neither an audit nor an expression of opinion on the financial statements of the Company.

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

Shivaram Bhat
Practicing Company Secretary
ACS10454 CP7853
PR1775/2022
UDIN: A010454E000801123

Place: Panaji, Goa
Date: August 14, 2023

Annexure 'D' to the Board's Report

Declaration by the Managing Director

Pursuant to Regulation 26(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Athar Shahab, Managing Director of Zuari Industries Limited (formerly Zuari Global Limited), declare that all Board Members and Senior Executives of the Company have affirmed their compliance with the Code of Conduct and Ethics during the financial year 2022-23.

Athar Shahab
Managing Director
DIN: 01824891

Place: Gurugram
Date: 14 August 2023

Annexure 'E' to the Board's Report

Certificate of Non-Disqualification of Directors

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

To,
The Members of
ZUARI INDUSTRIES LIMITED
(formerly Zuari Global Limited)
Jai Kisaan Bhawan, Zuarinagar, Goa

I have examined the relevant registers, records, forms, returns and disclosures received from Directors of **ZUARI INDUSTRIES LIMITED (formerly Zuari Global Limited)** having CIN L65921GA1967PLC000157 and having registered office at Jai Kisaan Bhawan, Zuarinagar, Goa (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my 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 me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1	Saroj Kumar Poddar	00008654	15/05/1993
2	Jyotsna Poddar	00055736	15/05/2009
3	Manju Gupta	00124974	28/03/2020
4	Vijay Vyankatesh Paranjape	00237398	27/12/2019
5	Sushil Kumar Roongta	00309302	15/03/2022
6	Suneet Shriniwas Maheshwari	00420952	01/07/2022
7	Athar Shahab	01824891	14/11/2021
8	Alok Saxena	08640419	01/07/2022

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.

Shivaram Bhat
Practicing Company Secretary
ACS10454 CP7853
PR1775/2022
UDIN: A010454E000801079

Place: Panaji, Goa
Date: August 14, 2023

Annexure 'F' to the Board's Report

Management Discussion and Analysis Report

The Board of Directors is pleased to present the business analysis and outlook for Zuari Industries Limited (Formerly Zuari Global Limited) (ZIL) based on the current Government policies and market conditions.

1. Global Economic Outlook

The COVID-19 pandemic has exerted a profound and pervasive impact on the global community, with its recurrent undulations generating notable disruptions across diverse spheres of human existence. Foremost among these manifestations has been the deleterious impact on the worldwide economy, as the pandemic has precipitated formidable challenges of unprecedented scale. The initial appraisal of the virus as an acutely severe affliction with serious health consequences has now transmuted, with the evolution of vaccines and treatments, into a perception of a malady with resemblances to influenza. Nonetheless, the economic aftershocks of the pandemic remain formidable, and their past consequences continue to linger in the collective consciousness of humanity.

The ongoing Russia-Ukraine conflict on the other hand, which has now entered its second year, continues to have an impact on global geopolitical tensions & commodity prices. The conflict has resulted in the imposition of sanctions on Russia by several countries, leading to significant economic and political fallout. The uncertainty surrounding the future of the region and the conflict has also created a sense of unease among the global community.

Despite the ongoing impact of COVID-19 and the Russia-Ukraine conflict on the global economy, signs of a gradual recovery are emerging. However, this recovery has been impeded by a host of new challenges, the most prominent amongst them being the abrupt rise in interest rates across all major economies. Side effects from the fast and abrupt rise in policy rates have been apparent, as banking sector vulnerabilities have come into focus and fears of contagion have risen across the broader financial sector, including nonbank financial institutions. The interest rate hikes in advanced economies may have succeeded in cooling demand/inflation by last quarter of FY23, but they have also revealed weaknesses in banking systems that could lead to wider financial instability if left unchecked. After years of expansionary monetary policy, central banks find themselves in the difficult position of having to strike a balance between taming inflation, sustaining economic growth, and maintaining financial stability. Miscalculations can potentially have negative consequences for the global economy and trade. Recent bank failures in the United States and Europe highlight the possible existence of further vulnerabilities stemming from a changed interest rate environment. Upside surprises in inflation could raise the prospect of bigger rate hikes but these would come at the risk of broader financial contagion that would reduce output and trade. Governments and regulators need to be alert to these and other financial risks in the coming months.

Meanwhile, the other major forces that shaped the world economy in 2022 seem set to continue into this year, but with changed intensities. Debt levels remain high, limiting the ability of fiscal policymakers to respond to new challenges. Commodity prices that rose sharply following Russia's invasion of Ukraine have moderated, but the war continues, and geopolitical tensions are high. Infectious COVID-19 strains caused widespread outbreaks last year, but economies that were hit hard most notably China appear to be recovering, easing supply-chain disruptions. Despite the boost from lower food and energy prices and improved supply-chain functioning, risks are elevated with the increased uncertainty from the recent financial sector turmoil.

Global Growth Trend:

According to the International Monetary Fund (IMF), the baseline forecast for global economic growth predicts a decline from 3.4 percent in 2022 to 2.8 percent in 2023, assuming that the recent financial sector stresses are under control. This forecast indicates a slow rise, eventually settling at a meager 3.0 percent, which would be the lowest medium-term forecast in decades. It is worth noting that world growth averaged 3.9 and 3.7 percent per year during the two pre-pandemic decades of 2000-2009 and 2010-2019 respectively.

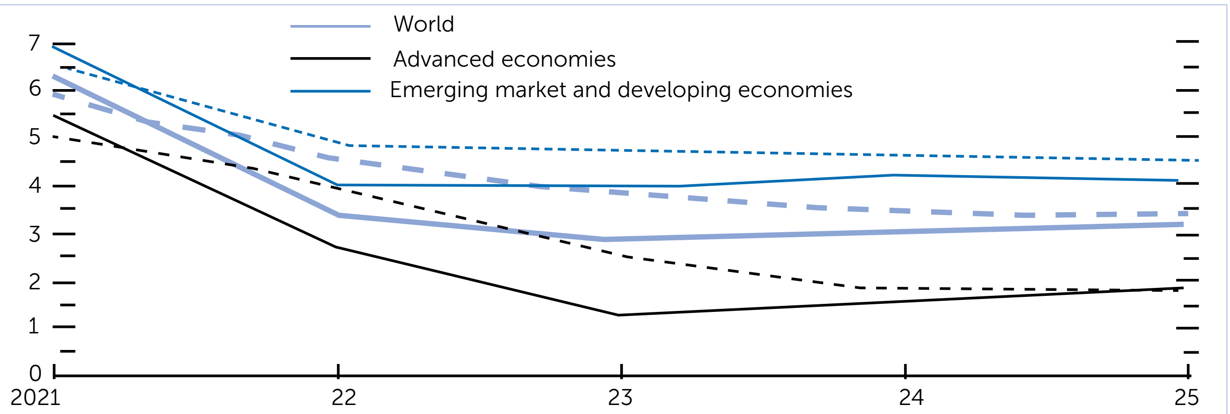
The advanced economies are projected to experience a notably pronounced growth slowdown, plummeting from 2.7 percent in 2022 to a mere 1.3 percent in 2023 **[Refer Graph Below].**

	2022	Projections		Difference from January 2023 WEO Update[1]		Difference from October 2023 WEO	
		2025	2024	2023	2024	2023	2024
World Output	**3.4**	**2.8**	**3.0**	**-0.1**	**-0.1**	**0.1**	**-0.2**
Advanced Economies	2.7	1.3	1.4	0.1	0.0	0.2	-0.2
United States	2.1	1.6	1.1	0.2	0.1	0.6	4.1
Euro Area	3.5	0.8	1.4	0.1	4.2	0.3	4.4
Germany	1.8	4.1	1.1	4.2	4.3	0.2	4.4
France	2.6	0.7	1.3	0.0	4.3	0.0	4.3
Italy	3.7	0.7	0.8	0.1	4.1	0.9	4.5
Spain	5.5	1.5	2.0	0.4	4.4	0.3	4.6
Japan	1.1	1.3	1.0	4.5	0.1	4.3	4.3
United Kingdom	4.0	4.3	1.0	0.3	0.1	4.6	0.4
Canada	3.4	1.5	1.5	0.0	0.0	0.0	4.1
Other Advanced Economies[2]	2.6	1.8	2.2	4.2	4.2	4.5	4.4
Emerging Market and Developing Economies	**4.0**	**3.9**	**4.2**	**-0.1**	**0.0**	**0.2**	**-0.1**
Emerging and Developing Asia	4.4	5.3	5.1	0.0	4.1	0.4	4.1
China	3.0	5.2	4.5	0.0	0.0	0.8	0.0
India[3]	6.8	5.9	6.3	4.2	4.5	4.2	4.5
Emerging and Developing Europe	0.8	1.2	2.5	4.3	4.1	0.6	0.0
Russia	-2.1	0.7	1.3	0.4	4.8	3.0	4.2
Latin America and the Caribbean	4.0	1.6	2.2	4.2	0.1	4.1	4.2
Brazil	2.9	0.9	1.5	4.3	0.0	4.1	4.4
Mexico	3.1	1.8	1.6	0.1	0.0	0.6	4.2
Middle East and Central Asia	5.3	2.9	3.5	4.3	4.2	4.7	0.0
Saudi Arabia	8.7	3.1	3.1	0.5	4.3	4.6	0.2
Sub-Saharan Africa	3.9	3.6	4.2	4.2	0.1	4.1	0.1
Nigeria	3.3	3.2	3.0	0.0	0.1	0.2	0.1
South Africa	2.0	0.1	1.8	-1.1	0.5	-1.0	0.5

Overview of the World Economic Outlook Projections

(Percent change, unless noted otherwise)

The global economic growth forecast of 2.8% for 2023 is significantly lower than the January 2022 estimates of World Economic Outlook (WEO) by 1.0 percentage point, and this growth gap is expected to close only gradually in the coming two years [**Refer Graph Below; Refer bold and dotted black lines].**



Source: IMF staff calculations.
Note: The figure shows the projected evolution of real GDP growth for the indicated economy groups.
WEO = World Economic Outlokk

Fig: Growth Outlook

(Percent, Comparison against January 22 WEO - dashed lines)

In a plausible pessimistic alternative scenario IMF predicts that with further financial sector stress, global growth would decline to about 2.5% in 2023 the weakest growth since the global downturn of 2001, barring the initial COVID-19 crisis in 2020 and during the global financial crisis in 2009 with advanced economy growth falling below 1%.

Impact on Inflation: Global headline inflation has been declining since mid-2022 at a three-month seasonally adjusted annualized rate **[Refer Graph Below].** This decline is a contribution of fall in energy and commodity prices, particularly for the United States, euro area, and Latin America.

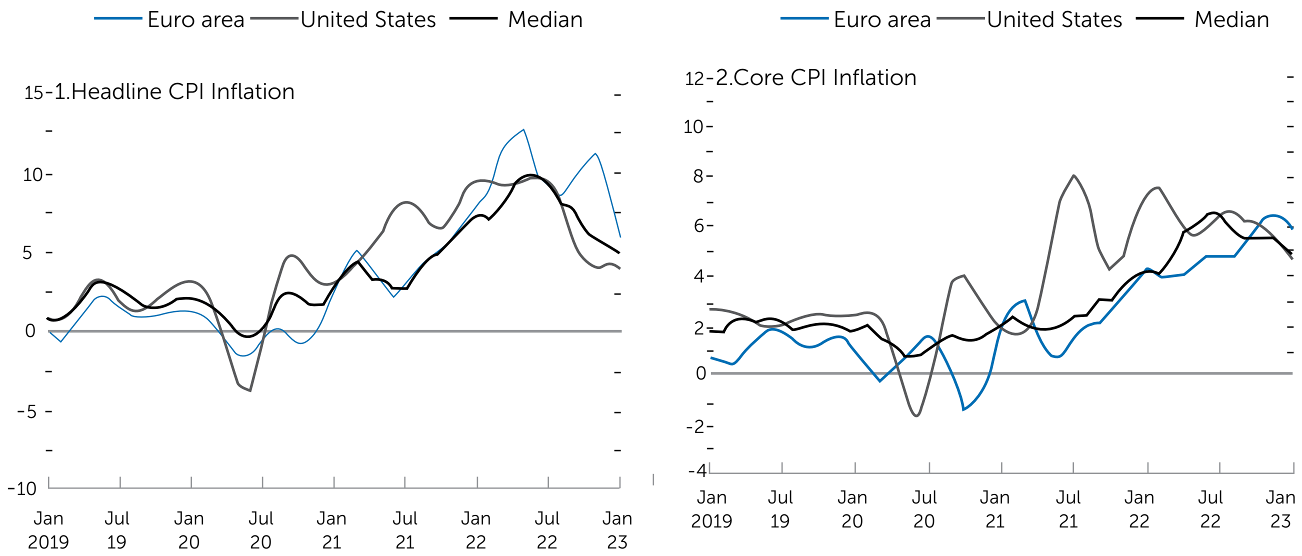


Fig: Global Inflation Trend
(Percent, three-month moving average; SAAR)

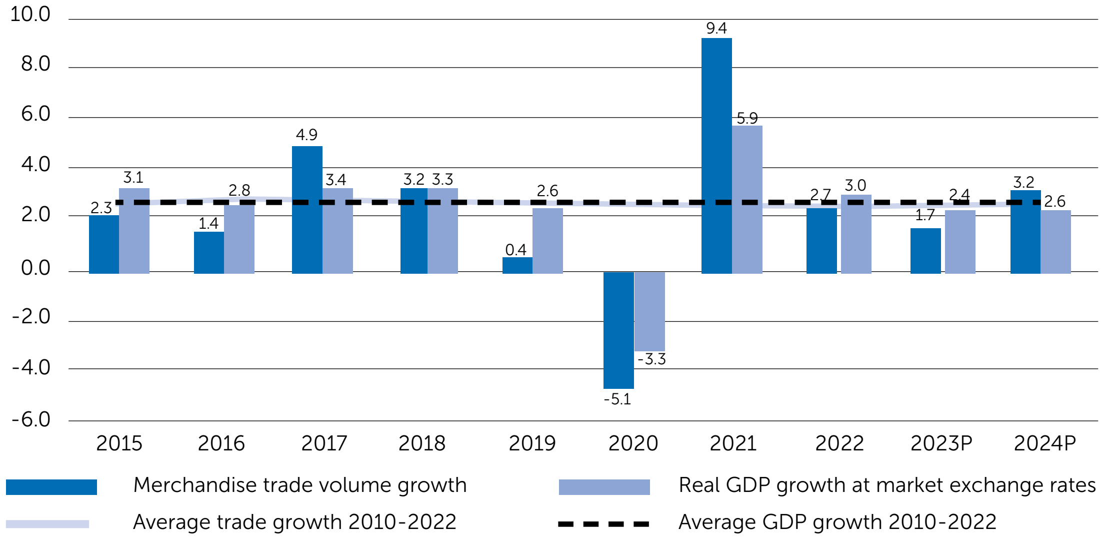
It is set to fall from 8.7 percent in 2022 to 7.0 percent in 2023 on the back of lower commodity prices but underlying (core) inflation is likely to decline more slowly. Inflation's return to target is unlikely before 2025 in most cases. Once inflation rates are back to targets, deeper structural drivers will likely reduce interest rates toward their pre-pandemic levels.

Central banks need to remain steady with their tighter anti-inflation stance, but also be ready to adjust and use their full set of policy instruments including to address financial stability concerns as developments demand.

Impact on World Trade: Geopolitical tensions, inflation (and related measures), energy and other commodity prices, and the lingering effects of COVID-19 were the main drivers of trade and output in 2022. Last year saw some of the highest inflation rates since the 1980s together with massive swings in commodity prices and an appreciation of the US dollar.

The International Monetary Fund (IMF) has recently published an economic report which predicts the growth in the volume of world trade is expected to decline from 5.1 percent in 2022 to 2.4 percent in 2023, echoing the slowdown in global demand after two years of rapid catch-up growth from the pandemic recession and the shift in the composition of spending from traded goods back toward domestic services. Rising trade barriers and the lagged effects of US dollar appreciation in 2022, which made traded products more costly for numerous economies given the dollar's dominant role in invoicing, are also expected to weigh on trade growth in 2023. Overall, the outlook is for weaker trade growth than during the two pre-pandemic decades (2000–19), when it averaged 4.9 percent.

The World Trade Organization (WTO) in its April 23 release of Global Trade Outlook has projected merchandise trade volume growth of 1.7% in 2023 **[Refer Graph Below]** – up from last October's estimate of 1.0% – accompanied by real GDP growth of 2.4% at market exchange rates. Trade growth should rebound to 3.2% in 2024 as GDP growth picks up to 2.6% **[Refer Graph Below]**, but this estimate is more uncertain than usual due to the presence of substantial downside risks, including rising geopolitical tensions, global food insecurity, the possibility of unforeseen fallouts from monetary tightening, risks to financial stability and increasing levels of debt. Year-on-year merchandise trade volume growth averaged 4.2% in the first three quarters of 2022 before a 2.4% quarter-on-quarter decline in the fourth quarter dragged growth for the year down to 2.7% **[Refer Graph Below].** The final result for 2022 was weaker than the WTO's October forecast of 3.5% but close to the earlier estimate of 3.0% from last April, which relied on simulations to gauge the economic impact of the war. Several factors contributed to the trade slump in the fourth quarter of 2022, the most conspicuous being the rise in global commodity prices. Although food and energy prices had receded from their post conflict peaks by Q4 FY23, they remained high by historical standards and continued to erode real incomes and import demand. The impact of energy prices was strongest during the winter months in Europe, where gas supplies from Russia were cut off. High prices for wheat and other grains were also keenly felt in Middle Eastern and African countries that relied heavily on imports from Ukraine and Russia before the war. Rising COVID-19 infections also had a major impact on the Chinese economy in Q4 FY23, where GDP growth dropped to 0.0% and exports fell 6.5%. This decline may be reversed to China's advantage in 2023 now that pandemic controls have been wound down. The relaxation of such measures is expected to unleash pent-up consumer demand in China, which could provide a boost to international trade, particularly in travel-related services.



Note: 2023 and 2024 are projections.

Source: WTO for merchandise trade volume and consensus estimates for GDP.

World Merchandise Trade Volume & GDP Growth, 2015-2024

(Annual % Change)

2. Indian Economic Outlook

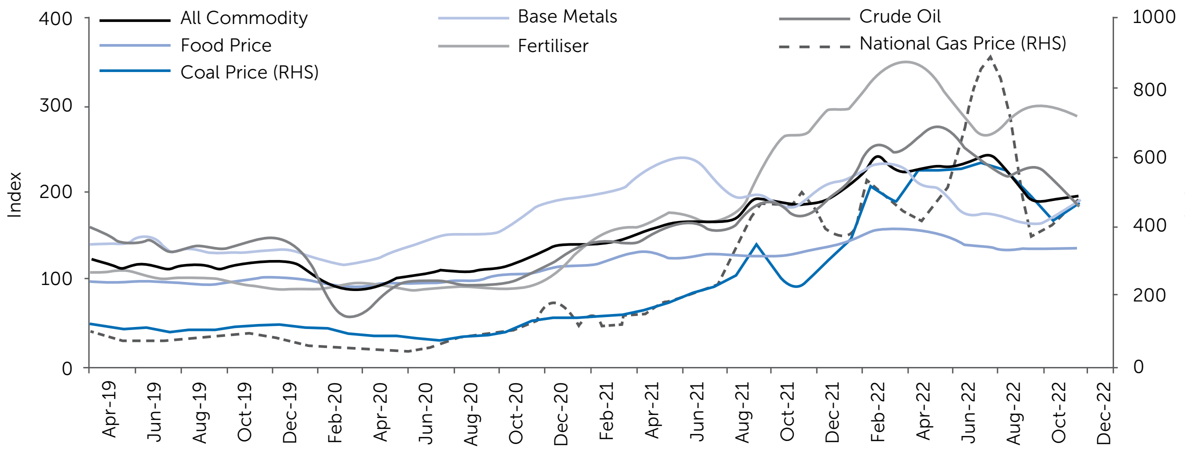
A thorough analysis of the Indian economy cannot be accomplished without acknowledging the profound repercussions inflicted upon it by the COVID-19 pandemic. The pandemic's devastating impact has left an indelible mark on the country's social, economic, and health sectors, causing widespread disruption and distress.

India, much like the rest of the world, has been grappling with the ravages of the COVID-19 pandemic since early 2020. The first wave hit the nation in March of that year, and by September 2020, India had become the second-worst affected country in the world in terms of total cases. The government imposed a nationwide lockdown for several months, which proved successful in taming the virus, but came with a significant economic cost. However, India's tryst with the pandemic was far from over, as the country was battered by a devastating second wave in early 2021. The younger generation was particularly affected, with record-high cases and deaths. The healthcare system was overwhelmed with shortages of hospital beds, oxygen, and medical supplies. In response, the government ramped up hospital capacity, testing, and vaccination efforts, and enforced localized lockdowns. Despite their best efforts, the second wave took a significant toll on human lives, economic activity, and supply chains. In late 2021, the nation faced a third wave, brought about by the Omicron variant. Thankfully, the impact was much less severe than before, with only a few daily new cases, most of which were asymptomatic or mild. The government's astute planning and preparedness enabled a smooth handling of the situation, and hospital bed occupancy remained low. Furthermore, this wave did not have a significant effect on the country's economic activity.

Following a nearly one-year period of inactivity, there has been a resurgence of COVID-19 cases since March 2013 in certain regions of the country, although it is now more widely accepted as an endemic. Despite the uptick in cases, hospitalization rates have remained low, and experts have assured the public that there is no cause for alarm while underscoring the critical importance of observing COVID-appropriate behavior and obtaining booster vaccinations. Furthermore, healthcare facilities and medical resources have become more equipped than ever to manage another wave of the pandemic. In addition, organizations have demonstrated greater resilience in addressing this situation by establishing resilient IT infrastructure and policies. The widespread implementation of work-from-home and hybrid work models in numerous sectors of the economy has also been instrumental in minimizing disruptions, enabling a more efficient and effective response to the rising numbers of COVID-19 cases.

Other than the pandemic, the Russia-Ukraine war has been a significant geopolitical event which will have a long-lasting impact on India's economic outlook. When Russia announced its military operations in Ukraine, it led to a sharp decline in BSE benchmark Sensex and NSE Nifty50, with Sensex crashing by 2,700 points and Nifty50 plunging by 815 points on February 24, 2022. This was the worst fall since the Covid pandemic broke out in March 2020, and the fourth-worst fall ever recorded. Although the benchmark indices recovered over the next few months, they again witnessed their worst fall since the Ukraine war in June due to concerns over inflation and the economy. On June 16, 2022, Sensex hit a low of 51,360.42, while Nifty tumbled to 15,293.50.

Towards the beginning FY 22-23, crude oil prices skyrocketed, surpassing the $100-per-barrel mark, and prices of essential commodities such as wheat and edible oil increased by over 50%. These imports are vital to India's economy, and both Russia and Ukraine are major suppliers, leaving India vulnerable to price hikes caused by the ongoing conflict. This situation had worsened the country's existing inflation challenges, causing a ripple effect on increase in subsidy costs and may have a detrimental impact on government revenues. Additionally, India is dependent on the region to meet its fertilizer needs, and higher prices for this commodity are likely to further exacerbate inflation in the country. The **graph below** reflects the spike in the prices of critical commodities such as crude oil, natural gas, fertilizers, and wheat that soared globally and had a spillover effect on the Indian economy. The inflation in India touched a peak of 7.8 per cent in April 22 while the average inflation during May-November 22 period remained at 6.8 per cent.



Source: IMF

India's adept diplomatic approach in managing its geopolitical relations with Russia and the US, coupled with its passive involvement in the conflict, has enabled it to navigate through the challenging inflationary pressures during the last one year. To counter the persistent increase in inflation, the central bank resorted to several repo rate hikes since May 2022, aggregating up to 250 basis points. As of the close of FY 23, the repo rate stood at 6.5%. However, the rate hike has also led to increased borrowing costs for businesses and consumers, which could potentially impact investment and consumption in the near future.

The invasion of Ukraine by Russia led to the imposition of numerous sanctions by Western countries against Moscow. The repercussions of this geopolitical conflict were felt in several sectors, particularly the energy sector, as EU nations, which rely heavily on Russian natural gas, reduced their purchases from Russia. The G7 nations also intervened to limit Russia's oil revenues by implementing a price cap of $60 per barrel on crude products. Indian refiners, who previously shied away from Russian oil due to expensive logistics, capitalized on the geopolitical situation and are now procuring Russian crude at a discounted price. The latest data released by the Petroleum Planning & Analysis Cell (PPAC) showed that in April-December 22, while Iraq was India's top supplier of crude oil, Russia replaced Saudi Arabia as the second biggest supplier. In Jan 23, Russia was the top crude oil supplier to India, and New Delhi's crude imports from Moscow jumped 9.2 per cent monthly to a record 1.4 million barrels per day.

The country's resilience, bolstered by its consistent implementation of progressive economic policies as well as opportunistic play in crude purchases, has gradually been fueling its recovery from the blows dealt by the conflict.

India's emphasis on transforming into a manufacturing hub through various progressive policies such as Aatmanirbhar Bharat, Development of Enterprise and Service Hubs Policy ("DESH Policy"), Production Linked Incentive Scheme ("PLI scheme"), and Gati Shakti Scheme has played a crucial role in developing the country's resilience. This was evident in the strong economic growth in the first quarter of FY23, which helped India overtake the UK to become the world's fifth-largest economy. The country has also seen an improvement in labor market conditions, with unemployment easing and labor participation increasing. Additionally, the presence of more than 86,000 startups, including over 100 unicorns, showcases the immense potential of the MSME sector, which the Government has actively supported through schemes such as Mudra and Standup India.

According to the Second Advance Estimates (SAE) released by the National Statistical Office (NSO) on February 28, 2023, the nominal gross domestic product (GDP) of India at current prices has reached ₹272.07 lakh crore, representing a significant increase of 15.9 percent from the First Revised Estimates of GDP for the year 2021-22.

However, despite this increase, the real gross domestic product (GDP) growth rate for India in 2022-23 stood at 7 per cent, which is 2.1 per cent lower than the level achieved in 2020-21. On the supply side, the real gross value added (GVA) increased by 15.2 per cent in 2022-23.

The Reserve Bank of India (RBI) has projected a GDP growth rate of 6.5% for the FY 23-24, with a quarterly breakdown of 7.8% for Q1, 6.2% for Q2, 6.1% for Q3, and 5.9% for Q4, while the International Monetary Fund's (IMF) World Economic Outlook report of April 2023 forecasts a GDP growth rate of 6.3%, taking into account the impact of various factors such as the ongoing Russia-Ukraine conflict, inflation, and the current financial instability in the global sector, both of which will be instrumental in determining the future economic performance of India.

According to the Asian Development Bank (ADB), India's gross domestic product (GDP) is expected to grow at a rate of 6.7% [**Refer Table Below**] in FY 24, with the growth being propelled by an increase in private consumption and investment, aided by government initiatives aimed at enhancing transportation infrastructure, logistics, and the overall business environment. These projections imply that India's economy is likely to experience an upward trajectory, supported by a favorable policy environment and a sustained push towards building a more conducive ecosystem for businesses to thrive.

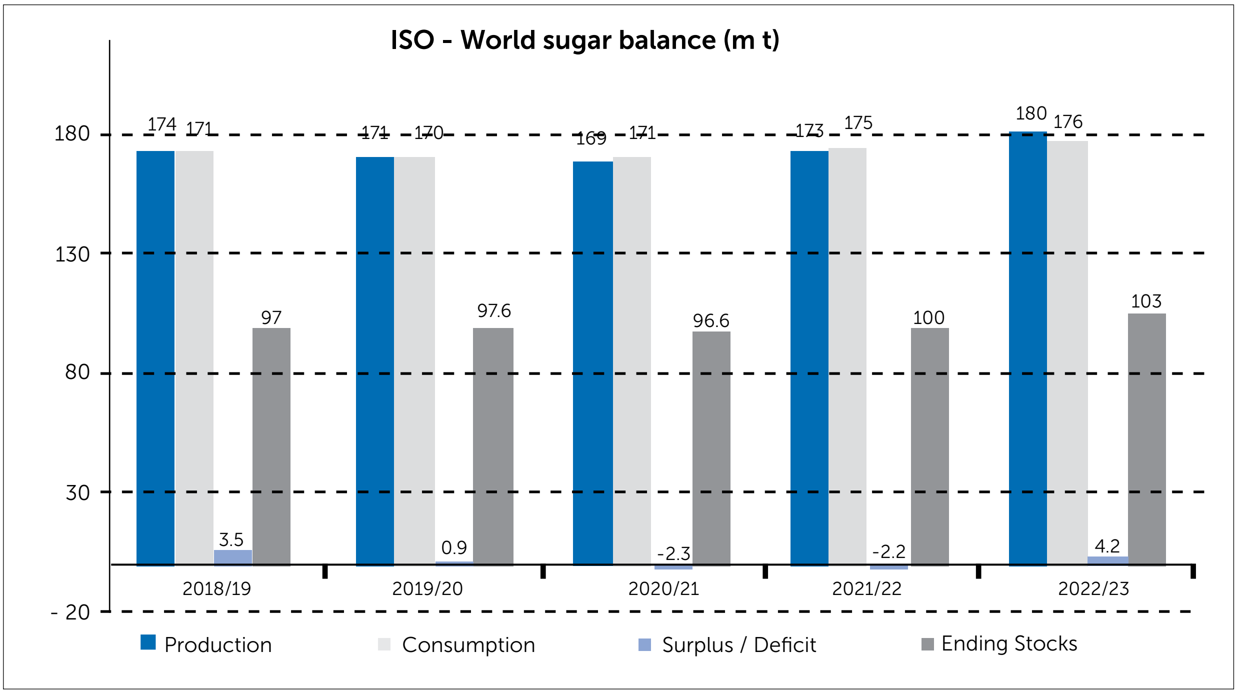
Selected economic indicators (%) – India	2020-21	2021-22	2022-23 (F)	2023-24(F)
GDP Growth	9.1%	6.8%	6.4%	6.7%
Inflation	5.5%	6.7%	5.0%	4.5%
Per Capita GDP Growth Rate	7.9%	5.6%	5.2%	5.5%

Source: Asian Development Bank. Asian Development Outlook (ADO) 2023

3. Sugar Outlook

3a. Global Sugar Outlook

As per the latest report by the European Commission released in March 2023 referencing the ISO data, the Global sugar production is estimated to reach 180 million tons in the 2022-23 season. With a consumption prediction of about 176 million tons, the report estimates that there is going to be a surplus of about 4.2 million tons of sugar in the international market (compared to a deficit of approximately 2.2 million tons in 2021-22 season) [**Refer Graph Below**]. Despite the surplus, it is anticipated that the global sugar prices will maintain their high levels in the upcoming year, albeit not necessarily at present peaks, as India, the world's second-largest sugar producer, is expected to have lower production estimates.



Source: ISO

As per USDA's November 22 report, with an estimated increase of 2.8 million tons to a staggering 183.2 million, global sugar production is poised to reach new heights, primarily fueled by higher production figures in Brazil, China, and Russia. Despite a few declines in major sugar-producing regions such as the European Union, India, and Ukraine, the overall increase in production is expected to offset the impact of such declines. Meanwhile, the worldwide consumption of sugar is set to reach a new record, driven by the burgeoning markets of China, Indonesia, and Russia. As the Indian market experiences a drop in production, the higher exports from Brazil and Thailand are expected to more than offset the fall, resulting in a projected rise in global exports. Key exporters such as China, India, and Thailand are expected to draw down their stocks to maintain their market presence, further impacting the worldwide sugar stock figures.

In the United States, production of sugar is expected to remain flat at 8.2 million tons, while imports are projected to decline by 6 percent to 3.1 million tons due to minimum quota programs consistent with World Trade Organization and free-trade agreement obligations, and anticipated imports from Mexico, re-exports, and high-tier tariff imports. However, with no change in consumption, the reduction in production and imports is estimated to lead to a decrease in stocks.

Meanwhile, in Brazil, favorable weather is expected to lead to higher sugarcane yields and a resulting increase in sugarcane available for crushing, leading to an estimated rise of 2.6 million tons to reach 38.1 million in production. Although harvested area is anticipated to decline due to marginal sugarcane areas switching to soybeans and corn, the sugar/ethanol production mix is expected to remain unchanged relative to the previous season at 45 percent sugar and 55 percent ethanol, as producers are likely to focus on sugar production. While consumption is expected to remain unchanged, exports are projected to rise, driven by higher exportable supplies, and stocks are estimated to double due to the increase in production.

In the European Union, production is estimated to decline by 329,000 tons to 16.2 million, as farmers shift away from sugarbeet plantings in favor of more profitable crops such as corn and sunflower. While consumption and imports are projected to remain unchanged, both exports and stocks are expected to decline due to the lower available supplies.

In India, sugar production is expected to decline by 3 percent to 35.8 million tons due to lower sugarcane yields. While consumption is anticipated to remain unchanged, imports are projected to rebound, and exports are expected to drop by 20 percent after the record high of the previous year yet remaining the second highest ever. Consequently, stocks are estimated to decline due to lower stocks last year and reduced production.

Thailand is expected to experience a surge in sugar production, with forecasts indicating a 343,000-ton increase to 10.5 million. This uptick will be accompanied by a rise in consumption, fueled by the country's anticipated economic recovery. The expected return of foreign tourists and the resultant improvement in business activity will likely give a significant boost to the hotel and food service sector, which has been adversely affected by the pandemic-induced recession. The larger exportable supplies will cause an increase in exports, while the stocks are expected to decline significantly due to the strong exports.

China, sugar production is predicted to increase by 400,000 tons to 10.0 million, driven by rising cane sugar and beet sugar production. It is anticipated that sugar consumption will grow as COVID-related restrictions are eased. Conversely, imports are expected to decline as high world sugar prices encourage the drawdown of stocks.

Pakistan, sugar production is expected to decrease by 80,000 tons to 7.1 million due to the impacts of flooding in key production areas. Despite this, sugar consumption is forecast to continue growing due to the expanding food processing sector and a rising population. Although exports are expected to double, there will still be an exportable surplus, and stocks are predicted to decrease only slightly.

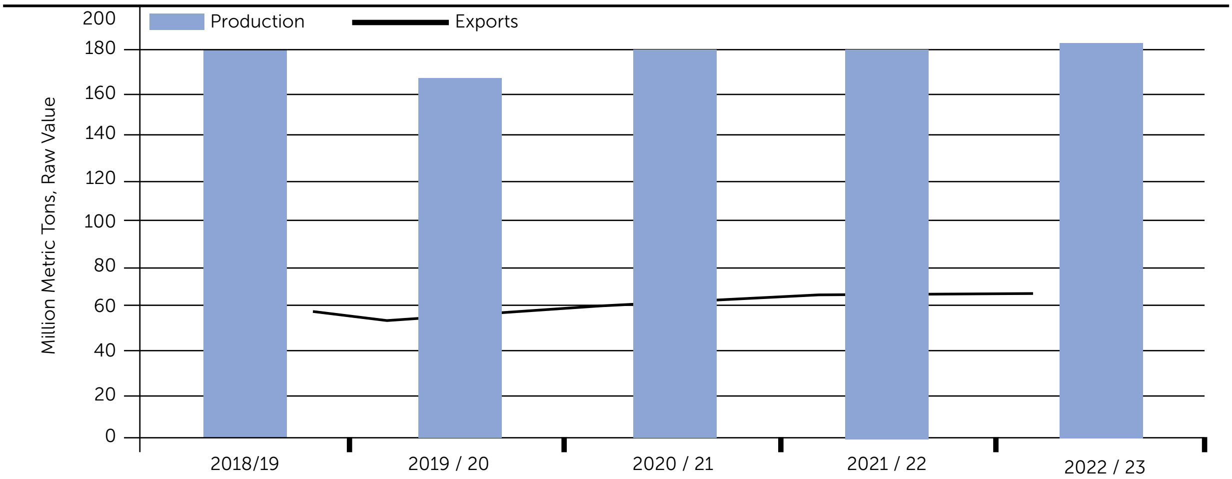
Mexico production is estimated 5 percent lower to 6.3 million tons. Consumption and stocks are expected to be flat while exports are projected lower with the production decline. Exports are projected down due to lower production, reduced exports to markets outside the United States, and with exports to the United States limited by the level of U.S. Needs as defined in the amended Suspension Agreements.

Egypt's sugar production is anticipated to increase by 70,000 tons to reach 2.9 million, primarily due to higher sugarbeet area driven by the establishment of new sugarbeet processing plants. This rise in production is expected to be accompanied by an increase in consumption, spurred on by population growth and expansion of the confectionary food products sector. Meanwhile, imports are expected to remain unchanged as demand is met by higher output.

Indonesia's sugar production is expected to rise by 4 percent to 2.4 million tons on account of greater area and higher sugarcane yields resulting from favorable rain. This rise in production is expected to be accompanied by an increase in consumption, driven mainly by increased sugar demand from the growing food and beverage industry and population growth. At the same time, imports are projected to rise, driven by higher consumption, while stocks are expected to decline.

Turkey's sugar production is estimated to in the area by 300,000 tons to reach 3.1 million, supported by favorable weather conditions and a slight increase in area. This rise in production is expected to be accompanied by an increase in consumption and exports, buoyed by higher available supplies, while stocks are expected to remain unchanged.

Russia's sugar production is projected to increase by 500,000 tons to reach 6.5 million, driven by expected higher yields. This increase in production is expected to lead to higher consumption, exports, and stocks, while imports are anticipated to decline with higher supplies.

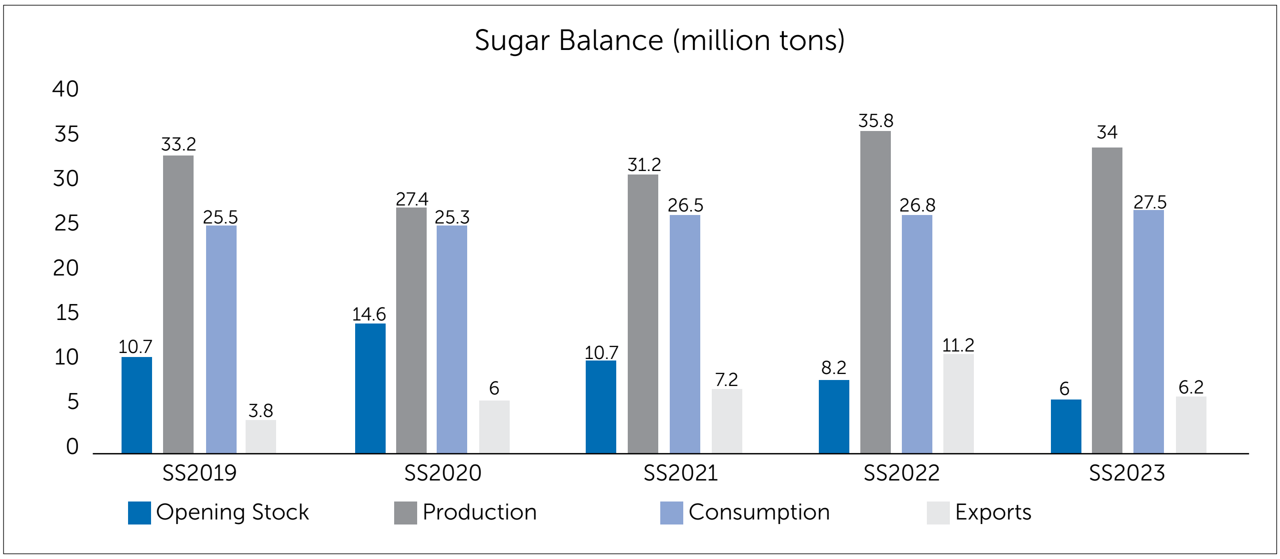


Global Sugar Production and Export Estimates (Source: USDA Report)

3b. Indian Sugar Outlook

The Indian sugar industry has undergone a significant transformation in the past decade, with refreshing and progressive changes that have contributed to its growth and development. From the abolition of levy sugar quota to the introduction of minimum support prices (MSP) and subsidies on sugar exports, the industry has witnessed several remarkable initiatives. Additionally, the use of B Molasses for sugar production and compromising sugar production to manufacture ethanol from B Molasses and Syrup has brought about a paradigm shift in the industry. These changes have not only stimulated industry's growth but have also positioned it as a major contributor to the country's economy.

With an opening stock of 6 million tons at the start of SS 2022-23, the estimated sugar production of 34 million tons (5% down from SS 22), consumption and export at 27.5 million tons (~3% up from SS 22) and 6.2 million tons (~44% down from SS 22) respectively, the country is estimated to have an opening stock of around 6.3 million tons during the start of SS 2023-24. **[Refer Graph Below]**



Source: CareEgde Report, ISMA

The decrease in total production estimates comes mainly due to unseasonal rainfalls and damaging weather conditions in Maharashtra & Karnataka where severe blow in production levels were seen against the estimated numbers. As per ISMA's latest estimates, sugar production in Uttar Pradesh rose to 9.66 million tons from October 1, 2022-April 15, 2023, against 9.44 million tons in the year-ago period while Maharashtra's & Karnataka's sugar production fell to 10.5 million tons from 12.7 million tons and to 5.5 million tons from 5.8 million tons respectively for the same period. This decline in production in the two states has led to a domestic production of sugar to stand at 31.1 million tons for the period of October 1, 2022-April 15, 2023 (a 6% decline from previous year's corresponding period). **[Refer Table Below]**

According to the Indian Sugar Mills Association (ISMA), in the current season, 532 mills started their operations across the country, against 518 mills which operated last season, as on 15 April 2023. On the corresponding date, 400 mills closed their crushing operations in the SS 2022-23, while 132 sugar mills were still operating in the country. However, in the last season 2021-22, 213 mills had closed their crushing operations and 305 mills were operating as on 15 April 2022.

Following table gives a comparison of working factories and actual sugar production net of diversion towards production of ethanol, as of mid of April 2023 versus last year:

Table: Sugar Production as on 15 April (Million Tons)

S. No.	State	Working Factories		Sugar production (Post Diversion into Ethanol)	
		2022-23	2021-22	2022-23	2021-22
1	Uttar Pradesh	77	68	9.66	9.44
2	Maharashtra	0	153	10.50	12.65
3	Karnataka	2	6	5.53	5.80
4	Others'	53	78	5.41	4.98
	Total	**132**	**305**	**31.10**	**32.87**

*Others include – Tamil Nadu, Gujarat, A.P., Telangana, Bihar, Punjab, Haryana, Rajasthan, M.P., Chhattisgarh, Uttarakhand & Odisha

Source: ISMA

Consumption of Sugar

India has been the largest consumer of sugar in the world for several years now, and this status is expected to remain unaltered. According to the latest ISMA estimates, the domestic consumption of sugar is expected to be higher in the SS 22-23, with an estimated consumption of around 27.5 million tons, which is higher than the previous year's consumption of approximately 26.8 million tons. This growth in consumption can be attributed to several factors. Firstly, the COVID-19 pandemic has brought about a change in consumer behavior, leading to an increased preference for packed, high-quality sugar. Secondly, the increasing consumption of sugar confectioneries has also contributed to the rise in demand for sugar. Additionally, the country's growing population is also playing a significant role in driving the demand for sugar. We accept these factors to continue to act in the upcoming sugar season as well creating a strong and upheld consumption of sugar in the country.

Sugar Export

The government introduced minimum indicative export quota (MIEQ) scheme (along with associated subsidy on export) in 2015-16 to prevent the glut of sugar in the country. However, taking cue from the uptick in the international prices, the subsidies and MIEQ were removed and converted into an OGL policy (Open General License) by the government in year SS 21-22, despite which the export volumes picked great pace.

India's Sugar Exports witnessed an astounding growth of 291% from USD 1.18 billion in FY14 to USD 4.60 billion in FY22. As per the Directorate General of Commercial Intelligence and Statistics (DGCI&S) data, India exported sugar to 121 countries across the globe. The industry witnessed the highest sugar exports ever in the SS 21-22 exporting 11.2 million tons of sugar. In 2021-22 (April-February), India exported sugar worth of USD 769 million to Indonesia, followed by Bangladesh (USD 561 million), Sudan (USD 530 million) and U.A.E (USD 270 million). India also exported sugar to Somalia, Saudi Arab, Malaysia, Sri Lanka, Afghanistan, Iraq, Pakistan, Nepal, China, etc. Indian sweeteners have also been imported by USA, Singapore, Oman, Qatar, Turkey, Iran, Syria, Canada, Australia, South Africa, Germany, France, New Zealand, Denmark, Israel, Russia, Egypt, etc. The above was achieved despite logistical challenges posed by Covid-19 pandemic in the form of high freight rates, container shortages, etc.

For the current SS 22-23, the government decided to allocate an export quota of 6.2 million tons. An additional sugar export quota for the upcoming seasons will be decided after duly evaluating overall production and prevailing demand scenario. It is unlikely for the industry to see large export quota being released by the government in the coming season because of the estimated production decline & correspondingly increased domestic consumption of sugar.

Domestic Sugar Prices & MSP

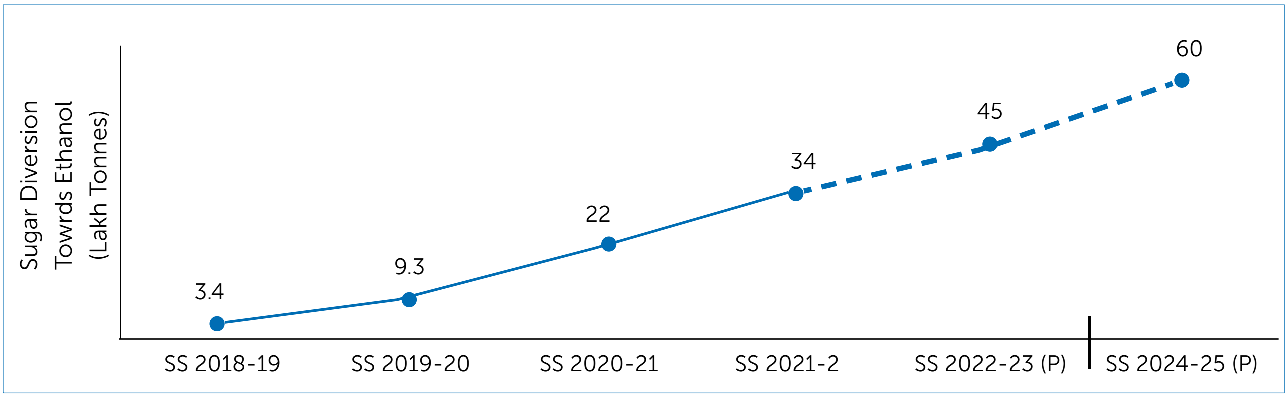
The domestic sugar price for FY23 remained elevated with an ex-mill prices range of 3500-3700 rupees per quintal owing to increased diversion of sugarcane juice towards ethanol production. The Government has been significantly promoting such diversion through attractive price points of ethanol produced through syrup. Moreover, the overall sugar production in SS 22-23 is expected to reduce due to adverse weather conditions in Maharashtra & Karnataka which has also impacted the domestic sugar prices. The outlook for the upcoming year remains bullish owing to lower production, increased consumption levels & continued low opening stock of sugar for the SS 23-24.

The introduction of MSP in June 2018 and subsequent increase from ₹28/Kg to ₹31/Kg in February ,2019 greatly contributed to preventing a major downslide in sugar prices. There have been adequate representations from industry bodies for the increase in MSP from ₹31/Kg to ₹33/Kg in the last couple of years owing to an increase in FRP and SAP determined sugarcane prices.

Ethanol Industry

As per the Ethanol Blending Program (EBP) instituted by the government, Oil Marketing Companies (OMCs) are mandated to sell petrol blended with ethanol. The government has already achieved 10% blending last year and has set a target to double this by 2024-25, prompting the sugar industry to work towards achieving the goal of 20% ethanol blending. The production of ethanol has been identified as a priority sector by the country to reduce reliance on fuel imports and facilitate the transition towards sustainable energy.

According to ISMA, SS 22-23 saw the highest ever diversion towards ethanol estimated at 4.5 million tons (higher by 41% y-o-y). This increased diversion towards high realization ethanol is likely to support 8-12% revenue growth for sugar mills in the corresponding fiscal year. By the year 2025, the government is targeting to divert 6.0 million tons of excess sugar towards ethanol annually. **[Refer Graph Below]**



Trend of Sugar Diversion towards Ethanol
(**Source:** ISMA, CareEdge)

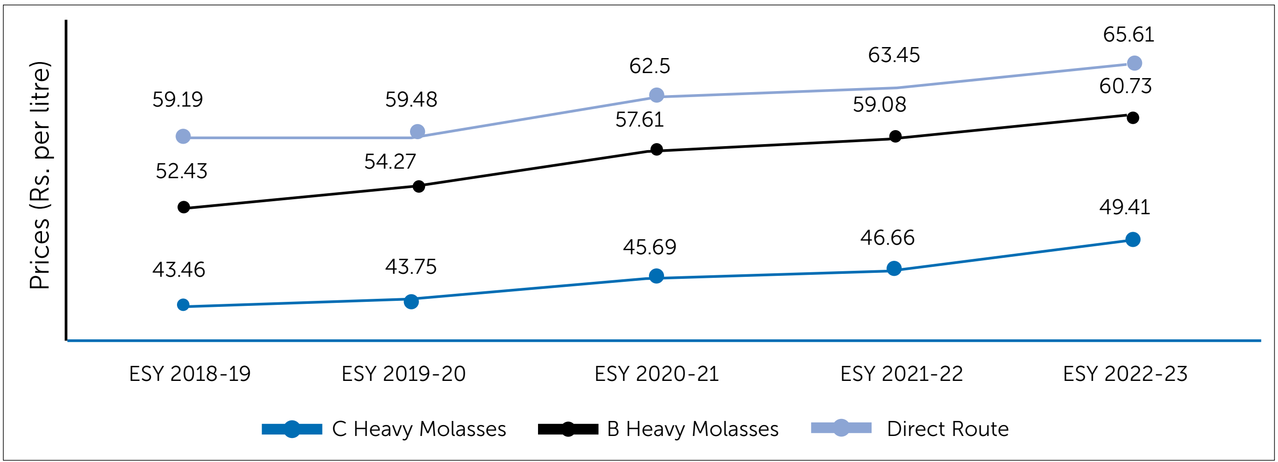
The concerted effort by the government to channel excess sugarcane towards ethanol production is poised to mitigate the issue of surplus sugar production, which has led to a buildup of sugar inventories in the past. This strategic move is expected to enhance the liquidity of sugar mills and ensure timely payments to cane farmers.

Moreover, distilleries are leveraging the current market conditions of higher ethanol prices to divert more sugar towards ethanol production. This trend is anticipated to catalyze healthy business growth for distilleries, as the EBP program for the SS 2022-23 facilitates the use of diverse sugarcane-based raw materials to produce higher-priced ethanol.

The above underscores a significant role that the ethanol market is playing in the sugar industry. The ability to shift excess sugarcane towards ethanol production not only helps to reduce sugar inventories but also serves as a valuable source of revenue for sugar mills and distilleries alike.

As per the approval of the Cabinet Committee on Economic Affairs (CCEA), a notable change in defining the Ethanol Supply year (ESY) has been made. The ESY has been redefined as 01 November of a year to 31 October of the following year from 01 November 2023 onwards (currently defined as 01 December of a year to 30 November of the following year).

In continuation to this, CCEA approved an increase in ethanol pricing for the ESY 2022-23 (December 1, 2022 to October 31, 2023). The price of ethanol derived from the C heavy molasses route increased by ~6% to ₹ 49.41 per litre. The price of ethanol derived from B heavy molasses route and direct route (sugarcane juice/ sugar/sugar syrup) saw an increase of ~3% to ₹ 60.73 per litre and ₹ 65.61 per litre, respectively. The graph below represents the continuous focus of the government to promote the Ethanol Blending Program (EBP) through a Y-o-Y increase in price of Ethanol via various modes.



Ethanol Prices Derived from Different Sugarcane Based Raw Material
(Source: ISMA, CareEdge)

3c. SPE Division Outlook

In the past decade, the SPE division of the Company has undergone a remarkable transformation, shifting from a single-function sugar unit to a fully integrated plant with cogeneration, distillery, and sugar refining capabilities. This metamorphosis has enabled the Company to extract greater value from its by-products and has also cultivated a sense of adaptability in the system to effectively navigate the challenges posed by the volatile nature of the sugar industry. As a result, the Company is now better positioned to endure challenging times and has significantly enhanced its ability to respond to changing market conditions. Now that the necessary assets are in place, the management is focusing on optimizing the utilization of these assets and improving operational efficiency. This strategic approach will enable the Company to extract maximum value from its assets and streamline its operations to achieve greater profitability. By doing so, the company can improve its competitive edge and position itself for long-term growth and success.

During FY23, the SPE division of the Company crushed 127.81 lakh quintal sugarcane (Vs 133.40 lakh quintal in FY22) with recovery of 9.85% (Vs 9.43% in FY22). The region unexpectedly witnessed heavy downpour in the month of October 2022 which not only led to flooding and inundation of sugarcane fields, waterlogged cane centers, deterioration in the road infrastructure but also delayed the maturing of sugarcane. The water stagnation that followed for an extended period owing to low porosity of soil in the sugarcane fields also significantly affected the sugarcane recovery. Though there is a significant jump in the recovery numbers, the same is not a true depiction of the enormous amount of effort that the management had put into cane development and sourcing. The management, however, is unperturbed by the unexpected event and is significantly increasing its efforts in this area for the next year.

As indicated in last year's report, the management has already embarked on a journey of digital transformation of the SPE division. Several digital projects such as the "Saksham" farmer app, data driven Cane Indenting Model, Cut-to-crush monitoring, GPS enabled trucks, real time cane quality checks, Central Control Room, etc. have already been launched. Dedicated teams have been put in place to curb the diversion of sugarcane to local crushers. A massive initiative has been launched to measure and report real time cane quality at field through brix refractometer. Concentrated efforts have been put to streamline and maintain minimum inventory at the factory yard and the centres. In summary, the entire supply chain process, from farm to factory is being digitally captured, monitored, and analyzed to enable informed decision-making by management. The management has also chalked out a three-year varietal change plan through a scientific data driven approach to phase out the prevalent Co238 variety which has become affected by red rot disease in the recent past. The Company has also developed a comprehensive database of the sugarcane fields under its command so that a detailed understanding of various elements affecting the cane production can be made for better and apt recommendation to the cane growers.

At current sugar price levels, using sugar syrup or B molasses to manufacture ethanol is fast becoming the preferred route by almost all the sugar mills and the same is strongly promoted by the government as well. To capitalize on this opportunity, the Company made a cost-effective modification of its distillery, increasing its capacity from 100 KLPD to 125 KLPD on B molasses mode. This upgrade was performed by M/s Praj Industries Limited, the process plant licensor for the 100 KLPD distillery. Additionally, the company successfully operated the distillery in syrup mode for the first time, apart from the B molasses mode.

With the above-mentioned recovery and crush, the Company produced 11.61 lakh quintal of sugar (excluding 0.16 lakh quintal of reprocessed sugar) and with an opening stock of 9.47 lakh quintal, was able to liquidate 15.02 lakh quintal during FY23. The distillery plant of the company produced 265.02 lakh litre of ethanol and with an opening stock of 15.64 lakh litre, sold 267.33 lakh litre whereas the 30.85 MW cogeneration plant generated 102.25 million units of power and exported 79.65 million units to the UP-State Electricity Board.

Considering the above production and sale numbers, the SPE division of the Company registered a top line of ₹751.87 Cr and an EBITDA margin of 7.52%. The SPE division of the Company was allotted a cumulative domestic quota of 11.02 lakh quintal in FY23 as against 11.20 lakh quintals in FY22 (a drop of ~1.6% YOY). The Company, however, took proactive actions and took full advantage of strong international sugar prices to export an additional 3.99 lakh quintals at an average realization of 3713 Rs/quintal.

The management is highly optimistic about turning the Company's fortunes around and delivering strong financial results in the upcoming year. With an impressive and highly advanced asset base in place, the Company is set to redouble its efforts towards maximizing the utilization of its assets, improving its systems and processes, driving greater operational efficiency, reducing downtime, and leveraging digitalization and other innovative solutions to achieve better outcomes. The management is keen to build on its existing work to address critical areas of concern, such as low sugar recovery rates, limited availability of cane, and the risks posed by infected cane varieties through a range of progressive steps designed to increase the cultivation area, improve sugarcane yields, and implement varietal changes to tackle the red rot issue. On the ethanol front, the Company is committed to continuing the dual-mode operation of its distillery, while also increasing the number of syrup days to optimize overall output and improve liquidity, leading to improved payment cycles for cane growers. The management team is also exploring ways to maximize the value of the Company's power plant asset, including the potential sale of power in the open market.

The management is reasonably confident that the domestic sugar prices shall remain stable throughout the financial year. The government's focus towards cane diversion in ethanol production along with less than estimate production of sugar in the country for the SS 22-23 will keep a check on the opening stock for the SS 23-24, which is expected to remain within the normative range of 2-3 months consumption. The management is also hopeful that the government will allow free export of sugar for the overall benefit of sugar industry. The sugar margins will further take a boost in case the government decides to increase the MSP from ₹31/Kg to ₹33/Kg which has already been represented by the industry body to the government.

The SPE division takes pride in offering premium quality, sulphur-free refined sugar that has gained immense popularity in the domestic and international markets. In an effort to further enhance the appeal of the value-added refined sugar products, including 5Kg, 1 Kg, Super Fine 1 Kg, Sachet White/Brown 5gm, Bura 1 Kg, Icing 1 Kg, and 25 Kg, the management has decided to introduce a fresh, modern and more appealing packaging design. This move is expected to increase the division's market share in major North Indian states such as Delhi, Haryana, Punjab, J&K, Rajasthan, UP, Uttarakhand, Madhya Pradesh, and Himachal Pradesh. As indicated in last year's report, the SPE division has now also started manufacturing and selling high-grade sugar to pharma and food processing industries. The management is focused on expanding this high-margin product line and is working diligently to establish a strong customer base and increase order pipeline.

The SPE division has been making impressive strides in the international sugar market owing to its focus on understanding customer requirements and building strong relationships with buyers. With its high-quality sulphur-free refined sugar, the division has been able to cater to the export demands of countries such as Doha, Nepal, Canada, and Bangladesh. The Company is actively working to expand its international presence and is confident of its ability to meet the diverse requirements of international customers. Although the government did not allocate any export quota for the SS 20-21 and SS 21-22 due to the robust international sugar prices, the Company was able to export around 3.99 lakh quintal of sugar through its proactive approach. The management is closely monitoring the international sugar prices and is hopeful that there will be no restrictions on sugar exports in the upcoming fiscal year. With its strong brand reputation and commitment to quality, the Company is poised to further expand its presence in the global sugar market.

With a focus on increasing productivity, instituting cost controls, and improving operational efficiencies through digitalization, the management of the company is confident of turning things around. In the upcoming financial year, the company plans to crush a substantially higher quantity of good quality cane, increase sales in the export market, and improve revenues and margins. However, the outlook of the industry and the company remains highly dependent on supportive measures that may be taken by the State/Central Governments to ensure the viability of sugar mills. Despite this uncertainty, the company remains committed to relentlessly working on all controllable factors to make its operations resilient.

Key Operational Parameters (SPE Division)

The comparative operating performance of the Company for the last two FY is given below:

Parameters	FY22	FY23
Sugarcane crushed (Lakh Qtls)	128.09	133.40
Crushing days	137	144
Recovery (%)	9.43%	9.85%
Sugar Production (Lakh Qtls)	12.08	11.61
Power generated, (Mn Units)	96.14	102.25
Ethanol Production (KL)	23319	26502
Sugar Sales (Lakh Qtls)	12.22	15.02
Power exported (Mn Units)	73.80	79.65
Ethanol Sales (KL)	25508	26733

3d. Risk Management: SPE Division

Risk: Lower sugar realizations

Lower sugar realizations can directly impact the top and bottom line of the Company, making it difficult to meet its day-to-day expenses. As mitigation measures, the Company has adopted a three-pronged strategy of expansion, diversification, and integration. The company has focused on generating additional revenue stream through the better usage of its by-products (such as bagasse & molasses) by putting up a cogeneration plant and an ethanol distillery. Further, to maximize the production of ethanol, the division has expanded the capacity of distillery from 100 KLPD to 125 KLPD (on B Molasses) and started operating the same on dual mode i.e., sugar syrup & B molasses. These risk mitigation measures will enable the Company to minimize the impact of lower sugar realizations on its top and bottom line, ensuring its financial stability and sustainability.

Risk: Lower recovery

The Company may fail to leverage higher cane production owing to the lower recovery rate. As mitigation measures, the SPE division has launched several digital initiatives such as data driven cane indenting model, cut to crush time monitoring, GPS enabled trucks, real time cane quality checks, centralized control room etc. A massive initiative has been launched to measure and report real time cane quality at field through brix refractometer. Concentrated efforts have been put to streamline and maintain minimum inventory at yard and center. The entire supply chain process, from farm to factory, is being monitored, digitally captured, and analyzed to reduce the harvest to crush time thereby increasing the sugar recovery. The management has also chalked out a three-year varietal change plan through a scientific data driven approach to phase out the prevalent Co238 variety which has become affected by red rot disease in the recent past. The company has also developed a comprehensive database of the sugarcane fields under its command so that a detailed understanding of various elements affecting the cane production can be made for better and apt recommendation to the cane growers. The SPE division plans to enhance and further build on the above measures and take the same to a next level in the upcoming year.

Risk: Farmer relationship

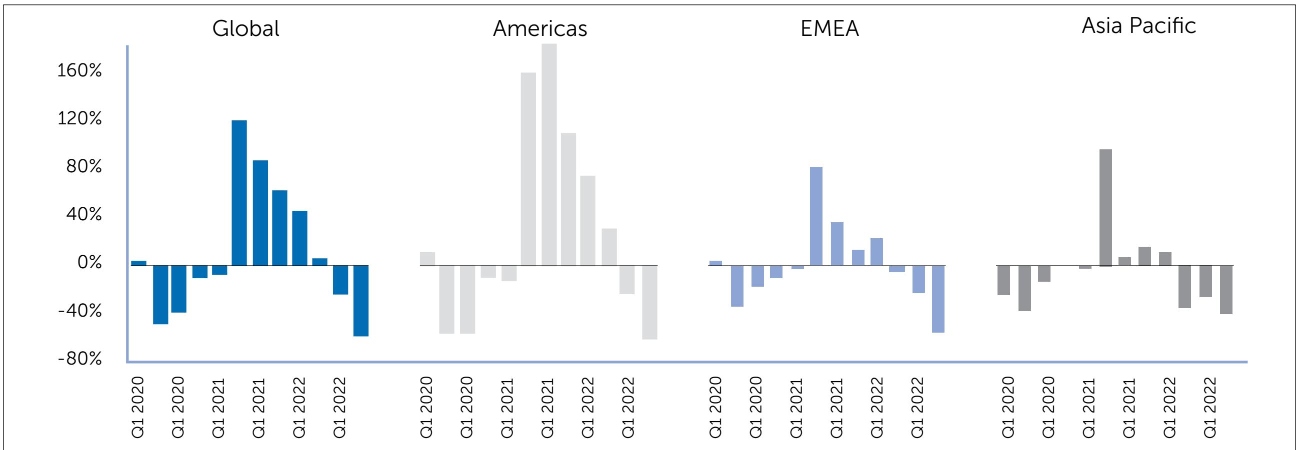
Non-availability of cane due to inharmonious farmer relation may result in lower crushing, impacting the overall performance of the Company. As a mitigation measure, the Company maintains a harmonious and cordial relationship with its farmers. Besides ensuring timely payments to the extent possible, it also helps them by assisting them in seed selection and fertilizers. In order to have seamless relationships with farmers, the SPE division has launched "Saksham" grower app which is a one stop shop medium to communicate with the farmers. The cane growers can easily download the app on their android mobile and use the same for a seamless communication with the company. The app has a broadcasting feature which enables the division to disseminate the relevant information, advisory, propaganda material to the cane growers with a click of the button. The division intends to further enhance the features of the app and use the same extensively to build a harmonious relationship with the cane grower.

4. Real Estate (RE) Outlook

4a. Global Real Estate Outlook

The global real estate industry has been significantly impacted by the COVID-19 pandemic, which has resulted in changes in consumer preferences and increased focus on health and safety. Further, global inflation, supply chain disruptions from the Russia-Ukraine conflict and continued lockdown in China in the year 2022 adversely impacted the growth of the industry. However, despite these challenges, the industry has shown reasonable resilience and adaptability.

According to the latest report from JLL, the global investment volumes in real estate experienced a significant decrease of 58% in Q4 FY22 (Vs Q4 FY21) **[Refer Graph Below].** One of the major reasons for investment decline in Q4 FY22 was the capital markets facing various challenges making it difficult for the real estate investment community to underwrite and value assets. Interest rates increase impacted valuations, liquidity, and investment activity, while cautious debt markets and volatile currency & hedging markets complicated the situation further. Elevated risk premiums driven by inflation and recession risk, as well as uncertainty, impacted investor sentiment leading to a reluctance in transactions. However, a strong start to 2022, particularly in the Americas, helped to support the full-year volumes which exceeded the US$1.0 trillion mark for the third time in the past four years, despite a quieter end to the year. The full-year volumes for 2022 totaled US$1.03 trillion, indicating a 19% decline over 2021.



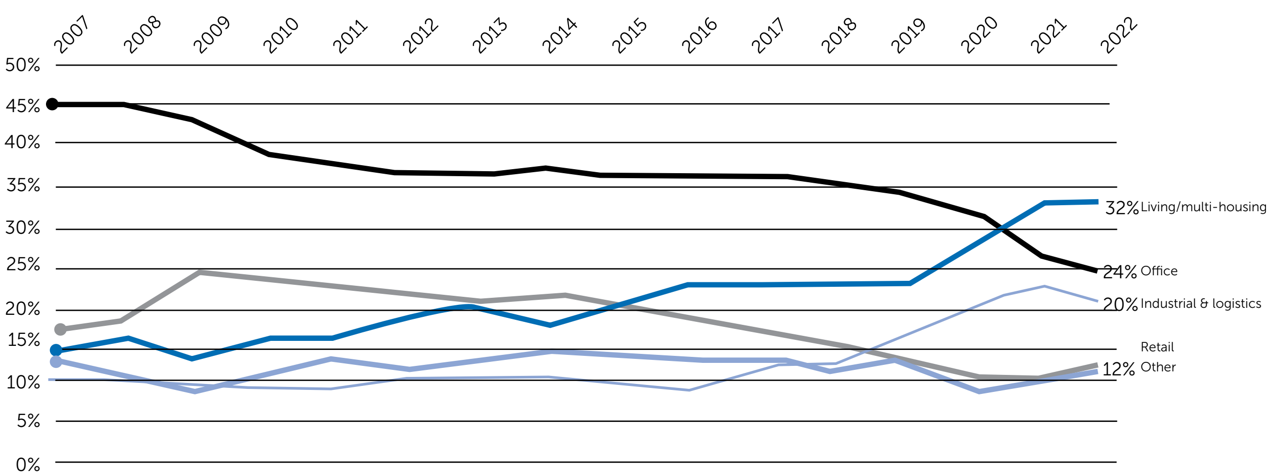
Quarterly y-o-y change (%) in direct investment by region, Q1 2020-Q4 2022
(**Source:** JLL)

The year 2022 also witnessed a paradigm shift in various sectors of realty business. The percentage of investment share in office space declined drastically while residential, industrial and logistics space attracted more attention. **[Refer Graph Below]**

The office market experienced a significant slowdown in demand, a 19% drop in Q4 FY22 Vs Q4 FY21, which can be attributed to both structural changes in office usage and cyclical challenges. The global vacancy rate rose by 40 basis points to 14.9% in Q4 FY22, with the highest increase recorded in the United States. The negative turn in global net absorption rate (No. of office space sold / No. available) was also noted for the first time in 2022. Many development completions were delayed in 2022 due to cost constraint and supply chain issues, which led to the peak of deliveries for this cycle being pushed out to 2023. Concerns around future demand levels combined with higher construction and financing costs are likely to mean that breaking ground on new developments will slow down appreciably across most locations, particularly in the U.S. and Europe.

In retail space, consumer spending was better than expected in many major markets towards the end of 2022. Nonetheless, with inflation falling but still high in many countries, retail sales are predicted to soften further during the first half of 2023 as disposable incomes are pressured and growth slows. Across Asia Pacific, pockets of strong retail sales growth remain, particularly in Southeast Asia. Meanwhile, retail spending in Mainland China and Hong Kong is likely to see a solid rebound once the current wave of Covid infections abates.

Investment in the living sectors moderated in 2022 as investors adopted a 'wait and see' approach. Across Europe, house price growth eased or began to fall as mortgage rates increased and sentiment declined, while transaction volumes also softened in the region during the fourth quarter. Bucking the trend, Asia Pacific multifamily investment volumes bounced back, with China particularly active. However, structural factors such as a global undersupply of housing will help to support the sector over the longer term.



Other includes healthcare, hostels & hospitility, special purpose facility, infrastructure and energy and mixed use sectors
Transactions $5.0+million, excluding land / development and entity-level deals

Real Estate Investment by Sector (%), 2007-2022
(**Source:** JLL)

Overall, while the global real estate industry is facing challenges, there are also significant opportunities for growth and development. The industry is adapting to changing consumer preferences, embracing new technologies, and seeking out sustainable and efficient solutions. One major trend in the global real estate industry is the increasing demand for sustainable and energy-efficient buildings, as well as buildings that incorporate smart technology. This trend is driven by a growing awareness of the impact of climate change and the need to reduce carbon emissions, as well as the desire for more efficient and cost-effective buildings. Another trend is the growing use of technology in the industry, from virtual property tours to blockchain-based transactions. This is expected to continue to increase as consumers become more comfortable with technology and seek more streamlined and efficient processes.

In the near term, the global real estate market is expected to grow and achieve a projected value of over $4.2 trillion by 2025. In terms of regional trends, the Asia-Pacific region is expected to see significant growth in the real estate market, driven by rising incomes, urbanization, and infrastructure development. Europe is also expected to see growth, with a focus on sustainability and technology. The North American market is expected to remain stable, with a focus on the residential market.

4b. India Real Estate Outlook

The real estate sector is rapidly emerging as a dominant force in India's economy, fueling its growth and contributing significantly to the nation's GDP. Recent estimates by Invest India suggest that the industry's share in India's GDP could soar to 13% by 2025, demonstrating the sector's robust potential. Notably, it is the second-largest employment provider after agriculture and expected to surpass the monumental milestone of US$1 trillion by 2030.

The past decade saw significant growth in the real estate sector of India, driven by a booming economy and increasing urbanization. However, the outbreak of Covid-19 halted construction activities and severely impacted the market, eroding its potential buyer base. The following year, global inflation, supply chain disruptions due to the Russia-Ukraine conflict, and continued lockdowns in China further exacerbated the macroeconomic conditions. The concurrent year witnessed interest rate hikes and sluggish economic growth, resulting in the cost of construction becoming a significant challenge for the industry. Despite these challenges, the real estate sector in India made an impressive recovery in Tier I, II, and III cities, exceeding expectations. Commercial office assets led the way, accounting for 45% of private equity investments. Residential and retail spaces also witnessed strong growth, driven by strong demand from end-users.

The Indian Commercial Real Estate (CRE) market has been witnessing a remarkable growth trajectory, thanks to the expansion of several industries such as BPM/IT, BFSI, consulting, and manufacturing. With businesses resuming offline work, the demand for CRE, which is one of the most attractive subsectors of the real estate industry, has skyrocketed. This trend is expected to continue, driving the Grade-A office market to reach a whopping 1.2 billion square feet by 2030. As the pre-pandemic era gradually returns, physical stores are reopening, and e-commerce businesses are expanding their logistical and warehousing capabilities to grow their reach. Additionally, data centers and co-working spaces are experiencing a surge in demand to cater to the need for grade-A office space. This growth in demand is further bolstered by India's relaxed Foreign Direct Investment (FDI) regulations and immense potential, making it a popular destination for new companies looking to enter the market. Government Initiatives such as Pradhan Mantri Awas Yojana – "Housing For All", National Urban Housing Fund, and Smart Cities Mission have further reinforced real estate development in India. In the first nine months of 2022, Delhi NCR and Bengaluru emerged as the two largest office markets, followed by Mumbai. This period witnessed a remarkable 88% increase in gross leasing volume, with Delhi-NCR, Mumbai, and Pune accounting for approximately 62% of the total volume recorded. While the COVID-19 pandemic initially caused a shift towards remote work, resulting in a short-term decline in new space commitments, the net absorption of office markets reached an impressive 9.86 million square feet during the third quarter of 2022. A striking revelation concerning the investments made by private equity firms in the real estate sector during FY23 is the dominant position held by the office segment, which has garnered a noteworthy 45% share. This reflects the overall investor sentiment towards the office market's growth potential in India, driven by a combination of factors, including robust demand, relaxed regulations, and favorable market conditions.

The retail real estate sector In India represents a small fraction of the overall real estate market. The retail space is mainly developed by residential and office space developers, as there are relatively few organized retailers in the country. However, the growing consumerism, increasing urbanization, rising household incomes, and entry of multinational retailers have been driving the demand for the retail segment in India. The Anarock Research Report has revealed that the top seven cities in India, including NCR, MMR, Bengaluru, Hyderabad, Chennai, Pune, and Kolkata, added 2.6 million square feet of mall space during 2022, a 27% increase over the previous year. Furthermore, it is expected that nearly 25 million square feet of mall space will be added in the next 4-5 years, highlighting the potential for growth in the sector.

The residential real estate market in India, characterized by its localization and fragmentation, presents an attractive opportunity for consolidation. The market is fueled by a multitude of factors such as rapid urbanization, population growth, rise in the number of nuclear families, increasing disposable income, availability of finance, and repatriation of NRIs and HNIs. However, the growth of the residential segment in the year 2022 was hampered by the increasing interest rates for housing loans, which has negatively impacted the demand for residential real estate.

To sum up, India has emerged as a bright spot amidst global economic challenges in 2022 and is expected to continue its growth momentum in 2023. The real estate industry is projected to see a private equity investment of up to USD 4.0 billion (INR 323 billion) across various segments, driven by the growth of the manufacturing sector, digitalization of the economy, and global supply chain rebalancing. Moreover, the government's digitalization drive and e-commerce growth are anticipated to increase data centre space requirements by around 15-18 million sq. ft. across major cities over the next 4-5 years. Additionally, the life sciences industry is at an inflection point, with growth drivers already in place. India has the potential to create a demand of around 10 million sq. ft. every year for life sciences R&D lab spaces till 2030, providing institutional investors with ample opportunity to increase allocations to the sector, especially in the development space. With these factors in play, it is clear that India's real estate sector is poised for growth in the coming years, driven by diverse industries and sectors.

4c. RE Division Outlook

The real estate sector is one of the most globally recognized sectors. Real estate sector in India is expected to reach US$ 1 trillion by 2030. By 2025, it will contribute 13 per cent to country's GDP.

According to the data released by Department for Promotion of Industry and Internal Trade Policy (DPIIT), construction is the third-largest sector in terms of FDI inflow. FDI in the sector (including construction development and construction activities) stood at US$ 55.51 billion between April 2000 and December 2022.

Housing sales reached approximately 2.15 lakh units in 2022 across seven major cities indicating a strong growth of 74% y-o-y because of positive consumer sentiments post COVID-19.

The residential real estate market in 2022 has seen 499,068 units of unsold inventory across the seven cities translating to 35 Months of time to liquidate the inventory.

The commercial real estate market performance was good in year 2022 compared to year 2021 with new supplies (58.27 msf) increasing by 27% y-o-y as business sentiments improved across the country. Bengaluru lead the revival of this segment by capturing 32% of the new supplies made available during the year, followed by Hyderabad (24%) and Delhi NCR (14%). IT and ITES Sector lead the demand of office space (28% share) followed by Flex operator (Co-working) and Manufacturing sectors with 18% and 14% shares respectively. Rental prices remained stable during the year except marginal increases seen in Bengaluru, Chennai and Kolkata. During 2022, the office leasing space reached 38.26 msf across seven major cities, registering a high growth of 40% y-o-y.

Real estate attracted around US$ 4.2 billion of investments in 2022, which remains the same as compared to 2021; 22% of this came from domestic investors, a significant rise compared to that in 2021.

The Government of India has been supportive towards the real estate sector in 2022 by way of declaring various efficiency improvement measures for the sector. Some of the key improvements planned are Modernizing of Building Byelaws, Orderly development of Tier-II and III cities, Digitization of land records through Unique Land Parcel Identification Number, Uniform process for deed registrations enabling a Anywhere registration option for the public etc.

The Government of India's Housing for All initiative is expected to bring US$ 1.3 trillion investment in the housing sector by 2025. The scheme is expected to push affordable housing and construction in the country and give a boost to the real estate sector.

References: Media Reports, Press releases, Knight Frank India, CBRE, JLL Research etc.

Zuari Rainforest Project, Goa

Zuari Rain Forest - the first project of the Company, has already been developed and sold successfully, offering ultimate luxury residential living amidst lush greenery and an enclosed natural forest overlooking the majestic Zuari River in Goa.

The project is spread across 6.8 acres of land, has a total built-up area of 1.67 lakh square feet and is situated at Zuari Nagar, Goa near the Dabolim Airport. Phase-I of the project includes both villas and apartments, alongside several amenities.

The division has sold out all 95 units of the project with 9 units being sold during the year. 29 units were registered in favour of buyers during the year. OC (occupancy certificate) was obtained in year 2020 and the buyers are now occupying in the project and living as a community. The company recognized revenue of ₹ 19.34 Crore from the sale of units during the year.

With the completion of sales of Phase I, the company has already started planning the development of Phase – II Zuari Rain Forest.

The Company owns a substantial landbank in Goa. During FY23, the Company sold 20.8 acres of land and still holds 630 acres of land at Sancoale village in South Goa.

With India projected to be one of the fastest-growing economies in the world and an ever-increasing per capita income, the real estate demand in the country is set to surge in the near future. Taking advantage of this positive momentum, the RE division of the company has ambitious plans to develop premium land banks into residential and commercial properties, including their substantial land parcel in Goa.

4d. Risks & Concerns: Real Estate

Given the complex supply chains, the post-pandemic era is also full of uncertainties and emanates caution. Supported by the government policy, overall consumption recovered rapidly but was distorted relative to the pre-pandemic era. Highly uncertain economic conditions and changing consumer preferences have forced companies to reorganize and restructure their operations to sustain their businesses.

The most significant risk of a recession to the real estate industry is the potential decrease in demand for residential and commercial properties due to an increase in unemployment and a reduction in household income. Rising inflation has become a threat as the cost of financing the project has gone up, making the industry less lucrative for the supply side. The effect of higher prices of fuel and commodities like steel & nickel has also caused concern for the industry as the cost of construction has gone up thereby reducing the margins. Stabilization of global macroeconomic factors plays a vital role in the real estate industry and any further deterioration will directly affect the profitability of the companies.

OPPORTUNITIES

The year 2022 saw Indian real estate market grow despite the risks and concerns and the same trend will continue in 2023 as more millennials (34% of total population as in 2022) will purchase bigger sized homes to have the possibility of work from home either part-time or full-time. Further, demand for luxury residences has stayed stable during market downturn and will continue to increase its pie in overall demand landscape in 2023 as NRIs continue to invest big-time in luxury residences fueled by the stable economic condition & rising quality of life in India. Last but not the least, market for gated residential projects is projected to increase by 2.6 times in 2023 as preference of staying in secured places with all amenities has seen a remarkable rise in past 3 years across cities.

5. Enterprise Risk Management (ERM)

The Bord of Directors has approved a Risk Management Policy which has been formulated in accordance with the provisions of the Companies Act, 2013 and Regulation 21 of SEBI (Listing Obligation and Disclosure Regulation) Regulation 2015.

Our ERM framework encompasses practices relating to the identification, assessment, monitoring, and mitigation of strategic, operational, financial and compliance related risks. The coverage includes both internal and external factors. The risks identified are prioritized based on their potential impact and likelihood of occurrence. Risk register and internal audit findings also provide input for risk identification and assessment. The prioritized risks along with the mitigation plan are discussed with the Audit Committee on a periodic basis.

The Company has, during the year internally conducted the Risk Assessment exercise for reviewing the existing processes of identifying, assessing and prioritizing risks. Mitigation plans have been defined for the prioritized risks and the same are being reviewed for adherence periodically.

The Audit Committee periodically reviews the risks and reports to the Board of Directors from time to time.

6. Material Development in Human Resources

The Company considers its human resources as its most valued asset and has taken several initiatives to build an employee-centric culture. The Company promotes a work environment that is open, transparent, and consultative. The progressive people policies of the Company enable it to attract and retain high quality talent and maintain industrial harmony at its various locations.

The Company embraced digitalization with many projects being implemented to ensure employee safety and wellbeing and to facilitate new ways of working.

Employees are empowered to take decisions around their area of work. The Company strives to build agility and the organizational structure and work practices shall continue to evolve towards that objective. Progressive steps have been further taken to inculcate a performance-oriented culture. As on 31 March 2023 there were 319 permanent employees on the rolls of the Company.

7. Key Financial Ratios

The comparative table showing synopsis of FY23 and FY22 of Key Financial Ratios is given in Note No. 53 of the Financial Statements of the Company.

8. Internal Control Systems & their Adequacy

The company has an adequate internal control system to ensure the smooth functioning of every department of the organization. The internal control system is totally in alignment with the business nature and the size of the company. It tracks various financial transactions effectively and certifies compliance with statutory rules and regulations, thus contributing to the operational efficiency of the company. The Internal audit of the Company is conducted by a firm of Chartered Accountants. The findings of the internal audit and consequent corrective actions initiated and implemented from time to time are placed before the Audit Committee of the Board of Directors. The Audit Committee reviews such audit findings and the adequacy and reasonableness of the internal control system.

Other Business Risks

In addition to the risks specific to the businesses of the Company, the Company is also exposed to other risks pertaining to regulatory, cyber security, climate, market, credit, and liquidity. The Audit Committee reviews these risks on an ongoing basis, which are summarized below:

Regulatory Risk

In order to adhere to legal requirements, set forth by regulatory bodies governing various aspects such as the Companies Act, Taxation, Environment, Foreign Exchange, and more, the Company must ensure that its operations and policies are in compliance. Any changes to these regulations can significantly impact the way a business operates. The Company diligently monitors and abides by statutory obligations across all functional areas to prevent any adverse repercussions.

Climate Risk

The success of the Company hinges significantly on weather conditions. In particular, extreme weather events at realty project sites can cause supply chain disruptions, damage to buildings, and decreased productivity among on-site workers. To mitigate the risks posed by adverse weather, the Company carefully plans real estate site activities based on weather forecasts and takes all necessary safety precautions.

In addition, the Company is mindful of the fact that unfavorable weather can have a profound impact on sugarcane cultivation, resulting in reduced sugar recovery and yield. As such, the Company closely monitors the monsoon forecast and keeps the cane growers informed of any necessary interventions. Such a proactive approach to managing the impact of climate conditions is a testament to Company's commitment towards delivering top-quality results, regardless of external factors.

Cyber Security Risk

The consequences of an information technology breakdown can be catastrophic for a business, leading to operational disruptions and significant financial losses. Major concerns in IT include the absence of backup systems, connectivity issues in the network, and vulnerable channels that compromise the security and privacy of critical data. The Company takes proactive measures to establish a secure network infrastructure that safeguards the confidentiality and integrity of all information assets.

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 market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risks, such as equity price risk and inventory price risk. Financial instruments affected by market risk include loans and borrowings, deposits, etc.

a. Interest Rate Risk

The financial structure of the company includes term loans from banks and financial institutions, inter-corporate deposits, bridge loans, and cash credit limits from various banking institutions, both short and long-term. The company faces the risk of interest rate fluctuation, which may affect the fair value or future cash flows of its financial instruments due to changes in market interest rates, particularly with its floating interest rate debt obligations. To mitigate this risk, the company has executed an interest rate swap transaction (floating to fixed rate of interest) for its foreign currency term loan.

b. Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the foreign currency borrowings and interest payments thereon. The Company manages its foreign currency risk by hedging payments through currency futures.

c. Inventory Price Risk

The SPE division of the Company is exposed to the price fluctuations of its principal finished product sugar. The price of sugarcane is as per UP State Advisory price (SAP) as fixed by the government. Sugar production occurs mainly during the harvesting period from November to April, but its sale continues throughout the year, making the sugar inventory susceptible to price volatility. The Company continuously monitors daily sugar prices and devises sales strategies to optimize revenue and realization. Similarly, the prices of ethanol, another critical product, are regulated by the central government and typically remain constant for the ethanol season, unless altered by the government in response to market changes.

Credit Risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss and other adverse consequences. The Company is exposed to credit risk from its operating activities primarily from trade receivables including unbilled revenues, cash and cash equivalents, bank deposits, loans receivables and investment in unquoted securities. The credit risk of the SPE division is reduced significantly since the Company sells sugar on "cash and carry" basis. The surplus power is sold to UP Government as per power purchase agreement with Uttar Pradesh Power Corporation Limited. The risk of not realizing power dues is non-existent but there could be some delays. Similarly, ethanol is sold to Oil Marketing companies which are central government undertakings and hence the risk of not realizing the dues is non-existent but there could be some delays.

Liquidity Risk

To mitigate the risk of a shortage of funds, the Company closely monitors its future cash flow projections. Moreover, the Company ensures sufficient liquidity by continually monitoring cash flows from customers and maintaining an adequate level of cash and cash equivalents.

9. Cautionary Statement

The statements in the Management Discussions and Analysis Report detailing the Company's objectives, projections, estimates, expectations, or predictions may be forward looking within the meaning of applicable securities laws and regulations. As these statements are based on certain assumptions and expectations of future events, actual results could differ materially from those expressed or implied. Important factors that could make a difference to the company's operations include economic conditions affecting global or domestic demand and supplies, political and economic developments in India or other countries, government regulations and taxation policies, prices and availability of raw materials, prices of finished goods, abnormal climatic and geographical conditions, etc. The company assumes no responsibility in respect of forward-looking statements contained in this Report as the same may be revised or modified in the future based on subsequent developments, information, or events.

10. References

Management has taken references and excerpt from the following sources to arrive at the above referred discussion and analysis.

1. IMF World Economic Outlook, April 2023
2. World Bank Global Economic Prospects, January 2023
3. Fitch Ratings Global Economic Outlook, December 2022
4. KPMG Global Economic Outlook, March 2023
5. Economic Survey 2022-23
6. PIB Releases dated 28 February 2023
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12. European Commission Sugar Market Report, March 2023
13. Newspaper Articles by TOI, Indian Express, Financial Express & ET
14. Savills Research, India Investment Market Watch Year End 2022
15. IBEF Real Estate Report, November 2022
16. Savills Research, Market Snapshot Q1 2023
17. JLL Website: https://www.us.jll.com/en/trends-and-insights/research/global/gmp/investment
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19. Trading Economics: https://tradingeconomics.com/commodity/sugar
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23. CRISIL Article dated 23 November 2022: https://www.crisilratings.com/en/home/newsroom/press-releases/2022/11/lower-exports-to-dilute-profitability-of-sugar-mills-this-fiscal.html

Annexure 'G' to the Board's Report

Secretarial Audit Report

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2023.

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

To,
The Members,
Zuari Industries Limited,
(formerly Zuari Global Limited)
Jai Kisaan Bhawan,
Zuarinagar, Goa- 403726

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Zuari Industries Limited (hereinafter called the 'Company') **(formerly Zuari Global Limited).** Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2023 (hereinafter referred to as the "Audit Period") generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023 according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;

iii. The Depositories Act, 1996 and the Regulations and byelaws framed there under;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, External Commercial Borrowing and Overseas Direct Investment;

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

   a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

   d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021(Not applicable to the Company during the audit period);

   e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021(Not applicable to the Company during the audit period);

   f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

   g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;(Not applicable to the Company during the audit period); and

   h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during the audit period).

vi. The following laws and Regulations applicable specifically to the Company (as per the representations made by the Company) viz.,

   a. The Real Estate (Regulation and Development) Act, 2016;

   b. The Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996;

   c. The Inter-State Migrant Workmen (Regulation of Employment and Conditions of service) Act, 1979;

   d. Town and Country Planning Acts and Development Control Regulations & Building Byelaws as applicable at various locations;

e. Trademarks Act, 1999;

f. Sugar Cess Act, 1982;

g. Food Safety And Standards Act, 2006;

h. Food, Safety and Standards (Licensing & Registration of Food Businesses) Regulations, 2011;

i. Essential Commodities Act,1955;

j. The Sugar (Packing and Marking) Order, 1970;

k. Sugar Development Fund Act, 1982;

l. Sugarcane (Control) Order, 1966;

m. Export (Quality Control and Inspection) Act, 1963;

n. Agricultural and Processed Food Products Export Act, 1986; and

o. Indian Boilers Act, 1923.

My reporting is based on the information and explanation as provided to me by the Company and its management and I have relied on the representations made by the Company, its Officers and Reports of the Statutory Auditor for the systems and mechanism framed by the Company for compliances under Acts, Laws and Regulations applicable to the Company at Item (vi) above.

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

i. Secretarial Standards 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 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

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

a) One day delay in submission of Related Party Transactions disclosure to Stock Exchanges for the period ended September 30, 2022, as per Regulation 23 of the SEBI Listing Regulations, 2015. The Company has paid fine of ₹5,000/- each to BSE and NSE for delayed compliance.

b) Attention is drawn to the Notes to the financial statements detailing pending creation /satisfaction of charges during the previous financial years.

I 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 as prescribed. The changes in the composition of the Board of Directors/ Key Managerial Personnel that took place during the period under review were carried out in compliance with the provisions of the Act. During the year under review, (i) Mr. Alok Saxena was appointed as Whole time Director and KMP of the Company w.e.f. July 01, 2022 and (ii) Mr. Athar Shahab was appointed as Managing Director and Key Managerial Personnel (KMP) of the Company w.e.f. February 15, 2022.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through and recorded as part of the minutes.

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. However, the mechanism pertaining to the registration/satisfaction of charges needs to be strengthened.

I further report that during the audit period following specific event that took place having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards.

a) The National Company Law Tribunal ("NCLT"), Mumbai and Delhi Bench vide their respective order(s) dated April 20, 2022 and March 28, 2022 approved the scheme of Amalgamation of Gobind Sugar Mills Limited (''GSML'') with Zuari Global Limited.

Pursuant to the scheme of Amalgamation:

i. The name of the Company was changed from "ZUARI GLOBAL LIMITED" to "ZUARI INDUSTRIES LIMITED"

ii. 3,40,580 equity shares of ₹ 10/- each were allotted to equity shareholders of erstwhile Gobind Sugar Mills Limited as consideration for their shareholding in GMSL and those who had opted for equity allotment as discharge of consideration.

iii. 59,22,080 7% Non Convertible Redeemable Preference shares were allotted to Preference shareholders of erstwhile Gobind Sugar Mills Limited as consideration for their shareholding in GMSL as discharge of consideration.

iv. 58,52,034 10.50% Non-Convertible Redeemable Preference shares were allotted to equity Shareholders of erstwhile Gobind Sugar Mills Limited as consideration for their shareholding in GMSL and those who had opted for such allotment as discharge of consideration.

In effect the paid up share capital stands increased as above.

b) On September 5, 2022, the Company signed a Memorandum of Understanding ("MOU") with Envien International Limited ("Envien") with a common objective to jointly build and operate a grain-based distillery. Accordingly, a Company in the name of Zuari Envien Bioenergy Private Limited ("ZEBPL") was incorporated with a view of establishing a 50:50 joint venture between the company and Envien. Vide resolution dated February 14, 2022, the Board of Directors approved investments in subsidiaries upto an extent of ₹ 150 crores applicable for each subsidiary/joint venture.

c) The Board of Directors has approved draft Scheme of Amalgamation between Zuari Sugar & Power Limited a wholly owned subsidiary and Zuari Industries Limited.

d) The following resolutions were passed on April 7, 2022 by way of Postal Ballot:

   i. Approval of appointment of Mr. Sushil Kumar Roongta (DIN:00309302) as an Independent Director of the Company for a period of five (5) years with effect from 15th March, 2022 to 14th March, 2027.

   ii. Approval of Appointment of Mr. Athar Shahab (DIN:01824891) as Director of the Company.

   iii. Appointment of Mr. Athar Shahab (DIN:01824891) as Managing Director and Key Managerial Personnel (KMP) of the Company for the period from 15th February, 2022 to 13th November, 2024

e) One of the subsidiary Companies, Zuari International Limited (formerly Zuari Investments Limited) had applied for registration with the Reserve Bank of India (RBI) as 'non-Deposit taking Systematically Important Core Investment Company on March 25, 2019. The application was rejected however, RBI asked to re-submit the application with clarifications of queries, company was in process of re-submitting the application. During the financial year 2022-23, the Company has started sugar trading activities.

Shivaram Bhat
Practicing Company Secretary
ACS10454 CP7853
PR1775/2022
UDIN: A010454E000801134

Place: Panaji, Goa
Date: August 14, 2023

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

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ANNEXURE 'A' to the Secretarial Audit Report

(My report of even date is to be read along with this Annexure.)

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

Shivaram Bhat
Practicing Company Secretary
ACS10454 CP7853
PR1775/2022
UDIN: A010454E000801134

Place: Panaji, Goa
Date: August 14, 2023

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Annexure 'H' to the Board's Report

Annual Report on Corporate Social Responsibility ("CSR") Activities for the Financial Year 2022-23

1. Brief outline on CSR Policy of the Company:

Zuari Industries Limited (ZIL) is part of Adventz Group of Companies and its CSR projects and initiatives are guided by the CSR Policy of the Company and reviewed closely by the CSR Committee instituted and adopted by the Board of Directors as per Section 135 of the Companies Act, 2013 ("the Act").

Driven by our passion to make a difference to society, the Company is committed to upholding the highest standards of Corporate Social Responsibility and has continued its progress on community initiatives with renewed vigour and devotion.

As a responsible business corporation, we have built sustainable and effective CSR initiatives that are vital towards fulfilling critical societal needs in the communities we operate in. We also believe that we have a larger responsibility towards making a difference within our industry and also in society at large. Our initiatives include promotion of rural development, healthcare & WASH (Water, Sanitation and Hygiene), and Education.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Vijay Vyankatesh Paranjape*	Member/ Non-Executive - Independent Director	N.A.	N.A.
2	Mr. Sushil Kumar Roongta	Chairperson/Non-Executive - Independent Director	1	1
3	Mrs. Manju Gupta	Member/ Non-Executive - Independent Director	-	-
4	Mr. Athar Shahab	Member/ Executive Director	1	1
5	Mr. Alok Saxena	Member/ Executive Director	1	1

*Ceased to be the member of Committee w.e.f. 1 July 2022.

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

https://www.zuariindustries.in/corporate-governance

4. Provide the executive summary along with web-link of impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable.

Not applicable

5. (a) Average net profit of the company as per section 135(5) of the Act.

INR 327.79 Lakh

(b) Two percent of average net profit of the company as per section 135(5) of the Act.

INR 6.56 Lakh

(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.

Nil

(d) Amount required to be set off for the financial year, if any

INR 43.18 Lakh

(e) Total CSR obligation for the financial year (b+c-d).

Nil

6. (a) Amount spent on CSR projects (both ongoing project and other than ongoing project)

INR 15.33 Lakh

(b) Amount spent in Administrative Overheads.

Nil

(c) Amount spent on Impact Assessment, if applicable

Nil

(d) Total amount spent for the Financial Year [(a)+(b)+(c)]

INR 15.33 Lakh

(e) CSR amount spent or unspent for the financial year: Not applicable

Total Amount Spent for the Financial Year (₹ in Lakh)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6) of the Act		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5) of the Act		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
15.33	Not applicable		Not Applicable		

(f) Excess amount for set off, if any

Sl. No.	Particulars	Amount (₹ in Lakh)
(i)	Two percent of average net profit of the Company as per section 135(5) of the Act	6.56
(ii)	Total amount spent for the Financial Year	15.33
(iii)	Excess amount spent for the financial year [(ii)-(i)]	8.77
(iv)	Surplus arising out of the CSR projects or programmes/activities of the previous financial years, if any	0.00
(v)	Amount available for set off carried forward from previous Financial Years	43.18
(vi)	Amount available for set off in succeeding financial years [(iii)-(iv)+v]	51.95

7. Details of Unspent CSR amount for the preceding three financial years: Not applicable

Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under section 135(6) of the Act (₹ in Lakh)	Balance Amount in Unspent CSR Account under section 135(6) (₹ in Lakh)	Amount spent in the Financial Year (₹ in Lakh)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to section 135(5), if any		Amount remaining to be spent in succeeding financial years (₹ in Lakh)	Deficie ncy, if any
					Amount (₹ in Lakh)	Date of transfer		
1	FY-1							
2	FY-2				Not Applicable			
3	FY-3							

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year. If Yes, enter the number of Capital assets created/ acquired.

None

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
None							

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per section 135(5) of the Act.

The company fulfilled the obligation to spend for CSR during FY 2022-23, as per section 135 (5) of the Companies Act 2013.

Date: 25 May 2023

Sd/-
Athar Shahab
Managing Director

Sd/-
Sushil Kumar Roongta
Chairman - CSR Committee

Annexure 'I' to the Board's Report

Statement of particulars pursuant to the provisions of Section 197(12) read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014.

(i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-23:

Sr. No.	Name of the Director	Ratio of the remuneration of each director to the median remuneration (MRE) of the employees
1.	Mr. Saroj Kumar Poddar - Chairman*	NIL
2.	Mr. Athar Shahab - Managing Director	1:0.0174
3.	Mrs. Jyotsna Poddar - Non-Executive Director*	NIL
4.	Mr. Alok Saxena - Whole Time Director (Appointed w.e.f. 1 July 2022)	NIL
5.	Mr. Sushil Kumar Roongta - Independent Director*	NIL
6.	Mr. Suneet Shriniwas Maheshwari - Independent Director* (Appointed w.e.f. 1 July 2022)	NIL
7.	Mr. Vijay Paranjape - Independent Director*	NIL
8.	Mrs. Manju Gupta - Independent Director*	NIL

*were paid sitting fees for attending meetings.

Note: The ratio of remuneration to MRE is provided only for those directors who have drawn remuneration from the Company for the full fiscal 2023.

(ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the financial year 2022-23:

Sr. No.	Name of the Director / Chief Financial Officer / Company Secretary	Percentage increase in remuneration
1.	Mr. Saroj Kumar Poddar - Chairman*	NIL
2.	Mr. Athar Shahab - Managing Director	NIL
3.	Mrs. Jyotsna Poddar - Non-Executive Director*	NIL
4.	Mr. Alok Saxena - Whole Time Director (Appointed w.e.f. 1 July 2022)	NIL
5.	Mr. Sushil Kumar Roongta - Independent Director*	NIL
6.	Mr. Suneet Shriniwas Maheshwari - Independent Director* (Appointed w.e.f. 1 July 2022)	NIL
7.	Mr. Vijay Paranjape - Independent Director*	NIL
8.	Mrs. Manju Gupta - Independent Director*	NIL
9.	Mr. Nishant Dalal - Chief Financial Officer	15%
10.	Mr. Laxman Aggarwal - Company Secretary	10%

*were paid sitting fees for attending meetings.

Note: The % increase of remuneration is provided only for those directors and KMP who have drawn remuneration from the Company for full fiscal 2023 and full fiscal 2022.

(iii) The percentage increase in the median remuneration of employees in the financial year: 7.31%

(iv) The number of permanent employees on the rolls of Company:

As on 31 March 2023, there were 319 permanent employees on the rolls of the Company.

(v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average increase in remuneration to employees other than Managerial Personnel was 7.13%.

(vi) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

On behalf of the Board of Directors
For **Zuari Industries Limited**
(formerly Zuari Global Limited)

Sd/-
Saroj Kumar Poddar
Chairman
DIN: 00008654

Date: 14 August 2023
Place: Kolkata

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ANNEXURE 'J' to the Directors' Report

Statement containing salient features of the Financial Statement of Subsidiaries pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014

Form AOC-1 (PART-"A")

(All amounts in Rs Lakhs, unless stated otherwise)

Sl. No.	Name of the subsidiary	Reporting Currency	Exchange Rate	Share Capital	Reserve & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before Taxation	Provision for Taxation	Profit after Taxation	Proposed Dividend	% of shareholding	Country
Indian Subsidiaries															
1	Zuari Infraworld India Limited (Refer Note 4)	INR	NA	5,000.00	9,722.57	86,548.42	71,825.85	2,558.16	7,216.52	(2,669.25)	(2.93)	(2,666.32)	-	100%	INDIA
2	Indian Furniture Products Limited (Refer Note 4)	INR	NA	7,009.95	(6,331.06)	15,839.08	15,160.19	141.35	78.49	(1,137.64)	(3.70)	(1,133.94)	-	72.45%	INDIA
3	Simon India Limited	INR	NA	500.00	6,110.63	7,634.96	1,024.33	5,830.20	92.41	758.17	0.02	758.15	-	100%	INDIA
4	Zuari Management Services Limited	INR	NA	5.00	3,378.84	20,433.13	17,049.29	6,155.64	2,912.67	(191.93)	1.51	(193.44)	-	100%	INDIA
5	Zuari International Limited	INR	NA	1,945.74	14,387.18	80,913.39	64,580.47	36,774.41	6,247.84	(1,893.47)	-	(1,893.47)	-	100%	INDIA
6	Zuari Finserv Limited	INR	NA	2,393.81	957.12	5,055.14	1,704.21	-	1,129.61	39.30	11.13	28.17	-	100%	INDIA
7	Zuari Insurance Brokers Limited	INR	NA	275.00	400.82	724.85	49.03	-	431.50	210.02	52.93	157.09	-	100%	INDIA
8	Zuari Sugar & Power Limited	INR	NA	2,990.00	(13,586.13)	980.13	11,576.26	-	4,791.26	(1,725.69)	7.73	(1,733.42)	-	100%	INDIA
9	Zuari Envien Bioenergy Pvt Ltd	INR	NA	1.00	(1.19)	16.03	16.22	-	-	(1.19)	-	(1.19)	-	100%	INDIA
Foreign Subsidiaries															
10	Zuari Infra Middle East Limited (Subsidiary of Zuari Infraworld India Ltd.) (Refer Note 4)	AED	22.37	0.10	86.57	1,141.32	1,054.65	1.47	99.19	59.27	-	59.27	-	NA	UAE
11	Zuari Infraworld SJM properties LLC (Subsidiary of Zuari Infra Middle East Limited) (Refer Note 4)	AED	22.37	3.00	(67.03)	3,625.39	3,689.41	-	-	(8.61)	-	(8.61)	-	NA	UAE

Note 1 : Figures of Foreign Subsidiaries are reported in AED Lakhs.
Note 2 : Subsidiary which are yet to commence operations- Nil
Note 3 : Subsidiary which have been sold during the year- Nil
Note 4 : Figures are on a standalone basis.

Sd/-	Sd/-	Sd/-	Sd/-
Athar Sahab	**Vijay Vyankatesh Paranjape**	**Nishant Dalal**	**Laxman Aggarwal**
Managing Director	Director	Chief Financial Officer	Company Secretary
DIN: 01824891	DIN: 00237398		Membership No. A19861
Date: 14 August 2023	Date: 14 August 2023	Date: 14 August 2023	Date: 14 August 2023
Place: Gurugram	Place: Delhi	Place: Gurugram	Place: Gurugram

"PART - B"

Statement containing salient features of the financial statement of Joint Ventures & Associates

(Pursuant to provisio to sub-section (3) of section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

(Rs. in lakhs)

	Associate					Joint Venture	
	Zuari Agro Chemicals Limited	Texmaco Rail and Engineering Limited	Texmaco Infrastructure & Holdings Limited	New Eros Tradecom Limited	Mangalore Chemicals & Fertilizers Limited	Zuari IAV Private Limited ('Formerly known as Zuari Indian Oiltanking Private Limited')	Forte Furniture Products India Private Limited
Latest audited Balance Sheet	31st March, 2023	31st March, 2023	31st March, 2023	31st March, 2023	31st March, 2023	31st March, 2023	31st March, 2023
Shares of Associates/Joint Ventures held by the Company on the year end							
No. of Shares	1,34,90,510	6,45,34,914	3,92,91,612	20,49,994	3,06,194	1,00,20,000	3,48,10,046
Amount of Investment in Associates/Joint Ventures	50,723.88	17,153.80	19,616.07	1,871.84	163.00	2,053.49	-
Extend of holding (%)	32.08%	20.05%	30.83%	45.05%	0.26%	50.00%	50.00%
Description of how there is significant influence	Based on the percentage of Holding in the Associate Company	Based on the percentage of Holding in the Associate Company	Based on the percentage of Holding in the Associate Company	Based on the percentage of Holding in the Associate Company	Based on the percentage of Holding in the Associate Company	Based on the percentage of Holding in the Joint Venture Company	Based on the percentage of Holding in the Joint Venture Company
Reason why the Joint venture is not consolidated	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Networth attributable to Shareholding as per latest audited Balance Sheet	50,723.88	26,760.81	19,616.07	1,871.84	207.51	2,053.49	(2,167.99)
Profit/(Loss) for the year [Profit/(Loss) after Tax]	1,21,415.83	2,493.45	(3,043.90)	(868.46)	12,011.83	314.10	(1,773.83)
Considered in Consolidation	1,21,415.83	2,493.45	(3,043.90)	(868.46)	12,011.83	314.10	(1,773.83)
Not Considered in Consolidation	-	-	-	-	-	-	-

Note 1 : Associates or Joint Ventures which are yet to commence operations- Nil

Note 2 : Joint Ventures which have been sold during the year- Nil

*The above figures are on consolidated basis and include the percentage of holding being held by subsidiary companies

Sd/-
Athar Sahab
Managing Director
DIN: 01824891

Date: 14 August 2023
Place: Gurugram

Sd/-
Vijay Vyankatesh Paranjape
Director
DIN: 00237398

Date: 14 August 2023
Place: Delhi

Sd/-
Nishant Dalal
Chief Financial Officer

Date: 14 August 2023
Place: Gurugram

Sd/-
Laxman Aggarwal
Company Secretary
Membership No. A19861

Date: 14 August 2023
Place: Gurugram

Annexure ‘K’ to the Board’s Report

Form No. AOC - 2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

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

1. Details of contracts or arrangements or transactions not at arm’s length basis:

There were no contracts / arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 which were not at arm’s length basis during the year ended 31 March 2023.

2. Details of material contracts or arrangements or transactions at arm’s length basis:

The details of material contracts or arrangements or transactions at arm’s length basis entered into during the year ended 31 March 2023 are as follows:

Name of the Related Party and Nature of Relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value (₹in Lakh)	Date(s) of approval by the Board/ Shareholders, if any	Amount paid as advance, if any
NIL					

There were no material contracts or arrangements or transactions entered into during the year ended 31 March 2023.

However, the Company has entered into transactions with related parties at arm’s length, the details of which are given in the notes to financial statements.

On behalf of the Board of Directors
For **Zuari Industries Limited**
(formerly Zuari Global Limited)

Sd/-
Saroj Kumar Poddar
Chairman
DIN: 00008654

Date: 14 August 2023
Place: Kolkata

Independent Auditor's Report

To
The Members of
ZUARI INDUSTRIES LIMITED (Formerly ZUARI GLOBAL LIMITED)

Report on the Audit of Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Zuari Industries Limited (formerly Zuari Global Limited) ("the Company"), which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

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 prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2023, its profit, total comprehensive income, its cash flows and the changes in equity 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) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

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

S No	Key Audit Matter	Auditor's Response
1	**Income tax provisions**	
	We refer to the Note 22A, 38(i) and 40A of the standalone financial statements of the Company for the year ended 31st March 2023 relating to current tax expense, Income Tax Assets and contingent liabilities. The Company has significant litigations outstanding as at 31st March 2023 which includes income tax and wealth tax. The eventual outcome of these tax proceedings is dependent on the outcome of future events and unexpected adverse outcomes could significantly impact the Company's reported profits and balance sheet position.	Our audit procedures included, but were not limited to, the following: • We obtained an understanding of the management process for identification of tax litigation matters initiated against the Company and assessment of accounting treatment for each such litigation identified under Ind AS 37. • We evaluated the design and tested the operating effectiveness of key controls around above process; • We obtained details of completed tax assessments and demands upto the year ended March 31, 2023 from management. • We obtained an understanding of the nature of litigations pending against the company and discussed the key developments during the year with the management.

S No	Key Audit Matter	Auditor's Response
	The amounts involved are material and the application of accounting principles as given under Ind AS 37, Provisions, Contingent Liabilities and Contingent Assets, in order to determine the amount to be recorded as a liability or to be disclosed as a contingent liability, in each case, is inherently subjective, and needs careful evaluation and judgement to be applied by the management. Key judgement are also made by the management in estimating the amount of liabilities, provisions and/or contingent liabilities related to aforementioned litigations. Considering the degree of judgment, significance of the amounts involved and inherent high estimation uncertainty, this matter has been identified as a key audit matter for the current year audit.	• We assessed the appropriateness of methods used, and the reliability of underlying data for the calculations made for quantifying the amounts involved. Tested the arithmetical accuracy of such calculations; • We tested the disclosures made relating to the provisions and contingent liabilities for their appropriateness.
2	**Impairment assessment of non-current investments in subsidiaries and joint venture** We refer to note 7 and note 38(ii) of the standalone financial statements of the Company for the year ended 31st March 2023 for the carrying value of the non-current investments and loans in subsidiaries and joint venture. The Company has aggregate investment in subsidiaries and Joint ventures of Rs. 24,483.41 lakhs. Impairment assessment of these investments is inherently subjective due to reliance on net worth of investee, valuations of the assets held and cash flow projections of these investee companies. The key assumptions underpinning management's assessment of the valuation model includes, but are not limited to future growth rates, discount rates, estimated future operating and capital expenditure. Due to their materiality, assessment of impairment losses on the carrying value of investment in the subsidiaries and joint ventures has been considered as be a key audit matter.	Our audit procedures included, but were not limited to, the following: • We evaluated design and operating effectiveness of controls implemented for identification of impairment indicators and measurement of impairment provision; • We compared the carrying value of all investments to the net assets of the respective entities, to identify whether the net assets were in excess of their carrying amount; • Wherever the net assets were lower than the recoverable amount, for material amounts: • We evaluated the appropriateness of disclosures in relation to investments in subsidiaries and joint ventures.
3	**Valuation of Inventory** We refer to Note 38(viii) and Note 11 of the financial statements of the Company for the year ended 31st March 2023. At the balance sheet date 31st March 2023, the Company held Rs. 27,847.50 lacs of Inventories. Inventories includes stock of finished goods - Sugar and other product – molasses, both treated as joint products.	Our audit procedures in relation to valuation of inventory included, but were not limited to, the following: • Tested the design and operating effectiveness of the controls for inventory valuation. • Assessed the appropriateness of the principles used in the valuation of Inventory and analysed the reasonableness of significant judgements/ assumptions used by the management in their valuation models along with their consistency based on historical/ industrial data trends such as sugar recovery rates, generation of Molasses, ethanol recovery rates, fixed and planned storage facilities of Molasses and capacity utilisations of the plant.

S No	Key Audit Matter	Auditor's Response
	Manufacturing of Sugar is complex process which leads to generation of certain joint products and by products which are used for generation of other products, sold in the market as well as used as input in the manufacturing of Sugar. The valuation requires use of judgement and assumptions regarding elimination of inter-divisional profits, allocation of costs of production between joint products based on their relative sales value and net realisable value (NRV) of different products which is further dependent upon the market conditions, minimum selling prices, subsequent inventory sale data, current sale prices, notifications/press releases from the government authorities, technical estimates of expected recovery of final products being produced and incremental cost of products manufactured using joint products. These assumptions are subject to inherent uncertainties and are difficult to ascertain since they are likely to be influenced by political and economic factors including uncertainties that may affect the industry on the whole. Owing to the significance of the carrying value of inventories, the complexities discussed above and the fact that any changes in the management's judgement or assumptions is likely to have a significant impact on the ascertainment of carrying values of inventories, we have considered this area as a key audit matter	• Verified net realisable value of bagasse and molasses based on market quotation obtained by the management in case of bagasse, contracts for sale of ethanol and notifications/ press releases from the government authorities. • Reviewed cost sheets prepared by the management for manufacturing of ethanol (used for determination of NRV of molasses) for reasonableness and corroborated the same with projects reports submitted to lenders banks. • Reviewed the process of inventory valuation comprising of identification of NRV of Sugar based on subsequent selling prices of Sugar up to balance sheet date, sale orders in hand as on that date, minimum selling prices introduced by the government and prices prevailing in exchange market, allocation of costs of production between joint products based on relative sales value. • We also assessed the appropriateness of the disclosures included in Note 11 in respect of valuation of inventories.
4	**Recoverability of deferred tax assets**	
	We refer to note 22 and 38(vi) of the financial statements of the Company for the year ended 31st March 2023. At the balance sheet date, deferred tax assets recognized for carried forward tax losses and unabsorbed depreciation amounted to Rs. 9,514.35 lacs. The assessment of meeting the recognition criteria as well as assessment of recoverability of deferred tax assets within the period prescribed under the tax laws involves use of significant assumptions and estimates. Determining forecasts of future results and taxable profits include key assumptions such as future growth rate and market conditions. Any change in these assumptions could have a material impact on the carrying value of deferred tax assets. These assumptions and estimates are judgmental, subjective and depend on the future market and economic conditions, including industry focused trade policies of the government and materialization of the Company's expansion plans. Owing to the significance of the balances and complexities involved as described above, we have considered recoverability of such deferred tax assets recognised on carried forward tax losses and unabsorbed depreciation as a key audit matter.	Our audit procedures in relation to the recognition of deferred tax assets included, but were not limited to, the following; - • Evaluated the design and tested the operating effectiveness of key controls implemented over recognition of deferred tax assets based on the assessment of Company's ability to generate sufficient taxable profits in foreseeable future allowing the utilisation of deferred tax assets within the time prescribed by Income Tax laws. • Evaluated management's assessment of time period available for adjustment of such deferred tax assets as per provisions of the Income Tax Act, 1961 and appropriateness of the accounting treatment with respect to the recognition of deferred tax assets as per requirements of Ind AS 12, Income Taxes. • Re-computed the amount of deferred tax assets as appearing in the financial statements confirming the amounts of carried forward tax losses and unabsorbed depreciation. • Assessed the appropriateness of the disclosures in respect of deferred tax balances.

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 Annual report, 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 during the course of our audit or otherwise appears to be materially misstated.

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

Responsibilities of management and those charged with governance for the standalone financial statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone 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, the 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 the 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 responsibility for the audit of standalone financial statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 financial statements.

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   (c) The balance sheet, the statement of profit and loss including other comprehensive income, the cash flow statement and the statement of changes in equity dealt with by this report are in agreement with the books of account.

   (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.

   (e) On the basis of written representations received from the directors as on 31st March, 2023 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.

   (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A".

   (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 / provided 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, if any, of pending litigations on its financial position in its standalone financial statements – Refer Note No. 40 to 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 at 31st March 2023

      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31st March 2023

      iv. (A) The management has represented to us that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

      (B) The management has also represented to us, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the

Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(C) Based on such audit procedures that we 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) contain any material misstatement.

v. The dividend declared or paid during the year by the company is in compliance with section 123 of The Companies Act 2013.

vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 in respect of use of accounting software for maintaining books of accounts with requisite audit trail facility is applicable to the company w.e.f. April 1, 2023, and accordingly reporting under Rule 11(g) of the Companies (Audit and Accounts) Rules, 2014 is not applicable for the financial year ending 31st March 2023.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure B" a statement on the matters specified in the paragraphs 3(xxi) of the said Order.

For **V. Sankar Aiyar & Co.**
Chartered Accountants
ICAI Firm Regn. No. 109208W

Sd/-
Ajay Gupta.
Partner

Place : Gurugram
Dated : 25th May 2023

Membership No.090104
ICAI UDIN-23090104BGXTMH7854

Annexure "A" to the Independent Auditors' Report of even date to the members of Zuari Industries Limited (Formerly Zuari Global Limited), on the standalone financial statements for the year ended 31st March 2023

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Zuari Industries Limited (Formerly Zuari Global Limited) of even date)

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

We have audited the internal financial controls over financial reporting of the Company as of March 31, 2023 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 (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 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.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2023, 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 issued by the ICAI.

For **V. Sankar Aiyar & Co.**
Chartered Accountants
ICAI Firm Regn. No. 109208W

Sd/-
Ajay Gupta.
Partner

Place : Gurugram
Dated : 25th May 2023

Membership No.090104
ICAI UDIN-23090104BGXTMH7854

Annexure "B" to the Independent Auditors' Report of even date to the members of Zuari Industries Limited (Formerly Zuari Global Limited), on the standalone financial statements for the year ended 31st March 2023

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

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit and the representation obtained from the management, we state that:

i a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation of property, plant and equipment.

(B) The Company is maintaining proper records showing full particulars of intangible assets.

b) Property, plant and equipment have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the property, plant and equipment is reasonable having regard to the size of the Company and the nature of its assets.

c) The title deeds of all 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 are held in the name of the Company except as provided in Note No. 50 of the accompanying standalone financial statements and reproduced below:

S. No	Line item in the balance sheet	Property description	Amount (Lakh)	Date of Holding DD-MM-YYYY	Title deeds held by	Reason
1	Investment property	Survey No 118/1 admeasuring 3675 Sq. Mt, Sancoale, Goa	-	06-03-1996	Zuari Agro Chemicals Limited/ Zuari Industries Limited	Name of the company has changed several times, Mutation in the name of Zuari Industries Limited pending.
2		Survey No 169/1 admeasuring 32150 Sq. Mt., Sancoale, Goa	-	22-11-2005		
3		Survey No 178/1 admeasuring 8953 Sq. Mt., Sancoale, Goa	-	31-03-1971		
4		Survey No 191/1 admeasuring 6250 Sq. Mt., Sancoale, Goa	-	22-04-1999		
5		Survey No 230/1 admeasuring 38725 Sq. Mt., Sancoale, Goa	-	14/10/1991 & 09/12/1996		
6		Survey No 231/1 admeasuring 13350 Sq. Mt., Sancoale, Goa	-	14/10/1991 & 09/12/1996		
7		Survey No 234/1 admeasuring 21675 Sq. Mt, Sancoale, Goa	-	22-04-1999		
8		Survey No 234/2 admeasuring 525 Sq. Mt, Sancoale, Goa	-	22-04-1999		
9		Survey No 234/3 admeasuring 27400 Sq. Mt, Sancoale, Goa	-	22-04-1999		
10		Survey-No 111/1 admeasuring 107489 Sq. Mt., Sancoale, Goa	1.63	31-03-1971		
11		Survey No 189/1 admeasuring 53292 Sq. Mt., Sancoale, Goa	-	31-03-1971		
12		Survey No 190/1 admeasuring 157134 Sq. Mt., Sancoale, Goa	-	31-03-1971		
13		Flat-101,The Beach Village, Sancoale Village, Mormugao Taluka, Goa	41.09	23-03-2011		
14		Office 8, 9, 10, 2nd Floor, Vernekar Plaza, CTS 162/17AI, 162/17A2, 162/17A3, Deshpande Nagar, Hubbli, Karnataka	42.98	10-07-2007		
15		Commercial Office No.1, 4th Floor, The Forum, Plot No. 9, S. No. 63/2B, Parvati Village, Pune, Maharashtra	144.47	23-04-2007		

d) The Company has not revalued its property, plant and equipment (including right of use assets) or intangible assets or both during the year.

(e) There are no proceedings initiated or are pending against the company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

ii a) The inventories have been physically verified by the management at reasonable intervals during the year. In our opinion the coverage and procedure of such verification by the management is appropriate; no discrepancies of 10% or more in the aggregate for each class of inventories were noticed on physical verification.

b) The Company has been sanctioned working capital limits in excess of Rupees five crore in aggregate from banks during the year on the basis of security of current assets of the Company. The quarterly returns / statements filed by the Company with such banks are not in agreement with the books of accounts of the Company. The details of such differences along-with reasons are provided in Note No. 51(g) of the accompanying standalone financial statements and reproduced as below:

Quarter ended	Particulars of Security Provided	Amount as per books	Amount as per quarterly return / statement	Amount of difference	Reason for material discrepancy
June 2022	Hypothecation Charge on entire Current Assets and Charge on pledge of finished, W.I.P goods, Raw Material and additional charge on land ,Building and plant and machinery.	21,793.77	21644.09	149.68	The stock valuation for the purpose of books is done at lower of cost or Net realisable value, whereas for the purpose of stock statement, it is taken as lower of previous month's sales or average selling price of previous 3 months.
September 2022		10,749.73	10,990.04	(240.31)	
December 2022		13,150.68	13144.79	5.89	
March 2023		26,643.29	25,346.73	1296.56	

iii. The Company has made investments, provided guarantees or security and granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year, in respect of which:

(a) The Company has provided loans or stood guarantee or provided security as follows:

Particulars	Loans Given	Guarantees Given	Security Given in connection with a loan
Aggregate amount granted/ provided during the year			
• Subsidiaries	6,426.39	14,178.00	26,373.78
• Joint Ventures	300.00	263.00	-
• Associates	-	-	-
• Others	-	-	-
Balance outstanding as at balance sheet date in respect of above cases			
• Subsidiaries	21,841.83	34,178.00	96,163.42
• Joint Ventures	200.00	2,013.00	-
• Associates	30,000.00	-	-
• Others	-	-	-

(b) During the year, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans, guarantees provided and security given are not prejudicial to the company's interest.

(c) The schedule of repayment of principal and payment of interest of all the loans have been stipulated (also refer iii(e) below). The repayments or receipts are regular.

(d) There are no loans or advances in the nature of loans wherein amounts are overdue for more than 90 days.

(e) Following loans have been renewed or extended or fresh loans granted to settle the overdues of existing loans:-

Name of the parties	Aggregate amount of overdues of existing loans renewed or extended or settled by fresh loans	Percentage* of the aggregate to the total loans or advances in the nature of loans granted during the year
Zuari Agro Chemicals Limited	22,550.00	85.50%

(f) The company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

iv. The Company has complied with the provisions of Section 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, to the extent applicable.

v The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed deposits within the meanings of sections 73 to 76 of the Act and the Rules framed thereunder. Hence, the provisions of clause 3(v) of the Order are not applicable.

vi We have broadly reviewed the books of accounts maintained by the Company, pursuant to rules made by the Central Government for the maintenance of cost records under clause (1) of section 148 of the Companies Act, 2013 and are of the opinion that prima facie, the prescribed accounts and records have been maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate and complete.

vii In respect of statutory dues

a) In our opinion, the Company has been generally regular in depositing undisputed statutory dues including goods and services tax (GST), provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, excise duty and value added tax and other material statutory dues with the appropriate authorities. There were no arrears of undisputed statutory dues as at 31st March, 2023, which were outstanding for a period of more than six months from the date they became payable.

b) Details of disputed statutory dues referred to in sub-clause (a) above which not been deposited as on 31st March, 2023 on account of disputes are given below:

Name of statute	Nature of dues	Amount (INR in lacs)	Amount paid under Protest (INR In lacs)	Period to which the amount relates (FY)	Forum where dispute is Pending
Income Tax Act, 1961	Income tax	40.77	Nil	1994-95	Hon'ble Supreme Court
	Income tax	40.77	Nil	1995-96	Hon'ble Supreme Court
	Income tax	31.02	Nil	1997-98	Hon'ble Supreme Court
	Income tax	346.62	Nil	1999-00	Commissioner of Income Tax (Appeals)
		40.34	Nil		Hon'ble Supreme Court
	Income tax	5,156.14	Nil	2000-01	Hon'ble High Court of Bombay
	Income tax	74.38	Nil	2001-02	Commissioner of Income Tax (Appeals)
	Income tax	256.74	256.74	2006-07	Commissioner of Income Tax (Appeals)
	Income tax	469.24	Nil	2007-08	Hon'ble High Court of Bombay
	Income tax	331.79	Nil	2008-09	Hon'ble High Court of Bombay
	Income tax	436.67	Nil	2009-10	Hon'ble High Court of Bombay
	Income tax	360.00	Nil	2010-11	Hon'ble High Court of Bombay
	Income tax	718.50	718.50	2011-12	Commissioner of Income Tax (Appeals)
	Income tax	79.27	79.27	2012-13	Commissioner of Income Tax (Appeals)
	Income tax	80.00	51.27	2013-14	Commissioner of Income Tax (Appeals)
	Income tax	268.80	356.47	2015-16	Commissioner of Income Tax (Appeals)
	Income tax	328.34	202.51	2016-17	Commissioner of Income Tax (Appeals)
	Income tax	575.36	20.60	2017-18	Commissioner of Income Tax (Appeals)
	Income tax	20.36	-	2017-18	Commissioner of Income Tax (Appeals)

Name of statute	Nature of dues	Amount (INR in lacs)	Amount paid under Protest (INR In lacs)	Period to which the amount relates (FY)	Forum where dispute is Pending
Finance Act, 1994	Disallowance of CENVAT Credit on input services	3.29	0.12	FY 2011-12	Customs Excise and Service Tax Appellate Tribunal, Allahabad
		8.65	4.32	FY 2007-08	Commissioner Appeals, Lucknow
		7.66	3.62	FY 2000-01, 2003-04 & 2005-06	High Court, Lucknow
Wealth Tax Act, 1957	Wealth tax	565.78	283.00	2005-06 to 2009-10	Commissioner of Income Tax (Appeals)

viii The Company has not surrendered or disclosed any transaction, previously not recorded in the books of accounts, in the tax assessments under the Income Tax Act, 1961 as income, during the year.

ix a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

b) The Company is not declared willful defaulter by any bank or financial institution or government or any government authority.

c) Term loans were applied for the purpose for which the loans were obtained.

d) On the overall examination of the standalone financial statements of the Company, no funds raised on short term basis have been used for long term purpose by the Company.

e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint venture.

f) The company has raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies as per details are as follows. Further, the company has not defaulted in repayment of such loans

Nature of the loan taken	Name of Lender	Amount of loan (Rs in lakhs)	Name of the subsidiary, joint venture, associate	Relationship	Details of security pledged	Remarks
Short term loan	Anand Rathi Global Finance Ltd	4000.00	Simon India Ltd	Subsidiary	22,00,000 equity shares of Chambal Fertilizers and Chemicals Ltd	

x (a) The Company has not raised any money by way of initial public offer, further public offer (including debt instruments) during the year. Hence reporting under clause 3(x)(a) of the Order is not applicable.

(b) the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Hence reporting under clause 3(x)(b) of the Order is not applicable.

xi (a) No case of fraud by the Company or on the Company has been noticed or reported during the year under audit.

(b) During the year, no report under section 143(12) of section 143 of the Companies Act has been filed by the auditors in the Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) The Company has not received any whistle blower complaints during the year.

xii The Company is not a Nidhi Company. Hence, reporting under clause 3(xii) of the Order are not applicable.

xiii According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Act wherever applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

xiv a) Independent firm of chartered accountants have been engaged to carry out internal audit during the year. In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

b) We have considered, the internal audit report for the period under audit, issued to the Company during the year and till date.

xv In our opinion, during the year, the Company has not entered into any non-cash transactions with directors or persons connected with him. Hence, reporting under clause 3(xv) of the Order are not applicable.

xvi In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence reporting under clause 3(xvi)(a), (b) and (c) of the Order are not applicable.

(d) There is one Core Investment Company (CIC) as a part of Group which is not required to be registered with Reserve Bank of India. We have not, however, separately evaluated whether the information provided by the management is accurate and complete.

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

xviii There has been no resignation of the statutory auditors during the year. Hence reporting under clause 3 (xviii) of the Order is not applicable.

xix On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is 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 The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there is no unspent amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub section (6) of section 135 of Companies Act. Hence reporting under clause 3 (xx) of the Order is not applicable for the year.

For **V. Sankar Aiyar & Co.**
Chartered Accountants
ICAI Firm Regn. No. 109208W

Sd/-
Ajay Gupta.
Partner

Place : Gurugram
Dated : 25th May 2023

Membership No.090104
ICAI UDIN-23090104BGXTMH7854

Standalone Balance Sheet as at March 31, 2023

(₹ in lakhs)

	Particulars	Note No.	As at 31st March, 2023	As at 31st March, 2022
I	**ASSETS**			
	Non-current assets			
	Property, plant and equipment	3	48,943.39	49,578.79
	Capital work-in-progress	6	92.01	702.50
	Investment properties	4	176.21	179.81
	Other intangible assets	5	1.87	0.27
	Right-of-use assets	36	261.82	362.39
	Financial assets			
	i. Investments	7	204,285.76	298,498.89
	ii. Loans	8	22,041.83	60,177.56
	iii. Other financial assets	9	852.24	825.36
	Other non current assets	10	338.24	230.05
	Non-current tax assets (net)	22A	6,199.04	4,748.42
	Total non-current assets		**283,192.41**	**415,304.04**
	Current assets			
	Inventories	11	50,527.71	64,558.13
	Financial assets			
	i. Investments	7	-	899.96
	ii. Trade receivables	12	7,014.44	2,133.41
	iii. Cash and cash equivalents	13	1,558.74	1,430.08
	iv. Bank balances other than (iii) above	14	2,417.28	110.80
	v. Loans	8	30,004.88	81.55
	vi. Other financial assets	9	4,358.15	4,953.18
	Other current assets	10	1,258.31	1,294.85
	Total current assets		**97,139.51**	**75,461.96**
	Total assets		**380,331.92**	**490,766.00**
II	**EQUITY AND LIABILITIES**			
	Equity			
	Equity share capital	15	2,978.17	2,944.11
	Other equity	16	219,781.43	308,267.32
	Total equity		**222,759.60**	**311,211.43**
	Liabilities			
	Non-current liabilities			
	Financial liabilities			
	i. Borrowings	17	68,751.82	85,494.99
	ii. Lease Liabilties	36	298.34	344.59
	iii Other financial liabilities	19	1,000.60	0.59
	Provisions	21	175.65	161.81
	Deferred tax liabilities (net)	22	3,198.12	9,506.05
	Other non-current liabilities	20	1,414.23	1,857.02
	Total non-current liabilities		**74,838.76**	**97,365.05**
	Current liabilities			
	Financial liabilities			
	i. Borrowings	17	53,381.16	43,376.86
	ii. Lease Liabilties	36	47.49	91.25
	iii. Trade payables			
	(a) total outstanding due to micro enterprise and small enterprise;	18	12.67	24.11
	(b) total outstanding due to creditors other than micro enterprise and small enterprise	18	20,836.64	30,077.37
	iii. Other financial liabilities	19	1,851.28	3,058.81
	Other current liabilities	20	6,247.66	5,157.68
	Provisions	21	356.66	403.44
	Total current liabilities		**82,733.56**	**82,189.52**
	Total equity and liabilities		**380,331.92**	**490,766.00**
	Summary of significant accounting policies	2.1		

The accompanying notes forms an integral part of the financial statements

As per our Attached Report of even date.
For V. Sankar Aiyar & Co.
Chartered Accountants
Firm's Registration No.: 109208W

Sd/-
Ajay Gupta
Partner
Membership No.: 090104

Place: Gurugram
Date : 25 May 2023

For and on behalf of Board of Directors of
Zuari Industries Limited (Formerly Zuari Global Limited)

Sd/-
Athar Shahab
Managing Director
DIN: 01824891

Sd/-
Vijay Vyankatesh Paranjape
Director
DIN: 00237398

Sd/-
Nishant Dalal
Chief Financial Officer

Sd/-
Laxman Aggarwal
Company Secretary
Membership No. A19861

Place: Gurugram
Date : 25 May 2023

Standalone Statement of Profit and Loss for the year ended March 31, 2023

(₹ in lakhs)

	Particulars	Note No.	Year ended 31st March, 2023	Year ended 31st March, 2022
I	**Revenue**			
	Revenue from operations	23	81,195.52	61,042.12
	Other income	24	14,917.08	21,656.41
	Total Income (I)		**96,112.60**	**82,698.53**
II	**EXPENSES**			
	Cost of materials consumed	25	48,981.40	47,469.96
	Purchase of Stock-in-Trade	26	338.52	159.12
	Changes in inventories of finished goods, work-in-progress and Stock in trade	27	14,158.59	(1,400.93)
	Project expenses	28	65.89	1,874.64
	Employee benefits expense	29	4,235.80	3,662.11
	Finance costs	30	15,781.53	19,596.33
	Depreciation and amortization expense	31	2,386.82	2,365.70
	Other expenses	32	7,093.33	7,714.24
	Total expenses (II)		**93,041.88**	**81,441.17**
III	**Profit before tax and exceptional item (I-II)**		**3,070.72**	**1,257.36**
IV	**Exceptional Items**	33	591.64	535.84
V	**Profit before tax (III-IV)**		**2,479.08**	**721.52**
VI	**Tax expense:**	22, 22A		
	Current tax expense/(reversals) (including earlier years)		-	-
	Deferred tax charge/(credit)		642.17	(808.37)
	Total tax expense/(credit)		**642.17**	**(808.37)**
VII	**Profit/(Loss) for the year (V-VI)**		**1,836.91**	**1,529.89**
VIII	**Other comprehensive income**		**(89,405.73)**	**100,981.97**
	Items that will not be reclassified to profit or loss			
	Net gain/ (loss) on equity instruments		(96,384.67)	114,582.49
	Deferred tax effect of above item	22A	6,957.36	(13,702.93)
	Re-measurement gain/(losses) on defined benefit plans		28.84	136.85
	Income tax effect of above item	22A	(7.26)	(34.44)
IX	**Total comprehensive income for the year (VII + VIII)**		**(87,568.82)**	**102,511.86**
X	**Earnings per equity share {nominal value of shares of INR 10 (31 March 2022: INR 10)} :**			
	Basic (INR)	35	6.17	5.14
	Diluted (INR)	35	6.17	5.14

Summary of significant accounting policies 2.1

The accompanying notes forms an integral part of the financial statements

As per our Attached Report of even date.
For V. Sankar Aiyar & Co.
Chartered Accountants
Firm's Registration No.: 109208W

Sd/-
Ajay Gupta
Partner
Membership No.: 090104

Place: Gurugram
Date : 25 May 2023

For and on behalf of Board of Directors of
Zuari Industries Limited (Formerly Zuari Global Limited)

Sd/-
Athar Shahab
Managing Director
DIN: 01824891

Sd/-
Vijay Vyankatesh Paranjape
Director
DIN: 00237398

Sd/-
Nishant Dalal
Chief Financial Officer

Sd/-
Laxman Aggarwal
Company Secretary
Membership No. A19861

Place: Gurugram
Date : 25 May 2023

Standalone Statement of Cash Flows for the year ended 31 March 2023

(₹ in lakhs)

	Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
A	Cash Flow from operating activities		
	Profit/(Loss) before tax	**2,479.08**	**721.52**
	Adjustment for		
	Depreciation and amortisation expense	2,386.82	2,371.00
	Profit on sale of Property, Plant and Equipments ('PPE')/ Investment Property	(629.02)	(3,764.93)
	Finance income (including fair value change in financial instruments)	-	-
	Finance costs (including fair value change in financial instruments)	15,781.53	19,596.33
	Profit on sale of investments in mutual funds	-	(2.80)
	Gain arising on financial assets as at fair value through profit and loss	(63.73)	(60.10)
	Impairment of investment	591.64	535.84
	Interest income	(8,262.52)	(9,805.07)
	Loss / (Gain) on account of foreign exchange rate fluctuation	302.98	348.54
	Fair value losses on derivatives not designated as hedges	(248.98)	(348.94)
	Unspent liabilities, provisions no longer required and unclaimed balances adjusted	(56.14)	-
	Dividend income	(4,566.34)	(5,651.58)
	Amortisation of government grants	(529.50)	(644.62)
	Income from financial guarantee	(42.55)	(99.86)
	Operating profit before working capital changes	**7,143.27**	**3,195.33**
	Movements in working capital:		
	Movement in trade payables and other liabilities	(9,164.16)	(1,805.54)
	Movement in provisions	(4.11)	5.54
	Movement in trade receivables	(4,881.04)	2,490.99
	Movement in Inventories	14,030.40	(1,259.97)
	Movement in loans and advances	(372.99)	2,595.60
	Movement in other current assets	(84.24)	708.27
	Cash flow from operations	**6,667.13**	**5,930.22**
	Income tax (paid)/ refunds (net)	(1,450.62)	(1,776.00)
	Net cash flow from operating activities (A)	**5,216.51**	**4,154.22**
B	Cash Flow from Investing Activities:		
	Purchase of PPE including intangible assets	(1,155.29)	(1,705.22)
	Proceeds from sale of fixed assets	2,468.31	519.70
	Purchase of non-current investments	(2,683.05)	(1,594.64)
	Sale of non-current investments	-	1,122.31
	Purchase of cancellable NCRPS from subsidiaries	-	(8,512.71)
	(Purchase)/Sale of current investments (net)	899.96	855.98
	Fixed deposit investments (net of maturities)	(2,326.10)	4,883.37

Standalone Statement of Cash Flows for the year ended 31 March 2023

(₹ in lakhs)

	Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
	Dividends received on investments	4,566.34	5,655.62
	Loans given /received back	8,217.28	12,978.80
	Interest received	9,131.95	12,833.18
	Net cash flow used in investing activities (B)	**19,119.40**	**27,036.39**
C	**Net Cash Flow From Financing Activities:**		
	Repayment of borrowings (non-current)	(19,459.43)	(57,168.20)
	Proceeds from borrowings (non-current) (net of processing charges)	7,883.70	36,953.55
	Repayment of borrowings (current)	(929.92)	(38,090.45)
	Proceeds from borrowings (current) (net of processing charges)	1,588.20	47,460.15
	Payment of lease liabilities	(137.00)	(114.98)
	Dividend paid on equity shares	(297.81)	(883.22)
	Finance costs paid	(12,854.99)	(18,621.06)
	Net cash flow from financing activities (C)	**(24,207.25)**	**(30,464.21)**
D	**Net (Decrease)/ Increase in cash and cash equivalents (A + B + C)**	128.66	726.40
	Cash and cash equivalents (Opening)	1,430.08	703.68
	Cash and cash equivalents (Closing)	**1,558.74**	**1,430.08**
	CASH AND CASH EQUIVALENTS	**As at 31st March, 2023**	**As at 31st March, 2022**
	Cash on hand	4.70	3.98
	Balance with banks on current accounts	1,554.04	1,426.10
	Total cash and cash equivalents	**1,558.74**	**1,430.08**

Notes: 1. The cash flow statement has been prepared under Indirect Method as per Indian Accounting Standard-7.

2. Movement relating to financing activities has been disclosed in note 17.8

The accompanying notes forms an integral part of the financial statements

As per our Attached Report of even date.
For V. Sankar Aiyar & Co.
Chartered Accountants
Firm's Registration No.: 109208W

Sd/-
Ajay Gupta
Partner
Membership No.: 090104

Place: Gurugram
Date : 25 May 2023

For and on behalf of Board of Directors of
Zuari Industries Limited (Formerly Zuari Global Limited)

Sd/-
Athar Shahab
Managing Director
DIN: 01824891

Sd/-
Vijay Vyankatesh Paranjape
Director
DIN: 00237398

Sd/-
Nishant Dalal
Chief Financial Officer

Sd/-
Laxman Aggarwal
Company Secretary
Membership No. A19861

Place: Gurugram
Date : 25 May 2023

Standalone Statement of Changes in Equity for the year ended 31 March 2023

(a) Equity share capital

Particulars	Number of shares	INR in lakhs
Equity shares of INR 10 each issued, subscribed and fully paid		
As at 31 March 2021	29,440,604	2,944.06
Issue of share capital	-	-
As at 31 March 2022	29,440,604	2,944.06
Issue of share capital	340,580	34.06
As at 31 March 2023	29,781,184	2,978.12

(b) Other equity

Particulars	Share Application Money Pending Allotment	Deemed Equity	Reserves and Surplus						Items of OCI	Total
			Capital Redemption Reserve	Capital Reserve on Merger (Refer Note 47)	Share Premium	General reserve	Retained Earnings	Molasses and Alcohol Storage and Maintenance Reserve	FVTOCI Reserve	
As at 1 April 2021	54.71	83.70	10.00	12,718.52	1,345.74	3,700.00	55,002.08	142.47	142,320.41	215,377.63
Profit for the year	-	-	-	-	-	-	1,529.89	-	-	1,529.89
Other comprehensive income	-	-	-	-	-	-	102.41	-	100,879.56	100,981.97
Total comprehensive income	**54.71**	**83.70**	**10.00**	**12,718.52**	**1,345.74**	**3,700.00**	**56,634.38**	**142.47**	**243,199.97**	**317,889.49**
Transfer to Molasses Reserve	-	-	-	-	-	-	(17.98)	17.98	-	-
Reclasification from OCI to Retained Earnings on sale of Investment	-	-	-	-	-	-	854.90	-	(854.90)	-
Arisen pursuant to scheme of amalgamation (Refer Note 47)		31.92		(8,770.87)	-	-	-	-	-	(8,738.95)
Dividends paid (refer note 34)	-	-	-	-	-	-	(883.22)	-	-	(883.22)
As at 31 March 2022	**54.71**	**115.62**	**10.00**	**3,947.65**	**1,345.74**	**3,700.00**	**56,588.08**	**160.45**	**242,345.07**	**308,267.32**
Profit for the year	-	-	-	-	-	-	1,836.91	-	-	1,836.91
Other comprehensive income	-	-	-	-	-	-	21.58	-	(89,427.31)	(89,405.73)
Total comprehensive income	**54.71**	**115.62**	**10.00**	**3,947.65**	**1,345.74**	**3,700.00**	**58,446.57**	**160.45**	**152,917.76**	**220,698.50**
Transfer to Molasses Reserve	-	-	-	-	-	-	(13.06)	13.06	-	-
Arisen pursuant to scheme of amalgamation (Refer Note 47)	(54.71)	-	-	(564.55)	-	-	-	-	-	(619.26)
Dividends paid (refer note 34)	-	-	-	-	-	-	(297.81)	-	-	(297.81)
As at 31 March 2023	-	115.62	10.00	3,383.10	1,345.74	3,700.00	58,135.70	173.51	152,917.76	219,781.43

The accompanying notes forms an integral part of the financial statements

As per our Attached Report of even date.
For V. Sankar Aiyar & Co.
Chartered Accountants

Firm's Registration No.: 109208W

Sd/-
Ajay Gupta
Partner
Membership No.: 090104

Place: Gurugram
Date : 25 May 2023

For and on behalf of Board of Directors of
Zuari Industries Limited (Formerly Zuari Global Limited)

Sd/-
Athar Shahab
Managing Director
DIN: 01824891

Sd/-
Vijay Vyankatesh Paranjape
Director
DIN: 00237398

Sd/-
Nishant Dalal
Chief Financial Officer

Sd/-
Laxman Aggarwal
Company Secretary
Membership No. A19861

Place: Gurugram
Date : 25 May 2023

Summary of standalone significant accounting policies and other explanatory information

for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

1. Corporate information

The standalone financial statements of Zuari Industries Limited (formerly known as Zuari Global Limited) ('the Company' or 'ZIL') are for the year ended 31 March 2023. Zuari Industries Limited (formerly known as Zuari Global Limited) ("the Company") is a Public Company domiciled in India. Its shares are listed on two recognized stock exchanges in India viz National Stock Exchange and Bombay Stock Exchange. The registered office of the Company is located at Jai Kisaan Bhawan, Zuari Nagar, Goa 403726, India.

The Company's primary business activity includes acquisition and development of land and extraction of sugar from sugar cane and its sale along with its other products. The Company is also engaged in generation and export of power by utilizing by product – bagasse and manufacture and sale of ethanol utilizing molasses. The Company has acquired land with the objective of developing the land. The Company also advances loans to its group companies for carrying out businesses in various verticals such as agriculture, heavy engineering, lifestyle and its ancillary business.

The standalone financial statements were approved for issue in accordance with a resolution of the directors dated 25 May 2023.

2. Basis of preparation

The separate financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act. The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under Section 133 of the Companies Act, 2013 ("the Act").

The financial statements have been prepared on a historical cost basis, except for the assets and liabilities which have been measured at fair value, as applicable.

The financial statements of the Company are presented in Indian Rupees (INR), which is also its functional currency and all amounts disclosed in the financial statements and notes have been rounded off to the nearest lacs as per the requirement of Schedule III to the Act, unless otherwise stated.

2.1 Summary of significant accounting policies

a. Basis of classification of current and non-current

Assets and Liabilities in the balance sheet have been classified as either current or non-current based upon the requirements of Schedule III notified under the Companies Act, 2013.

An asset has been classified as current if (a) it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle; or (b) it is held primarily for the purpose of being traded; or (c) it is expected to be realized within twelve months after the reporting date; or (d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date. All other assets have been classified as non-current.

A liability has been classified as current when (a) it is expected to be settled in the Company's normal operating cycle; or (b) it is held primarily for the purpose of being traded; or (c) it is due to be settled within twelve months after the reporting date; or (d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. All other liabilities have been classified as non-current.

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

An operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents.

b. Property, plant and equipment ('PPE')

PPE and capital work-in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met.

Cost comprises the purchase price and any directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. The cost of an item of PPE shall be recognised as an asset if, and only if:

a) it is probable that future economic benefits associated with the item will flow to the entity; and

b) the cost of the item can be measured reliably.

Subsequent expenditure related to an item of PPE is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the Statement of Profit and Loss for the year during which such expenses are incurred.

Depreciation on property, plant and equipment

Depreciation on property, plant and equipment is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management. The Company has used the following rates to provide depreciation on its property, plant and equipment.

Name of the asset	Useful live considered
Buildings	30 to 60 years
Porta cabins (Classified under building)	5 years
Plant and Machinery	05 to 25 years
Furniture and fixtures	10 years
Office equipment	3 to 6 years
Vehicles	8 years

The Company based on technical assessment made by technical experts and management estimate, depreciates certain items of building, plant and equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

c. Capital work-in-progress

Capital work-in-progress represents expenditure incurred in respect of capital projects and are carried at cost. Cost comprises of purchase cost, related acquisition expenses, development / construction costs, borrowing costs and other direct expenditure.

d. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and impairment losses, if any.

Recognition:

The costs of intangible asset are recognized as an asset if, and only if:

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

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment, whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at each financial year end and adjusted prospectively, if appropriate treating them as changes in accounting estimates. The maintenance expenses on intangible assets with finite lives is recognised in the statement of profit and loss, unless such expenditure forms part of carrying value of an asset and satisfies recognition criteria.

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

Intangibles representing computer software are amortized using the straight line method over their estimated useful lives of three years.

e. Government grants

Government grants are recognized at their fair value where there is reasonable assurance that the grant will be received and all attached conditions are complied with.

When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

When the grant relates to an asset, it is recognized as income over the expected useful life of the related asset.

When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favorable interest is regarded as a government grant. The loan or assistance is initially

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recognized and measured at fair value (based upon the level of inputs available) and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

f. Leases

The Company assesses at contract inception whether a contract is, or contains, a lease i.e., if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company's lease asset primarily consists of leases for building. The Company, at the inception of a contract, assesses whether the contract is a lease or not 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 time in exchange for a consideration. The Company recognises a right-of-use asset and a lease liability at the lease commencement date.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized and initial direct costs incurred. Right-of-use assets are depreciated on a straight-line basis over the lease term.

At the commencement date of lease, the Company recognises 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 uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature.

g. Impairment of long-lived assets

The long-lived assets of the Company consist of property, plant & equipment, investment properties, other intangible assets and investments (in subsidiaries and joint ventures) measured at cost in accordance with Ind AS 27- Separate Financial Statements. At the end of each reporting period, the Company reviews the carrying amounts of its long-lived assets of a "Cash Generating Unit" (CGU) to determine whether there is any indication that those assets have suffered an impairment loss. Individual assets are grouped for impairment assessment purposes at the lowest level at which there are identifiable cash flows that are largely independent of the cash flows of other groups of assets. 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). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. 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 for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount. The increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in the statement of profit and loss.

h. Borrowing costs

General and specific borrowing costs directly attributed to the acquisition, construction or production of a qualifying asset are capitalized up to the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

All other borrowing costs are expensed in the period in which they occur or accrue. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Transaction cost in respect of long term borrowing are amortised over the tenure of respective loans using Effective Interest Rate (EIR) method.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

i. Foreign currency translation

Initial recognition

Transactions in foreign currencies are recorded in the functional currency, by applying to the foreign currency amount the spot rate between the functional currency and the foreign currency at the date the transaction first qualifies for recognition.

Exchange differences

Exchange differences arising on the settlement of monetary items or on reporting Company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise

j. Investments

Investment in subsidiaries and joint ventures are accounted for at cost less impairment loss, if any in standalone financial statements. Investment in associates is accounted for at fair value through OCI.

Quoted investments of the Company are accounted for at fair value through OCI at the reporting date.

k. Inventories

The cost of inventories shall comprise all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Inventories are valued at the lower of Cost and Net Realizable Value.

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

Raw materials, stores and spares are valued at lower of cost and net realizable value. However, these items are considered to be realizable at cost if the finished products, in which they will be used, are expected to be sold at or above cost.

Goods under process and finished goods are valued at lower of cost and net realizable value.

Finished goods and goods under process include cost of conversion and other costs incurred in bringing the inventories to their present location and condition based on normal operating capacity. Cost of inventories is computed on a weighted average basis.

Joint products, whose cost is not identifiable, are valued by allocating the cost between the products on the relative sales value of each product at the completion of the production, considering it as a rational and consistent basis.

By products and saleable scraps, whose cost is not identifiable, are valued by management at estimated net realizable value.

Cost for Construction work-in-progress of real estate projects includes the cost of land (including development rights and land under agreements to purchase), internal development costs, external development charges, construction costs, overheads, borrowing cost, development/ construction materials.

l. Provisions, contingent liabilities and contingent assets

Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not

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recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Provisions

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

Contingent Assets

Contingent assets are not recognised but disclosed in the financial statements, where economic inflow is probable.

m. Revenue recognition

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties, if any. The Company recognizes revenue when it transfers control over a product or service to a customer.

To determine whether to recognize revenue, the Company follows a 5-step process:

Step 1 - Identify the Contract with Customer

Under Ind AS 115, the Company evaluates whether a valid contract is satisfying all the following conditions:

- All parties have approved the agreement (may be oral or written)
- All parties are committed to approve their obligations.
- Each party's rights are identifiable.
- The contract has commercial substance.
- Collectability is probable.

Step 2 - Identifying the performance obligations.

A performance obligation is a promise in a contract to transfer a distinct good or service (or a bundle of goods and services) to the customer and is the unit of account in Ind AS 115.The Company evaluates the separability of the promised goods or services based on whether they are 'distinct'. A promised good or service is 'distinct' if both:

- the customer benefits from the item either on its own or together with other readily available resources, and
- it is 'separately identifiable' (i.e. the Company does not provide a significant service integrating, modifying or customizing it).

Step 3 - Determining the transaction price

Under Ind AS 115, the Company considers the terms of the contract and its customary business practices to determine the transaction price. The transaction price excludes amounts collected on behalf of third parties. The consideration promised include fixed amounts, variable amounts, or both.

Where the Company has a right to consideration from a customer in an amount that corresponds directly with the value to the customer of the performance completed to date (for example, charges per case/ pallet), the Company recognizes revenue in the amount to which it has a right to invoice.

Step 4 - Allocating the transaction price to the performance obligations

The transaction price is allocated to the separately identifiable performance obligations on the basis of their standalone selling price. For services that are not provided separately, the standalone selling price is estimated using adjusted market assessment approach.

Step 5 - Recognizing revenue when/as performance obligation(s) are satisfied.

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made.

Revenue is recognized either at a point in time or over time, when (or as) the Company satisfies performance obligations by transferring the promised goods or services to its customers.

A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue, as, or when, the performance obligation is satisfied. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the company as part of the contract.

The company recognizes revenue from the following major sources:

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Revenue from sale of constructed properties

Revenue from sale of flats and villas is measured based on the consideration specified in a contract with a customer. The Company recognizes revenue when it transfers control over flats and villas to a customer which is done after completion of the project, i.e. revenue is recognised based on completed contract method.

In obtaining these contracts, the Company incurs number of incremental costs, such as commissions paid to sales staff, agents etc. The Company recognizes such expenses as an asset (prepaid expense). These are recognised in the statement of profit and loss when revenue corresponding to such cost has been recognised.

Revenue from Sugar segment:

For transfer of goods, the Company recognizes revenue when the customers obtain the control of goods. This usually happens when the customer gains right to direct the use of and obtains substantially all benefits from the goods. For the goods sold, the Company receives amount majorly in advance from the customers and therefore there is no significant financing components involved. For certain sales, where the Company also provide transportation services, the Company considers the same as a separate performance obligation believing that the Company is acting as an agent for transfer of goods and therefore reduces the related costs for transportation and other charges from transaction price.

Revenue from Power segment:

Revenue is recognized, when power units are transferred to the customer.

Revenue from Ethanol segment:

Revenue is recognized when the customers obtain the control of goods. This usually happens when the ethanol is supplied at Oil marketing companies ('OMC') location.

Interest income

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend income

Dividend is recognized when the Company's' right to receive payment is established.

Renewable energy certificates income

Income from Renewable Energy Certificates (RECs) is recognized at latest trade price on the basis of prevailing market price as confirmed by trade exchange regulated by Central Electricity Regulatory Commission ('CERC').

Power banked units

Income from power banked units is recognized when the right to set off power banked units is established against the power to be purchased by the Company

Other

Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

n. Taxes on income

Tax expense recognized in Statement of Profit and Loss comprises the sum of deferred tax and current tax except the ones recognized in other comprehensive income or directly in equity.

Current tax is determined as the tax payable in respect of taxable income for the year and is computed in accordance with relevant tax regulations. Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity).

Deferred tax is recognized in respect of temporary differences between carrying amount of assets and liabilities for financial reporting purposes and corresponding amount used for taxation purposes. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carry forward of unused tax credits and unused tax losses can be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognized outside Statement of Profit and Loss is recognized outside Statement of Profit or Loss (either in other comprehensive income or in equity). The Company offsets deferred tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and

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current tax liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same tax authority.

o. Retirement and other employee benefits

Provident fund

The Provident fund Contribution is made to an approved trust administered by the trustees. The Company is liable for shortfall, if any, in the fund assets based on the government specified minimum rates of return and the same is recoginsed as an expense in the Statement of Profit and Loss.

Gratuity

The Company operates a defined benefit plan for its employees viz. gratuity liability. The cost of providing benefit under this plan is determined on the basis of actuarial valuation at each year end using the projected unit credit method. The Company has taken an insurance policy under the Group Gratuity Scheme with the Life Insurance Corporation of India (LIC) to cover the gratuity liability of the employees. The difference between the actuarial valuation of the gratuity of employees at the year-end and the balance of funds with LIC is provided for as liability in the books. Re-measurement, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods

Leave encashment

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months as long term employee benefit for measurement purpose. Such long term compensated absences are provided for based on actuarial valuation using the projected unit credit method at the year end. Re-measurement gains/losses are immediately taken to the statement of profit and loss and are not deferred.

Superannuation and contributory pension fund

Retirement benefit in the form of Superannuation Fund, National pension Scheme and Contributory Pension Fund are defined contribution scheme. The Company has no obligation, other than the contribution payable to the Superannuation Fund and Contributory Pension Fund to Life Insurance Corporation of India (LIC) against the insurance policy taken with them. The Company recognizes contribution payable to the Superannuation Fund and Contributory Pension Fund scheme as expenditure, when an employee renders the related service.

Ex-gratia or other amount disbursed on account of selective employees separation scheme or otherwise are charged to Statement of Profit and Loss as and when incurred/determined.

p. Financial instruments

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

Financial assets

Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. However, trade receivable that do not contain a significant financing component are measured at transaction price.

Subsequent measurement

Financial Assets other than Equity Instruments

Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. The EIR amortization is included in finance income in the profit or loss.

Financial assets at Fair value through other comprehensive income (FVOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on principal outstanding. They are subsequently measured at each reporting date at fair value, with all fair value movements recognised in Other Comprehensive Income (OCI). On derecognition of the asset, cumulative gain or loss previously recognised in Other Comprehensive Income is reclassified from the OCI to Statement of Profit and Loss.

Financial asset at Fair value through profit or loss (FVTPL):

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit and loss.

Equity investments (other than Investment in Subsidiaries, Joint Ventures and Associates)

All equity investments in scope of Ind AS 109 are measured at fair value. Equity Investments, which are held for trading are classified as Fair value through Profit and Loss with all changes recognized in the P&L. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument by - instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

De-recognition

A financial asset is primarily de-recognised 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 the transfer qualifies for derecognition under Ind AS 109.

Impairment of financial assets

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance.

The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables that do not contain a significant financing component.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

Financial liabilities

Initial recognition and measurement

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

Subsequent measurement

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the 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 an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Non-Convertible Redeemable Preference Shares (NCRPS)

At the issue date or receipt of money, whichever is earlier, the fair value of the liability component of

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NCRPS is estimated using the market interest rate for similar non-convertible instrument. This amount is recorded as a liability at amortized cost using the effective interest method until extinguished upon at the instrument's redemption date. The equity component is determined as the difference of the amount of the liability component from the fair value of the instrument issued to equity shareholders of the Company.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Financial Liabilities through PL

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

De-recognition

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

Offsetting of financial instruments

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

q. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand, cheques on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

r. Dividend to equity holders

The Company recognizes a liability to make dividend distributions to equity holders of the Company when the distribution is authorized and the distribution is no longer at the discretion of the Company. A corresponding amount is recognized directly in equity.

s. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

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

t. Investment property

The Company has certain investments in Land & Buildings which are classified as Investment Property as per the requirement of Ind AS 40. The same is held generally to earn rental income or for capital appreciation or both. The Investment Property has been recognised at cost less accumulated depreciation and impairment, if any. The same has been disclosed separately in the financial statements alongwith requisite disclosure about fair valuation of such Investment Property at year end.

Investment properties are derecognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in profit or loss in the period of derecognition.

u. Fair value measurement of financial instruments

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

The Company's management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operation.

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets, and significant liabilities, such as contingent consideration, if any.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

v. Segment reporting

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

w. Assets held for sale

Non-current assets are classified as held for sale if their carrying value will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell.

Such assets are not depreciated or amortized while they are classified as held for sale. Such assets classified as held for sale are presented separately from the other assets in the balance sheet.

x. Exceptional items

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements

y. Recent accounting pronouncements

On March 31, 2023, the Ministry of Corporate Affairs (MCA) has notified Companies (Indian Accounting Standards) Amendment Rules, 2023. This notification has resulted into amendments in the following existing accounting standards which are applicable to the company from April 1, 2023.

i. Ind AS 1 – Presentation of Financial Statements

ii. Ind AS 8 – Accounting policies, Changes in Accounting Estimates and Errors

iii. Ind AS 12 – Income Taxes

Application of the above standards are not expected to have any significant impact on the company's financial statements.

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3. Property, plant and equipment ('PPE')

Particulars	Buildings	Freehold land	Plant and equipment	Furniture and fixtures	Office equipment	Vehicles	Total
Gross block							
As at 1 April 2021	**11,808.71**	**507.91**	**47,875.99**	**104.36**	**212.38**	**132.47**	**60,641.82**
Additions	265.89	-	257.38	3.94	18.59	36.99	582.79
Disposals	-	-	26.50	-	3.46	7.75	37.71
As at 31 March 2022	**12,074.60**	**507.91**	**48,106.87**	**108.30**	**227.51**	**161.71**	**61,186.90**
Additions	54.82	0.31	1,556.47	1.09	34.39	-	1,647.08
Disposals	-	-	17.60	-	0.34	1.80	19.74
As at 31 March 2023	**12,129.42**	**508.22**	**49,645.74**	**109.39**	**261.56**	**159.91**	**62,814.24**
Accumulated depreciation							
As at 1 April 2021	**1,764.79**	**-**	**7,276.96**	**76.79**	**188.69**	**89.71**	**9,396.94**
Depreciation charge during the year	427.15	-	1,750.78	9.68	29.29	17.91	2,234.81
Disposals	-	-	13.58	-	2.77	7.29	23.64
As at 31 March 2022	**2,191.94**	**-**	**9,014.16**	**86.47**	**215.21**	**100.33**	**11,608.11**
Depreciation charge during the year	413.05	-	1,837.43	4.22	16.09	11.56	2,282.35
Disposals	-	-	17.60	-	0.30	1.71	19.61
As at 31 March 2023	**2,604.99**	**-**	**10,833.99**	**90.69**	**231.00**	**110.18**	**13,870.85**
Net block							
As at 31 March 2023	**9,524.43**	**508.22**	**38,811.75**	**18.70**	**30.56**	**49.73**	**48,943.39**
As at 31 March 2022	**9,882.66**	**507.91**	**39,092.71**	**21.83**	**12.30**	**61.38**	**49,578.79**

Notes:

Refer note 41 for disclosure of contractual commitments for the acquisition of property, plant and equipment

Property, plant and equipment have been pledged as security, for details refer note 17

4. Investment property

Gross block	
Opening balance at 1 April 2021	**209.82**
Additions	-
Deletion	-
Closing balance at 31 March 2022	**209.82**
Additions	-
Deletion	-
Closing balance at 31 March 2023	**209.82**
Accumulated depreciation	
Opening balance at 1 April 2021	**25.74**
Depreciation charge during the year	4.27
Deletion	-
Closing balance at 31 March 2022	**30.01**
Depreciation charge during the year	3.60
Deletion	-
Closing balance at 31 March 2023	**33.61**
Net block	
As at 31 March 2023	**176.21**
As at 31 March 2022	**179.81**

Summary of standalone significant accounting policies and other explanatory information

for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

(i) Amount recognised in Statement of Profit and Loss for investment properties

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Rental income derived from investment properties	270.26	287.64
Profit on sale of investment property	625.94	1,532.70
Direct operating expenses (including repairs and maintenance) generating rental income	-	-
Direct operating expenses (including repairs and maintenance) that did not generate rental income	-	-
Profit arising from investment properties before depreciation and indirect expenses	**896.20**	**1,820.34**
Less: Depreciation	3.60	4.27
Profit arising from investment properties	**892.60**	**1,816.07**

(ii) Leasing arrangements

The Company's investment property include land and building owned by the Company which have been let out to other group companies and outside party for business purpose and also to an educational institution or lying vacant (and not classifed to inventories). All lease arrangements are cancellable operating lease agreements.

(iii) Fair value

Particulars	As at 31st March, 2023	As at 31st March, 2022
Investment properties	29,403.88	29,686.88

Fair value hierarchy and valuation technique

The Company obtains independent valuations for its investment properties annually. The best evidence of fair value is current prices in an active market for similar properties. Where such information is not available, the Company considers information from a variety of sources.

These valuations are based on valuations performed by S V Kushte, a registered valuer. He is a specialist in valuing these types of investment properties

The Company has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

iv. Reconciliation of fair value:

Opening balance as on 1 April 2021	**30,208.91**
Fair value differences	170.97
Purchase	-
Disposals	(693.00)
Closing balance as on 31 Mar 2022	**29,686.88**
Fair value differences	-
Purchase	-
Disposals	(283.00)
Closing balance as on 31 Mar 2023	**29,403.88**

Summary of standalone significant accounting policies and other explanatory information

for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

5. Other intangible assets

Softwares	
Gross block	
As at 1 April 2021	**48.02**
Additions	-
Disposals/adjustments	-
As at 31 March 2022	**48.02**
Additions	1.90
Disposals/adjustments	-
As at 31 March 2023	**49.92**
Accumulated amortisation	
As at 1 April 2021	**38.53**
Additions	9.22
Disposals/adjustments	-
Balance as at 31 March 2022	**47.75**
Amortisation charge for the year	0.30
Disposals/adjustments for the year	-
Balance as at 31 March 2023	**48.05**
Net block	
As at 31 March 2023	**1.87**
As at 31 March 2022	**0.27**

Note: There are no Intangible Assets under Development

6. Capital work-in-progress

Particulars	As at 31st March, 2023	As at 31st March, 2022
Capital work-in-progress	92.01	702.50
Total	**92.01**	**702.50**
i) Movements in Capital work-in-progress		
Capital work-in-progress as at beginning of year	702.50	220.81
Add: Additions during the year	1,011.71	1,004.96
Less: Capitalisation during the year	(1,622.20)	(523.27)
Capital work-in-progress as at end of year	**92.01**	**702.50**
ii) Preoperative expenses (pending allocation) included in Capital work-in-progress above		
Consultancy and professional charges (refer note 32 for further details)	**-**	**25.08**

CWIP Ageing Schedule as at 31 March 2023

Particulars of Asset	Past Ageing (Outstanding Since)				
	Less than 1 year	1 - 2 Years	2 - 3 Years	More than 3 yrs	Total
Project in progress	92.01			-	92.01
Total	**92.01**	**-**	**-**	**-**	**92.01**

Summary of standalone significant accounting policies and other explanatory information

for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

CWIP Ageing Schedule as at 31 March 2022

Particulars of Asset	Past Ageing (Outstanding Since)				
	Less than 1 year	1 - 2 Years	2 - 3 Years	More than 3 yrs	Total
Project in progress	634.90	52.94	14.66	-	702.50
Total	**634.90**	**52.94**	**14.66**	**-**	**702.50**

There are no material projects wherein the cost has exceeded budget or the time for completion has exceeded estimate.

7. Investments

Financial assets	Non Current		Current	
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
I) Investment in Government Securities carried at cost				
Unquoted Securities				
5 Years National Saving Certificates	2.00	1.50	-	-
II) Investment in equity instruments carried at cost				
Unquoted equity instruments				
Investment in subsidiaries				
5,000,000 (31 March 2022: 5,000,000) equity shares of INR 10 each fully paid up of Simon India Limited	350.01	350.01	-	-
50,000 (31 March 2022: 50,000) equity shares of INR 10 each fully paid up of Zuari Management Services Limited	5.00	5.00	-	-
50,000,000 (31 March 2022: 46,550,000) equity shares of INR 10 each fully paid up of Zuari Infraworld India Limited	7,483.82	5,482.82	-	-
19,457,364 (31 March 2022: 19,457,364) equity shares of INR 10 each fully paid up of Zuari Investments Limited	3,258.99	3,258.99	-	-
29,900,000 (31 March 2022: 29,900,000) equity shares of INR 10 each fully paid up of Zuari Sugar and Power Limited	3,139.00	3,139.00	-	-
2,39,38,082 (31 March, 2022 : 2,35,21,082) equity shares of INR 10 each fully paid up of Zuari Finserv Limited	2,824.90	2,724.82	-	-
27,50,000 (31 March, 2022 : 27,50,000) equity shares of INR 10 each fully paid up of Zuari Insurance Brokers Limited	789.25	789.25	-	-
10,000 (31 March, 2022 : Nil) equity shares of INR 10 each fully paid up of Zuari Envien Bio Energy Private Limited	1.00	-		

Summary of standalone significant accounting policies and other explanatory information

for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

Financial assets	Non Current		Current	
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
50,785,794 (31 March 2022: 50,785,794) equity shares of INR 10 each fully paid up of Indian Furniture Products Limited ('IFPL')	5,103.34	5,103.34	-	-
Less: Impairment in value of investments in IFPL (refer note 33)	(5,103.34)	(5,087.93)	-	-
Equity portion of redeemable convertible non cumulative preference shares: Investment in subsidiary:				
Indian Furniture Products Limited	771.69	771.69	-	-
Less: Impairment in value of investments in IFPL (refer note 33)	(576.23)	-	-	-
Investment in equity instruments - Joint Venture				
Unquoted				
10,020,000 (31 March 2022: 10,020,000) equity shares of INR 10 each fully paid up of Zuari Indian Oil tanking Private Limited	1,002.00	1,002.00	-	-
3,41,87,014 (31 March 2022: 2,99,17,753) equity shares of INR 10 each fully paid up of Forte Furniture Products Private Limited	4,445.66	3,865.04	-	-
Equity portion of corporate guarantees given				
Simon India Limited	199.94	199.94	-	-
Indian Furniture Products Limited	172.53	172.53	-	-
Zuari Infraworld India Limited	58.00	42.05	-	-
Zuari Sugar and Power Limited	7.72	7.72	-	-
Sub total (ii)	**23,935.28**	**21,827.77**	**-**	**-**
III) Investment in Equity Instruments carried at fair value through OCI				
Investment in equity instruments - associate				
Quoted				
8,411,601 (31 March 2022: 8,411,601) equity shares of INR 10 each fully paid up of Zuari Agro Chemicals Limited	10,194.86	11,267.34	-	-
306,194 (31 March 2022: 306,194) equity shares of INR 10 each fully paid up of Mangalore Chemicals and fertilizers limited.	299.76	264.86	-	-
26,480,712 (31 March 2022: 26,480,712) equity shares of INR 1 each fully paid up of Texmaco Infrastructure and Holdings limited	13,054.99	15,160.21	-	-

Summary of standalone significant accounting policies and other explanatory information

for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

Financial assets	Non Current		Current	
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
7,65,988 (31 March 2022: 7,65,988) equity shares of INR 1 each fully paid up of Texmaco Rail and Engineering Limited	325.16	319.42	-	-

Financial assets	Non Current		Current	
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
Investment in equity instruments - others				
Unquoted				
100,000 (31 March 2022: 1,00,000) equity shares of INR 10 each fully paid up of Biotech Consortium of India Limited	48.68	48.68	-	-
180,240 (31 March 2022 : 180,240) equity shares of INR 10 each fully paid up of Premium Exchange & Finance Limited	5.59	5.59	-	-
188,460 (31 March 2022 : 188,460) equity shares of INR 10 each fully paid up Master Exchange & Finance Limited	5.90	5.90	-	-
258,250 (31 March 2022: 2,58,250) equity shares of INR 100 each fully paid up of Lionel India Limited	258.25	258.25	-	-
Less: Impairment in value of investments in Lionel India Limited	(258.25)	(258.25)	-	-
Quoted				
59,017,307 (31 March 2022: 59,017,307) equity shares of INR 10 each fully paid up of Chambal Fertilisers and Chemicals Limited	155,864.71	249,112.04	-	-
24,700 (31 March 2022: 24,700) equity shares of INR 10 each fully paid up of Duke Commerce Limited	0.69	0.69	-	-
34,722 (31 March 2022: 34,722) equity shares of USD 0.01 each fully paid up of Synthesis Energy System Inc.	-	-	-	-
Sub total (iii)	**179,800.35**	**276,184.73**	**-**	**-**
IV) Investment in Preference Shares				
Investments at fair value through profit or loss				
Unquoted preference shares				
Investment in subsidiaries				
1,000,000 (31 March 2022: 1,000,000) 7% redeemable convertible non-cumulative preference shares of INR 100 each fully paid up of Indian Furniture Products Limited ('IFPL')	550.13	486.39	-	-
Sub total (iv)	**550.13**	**486.39**	**-**	**-**

Summary of standalone significant accounting policies and other explanatory information
for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

Financial assets	Non Current		Current	
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
V) Investment in mutual funds				
Quoted				
Investments at fair value through profit or loss				
Nil units (31 March 2022: 1,78,22,208 units) of Axis Overnight Growth Fund	-	-	-	199.93
Nil units (31 March 2022: 27,603.496 units) of Mirae Asset Overnight regular growth fund	-	-	-	300.01
Nil Units (31 March 2022: 17,945.909) of Baroda BNP Paribas Overnight Growth Regular Plan	-	-	-	200.01
Nil Units (31 March 2022: 18,267.344) of PGIM India Overnight Fund Growth Regular Plan	-	-	-	200.01
Sub total (v)	**-**	**-**	**-**	**899.96**
Total (i+ii+iii+iv+v)	**204,285.76**	**298,498.89**	**-**	**899.96**
Aggregate amount of quoted investments	179,740.17	276,124.56	-	899.96
Aggregate market value of quoted investments	179,740.17	276,124.56	-	899.96
Aggregate net asset value of mutual funds	-	-	-	899.96
Aggregate amount of unquoted investments	30,483.40	27,720.51	-	-
Aggregate amount of impairment in value of investments	5,937.82	5,346.18	-	-

7.1 Investments pledged as security

84,11,601 shares (31 March 2022: 32,52,033 shares) of Zuari Agro Chemicals Ltd. and 5,90,14,624 shares (31 March 2022: 5,57,03,749 shares) of Chambal Fertilisers and Chemicals Limited amounting to ₹ 1,66,052.49 lakhs (31 March 2022: ₹ 2,39,481.62 lakhs) have been pledged as security by the Company. Refer note 17 and 40 for details.

8. Loans

	Non Current		Current	
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
Unsecured- Loans and advances to related parties (refer note 46)	22,041.83	60,177.56	30,000.00	81.55
Interest accrued and due -				
- Loans and advances to related parties (refer note 46)	-	-	4.88	-
- Others	-	-	-	-
Loans to employees	-	-	0.31	0.31
Less: Loss allowance	-	-	(0.31)	(0.31)
	22,041.83	**60,177.56**	**30,004.88**	**81.55**

Summary of standalone significant accounting policies and other explanatory information

for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

9. Other financial assets

Financial assets	Non Current		Current	
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
Non-current bank balances (refer note 9.1 below)	830.86	808.27	-	-
Unbilled Revenue	-	-	638.09	684.20
Government grants in form of Interest Subvention	-	-	3,045.77	3,197.38
Amounts held with Central Electricity Regulatory Commission(CERC) (refer note 9.2 below)	-	-	102.25	102.25
Interest accrued and due -				
- Loans and advances to related parties (refer note 46)	-	-	-	874.46
Security deposits (unsecured, considered good)	21.38	17.09	448.80	73.28
Marked to market value of derivative instruments not designated as hedges	-	-	78.70	-
Other receivables	-	-	44.54	21.61
	852.24	**825.36**	**4,358.15**	**4,953.18**

Note

9.1. This balance includes amount pledged with banks and sales tax authorities of INR 550.68 lakhs (31 March 2022: INR 525.58 lakhs). Includes amount pledged with the Bank Security against BG and NOC for Sugar Development Fund Loan of INR 280.18 lakhs (31 March 2022: INR 282.69 lakhs). Also refer Note 17.3 and 17.4.

9.2. INR 500 per REC unit sold has been deducted and held by respective power exchanges for onward submission to CERC on behalf of the Company being a RE generator with reference to Hon'ble Supreme Court order dated 14 July 2017. Total amount held is INR 102.25 lacs (31 March 2022:102.25 lakhs).

10. Other assets

	Non Current		Current	
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
Unsecured, considered good				
Deposit against disputed demands	338.24	230.05	-	-
Prepaid Expenses	-	-	235.59	194.26
Renewable Energy Certificates (REC)	-	-	75.03	148.20
Rent Equalisation Reserve	-	-	157.86	132.01
Balance with Statutory Authorities	-	-	436.16	488.08
Contract Assets:				
Cost incurred to obtain a contract (refer note 37)	-	-	22.94	24.01
Advances to:				
- related parties (refer note 46 for related party disclosure)	-	-	29.76	12.57
- other vendors	-	-	300.97	295.72
	338.24	**230.05**	**1,258.31**	**1,294.85**

Summary of standalone significant accounting policies and other explanatory information

for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

11. Inventories

Particulars	As at 31st March, 2023	As at 31st March, 2022
Raw Materials	165.58	23.81
Land (refer note 11.1 below)	21,417.24	22,918.50
Project WIP	1,262.97	2,433.26
Work in progress	476.56	626.33
Finished goods/ Traded Goods (Valued at lower of cost or net realisable value)	22,097.02	33,936.81
Stores and spares	457.79	471.39
Valued at net realizable value		
By-products		
- Molasses	3,850.87	3,472.25
- Bagassee	703.35	594.84
- Pressmud	70.83	24.21
Scrap Stock	25.50	56.73
Total inventory	**50,527.71**	**64,558.13**

11.1 Note

Land measuring 2,78,611 sq mt (PY 2,78,611 sq mt) of INR 3,621.94 lakhs (31st March 2022: INR 3621.94 lakhs) is pending to be registered in the Company's name. The title deeds for the same is in the name of Zuari Agro Chemicals Limited, an associate. Further, refer note 17 for information on Inventories pledged as security by the Company.

12. Trade receivables

Particulars	As at 31st March, 2023	As at 31st March, 2022
Unsecured - considered good		
- Related parties (refer note 12.1 below and 46)	2,152.14	101.75
- Others	4,862.30	2,031.66
Unsecured - credit impaired		
- Others	-	1.32
Less: Loss allowance	-	(1.32)
	7,014.44	**2,133.41**

12.1 Note

No trade receivable are due from directors or other officers of the Company either severally or jointly with any other person.

Trade Receivable Ageing Schedule

Particulars	< 6 months	6 month -1 years	1 -2 Years	2 - 3 Years	> 3years	Total
Undisputed Trade Receivable - Considered Good	4,563.25	2,446.79	2.55	-	1.85	7,014.44
Total	**4,563.25**	**2,446.79**	**2.55**	**-**	**1.85**	**7,014.44**

Particulars	< 6 months	6 month -1 years	1 -2 Years	2 - 3 Years	> 3years	Total
Undisputed Trade Receivable - Considered Good	1,983.12	36.75	80.53	19.75	13.26	2,133.41
Total	**1,983.12**	**36.75**	**80.53**	**19.75**	**13.26**	**2,133.41**

Summary of standalone significant accounting policies and other explanatory information

for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

13. Cash and cash equivalents

Particulars	As at 31st March, 2023	As at 31st March, 2022
Balances with banks in current accounts	1,554.04	1,426.10
Cash in hand	4.70	3.98
Total	**1,558.74**	**1,430.08**

14. Other bank balances

Particulars	As at 31st March, 2023	As at 31st March, 2022
Balance with banks - on unpaid dividend account	24.35	23.82
Balance with banks - on fixed deposit account with remaining maturity period for less than 12 months	2,392.93	86.98
	2,417.28	**110.80**

15. Equity share capital

Particulars	As at 31st March, 2023	As at 31st March, 2022
Authorised :		
155,000,000 (31 March 2022: 115,000,000) equity shares of INR 10 each	15,500.00	11,500.00
Issued :		
29,789,235 (31st March 2022: 29,448,655) equity shares of INR 10 each fully paid	2,978.92	2,944.87
Subscribed and paid-up		
29,781,184 (31 March 2022: 29,440,604) equity shares of INR 10 each fully paid (refer note 15.1 below)	2,978.12	2,944.06
Add: (31 March 2022: 1,100) forfeited shares (amount paid-up) fully paid-up	0.05	0.05
	2,978.17	**2,944.11**

15.1 Under instructions from Special Court (trial of offences relating to transactions in securities) Act, 1992 and in respect of shareholders who could not exercise their rights in view of deposits, mistakes, discrepancy in holdings etc., 8,051 (31 March 2022: 8,051) right's equity shares entitlement have been kept in abeyance pursuant to Section 126 of the Companies Act, 2013.

I. Reconciliation of shares outstanding at the beginning and end of the reporting year

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	In numbers	INR in lakhs	In numbers	INR in lakhs
Equity Shares				
At the beginning of the year	29,440,604	2,944.06	29,440,604	2,944.06
Issued during the year (Refer Note 47)	340,580	34.06	-	-
Outstanding at the end of the year	**29,781,184**	**2,978.12**	**29,440,604**	**2,944.06**

II. Terms/Rights attached to equity shares

i) The Company has only one class of equity shares having a par value of INR 10 per share. Each share holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by board of directors is subject to the approval of shareholders in the ensuing Annual General Meeting.

Summary of standalone significant accounting policies and other explanatory information
for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

ii) 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 shareholder.

III. Details of Shareholders holding more than 5% of equity shares in the Company

Particulars	No. of shares held	% Holding in class	No. of shares held	% Holding in class
Globalware Trading and Holdings Limited	7,491,750	25.16%	7,491,750	25.45%
Texmaco Infrastructure and Holdings Limited	2,757,941	9.26%	2,757,941	9.37%
Adventz Finance Private Limited	2,934,947	9.86%	2,906,877	9.87%

As per records of the Company including its register of share holders/members and other declarations received from share holders regarding beneficial interest, the above share holding represents both legal and beneficial ownership of shares.

IV. Aggregate number of shares issued for consideration other than cash

Particulars	As at 31st March, 2023	As at 31st March, 2022
Shares issued for consideration other than cash (Refer Note-47)	3,40,580	Nil

V. Shareholding of Promoters

Name	No of Shares 31-Mar-2023	% of total Shares	No of Shares 31-Mar-2022	% of total Shares	% change during the year
Texmaco Infrastructure & Holdings Limited	2,757,941	9.26%	2,757,941	9.37%	-0.11%
Adventz Finance Private Limited	2,934,947	9.86%	2,906,877	9.87%	-0.02%
New Eros Tradecom Limited	1,196,767	4.02%	1,196,767	4.07%	-0.05%
Adventz Securities Enterprises Limited	98,804	0.33%	98,804	0.34%	0.00%
Saroj Kumar Poddar as trustee	1,200,000	4.03%	1,200,000	4.08%	-0.05%
Saroj Kumar Poddar as individual	322,989	1.08%	322,989	1.10%	-0.01%
Jyotsna Poddar	71,621	0.24%	71,621	0.24%	0.00%
Basant Kumar Birla	30,000	0.10%	30,000	0.10%	0.00%
Saroj & Company	10,457	0.04%	10,457	0.04%	0.00%
Duke Commerce Limited	301,761	1.01%	301,761	1.02%	-0.01%
Jeewan Jyoti Medical Society	138,550	0.47%	138,550	0.47%	-0.01%
Akshay Poddar	320,384	1.08%	237,928	0.81%	0.27%
Globalware Trading And Holdings Limited	7,491,750	25.16%	7,491,750	25.45%	-0.29%
Greenland Trading Private Limited	7,018	0.02%	-	0.00%	0.02%
Indrakshi Trading Company Private Limited	7,018	0.02%	-	0.00%	0.02%
Shradha Agarwala	7,018	0.02%	-	0.00%	0.02%
Aashti Agarwala	7,018	0.02%	-	0.00%	0.02%
Kumari Anisha Agarwala	7,018	0.02%	-	0.00%	0.02%
Ayesha Poddar	7,018	0.02%	-	0.00%	0.02%

Summary of standalone significant accounting policies and other explanatory information

for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

16. Other Equity

Particulars	As at 31st March, 2023	As at 31st March, 2022
Retained Earnings		
Balance bought forward from last year	56,588.08	55,002.08
Add: Profit/(Loss) for the year	1,836.91	1,529.89
Add/(Less): Transfer to Molasses Reserve	(13.06)	(17.98)
Add: Reclasification on Sale of Invesments	-	854.90
Less: Dividends paid (refer note 34)	(297.81)	(883.22)
Add/(Less): Other comprehensive income	21.58	102.41
	58,135.70	**56,588.08**
General Reserve		
Balance bought forward from last year	3,700.00	3,700.00
	3,700.00	**3,700.00**
FVTOCI Reserve		
Balance bought forward from last year	242,345.07	142,320.41
Add: Movement during the year	(89,427.31)	100,879.56
Less: Reclasification From OCI to RE on Sale of Investments	-	(854.90)
	152,917.76	**242,345.07**
Capital Redemption Reserve		
Balance bought forward from last year	10.00	10.00
	10.00	**10.00**
Molasses and Alcohol Storage and Maintenance Reserve		
Balance bought forward from last year	160.45	142.47
Add: Provided during the year	13.06	17.98
	173.51	**160.45**
Securities Premium		
Balance bought forward from last year	1,345.74	1,345.74
	1,345.74	**1,345.74**
Deemed Equity		
Balance bought forward from last year	115.62	83.70
Add/(Less): Adjustments on account of Merger	-	31.92
	115.62	**115.62**
Capital Reserve on Merger (Refer Note 47)		
Balance bought forward from last year	3,947.65	12,718.52
Add/(Less): Adjustments on account of Merger	(564.55)	(8,770.87)
	3,383.10	**3,947.65**
Equity Share Application Money Pending Allotment on Merger (Refer Note 47)		
Balance bought forward from last year	54.71	54.71
Add/(Less): Adjustments on account of Merger	(54.71)	-
	-	54.71
Total	**219,781.43**	**308,267.32**

Nature and purpose

Retained Earnings

Retained earnings are created from the profit / loss of the Company, as adjusted for distributions to owners, transfers to other reserves, etc.

Summary of standalone significant accounting policies and other explanatory information
for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

General Reserve

The Company has transferred a portion of the net profit kept separately for future propose.

FVTOCI Reserve

The Company has elected to recognise changes in the fair value of certain investments in equity shares in other comprehensive income. These are accumulated in Fair value through OCI reserve in OCI within the equity. The Company transfers this reserves to retained earnings when relevant equity investments are derecognised.

Capital Redemption Reserve

Where the preference shares are redeemed out of the profits available for distribution, a sum equivalent to the nominal amount of shares being redeemed shall be transferred to the Capital Redemption Reserve.

Molasses and Alcohol Storage and Maintenance Reserve

The above mentioned reserve is created under Molasses Control Order 1961 which requires every sugar factory to set aside a amount as mentioned in the order. The amount credited in said account shall be utlised only for purposes of construction or erection of storage facilities for molasses.

Securities Premium

Securities premium reserve is created when the Company issue shares at the premium. The same will be utilised in accordance with the provisions of the Companies Act, 2013 and related provisions.

Deemed Equity

This represents equity component on discounting of preference shares issued by the Company.

Capital Reserve on Merger/Equity Share Application Money Pending Allotment on Merger (Refer note 47)

17. Borrowings

Financial assets	Non Current		Current	
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
Secured				
Rupee term loan from				
- bank (refer note 17.1)	4,822.54	9,386.64	-	-
- financial institution (refer note 17.2)	18,574.06	19,766.13	3,888.49	3,988.43
- others (refer note 17.3)	21,030.48	24,911.55	-	-
Non-convertible debentures (refer note 17.4)	32,047.22	30,063.32	-	-
Cash credit from banks (refer note 17.5)	-	-	18,064.89	17,364.95
Current maturities of long term borrowings	-	-	30,122.64	20,788.48
Unsecured				
Intercorporate deposit (refer note 17.6 and refer Note 46)	21,176.44	21,618.80	1,305.14	1,235.00
Financial liability part of NCRPS issued (refer note 17.7)	1,223.72	537.03	-	-
	98,874.46	**106,283.47**	**53,381.16**	**43,376.86**
Less: current maturities of non-current borrowings	(30,122.64)	(20,788.48)	-	-
	68,751.82	**85,494.99**	**53,381.16**	**43,376.86**

Summary of standalone significant accounting policies and other explanatory information

for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

17.1 Rupee term loan from banks - Non Current

a. Facility of 269.86 lakhs (31 March 2022: INR 1,275.44 lakhs) consisting a term loan, bearing interest @ 9.40%-10.50% p.a. taken from State Bank of India.

   The term loan is repayable in 16 equal quarterly instalments commencing from 1 April 2019 and ending on 11 April 2023. Further,there was 1 more term loan of INR 301.00 Lakhs, which has been fully repaid during the year.

b. Facility of INR 1706.46 lakhs (31 March 2022: INR 2845.26 lakhs) bearing interest @ - 9.40%p.a- 10.50% p.a. consist of cane soft loan taken from State Bank of India. The loan is repayable in 18 quarterly installments commencing from 31 December 2019 and ending on 30 September 2024.

   The above loans are secured by way of: First mortgage / charge on entire fixed assets of company, situated at 62.318 acres of land at Aira Estate, Khamaria Pandit, Distt Lakhimpur Kheri, Uttar Pradesh and a new piece of land of 27.045 acres at Village Allipur, Paragana Dhauraha, District Kheri, Uttar Pradesh. Extension of hypothecation charge (2nd charge) on entire current assets of the company on pari passu basis with other term lenders. Receivables from the power project jointly financed by IREDA and SBI shall be first shared on pari passu charge basis between SBI and IREDA for the term loan and on second pari passu charge basis for working capital facilities and soft loan of SBI.

c. Facility of INR 2846.22 lakhs (31 March 2022: INR 4964.94 lakhs) from Zila Sahakari Bank. This loan is secured by way of Residual charge on free assets of the Company and carry a interest rate of 5%. The loan is repayable in 60 equal monthly installments starting from 31 July 2019. The loan is at concessional rate of interest and has been carried at amortised cost using discount rate of 11.80%-12.30% p.a.

17.2 Rupee term loan from financial institution - Non Current

a. Facility of ₹ 4,300.59 lakhs (31 March 2022: ₹ 2,500.00 lakhs) from Bajaj Finance Limited, bearing interest rate 9.40% p.a. having outstanding balance of ₹ 4,300.59 (31 March 2022: ₹ 2,483.77 lakhs). The loan is repayable in 24 months from the date of disbursement. The loan is secured by pledge of 33,82,714 share of Chambal Fertilizers and Chemicals Limited (owned by the Company).

b. Facility of ₹ 9,375.00 lakhs (31 March 2022: ₹ 12,500.00 lakhs) from Tata Capital Financial Services ltd., bearing interest rate 12.65 % p.a. having outstanding balance of ₹ 9,292.77 lakhs (31 March 2022: 12310.72). The loan is repayable in 4 equal installments within 42 months from the date of first disbursement. The loan is secured by pledge of 38,17,500 shares of Chambal Fertilizers and Chemicals Limited (owned by the Company) and 3,41,000 shares of Gillette India Limited (Owned by Globalware Trading and Holdings Limited).

c. Facility of ₹ 5,000.00 lakhs (31 March 2022: INR 5,000 lakhs) from STCI Finance Limited, bearing interest rate 11.75% p.a. having outstanding balance of ₹ 4,980.70 lakhs (31 March 2022: INR 4,971.64 lakhs). The loan is repayable in 36 months from the date of disbursement. The loan is secured by pledge of 37,72,700 shares of Chambal Fertilizers and Chemicals Limited (owned by the Company).

   Rupee term loan from financial institution - Current

   Facility of ₹ 3,900.00 lakhs (31 March 2022: INR 4000 Lakhs) from Anand Rathi Global Finance Limited, bearing interest rate 12.00% p.a. having outstanding balance of ₹ 3,888.49 lakhs (31 March 2022: INR 3,988.43 lakhs). The loan is repayable in 365 days from the date of disbursement. The loan is secured by pledge of 2,200,000 shares of Chambal Fertilizers and Chemicals Limited (owned by a subsidiary Simon India Limited) and 2,852,033 shares of Zuari Agro Chemicals Limited (owned by the company).

17.3 Rupee term loan from others - Non-Current

a. Facility of INR 2,349.00 lakhs (31 March 2022: INR 3,136.68 lakhs) bearing interest @ 9.80% p.a. consist of loan taken from Indian Renewal Energy Development Agency Limited (IREDA). The said loan is repayable in 40 quarterly installments starting from expiry of 1 year from the date of commissioning of co-generation project.

Summary of standalone significant accounting policies and other explanatory information
for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

The loan is secured by way of:

1. First mortgage / charge, pari passu, on entire fixed assets of company, situated at 62.318 acres of land at Aira Estate, Khamaria Pandit, Distt Lakhimpur Kheri, Uttar Pradesh and a new peice of land of 27.045 acres at Village Allipur, Paragana Dhauraha, District Kheri, Uttar Pradesh with existing term loan lender State Bank of India and Sugar Development Fund.

2. Second pari-passu charge on current assets of company (excluding receivables from the power project on which there is a first pari-passu charge) along with other lenders.

b. Facility of INR 5,118.48 lakhs (31 March 2022: INR 6,451.81 lakhs) bearing interest of 11.80% p.a. consist of loan taken from Indian Renewal Energy Development Agency Limited (IREDA). The said loan is repayable in 24 equal quarterly installments from 12 months from commencement of operations.

The loan is secured by way of First equitable mortgage charge on entire fixed assets of the Company, situated at 62.318 acres of land at Aira Estate, Khamaria Pandit, Distt Lakhimpur Kheri, Uttar Pradesh and a new piece of land of 27.045 acres at Village Allipur, Paragana Dhauraha, District Kheri, Uttar Pradesh together with building, movable and immovable machinery and fixed assets (present and future) of Company, pari pasu with other term lenders including SDF and Exclusive charge on Escrow/TRA account opened for Distillery receivables.

c. Facility of INR 327.68 lakhs (31 March 2022: 514.94 lakhs) bearing interest of 9.70% p.a. consist of loan taken from Indian Renewal Energy Development Agency Limited (IREDA). The said loan is repayable in 16 equal quarterly installments from 30 June 2021 and ending on 31 December 2024.

The loan is secured by way of First pari passu charge on entire movable including the receivables of power and immovable properties of the Company including and pertaining to 62.318 acres of land at Aira Estate, Khamaria Pandit, Distt Lakhimpur Kheri, Uttar Pradesh and a new piece of land of 27.045 acres at Village Allipur, Paragana Dhauraha, District Kheri, Uttar Pradesh with existing term loan lender State Bank of India and Sugar Development Fund and Second pari passu charge on entire current assets of the Company excluding receivables on which IREDA and SBI have first pari passu charge.

d. Facility of INR 954.50 lakhs (31st March 2022: 1,231.17 Lakhs) bearing interest of 11.10% p.a. consist of loan taken from Indian Renewal Energy Development Agency Limited (IREDA). The said loan is repayable in 24 equal quarterly installments from 30 December 2020 and ending on 30 September 2026 .

The loan is secured by way of First equitable mortgage charge on entire fixed assets of the Company, situated at 62.318 acres of land at Aira Estate, Khamaria Pandit, Distt Lakhimpur Kheri, Uttar Pradesh and a new piece of land of 27.045 acres at Village Allipur, Paragana Dhauraha, District Kheri, Uttar Pradesh together with building, movable and immovable machinery and fixed assets (present and future) of the Company, pari pasu with other term lenders including SDF and Exclusive charge on Escrow/TRA account opened for Distillery receivables.

e. Facility under Sugar Development Fund of INR 3,032.19 lakhs (31 March 2022: INR 4,012.26 lakhs) consisting of term loan 1 of INR 1,428.12 lakhs (31 March 2022: INR 2,066.06 lakhs) and term loan 2 of INR 1,604.07 lakhs (31 March 2022: INR 1,946.20 lakhs) carrying a fixed rate of interest 4.75% p.a. and 4.50% p.a. respectively for a time period of 10 years.

The said term loan 1 is repayable in 10 Half yearly installments starting from 28 April 2020

The said term loan 2 is repayable in 10 Half Yearly installments starting from 31 January 2022.

The loan is secured by first charge on, pari passu basis, all moveable assets of company except book debts and a new piece of land of 27.045 acres at Village Allipur, Paragana Dhauraha, District Kheri, Uttar Pradesh with existing term loan lenders SBI and IREDA.

The loan is at concessional rate of interest and has been carried at amortised cost using discount rate of 11.80%-12.30%.

f. Facility of INR 9,248.63 lakhs (31 March 2022: INR 9,564.69 lakhs) from Netherlandse Financierings Maatschappij Voor Ontwikkelingsladen N.V. (F.M.O) bearing interest @ 8.30% p.a (PY @ 4.21% p.a) and is repayable in installments starting from 10 July 2020 onwards (payable half yearly), being first 5 installments of USD 3.50 lakhs each , next 5 installments of USD 10.00 lakhs each, next 3 for USD 15.00 lakhs each and last being USD 27.50 lakhs.

(All amounts in INR lakhs, unless stated otherwise)

The said term loan is secured by way of Exclusive charge on Immovable property of Company having survey no. 119/1 measures 51425 sq. mtrs ,survey no. 120/1 admersures 8075 sq. mtrs,survey No 121 admersures 32239 sq. mtrs,survey No 129/1 admersures 24625 sq. mtrs,survey No 130/1 admersures 86175 sq. mtrs and survey No 131/1 admersures 19050 sq. mtrs situated at Sancoale within the limits of Village panchayant of Sancoale Goa, Mormugao Taluka, Sub Districit of Registration District of State of Goa.

17.4 Non-convertible debentures - Non Current

a) Secured, unrated and unlisted Non-Convertible Debentures ('NCDs') aggregating to INR 12,750.00 lakhs (31 March 2022: INR 12,750.00 lakhs) comprising of 1,275 debentures of INR 10 lakhs each (31 March 2022: 1,275 debentures of INR 10 lakhs each), bearing interest rate of 6.00% p.a. (effective 7.06% after applicable taxes). These NCDs are redeemable on private placement basis at a premium of 11.00% compunded quarterly. The carrying value of the NCDs after adjustment of processing fees is ₹ 17,255.17 lakhs (31 March 2022: INR 15,189.37 lakhs). The balance 1275 debentures are redeemable on 15th Oct 2024.

The above NCDs are secured by way of:

1. Pledge of 82,15,600 shares of Chambal Fertilizers and Chemicals Limited (held by the Company).

2. First ranking exclusive charge (by way of mortgage by deposit of title deeds) over the property situated at surveys nos. 110/1, 111/1(part) and 112/1 at Sancoale Village, Mormugao Taluka, South Goa District, Goa ("Mortgaged Property") with total cost of ₹ 10,038.54 lakhs.

3 (a) First ranking exclusive fixed charge by way of hypothecation over the Designated Bank Accounts together with all amounts standing to the credit of the Designated Bank Accounts INR 548.44 lakhs (31 March 2022: INR 523.36 lakhs).

(b) Secured, unrated and unlisted Non-Convertible Debentures ('NCDs') aggregating to INR 15,000.00 lakhs comprising of 1,500 debentures of INR 10 lakhs each bearing interest rate of 11.00% p.a. The carrying value of the NCDs after adjustment of processing fees is INR 14,792.05 lakhs (31 March 2022: INR 14,873.95 lakhs). The 1500 debentures are redeemable on 29th June 2024.

The NCDs are secured by way of Pledge of 5,966,445 shares of Chambal Fertilizers and Chemicals Limited (Owned by the Company) and 3,56,960 shares of Gillette India Limited (Owned by Adventz Finance Private Limited).

17.5 Cash credit from Banks - Current

a. Cash credit of INR 6,865.53 lakhs (31 March 2022: INR 6,136.44 lakhs) bearing interest @9.40%-10.15% p.a. taken from State Bank of India and repayable on demand.

The cash credit is secured by way of:

(i) Hypothecation charge on entire current assets including book debts of the sugar, power and ethanol division of the Company, both present and future on pari passu basis with other working capital lenders.

(ii) Extension of 2nd charge on the entire fixed assets of sugar, power and ethanol division of the company.

*Receivables from the power project jointly financed by IREDA, SDF and SBI shall be first shared on pari passu charge basis between SBI, SDF and IREDA for the term loan and on second pari passu charge basis for working capital facilities and soft loan of SBI.

b. Several cash credit facilities aggregating to INR 10,199.36 lakhs (31 March 2022: INR 11,228.51 lakhs) bearing interest @8.50% - 9.55% p.a. taken from Zila Sahakari Bank Limited and repayable on demand.

The cash credit facilities are secured by way of:

(i) First charge on finished goods, work in progress and raw material.

(ii) Second pari pasu charge on land ,building and plant and machinery.

c. Working capital demand loan of INR 1,000 Lakhs bearing interest rate 9.35% - 10.10% p.a. taken from ICICI Bank Limited.

Summary of standalone significant accounting policies and other explanatory information

for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

17.6 Intercorporate deposits from related party - Non Current

a. Facility of INR 20,676.44 lakhs (31 March 2022: INR 21,118.80 lakhs) from Zuari Investments Limited ('ZIL'), a related party with interest rate of 12.50% p.a.

b. Unsecured loans aggregating to INR 500 lakhs (31 March 2022: INR 500 lakhs) from Adventz Security Enterprises Limited, bearing interest rate of 12.50% p.a.

Intercorporate deposits from related party - Current

Unsecured loans aggregating to INR 1,305.14 lakhs (31 March 2022: INR 1,235 lakhs) from various parties. Refer Note 46 for details on related party transactions.

17.7 Financial liability part of Non-convertible redeemable preference share issued - Non Current

Pursuant to scheme of amalgamation of Gobind sugar mills Limited with Zuari Industries Limited (Formerly Zuari Global Limited) becoming effective from the appointed date i.e. 1 Apr 2020, certain preference shares have been issued as per details provided (refer Note- 47):

1. 59,22,080 7% Non convertible redeemable cumulative pref. shares of ₹ 10 each.

2. 58,52,034 10.50% Non convertible redeemable cumulative pref. shares of ₹ 10 each issued during the year.

NCRPS have been initially recorded at fair value by discounting the cash flow at maturity of instruments. The difference between the transaction price and fair value of the instruments issued are treated as "deemed equity" at the time of initial recognition.

Particulars	Financial liability	Deemed Equity
Balance as at 1 April 2021	274.14	83.70
NCRPS issued during the year	226.23	31.92
Interest Expense	36.66	-
Closing Balance as at 31 March 2022	**537.03**	**115.62**
NCRPS issued during the year	585.20	-
Interest Expense	101.49	-
Closing Balance as at 31 March 2023	**1,223.72**	**115.62**

Interest cost is presented under finance costs.

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Summary of standalone significant accounting policies and other explanatory information

for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

17.8 Changes in liabilities arising from financing activities pursuant to Ind AS 7 - Cash flows:

Particulars	Non-Current borrowings (including current maturities)	Current borrowings
As at 1 April 2021	**119,445.29**	**19,121.91**
Cash adjustments		
Proceeds from borrowings	36,953.55	47,460.15
Repayment of borrowings	(57,168.20)	(38,090.45)
Non-cash adjustments	1,149.35	0.25
Interest adjustments	5,903.48	(5,903.48)
As at 31 March 2022	**106,283.47**	**22,588.38**
Cash adjustments		
Proceeds from borrowings (net of processing charges)	7,883.70	1,588.20
Repayment of borrowings	(19,459.43)	(929.92)
Non-cash adjustments	4,166.72	11.86
As at 31 March 2023	**98,874.46**	**23,258.52**

18. Trade payables

Particulars	As at 31st March, 2023	As at 31st March, 2022
Trade payables		
Due to related parties (refer note 46 for related party disclosure)	63.08	135.79
Due to micro,small and medium enterprises	12.67	24.11
Due to others	20,773.56	29,941.58
	20,849.31	**30,101.48**
Details of dues to micro and small enterprises as defined under the MSMED Act, 2006		
i) Principal amount due to suppliers under MSMED Act	12.67	24.11
ii) Interest accrued and due to suppliers under MSMED Act on the above amount	-	2.89
iii) Payment made to suppliers (other than interest) beyond appointed day during the year	-	-
iv) Interest paid to suppliers under MSMED Act	-	-
v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-
vi) Interest due and payable to suppliers under MSMED Act towards payments already made	-	-
vii) Interest accrued and remaining unpaid at the end of the accounting year	-	2.89
viii) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act.	-	2.89

The above disclosure has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

Summary of standalone significant accounting policies and other explanatory information

for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

Trade Payable Ageing Schedule

Particulars	As at March 2023					
	Oustanding from due date of payments					
	Unbilled Dues	< 1 year	1 - 2 years	2-3 years	>3 years	Total
MSME	-	12.67	-	-	-	12.67
Others	75.37	20,278.78	80.25	17.66	384.57	20,836.64
Total	**75.37**	**20,291.45**	**80.25**	**17.66**	**384.57**	**20,849.31**

Particulars	As at March 2022					
	Oustanding from due date of payments					
	Unbilled Dues	< 1 year	1 - 2 years	2-3 years	>3 years	Total
MSME	-	24.11	-	-	-	24.11
Others	88.87	29,561.31	305.76	78.48	42.95	30,077.38
Total	**88.87**	**29,585.42**	**305.76**	**78.48**	**42.95**	**30,101.48**

19. Other financial liabilities (Non Current and Current)

	Non Current		Current	
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
Security Deposits	1,000.60	0.59	89.26	576.41
Interest accrued but not due on borrowings, deposits etc.	-	-	1,221.70	1,632.55
Marked to market value of derivative instruments not designated as hedges	-	-	-	170.28
Payable towards purchase of capital goods	-	-	295.52	412.62
Other payables	-	-	28.44	28.44
Employee benefits payable	-	-	174.60	170.81
Statutory liabilities to be credited to 'Investor's Education and Protection Fund' as and when due:				
- Unclaimed deposits	-	-	1.00	1.00
- Unclaimed dividends	-	-	24.35	23.82
Financial guarantee contracts	-	-	16.41	42.88
	1,000.60	**0.59**	**1,851.28**	**3,058.81**

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Summary of standalone significant accounting policies and other explanatory information

for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

20. Other liabilities (Non Current and Current)

	Non Current		Current	
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
Statutory liabilities	-	-	497.43	828.41
Deferred Government Grant	892.07	1,334.86	229.61	543.35
Amount received on account of amount deposited under litigation (refer note 46 and 55)	522.16	522.16	-	-
Contract liabilities				
Advances received from customers and others				
- Against sale of goods (Refer Note 37 and 46)	-	-	796.60	164.33
- Against sale of Land	-	-	4,150.17	2,701.00
- Others	-	-	23.29	-
- Real Estate Project (refer note 37)	-	-	550.56	920.59
	1,414.23	**1,857.02**	**6,247.66**	**5,157.68**

21. Provisions

Particulars	Non Current		Current	
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
Provision for employee benefits				
Gratuity (funded) (refer note 45)	-	-	318.17	353.08
Leave encashment (refer note 45)	175.65	161.81	38.49	50.36
	175.65	**161.81**	**356.66**	**403.44**

22. Deferred tax

Particulars	As at 01 Apr 2021	Charged/(credited)		As at 31 Mar 2022	Charged/(credited)		As at 31 Mar 2023
		to profit and loss	to OCI		to profit and loss	to OCI	
Deferred tax liability:							
Property, Plant & Equipment/ Right of Use Assets	6,651.40	692.12	-	7,343.52	366.73	-	7,710.25
Fair valuation of investment in preference shares	50.77	14.18	-	64.95	16.05	-	81.00
Financial assets and financial liabilities at amortized cost	193.72	(94.25)	-	99.47	17.29	-	116.76
Amortisation of financial guarantee liability	70.33	25.15	-	95.48	10.67	-	106.15
Rent equalisation reserve	24.36	8.86	-	33.22	6.51	-	39.73
Fair Valuation of Investments	-	-	13,702.93	13,702.93	-	(6,957.36)	6,745.57
Total deferred tax liability (A)	**6,990.58**	**646.07**	**13,702.93**	**21,339.57**	**417.25**	**(6,957.36)**	**14,799.46**

Summary of standalone significant accounting policies and other explanatory information

for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

Particulars	As at 01 Apr 2021	Charged/(credited)		As at 31 Mar 2022	Charged/(credited)		As at 31 Mar 2023
		to profit and loss	to OCI		to profit and loss	to OCI	
Deferred tax assets:							
Expenses allowable in income tax on payment basis	358.95	138.78	(34.44)	463.29	(8.95)	(7.26)	447.08
Unfront Fees on Borrowings	351.23	169.21	-	520.44	531.76	-	1,052.21
Unused tax losses and depreciation	9,465.67	1,178.60	-	10,644.27	(736.99)	-	9,907.28
Deferred government grants	237.68	(32.16)	-	205.52	(10.72)	-	194.80
Total deferred tax assets (B)	**10,413.53**	**1,454.44**	**(34.44)**	**11,833.52**	**(224.92)**	**(7.26)**	**11,601.35**
Deferred tax liability (net) (A - B)	**(3,422.95)**	**(808.37)**	**13,737.37**	**9,506.05**	**642.17**	**(6,950.10)**	**3,198.12**

22.1 Notes

(i) The amount of deductible temporary differences where no deferred tax is recognised amounted to:

	As at 31 Mar 2023		As at 31 Mar 2022	
	Gross amount	Unrecongnised tax effect	Gross amount	Unrecongnised tax effect
Unused capital tax losses	1,395.72	159.67	1,633.72	186.90

Particulars	As at 31st March, 2023	As at 31st March, 2022
The year wise summary of unused capital tax losses for which no deferred tax assets are recognised are as follow: Financial year ending 31 March 2026-27	**1,395.72**	**1,633.72**

22A. Income Tax

Particulars	As at 31st March, 2023	As at 31st March, 2022
Profit and loss section		
Tax expense:		
Current tax (A)	-	-
Income tax adjustment for earlier years (B)	-	-
Current tax including adjustment for earlier years C=(A+B)	-	-
Deferred tax (D)	642.17	(808.37)
Income tax expense reported in the statement of profit or loss (C+D)	**642.17**	**(808.37)**
OCI section		
Items that will not be reclassified to profit or loss	(96,384.67)	114,578.74
Net gain/ (loss) on equity instruments	6,957.36	(13,702.93)
Re-measurement gain/(losses) on defined benefit plans	28.84	136.85
Income tax effect	(7.26)	(34.44)

Summary of standalone significant accounting policies and other explanatory information

for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for the year ended 31 March 2023 and 31 March 2022		
Accounting profit	2,479.08	721.52
Tax at the applicable tax rate of 25.168% (31 March 2022: 25.168%)	623.93	181.59
Tax effect of income that are not taxable in determining taxable profit:		
Dividend income	-	-
Tax effect of expenses that are not deductible in determining taxable profit:		
Permanent Disallowances		
Unrecognised deferred tax on impairment of investment	27.19	23.48
Deferred Tax Asset not recognised on Long Term Capital Loss	148.90	134.86
Other adjustments	(157.54)	(962.22)
	(0.31)	(186.08)
Tax expense	**642.17**	**(808.37)**
Income tax assets (net)	6,199.04	4,748.42
Income tax assets (net)	**6,199.04**	**4,748.42**

23. Revenue from operations

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Operating Revenues		
Sale of finished, traded and by-products (refer note 46 for related parties disclosure)	71,881.83	56,607.03
Sale of power	3,209.03	2,942.39
Sale of Services		
Revenue from real estate project	1,934.23	838.84
Revenue from Sale of Land	3,804.49	-
Other Operating Revenue		
Scrap sale	95.68	127.46
Export subsidy	-	238.76
Rental income from investment properties (refer note 46 for related parties disclosure)	270.26	287.64
	81,195.52	**61,042.12**

23.1 Disaggregation of revenue from operations:

The table below presents disaggregated revenue from contracts with customers by geography, offerings and sales channels for each of our business segments. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of our revenues and cash flows are effected by industry, market and other economic factors. The table also includes a reconciliation of the disaggregated revenue with the Company's strategic divisions, which are its reportable segments.

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Revenues by Geography		
India	66,010.69	57,152.06
Other than India	14,818.89	3,236.20
	80,829.58	**60,388.26**

Summary of standalone significant accounting policies and other explanatory information

for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Revenues by Products		
Sale of Services		
Real Estate	1,934.23	838.84
Sale of Land	3,804.49	-
Sale of Finished goods		
Sugar	54,524.19	41,360.36
Ethanol	16,992.93	15,082.63
Sale of Power	3,209.03	2,942.39
Sale of by-products		
Molasses	276.29	107.54
Press-mud	80.01	23.91
Sanitisers	8.41	32.59
	80,829.58	**60,388.26**
Revenues by Sales Channel		
Direct Sales	39,694.92	26,285.49
Sales through intermediaries	41,134.66	34,102.77
	80,829.58	**60,388.26**

24. Other income

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Interest on:		
- Bank deposits	48.02	67.63
- Long-term investments	0.15	0.12
- Intercorporate loans (refer note 46 for interest earned on loans given to related parties)	8,214.35	9,737.32
- Employee loans	-	0.08
Dividend from:		
- Investments mandatorily measured at FVTPL	19.49	-
- Equity investments designated at FVTOCI	4,546.85	5,651.58
Gain on sale of investments	-	27.37
Gain on sale of PPE/ Investment Property	629.02	3,765.31
Gain arising on financial assets as at fair value through profit and loss	63.73	56.34
Unspent liabilities, provisions no longer required and unclaimed balances adjusted	56.14	119.95
Government grants in form of Interest Subvention	388.79	665.28
Rent and hire charges	22.95	36.40
Amortisations of Deferred Government Grant	529.50	765.35
MTM Value Derivative Inst - FMO	248.98	348.94
Income from financials guarantee	42.55	99.86
Management consulting income (refer note 46 for details of related parties)	19.14	18.23
Miscellaneous income (refer note 46 for details of related parties)	87.42	296.65
	14,917.08	**21,656.41**

Summary of standalone significant accounting policies and other explanatory information

for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

25. Cost of materials consumed

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Raw Materials Consumed	**48,981.40**	**47,469.96**

26. Purchase of Stock-in-Trade

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Fertilizers/ Pesticides	**338.52**	**159.12**

27. Changes in inventories of stock in trade and work-in-progress

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Inventories at the end of the year		
Land and construction project in-progress	22,680.21	25,351.76
Finished goods	22,097.02	33,936.81
Work-in-progress	476.56	626.33
Bagassee	703.35	594.84
Molasses	3,850.87	3,472.25
By products	70.83	24.21
Scrap	25.50	56.73
	49,904.34	**64,062.93**
Inventories at the beginning of the year		
Land and construction project in-progress	25,351.76	24,193.65
Finished goods - Sugar	33,936.81	33,782.55
Work-in-progress	626.33	42.98
Bagassee	594.84	276.28
Molasses	3,472.25	3,896.06
By products	24.21	131.63
Scrap	56.73	338.85
	64,062.93	**62,662.00**
	14,158.59	**(1,400.93)**

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Summary of standalone significant accounting policies and other explanatory information
for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

28. Project expenses

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Consultancy expenses	-	7.81
Civil work	65.89	549.55
Development management cost (refer note 46 for details of related parties)	-	70.40
Miscellaneous expenses	-	402.57
Construction and development expense	-	844.31
	65.89	**1,874.64**

29. Employee benefit expenses

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Salaries, wages and bonus	3,701.78	3,190.41
Contribution to provident and other funds (refer note 45 for Ind AS 19 disclosures)	268.78	239.05
Gratuity (refer note 45 for Ind AS 19 disclosures)	95.77	99.40
Leave encashment (refer note 45 for Ind AS 19 disclosures)	86.26	53.96
Staff welfare expenses	83.21	79.29
	4,235.80	**3,662.11**

30. Finance costs

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Interest expense (Refer Note 46 for related party disclosure)	15,415.48	19,459.79
Unwinding of interest on NCRPS	101.49	36.67
Interest on lease liabilities (refer Note 36)	46.98	59.15
Other borrowing costs	217.58	40.72
	15,781.53	**19,596.33**

31. Depreciation and amortization expense

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Depreciation of property, plant and equipment (refer note 3)	2,282.35	2,234.83
Depreciation of right of use assets (refer note 36)	100.57	122.68
Amortisation of intangible assets (refer note 5)	0.30	9.22
Depreciation of investment property (refer note 4)	3.60	4.27
	2,386.82	**2,371.00**
Less: Transferred to project expense	-	5.30
	2,386.82	**2,365.70**

Summary of standalone significant accounting policies and other explanatory information

for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

32. Other expenses

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Consumption of stores and spares	920.76	835.20
Packing materials	686.65	743.94
Power and fuel	21.85	23.95
Repairs to and maintenance of:		
-Buildings	69.54	97.52
-Machinery	1,635.85	1,331.66
-Others	72.36	66.61
Freight and forwarding charges	1,300.01	1,397.21
Charity and donations	23.95	36.25
Bad debts, cane subsidies and other receivables written off	66.69	35.28
Rent	142.84	152.21
Rates and taxes	211.18	1,287.93
Insurance	214.19	202.19
Payments to auditors (refer note 32(i) below)	59.30	57.68
Corporate social responsibility expense (refer note 32 (ii) below)	6.56	47.90
Exchange fluctuation (net)	302.98	348.54
Consultancy charges	234.66	300.72
Advertising and sales promotion	7.48	17.11
AGM expenses	7.41	8.09
Loss on Sale/ Discard of Assets	-	0.38
Brokerage and commission	120.00	78.64
Directors sitting fees (refer note 46 for details of related parties)	26.25	37.35
Travelling and conveyance	20.94	12.52
Miscellaneous expenses	941.88	620.44
	7,093.33	**7,739.32**
Less: Amounts transferred to pre operative expenses (pending allocation)	-	(25.08)
	7,093.33	**7,714.24**

32(i). Details of payments to auditors

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
As auditors:		
Audit fees	24.00	18.00
Tax audit fee	4.50	3.50
Limited review fees	24.00	18.00
In other capacity		
Certification fees, etc.	4.40	15.75
Reimbursement of expenses	2.40	2.43
	59.30	**57.68**

Summary of standalone significant accounting policies and other explanatory information

for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

32(ii) : Disclosure relating to corporate social responsibility (CSR) expenditure

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities.		
(i) Gross amount required to be spent by the Company during the year	6.56	47.90
(ii) Amount of expenditure incurred	15.33	45.43
(iii) Excess/(Shortfall) at the end of the year	51.95	43.18
(iv) Total of previous years Excess/(Shortfall)	43.18	45.65
(v) Reason for shortfall	NA	NA
(vi) Nature of CSR activities	Mainly in the areas of Solarlighting, RO Drinking water, Road construction, RCC Drain and Blanket distribution.	
(vii) Details of related party transactions.	Not Applicable	Not Applicable
(viii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision	Not Applicable	Not Applicable

33. Exceptional item

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Impairment of investment (refer note 33.1 below)	591.64	535.84
	591.64	**535.84**

33.1 Note

The Company has investments in equity/ preference share capital, equity portion of corporate guarantee and loans including interest accured amounting to INR 9,297.40 lakhs (31 March 2022: INR 8,858.31 lakhs) in Indian Furniture Products Limited (IFPL), a subsidiary company which is in the business of distribution and retailing of Furniture and related items. The Company has assessed the current financials as well as future projections of IFPL and basis the review, an impairment loss on investments amounting to INR 591.64 lakhs (31 March 2022: INR 535.84 lakhs) has been recognized in the standalone financial statements, for the year ended 31 March 2023. The same has been disclosed as exceptional item above.

34. Dividends paid

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Dividends on equity shares declared and paid:		
Equity dividends: INR 1 per equity share (31 March 2022: INR 3 per equity share)	297.81	883.22
	297.81	**883.22**
Proposed dividends (Refer Note 34.1)		
Equity Shareholders : INR 1 per equity share (31 March 2022 : INR 1 per equity share) on proportionate basis	297.81	294.41
7% NCRPS: INR 0.07 per equity share (31 March 2022 : Nil) on proportionate basis	32.70	-
10.50% NCRPS : INR 1.05 per equity share (31 March 2022 : Nil) on proportionate basis	48.48	-

Summary of standalone significant accounting policies and other explanatory information

for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

34.1 Note

The Board of Directors in its meeting held on 30th May, 2022 declared a final dividend of ₹ 1/- per equity share of face value of ₹ 10/- each fully paid up of the Company (i.e. 10%).

The Board of Directors in its meeting held on 25th May 2023, recommended a final dividend of INR 1/- per fully paid up equity share of INR 10 each besides payment of dividend on non convertible redeemable preference shares (7% and or 10.50% as applicable) for the financial year 2022-23, on a proportionate basis from the date of respective allotments. The same is subject to approval of shareholders at the ensuing Annual General meeting.

35. Earnings per share (EPS)

Basic and diluted EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year.

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Profit after taxation as per statement of profit and loss (INR in lakhs)	1,836.91	1,529.89
Weighted average number of shares used in computing earnings per share - basic and diluted (Refer Note 47)	29,781,184	29,781,184
Earnings per share – basic and diluted (in INR)	6.17	5.14
Face value per share (in INR)	10.00	10.00

Note : The equity shares issued pursuant to amalgamation of ZIL and GSML have been considered for calculating both basic and diluted EPS of FY 2022-23 and 2021-22. (Refer Note - 47)

36. Lease disclosures

Where Company is a lessee

The Company had entered into a lease contract for its Corporate office building having lease term of nine years and sugar godowns for a lease term of 3 years. The Company is restricted from assigning and subleasing the leased assets, with exception in certain cases. The lease has a lock-in period of 3 years and an option with the lessee to terminate the lessee after the said period. The Company does not have any variable lease payment arrangements.

Particulars	Year ended 31st March, 2023
i. Right of Use assets	
Recognised as at 1 April 2021	485.07
Additions	-
Depreciation	(122.68)
Closing Balance as on 31 March 2022	**362.39**
Additions	-
Depreciation	(100.57)
Closing Balance as on 31 March 2023	**261.82**
ii. Lease Liabilties	
Recognised as at 1 April 2021	**536.34**
Interest accured	59.15
Lease payments	(159.65)
Closing Balance as at 31 March 2022	**435.84**
Interest accured	46.98
Lease payments	(136.99)

Summary of standalone significant accounting policies and other explanatory information

for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

Particulars	Year ended 31st March, 2023
Closing Balance as at 31 March 2023	**345.83**
Current (current maturities of lease liabilties) as on 31 March 2022	91.25
Non current 31 March 2022	344.59
Current (current maturities of lease liabilties) 31 March 2023	47.49
Non current 31 March 2023	298.34

Refer note 42 for maturity analysis of lease liabilities.

iii. Amount recognised in statement of profit and loss

Particulars		Year ended 31st March, 2023	Year ended 31st March, 2022
Depreciation	31	100.57	122.68
Interest on lease liabilties	30	46.98	59.15
Income from subleasing right to use assets	24	(22.95)	(36.40)
Rent Expense on short term lease	32	142.84	152.21
Net impact on statement of profit and loss		**267.44**	**297.64**

Note :

Payments associated with short-term leases are recognized on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

Where Company is a lessor

The Company has entered into operating leases on its investment properties in Goa consisting of land and building (refer note 4). The leases do not transfer substantially all the risks and rewards incidental to ownership of the assets hence the same are being classified as operating leases. Rental income recognised during the year is INR 270.26 lakhs (31 March 2022: INR 287.64 lakhs).

Undiscounted lease payments to be received under operating leases as at 31 March are as follows:

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Within one year	268.74	241.15
After one year but not more than five years	1,190.55	1,032.00
More than five years	4,622.91	5,171.73

37. Disclosures of revenue recognition as per Ind AS 115

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Significant changes in contract assets and liabilities		
Contract liabilities - advance from customers		
Opening balance of Contract liabilities	**1,084.92**	**1,660.51**
Less: Amount of revenue recognised against opening contract liabilities	(1,008.49)	(1,010.72)
Add: Addition in balance of contract liabilities for current year	2,333.24	1,090.09
Less: Amount of revenue recognised against Current year Contract liabilties	(1,039.22)	(654.96)
Closing balance of Contract liabilities	**1,370.45**	**1,084.92**

Summary of standalone significant accounting policies and other explanatory information

for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Contract assets - cost Incurred to obtain a contract		
Opening balance of contract assets	24.01	34.34
Add: Addition in balance of prepaid expenses in current year	45.25	12.78
Less: Amount of prepaid expense recorded as expense in statement of profit & loss in current year	(46.32)	(23.11)
Closing balance of contract assets	**22.94**	**24.01**

Transaction price allocated to the performance obligation (yet to complete)

The aggregate amount of transaction price allocated to the performance obligations (yet to complete) as at 31 March 2023 is INR 1,370.45 lakhs (31 March 2022: INR 1,084.92 lakhs). This balance represents the advance received from customers (gross) against sale of real estate properties/sale of sugar/rental income. The management expects collect the remaining balance of consideration in the coming years. These balances will be recognised as revenue in future years as per the policy of the Company.

Reconciliation of the amount of revenue recognised in the statement of profit and loss with the revenue as per contracted price:

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Revenue as per contracted price	81,140.72	60,802.81
Significant financing component	54.80	0.55
	81,195.52	**60,803.36**
Trade Receivables		
Trade receivables	7,014.44	2,133.41

Revenue from operations as per Ind AS 115

Performance obligation of the Company

Real Estate Segment

The agreement to sell states that the Customer is entitled to a fully developed residential apartments and villas. There can be various goods like labour, building materials, etc. and construction services that are integrated to construct and provide a built up apartments and villas. However, the ancillary services like parking lot, gymnasium, club membership etc., do not affect the benefits that customer may obtain from the apartment individually. The Company is providing a significant integration service of combining the material and construction services for the overall promise to deliver the fully built apartment/villa/ floor in a township together with ancillary parking space. On the other hand, facilities like gymnasium and club membership are separately identifiable and the intent of the Company does not really integrate them with construction service to deliver a combined output.

Based on above analysis, the performance obligation is identified as:

- A fully developed apartment/villa in the township
- Ancillary amenities like: club membership, gymnasium membership etc.

The price charged from the customer shall be allocated on respective obligations based on their standalone selling price. Further, there is a significant time gap between the payments received from customers and the point of revenue recognition. Hence, it is concluded by the Company that there is a financing component on funds received from customer as the Company uses such advances for funding its construction per the guidance of IND AS 115. However, financing component has not been separately accounted for in the current year as the project is nearing completion. For other segments, refer accounting policies 2.1.m.

Summary of standalone significant accounting policies and other explanatory information
for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

38. Significant accounting judgements, estimates and assumptions

The preparation of financial statements in conformity with generally accepted accounting principles in India requires management to make judgements, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and the results of operations during the reporting year end. Although these estimates and associated assumptions are based upon historical experiences and various other factors besides management's best knowledge of current events and actions, actual results could differ from these estimates. The estimates and underlying assumptions are reviewed on a periodic basis. Any revision in the accounting estimates is recognised in the period in which the results are known/materialise.

In the process of applying the company's accounting policies, management has made the following judgements, estimates and assumptions, which have the most significant effect on the amounts recognised in the financial statements:

i) Income Tax Balances and related contingencies

The Company has significant litigations outstanding as at 31 March 2023 which includes income tax and wealth tax. The eventual outcome of these tax proceedings is dependent on the outcome of future events and unexpected adverse outcomes could significantly impact the Company's reported profits and balance sheet position. The amounts involved are material and the application of accounting principles as given under Ind AS 37, Provisions, Contingent Liabilities and Contingent Assets, in order to determine the amount to be recorded as a liability or to be disclosed as a contingent liability, in each case, is inherently subjective, and needs careful evaluation and judgement to be applied by the management. Key judgments are also made by the management in estimating the amount of liabilities, provisions and/or contingent liabilities related to aforementioned litigations.

ii) Impairment assessment of non-current investments in subsidiaries and joint venture

The Company has significant investment and loans in subsidiaries and Joint ventures, which has been carried at cost in the standalone financial statements. The impairment assessment of these investments and loans is inherently subjective due to reliance on net worth of investee, valuations of the assets held and cash flow projections of these investee companies. The key assumptions underpinning management's assessment of the valuation model includes, but are not limited to future growth rates, discount rates, estimated future operating and capital expenditure.

iii) Revenue recognition and Inventory from real estate project

Revenue recognition from real estate project requires significant judgments to be applied in determining the amount of revenue to be recognised, such as whether revenue to be booked over time or in time, whether the Company has enforceable right to payment for performance completed to date or the customer controls the assets as it is created etc. Significant judgements are also involved in estimating the amount of financing component from the total contract value. The amount of revenue to be recognised is closely linked to the project inventory.

iv) Valuation of investment property

Investment property is stated at cost. However, as per Ind AS 40, there is a requirement to disclose fair value as at the balance sheet date. The Group engaged independent valuation specialists to determine the fair value of its investment property as at reporting date.

v) Defined Benefit obligation

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long- term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

vi) Recoverability of deferred tax assets

The extent to which deferred tax assets can be recognized is based on an assessment of the probability that future taxable income will be available against which the deductible temporary differences and tax loss carry-forward can be utilized. In addition, significant judgement is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions.

Summary of standalone significant accounting policies and other explanatory information

for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

vii) Useful lives of depreciable assets

Management reviews its estimate of the useful lives of Property, plant and equipment at each reporting date, based on the expected utility of the assets, assessed by technical experts.

viii) Inventories

Management estimates the net realizable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realization of these inventories may be affected by future technology or other market-driven changes that may reduce future selling prices.

39. Disclosure of Interest in subsidiaries, joint arrangements and associates:

1) Disclosure of Interest in the following categories of joint ventures:

S No	Name	Method used to account for investments	Country of incorporation / principal place of business	Ownership interest of ZIL (%)	
				As at 31 March 2023	As at 31 March 2022
1	Zuari Indian Oiltanking Private Limited	Cost	India	50.00%	50.00%
2	Forte Furniture Products India Private Limited	Cost	India	48.98%	48.98%

2) Disclosure of Interest in the following subsidiaries:

S No	Name	Method used to account for investments	Country of incorporation / principal place of business	Ownership interest of ZIL (%)	
				As at 31 March 2023	As at 31 March 2022
1	Indian Furniture Products Limited	Cost	India	72.45%	72.45%
2	Simon India Limited	Cost	India	100.00%	100.00%
3	Zuari Management Services Limited	Cost	India	100.00%	100.00%
4	Zuari Infraworld India Limited	Cost	India	100.00%	100.00%
5	Zuari International Limited (Formerly Zuari Investments Limited)	Cost	India	100.00%	100.00%
6	Zuari Sugar and Power Limited	Cost	India	100.00%	100.00%
7	Zuari Finserv Limited	Cost	India	100.00%	100.00%
8	Zuari Envien Bio Energy Private Limited (Incorporate on 28 July 2022)	Cost	India	100.00%	-
9	Zuari Insurance Brokers Limited	Cost	India	100.00%	100.00%

Summary of standalone significant accounting policies and other explanatory information

for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

3) Disclosure of Interest in the following associates:

S No	Name	Method used to account for investments	Country of incorporation / principal place of business	Ownership interest of ZIL (%)	
				As at 31 March 2023	As at 31 March 2022
1	Zuari Agro Chemicals Limited	Fair value through OCI	India	20.00%	20.00%
2	Mangalore Chemicals & Fertilizers Limited	Fair value through OCI	India	0.26%	0.26%
3	Texmaco Infrastructure and Holdings limited	Fair value through OCI	India	20.78%	20.78%
4	Texmaco Rail and Engineering Limited	Fair value through OCI	India	0.24%	0.24%

40. Contingencies

A Contingent liabilities

Particulars	As at 31st March, 2023	As at 31st March, 2022
Tax demands in excess of provisions (pending in appeals)		
-Income taxes	4,330.89	4,330.89
-Indirect taxes	19.60	19.60
-Regulatory Fees on Molasses*	213.96	87.60
-Wealth taxes	565.78	565.78

Further, the Company has certain litigations involving employees, for which a sufficiently reliable estimate of the amount of the obligation cannot be made. Based on management assessment and in-house legal team's advice, the management believes that the Company has reasonable chances of succeeding before the courts/appellate authorities and does not foresee any material liability. Pending the final decision on the matters, no further provision has been made in the financial statements.

*UP Government have levied regulatory fees on sale and captive consumption of molasses @ ₹ 20/-Qtl wef 24.12.2021 vide order passed by the office of the Commissioner cum molasses controller Allahabad vide order no 4605-5153 dated 12.01.2022. UP Sugar Mill Association filed a writ petition at Hon'able High Court Lucknow Bench challenging this order levying regulatory fees on molasses vide write petition no 589 of 2022. Pending outcome of the case the Company has deposited entire amount accrued on account of regulatory fees amounting to INR 213.96 lakhs (31 March 2022: INR 87.60 lacs) under protest and any liabililty would be provided as and when decided by the court.

Based on discussions with the solicitors/ favourable decisions in similar cases/ legal opinions taken by the Company, the management does not expect these claims to succeed and hence, no provision against above is considered necessary.

Value added tax/ Sales tax liability on sale of molasses

Based on discussions with the solicitors/ favourable decisions in similar cases/ legal opinions taken by the Company, the management does not expect these claims to succeed and hence, no provision against above is considered necessary.The Company has sold molasses to certain parties without charging sales tax on the basis of stay order by Hon'ble High Court of Allahabad and is pending with Hon'ble Supreme Court. It says that during the pendency of special appeal before Hon'ble Supreme Court, the Company shall not realise taxes on sale of molasses. In case the order is decided against the parties by the Hon'ble Supreme Court, the Company would be liable to collect and pay VAT/Sales tax to the department along with interest and penalty. Amount involved is indeterminate.

Summary of standalone significant accounting policies and other explanatory information

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B Corporate guarantees given in favour of banks / others on behalf of :

Particulars	Outstanding exposure as on 31.03.2023	As at 31st March, 2023	As at 31st March, 2022
Simon India Limited	-	-	4,507.07
Indian Furniture Products Limited	-	-	4,000.00
Zuari Infraworld India Limited	16,525.92	25,278.00	20,000.00
Zuari Sugar & Power Limited	-	-	4,000.00
Zuari International Limited	8,900.00	8,900.00	
Forte Furniture Products India Private Limited	1,835.77	2,013.00	1,750.00
Total	**27,261.69**	**36,191.00**	**34,257.07**

C 3,38,60,365 (31 March 2022: 25,689,204) shares of Chambal Fertilizers & Chemical Limited amounting to INR 89,425.23 lakhs (31 March 2022: INR 1,08,434.13 lakhs) pledged by the Company to the lenders of its subsidiaries as follows:

- Nil (31 March 2022: 11,80,125) shares pledged on behalf of Simon India Limited
- 2,27,76,164 (31 March 2022: 1,57,14,079) shares pledged on behalf of Zuari International Limited (Formerly Zuari Investments Limited)
- Nil (31 March 2022: 6,35,000) shares pledged on behalf of Zuari Sugar & Power Limited
- 36,44,201 (31 March 2022: 15,00,000) shares pledged on behalf of Indian Furniture Products Limited
- 74,40,000 (31 March 2022: 66,60,000) shares pledged on behalf of Zuari Infraworld India Limited.

Further, 55,59,568 shares of zuari agro chemicals limited amounting to ₹ 6738.19 Lakhs pledged by the company to the lender of Zuari International Limited.

41. Capital and other commitments

Capital commitments contracted at the end of the reporting period but not recognized as liabilities is as follows:-

Particulars	As at 31st March, 2023	As at 31st March, 2022
Property, plant and equipment	-	592.55
	-	**592.55**

42. Financial risk management objectives and policies

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

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 market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk.

(i) Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Such borrowings are based on fixed as well as floating interest rate. Interest rate risk is determined by current market interest rates, projected debt servicing capability and view on future interest rate. The Company mitigates this risk by regularly assessing the market scenario and finding appropriate financial instruments.

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Interest rate exposure

Particulars	As at 31st March, 2023	As at 31st March, 2022
Variable rate borrowings	36,638.95	37,131.08
Fixed rate borrowings	85,494.03	91,740.77

Interest rate sensitivity	Effect on profit before tax	Effect on pre-tax equity
31 March 2023		
Interest rate- increased by 50 basis points	(183.19)	(183.19)
Interest rate- decreased by 50 basis points	183.19	183.19
31 March 2022		
Interest rate- increased by 50 basis points	(185.66)	(185.66)
Interest rate- decreased by 50 basis points	185.66	185.66

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company does not hedge its foreign exchange receivables.

Foreign currency sensitivity

	Change in USD rate	Effect on profit before tax	Effect on pre-tax equity
31 March 2023	+7%	(647.81)	(647.81)
	-7%	647.81	647.81
31 March 2022	+7%	(669.53)	(669.53)
	-7%	669.53	669.53

(iii) Equity price risk

The Company's investment in listed and non-listed equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. Having regard to the intrinsic worth, intent and long term nature of securities, fluctuation in their prices are considered acceptable. Reports on the equity portfolio are submitted to the Company's senior management on a regular basis. The Company's Board of Directors reviews and approves all equity investment decisions.

The exposure of equity securities price risk arises from investment FVTOCI held by the company. At the reporting date, the exposure to listed equity securities at fair value was ₹ 1,79,740.17 lakhs (31 March 2022: ₹ 2,76,124.55 lakhs) and unlisted equity securities at fair value is ₹ 60.17 lakhs (31 March 2022: ₹ 60.17 lakhs), which are classified at FVTOCI . Refer note 44 Fair values measurement.

Equity price sensitivity

The table below summarises the impact of increase/decrease of the index on the Company's equity and profit for the period. The analysis is based on the assumption that the equity index had increased by 5% or decreased by 5% with all other variables held constant, and that all the Company's equity instruments moved in line with the index.

	Impact on other components of equity
31 March 2023	
NSE Nifty 50-increases by 5%	8,987.01
NSE Nifty 50-decreases by 5%	(8,987.01)
31 March 2022	
NSE Nifty 50-increases by 5%	13,806.23
NSE Nifty 50-decreases by 5%	(13,806.23)

Summary of standalone significant accounting policies and other explanatory information

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Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is mainly exposed to credit risk from its operating activities (trade receivables) and loans to related parties.

Customer credit risk is managed as per the Company's established policy, procedures and control relating to customer credit risk management. The Company assesses the credit quality of the counterparties regularly. Outstanding customer receivables are regularly monitored and assessed. Impairment allowance for trade receivables if any, is provided on the basis of respective credit risk of individual customer as on the reporting date.

The company has assessed the risk as low.

Given the nature of business operations, the Company's receivables from real estate business does not have any expected credit loss as transfer of legal title of properties sold is generally passed on to the customer, once the Company receives the entire consideration. Further, the credit risk of sugar business is also low as the Company sells sugar on 'cash and carry' basis.

The loans have been given to various subsidiary companies, a joint venture and an associate (Zuari Agro Chemicals Ltd.) to support their operations. The same are subject to impairment testing alongwith related investments. Refer Note 38(ii).

Liquidity risk

Liquidity risk is the risk where the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach is to ensure as far as possible that it will have sufficient liquidity to meet its liabilities when due.

The Company relies on a mix of borrowings and excess operating cash flows to meet its needs for funds. The Company monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities at all times so that the Company does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

Contractual maturity of Financial Liabilities	Less than 1	1 to 5 years	> 5 years	Total
Year ended 31 March 2023				
Borrowings	54,602.86	68,751.82	-	123,354.68
Lease liabilities	47.49	260.53	37.81	345.83
Trade payables	20,849.31	-	-	20,849.31
Other financial liabilities	613.17	1,000.60	-	1,613.77
Financial guarantee contracts	16.41	-	-	16.41
	76,129.24	**70,012.95**	**37.81**	**146,180.00**
Year ended 31 March 2022				
Borrowings	45,009.41	85,494.99	-	130,504.40
Lease liabilities	91.25	227.95	116.64	435.84
Trade payables	30,101.48	-	-	30,101.48
Other financial liabilities	1,383.38	0.59	-	1,383.97
Financial guarantee contracts	42.88	-	-	42.88
	76,628.40	**85,723.53**	**116.64**	**162,468.57**

Summary of standalone significant accounting policies and other explanatory information

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43. Capital management

For the purpose of the company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders of the company.The Company's objective with respect to capital management is to ensure continuity of business while at the same time provide reasonable returns to its various stakeholders. In order to achieve this, requirement of capital is reviewed periodically with reference to operating and business plans that take into account capital expenditure and strategic investments. Sourcing of capital is done through judicious combination of equity/ internal accruals and borrowings, both short term and long term.

The various ratios for monitoring financial position/ capital of the company are provided in Note No 53.

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.

44. Fair values measurements

Financial instruments by category

Particulars	As at 31st March, 2023			As at 31st March, 2022		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
Financial assets						
Investments						
- Quoted equity shares (refer note (i) below)	-	179,740.17	-	-	276,124.56	-
- Un-quoted equity shares (refer note (i) below)	-	60.17	-	-	60.17	-
- Redeemable convertible non-cumulative preference shares of IFPL	550.13	-	-	486.39	-	-
- Mutual funds	-	-	-	899.96	-	-
- National Saving Certificates	-	-	2.00	-	-	1.50
Trade receivable	-	-	7,014.44	-	-	2,133.41
Cash and cash equivalents	-	-	1,558.74	-	-	1,430.08
Other bank balances	-	-	2,417.28	-	-	110.80
Loans	-	-	52,046.71	-	-	60,259.11
Derivative Instrument	78.70	-	-	-	-	-
Others financial assets	-	-	5,131.69	-	-	5,778.54
Total financial assets	**628.83**	**179,800.34**	**68,170.86**	**1,386.35**	**276,184.73**	**69,713.44**
Financial liabilities						
Borrowings (including interest accrued)	-	-	123,354.68	-	-	130,504.40
Lease liabilities	-	-	345.83	-	-	435.84
Financial guarantee liability	-	-	16.41	-	-	42.88
Trade payables	-	-	20,849.31	-	-	30,101.48
Derivative Instruments	-	-	-	170.28	-	-
Other financial liabilities	-	-	1,613.77	-	-	1,213.69
Total financial liabilities	**-**	**-**	**146,180.00**	**170.28**	**-**	**162,298.29**

Notes

(i) The equity securities for which the Company has made an irrevocable election at initial recognition to recognize changes in fair value through OCI rather than profit and loss are investments which are not held for trading purposes.

(ii) Investment in subsidiaries and joint ventures are measured at cost as per Ind AS 27, 'Separate financial statements' and hence, not presented here.

Summary of standalone significant accounting policies and other explanatory information

for the year ended 31 March 2023

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44. Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Company's assets.

Particulars	Total	Fair value measurement using		
		Quoted prices in active markets (level 1)	Significant observable inputs (level 2)	Significant unobservable inputs (level 3)
Financial assets measured at fair value (31 March 2023)				
A. FVOCI financial instruments:				
Quoted equity shares	179,740.17	179,740.17	-	-
Unquoted equity shares	60.17	-	-	60.17
B. FVPL financial instruments:				
Redeemable convertible non-cumulative preference shares of IFPL	550.13	-	-	550.13
Mutual funds	-	-	-	-
Financial assets measured at fair value (31 March 2022)				
A. FVOCI financial instruments:				
Quoted equity shares	276,124.56	276,124.56	-	-
Unquoted equity shares	60.17	-	-	60.17
B. FVPL financial instruments:				
Redeemable convertible non-cumulative preference shares of IFPL	486.39	-	-	486.39
Mutual funds	899.96	899.96	-	-
Financial assets measured at fair value (31 March 2023)				
Derivative instruments not designated as hedges measured at FVTPL	78.70	-	78.70	-
Financial liabilities measured at fair value (31 March 2022)				
Derivative instruments not designated as hedges measured at FVTPL	170.28	-	170.28	-

During the year ended 31 March, 2023 and 31 March,2022 there were no transfers between Level 1 and Level 2 fair value measurements.

i) Valuation techniques used to determine fair value

Specific valuation techniques used to value financial instruments include -

a) The fair values of the unquoted equity shares and preference shares are considered immaterial.

b) The fair value of Mutual Funds is determined using the NAV at the balance sheet date.

c) The fair values of the quoted equity shares are based on price quotations at the reporting date.

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ii) The following table presents the changes in level 3 items for the period ended 31 March 2023 and 31 March 2022

Particulars	Redeemable convertible non-cumulative preference shares	Investment in Unquoted equity shares	Total
As at 1 April 2021	**430.05**	**60.17**	**490.22**
Gains recognised in statement of profit and loss	56.34	-	56.34
(Loss) recognised in other comprehensive income	-	-	-
As at 31 March 2022	**486.39**	**60.17**	**546.56**
Gains recognised in statement of profit and loss	63.73	-	63.73
Loss recognised in other comprehensive income	-	-	-
As at 31 March 2023	**550.13**	**60.17**	**610.30**

(iii) Financial instruments measured at amortised cost

The management assessed that carrying value of financial assets and financial liabilities, carried at amortized cost, are approximately equal to their fair values at respective balance sheet dates.

45. Employee benefits

Particulars	As at 31st March, 2023	As at 31st March, 2022
Defined contribution plan		
Contribution to defined contribution plans, recognised as expense for the year ended is as under:		
Employer's contribution to provident fund /Pension Scheme	268.78	239.05
	268.78	**239.05**

Defined benefit plans

Provision for definded benefit plans are based on certain assumptions, however the actual results may vary in future. Accordingly, these plans typically expose the company to following actuarial risks:

(i) Actual Salary increase

(ii) Actual Return on Investment

(iii) Change in Discount Rate in future

(iv) Actual Mortality & disability

(v) Actual Withdrawals

A) Compensated absences (Unfunded)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Amount recognised in the statement of profit and loss is as under :		
Current service cost	67.72	38.28
Net interest cost	15.07	16.72
Net actuarial (gain)/loss for the year	3.47	(1.04)
Expense recognized in the statement of profit and loss	**86.26**	**53.96**
Movement in the liability recognized in the balance sheet is as under :		
Present value of defined benefit obligation at the beginning of the year	212.17	245.95
Acquisition Adjustment	(10.77)	-
Current service cost	67.72	38.28
Interest cost	15.07	16.72
Actuarial (gain) on obligation	3.47	(1.04)

Summary of standalone significant accounting policies and other explanatory information
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Particulars	As at 31st March, 2023	As at 31st March, 2022
Benefits paid	(73.52)	(87.74)
Present value of defined benefit obligation at the end of the year	**214.14**	**212.17**
Bifurcation of projected benefit obligation at the end of the year in current and non-current		
a) Current liability (amount due within one year)	38.49	50.36
b) Non - current liability (amount due over one year)	175.65	161.81
Total projected benefit obligation at the end of the year	**214.14**	**212.17**
For determination of the liability of the Company, the following actuarial assumptions were used:		
Discount rate	7.45%	6.80%
Salary escalation rate	5%	5.00%
Mortality rate	100% of IALM (2012 -14)	100% of IALM (2012 -14)
Maturity Plan of Defined Benefit Obligation		
a) 0 to 1 year	38.49	51.61
b) 2 to 5 year	75.29	49.43
c) more than 5 years	100.36	111.13
	214.14	**212.17**
Sensitivity analysis for compensated absences liability		
i) Impact due to increase of 0.50 %	(6.46)	(8.04)
ii) Impact due to decrease of 0.50 %	6.93	8.00
b) Impact of the change in salary escalation rate		
i) Impact due to increase of 0.50 %	7.06	8.15
ii) Impact due to decrease of 0.50 %	(6.64)	(8.20)

B) Gratuity (funded)

The company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with an insurance company in the form of a qualifying insurance policies.

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
- Gratuity (funded)	**(318.17)**	**(353.08)**
Total	(318.17)	(353.08)
Net employee benefit expense (recognized in employee cost)		
Current service cost	70.68	68.74
Net interest cost	25.09	30.66
Total	**95.77**	**99.40**
Amount recognised in other comprehensive income		
Actuarial gain/ (loss) on obligations	14.55	133.10
Return on plan assets (excluding amounts included in net interest expense)	14.29	3.75
Total	**28.84**	**136.85**

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Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Changes in the present value of the defined benefit obligation :		
Opening defined obligation	781.22	837.41
Current service cost	70.68	68.74
Acquisition adjustment	(14.58)	-
Interest cost	55.49	56.95
Re-measurement (or actuarial) (gain) / loss arising from:	(14.56)	(133.09)
Benefits paid	(76.08)	(48.79)
Defined benefit obligation	**802.17**	**781.22**
Changes in the fair value of plan assets :		
Fair value of plan assets	428.14	386.78
Interest income	44.69	30.06
Benefits paid	(53.26)	(48.79)
Employer Contribution	64.43	60.09
Closing fair value of plan assets	**484.00**	**428.14**

The company expects to contribute Nil (31 March 2022: INR 102.39 lakhs) towards gratuity during the year 2023-24.

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows :

Particulars	As at 31st March, 2023	As at 31st March, 2022
Investment with insurer (Life Insurance Corporation of India)	484.00	428.14

The principal assumptions used in determining gratuity obligation for the Company's plans are shown below :

Particulars	As at 31st March, 2023	As at 31st March, 2022
Discount rate (in %)	7.45%	7.11%
Salary escalation (in %)	5.00%	5.00%
Mortality rate (%)	100% of IALM (2012-14)	100% of IALM (2012-14)

Assumptions	Discount rate		Future salary increases	
A quantitative sensitivity analysis for significant assumption as at 31 March 2023 is as shown below :				
Sensitivity level	0.5% increase	0.5% decrease	0.5% increase	0.5% decrease
Impact on defined benefit obligation	(22.40)	23.57	23.51	(22.55)
A quantitative sensitivity analysis for significant assumption as at 31 March 2022 is as shown below:				
Sensitivity level	0.5% increase	0.5% decrease	0.5% increase	0.5% decrease
Impact on defined benefit obligation	(22.64)	23.99	24.19	(19.78)

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Particulars	As at 31st March, 2023	As at 31st March, 2022
Maturity profile of defined benefit obligation		
Within the next 12 months (next annual reporting period)	93.14	104.97
Between 2 and 5 years	374.68	299.29
Beyond 5 years	334.35	376.95
	802.17	**781.21**

C) Provident Fund

The Company contributes its share in an approved provident fund trust. The Company is liable for shortfall, if any, in the fund assets based on the government specified minimum rate of return. It has been confimred by the PF Trust that there is no shortfall as at 31st March, 2023.

46. Related party disclosures

A. The list of related parties as identified by the management is as under :

i) Subsidiaries and stepdown subsidiaries of the Company:

1. Zuari Infraworld India Limited
2. Zuari Infra Middle East Limited, a subsidiary of Zuari Infraworld India Limited
3. Zuari Infraworld SJM Properties LLC (Formerly known as SJM Elysium Properties LLC), a subsidiary of Zuari Infra Middle East Limited
4. Zuari Management Services Limited
5. Indian Furniture Products Limited
6. Simon India Limited
7. Zuari International Limited (Formerly Zuari Investments Limited)
8. Zuari Finserv Limited
9. Zuari Sugar & Power Limited
10. Zuari Insurance Brokers Limited
11. Zuari Envien Bioenergy Private Limited

ii) Joint Ventures of the Company:

1. Zuari Indian Olitanking Private Limited, a Joint venture of Zuari Industries Limited (Formerly Zuari Global Limited)
2. Forte Furniture Products India Private Limited, a Joint venture of Zuari Industries Limited (Formerly Zuari Global Limited)

iii) Associates of the Company:

1. New EROS Tradecom Limited, an associate of Zuari Investments Limited
2. Zuari Agro Chemicals Limited, an associate of Zuari Industries Limited (Formerly Zuari Global Limited)
3. Mangalore Chemicals and Fertilisers Limited, a subsidiary of Zuari Agro Chemicals Limited
4. Adventz Trading DMCC, a subsidiary of Zuari Agro Chemicals Limited
5. Zuari Farmhub Limited, a subsidiary of Zuari Agro Chemicals Limited.
6. Zuari Maroc Phosphates Private Limited, a joint venture of Zuari Agro Chemicals Limited
7. Paradeep Phosphates Limited, a subsidiary of Zuari Maroc Phosphates Private Limited
8. Zuari Yoma Agri Solutions Limited an associate of Paradeep Phosphates Limited
9. Brajbhumi Nirmaan Private Limited, an associate of Zuari Infraworld India Limited
10. Pranati Niketan Private Limited, an associate of Zuari Infraworld India Limited
11. Darshan Nirmaan Private Limited, an associate Zuari Infraworld India Limited

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12. Rosewood Agencies Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
13. Neobeam Agents Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
14. Mayapur Commercial Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
15. Nexus Vintrade Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
16. Bahubali Tradecomm Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
17. Hopeful Sales Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
18. Divine Realdev Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
19. Kushal Infraproperty Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
20. Beatle Agencies Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
21. Suhana Properties Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
22. Saket Mansions Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
23. Texmaco Infrastructure and Holdings Limited, an associate of Zuari Industries Limited (Formerly Zuari Global Limited)
24. Valley View Landholdings Private Limited, a subsidiary of Texmaco Infrastructure and Holdings Limited
25. Macfarlane & Company Limited, a subsidiary of Texmaco Infrastructure and Holdings Limited
26. High Quality Steels Limited, a subsidiary of Texmaco Infrastructure and Holdings Limited
27. Topflow Buildcon Private Limited, a Step-down subsidiary of Texmaco Infrastructure and Holdings Limited
28. Startree Enclave Private Limited, a Step-down subsidiary of Texmaco Infrastructure and Holdings Limited
29. Snowblue Enclave Private Limited, a Step-down subsidiary of Texmaco Infrastructure and Holdings Limited
30. Lionel India Limited, an associate of Texmaco Infrastructure and Holdings Limited
31. Sigma Rail Systems Private Limited, an associate of Texmaco Infrastructure and Holdings Limited (upto 30th March 2022)
32. Texmaco Rail & Engineering Limited, an associate of Zuari Industries Limited (Formerly Zuari Global Limited)
33. Belur Engineering Private Limited, a subsidiary of Texmaco Rail & Engineering Limited
34. Panihati Engineering Udyog Private Limited (Formerly known as Texmaco Engineering Udyog Private Limited), a subsidiary of Texmaco Rail & Engineering Limited
35. Texmaco Rail Electrification Limited, a subsidiary of Texmaco Rail & Engineering Limited
36. Texmaco Rail System Private Limited, a Step-down subsidiary of Texmaco Rail & Engineering Limited
37. Texmaco Transtrak Private Limited, a Step-down subsidiary of Texmaco Rail & Engineering Limited
38. Texmaco Defence Systems Private Limited, an associate of Texmaco Rail & Engineering Limited
39. Touax Texmaco Railcar Leasing Private Limited, a joint venture of Texmaco Rail & Engineering Limited
40. Wabtec Texmaco Rail Private Limited, a joint venture of Texmaco Rail & Engineering Limited

iv) A. Enterprises having significant influence:

Globalware Trading and Holdings Limited

B. Enterprises where the Company is having significant influence:

1. Zuari Industries Limited Employees Provident Fund
2. Zuari Industries Limited Sr. Staff Superannuation Fund
3. Zuari Industries Limited Non Management Employees Pension Fund
4. Zuari Industries Limited Gratuity Fund

v) Key Management Personnel

1. Mr. S. K. Poddar- Chairman
2. Mr. R S Raghavan- Managing Director (upto 15th Feb 2022)
3. Mr. Athar Sahab- Managing Director(from 15th Feb 2022)

Summary of standalone significant accounting policies and other explanatory information

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4. Mr. Marco Wadia - Independent and Non-Executive Director (upto 31st March 2022)
5. Mrs. Manju Gupta - Independent and Non-Executive director
6. Mr. Vijay Vyankatesh Paranjape -Independent And Non-Executive Director
7. Mr. Dipankar Chatterji-Independent And Non-Executive Director (upto 22nd Mar 2022)
8. Mr. Sushil Kumar Roongta - Independent and Non Executive Director(from 15th March 2022)
9. Mr. Alok Saxena- Executive Director (from 1st July 2022)
10. Mr. Suneet Shriniwas Maheshwari-Independent and Non-Executive Director (from 1st July 2022)
11. Mrs. Jyotsna Poddar- Non Executive Director (from 1st April 2022)
12. Mr. Akshay Poddar- Non Executive Chairman*
13. Mr. L. M. Chandrasekaran- Independent and Non Executive Director*
14. Mr. Bhaskar Chatterjee- Independent and Non Executive Director *

* (Ceased to be directors of erstwhile Gobind Sugar Mills Limited ("GMSL") due to dissolution of Board of Directors of GSML in terms of Amalgamation of GSML with Zuari Global Limited (now known as Zuari Industries Limited w.e.f. 30th April 2022, being effective date)

vi) Relatives of Key Management Personnel

1. Mrs. Zakiya Maryam Athar, Wife of Managing Director

Summary of standalone significant accounting policies and other explanatory information
for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

B. Related party transactions for the year ended 31st Mar 2023

S No	Transaction details	As at 31 March 2023						As at 31 March 2022					
		Subsidiaries	Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence	Key Management Personnel/ Relatives of KMP	Subsidiaries	Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence	Key Management Personnel/ Relatives of KMP
1.	**Service charges / Brokerage paid / Development fees / Purchase of assets / Fertilisers / Manpower Supply / Project Expenses / Employee benefit exp**												
	– Zuari Finserv Limited	14.84	-	-	-	-	-	22.35	-	-	-	-	-
	– Zuari Infraworld India Limited	41.41	-	-	-	-	-	1,293.58	-	-	-	-	-
	– Zuari Management Services Limited	28.67	-	-	-	-	-	11.36	-	-	-	-	-
	– Zuari International Limited	13.30	-	-	-	-	-	-	-	-	-	-	-
	- Zuari Farmhub Limited	0.60	-	-	-	-	-	-	-	-	-	-	-
	- Simon india Limited	8.78	-	-	-	-	-	-	-	-	-	-	-
2.	**Inter-corporate deposits /Loans given**												
	– Zuari International Limited	1,018.25	-	-	-	-	-	6,101.24	-	-	-	-	-
	– Zuari Sugar and Power Limited	1,380.00	-	-	-	-	-	5,842.63	-	-	-	-	-
	– Simon India Limited	205.00	-	-	-	-	-	340.05	-	-	-	-	-
	– Zuari Management Services Limited	1,338.00	-	-	-	-	-	2,684.00	-	-	-	-	-
	- Zuari Infraworld India Limited	1,032.40	-	-	-	-	-	15,230.65	-	-	-	-	-
	- Indian Furniture Products Limited	1,452.74	-	-	-	-	-	5,508.26	-	-	-	-	-
	- Forte Furniture Products India Private Limited	-	300.00		-	-	-	-	627.50	-	-	-	-
3.	**Receipt – repayment of ICDs / loans**												
	– Zuari Infraworld India Limited	7,697.53	-	-	-	-	-	17,211.13	-	-	-	-	-
	– Zuari Sugar and Power Limited	42.45	-	-	-	-	-	7,722.67	-	-	-	-	-
	– Zuari International Limited	3,587.25	-	-	-	-	-	11,748.24	-	-	-	-	-
	– Zuari Management Services Limited	1,525.00	-	-	-	-	-	635.22	-	-	-	-	-
	– Simon India Limited	286.55	-	-	-	-	-	4,747.22	-	-	-	-	-
	- Indian Furniture Products Limited	1,077.38	-	-	-	-	-	7,248.65	-	-	-	-	-

Summary of standalone significant accounting policies and other explanatory information
for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

S No	Transaction details	As at 31 March 2023						As at 31 March 2022					
		Subsidiaries	Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence	Key Management Personnel/ Relatives of KMP	Subsidiaries	Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence	Key Management Personnel/ Relatives of KMP
	- Forte Furniture Products India Private Limited	-	727.50	-	-	-	-	-	-	-	-	-	-
4.	**Loan and advances Taken**												
	– Zuari International Limited	6,243.00	-	-	-	-	-	23,615.45	-	-	-	-	-
	- Simon india Limited	600.00	-	-	-	-	-	-	-	-	-	-	-
	- Zuari Insurance Brokers Limited	-	-	-	-	-	-	385.00	-	-	-	-	-
5.	**Loan and advances Repaid**												
	- Simon india Limited	144.86	-	-	-	-	-	-	-	-	-	-	-
	- Zuari Insurance Brokers Limited	385.00	-	-	-	-	-	-	-	-	-	-	-
	– Zuari International Limited	6,685.36	-	-	-	-	-	13,590.45	-	-	-	-	-
6.	**Managerial Remuneration#**												
	- Jyotsna Poddar	-	-	-	-	-	-	-	-	-	-	-	76.32
	- Athar Sahab	-	-	-	-	-	240.37	-	-	-	-	-	121.75
	- R S Raghavan	-	-	-	-	-	-	-	-	-	-	-	116.10
	- Alok Saxena	-	-	-	-	-	45.16	-	-	-	-	-	70.57
	# Entirely in the nature of short term employee benefits and does not include provision for compensated absence/ gratuity												
7.	**Interest Income**												
	– Zuari International Limited	120.47	-	-	-	-	-	334.63	-	-	-	-	-
	– Simon India Limited	8.66	-	-	-	-	-	202.19	-	-	-	-	-
	– Zuari Sugar and Power Limited	1,447.50	-	-	-	-	-	1,663.44	-	-	-	-	-
	– Zuari Infraworld India Limited	533.72	-	-	-	-	-	1,227.54	-	-	-	-	-
	– Zuari Management Services Limited	1,252.71	-	-	-	-	-	1,013.77	-	-	-	-	-
	– Zuari Agro Chemicals Limited	-	-	4,500.00	-	-	-	-	-	4,500.00	-	-	-
	– Indian Furniture Products Limited	319.60	-	-	-	-	-	717.48	-	-	-	-	-
	- Forte Furniture Products India Private Limited	-	31.69	-	-	-	-	-	78.27	-	-	-	-
8.	**Dividend received**												
	- Zuari Finserv Limited	-	-	-	-	-	-	224.98	-	-	-	-	-
	- Zuari Insurance Brokers Limited	96.25	-	-	-	-	-	55.00	-	-	-	-	-
	- Texmaco Infrastructure and Holding Limited	-	-	19.86	-	-	-	-	-	52.96	-	-	-
	- Texmaco Rail & Engineering Limited	-	-	0.77	-	-	-	-	-	4.04	-	-	-
	– Mangalore Chemicals & Fertilizers Limited	-	-	3.67	-	-	-	-	-	3.06	-	-	-

Summary of standalone significant accounting policies and other explanatory information

for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

S No	Transaction details	As at 31 March 2023						As at 31 March 2022					
		Subsidiaries	Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence	Key Management Personnel/ Relatives of KMP	Subsidiaries	Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence	Key Management Personnel/ Relatives of KMP
9.	**Lease rental income**												
	– Zuari Indian Oiltanking Private Limited	-	196.75	-	-	-	-	-	187.38	-	-	-	-
	– Zuari Sugar and Power Limited	-	-	-	-	-	-	9.52	-	-	-	-	-
	– Pardeep Phosphates Limited	-	-	11.51	-	-	-	-	-	-	-	-	-
	– Zuari Agro Chemicals Limited	-	-	2.31	-	-	-	-	-	23.71	-	-	-
10.	**Sale of Finished Goods/Assets**												
	– Zuari Sugar and Power Limited	4,538.51	-	-	-	-	-	6,845.66	-	-	-	-	-
	– Zuari International Limited	7,858.17	-	-	-	-	-	-	-	-	-	-	-
11.	**Rental Expense**												
	- Texmaco Infrastructure and Holding Limited	-	-	77.05	-	-	-	-	-	70.68	-	-	-
12.	**Finance Cost**												
	– Zuari International Limited	2,510.54	-	-	-	-	-	1,961.90	-	-	-	-	-
	- Zuari Insurance Brokers Limited	46.07	-	-	-	-	-	23.29	-	-	-	-	-
	- Simon india Limited	25.57	-	-	-	-	-	-	-	-	-	-	-
	- Texmaco Infrastructure and Holding Limited	-	-	106.24	-	-	-	-	-	106.25	-	-	-
13.	**Sitting fees payment**												
	– S. K. Poddar	-	-	-	-	-	3.65	-	-	-	-	-	2.80
	– Sushil Kumar Roongta	-	-	-	-	-	5.10	-	-	-	-	-	-
	– Marco Wadia	-	-	-	-	-	0.40	-	-	-	-	-	9.60
	– Mr. Dipanker Chartterji	-	-	-	-	-	-	-	-	-	-	-	3.70
	– Mrs Manju Gupta	-	-	-	-	-	3.40	-	-	-	-	-	4.40
	– Mr. Vijay V Paranjape	-	-	-	-	-	5.85	-	-	-	-	-	4.90
	- Mr. Akshay Poddar	-	-	-	-	-	0.40	-	-	-	-	-	3.15
	- Mr. Bhaskar Chatterjee	-	-	-	-	-	0.40	-	-	-	-	-	4.40
	- Jyotsna Poddar	-	-	-	-	-	2.00	-	-	-	-	-	-
	- Suneet Maheshwari	-	-	-	-	-	4.65	-	-	-	-	-	-
	- Mr. L.M Chandrasekaran	-	-	-	-	-	0.40	-	-	-	-	-	4.40
14.	**Management/Professional/ Financial consultancy Income/ Sale of Right on shares**												
	– Zuari Indian Oiltanking Private Limited	-	19.14	-	-	-	-	-	18.23	-	-	-	-
	– Zuari Agro Chemicals Limited	-	-	-	-	-	-	-	-	1.02	-	-	-
	- Zuari International Limited	-	-	-	-	-	-	17.29	-	-	-	-	-
	- Zuari Farmhub Limited	-	-	-	-	-	-	-	-	-	4.79	-	-
15.	**Dividend payment**												

Summary of standalone significant accounting policies and other explanatory information
for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

S No	Transaction details	As at 31 March 2023						As at 31 March 2022					
		Subsidiaries	Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence	Key Management Personnel/ Relatives of KMP	Subsidiaries	Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence	Key Management Personnel/ Relatives of KMP
	– Globalware Trading and Holdings Limited	-	-	-	74.92	-	-	-	-	-	224.76	-	-
	– New Eros Tradecom Limited	-	-	11.97	-	-	-	-	-	35.91	-	-	-
	- Texmaco Infrastructure and Holding Limited	-	-	27.58	-	-	-	-	-	82.74	-	-	-
	– S. K. Poddar	-	-	-	-	-	3.23	-	-	-	-	-	9.68
	– Akshay Poddar	-	-	-	-	-	2.38	-	-	-	-	-	7.14
	– Jyotsna Poddar	-	-	-	-	-	0.72	-	-	-	-	-	2.15
16.	**Guarantee commission received**												
	– Zuari Infraworld SJM Properties LLC	-	-	-	-	-	-	56.08	-	-	-	-	-
17	**Purchase of investment/Issue of Shares**												
	-Zuari Finserv Limited (fresh issue)	100.08	-	-	-	-	-	224.98	-	-	-	-	-
	– Indian Furniture Products Limited (Equity Shares of FFPL)	-	-	-	-	-	-	1,369.66	-	-	-	-	-
	– Zuari Infraworld India Limited (Fresh Issue)	2,001.00	-	-	-	-	-	-	-	-	-	-	-
	- Zuari Envien Bioenegy Limited	1.00	-	-	-	-	-	-	-	-	-	-	-
	- Forte Furniture Products Limited (Fresh Issue)	-	580.62	-	-	-	-	-	-	-	-	-	-
18.	**Purchase of Own NCRPS**												
	– Zuari Insurance Brokerage Limited	-	-	-	-	-	-	90.00	-	-	-	-	-
	– Zuari Sugar and Power Limited	-	-	-	-	-	-	1,875.98	-	-	-	-	-
	– Zuari International Limited	-	-	-	-	-	-	123.00	-	-	-	-	-
	– Simon India Ltd.	-	-	-	-	-	-	6,423.73	-	-	-	-	-
19.	**Security Deposit Given**												
	- Texmaco Infrastructure & Holdings ltd	-	-	5.30	-	-	-	-	-	-	-	-	-
20.	**Car Rental Lease**												
	- Zakiya Maryam Athar	-	-	-	-	-	8.88	-	-	-	-	-	0.91
21.	**Deposit of Provident Fund**												
	-Zuari Industries Limited Employees Provident Fund	-	-	-	-	59.21	-	-	-	-	-	46.18	-
22.	**Deposit of Non Management Employees Pension Fund**												
	-Zuari Industries Limited Non Management Employees Pension Fund	-	-	-	-	2.17	-	-	-	-	-	1.51	-

Summary of standalone significant accounting policies and other explanatory information
for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

C. Related Party Balance outstanding as at 31 March 2023

S No	Transaction details	As at 31 March 2023						As at 31 March 2022					
		Subsidiaries	Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence	Key Management Personnel/ Relatives of KMP	Subsidiaries	Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence	Key Management Personnel/ Relatives of KMP
1.	**Loan and advances receivable (including accrued interest)**												
	– Zuari Infraworld India Limited	151.80	-	-	-	-	-	6,814.13	-	-	-	-	-
	– Zuari International Limited	-	-	-	-	-	-	2,569.00	-	-	-	-	-
	– Simon India Limited	-	-	-	-	-	-	81.55	-	-	-	-	-
	– Zuari Management Services Limited	8,247.00	-	-	-	-	-	8,434.00	-	-	-	-	-
	– Zuari Sugar and Power Limited	10,746.13	-	-		-	-	9,408.58	-	-	-	-	-
	– Zuari Agro Chemicals limited	-	-	30,000.00	-	-	-	-	-	30,866.33	-	-	-
	- Forte Furniture Products Limited	-	202.07	-	-	-	-	-	635.63	-	-	-	-
	– Indian Furniture Products Limited	2,699.70	-	-	-	-	-	2,324.36	-	-	-	-	-
2.	**Loan and advances Payable (including accrued interest)**				-								
	– Zuari International Limited	20,676.44	-	-		-	-	21,794.38	-	-	-	-	-
	- Simon india Limited	455.14	-	-	-	-	-	-	-	-	-	-	-
	- Zuari Insurance Brokers Limited	-	-	-	-	-	-	385.00	-	-	-	-	-
	- Texmaco Infrastructure and Holding Limited	-	-	850.00	-	-	-	-	-	1,197.60	-	-	-
3.	**As trade payables**				-								
	– Zuari Infraworld India Limited	25.79	-	-	-	-	-	104.30	-	-	-	-	-
	– Zuari Management Services Limited	13.09	-	-	-	-	-	0.25	-	-	-	-	-
	- Simon India Limited	-	-	-		-	-	1.23	-	-	-	-	-
	– Zuari Finserv Limited	2.27	-	-	-	-	-	29.35	-	-	-	-	-
	- Zuari Indian Oiltanking Limited	-	-	-	-	-	-	-	0.66	-	-	-	-
	- Zuari Agro chemicals limited	-	-	21.93	-	-	-	-	-	-	-	-	-
4.	**As Advances or deposits recoverable / as debtor**				-								
	– Zuari Indian Oiltanking Private Limited	-	6.43	-	-	-	-	-	-	-	-	-	-
	– Zuari International Limited	1,713.40	-	-	-	-	-	0.01	-	-	-	-	-
	- Texmaco Infrastructure and Holding Limited	-	-	7.56	-	-	-	-	-	3.43	-	-	-
	- Zuari Finserv Limited	-	-	-	-	-	-	14.70	-	-	-	-	-
	- Paradeep phosphates ltd	-	-	31.48	-	-	-	-	-	-	-	-	-
	– Zuari Sugar and Power Limited	407.27	-	-	-	-	-	45.65	-	-	-	-	-
	- Zuari Envien Bioenegy Limited	15.76	-	-	-	-	-	-	-	-	-	-	-

(All amounts in INR lakhs, unless stated otherwise)

S No	Transaction details	As at 31 March 2023						As at 31 March 2022					
		Subsidiaries	Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence	Key Management Personnel/ Relatives of KMP	Subsidiaries	Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence	Key Management Personnel/ Relatives of KMP
	- Zuari Agro Chemicals Limited	-	-	-	-	-	-	-	-	105.27	-	-	-
5.	**Amount received on account of amount deposited under litigation**				-								
	– Zuari Agro Chemicals Limited	-	-	522.16		-	-	-	-	522.16	-	-	-
6.	**Security Deposit Given**				-								
	- Paradeep phosphates Ltd./ Zuari Agro Chemicals Limited	-	-	-		0.60	-	-	-	-	-	0.60	-
	- Texmaco Infrastructure and Holding Limited	-	-	17.67	-	-	-	-	-	12.37	-	-	-
7.	**Deposit of provident fund**												
	-Zuari Industries Limited Employees Provident Fund	-	-	-		5.74	-	-	-	-	-	4.88	-
8.	**Deposit of non-management employees pension fund**												
	-Zuari Industries Limited Non Management Employees Pension Fund	-	-	-		0.23	-	-	-	-	-	0.15	-

Summary of standalone significant accounting policies and other explanatory information
for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

47. Scheme of Amalgamation

Hon'ble National Company Law Tribunal, Mumbai vide its order dated 20 April 2022 and Hon'ble National Company Law Tribunal, New Delhi vide its order dated 28 March 2022 approved the Scheme of Amalgamation of Gobind Sugar Mills Limited (GSML) with Zuari Industries Limited (ZIL) in accordance with the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder. Both ZIL and GSML filed the certified copy of orders with Registrar of Companies, Goa and Registrar of Companies, Delhi respectively on 30 April 2022. The Appointed Date as per the scheme is 1 April 2020 and became operative from the Effective Date i.e. 30 April 2022.

On 30 April 2022, the entire business and whole of the undertaking of GSML, without any further act, deed, matter or thing, together with all properties, assets, rights, liabilities, benefits and interest therein stand transferred to and vested in and / or deemed to be transferred to and vested in ZIL, as a going concern and become the properties and liabilities of ZIL from 1 April 2020.

The key terms of the Scheme are as under:

1. Equity Shareholders of GSML to receive 1 equity share of ZIL for every 2.85 equity shares or 10000 10% NCRPS for every 1006 equity shares held in GSML, at their option.

2. Preference Shareholders of GSML to receive 7% NCRPS in ZIL on same terms and conditions as were applicable in GSML (i.e. to be redeemed after expiry of 12 years from the date of original allotment).

3. ZIL to account for amalgamation as per 'Pooling of Interest Method' in accordance with Ind AS 103.

4. The carrying amount of investments in the shares of GSML as appearing in the books of subsidiaries of ZIL shall stand cancelled.

5. The comparative financial information in respect of prior periods presented in financial statements of ZIL shall be restated, as if amalgamation had occurred from the beginning of such comparative period (i.e on or from 01.04.2020) presented in the financial statements.

6. The difference between the amount recorded as equity and preference share capital issued as per the Scheme and the amount of share capital of GSML, after adjusting the impact of cancellation of investment in equity share capital of GSML and inter-company balances will be transferred to the Capital Reserve of ZIL, and presented separately from other Capital Reserve with disclosure of its nature and purpose in the notes to the financial statements of ZIL.

The Company had fixed 13 May 2022 as "Record Date" for ascertaining the equity and preference shareholders of GSML who are entitled to receive equity or preference shares of the ZIL consequent to amalgamation. ZIL despatched option forms on 17 May 2022 to all the equity shareholders of GSML giving them the option to opt for either equity shares or 10.5% Non-Convertible Redeemable Preference Shares (10.5% NCRPS). The last date of receipt of option forms was 16 June 2022 post which ZIL alloted 3,40,580 equity shares and 58,52,034 10.50% NCRPS . Further, 59,22,080 7% NCRPS of ₹ 10 each have also been alloted to erstwhile preference shareholder of GSML.

Pending allotment of such shares to the non-controlling shareholders , it was assumed that all non controlling shareholders of GSML will opt for equity shares of ZIL and nominal value of such shares disclosed under "Other Equity".

48. Disclosure required under section 186(4) of Companies Act, 2013

A. Disclosure of loan given: Refer note 46 for details

B. Particulars of guarantee given/ security provided: Refer Note 40 for details

C. Particulars of investment made during the year- Refer note 46 for details

Summary of standalone significant accounting policies and other explanatory information

for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

49. Disclosure Under Regulation 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 :

Loans and advances

S No	Name of Loanee	Status	Outstanding balance on		Maximum balance during the year	
			As at 31 Mar 2023		As at Mar 2022	
1	Zuari InfraWorld India Limited	Subsidiary	149.00	6,814.13	7,205.13	18,017.22
2	Zuari International Limited	Subsidiary	-	2,569.00	3,367.25	8,316.00
3	Zuari Management Services Ltd	Subsidiary	8,247.00	8,434.00	9,034.00	8,434.00
4	Zuari Sugar & Power Limited	Subsidiary	10,746.13	9,408.58	10,788.58	13,804.62
5	Simon India Limited	Subsidiary	-	81.55	227.15	1,339.50
6	Indian Furniture Products Ltd	Subsidiary	2,699.70	2,324.35	2,699.70	8,541.00
7	Zuari Agro Chemicals Limited	Associate	30,000.00	30,000.00	30,000.00	30,000.00
8	Forte Furniture Products India Private Limited	Joint Venture	200.00	627.50	627.50	627.50
			52,041.83	**60,259.11**	**63,949.32**	**89,079.84**

There are no transactions of loans and advances to subsidiaries/ associates/ firms/ joint ventures/ others in which Directors are interested other than as disclosed above. Further, no loans have been given to Promoters, Directors and KMP. The above loans represent 100% of the total loans given by the company as at 31st March 2023 and 31st March 2022.

50. Title deed of immovable properties not held in the name of the company

S No	Line item in the balance sheet	Property description	Amount	Date of Holding	Title deeds held by	Reason
1	Investment property	Survey No 118/1 admeasuring 3675 Sq. Mt, Sancoale, Goa	-	6/3/1996	Zuari Agro Chemicals Limited/ Zuari Industries Limited	Name of the company has changed several times, mutation in the name of Zuari Industries Limited Pending.
2		Survey No 169/1 admeasuring 32150 Sq. Mt., Sancoale, Goa	-	22/11/2005		
3		Survey No 178/1 admeasuring 8953 Sq. Mt., Sancoale, Goa	-	31/3/1971		
4		Survey No 191/1 admeasuring 6250 Sq. Mt., Sancoale, Goa	-	22/4/1999		
5		Survey No 230/1 admeasuring 38725 Sq. Mt., Sancoale, Goa	-	14/10/1991 & 09/12/1996		
6		Survey No 231/1 admeasuring 13350 Sq. Mt., Sancoale, Goa	-	14/10/1991 & 09/12/1996		
7		Survey No 234/1 admeasuring 21675 Sq. Mt, Sancoale, Goa	-	22/4/1999		
8		Survey No 234/2 admeasuring 525 Sq. Mt, Sancoale, Goa	-	22/4/1999		
9		Survey No 234/3 admeasuring 27400 Sq. Mt, Sancoale, Goa	-	22/4/1999		
10		Survey-No 111/1 admeasuring 107489 Sq. Mt., Sancoale, Goa	1.63	31/3/1971		
11		Survey No 189/1 admeasuring 53292 Sq. Mt., Sancoale, Goa	-	31/3/1971		
12		Survey No 190/1 admeasuring 142334 Sq. Mt., Sancoale, Goa	-	31/3/1971		
13		Flat-101,The Beach Village, Sancoale Village, Mormugao Taluka, Goa	41.09	23/3/2011		
14		Office 8, 9, 10, 2nd Floor, Vernekar Plaza, CTS 162/17Al, 162/17A2, 162/17A3, Deshpande Nagar, Hubbli, Karnataka	42.98	10/7/2007		
15		Commercial Office No.1, 4th Floor, The Forum, Plot No. 9, S. No. 63/2B, Parvati Village, Pune, Maharashtra	144.47	23/4/2007		

Summary of standalone significant accounting policies and other explanatory information
for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

51. Additional disclosures:

(a) Compliance with number of layers of companies:

No layers of companies has been established beyond the limits prescribed under clause 87 of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

(b) Relationship with Struck off Companies:

(i) There are no transaction with the companies whose name struck off under section 248 of The Companies Act, 2013 or section 560 of Companies Act, 1956 during the year ended 31 March 2023 and the year ended 31 March 2022, except as per the details given below:-

(₹ in lakhs)

Name of the Struck off company	Nature of transaction with Struck off Company	Balance Outstanding as at March 31, 2023	Balance Outstanding as at March 31, 2022	Relation with the Struck off Company
Sureka Equipments Pvt. Ltd.	Trade Payable	1.79	1.79	Vendor

(ii) Details of Other Struck off entities holding equity shares in the company is as below :

Name of struck off Company	No of Shares held
Bombay Trading Co Pvt Ltd	400
Florescent Securities Ltd	10
Wasan Exports Pvt Ltd	50
Kothari Intergroup Ltd.	2

(c) Undisclosed income:

There is no such income which has not been disclosed in the books of accounts. No such income is surrendered or disclosed as income during the year in the tax assessments under Income Tax Act, 1961.

(d) No bank or Financial institutions has declared the company as "Wilful defaulter".

(e) No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

Summary of standalone significant accounting policies and other explanatory information

for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

(f) All applicable cases where registration of charges or satisfaction is required with Registrar of Companies have been done except in the following cases:

Particulars of Chargeholders	Amount (In Lakhs)	Period (in days) for charge creation/ satisfaction	Location of ROC	Reason For Delay
Bajaj Finance Limited	7,500.00	30	ROC, Goa	As at March 31, 2023, the register of charges of the Company as available in records of the Ministry of Corporate Affairs (MCA) includes charges that were created/modified since the inception of the Company. There are certain charges which involves practical challenges for creation /satisfaction of charges. The Company is in process of filing the charge creation /satisfaction with the concerned ROC.
Bajaj Finance Limited	6,100.00			
Bajaj Finance Limited	5,000.00			
IIFL Wealth Finance Limited	10,000.00			
SKS Fincap Private Limited	1,000.00			
Hind Filters Private Limited	500.00			
IIFL Wealth Finance Ltd	5,000.00			
RBL Bank limited - Satisfaction Pending	1,300.00			
Catalyst Trusteeship Limited (On Behalf of Centrum Capital Advisors Limited) - Satisfaction Pending	3,000.00			

(g) Reconciliation of quarterly statement of current assets filed with banks or financial statements- State Bank of India and DCB

Quarter ended	Particulars of Security Provided	Amount as per books	Amount as per quarterly return / statement	Amount of difference	Reason for material discrepancy
June 2022	Hypothecation Charge on entire Current Assets and Charge on pledge of finish, W.I.P goods,Raw Material and additional charge on land ,Building and plant and machinery same as SBI against principal and interest amount.	21,793.77	21,644.09	149.68	The stock valuation for the purpose of books is done at lower of cost or Net realisable value, whereas for the purpose of stock statement, it is taken as lower of previous month's sales or average selling price of previous 3 months.
September 2022		10,749.73	10,990.04	(240.31)	
December 2022		13,150.68	13,144.79	5.89	
March 2023		26,643.29	25,346.73	1,296.56	

(h) Details in respect of Utilization of Borrowed funds and share premium shall be provided in respect of :

The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

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.

The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

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 on behalf of the Ultimate Beneficiaries

Summary of standalone significant accounting policies and other explanatory information

for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

(i) Transaction with respect to crypto currency or virtual currency :

Particulars	Description
Profit or loss on transactions involving Crypto currency or Virtual Currency	No transaction during the year
Amount of currency held as at the reporting date	No transaction during the year
Deposits or advances from any person for the purpose of trading or investing in Crypto Currency / virtual currency	No transaction during the year

52. The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stake holders which are under active consideration by the Ministry. Based on an initial assessment by the Company, the additional impact on Provident Fund contributions by the Company is not expected to be material. The Company will complete its evaluation once the subject rules are notified and will give appropriate impact in the financial statements in the year in which, the Code becomes effective and the related rules to determine the financial impact are published.

53. Ratio Analysis

a. Current Ratio = Current assets divided by Current Liabilities

Particulars	As at 31st March, 2023	As at 31st March, 2022
Ratio	1.17	0.91
% change from previous Period/ year	29%	

Remarks : Increase in current portion of loans advanced to group companies.

b. Debt equity ratio = Total debt (incl. lease liabilities) divided by Total shareholder's equity

Particulars	As at 31st March, 2023	As at 31st March, 2022
Ratio	0.55	0.42
% change from previous Period/ year	32%	

Remarks: Increase on account of decrease in FVTOCI reserve due to significant decrease in value of investments.

c. Debt service coverage ratio = Earnings available for debt services (Profit after tax+ Depreciation+ Finance Cost) divided by Total interest and principal repayments (incl. lease payments)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Ratio	0.60	0.21
% change from previous Period/ year	191%	

Remarks: Increase due to significant lower debt repayments during the year.

d. Return on equity ratio = Net profit after tax divided by Average shareholder's equity

Particulars	As at 31st March, 2023	As at 31st March, 2022
Ratio	0.69%	0.58%
% change from previous Period/ year	0.11%	

Summary of standalone significant accounting policies and other explanatory information

for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

e. **Inventory turnover ratio = Net sales divided by average Inventory**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Ratio	1.40	0.95
% change from previous Period/ year	49%	

Remarks: Increase due to significant increase in sales during the year

f. **Trade receivables turnover ratio = Net sales divided by average trade receivables**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Ratio	17.67	17.97
% change from previous Period/ year	-2%	

g. **Trade Payables turnover ratio = Net Purchases/ Expenses divided by average trade Payables**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Ratio	2.22	1.87
% change from previous Period/ year	18%	

Remarks: Increase due to decrease in trade payable.

h. **Net capital turnover ratio = Net sales divided by working capital**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Ratio	4.10	3.13
% change from previous Period/ year	31%	

Remarks: Increase due to significant increase in sales during the year

i. **Net profit turnover ratio = Net profit after tax divided by Net sales**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Ratio	2.27%	2.53%
% change from previous Period/ year	-0.26%	

j. **Return on Capital employed = Earnings before interest and taxes (EBIT) divided by Capital Employed (Total shareholder's equity + Long Term Debt (incl. lease liabilities))**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Ratio	5.58%	4.80%
% change from previous Period/ year	0.78%	

k. **Return on Investment = Income from Fixed Deposit/ Mutual Fund divided by Average Investment**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Ratio	2.69%	2.04%
% change from previous Period/ year	0.65%	

Summary of standalone significant accounting policies and other explanatory information

for the year ended 31 March 2023

(All amounts in INR lakhs, unless stated otherwise)

54. The Board of Directors vide its resolution dated Feb 13, 2023 has accorded its consent for the Scheme of Amalgamation with Zuari Sugar and Power Limited (a wholly owned subsidiary company) and their respective shareholders and creditors ('the Scheme'). The Board of Directors of the Zuari Sugar and Power Limited have also accorded consent to the Scheme vide their resolution dated Jan 31, 2023. The appointed date of Amalgamation as per the Scheme is 1 April 2022. The hearing of the first motion application was held on 11 May 2023 and the NCLT order was received on 19 May 2023. Pursuant to the said order, NCLT has dispensed with the holding of meetings of shareholders (both equity and preference) and creditors (both secured and unsecured) of ZIL. The said order has been filed with the Stock Exchanges on 19 May 2023 as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The Company is in process to send the relevant notices to statutory authorities viz. RD, ROC, Stock Exchanges, Income Tax, Official Liquidator etc. inviting representations, if any, in connection with the proposed Scheme of Amalgamation to be made to the NCLT and the Company.

55. The Company had demerged its fertilizer undertaking to Zuari Agro Chemicals Limited (ZACL) with effect from 1 July 2011. The Company had, during the financial year ended 31 March 2017, based on Hon'ble High Court Order on demerger of fertilizer undertaking, identified the amount of income tax paid or payable under protest pertaining to fertilizer undertaking demerged into ZACL. The Company has exchanged letter of mutual understanding with ZACL, wherein, ZACL has paid such amount of tax paid or payable under protest by the Company. The balance carrying value of such advance is INR 522.16 lakhs (31 March 2022: INR 522.16 lakhs) and classified under non-current liability.

56. As per Ind AS 108- "Operating Segment", segment information has been provided under the Notes to Consolidated Financial Statements.

57. Previous year comparative figures have been regrouped wherever necessary to correspond to current year figures.

The accompanying notes forms an integral part of the financial statements

As per our Attached Report of even date.
For V. Sankar Aiyar & Co.
Chartered Accountants
Firm's Registration No.: 109208W

Sd/-
Ajay Gupta
Partner
Membership No.: 090104

Place: Gurugram
Date : 25 May 2023

For and on behalf of Board of Directors of
Zuari Industries Limited (Formerly Zuari Global Limited)

Sd/-
Athar Shahab
Managing Director
DIN: 01824891

Sd/-
Vijay Vyankatesh Paranjape
Director
DIN: 00237398

Sd/-
Nishant Dalal
Chief Financial Officer

Sd/-
Laxman Aggarwal
Company Secretary
Membership No. A19861

Place: Gurugram
Date : 25 May 2023

Consolidated Financial Statements

Independent Auditor's Report

To The Members of **ZUARI INDUSTRIES LIMITED** (Formerly ZUARI GLOBAL LIMITED)

Report on the Audit of Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Zuari Industries Limited (formerly Zuari Global Limited) ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), its associates and joint ventures, as listed in Annexure A, which comprise the Consolidated Balance Sheet as at 31st March, 2023, 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 a summary of the significant accounting policies and other explanatory information.

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, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates and joint ventures, as at 31 March 2023, and their consolidated profit, consolidated total comprehensive income, consolidated cash flows and their consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated financial statements section of our report. We are independent of the Group, its associates and joint ventures 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 Consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditor in terms of their reports referred to in other matters paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements

Emphasis of Matter

We draw attention to –

a) Note 56 of the consolidated financial statements and the following Emphasis of Matter paragraphs included in audit report of the financial statements of the Zuari International Limited (Formerly Zuari Investments Limited), a subsidiary of the Holding Company, audited by an independent firm of Chartered Accountants, vide its audit report dated 8th May 2023 which is reproduced as under:

   We draw attention to Note XX to the accompanying financial statements, which describes that the Company applied for registration with the Reserve Bank of India (RBI) as 'Non-Deposit taking Systematically Important Core Investment Company' on 25 March 2019. The application was rejected, however, RBI asked to re-submit the application with clarifications of queries, company is in process of re-submitting the application. Further, during the financial year 2022-23, the company has started sugar trading activities, consequently, company is not required to have NBFC registration. However, the impact of non-registration is currently not ascertainable but would not be material to the accompanying financial statements.

b) Note 57(a), 8(ii) and 8(iii) to the consolidated financial statements and the following Emphasis of Matter paragraphs included in audit report of the consolidated financial statements of the Zuari Infraworld India Limited, a subsidiary of the Holding Company, audited by an independent firm of Chartered Accountants, vide its audit report dated 12th May 2023 which are reproduced as under:

   i) We draw your attention to the note XX of the accompanying consolidated financial statements for the year ended 31st March 2023 regarding consolidated report of foreign wholly owned subsidiary in Dubai, UAE, with accumulated losses which exceeds its net worth as at the end of the year. However, as per the consolidated financial statements for the year ended 31st March 2023 of Zuari Infra Middle East Limited, the said subsidiary, the Management has considered that Company as a going concern for the reasons listed in the specific note given.

   ii) We draw your attention to the Note XX of the accompanyin consolidated financial statements for the year ended 31st March 2023 regarding recoverable advances paid to a sub-contractor aggregating to INR 2,246.49 lakhs including interest accrued to INR 33.72 lakhs. The Management has currently initiated legal proceedings and is pursuing recovery through arbitration and other legal means with that party and is optimistic that this advance will be completely recovered by the Company. Hence in the view of the Management, no provision is considered necessary at this stage.

iii) We draw your attention to the Note XX of the accompanying consolidated financial statements for the year ended 31 March 2023 regarding advance payments aggregating to INR 639.61 lakhs made by the Company under the Development Management Agreement to agencies against which the said agent initiated insolvency resolution proceedings. The management has currently initiated legal proceedings and is pursuing recovery through arbitration and other legal means with that party. The management does not expect any significant effect of the same on it's carrying balance and expects to adjust / recover the same in full and accordingly no adjustment is considered necessary at this stage.

c) Note 59(c) and 59(d) to the consolidated financial statements and the following Emphasis of Matter paragraphs included in audit report of the consolidated financial statements of ZACL, which are reproduced by us as under:

(i) We draw attention of Note xx of the accompanying consolidated financial results, regarding the sale and transfer of Goa fertilizer plant and associated business to PPL which has been consummated on June 01, 2022 and recognized pre-tax gain of INR 1,14,239.04 lakhs for the year ended March 31, 2023 as exceptional item in the financial statement of the Company.

(ii) We draw attention to the Note XX which states that in case of a Subsidiary Company (MCFL), MCFL has recognised urea subsidy income of INR 2,914 lakhs considering the 'benchmarking of its cost of production of urea using Naptha with that of gas based urea manufacturing units is arbitrary and for which the MCFL has filed a writ petition against the Department of Fertilizers before the Hon'ble High Court of Delhi. Based on legal opinion obtained, the management of MCFL believes the criteria for recognition of subsidy revenue is met. Our opinion is not modified in respect of these matters.

Our opinion is not modified in respect of these matters.

Key Audit Matters

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

S No	Key Audit Matter	How our audit addressed the key audit matter
1	**Income Tax Provisions** We refer to the note 19, 34(i) and 43A of the consolidated financial statements for the year ended 31 March 2023 relating to current tax expense, Income Tax Assets and contingent liabilities. The Holding Company has significant litigations outstanding as at 31 March 2023 which includes income tax and wealth tax. The eventual outcome of these tax proceedings is dependent on the outcome of future events and unexpected adverse outcomes could significantly impact the Company's reported profits and balance sheet position. The amounts involved are material and the application of accounting principles as given under Ind AS 37, Provisions, Contingent Liabilities and Contingent Assets, in order to determine the amount to be recorded as a liability or to be disclosed as a contingent liability, in each case, is inherently subjective, and needs careful evaluation and judgement to be applied by the management. Key judgments are also made by the management in estimating the amount of liabilities, provisions and / or contingent liabilities related to aforementioned litigations. Considering the degree of judgment, significance of the amounts involved and inherent high estimation uncertainty, this matter has been identified as a key audit matter for the current year audit.	Our audit procedures included, but were not limited to, the following: • We obtained an understanding of the management process for identification of tax litigation matters initiated against the company and assessment of accounting treatment for each such litigation identified under Ind AS 37. • We evaluated the design and tested the operating effectiveness of key controls around above process; • We obtained details of completed tax assessments and demands upto the year ended March 31, 2023 from management. • We obtained an understanding of the nature of litigations pending against the company and discussed the key developments during the year with the management. • We assessed the appropriateness of methods used, and the reliability of underlying data for the underlying calculations made for quantifying the amounts involved. Tested the arithmetical accuracy of such calculations; • We tested the disclosures made relating to the provisions and contingent liabilities for their appropriateness.
2	**Impact of government policies / notifications on recognition of concession income and their recoverability** Auditors of an associate of the Group, namely ZACL, have reported a KAM in their auditor's reports which is reproduced below: The Group recognises concession (subsidy) income receivable from the Department of Fertilizers, Government of India as per the New Pricing Scheme for Urea and as per Nutrient Based Subsidy Policy for Phosphatic and Potassic (P&K) fertilizers at the time of sale of goods to its customers. During the year, the Group has recognised concession income of INR 2,68,770.17 lakhs as at 31 March 2023, the Group has receivables of INR 63,358.47 lakhs relating to concession income.	Our audit procedures included the following: • Read the relevant notifications and policies issued by Department of Fertilizers to ascertain the recognition of concession income, adjustments thereto recognised pursuant to changes in the rates and basis for determination of concession income. • Obtained an understanding of the process and tested the design and operating effectiveness of controls as established by management in recognition and assessment of the recoverability of the concession income. • Evaluated the management's assessment regarding reasonable certainty for complying with the relevant conditions as specified in the notifications and policies and collections of concession income.

S No	Key Audit Matter	How our audit addressed the key audit matter
	We focused on this area because recognition of concession income and assessment of its recoverability is subject to significant judgement of the management and various notifications from the Department of Fertilizers. The area of judgement includes certainty around the satisfaction of conditions specified in the notifications and policies, collections and provisions thereof, likelihood of variation in the related computation rates and basis for determination of accruals of concession income. Accordingly, this matter has been determined to be a key audit matter in our audit of the consolidated Ind AS financial statements.	Performed substantive procedures to understand and validate the basis of computation of concession income with underlying notifications and policies. • Tested the ageing analysis and assessed the information used by the management to determine the recoverability of the concession income by considering collections against historical trends. • Assessed the related disclosure in consolidated Ind AS financial statements.
3	**Impairment assessment of goodwill** We refer to Note 34(x) and 39 of the consolidated financial statements for the year ended 31 March 2023 for disclosures related to carrying value and impairment of Goodwill. The Group has goodwill balance of INR 13,256.73 lakhs relating to the real estate and sugar business. For the purpose of performing impairment assessment, goodwill has been allocated to group of cash generating units ('CGUs') and management has determined the recoverable amount of the CGUs to which the goodwill belongs. In assessing whether the carrying amount of goodwill has been impaired, the management considers forecasted cash flows of the individual CGUs.	Our procedures included but were not limited to: • We evaluated the appropriateness of management's identification of the Group's CGU's and allocation of goodwill • We evaluated the appropriateness of disclosures in relation to goodwill.
4	**Impairment assessment of investment in subsidiaries** Auditors of an associate of the Group, namely ZACL, have reported a KAM in their auditor's reports which is reproduced below: During the current year, impairment indicators were identified by the management of ZACL on its investment in its subsidiaries – As there are no business operations of Adventz Trading DMCC, foreign subsidiary of the Company since May 2021, the management of the Company has decided to liquidate the subsidiary and hence the impairment loss amounting to INR 8.72 lakhs has been recognised. Impairment of assets is a key audit matter considering the carrying value, estimations and the significant judgements involved in the impairment assessment.	Our audit procedures included the following: Read the Company's accounting policies with respect to impairment in accordance with Ind AS 36 "Impairment of Assets". Performing test of controls over key financial controls related to accounting, valuation, and recoverability of Investments through inspection of evidence. Gained an understanding of the impairment assessment process and evaluated the design and tested the operating effectiveness of controls in respect of process of comparing the carrying value of the investments to their recoverable amount to determine whether an impairment was required to be recognized. Assessing the disclosures in accordance with requirement of Ind AS 36 "Impairment of Assets".
5	**Discontinued operations and assets held for sale in relation to sale of fertilizers plant at Goa to Paradeep Phosphates Ltd. (PPL), Subsidiary of ZACL's joint venture** Auditors of an associate of the Group, namely ZACL, have reported a KAM in their auditor's reports which is reproduced below:	Our procedures included but were not limited to: • Evaluated the design and tested the operating effectiveness of the control over the accounting of thus transaction.

<table>
<tr><th>S No</th><th>Key Audit Matter</th><th>How our audit addressed the key audit matter</th></tr>
<tr><td></td><td>The Holding Company had entered into a business transfers agreement (BTA) for the sale of company's fertilizers plant at Goa and associated business of the company to PPL as a going concern, on a slump sale basis for an agreed enterprise value of INR 2,05,225.44 lakhs and for entering into necessary business transfer agreement with PPL.

The sale and transfer of Goa fertilizer plant and associated business to PPL had been consummated on June 01, 2022.

The Holding company has presented the operations of its Fertilizer Plant as " Discontinued Operations" for the period ended May 31, 2022 and its related assets as "Assets held for sale" and liabilities as "Liabilities directly associated with the assets held for sale" in accordance with the Ind AS 105 (Non current assets held for sale and discontinued operation) as at May 31, 2022.

We focused on this area considering that this was a significant event during this year. Accordingly, this matter has been determined to be a Key audit matter in our audit of consolidated financial statements.</td><td>• Obtain the management's valuation report for the sale consideration and compared the same with the carrying value of the underlying assets.

• We gained an understanding of the BTA. Our focus was on understanding the contractual terms associated with the sale of fertilizers plant at Goa and its associated business, which define the assets and liabilities to be transferred and, in particular, any liabilities or obligations retained or created.

• Reviewed the accounting treatment for the said transaction.

• Checked the related computation for disclosures of discontinued operation and held for sale and evaluated that they have been appropriately separated from continuing operation.

• Assessed the adequacy of related disclosures in the Consolidated financial statements of ZACL.</td></tr>
<tr><td>6.</td><td>Deferred tax assets

We and other auditors of the one component of the Group in their auditor's report, have reported KAMs on deferred tax assets which are produced/ reproduced below:

A) For Holding company, recoverability of deferred tax assets has been considered as key audit matter:

Refer Note 34(v) and 20(iii) of the consolidated financial statements of the Company for the year ended 31 March 2023.

At the balance sheet date, deferred tax assets recognized for carried forward tax losses and unabsorbed depreciation amounted to Rs. 9,514.35 lacs.

The assessment of meeting the recognition criteria as well as assessment of recoverability of deferred tax assets within the period prescribed under the tax laws involves use of significant assumptions and estimates. Determining forecasts of future results and taxable profits include key assumptions such as future growth rate and market conditions.

Any change in these assumptions could have a material impact on the carrying value of deferred tax assets These assumptions and estimates are judgmental, subjective and depend on the future market and economic conditions, including industry focused trade policies of the government and materialization of the Company's expansion plans.

Owing to the significance of the balances and complexities involved as described above, we have considered recoverability of such deferred tax assets recognised on carried forward tax losses and unabsorbed depreciation as a key audit matter.</td><td>Our audit procedures in relation to the recognition of deferred tax assets included, but were not limited to, the following; -

• Evaluated the design and tested the operating effectiveness of key controls implemented by the Company over recognition of deferred tax assets based on the assessment of Company's ability to generate sufficient taxable profits in foreseeable future allowing the use of deferred tax assets within the time prescribed by income tax laws.

• Evaluated management's assessment of time period available for adjustment of such deferred tax assets as per provisions of the Income Tax Act, 1961 and appropriateness of the accounting treatment with respect to the recognition of deferred tax assets as per requirements of Ind AS 12, Income Taxes.

• Re-computed the amount of deferred tax assets as appearing in the financial statements confirming the amounts of carried forward tax losses and unabsorbed depreciation.

• Assessed the appropriateness of the disclosures in respect of deferred tax balances.</td></tr>
</table>

S No	Key Audit Matter	How our audit addressed the key audit matter
	B) In relation to ZACL, an associate of the Holding Company: As at 31 March 2023, the Holding company has deferred tax assets of INR 6,741.16 lakhs in the consolidated financial statements. Deferred tax assets are recognized on unabsorbed tax losses when it is probable that taxable profit will be available against which such tax losses can be utilized. The Holding Company's ability to recognize deferred tax assets on unabsorbed tax losses is assessed by the management at the end of each reporting period, taking into account forecasts of future taxable profits and the assumptions on which such projections are determined by management. Given the degree of estimation based on the projection of future taxable profits, management's decision to create deferred tax assets on unabsorbed tax losses has been identified to be a key audit matter	Our audit procedures included the following: • Gained an understanding of the deferred tax assessment process and evaluated the design and tested the operating effectiveness of controls over recognition of deferred tax. • Discussed and evaluated management's assumptions and estimates like projected revenue growth, margins, etc in relation to the probability of generating future taxable income to support the utilization of deferred tax on unabsorbed tax losses with reference to forecast taxable income and performed sensitivity analysis • Tested the arithmetical accuracy of the model. • Assessed the related disclosures in respect of the deferred tax assets in the consolidated Ind AS financial statements.
7.	**Carrying value of inventories** Refer Note 9 and 34(vii) of the consolidated financial statements of the Company for the year ended 31 March 2023. At the balance sheet date 31 March 2023, the Holding Company held INR 27,847.50 lakhs of Inventories. Inventories mainly consists of finished goods - Sugar and other product – molasses, both treated as joint products. Manufacturing of Sugar is complex process which leads to generation of many by products some of which are used for generation of other products which are sold in the market as well as used as input in the manufacturing of Sugar. The valuation requires use of management's judgements and assumptions regarding elimination of inter-divisional profits, allocation of costs of production between joint products based on their relative sales value and net realisable value (NRV) of different products which is further dependent upon the market conditions, minimum selling prices, subsequent inventory sale data, current sale prices, notifications/ press releases from the government authorities, technical estimates of expected recovery of final products being produced and incremental cost of products manufactured using joint products. These assumptions are subject to inherent uncertainties and are difficult to ascertain since they are likely to be influenced by political and economic factors including uncertainties that may affect the industry on the whole. Owing to the significance of the carrying value of inventories, the complexities discussed above and the fact that any changes in the management's judgement or assumptions is likely to have a significant impact on the ascertainment of carrying values of inventories, we have considered this area as a key audit matter.	Our audit procedures in relation to valuation of inventory included, but were not limited to, the following: • Tested the design and operating effectiveness of the general IT control environment and the manual controls for inventory valuation. • Assessed the appropriateness of the principles used in the valuation of Inventory and analysed the reasonableness of significant judgements/ assumptions used by the management in their valuation models along with their consistency based on historical/ industrial data trends such as sugar recovery rates, generation of Molasses, ethanol recovery rates, fixed and planned storage facilities of Molasses and capacity utilisations of the plant. • Verified net realisable value of bagasse and molasses based on market quotation obtained by the management in case of bagasse, contracts for sale of ethanol and notifications/press releases from the government authorities. • Reviewed cost sheets prepared by the management for manufacturing of ethanol (used for determination of NRV of molasses) for reasonableness and corroborated the same with projects reports submitted to lenders banks. • Reviewed the process of inventory valuation comprising of identification of NRV of Sugar based on subsequent selling prices of Sugar upto balance sheet date, sale orders in hand as on that date, minimum selling prices introduced by the government and prices prevailing in exchange market, allocation of costs of production between joint products based on relative sales value.

<table>
<tr><th>S No</th><th>Key Audit Matter</th><th>How our audit addressed the key audit matter</th></tr>
<tr><td></td><td></td><td>We also assessed the appropriateness of the disclosures included in note in respect of valuation of inventories.</td></tr>
<tr><td>8.</td><td> Provision made for Right of way charges in relation to laying Company's Pipeline on Government Land Auditors of one of the components of the Group, namely, Zuari Indian Oiltanking Private Limited, a joint venture of the Holding Company have reported KAM on provision made for right of way charges in relation to laying pipeline on government land, which is reproduced below: During the financial year 2017-18, the Company has obtained right of way permission from NHAI for the underground petroleum pipeline already laid by the Company along the National Highway for transferring petroleum products from port to Company's Oil terminal. The Company was able to obtain permission for a period of 5 years w.e.f. July 31, 2017 on payment of requisite fees. For the period upto July 31, 2017, the Company has obtained permission from PWD Goa in an earlier year, however right of way charges for the said period are yet to be finalised between the Company and PWD Goa. As the right of way charges are yet to be finalized, the Company has made provision on the basis of expected payout. The aggregate provision for right of way charges upto July 31, 2017 as estimated by the management amounts to Rs. 96,6.17 lakhs as on March 31, 2023 (including stamp duty charges amounting to Rs. 5.5 lakhs). The Company has laid its pipeline on this land in year 2004 and since that year it has made provision every year for estimated charges to be paid in form of Right of Way. The Company is carrying this liability since it has actually used this land for its operations. This matter is considered as a key audit matter in our audit, since the aforementioned estimate require significant judgements by the management based on historical experience and the available information, including that obtained from its legal advisors. </td><td> Our audit procedures include, among others, analyzing the judgements used by management based on the available information. Among other procedures, we have verified the calculation of the provision from the underlying information available and also reviewed the legal opinion obtained by the Company on the given matter. We analysed the reasonableness of the conclusion reached by the management of the Company considering the various factors on which those conclusions were based. Our work also included in the assessment of whether the information included in Note XX to the accompanying Ind AS financial statements in connection with this matter correctly depicts the factual position of the above matter. </td></tr>
<tr><td>9.</td><td> Revenue Recognition for long term projects Auditors of an associate of the Group, namely Texmaco Rail & Engineering Limited, have reported a KAM in their auditor's reports which is reproduced below: The Company's significant portion of business is undertaken through long term engineering procurement and construction contracts. Revenue from these contracts is recognized over a period of time in accordance with the requirements of IND AS 115, Revenue from Contracts with Customers. Due to the nature of the contracts, revenue recognition involves usage of percentage completion method which is determined based on proportion of contact cost incurred to date compared to estimated total contract costs, which involves significant judgements, identification of contractual obligations and the Company's rights to receive payments for performance completed till date, changes in scope and consequential revised contract price and recognition of the liability for loss making contracts/ onerous obligations. Accuracy of revenues and onerous obligations, profits may deviate significantly on account of change in judgements and estimates. </td><td> Our audit procedures included the followings: We evaluated the Company's accounting policies pertaining to revenue recognition and assessed compliance with the policies in terms of IND AS 115-Revenue from Contracts with Customers.
We identified and tested controls related to revenue recognition and our audit procedure focused on determination of progress of completion, recording of cost incurred and estimation of cost to complete the remaining contract obligations through inspection of evidence of performance of these controls.
We tested on a sample basis, and inspected the underlying customer contracts, performed retrospective review of costs incurred with estimated costs to identify significant variations and assessed whether those variations were considered in estimating the remaining costs to completed and consequential determination of stage of completion, which formed the basis of revenue</td></tr>
</table>

S No	Key Audit Matter	How our audit addressed the key audit matter
		recognition under the input method. We reviewed the management's evaluation process to recognize revenue over a period of time, the status of completion for projects and total cost estimates. We analyzed the forecast of sample contracts arising from contract modification and current ongoing negotiations and settlements that may impair the profitability of such contracts as well as the collectability of such contracts by reference to the recent credit review assessment of the customer prepared by management. • We inspected contracts with exceptions including contracts with low or negative margins, loss making contracts, contract with significant changes in planned cost estimates, probable penalties due to delay in contract execution and significant overdue net receivable positions for contracts with marginal or no movement to determine the level of provisioning required. We assessed that the contractual positions and revenue for the year were presented and disclosed in the financial statements.
10.	**Investments** Auditors of an associate of the Group, namely Texmaco Infrastructure and Holdings Limited, have reported a KAM in their auditor's reports which is reproduced below: Investments include investments made by the Company in various quoted and unquoted equity shares, mutual funds and preference shares of subsidiaries, associates and others. These investments constitute 67% of Group's total assets. The valuation of each category of the aforesaid securities is to be done as per the provisions of Ind AS which involves collection of data / information from various sources such as rates quoted on BSE / NSE, Demat statement, financial statement of unlisted companies etc. Considering the complexities and extent of judgement involved in the valuation, this has been determined as Key Audit Matters.	Our audit procedures included the followings: We have verified these investments with reference to the provisions of Ind AS and also internal policies and procedures of the Company as follows: a. carried out evaluation of the design and operating effectiveness of the internal controls and performed substantive audit procedure. b. Assessed and evaluated the process adopted for collection of information from various sources for determining fair value of these investments. c. Verified compliance with the presentation and disclosure requirements as per Ind AS and the Act. This test was conducted for the entire population. Based on the above procedures performed, we observed the management's valuation assessment to be reasonable
11.	**Contingent Liabilities** Auditors of an associate of the Group, namely Texmaco Rail & Engineering Limited, have reported a KAM in their auditor's reports which is reproduced below: The Company operates in a complex tax environment and is required to discharge direct and indirect tax obligations under various legislations such as Income Tax Act, 1961, the Finance Act, 1994, Goods and Services Tax Acts and VAT Acts of various states.	Principal Audit Procedures In assessing the exposure of the Company for the tax litigations, we have performed the following procedures: • Obtained an understanding of the process laid down by the management for performing their assessment taking into consideration past legal precedents, changes in laws and regulations, expert opinions obtained from external tax / legal experts (as applicable); • Assessed the processes and entity level controls established by the Company to ensure completeness of information with respect to tax litigations;

S No	Key Audit Matter	How our audit addressed the key audit matter
	The tax authorities under these legislations have raised certain tax demands on the Company in respect of the past periods. The Company has disputed such demands and has appealed against them at appropriate forums. As at March 31, 2023 the Company has an amount of Rs.18,618.86 Lakhs involved in various pending tax litigations. Ind AS 37 requires the Company to perform an assessment of the probability of economic outflow on account of such disputed tax matters and determine whether any particular obligation needs to be recorded as a provision in the books of account or to be disclosed as a contingent liability. Considering the significant degree of judgement applied by the management in making such assessments and the resultant impact on the financial statements, we have considered it to be an area of significance for our audit.	• Along with our tax experts, we undertook the following procedures: • Reading communications with relevant tax authorities including notices, demands, orders, etc., relevant to the ending litigations, as made available to us by the management; • Testing the accuracy of disputed amounts from the underlying communications received from tax authorities and responses filed by the Company; • Considered the submissions made to appellate authorities and expert opinions obtained by the Company from external tax / legal experts (wherever applicable) which form the basis for management's assessment; • Assessed the positions taken by the management in the light of the aforesaid information and based on the examination of the matters by our tax experts. • Read the disclosures included in the Standalone Ind AS Financial Statements in accordance with Ind AS 37.

Information Other than the Consolidated 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 the other information is materially inconsistent with the Consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

Responsibilities of management and those charged with governance for the Consolidated financial statements

The Holding 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 Consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group including its associates and joint ventures in accordance with the Ind AS and other accounting principles generally accepted in India.

The respective Board of Directors of the companies included in the Group and of its associates and joint ventures 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 of its associates and joint ventures and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 and of its associates and joint ventures are responsible for assessing the ability of the Group and of its associates and joint ventures to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group and of its associates and joint ventures are also responsible for overseeing the financial reporting process of the Group and of its associates and joint ventures.

Auditor's responsibility for the audit of Consolidated financial statements

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

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

- Identify and assess the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Holding 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 ability of the Group and its associates and joint ventures to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and joint ventures to cease to continue as a going concern.

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

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates and joint ventures of which we are the independent auditors and whose financial information we have audited, to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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 Consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the annual financial statements of 5 subsidiaries included in the consolidated financial statements, whose financial statements reflects total assets of INR 1854,59.82 lakhs as at 31 March 2023, total revenues of INR 210,38.81 lakhs, total net loss after tax of INR (2612.76) lakhs, total comprehensive loss of INR (4207.81) lakhs, and cash flows (net) of INR 31,89.63 lakhs for the year ended on that date.

The consolidated financial statements also includes the Group's share of net profit after tax of INR 379,55.76 lakhs and total comprehensive income of INR 374,24.25 lakhs for the year ended 31 March 2023, in respect of 39 associates and 2 joint ventures, whose financial statements have not been audited by us.

These annual financial statements have been audited by other auditors whose audit reports have been furnished to us by the management, and our opinion in so far as it relates to the amounts and disclosures included in respect of these subsidiaries/ branches/ associates/ joint ventures is based solely on the audit reports of such other auditors.

Our opinion on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matter with respect to our reliance on the work done by and the reports of the other auditors.

Our opinion on the consolidated financial statements is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, based on our audit and on the consideration of report of the other auditors 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 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 the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the Consolidated Financial Statements;

   (d) In our opinion, the aforesaid Consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act;

   (e) On the basis of the written representations received from the directors of the Holding Company and taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, associate companies and joint venture companies, none of the directors of the Group companies, its associate companies and joint venture companies are disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act;

   (f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated financial statements, refer to our separate report in “Annexure B” to this report, which is based on the auditors’ reports of the Holding company, subsidiary companies, associate companies and joint venture companies;

   (g) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries, associates and joint ventures, incorporated in India, the managerial remuneration for the year ended March 31, 2023 has been paid / provided by the Holding Company, its subsidiaries, associates and joint ventures incorporated in India to their directors in accordance with the provisions of Section 197 read with Schedule V to the Act except as mentioned below:

   ### Zuari Agro Chemical Limited (Also refer Note 59(e)):

   Further, as explained in Note XXX of the consolidated financial statements, managerial remuneration for the year ended March 31, 2020 in relation to the Managing Director of the Holding company was paid in excess of the limits provided in provisions of section 197 read with Schedule V to the Act by INR 81 lakhs without obtaining requisite approvals from the banks/ financial institutions and which was subject to shareholders approval by a special resolution and pending which the Holding Company recognised a receivable of INR 81 lakhs from the Managing Director as at March 31, 2020. The requisite approvals from the banks/ financial institutions and shareholders is yet to be obtained.

   (h) With respect to the other matters to be included in the Auditor’s Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors :

      i. The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates and joint ventures – Refer Note 37, 38 and 43 to the Consolidated Financial Statements;

      ii. The Holding Company, its associates and joint ventures did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31st March 2023;

      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, and its subsidiaries, associates companies and joint ventures during the year ended 31st March 2023.

iv. (A) The respective managements of the Company and its subsidiaries, joint ventures and associates have represented to us and other auditors, that, to the best of their knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(B) The respective managements of the Company and its subsidiaries, joint ventures and associates have represented to us and other auditors, that, to the best of their knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(C) Based on the audit procedures, that has been considered reasonable and appropriate in the circumstances, performed by us and those performed by the auditors of the subsidiaries, joint ventures and associates, nothing has come to our or other auditors notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.

v. The dividend declared or paid during the year by the Holding company, its subsidiaries, associates and joint ventures is in compliance with section 123 of The Companies Act 2013.

vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 in respect of use of accounting software for maintaining books of accounts with requisite audit trail facility is applicable w.e.f. April 1, 2023, and accordingly reporting under Rule 11(g) of the Companies (Audit and Accounts) Rules, 2014 is not applicable for the financial year ending 31st March 2023.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure C" a statement on the matters specified in the paragraphs 3 and 4 of the said Order.

For **V. Sankar Aiyar & Co.**
Chartered Accountants
ICAI Firm Regn No. 109208W

Sd/-
(Ajay Gupta)
Partner
Membership No. 090104
ICAI UDIN: 23090104BGXTMI5757

Place: Gurugram
Date : 25th May 2023

Annexure I

List of entities included in the Statement

Subsidiaries and step-down subsidiaries

1. Zuari Infraworld India Limited
2. Zuari Infra Middle East Limited, a subsidiary of Zuari Infraworld India Limited
3. Zuari Infraworld SJM Properties LLC (Formerly known as SJM Elysium Properties LLC), a subsidiary of Zuari Infra Middle East Limited
4. Zuari Management Services Limited
5. Indian Furniture Products Limited
6. Simon India Limited
7. Zuari International Limited (Formerly Zuari Investments Limited)
8. Zuari Finserv Limited
9. Zuari Sugar and Power Limited
10. Zuari Insurance Brokers Limited
11. Zuari Envien Bioenergy Private Limited

Joint ventures

12. Zuari Indian Oiltanking Private Limited
13. Forte Furniture Products India Private Limited

Associates

14. New EROS Tradecom Limited, an associate of Zuari Investments Limited
15. Zuari Agro Chemicals Limited, an associate of Zuari Industries Limited
16. Mangalore Chemicals and Fertilisers Limited, a subsidiary of Zuari Agro Chemicals Limited
17. Adventz Trading DMCC, a subsidiary of Zuari Agro Chemicals Limited
18. Zuari Farmhub Limited, a subsidiary of Zuari Agro Chemicals Limited
19. Zuari Maroc Phosphates Private Limited, a joint venture of Zuari Agro Chemicals Limited
20. Paradeep Phosphates Limited, a subsidiary of Zuari Maroc Phosphates Private Limited
21. Zuari Yoma Agri Solutions Limited an associate of Paradeep Phosphates Limited
22. Brajbhumi Nirmaan Private Limited, an associate of Zuari Infraworld India Limited
23. Pranati Niketan Private Limited, an associate of Zuari Infraworld India Limited
24. Darshan Nirmaan Private Limited, an associate Zuari Infraworld India Limited
25. Rosewood Agencies Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
26. Neobeam Agents Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
27. Mayapur Commercial Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
28. Nexus Vintrade Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
29. Bahubali Tradecomm Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
30. Hopeful Sales Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
31. Divine Realdev Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
32. Kushal Infraproperty Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
33. Beatie Agencies Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
34. Suhana Properties Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
35. Saket Mansions Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
36. Texmaco Infrastructure and Holdings Limited, an associate of Zuari Industries Limited
37. Valley View Landholdings Private Limited, a subsidiary of Texmaco Infrastructure and Holdings Limited
38. Macfarlane & Company Limited, a subsidiary of Texmaco Infrastructure and Holdings Limited
39. High Quality Steels Limited, a subsidiary of Texmaco Infrastructure and Holdings Limited
40. Topflow Buildcon Private Limited, a Step-down subsidiary of Texmaco Infrastructure and Holdings Limited
41. Startree Enclave Private Limited, a Step-down subsidiary of Texmaco Infrastructure and Holdings Limited

42. Snowblue Enclave Private Limited, a Step-down subsidiary of Texmaco Infrastructure and Holdings Limited

43. Lionel India Limited, an associate of Texmaco Infrastructure and Holdings Limited

44. Texmaco Rail & Engineering Limited, an associate of Zuari Industries Limited

45. Belur Engineering Private Limited, a subsidiary of Texmaco Rail & Engineering Limited

46. Panihati Engineering Udyog Private Limited (previously known as Texmaco Engineering Udyog Private Limited), a subsidiary of Texmaco Rail & Engineering Limited

47. Texmaco Rail Electrification Limited, a subsidiary of Texmaco Rail & Engineering Limited

48. Texmaco Rail System Private Limited, a Step-down subsidiary of Texmaco Rail & Engineering Limited

49. Texmaco Transtrak Private Limited, a Step-down subsidiary of Texmaco Rail & Engineering Limited

50. Texmaco Defence Systems Private Limited, an associate of Texmaco Rail & Engineering Limited

51. Touax Texmaco Railcar Leasing Private Limited, a joint venture of Texmaco Rail & Engineering Limited

52. Wabtec Texmaco Rail Private Limited, a joint venture of Texmaco Rail & Engineering Limited

For **V. Sankar Aiyar & Co.**
Chartered Accountants
ICAI Firm Regn No. 109208W

Sd/-
(Ajay Gupta)
Partner
Membership No. 090104
ICAI UDIN: 23090104BGXTMI5757

Place: Gurugram
Date : 25th May 2023

Annexure "B" to the Independent Auditors' Report of even date to the members of Zuari Industries Limited (formerly Zuari Global Limited), on the Consolidated Financial Statements for the year ended 31st March 2023

(Referred to in Paragraph 1(f) under 'Report on Other Legal and Regulatory requirements' of our report on even date)

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Act

In conjunction with our audit of the Consolidated Financial Statements of Zuari Industries Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), its associates and joint ventures as at and for the year ended 31 March 2023, we have audited the internal financial controls with reference to financial statements of the Holding Company, its subsidiaries companies, its associate companies and joint venture companies, which are companies covered under the Act, as at that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, its subsidiaries, its associates and joint ventures, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company 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 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.

Auditors' Responsibility

Our responsibility is to express an opinion on the Holding Company, its subsidiaries, its associates and joint ventures internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to these Consolidated 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 Consolidated 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 in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting with reference to these Consolidated Financial Statements.

Meaning of Internal Financial Controls over Financial Reporting with reference to these Consolidated Financial Statements

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the Consolidated financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors, as referred to in Other Matters paragraph below, the Holding Company, its subsidiaries, its associates and joint ventures, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls over financial reporting with reference to these Consolidated Financial Statements and such internal financial controls over financial reporting with reference to these Consolidated Financial Statements were operating effectively as at March 31,2023, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note except:

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to these Consolidated Financial Statements, in so far as it relates to financial statements of 5 subsidiaries, 39 associates and 2 joint ventures, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiaries, associates and joint ventures.

Our opinion is not modified in respect of the above matters

For **V. Sankar Aiyar & Co.**
Chartered Accountants
ICAI Firm Regn No. 109208W

Sd/-
(Ajay Gupta)
Partner
Membership No. 090104
ICAI UDIN: 23090104BGXTMI5757

Place: Gurugram
Date : 25th May 2023

Annexure "C" to the Independent Auditors' Report of even date to the members of Zuri Industries Limited (formerly Zuari Global Limited), on the Consolidated Financial Statements for the year ended 31st March 2023

(Referred to in Paragraph 2 under 'Report on Other Legal and Regulatory requirements' of our report on even date)

As required by paragraph 3(xxi) of the CARO 2020, we report that the auditors of the following companies have given qualification or adverse remarks in their CARO report on the standalone financial statements of the respective companies included in the Consolidated Financial Statements of the Holding Company.

S. No	Name of the Company	CIN	Relationship with the Holding Company	Date of auditors report	Paragraph number in the respective CARO reports
1	Zuari Industries Limited	L65921GA1967PLC000157	Holding Company	25th May 2023	i c, ii b,,iii e, vii b
2	Zuari Sugar and Power Limited	U65100GA2008PLC007282	Subsidiary	12th May 2023	Xvii
3	Simon India Limited	U74899DL1995PLC071074	Subsidiary	2th May 2023	vii b, xvii
4	Zuari Finserv Limited	U45400GA2013PLC007383	Subsidiary	9th May 2023	Nil
5	Zuari International Limited	U65993GA1995PLC001942	Subsidiary	8th May 2023	iii c, iii e, vii c, ix d, xvi, xvii
6	Zuari Management Services Ltd	U74900GA2006PLC004921	Subsidiary	9th May 2023	iii d, iii e, xvii
7	Indian Furniture Products Ltd	U72200TN2000PLC089255	Subsidiary	8th May 2023	iii c, iii d, vii b, xvii
8	Zuari Insurance Brokers Limited	U66010GA2003PLC003185	Subsidiary	9th May 2023	Nil
9	Zuari Infraworld India Limited *	U45309KA2007PLC043161	Subsidiary	12th May 2023	iii e, vii b, xvii
10	Zuari Envien Bioenergy Private Limited	U24290HR2022PTC105523	Subsidiary	12th May 2023	Xvii
11	Zuari Indian Oiltanking Pvt Ltd	U11202GA2000PTC002869	Joint Venture	19th April 2023	vii
12	Forte Furniture Products India Private Limited	U36999TN2017PTC114302	Joint Venture	15th May 2023	vii b, ix a, xvii
13	Texmaco Infrastructure and Holdings Limited	L70101WB1939PLC009800	Associate	12th May 2023	iii
14	Texmaco Rail & Engineering Ltd	L29261WB1998PLC087404	Associate	12th May 2023	i c, iii, vii b
15	Zuari Agro Chemicals Limited	L65910GA2009PLC006177	Associate	20th May 2023	i c, vii c, ix f, xvii
16	New Eros Tradecom Limited	U51909WB2009PLC139640	Associate	15th May 2023	Nil

Notes:

* Reporting on CARO of component entities has not been done by auditors in their audit report on consolidated financial statements. Accordingly, the data in above table is based on CARO report on standalone financial statements only.

For **V. Sankar Aiyar & Co.**
Chartered Accountants
ICAI Firm Regn No. 109208W

Sd/-
(Ajay Gupta)
Partner
Membership No. 090104
ICAI UDIN: 23090104BGXTMI5757

Place: Gurugram
Date : 25th May 2023

Consolidated Balance Sheet as at March 31, 2023

(₹ in lakhs)

Particulars	Note No.	As at 31st March, 2023	As at 31st March, 2022
I ASSETS			
Non-current assets			
Property, plant and equipment	3A	49,672.28	50,417.33
Capital work-in-progress	3A	107.06	702.50
Investment properties	4	638.93	667.66
Goodwill	39	13,256.73	13,256.73
Right of use assets	42	963.12	1,073.50
Other intangible assets	3B	-	2.11
Investments accounted for using the equity method	37, 38	93,850.25	55,545.25
Financial assets			
i. Investments	5	163,525.07	261,495.96
ii. Loans	6	200.00	36,119.33
iii. Other financial assets	7	1,999.11	1,696.80
Deferred tax assets (net)	20	239.23	124.81
Non-current tax assets (net)		7,473.68	6,262.44
Other non-current assets	8	6,245.64	5,678.86
Total non-current assets		**338,171.10**	**433,043.28**
Current assets			
Inventories	9	111,047.13	125,955.54
Financial assets			
i. Investments	5	1,193.42	980.07
ii. Trade receivables	10	7,999.73	7,259.34
iii. Cash and cash equivalents	11	9,135.37	6,947.29
iv. Bank balances other than (iii) above	12	53,551.35	25,397.62
v. Loans	6	44,263.33	8,406.35
vi. Other financial assets	7	9,676.88	10,277.27
Other current assets	8	5,865.96	6,122.77
Total current assets		**242,733.17**	**191,346.25**
Total assets		**580,904.27**	**624,389.53**
II EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	13A	2,978.17	2,944.11
Other equity	13B	236,519.19	294,408.32
Equity attributable to equity holders of the Holding Company		**239,497.36**	**297,352.43**
Non-controlling interests	36	(1,318.29)	(1,202.37)
Total equity		**238,179.07**	**296,150.06**
LIABILITIES			
Non-current liabilities			
Financial liabilities			
i. Borrowings	14	177,349.06	171,728.95
ii. Lease Liabilities	42	993.62	1,044.75
iii. Trade payables			
(a) total outstanding due to micro enterprise and small enterprise	16	-	-
(b) total outstanding due to creditors other than micro enterprise and small enterprise	16	91.30	91.30
iv. Other financial liabilities	17	1,000.60	0.59
Provisions	21	669.80	624.62
Deferred tax liabilities (net)	20	1,108.34	10,855.43
Other non-current liabilities	18	1,414.23	1,857.04
Total non-current liabilities		**182,626.95**	**186,202.68**
Current liabilities			
Financial liabilities			
i. Borrowings	15	84,612.97	72,306.04
ii. Lease Liabilties	42	204.81	231.62
ii. Trade payables			
(a) total outstanding due to micro enterprise and small enterprise	16	36.97	138.67
(b) total outstanding due to creditors other than micro enterprise and small enterprise	16	24,981.29	34,381.22
iv. Other financial liabilities	17	10,077.75	10,351.16
Other current liabilities	18	39,661.49	22,951.11
Provisions	21	522.97	1,673.08
Current tax liabilities (net)		-	3.89
Total current liabilities		**160,098.25**	**142,036.79**
Total equity and liabilities		**580,904.27**	**624,389.53**
Summary of significant accounting policies	2.3		

The accompanying notes forms an integral part of the financial statements

As per our Attached Report of even date.
For V. Sankar Aiyar & Co.
Chartered Accountants
Firm's Registration No.: 109208W

Sd/-
Ajay Gupta
Partner
Membership No.: 090104

Place: Gurugram
Date : 25 May 2023

For and on behalf of Board of Directors of
Zuari Industries Limited (Formerly Zuari Global Limited)

Sd/-
Athar Shahab
Managing Director
DIN: 01824891

Sd/-
Vijay Vyankatesh Paranjape
Director
DIN: 00237398

Sd/-
Nishant Dalal
Chief Financial Officer

Sd/-
Laxman Aggarwal
Company Secretary
Membership No. A19861

Place: Gurugram
Date : 25 May 2023

Consolidated Statement of Profit and Loss for the year ended March 31, 2023

(₹ in lakhs)

	Particulars	Note No.	Year ended 31st March, 2023	Year ended 31st March, 2022
I	**REVENUE**			
	Revenue from operations	22	95,513.50	72,182.74
	Other income	23	18,230.62	22,540.89
	Total income (I)		**113,744.12**	**94,723.63**
II	**EXPENSES**			
	Cost of material consumed	24	48,981.62	47,510.98
	Purchases of stock-in-trade	25	396.27	159.96
	Project expenses	26	10,409.82	8,998.53
	Change in inventories of work-in-progress, stock-in-trade and finished goods	27	15,036.12	(3,086.63)
	Employee benefits expenses	28	8,968.90	7,319.49
	Finance costs	29	24,843.51	26,428.53
	Depreciation and amortization expense	30	2,742.09	2,271.27
	Other expenses	31	8,940.07	10,062.70
	Total expenses (II)		**120,318.40**	**99,664.83**
III	**Loss before share of net profit of investments accounted for using equity method and tax (I-II)**		**(6,574.28)**	**(4,941.20)**
IV	**Share of profit/(loss) of associates and joint ventures accounted for using the equity method**	37, 38	37,949.57	485.94
V	**Profit/(Loss) before tax (III+IV)**		**31,375.29**	**(4,455.26)**
VI	**Tax expense:**	19		
	Current tax expense		53.98	131.26
	Income tax adjustment for earlier years		9.28	11.65
	Deferred tax		799.25	(1,120.71)
	Total tax expense		**862.51**	**(977.80)**
VII	**Profit/Loss for the year (V-VI)**		**30,512.78**	**(3,477.46)**
VIII	**Other comprehensive income (A+B)**		**(87,600.76)**	**108,048.05**
	A Items that will be reclassified to profit or loss		**(429.55)**	**(82.60)**
	Share of profit/(loss) in associates and joint ventures	37, 38	0.00	(2.02)
	Foreign currency translation reserve		(429.55)	(80.58)
	B Items that will not be reclassified to profit or loss		**(87,171.21)**	**108,130.64**
	Share of profit/(loss) in associates and joint ventures	37, 38	(531.51)	5,993.62
	Re-measurement gains on defined benefit plans		55.23	185.08
	Net Gain/(loss) on FVTOCI equity securities		(97,355.69)	119,385.55
	Income tax relating to these items	19	10,660.76	(17,433.61)
	Total comprehensive Income for the year (VII + VIII)		**(57,087.98)**	**104,570.59**
	Profit/(Loss) for the year			
	Attributed to:			
	Equity holders of the Holding Company		30,628.69	(3,582.58)
	Non-controlling interest	36	(115.91)	105.12
			30,512.78	**(3,477.46)**
	Other comprehensive income			
	A Items that will be reclassified to profit or loss			
	Attributed to:			
	Equity holders of the Holding Company		(429.55)	(82.60)
	Non-controlling interest		-	-
			(429.55)	**(82.60)**
	B Items that will not be reclassified to profit or loss			
	Attributed to:			
	Equity holders of the Holding Company		(87,171.19)	108,130.68
	Non-controlling interest	36	(0.02)	(0.04)
			(87,171.21)	**108,130.64**
	Total comprehensive income for the year			
	Attributed to:			
	Equity holders of the Holding Company		(56,972.06)	104,465.51
	Non-controlling interest	36	(115.93)	105.08
			(57,087.99)	**104,570.59**
IX	**Earnings per equity share: nominal value of share of INR 10**	32		
	(1) Basic		102.84	(12.03)
	(2) Diluted		102.84	(12.03)
	Summary of significant accounting policies	2.3		

The accompanying notes forms an integral part of the financial statements

As per our Attached Report of even date.
For V. Sankar Aiyar & Co.
Chartered Accountants
Firm's Registration No.: 109208W

Sd/-
Ajay Gupta
Partner
Membership No.: 090104

Place: Gurugram
Date : 25 May 2023

For and on behalf of Board of Directors of
Zuari Industries Limited (Formerly Zuari Global Limited)

Sd/-
Athar Shahab
Managing Director
DIN: 01824891

Sd/-
Vijay Vyankatesh Paranjape
Director
DIN: 00237398

Sd/-
Nishant Dalal
Chief Financial Officer

Sd/-
Laxman Aggarwal
Company Secretary
Membership No. A19861

Place: Gurugram
Date : 25 May 2023

Consolidated Statement of Cash Flows for the year ended 31 March 2023

(₹ in lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Profit/(Loss) before tax	**31,375.29**	**(4,455.26)**
Share of profit/(loss) of associates and joint ventures	(37,949.57)	(485.94)
Loss before share of loss of associates and joint ventures and tax	**(6,574.28)**	**(4,941.20)**
Adjustments		
Depreciation and amortization expense	2,759.51	2,305.45
Foreign currency translation reserve	(429.55)	(80.58)
Profit on sale of investments (net)	-	(211.36)
(Profit) on sale of Property, plant and Equipment (net)	(598.34)	(3,763.77)
Gain arising on Fair Valuation of financial assets through PL	(6.51)	(61.79)
FV Gain on Preference Shares	(34.00)	-
Provision written back	(200.00)	-
Loss on account of foreign exchange rate fluctutation	302.98	348.54
Gain from redemption of mutual funds	(19.49)	(29.56)
Interest on Income Tax	(55.26)	(34.22)
Finance cost	26,412.99	31,166.59
Fair value losses/ (gains) on derivatives not designated as hedge	(248.98)	(348.94)
Amortisation of deferred gains and deferred grants	(529.50)	(644.62)
Interest income	(8,133.44)	(8,675.93)
Dividend income	(4,724.23)	(5,655.66)
Operating profit before working capital changes	**7,921.90**	**9,372.95**
Changes in working capital :		
- in inventories	14,908.41	(2,879.12)
- in trade receivables	(740.39)	1,853.03
- in other assets	32.34	1,483.36
- in loans and advances	6.35	(2.31)
- in trade payables and other liabilities	7,056.86	(795.25)
- in provisions	(1,049.70)	(155.56)
Cash generated from operations	**28,135.77**	**8,877.10**
Income taxes (paid)/ Refund	(1,223.13)	(2,724.58)
Net cash flow from operating activities (A)	**26,912.64**	**6,152.52**
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment, including intangible assets, capital work-in-progress and capital advances	(1,749.44)	(2,080.20)
Proceeds from sale of property, plant and equipment	689.52	1,554.05
Purchases of non-current investments	(592.71)	(9,296.64)
Proceeds from sale of non-current investments	-	5,317.20
Proceeds from sale of current investments	462.65	952.63
Loans (given)/ Received	256.00	8,580.67
Investment of bank deposits (having original maturity of more than 3 months)	(28,796.10)	(12,530.27)

Consolidated Statement of Cash Flows for the year ended 31 March 2023

(₹ in lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Interest received	9,146.07	8,698.83
Dividends received	4,724.23	5,737.14
Net Cash flow used in investing activities (B)	**(15,859.78)**	**6,933.41**
C. CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of non-current borrowings	(21,034.43)	(64,264.62)
Proceeds from non-current borrowings	28,412.82	72,849.63
Proceeds of current borrowings	9,310.27	58,306.41
Repayment of current borrowings	(4,153.02)	(47,006.13)
Finance cost paid	(20,734.21)	(27,373.67)
Payment for finance cost on lease liability	(139.86)	(127.16)
Payment of lease liablity	(228.54)	(191.66)
Dividends paid on equity shares	(297.81)	(883.21)
Net cash flow from/(used in) financing activities (C)	**(8,864.78)**	**(8,690.41)**
Net increase/(decrease) in cash and cash equivalents (A + B + C)	**2,188.08**	**4,395.52**
Cash and cash equivalents at the beginning of the year	6,947.29	2,551.77
Cash and cash equivalents at the end of the year	**9,135.37**	**6,947.29**
Components of cash and cash equivalents (refer note 11)		
Cash on hand	5.90	12.42
With banks- on current account	8,396.25	6,889.87
Deposit with original maturity of less than three months	733.22	45.00
	9,135.37	**6,947.29**

As per our Attached Report of even date.
For V. Sankar Aiyar & Co.
Chartered Accountants
Firm's Registration No.: 109208W

Sd/-
Ajay Gupta
Partner
Membership No.: 090104

Place: Gurugram
Date : 25 May 2023

For and on behalf of Board of Directors of
Zuari Industries Limited (Formerly Zuari Global Limited)

Sd/-
Athar Shahab
Managing Director
DIN: 01824891

Sd/-
Vijay Vyankatesh Paranjape
Director
DIN: 00237398

Sd/-
Nishant Dalal
Chief Financial Officer

Sd/-
Laxman Aggarwal
Company Secretary
Membership No. A19861

Place: Gurugram
Date : 25 May 2023

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

(a) Equity share capital

Particulars	31 March 2023		31 March 2022	
	Number of shares	Amount	Number of shares	Amount
Equity shares of INR 10 each issued, subscribed and fully paid				
Equity shares outstanding at the beginning of the year	29,440,604	2,944.06	29,440,604	2,944.06
Add: Issue of share capital	340,580	34.06	-	-
Equity shares outstanding at the end of the year	**29,781,184**	**2,978.12**	**29,440,604**	**2,944.06**

(b) Other equity

Particulars	Attributable to the equity holders of the Holding Company									Non controlling interest	Total equity
			Reserves and Surplus								
			Reserves and surplus				Items of OCI				
	Equity Share Application Money Pending Allotment on Merger	Equity component of non-convertible preference shares	General reserve	Capital reserve	Molasses and alcohol storage and maintenance reserve	Retained earnings	FVTOCI reserve	Foreign currency translation reserve	Equity attributable to equity holders		
As at 1 April 2021	54.71	5,851.51	3,911.60	7,258.55	36.60	42,235.08	131,936.15	(490.09)	190,794.11	(1,307.45)	189,486.67
Loss for the year	-	-	-	-	-	(3,582.58)	-	-	(3,582.58)	105.12	(3,477.46)
Other comprehensive income	-	-	-	-	-	185.08	107,945.60	(82.60)	108,048.08	(0.04)	108,048.04
Total comprehensive income	**-**	**-**	**-**	**-**	**-**	**(3,397.50)**	**107,945.60**	**(82.60)**	**104,465.50**	**105.08**	**104,570.58**
Provided during the year	-	31.92	-	-	-	-	-	-	31.92	-	31.92
Transfer	-	7.10	(211.60)	-	123.85	80.65	-	-	-	-	-
Dividends paid (refer note 33)	-	-	-	-	-	(883.21)	-	-	(883.21)	-	(883.21)
Reclassification from OCI to retained earnings on disposal of investments	-	-	-	-	-	854.90	(854.90)	-	-	-	-
As at 31 March 2022	**54.71**	**5,890.53**	**3,700.00**	**7,258.55**	**160.45**	**38,889.92**	**239,026.85**	**(572.69)**	**294,408.32**	**(1,202.37)**	**293,205.95**
As at 1 April 2022	54.71	5,890.53	3,700.00	7,258.55	160.45	38,889.92	239,026.85	(572.69)	294,408.32	(1,202.37)	293,205.95
Loss for the year	-	-	-	-	-	30,628.69	-	-	30,628.69	(115.91)	30,512.78
Other comprehensive income/(loss)	-	-	-	-	-	55.23	(87,226.42)	(429.55)	(87,600.74)	(0.02)	(87,600.76)
Total comprehensive loss	**-**	**-**	**-**	**-**	**-**	**30,683.92**	**(87,226.42)**	**(429.55)**	**(56,972.05)**	**(115.93)**	**(57,087.98)**
Transfer	-	-	-	-	13.06	(13.06)	-	-	-	-	-
Dividends paid (refer note 33)	-	-	-	-	-	(297.81)	-	-	(297.81)	-	(297.81)
Arisen pursuant to scheme of amalgamation(refer note 52)	(54.71)	-	-	-	-	(564.55)	-	-	(619.26)	-	(619.26)
As at 31 March 2023	**-**	**5,890.53**	**3,700.00**	**7,258.55**	**173.51**	**68,698.42**	**151,800.43**	**(1,002.24)**	**236,519.19**	**(1,318.29)**	**235,200.90**

This Is The Consolidated Statement of Changes in Equity referred to in our report of even date.

As per our Attached Report of even date.
For V. Sankar Aiyar & Co.
Chartered Accountants
Firm's Registration No.: 109208W

Sd/-
Ajay Gupta
Partner
Membership No.: 090104

Place: Gurugram
Date : 25 May 2023

For and on behalf of Board of Directors of
Zuari Industries Limited (Formerly Zuari Global Limited)

Sd/-
Athar Shahab
Managing Director
DIN: 01824891

Sd/-
Vijay Vyankatesh Paranjape
Director
DIN: 00237398

Sd/-
Nishant Dalal
Chief Financial Officer

Sd/-
Laxman Aggarwal
Company Secretary
Membership No. A19861

Place: Gurugram
Date : 25 May 2023

Summary of consolidated significant accounting policies and other explanatory information
for the year ended 31 March 2023

1. Corporate Information

The consolidated financial statements of Zuari Industries Limited (formerly known as Zuari Global Limited) ("the Holding Company" or "ZIL") and its subsidiaries (collectively, the Group) are for the year ended 31 March 2023.

The Holding Company is a Public Company domiciled in India. Its shares are listed on two recognized stock exchanges in India viz National Stock Exchange and Bombay Stock Exchange The registered office of the Holding Company is located at Jai Kisaan Bhawan, Zuari Nagar, Goa 403 726, India.

The Group's primary business activity is manufacturing and sale of sugar and its by products, ethanol and generation of power, real estate, investment services, engineering services, management services, manufacturing and trading of furniture.

2. General information and statement of compliance with Ind ASs

2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified by the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

The consolidated financial statements of ZIL as at and for the year ended 31 March 2023 (including comparatives) were approved and authorised for issue by the board of directors on 25th May 2023.

The financial statements of the Group are presented in Indian Rupees (INR), which is also its functional currency and all amounts disclosed in the financial statements and notes have been rounded off to the nearest lacs as per the requirement of Schedule III to the Act, unless otherwise stated.

2.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Holding Company and its subsidiaries, associates and joint ventures as at 31 March 2023.

Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

Consolidation of the financial statements of subsidiaries begins on the date control is established. Profit or loss and other comprehensive income of subsidiaries acquired or disposed of during the year are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable.

The Financial Statements of the parent company and its subsidiaries have been consolidated on a line by line basis by adding together the book value of like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and unrealised profits or losses, if any, in accordance with Ind AS 110 – "Consolidated Financial Statements". Amounts reported in the financial statements of subsidiaries have been adjusted wherever necessary to ensure consistency with the accounting policies adopted by the Group.

The Group attributes total comprehensive income or loss of subsidiaries between the owners of the parent and the Non-controlling interests based on their respective ownership interests.

2.3 Summary of significant accounting policies

a. Business combination and Goodwill

Business combinations are accounted for using the acquisition method. The acquisition method involves the recognition of the acquiree's identifiable assets and liabilities, including contingent liabilities, regardless of whether they were recorded in the financial statements prior to acquisition. On initial recognition, the assets and liabilities of the acquired subsidiary are included in the consolidated balance sheet at their fair values, which is also used as the basis for subsequent measurement in accordance with the Group's accounting policies. Goodwill is stated after separating out identifiable intangible assets. Goodwill represents the excess of acquisition cost over the fair value of the Group's share of the identifiable net assets of the acquiree at the date of acquisition. Any excess of identifiable net assets over acquisition cost is recognised in the other comprehensive income on the acquisition date and accumulated in equity as capital reserve.

Acquisition related costs are accounted for as expenses in the period in which they are incurred and the services are received.

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b. Investment in associates and joint ventures

An Associate is an entity over which the investor has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement.

Investments in associates and joint ventures are accounted for using the equity method in accordance with Ind AS 28 – "Investments in Associates and Joint Ventures", unless the investment qualifies for specific exemption.

Under the equity method, on initial recognition the investment in an associate or a joint venture is recognised at cost. The carrying amount of the investment in associates and joint ventures is increased or decreased to recognise the Group's share of the profit or loss after the date of acquisition. The financial statements of the associate or joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

Unrealised gains and losses on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in those entities.

The statement of profit and loss reflects the Group's share of the results of operations of the associate or joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the statement of changes in equity.

c. Basis of classification of current and non-current

Assets and Liabilities in the balance sheet have been classified as either current or non-current based upon the requirements of Schedule III notified under the Companies Act, 2013.

An asset has been classified as current if (a) it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle; or (b) it is held primarily for the purpose of being traded; or (c) it is expected to be realized within twelve months after the reporting date; or (d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date. All other assets have been classified as non-current.

A liability has been classified as current when (a) it is expected to be settled in the Company's normal operating cycle; or (b) it is held primarily for the purpose of being traded; or (c) it is due to be settled within twelve months after the reporting date; or (d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. All other liabilities have been classified as non-current.

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

An operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents

d. Property, plant and equipment ("PPE")

PPE and capital work-in progress are stated at acquisition cost less accumulated depreciation and cumulative impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met.

Cost comprises the purchase price and any directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. The cost of an item of PPE shall be recognised as an asset if, and only if:

a) it is probable that economic benefits associated with the item will flow to the entity in future; and

b) the cost of the item can be measured reliably.

Subsequent expenditure related to an item of PPE is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the Statement of Profit and Loss for the year during which such expenses are incurred.

Depreciation on property, plant and equipment

Depreciation on property, plant and equipment is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the

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management. The Company has used the following rates to provide depreciation on its property, plant and equipment.

Name of the asset	Useful live considered
Other buildings (RCC structures)	60 years
Porta Cabins (under building)	5 years
Other buildings (other than RCC structures)	30 years
Plant and machinery	5 to 25 years
Furniture and fixtures	10 years
Office equipment	3 to 6 years
Vehicles	8 years

a) Leasehold improvements are depreciated over the primary lease period.

b) The group companies based on technical assessment, depreciates certain items of building, plant and equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

c) Insurance/ capital/ critical stores and spares are depreciated over the remaining useful life of related plant and equipment or useful life of insurance/ capital/ critical spares, whichever is lower.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

e. Other Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization impairment losses, if any.

Recognition:

The costs of intangible asset are recognised as an asset if, and only if:

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

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment, whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at each financial year end and adjusted prospectively, if appropriate treating them as changes in accounting estimates. The maintenance expenses on intangible assets with finite lives is recognised in the statement of profit and loss, unless such expenditure forms part of carrying value of an asset and satisfies recognition criteria.

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

Intangibles representing computer software are amortized using the straight line method over their estimated useful lives of three years.

f. Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group's lease asset primarily consist of leases for building. The Group, at the inception of a contract, assesses whether the contract is a lease or not 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 time in exchange for a consideration. The Group recognises a right-of-use asset and a lease liability at the lease commencement date.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized and initial direct costs incurred. Right-of-use assets are depreciated on a straight-line basis over the lease term.

At the commencement date of lease, the Group recognises 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 Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature.

g. Impairment testing of long lived assets

The long lived assets consist of Property, Plant & Equipment, Investment Property and Other Intangible Assets. At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets of a "Cash Generating Unit" (CGU) to determine whether there is any indication that those assets have suffered an impairment loss. Individual assets are grouped for impairment assessment purposes at the lowest level at which there are identifiable cash flows that are largely independent of the cash flows of other groups of assets. 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). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. 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 for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount. The increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of profit and loss.

h. Borrowing costs

General and specific borrowing costs directly attributed to the acquisition, construction or production of a qualifying asset are capitalized up to the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Capitalisation of borrowing cost is not done if activities necessary to prepare an asset for its intended use is suspended during extended period.

All other borrowing costs are expensed in the period in which they occur or accrue. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Transaction cost in respect of long term borrowing are amortized over the tenure of respective loans using Effective Interest Rate (EIR) method.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

i. Foreign currency translation

Initial recognition

Transactions in foreign currencies are recorded in the functional currency, by applying to the foreign currency amount the spot rate between the functional currency and the foreign currency at the date the transaction first qualifies for recognition.

Conversion

Foreign currency monetary items are translated using the spot exchange rate prevailing at the reporting date. Non-monetary items that are measured in terms

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of historical cost denominated in a foreign currency are translated using the exchange rate at the date of the initial transaction. Non-monetary items measured at fair value denominated in a foreign currency are, translated using the exchange rates that existed when the fair value was determined.

Exchange differences

Exchange differences arising on the settlement of monetary items or on reporting the Group's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

j. Inventories

The cost of inventories shall comprise all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition based on normal operating capacity and on a weighted average basis.

Raw Materials, stores and spares are valued at lower of cost and net realizable value. However, these items are considered to be realizable at cost if the finished products, in which they will be used, are expected to be sold at or above cost.

Work-in-progress, finished goods and traded goods, are valued at lower of cost and net realizable value.

Joint products, where cost is not identifiable, are valued by allocating the cost between the products on the relative sales value of each product at the completion of the production, considering it as a rational and consistent basis. By products and saleable scraps, whose cost is not identifiable, are valued by management at estimated net realizable value.

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

Cost for Construction/ work-in-progress of real estate projects includes the cost of land (including development rights and land under agreements to purchase), internal development costs, external development charges, construction costs, overheads, borrowing cost, development/ construction materials.

k. Provisions, Contingent liabilities and Contingent Assets

Contingent liabilities

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

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provision for warranty related costs are recognized when the service provided. Provision is based on historical experience. The estimate of such warranty related costs is revised annually.

Contingent Assets

Contingent assets are not recognised but disclosed in the financial statements, where economic inflow is probable.

l. Revenue recognition

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties, if any. The Group recognizes revenue when it transfers control over a product or service to a customer.

To determine whether to recognize revenue, the Group follows a 5-step process:

<u>Identify the Contract with Customer</u>

Under Ind AS 115, the Group must evaluate whether a valid contract is satisfying all the following conditions:

- All parties have approved the agreement (may be oral or written)
- All parties are committed to approve their obligations.
- Each party's rights are identifiable.
- The contract has commercial substance.
- Collectability is probable.

<u>Identifying the performance obligations</u>

A performance obligation is a promise in a contract to transfer a distinct good or service (or a bundle of goods and services) to the customer and is the unit of account in Ind AS 115. Under Ind AS 115, the Group must evaluate the separability of the promised goods or services based on whether they are 'distinct'. A promised good or service is 'distinct' if both:

- the customer benefits from the item either on its own or together with other readily available resources, and
- it is 'separately identifiable' (i.e. the Group does not provide a significant service integrating, modifying or customizing it)

Determining the transaction price

Under Ind AS 115, the Group shall consider the terms of the contract and its customary business practices to determine the transaction price. The transaction price excludes amounts collected on behalf of third parties. The consideration promised include fixed amounts, variable amounts, or both.

Where the Group has a right to consideration from a customer in an amount that corresponds directly with the value to the customer of the performance completed to date (for example, charges per case/pallet), the Group recognizes revenue in the amount to which it has a right to invoice.

Allocating the transaction price to the performance obligations

The transaction price is allocated to the separately identifiable performance obligations on the basis of their standalone selling price (in case of storage and distribution contracts where the customer pays a fixed rate per item for all the services provided). For services that are not provided separately, the standalone selling price is estimated using adjusted market assessment approach.

Recognizing revenue when/as performance obligation(s) are satisfied.

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made.

Revenue is recognized either at a point in time or over time, when (or as) the Group satisfies performance obligations by transferring the promised goods or services to its customers.

A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue, as, or when, the performance obligation is satisfied. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the company as part of the contract.

The Group recognizes revenue from the following major sources:

Revenue from sale of constructed properties

Revenue from sale of flats and villas is measured based on the consideration specified in a contract with a customer. It is measured at fair value consideration received or receivable, net of returns and allowances, trade discounts and volume rebates. The Group recognizes revenue when it transfers control over flats and villas to a customer which is done after completion of the project, i.e. revenue is recognised based on completed contract method.

In obtaining these contracts, the Group incurs number of incremental costs, such as commissions paid to sales staff, agents etc. The Group recognizes such expenses as an asset (prepaid expense). These are recognised in the statement of profit and loss when revenue corresponding to such cost has been recognised.

Income from service (Engineering, procurement and construction)

The Group enters into contracts for the design, development and construction of different structures (like construction of a manufacturing plant) in exchange for a fixed fee and recognises the related revenue over time. Due to the high degree of interdependence between the various elements of these projects, they are accounted for as a single performance obligation. To depict the progress by which the Group transfers control of the systems to the customer, and to establish when and to what extent revenue can be recognised, the Group measures its progress towards complete satisfaction of the performance obligation by comparing actual cost incurred till date with the total estimated to be incurred for design, development and construction. In addition to the fixed fee, some contracts include bonus payments which the Group can earn by completing a project in advance of a targeted delivery date. At inception of each contract the Group begins by estimating the amount of the bonus to be received using the "most likely amount" approach. This amount is then included in the Group's estimate of the transaction price only if it is highly probable that a significant reversal of revenue will not occur once any uncertainty surrounding the bonus is resolved. The construction normally takes 12-36 months from

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commencement of design through to completion. Since revenue is recognised over time, management believes that no significant financing component is involved. Expected loss, if any, on a contract is recognized as expense in the period in which it is foreseen, irrespective of the stage of completion.

Income from engineering and other service contracts is recognized on accrual basis to the extent the services have been rendered and invoices are raised in accordance with the contractual terms with the customers and the recoveries are reasonably certain. Contract revenue earned in excess of billing has been reflected under other current assets and billing in excess of contract revenue has been reflected under current liabilities in the balance sheet.

Liquidated damages/ penalties are netted off with revenue, based on management's assessment of the estimated liability, as per contractual terms and/ or acceptances.

Sale of sugar

For transfer of goods, the Group recognizes revenue when the customers obtain the control of goods. This usually happens when the customer gains right to direct the use of and obtained substantially all benefits from the goods. For the goods sold, the Group receives amount majorly in advance from the customers and therefore there are not any significant financing components involved. For certain sales, where the Group also provide transportation services, the Group considers the same as a separate performance obligation believing that the Group is acting as an agent for transfer of goods and therefore reduces the related costs for transportation and other charges from transaction price.

Sale of power

Revenue is recognized, when power units are transferred to the customer.

Sale of Ethanol

Revenue is recognized when the customers obtain the control of goods. This usually happens when ethanol is supplied to Oil marketing companies (OMC) location.

Interest income

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend Income

Dividend is recognized when the Group's right to receive the payment is established.

Renewable energy certificates income

Income from Renewable Energy Certificates (RECs) is recognized at latest trade prices on the basis of prevailing market price as confirmed by trade exchange regulated by Central Electricity Regulatory Commission.

Power banked unit

Income from power banked units is recognised when the right to set off power banked units is established against the power to be purchased by the Group.

Brokering Service

Revenue from brokering services is recognized when the Company satisfies its performance obligations by rendering services to customers. These services are consumed simultaneously by the customers.

Other Income

Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

m. Taxes on income

Tax expense recognised in profit or loss comprises the sum of deferred tax and current tax except the ones recognized in other comprehensive income or directly in equity.

Current tax is determined as the tax payable in respect of taxable income for the year and is computed in accordance with relevant tax regulations. Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity).

Deferred tax is recognized in respect of temporary differences between carrying amount of assets and liabilities for financial reporting purposes and corresponding amount used for taxation purposes. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carry forward of unused tax credits and unused tax losses can be utilized.

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Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognized outside Statement of Profit and Loss is recognized outside Statement of Profit or Loss (either in other comprehensive income or in equity). The Company offsets deferred tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same tax authority.

n. Post-employment benefits and short-term employee benefits

Post-employment benefits plans

The Group provides post-employment benefits through various defined contribution and defined benefit plans.

Defined contribution plans

The Group pays fixed contribution into independent entities in relation to several state plans and insurances for individual employees. The Group has no legal or constructive obligations to pay contributions in addition to its fixed contributions, which are recognised as an expense in the period that related employee services are received.

Defined benefit plans

Under the Group's defined benefit plans, the amount of benefit that an employee will receive on retirement is defined by reference to the employee's length of service and final salary. The legal obligation for any benefits remains with the Group, even if plan assets for funding the defined benefit plan have been set aside. Plan assets may include assets specifically designated to a long-term benefit fund as well as qualifying insurance policies.

The liability recognised in the balance sheet for defined benefit plans is the present value of the defined benefit obligation (DBO) at the reporting date less the fair value of plan assets.

Management estimates the DBO annually with the assistance of independent actuaries. This is based on standard rates of inflation, salary growth rate and mortality. Discount factors are determined close to each year-end by reference to high quality corporate bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related pension liability.

Service cost on the Group's defined benefit plan is included in employee benefits expense. Gains and losses resulting from re-measurements of the long term net defined benefit liability are included in other comprehensive income.

Short term employee benefits

Short-term employee benefits, including leave entitlement, are current liabilities included in pension and other employee obligations, measured at the undiscounted amount that the Group expects to pay as a result of the unused entitlement.

o. Government grants

Government grants are recognized at their fair values where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favorable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value (based upon the level of inputs available) and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

p. Financial instruments

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

Financial assets

Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a financing component are measured at transaction price.

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Subsequent measurement

Financial Assets other than Equity Instruments

Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. The EIR amortisation is included in finance income in the profit or loss.

Financial assets at Fair value through other comprehensive income (FVOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on principal outstanding. They are subsequently measured at each reporting date at fair value, with all fair value movements recognised in Other Comprehensive Income (OCI). On derecognition of the asset, cumulative gain or loss previously recognised in Other Comprehensive Income is reclassified from the OCI to Statement of Profit and Loss.

Financial asset at Fair value through profit or loss (FVTPL):

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit and loss.

Equity investments (other than Investment in Joint Ventures and Associates)

All equity investments in scope of Ind AS 109 are measured at fair value. Equity Investments, which are held for trading are classified as Fair value through Profit and Loss with all changes recognized in the P&L. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

De-recognition

A financial asset is primarily de-recognised when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and the transfer qualifies for derecognition under Ind AS 109.

Impairment of financial assets

The Group assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance.

The Group follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables that do not contain a significant financing component.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

Financial liabilities

Initial recognition and measurement

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

Subsequent measurement

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the 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 an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Non-Convertible Redeemable Preference Shares (NCRPS)

At the issue date or receipt of money, whichever is earlier, the fair value of the liability component of NCRPS is estimated using the market interest rate for similar non-convertible instrument. This amount is recorded as a liability at amortized cost using the effective interest method until extinguished upon at the instrument's redemption date. The equity component is determined as the difference of the amount of the liability component from the fair value of the instrument issued to equity shareholders of the Company.

Financial Liabilities through PL

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

De-recognition

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

Offsetting of financial instruments

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

q. Cash and cash equivalents

Cash and cash equivalents comprises cash at bank and in hand and short term investments with an original maturity periods of three months or less, which are subject to an insignificant risk of change in value.

For the purpose of the Statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

r. Dividend to equity holders

The Group recognizes a liability to make dividend distributions to equity holders of the Group when the distribution is authorized and the distribution is no longer at the discretion of the Group. A corresponding amount is recognized directly in equity.

s. Earnings per share

Basic Earnings per Share (EPS) is calculated by dividing the net profit or loss for the year attributable to the equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year.

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

t. Investment property

The Group has certain investments in Land & Buildings which are classified as Investment Property as per the requirement of Ind AS 40. The same is held generally to earn rental income or for capital appreciation or both. The Investment Property has been recognised at cost less accumulated depreciation and impairment, if any. The same has been disclosed separately in the financial statements alongwith requisite disclosure about fair valuation of such Investment Property at year end.

Investment properties are derecognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in profit or loss in the period of derecognition.

u. Fair value measurement

The fair value of an asset or a liability is measured using the assumptions that market participants would

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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

- **Level 1 -** Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- **Level 2 -** Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- **Level 3 -** Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

The Group's management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operation.

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets, and significant liabilities, such as contingent consideration, if any.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

v. Segment reporting

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

The Group has eight operating/reportable segments: engineering, furniture, real estate, sugar, power, investment service, ethanol plant and management services. In identifying these operating segments, management generally follows the Group's service lines representing its main products and services.

Each of these operating segments is managed separately as each requires different technologies, marketing approaches and other resources.

In addition, corporate assets which are not directly attributable to the business activities of any operating segment are not allocated to a segment.

w. Assets held for sale

Non-current assets are classified as held for sale if their carrying value will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell.

Such assets are not depreciated or amortized while they are classified as held for sale. Such assets classified as held for sale are presented separately from the other assets in the balance sheet.

x. Exceptional items

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

y. Recent accounting pronouncements

On March 31, 2023, the Ministry of Corporate Affairs (MCA) has notified Companies (Indian Accounting Standards) Amendment Rules, 2023. This notification has resulted into amendments in the following existing accounting standards which are applicable to the company from April 1, 2023.

i. Ind AS 1 – Presentation of Financial Statements

ii. Ind AS 8 – Accounting policies, Changes in Accounting Estimates and Errors

iii. Ind AS 12 – Income Taxes

Application of the above standards are not expected to have any significant impact on the group's financial statements.

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

3.A Property, plant and equipment ('PPE')

Particulars	Freehold land	Leasehold improvement	Buildings	Plant and equipment	Furniture and fixtures	Office equipment	Vehicles	Total	Capital work in progress	Grand total
Gross block										
As at 1 April 2021	**517.51**	**158.63**	**11,803.92**	**48,583.60**	**388.26**	**672.28**	**312.33**	**62,436.53**	**220.82**	**62,657.35**
Additions (including borrowing costs)	-	87.91	265.89	257.38	6.76	46.78	36.99	701.71	1,004.96	1,706.67
Deletions	-	(11.13)	(0.85)	(50.34)	(2.04)	(52.36)	(9.22)	(125.94)	(523.28)	(649.22)
Adjustments	-	-	-	-	-	0.18	2.02	2.20	-	2.20
As at 31 March 2022	**517.51**	**235.41**	**12,068.96**	**48,790.64**	**392.98**	**666.88**	**342.12**	**63,014.50**	**702.50**	**63,717.00**
Additions (including borrowing costs)	-	-	54.82	1,557.28	1.89	55.35	123.18	1,792.52	-	1,792.52
Deletions	-	-	-	(207.48)	(77.43)	(127.67)	(149.33)	(561.91)	1,026.76	464.85
Adjustments	-	-	-	-	-	0.25	2.90	3.15	(1,622.20)	(1,619.05)
As at 31 March 2023	**517.51**	**235.41**	**12,123.78**	**50,140.44**	**317.44**	**594.81**	**318.87**	**64,248.26**	**107.06**	**64,355.32**
Accumulated depreciation										
As at 1 April 2021	**-**	**89.24**	**1,806.89**	**7,859.41**	**193.79**	**523.65**	**187.67**	**10,660.65**	**-**	**10,660.65**
Charge for the year	-	29.58	379.39	1,412.89	73.42	108.23	39.36	2,042.87	-	2,042.87
Deletions	-	(10.35)	-	(36.09)	(2.04)	(49.11)	(8.76)	(106.35)	-	(106.35)
As at 31 March 2022	**-**	**108.47**	**2,186.28**	**9,236.21**	**265.17**	**582.77**	**218.27**	**12,597.17**	**-**	**12,597.17**
Charge for the year	-	24.28	413.05	1,931.93	21.84	42.35	35.31	2,468.76	-	2,468.76
Deletions	-	-	-	(188.54)	(69.23)	(117.56)	(114.62)	(489.95)	-	(489.95)
As at 31 March 2023	**-**	**132.75**	**2,599.33**	**10,979.60**	**217.78**	**507.56**	**138.96**	**14,575.98**	**-**	**14,575.98**
Net block										
As at 31 March 2023	**517.51**	**102.66**	**9,524.45**	**39,160.84**	**99.66**	**87.25**	**179.91**	**49,672.28**	**107.06**	**49,779.34**
As at 31 March 2022	**517.51**	**126.94**	**9,882.68**	**39,554.43**	**127.81**	**84.11**	**123.85**	**50,417.33**	**702.50**	**51,119.83**

(i) Contractual obligations - Refer note 43C for disclosure of contractual commitments for the acquisition of property, plant and equipment

(ii) Refer note 14 and 15 for details of Property, Plant & Equipment pledged as security.

(iii) Preoperative expenses (pending allocation) (included in Capital work-in-progress)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Consultancy and Professional charges	15.05	25.08
Closing balance carried forward	**15.05**	**25.08**

Summary of consolidated significant accounting policies and other explanatory information
for the year ended 31 March 2023

(iv) CWIP ageing Schedule

As at 31 March 2023:

Particulars of Asset	Past Ageing (Outstanding Since)				
	< 1 year	1 - 2 Years	2 - 3 Years	> 3 years	Total
Project in Progress	107.06	-	-	-	107.06
Total	**107.06**	**-**	**-**	**-**	**107.06**

As at 31 March 2022:

Particulars of Asset	Past Ageing (Outstanding Since)				
	< 1 year	1 - 2 Years	2 - 3 Years	> 3 years	Total
Project in Progress	634.90	52.94	14.66	-	702.50
Total	**634.90**	**52.94**	**14.66**	**-**	**702.50**

3B. Other intangible assets

Particulars	Software
Gross block	
As at 1 April 2021	**351.98**
Additions	5.65
Deletions	-
As at 31 March 2022	**357.63**
Additions	20.28
Deletions	252.54
As at 31 March 2023	**125.37**
Amortisation	
As at 1 April 2021	**336.18**
Charge for the year	19.34
Deletions	-
As at 31 March 2022	**355.52**
Charge for the year	3.01
Deletions	233.16
As at 31 March 2023	**125.37**
Net block	
As at 31 March 2023	**-**
As at 31 March 2022	**2.11**

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

4. Investment property

Particulars	Amount
Gross Block	
As at 1 April 2021	**840.29**
Additions (subsequent expenditure)	-
Disposal/Adjustment	-
As at 31 March 2022	**840.29**
Additions (subsequent expenditure)	-
Disposal/Adjustment	-
As at 31 March 2023	**840.29**
Accumulated depreciation	
As at 1 April 2021	**143.23**
Depreciation	29.40
Disposal/Adjustment	-
As at 31 March 2022	**172.63**
Depreciation	28.73
Disposal/Adjustment	-
As at 31 March 2023	**201.36**
Net block	
As at 31 March 2023	**638.93**
As at 31 March 2022	**667.66**

4.1 Notes

Refer note 14 and 15 for the information on investment property pledged as security by the Company.

(i) Leasing arrangements

Group's investment property consist of land and buiilding let out to other group companies, outside party for business purpose and also to an educational institution.

(ii) Amount recognised in profit and loss for investment properties

Particulars	As at 31st March, 2023	As at 31st March, 2022
Rental income derived from investment properties	715.09	732.47
Profit on sale of investment property	625.94	1,532.70
Direct operating expenses (including repairs and maintenance) that did not generate rental income	-	-
Profit arising from investment properties before depreciation and indirect expenses	1,341.03	2,265.17
Less: depreciation	28.73	29.40
Profit arising from investment properties before indirect expenses	1,312.30	2,235.77

(iii) Fair value

Particulars	As at 31st March, 2023	As at 31st March, 2022
Investment properties	41,527.92	41,810.92

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

Fair value hierarchy and valuation technique

The Group obtains independent valuations for its investment properties at least annually. The best evidence of fair value is current prices in an active market for similar properties. Where such information is not available, the Group considers information from a variety of sources.

These valuations are based on valuations performed by S V Kushte, an accredited independent valuer. Mr. Kushte is a specialist in valuing these types of investment properties. A valuation model in accordance with that recommended by the International Valuation Standards Committee has been applied.

The Group has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

iv. Reconciliation of fair value:

Particulars	Amount
Opening balance as on 1 April 2021	**42,332.95**
Fair value differences	170.97
Disposals	(693.00)
Opening balance as on 31 March 2022	**41,810.92**
Fair value differences	-
Disposals	(283.00)
Closing balance as on 31 March 2023	**41,527.92**

5 Financial assets

Investments

Financial assets	Non Current		Current	
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
Investment in equity instruments				
Investments at fair value through OCI (fully paid)				
Unquoted				
100,000 (31 March 2022: 100,000) equity shares of INR 10/- each fully paid up of Biotech Consortium of India Limited	48.68	48.68	-	-
19,092 (31 March 2022: 19,092) equity shares of INR 100/- each fully paid up of Lionel Edward Limited	61.40	56.98	-	-
180,240 (31 March 2022: 180,240) equity shares of INR 10/- each fully paid up of Premium Exchange and finance Limited	5.59	5.59	-	-
188,460 (31 March 2022: 188,460) equity shares of INR 10/- each fully paid up of Master Exchange & Finance Limited	5.90	5.90	-	-
9,800 (31 March 2022: 9,800) equity shares of Omani Riyal 1 each fully paid-up in Simon Engineering and Partners LLC , Sultanate of OMAN	10.45	10.45	-	-

Summary of consolidated significant accounting policies and other explanatory information
for the year ended 31 March 2023

Financial assets	Non Current		Current	
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
Less: Impairment in value of investments in Simon Engineering and Partners LLC , Sultanate of OMAN	(10.45)	(10.45)	-	-
258,250 (31st March 2022: 258,250) equity shares of INR 100/- each fully paid up of Lionel India Limited	258.25	258.25	-	-
Less: Impairment of investment in Lionel India Limited	(258.25)	(258.25)	-	-
Quoted				
61,620,147 (31 March 2022: 61,620,147) equity shares of INR 10/- each fully paid up of Chambal Fertilisers and Chemicals Limited	162,738.81	260,098.62	-	-
24,700 (31 March 2022: 24,700) equity shares of INR 10/- each fully paid up of Duke Commerce Limited	0.69	0.69	-	-
34,722 (31 March 2022: 34,722) equity shares of USD 0.01/- each fully paid up of Synthesis Energy System Inc.	-	-	-	-
Investment in joint venture (Preference Shares)				
500,000 (31 March 2022: 500,000) 1% Redeemable Non Cumulative optionally convertible preference shares of INR 100/- each fully paid up of Brajbhumi Nirmaan Private Limited	662.00	662.00	-	-
Investment in Others				
660,000 (31 March 2022: 660,000) 6% Redeemable non-cumulative non-convertible preference shares of INR 100/- each fully paid up of Adventz Investment Company Private Limited	-	616.00	650.00	-
Investment in Mutual Funds				
Investments at fair value through Profit and Loss				
Quoted				
Nil (31 March 2022: 17,822.208) units of Axis Overnight growth fund	-	-	-	199.93
Nil (31 March 2022: 27,603.496) units of Mirae Asset Overnight regular growth fund	-	-	-	300.01
21,286.668 units (31 March 2022: Nil Units) of Baroda BNP Paribas liquid fund	-	-	250.04	-
22,065.145 units (31 March 2022: Nil Units) of Bank of India Overnight fund	-	-	250.04	-
1,734.06 units (31 March 2022: Nil Units) of PGIM Regular mutual fund	-	-	20.00	-
Nil (31 March 2022: 17,945.90)units of Baroda BNP Paribas Overnight Growth Regular Plan	-	-	-	200.01
Nil (31 March 2022: 22,849.235) units Of PGIM India Overnight Fund Growth Regular Plan	-	-	-	250.01

Summary of consolidated significant accounting policies and other explanatory information
for the year ended 31 March 2023

Financial assets	Non Current		Current	
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
1,986.888 Units (31 March 2022: 2,701.694 Units) Of Baroda mutual fund	-	-	23.34	30.11
Investment in Government Securities				
Amortised cost				
Unquoted				
5 Years National Saving Certificates	2.00	1.50	-	-
	163,525.07	**261,495.96**	**1,193.42**	**980.07**
Aggregate amount of quoted investments	162,739.50	260,099.31	-	-
Aggregate market value of quoted investments	162,739.50	260,099.31	-	-
Aggregate book value of quoted investments in mutual funds	-	-	543.42	980.07
Aggregate net asset value of mutual funds	-	-	543.42	980.07
Aggregate value of other unquoted investments	1,054.27	1,665.35	650.00	-
Agreegate amount of impairment in the value of investment	268.70	268.70	-	-

5.1 Investments pledged as security

Refer Note 14 and 15 for investments pledged as security.

6. Loans (at amortised cost)

Financial assets	Non Current		Current	
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
Inter corporate deposit (Refer Note 46 for Related Party Disclosures)	1,125.00	37,244.33	44,263.33	8,400.00
Less: Loss allowance for doubtful deposits	(925.00)	(1,125.00)	-	-
Loans to employees	-	-	-	6.35
	200.00	**36,119.33**	**44,263.33**	**8,406.35**
Notes				
Breakup of Loans details:				
Secured - considered good	-	-	-	6.35
Unsecured - considered good	200.00	36,119.33	44,263.33	8,400.00
Unsecured - Credit impaired	925.00	1,125.00	-	-
	1,125.00	**37,244.33**	**44,263.33**	**8,406.35**
Less: Allowance for doubtful deposits	(925.00)	(1,125.00)	-	-
	200.00	**36,119.33**	**44,263.33**	**8,406.35**

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

7. Other financial assets (at amortised cost)

Financial assets	Non Current		Current	
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
Security deposits	324.33	297.85	1,840.65	2,209.85
Non-current bank balance (refer note (i) below)	1,671.48	1,398.95	-	-
Unbilled revenue (refer note 49)	-	-	652.89	909.32
Amounts held with Central Electricity Regulatory Commission (CERC) (refer note ii below)	-	-	102.25	102.25
Government Grants in the form of interest subvention/assistance	-	-	3,042.79	3,197.38
Marked to market value of derivative instruments not designated as hedges	-	-	78.70	-
Interest accrued but not due	3.30	-	734.68	1,750.61
Other receivables	-	-	3,224.92	2,107.86
	1,999.11	**1,696.80**	**9,676.88**	**10,277.27**

i) Majorly non-current bank balance includes the following:

(a) INR 43.00 lakhs (31 March 2022: INR 43.00 lakhs) pledged to Bombay Stock Exchange, National Stock Exchange and National Securities Clearing Corporation Ltd as deposits which are maturing within 12 months of reporting date. However, considering the compulsion to renew the same, they have been treated as non current.

(b) INR 1.12 lakhs (31 March 2022: INR 1.12 lakhs) with clearing member ISSL Settlement & Transaction Services Limited.

(c) INR 500.00 lakhs (31 March 2022: Nil) lien with HDFC Bank Limited.

(d) INR 550.68 lakhs (31 March 2022: INR 525.58 lakhs) pertains to the amount pledged with banks and sales tax authorities by Holding company.

(e) INR 280.18 lakhs (31 March 2022: INR 282.69 lakhs) is on account of FD submitted to SDF for NOC for creating additional charge and for margin money against BG for distillery.

(f) The deposit of 22.00 lakhs (31 March 2022: INR 68.96 lakhs) is lien with Insurance Regulatory and Development Authority of India for meeting minimum base capital requirement prescribed under Regulation 23 of Insurance Regulatory and Development Authority of India (Insurance Brokers) Regulations, 2017 (earlier Regulation 12 of Insurance Regulatory and Development Authority of India (Insurance Brokers) Regulations, 2013)

(g) Nil (31 March 2022: INR 373.68 lakhs) pertains to debt service reserve account(DSRA) created in favour of Bajaj Finance Limited.

(h) INR 140.50 lakhs (31 March 2022: Nil) lien marked in favour of debenture trustee catalyst Trusteeship Limited (for the benefit of the subscribers of Debentures ("Debenture Holders") i.e. ICICI Prudential Corporate Credit Opportunities Fund I.

(i) Nil (31 March 2022: INR 477.50 lakhs) which is pledged in favour of IndusInd Bank Limited and Tata Capital Service Limited as a security against interest payment on the term loan facility provided by the bank to the subsidiary company.

ii) INR 500 per REC unit sold has been deducted and held by respective power exchanges for onward submission to CERC on behalf of the Subsidiary Company being a RE generator with reference to Hon'ble Supreme Court order dated 14 July 2017. Total amount held is INR 102.25 lakhs (31 March 2022: INR 102.25 lakhs) as on reported dates.

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

8. Other assets

Financial assets	Non Current		Current	
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
Unsecured considered good				
Capital advances (refer note (i) below)	4,798.90	4,384.94	-	-
Advances to suppliers (refer note (ii) and (iii) below)	639.61	639.61	2,866.21	3,309.74
Balances with statutory authorities	621.46	459.27	2,321.74	2,147.71
Amount paid as deposits against disputed demand	185.38	191.32	-	-
Prepaid expenses	0.29	3.72	374.26	354.12
Rent equilisation reserve	-	-	157.86	132.01
Renewable energy certificate receivable	-	-	75.03	148.20
Others	-	-	37.86	2.24
Gratuity plan asset (refer note 40)	-	-	10.06	4.74
Contract assets				
Cost incurred to obtain a contract (refer note Refer note 49 for details of significant changes in contract assets)	-	-	22.94	24.01
	6,245.64	**5,678.86**	**5,865.96**	**6,122.77**

Notes

i) It includes advance amount paid INR 4,798.90 lakhs (2022: 4,333.35 lakhs) to a related party (Joint venturer) as per Property Development Contract towards purchase of land on which "St. Regis Residencies" project is being developed by the company. The balance amount of Rs.26,623 lakhs (AED 119 million considered at rate of Rs.22.37 / AED as at the reporting date) will be paid on completion of the project. The total value of the land is taken at Rs.31,322 lak'hs (AED 140 million considered at rate of Rs.20.64 / AED as at the reporting date) as per the valuation. The land value will be accounted in the books on registration of the project with RERA. During the previous year this amount was disclosed as advance for land in the financial statements of the subsidiary.

ii) Current advances include recoverable advances to a sub-contractor aggregating to INR 2,246.49 lakhs (31 March 2022: INR 2,246.49 lakhs). The Management is in negotiation with that party for its recovery along with interest accrued of INR 33.72 lakhs (31 March 2022: INR 33.72 lakhs) and is confident that this advance will be fully recovered by the Company or through other companies of the Adventz Group, hence no provision is considered necessary at this stage.

iii) The Company has made advance payments under the Development Management Agreement to agencies which are entitled to certain percentage of income calculated in the manner specified therein. The advance payments made aggregated to INR 639.61 lakhs (31 March 2022: INR 639.61 lakhs) will be adjusted in the year when the agency becomes entitled to share of income as per the agreement. One of the operating creditors of one of the Agency company has initiated corporate insolvency resolution process against that Company. The management does not expect any significant effect of the same on its carrying balance and expects to adjust/recover the same in full and accordingly no adjustment is considered necessary at this stage and these balances are subject to confirmation from that party.

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

9 Inventories

Particulars	As at 31st March, 2023	As at 31st March, 2022
Raw materials	165.69	24.14
Land and construction work-in-progress (refer note (i))	80,886.09	85,905.21
Work-in-progress	476.56	626.33
Finished goods (refer note (ii))	24,390.27	34,760.02
Pakaging material,Stores and spares	477.97	491.81
Valued at estimated realisable value:		
By-products		
Bagassee	703.35	594.84
Molasses	3,850.87	3,472.25
Pressmud	70.83	24.21
Scrap	25.50	56.73
	111,047.13	**125,955.54**

Notes:

(i) Land and construction work-in-progress

a) Land admeasuring 2,78,611 sq mt (31 March 2022: 2,78,611 sq mt) of INR 3,621.94 lakhs (31st March 2022: INR 3,621.94 lakhs) is pending to be registered in the Holding Company's name. The title deed of the is in the name of Zuari Agro Chemicals Limited, an associate.

b) The Management has reviewed the carrying value of its project work-in-progress by assessing the net realisable value of the project which is determined by forecasting sales rates, expected sale prices and estimated costs to complete (including escalations and cost overrun). This review by the management did not result any loss and thus no adjustments/ provisions to the carrying value of project work-in-progress is considered necessary by the Management. In respect of early stage projects, the underlying fair value of land based on valuation report of chartered engineer was considered for the purpose of determining the net realisable value and the carrying value of the construction work-in-progress was found to be less than the net realisable value so ascertained.

(ii) Finished goods

a) Includes an amount of INR 519.21 lakhs (31 March 2022: INR 519.21 lakhs) which represents residential units in respect of which Group has entered into agreement for sale with the respective customers, amounts received against these agreements by the Group has been reported as advance from customers. Pending receipt of balance consideration and execution of absolute sale deed effecting the transfer of legal title, the same is reported as Inventory.

iii) For inventories pledged as securities against financial liabilities, refer note 14 and 15.

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

10. Trade receivables

Particulars	As at 31st March, 2023	As at 31st March, 2022
Amortised cost		
Trade receivables - related parties (refer note 46)	2,338.08	2,421.81
Trade receivables - others	5,661.65	4,837.53
	7,999.73	**7,259.34**
Break-up for security details:		
From related parties		
Secured, considered good	-	-
Unsecured, considered good	2,338.08	2,421.81
Trade receivables which have significant increase in credit risk	-	-
Unsecured – credit impaired	-	-
From others		
Secured, considered good	315.85	827.48
Unsecured, considered good	5,345.80	4,010.05
Trade receivables which have significant increase in credit risk	-	-
Unsecured – credit impaired	2,143.94	2,107.33
	10,143.67	**9,366.67**
Less: Loss allowances	(2,143.94)	(2,107.33)
	7,999.73	**7,259.34**

No trade or other receivable are due from directors or other officers of the Group either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

Trade Receivable Ageing Schedule

As at 31 March 2023

Particulars	Unbilled revenue	< 6 months	6 month -1 years	1 -2 Years	2 - 3 Years	> 3years	Total
Undisputed Trade Receivable - Considered Good	86.99	3,067.72	2,779.05	684.13	562.22	819.62	7,999.73
Undisputed Trade Receivable - Which have a significant increase in credit risk	-	-	-	-	58.76	2,085.18	2,143.94
Less: Provision for doubtful debt	-	-	-	-	(58.76)	(2,085.18)	(2,143.94)
Total	**86.99**	**3,067.72**	**2,779.05**	**684.13**	**562.22**	**819.62**	**7,999.73**

As at 31 March 2022

Particulars	Unbilled revenue	< 6 months	6 month -1 years	1 -2 Years	2 - 3 Years	> 3years	Total
Undisputed Trade Receivable - Considered Good	420.88	4,259.01	369.38	1,121.90	404.07	684.10	7,259.34
Undisputed Trade Receivable - Which have a significant increase in credit risk	-	9.07	4.42	68.97	268.69	1,756.18	2,107.33
Provision	-	-	-	(58.73)	(297.50)	(1,751.10)	(2,107.33)
Total	**420.88**	**4,268.08**	**373.80**	**1,132.14**	**375.26**	**689.18**	**7,259.34**

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

11. Cash and cash equivalents

Particulars	As at 31st March, 2023	As at 31st March, 2022
Cash and cash equivalents		
Balances with banks:		
On current accounts	8,396.25	6,889.87
Cash on hand	5.90	12.42
Deposits with original maturity less than 3 months	733.22	45.00
	9,135.37	**6,947.29**

12. Other bank balances

Particulars	As at 31st March, 2023	As at 31st March, 2022
Balances with banks:		
Balance with banks-on fixed deposit account with remaining maturity period for more than 3 months but less than 12 months (refer note (i) below)	28,183.26	24,975.51
Balance with banks - on unpaid dividend account	24.35	23.82
Margin money deposits (refer note (ii) and (iii) below)	27.92	398.29
Balance in Escrow Accounts (refer note (iv) below)	25,315.82	-
	53,551.35	**25,397.62**

Notes:

i) Balance with Banks on fixed deposit include:

a) Includes bank deposits of INR 3.75 lakhs (31 March 2022: INR 858.33 lakhs) pledged with the banks as margin money for bank guarantees taken.

b) Deposits of INR 24,542.29 lakhs (31 March 2022: INR 23,417.76 lakhs held with banks under lien in favour of Yes Bank Limited, GIFT City for providing finance facility to Zuari SJM Properties LLC, Dubai.

c) Deposits of Nil (31 March 2022: INR 18.41 Lakh) are lien marked against Bank Guararntees given to Statutory authorities.

d) Deposits of Nil (31 March 2022: INR 86.98 lakhs) kept as margin money for against bank guarantees for distillery.

ii) Margin money deposit with carrying amount of Nil (31 March 2022: INR 373.68 lacs) are subject to first charge to secure the debt service reserve account (DSRA) created in favour of TATA Capital Finance Service Limited and Bajaj Finance Limited.

iii) Margin money deposit with carrying amount of INR 27.92 lakhs (31 March 2022: INR 24.61 lakhs) are subject to first charge to secure the Company's bank guarantee.

iv) This represents funds received in escrow account from the customers toward sale proceed of residential unit by appointed marketing partner.

Summary of consolidated significant accounting policies and other explanatory information
for the year ended 31 March 2023

13A. Equity share capital

Particulars	As at 31st March, 2023	As at 31st March, 2022
Authorised:		
155,000,000 (31 March 2022: 115,000,000) equity shares of INR 10/- each	15,500.00	11,500.00
Issued:		
29,789,235 (31 March 2022: 29,448,655) equity shares of INR 10/- each fully paid	2,978.92	2,944.87
Subscribed and paid-up* :		
29,781,184 (31 March 2022: 29,440,604) equity shares of INR 10/- each fully paid	2,978.12	2,944.06
Nil (31 March 2022: 1,100) forfeited shares (amount paid up) fully paid up	0.05	0.05
	2,978.17	**2,944.11**

*Under instructions from the Special Court (Trial of Offences relating to Transactions in Securities) Act, 1992 and in respect of shareholders who could not exercise their rights in view of disputes, mistakes, discrepancy in holdings, etc., 8,051 (previous year 8,051) rights' equity shares entitlements have been kept in abeyance pursuant to Section 126 of the Companies Act, 2013.

I. Reconciliation of equity shares outstanding at the beginning and end of the reporting year

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	In numbers	INR in lakhs	In numbers	INR in lakhs
Equity Shares				
At the beginning of the year	29,440,604	2,944.06	29,440,604	2,944.06
Issued during the year	340,580	34.06	-	-
Outstanding at the end of the year	**29,781,184**	**2,978.12**	**29,440,604**	**2,944.06**

II. Terms/ Rights attached to equity shares

The Holding Company has only one class of equity shares having a par value of INR 10/- per share. Each share holder of equity shares is entitled to one vote per share. The Holding Company declares and pays dividends in Indian rupees. The dividend proposed by Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Holding Company, the holders of equity shares will be entitled to receive remaining assets of the Holding Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

III. Details of Shareholders holding more than 5% of equity shares in the Company

Name of Shareholder	As at 31st March, 2023		As at 31st March, 2022	
	No. of Shares held	% Holding in Class	No. of Shares held	% Holding in Class
Globalware Trading and Holdings Limited	7,491,750	25.16%	7,491,750	25.45%
Texmaco Infrastructure and Holdings Limited	2,757,941	9.26%	2,757,941	9.37%
Adventz Finance Private Limited	2,934,947	9.86%	2,906,877	9.87%

As per records of the Holding Company, including its register of shareholders/member and other declarations received from shareholders regarding beneficial interest, the above holding represents both legal and beneficial ownership of shares.

IV. Detail of number of shares held by an Associate Company of Holding Company

Particulars	No. of shares held	% Holding in class	No. of shares held	% Holding in class
New Eros Tradecom Limited	1,196,767	4.02%	1,196,767	4.02%
Texmaco Infrastructure and Holdings Limited	2,757,941	9.26%	2,757,941	9.37%

V. Aggregate number of shares issued for consideration other than cash

Particulars	As at 31st March, 2023	As at 31st March, 2022
Shares issued for consideration other than cash (Refer Note 52)	340,580	Nil

VI. Shareholding of Promoters

Promoter Name	No of Shares 31-Mar-2023	% of total Shares	No of Shares 31-Mar-2022	% of total Shares	% change during the year
Texmaco Infrastructure & Holdings Limited	2,757,941	9.26%	2,757,941	9.37%	-0.11%
Adventz Finance Private Limited	2,934,947	9.86%	2,906,877	9.87%	-0.02%
New Eros Tradecom Limited	1,196,767	4.02%	1,196,767	4.07%	-0.05%
Adventz Securities Enterprises Limited	98,804	0.33%	98,804	0.34%	0.00%
Promoter's Group :					
Saroj Kumar Poddar as trustee	1,200,000	4.03%	1,200,000	4.08%	-0.05%
Saroj Kumar Poddar as individual	322,989	1.08%	322,989	1.10%	-0.01%
Jyotsna Poddar	71,621	0.24%	71,621	0.24%	0.00%
Basant Kumar Birla	30,000	0.10%	30,000	0.10%	0.00%
Saroj & Company	10,457	0.04%	10,457	0.04%	0.00%
Duke Commerce Limited	301,761	1.01%	301,761	1.02%	-0.01%
Jeewan Jyoti Medical Society	138,550	0.47%	138,550	0.47%	-0.01%
Shradha Agarwala	7,018	0.02%	-	0.00%	0.02%
Aashti Agarwala	7,018	0.02%	-	0.00%	0.02%
Kumari Anesha Agarwala	7,018	0.02%	-	0.00%	0.02%
Greenland Trading Private Limited	7,018	0.02%	-	0.00%	0.02%
Ayesha Poddar	7,018	0.02%	-	0.00%	0.02%
Indrakshi Trading Company Private Limited	7,018	0.02%	-	0.00%	0.02%
Akshay Poddar	320,384	1.08%	237,928	0.81%	0.27%
Globalware Trading And Holdings Limited	7,491,750	25.16%	7,491,750	25.45%	-0.29%

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

13B Other equity

Particulars	As at 31st March, 2023	As at 31st March, 2022
Retained earnings		
Balance bought forward from last year	38,889.92	42,235.08
Add: Loss for the year	30,628.69	(3,582.58)
Add: Reclassification from OCI to retained earnings on disposal of investments	-	854.90
Add/(Less): Other comprehensive income	55.23	185.08
Less: Transfer to Molasses Reserves	(13.06)	(123.85)
Add: Transfer from Equity component of non-convertible preference shares	-	(7.10)
Add: Transfer from General Reserve	-	211.60
Less: Arisen pursuant to scheme of amalgamation (Refer Note 52)	(564.55)	-
Less: Dividends paid (refer note 33)	(297.81)	(883.21)
	68,698.42	**38,889.92**
General reserve		
Balance bought forward from last year	3,700.00	3,911.60
Add: Transfer to Retained Earnings	-	(211.60)
	3,700.00	**3,700.00**
FVTOCI reserve		
Balance bought forward from last year*	239,026.85	131,936.15
Add: Movement during the year	(87,226.42)	107,945.60
Add: Reclassification from OCI to retained earnings on disposal of investments	-	(854.90)
	151,800.43	**239,026.85**
Capital reserve	7,258.55	7,258.55
Add: Provided during the year	-	-
	7,258.55	**7,258.55**
Molasses and alcohol storage and maintenance reserve		
Balance bought forward from last year	160.45	36.60
Add: Provided during the year	13.06	123.85
	173.51	**160.45**
Foreign currency translation reserve		
Balance bought forward from last year	(572.69)	(490.09)
Less: Other comprehensive income	(429.55)	(82.60)
	(1,002.24)	**(572.69)**
Equity component of non convertible preference shares		
Balance bought forward from last year	5,890.53	5,851.51
Add: Equity component of preference shares issued during the year	-	31.92
Less: Transfer to Retained Earnings	-	7.10
	5,890.53	**5,890.53**
Equity Share Application Money Pending Allotment on Merger		
Balance bought forward from last year	54.71	54.71
Add/(Less): Arisen purusant to scheme of amalgamation (Refer Note 52)	-54.71	-
	-	**54.71**
	236,519.19	**294,408.31**

i) **Nature and purpose of other reserve**

Retained earnings

Retained earnings are created from the profit / loss of the Company, as adjusted for distributions to owners, transfers to other reserves, etc.

General reserve

The Group has transferred a portion of the net profit kept separately for future propose.

FVTOCI reserve

The Group has elected to recognise changes in the fair value of certain investments in equity shares in other comprehensive income. These are accumulated in Fair value through OCI reserve in OCI within the equity. The Company transfers this reserves to retained earnings when relevant equity investments are derecognised.

Capital reserve

Where the preference shares are redeemed out of the profits available for distribution, a sum equivalent to the nominal amount of shares being redeemed shall be transferred to the Capital Redemption Reserve. It also includes Group's share of capital reserve of associate companies.

Molasses and alcohol storage and maintenance reserve

The above mentioned reserve is created under Molasses Control Order 1961 which requires every sugar factory to set aside a amount as mentioned in the order. The amount credited in said account shall be utlised only for purposes of construction or erection of storage facilities for molasses.

Foreign currency translation reserve

Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed off.

Equity component of non convertible preference shares

This represents equity component on discounting of preference shares issued by various group companies outside the group.

Equity Share Application Money Pending Allotment on Merger (Refer Note 52)

In terms of the Scheme, the Company is required to issue either 100 equity share of face value of Rs. 10/- each of the Company for every 285 Equity Shares of face value of Rs. 10/- each held in GSML or 10000 10.5% NCRPS for every 1006 Equity Shares of face value of Rs. 10/- each held in GSML by its non-controlling shareholders as on the record date. The Company had fixed 13 May 2022 as ""Record Date"" for ascertaining the equity and preference shareholders of the GSML who are entitled to receive equity or preference shares of the ZIL consequent to amalgamation. ZIL had despatched option forms on 17 May 2022 to all the equity shareholders of GSML giving them the options to opt for either of equity shares or 10.50% Non-Convertible Redeemable Preference Shares (10.50% NCRPS). The last date of receipt of option forms was 16 June 2022 post which ZIL allotted 3,40,580 equity shares and 58,52,034 10.50% NCRPS.

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

14 Non current borrowings

Particulars	As at 31st March, 2023	As at 31st March, 2022
Secured		
Term loans		
Rupee loan		
-from banks	26,933.63	32,123.11
-from financial institutions	85,092.98	89,408.89
-Non-Convertible debentures from financial institution	67,244.26	54,063.33
Foreign currency loan		
Foreign currency loans	9,248.63	9,564.70
Liability Component of financial instruments		
-7% Non-convertible redeemable preference shares (NCRPS)	590.04	537.03
-8.5% Non-convertible cumulative redeemable preference shares (NCRPS)	12,344.29	10,962.54
-10.50% Non-convertible cumulative redeemable preference shares (NCRPS)	633.68	-
Unsecured		
Inter corporate deposits (refer note 46)	6,511.44	5,277.85
Loan from others	2,567.31	4,578.56
	211,166.26	**206,516.01**
Less: Amount disclosed under the head "Current Borrowings" (refer note 15)	33,817.20	34,787.06
	177,349.06	**171,728.95**

14.1 Changes in liabilities arising from financing activities pursuant to Ind AS 7 - Cash flows:

Particulars	Non-Current borrowings (including current maturities)	Current borrowings
As at 1 April 2021	186,031.99	35,822.30
Cash adjustments		
Proceeds from borrowings	72,849.63	58,306.41
Repayment of borrowings	(64,264.62)	(47,006.13)
Non-cash adjustments		
Change in classification of borrowing	9,603.60	(9,603.60)
Effective interest rate adjustments	2,295.41	-
As at 31 March 2022	**206,516.01**	**37,518.98**
As at 1 April 2022	206,516.01	37,518.98
Cash adjustments		
Proceeds from borrowings	28,412.82	9,310.27
Repayment of borrowings	(21,034.43)	(4,153.02)
Non-cash adjustments		
Impact of Regrouping	(8,119.54)	8,119.54
Effective interest rate adjustments	5,391.40	-
As at 31 March 2023	**211,166.26**	**50,795.77**

1. **Rupees term loans from banks**

   a. Facility of 269.86 lakhs (31 March 2022: INR 1,576.44 lakhs) consisting a two term loan, first of Nil (31 March 2022: INR 301.00 lakhs) and second term loan of INR 269.86 lakhs (31 March 2022: INR 1275.44 lakhs) bearing interest @ 9.40%-10.50% p.a. taken from State Bank of India.

The term loan is repayable in 16 equal quarterly instalments commencing from 1 April 2019 and ending on 11 April 2023. Further,term loan of INR 301.00 Lakhs, which has been fully repaid during the year.

b. Facility of INR 1706.46 lakhs (31 March 2022: INR 2845.26 lakhs) bearing interest @ - 9.40%p.a- 10.50% p.a. consist of cane soft loan taken from State Bank of India. The loan is repayable in 18 quarterly installments commencing from 31 December 2019 and ending on 30 September 2024.

The above loans are secured by way of:

First mortgage / charge on entire fixed assets of company, situated at 62.318 acres of land at Aira Estate, Khamaria Pandit, Distt Lakhimpur Kheri, Uttar Pradesh and a new piece of land of 27.045 acres at Village Allipur, Paragana Dhauraha, District Kheri, Uttar Pradesh.Extension of hypothecation charge (2nd charge) on entire current assets of the company on pari passu basis with other term lenders.Receivables from the power project jointly financed by IREDA and SBI shall be first shared on pari passu charge basis between SBI and IREDA for the term loan and on second pari passu charge basis for working capital facilities and soft loan of SBI.

c. Facility of INR 2846.22 lakhs (31 March 2022: INR 4969.94 lakhs) from Zila Sahakari Bank. This loan is secured by way of Residual charge on free assets of the Company and carry a interest rate of 5%. The loan is repayable in 60 equal monthly installments starting from 31 July 2019. The loan is at concessional rate of interest and has been carried at amortised cost using discount rate of 11.80%-12.30% p.a.

d. Finance facilty availed by Zuari SJM Properties LLC, Dubai step down subsidiary comprising of term loan facility with the total sanctioned limit of Rs.22,111.09 lakhs [AED 110 million at rate at the reporting date of Rs.22.372 per AED (USD 30.5 million)] (2022: Rs.22,736.47 lakhs [AED 1100 million at rate at the reporting date of Rs.20.635 per AED (USD 30.50 million)]) from Yes Bank Limited, IFSC banking unit, GIFT city, Gujarat, India towards project development related expense.Term loans are secured as described herein below and bear interest of 6 months USD LIBOR plus 4.95% p.a.. The loan amount is repayable after 72 months in one bullet payment from the total draw down

Securities offered:

- Charge on current assets both present and future owned by Zuari Infraworld S J M Properties L.L.C, UAE
- Charge on share of project cash flow including reimbursement and surplus.
- Pledge of Fixed Depositst owned by group companies amounting to INR 235.42 lakhs .
- Pledge of listed India shares held by New Eros TradeCom Limited.

In addition, there are various conditions and financial covenants attached to the bank facilities, which are in the normal course of business.

2. Rupees term loans from financial institutions

a. Facility of Rs 4,300.59 lakhs (31 March 2022: Rs 2,500.00 lakhs) from Bajaj Finance Limited, bearing interest rate 9.40% p.a. having outstanding balance of Rs 4,300.59 (31 March 2022: Rs 2,483.77 lakhs). The loan is repayable in 24 months from the date of disbursement. The loan is secured by pledge of 33,82,714 share of Chambal Fertilizers and Chemicals Limited (owned by the Company).

b. Facility of Rs 9,375.00 lakhs (31 March 2022: Rs 12,500.00 lakhs) from Tata Capital Financial Services ltd., bearing interest rate 12.65 % p.a. having outstanding balance of Rs 9,292.77 lakhs . The loan is repayable in 4 equal installments within 42 months from the date of first disbursement. The loan is secured by pledge of 38,17,500 shares of Chambal Fertilizers and Chemicals Limited (owned by the Company) and 3,41,000 shares of Gillette India Limited (Owned by Globalware Trading and Holdings Limited).

c. Facility of Rs 5,000.00 lakhs (31 March 2022: INR 5,000 lakhs) from STCI Finance Limited, bearing interest rate 11.75% p.a. having outstanding balance of Rs 4,980.70 lakhs (31 March 2022: INR 4,971.64 lakhs). The loan is repayable in 36 months from the date of disbursement. The loan is secured by pledge of 37,72,700 shares of Chambal Fertilizers and Chemicals Limited (owned by the Company) to provide security cover of 2 times.

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d. Facility of INR 2,349.00 lakhs (31 March 2022: INR 3,136.68 lakhs) bearing interest @ 9.80% p.a. consist of loan taken from Indian Renewal Energy Development Agency Limited (IREDA). The said loan is repayable in 40 quarterly installments starting from expiry of 1 year from the date of commissioning of co-generation project.

The loan is secured by way of:

1. First mortgage / charge, pari passu, on entire fixed assets of company, situated at 62.318 acres of land at Aira Estate, Khamaria Pandit, Distt Lakhimpur Kheri, Uttar Pradesh and a new peice of land of 27.045 acres at Village Allipur, Paragana Dhauraha, District Kheri, Uttar Pradesh with existing term loan lender State Bank of India, Sugar Development Fund and IREDA.

2. Second pari-passu charge on current assets of company (excluding receivables from the power project on which there is a first pari-passu charge) along with other lenders.

e. Facility of INR 5,118.48 lakhs (31 March 2022: INR 6,451.81 lakhs) bearing interest of 11.80% p.a. consist of loan taken from Indian Renewal Energy Development Agency Limited (IREDA). The said loan is repayable in 24 equal quarterly installments from 12 months from commencement of operations. The loan is secured by way of First equitable mortgage charge on entire fixed assets of the Company, situated at 62.318 acres of land at Aira Estate, Khamaria Pandit, Distt Lakhimpur Kheri, Uttar Pradesh and a new piece of land of 27.045 acres at Village Allipur, Paragana Dhauraha, District Kheri, Uttar Pradesh together with building, movable and immovable machinery and fixed assets (present and future) of Company, pari pasu with other term lenders including SDF, SBI and IREDA and Exclusive charge on Escrow/TRA account opened for Distillery receivables.

f. Facility of INR 327.68 lakhs (31 March 2022: 514.94 lakhs) bearing interest of 9.70% p.a. consist of loan taken from Indian Renewal Energy Development Agency Limited (IREDA). The said loan is repayable in 16 equal quarterly installments from 30 June 2021 and ending on 31 December 2024.

The loan is secured by way of First pari passu charge on entire movable including the receivables of power and immovable properties of the Company including and pertaining to 62.318 acres of land at Aira Estate, Khamaria Pandit, Distt Lakhimpur Kheri, Uttar Pradesh and a new piece of land of 27.045 acres at Village Allipur, Paragana Dhauraha, District Kheri, Uttar Pradesh with existing term loan lender State Bank of India and Sugar Development Fund and Second pari passu charge on entire current assets of the Company excluding receivables on which IREDA and SBI, SDF and IREDA have first pari passu charge.

g. Facility of INR 954.50 lakhs (31st March 2022: 1,231.17 Lakhs) bearing interest of 11.10% p.a. consist of loan taken from Indian Renewal Energy Development Agency Limited (IREDA). The said loan is repayable in 24 equal quarterly installments from 30 December 2020 and ending on 30 September 2026 .

The loan is secured by way of First equitable mortgage charge on entire fixed assets of the Company, situated at 62.318 acres of land at Aira Estate, Khamaria Pandit, Distt Lakhimpur Kheri, Uttar Pradesh and a new piece of land of 27.045 acres at Village Allipur, Paragana Dhauraha, District Kheri, Uttar Pradesh together with building, movable and immovable machinery and fixed assets (present and future) of the Company, pari pasu with other term lenders including SDF, IREDA and SBI and Exclusive charge on Escrow/TRA account opened for Distillery receivables.

h. Facility under Sugar Development Fund of INR 3,032.19 lakhs (31 March 2022: INR 4,012.26 lakhs) consisting of term loan 1 of INR 1,428.12 lakhs (31 March 2022: INR 2,066.06 lakhs) and term loan 2 of INR 1,604.07 lakhs (31 March 2022: INR 1,946.20 lakhs) carrying a fixed rate of interest 4.75% p.a. and 4.50% p.a. respectively for a time period of 10 years.

The said term loan 1 is repayable in 10 Half yearly installments starting from 28 April 2020.

The said term loan 2 is repayable in 10 Half Yearly installments starting from 31 January 2022.

The loan is secured by first charge on, pari passu basis, all moveable assets of company except book debts and a new piece of land of 27.045 acres at Village Allipur, Paragana Dhauraha, District Kheri, Uttar Pradesh with existing term loan lenders SBI, IREDA and SDF.

The loan is at concessional rate of interest and has been carried at amortised cost using discount rate of 11.80%-12.30%.

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for the year ended 31 March 2023

i. Facility of INR 16,525.92 lakhs (31 March 2022: INR 18,466.60 lakhs) bearing interest @ 11.85% p.a from LIC Housing Finance Limited. The loan is repayable over a period of 60 months with 36 months moratorium for repayment of principal from the date of first disbursement with right to accelerate payment based on the review of cash flows.

   The loan is secured by way of equitable mortgage on the Land and Building to be constructed under project name "Zuari Garden City" in area admeasuring to 50 Acres and 35 Guntas (excluding sold units), Project receivables and further secured by Corporate Guarantee issued by the holding company.

j. Facility of INR 4,999.64 lakhs (31 March 2022: INR 3,003.25 lakhs) bearing interest @ 11% p.a from IIFL Wealth. The loan is repayable over a period of 36 months with 18 months lock in.

   Pledge of 17,40,000 shares of Chambal Fertilizers and Chemicals Limited (Owned by the Company) and 1,39,394 shares of Gillette India Limited (Owned by Adventz Finance Private Limited) to provide security cover of 2 times.

k. Facility of Nil (31 March 2022: INR 598.58 lakhs) from Tata Capital Services Limited ('TCFSL'). Out of the total sanction amount of INR 10,000.00 lakhs, IBL has sold 40% i.e. INR 4,000.00 lakhs of the loan to TCFSL from 1 March 2018. All other terms and covenants to the said loan remain same. No separate security is created in the name of TCFSL by the Group directly. However, as per the agreement signed, TCFSL has proportionate share in all the securities created by Indusind Bank Limited for the said loan.

l. Facility of Nil (31 March 2022: INR 800 lakhs) from Bajaj Finance Limited and bearing floating interest rates of 10.50% p.a. (31 March 2021: 10.50% p.a.).

   The loans is repayable in 15 equal quarterly instalment of INR 266.67 lakhs each, beginning from 5 May 2019 with an initial monatarioum of 15 months.

m. The term loan facility of INR 4640.07 Lakhs (31 March 2021: INR 2985.04 Lakhs) taken from M/s Bajaj Finance Limited (BFL) carries an annual interest at floating rate of 8.75% p.a. - 9.75% p.a. linked to BFL base rate. It is repayable at the end of Tenure i.e 36 months. The term loan is secured by way of :-

   1. Pledge of Equity Shares of Chambal Fertilizers & Chemicals Ltd of the holding company
   2. Security Provided by Zuari Industries Limited (Formerly Zuari Global Limited).
   3. The Company has received initial disbursement of Rs 3000 lacs during the FY 2021-22 and final disbursement of INR 2000 lakhs during the FY 2022-23.
   4. The company has repaid INR 350 Lakhs during March 2023 to cover the reduction in value of security offered.

n. Facility of INR 8,000 lakhs (31 March 2022 : INR 10,000 lakhs) bearing interest @13.00% pa. taken from IIFL Wealth Prime Limited and is repayable in 36 months (effective 10th April 21) with 18 months lock-in.The loan is secured by way of pledge of 32,90,000 Equity shares of Chambal Fertilisers & Chemicals Limited of Zuari Industies Limited and Premium Exchange and Finance Limited and 1,81,638 Equity Shares of Gillette India Ltd held by Adventz Finance Private Limited and Globalware Trading and Holdings Limited to provide 2.00 times of security value.

o. Facility of INR 12,450 lakhs (31 March 2021 : INR 12,450 lakhs) bearing inrerest @ 11.00% p.a. taken from Tata Capital Finance Services Ltd having outstanding balance of INR 12,387.60 lakhs (31 March 2022: INR 12,342.44 lakhs) and is repayable in 99 months.The loan is secured by way of pledge of 80,64,079 Equity shares of Chambal Fertilisers & Chemicals Limited of Zuari Industries Limited (Formerly Zuari Global Limited) and 15,000 Equity Shares of Gillette India Ltd held by GTHL.

p. Facility of INR 5,700 lakhs (31 March 2022: INR 6,100 lakhs) bearing inrerest @9.75% p.a. taken from Bajaj Finance Ltd and is repayable in 24 months.The loan is secured by way of pledge of 44,67,085/- equity shares of Chambal Fertilisers & Chemicals Limited of Zuari Industries Limited (Formerly Zuari Global Limited) cover of 2 times.

q. Facility of INR 2,500 lakhs outstanding of INR 2,483.84 lakhs bearing inrerest @ 11.50% p.a. taken from Arka Fincap Limited and is repayable in 15 months on a quarterly basis.The loan is secured by way of pledge of 22,00,000/- equity shares of Chambal Fertilisers & Chemicals Limited of Mr Akshay Poddar to provide security cover of 2 times of the outstanding loan.

Summary of consolidated significant accounting policies and other explanatory information
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3. **Non Convertible debentures from financial institution**

a) Secured, unrated and unlisted Non-Convertible Debentures ('NCDs') aggregating to INR 12,750.00 lakhs (31 March 2022: INR 12,750.00 lakhs) comprising of 1,275 debentures of INR 10 lakhs each (31 March 2022: 1,275 debentures of INR 10 lakhs each), bearing interest rate of 6.00% p.a. (effective 7.06% after applicable taxes). These NCDs are redeemable on private placement basis at a premium of 11.00% compunded quarterly. The carrying value of the NCDs after adjustment of processing fees is Rs 17,255.17 lakhs (31 March 2022: INR 15,189.37 lakhs). The balance 1275 debentures are redeemable on 15th Oct 2024.

The above NCDs are secured by way of:

1. Pledge of 82,15,600 shares of Chambal Fertilizers and Chemicals Limited (held by the Company).

2. first ranking exclusive charge (by way of mortgage by deposit of title deeds) over the property situated at surveys nos. 110/1, 111/1(part) and 112/1 at Sancoale Village, Mormugao Taluka, South Goa District, Goa ("Mortgaged Property") with total cost of Rs 10,038.54 lakhs.

3.a first ranking exclusive fixed charge by way of hypothecation over the Designated Bank Accounts together with all amounts standing to the credit of the Designated Bank Accounts INR 548.44 lakhs (31 March 2022: INR 523.36 lakhs).

b) Secured, unrated and unlisted Non-Convertible Debentures ('NCDs') aggregating to INR 15,000.00 lakhs comprising of 1,500 debentures of INR 10 lakhs each bearing interest rate of 11.00% p.a. The carrying value of the NCDs after adjustment of processing fees is INR 14,792.05 lakhs (31 March 2022: INR 14,873.95 lakhs). The 1500 debentures are redeemable on 29th June 2024.

The NCDs are secured by way of Pledge of 5,966,445 shares of Chambal Fertilizers and Chemicals Limited (Owned by the Company) and 3,56,960 shares of Gillette India Limited (Owned by Adventz Finance Private Limited).

c). Secured, unrated and unlisted redeemable Non-Convertible debenture ('NCDs') agreegating to INR 6500.00 lakhs comprising of 65 debentures of INR 100 lakhs each, bearing interest rate of 12% p.a. were issued by the company and is redeemable on 29 April 2022. The terms of the NCD were revised in April 2022 with the maturity date of 29 April 2023. However the maturity has been further extended subsequently to April 29, 2024. The carrying value of the NCDs after adjustment of processing fees is INR 6500 lakhs (31 March 2022: INR 6500 lakhs) which has been classified as current borrowings. The loan is secured by way of hypothecation on loans and advances of the company amounting to Rs 8400 lakhs.

The asset cover of the aforesaid NCDs is more than hundred percentage of the principal outstanding as on 31 March 2023

d) Secured, unrated and unlisted Non-Convertible Debentures ('NCDs') aggregating to INR 9,000.00 lakhs comprising of 900 debentures of INR 10 lakhs each, bearing interest rate of 14.00% p.a. were issued by the Company during the year to IIFL Wealth Prime Limited.

This loan is secured by following:

(i) A first ranking exclusive pledge to be created over 85,00,000 of preference shares of the Company ("ZIIL Preference Shares"), held by Mr. Saroj Kumar Poddar ("Promoter") to ensure that a security cover is maintained at all times till the Debentures are redeemed in full, to the satisfaction of the Debenture Trustee along with all rights, title, claims, demands, benefits and interests of the Company therein, in favour of the Debenture Trustee, for the benefit of the holders of the Debentures ("Pledge");

(ii) A first ranking and exclusive charge by way of mortgage over Mortgaged Property (as more particularly described in Schedule hereto) pursuant to the relevant documents executed by Indian Furniture Products Limited ("Mortgagor") in relation to creation of such mortgage in favour of Debenture Trustee ("Mortgage");

(iii) A first ranking and exclusive charge by way of hypothecation over all the present and future receivables of the Company and all the rights, title, interests, benefits, claims, proceeds, demands whatsoever or any part thereof of the Company in relation to such receivables ("Hypothecated Assets"), in favour of the Debenture Trustee; ("Hypothecation")

e) Secured, unrated and unlisted Non-Convertible Debentures ('NCDs') aggregating to INR 17,500.00 lakhs comprising of 1,750 debentures of INR 10 lakhs each bearing interest rate of 10.00% p.a. were issued by the Company during the previous year. The carrying value of the NCDs is INR 17,343.83 (31 March 2022: INR Rs 17,500.00 lakhs). The 1750 debentures are redeemable on 29th June 2024.

This loan is secured by following:

i.) 4,15,150 (P.Y 3,61,700) Equity Shares of Gillette India Ltd held by Adventz Finance Pvt. Ltd.

ii.) 70,05,000(P.Y 51,05,000) Equity shares of Chambal Fertilisers & Chemicals Limited held by Zuari Industries Limited., holding company

The above shares are pledged in the favour of the Debenture Trustee, for the benefit of the Debenture Holders, the Pledged shares, Collateral and all of the Pledgor's right, title, interest ,benefits, claims and demands whatsoever in, to, under, or in respect of Pledged shares existing now or hereinafter, delivered or deemed to be delivered."

f) Secured, unrated and unlisted Non-Convertible Debentures ('NCDs') aggregating to INR 8,900.00 lakhs bearing interest rate of 6% per annum and 6.87% per annum redemption premium were issued by the Company during the year. The carrying value of the NCDs is INR 8,853.21 lakhs. The 1750 debentures are redeemable on 10 Jan 2025.

This loan is secured by following:I.) First ranking pari passu and exclusive charge over below share

a.) 15,00,000 (P.Y Nil) Equity shares of Chambal Fertilisers & Chemicals Limited of Zuari Industries Ltd, holding company

b.) 4,02,840 Equity share of Chambal Fertilisers & Chemicals Limited of the company

c) 27,94,568 (P.Y Nil) Equity Shares of Zuari Agro chemicals Ltd held by Zuari Industries Ltd, holding company

d) 50,78,909 Equity Shares of Zuari Agro chemicals Ltd held by Zuari Management Services Limited , fellow subsidiary

The above shares are pledged in the favour of the Debenture Trustee, for the benefit of the Debenture Holders, the Pledged shares, Collateral and all of the Pledgor's right, title, interest ,benefits, claims and demands whatsoever in, to , under , or in respect of Pledged shares existing now or hereinafter, delivered or deemed to be delivered.

II). Unconditional and irrevocable corporate guarantee issued by Zuari Industries Limited, holding comapny

III) First ranking and exclusive mortgage by way of deposit of title deeds over the mortgaged property.

IV) First ranking and exclusive charge by way of Hypothecation the DSRA amount."

4. Foreign currency loans

Facility of INR 9,248.63 lakhs (31 March 2022: INR 9,564.70 lakhs) from Netherlandse Financierings Maatschappij Voor Ontwikkelingsladen N.V. (F.M.O) bearing interest @ 8.30% p.a (PY @ 4.21% p.a) and is repayable in installments starting from 10 July 2020 onwards (payable half yearly), being first 5 installments of USD 3.50 lakhs each , next 5 installments of USD 10.00 lakhs each, next 3 for USD 15.00 lakhs each and last being USD 27.50 lakhs.

Summary of consolidated significant accounting policies and other explanatory information
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The said term loan is secured by way of Exclusive charge on Immovable property of Company having survey no. 119/1 admersures 51425 sq. mtrs ,survey no. 120/1 admersures 8075 sq. mtrs,survey No 121 admersures 32239 sq. mtrs,survey No 129/1 admersures 24625 sq. mtrs,survey No 130/1 admersures 86175 sq. mtrs and survey No 131/1 admersures 19050 sq. mtrs situated at Sancoale within the limits of Village panchayant of Sancoale Goa, Mormugao Taluka, Sub Districity of Registration District of State of Goa."

5. Preference shares

a. The Non-Convertible Redeemable Preference Shares (NCRPS) of INR 590.04 lakhs (31 March 2022: INR 537.03 lakhs) carrying dividend @ 7.00% per annum. These shares are redeemable at par in one single lot after the expiry of 12th year from the date of allotment of shares with a right vested in the Board of Directors to redeem earlier subject to the consent of subscribers. The Board reserves the right to pay the dividend earlier with the consent of the subscribers but subject to the availability of profit. In case of loss or inadequacy of profit, the right of holders of NCRPS to receive the dividend shall expire.

   NCRPS have been initially recorded at amortised by discounting the cash flow at maturity of instruments with discount rate of 12% p.a. (interest rate applicable to similar other borrowings of GSML).

b. 114.50 lakhs Non-Convertible Redeemable Preference Shares (NCRPS) with present value of debt component of INR 12,344.29 lakhs (31 March 2022: INR 10,962.54 lakhs) carry dividend @ 8.50% p.a. which are cumulative in nature and redeemable in Jan 2025 (70 lakhs shares), Aug 2025 (15 lakhs shares) and March 2025 (29.5 lakhs shares) respectively. Each holder of preference shares is entitled to one vote per share on resolutions placed before Zuari Infraworld India Limited, which directly affect the rights attached to the preference share. These shares are redeemable at a price band of INR 200 - INR 217 per preference share.

   NCRPS have been initially recorded at fair value by discounting the cash flow at maturity of instruments with discount rate of 14% p.a. (interest rate applicable to similar other borrowings of Zuari Infraworld India Limited).

c. Pursuant to scheme of amalgamation of Gobind sugar mills Limited with Zuari Industries Limited (Formerly Zuari Global Limited) becoming effective from the appointed date i.e. 1 Apr 2020, 58,52,034 10.50% Non Convertible redeemable cumulative preference shares of INR 10 each have been issued during the year. The Non-Convertible Redeemable Preference Shares (NCRPS) of INR 633.68 lakhs (31 March 2022: Nil) carrying dividend @ 10.50% per annum. These shares are redeemable at par in one single lot after the expiry of 3 years from the date of allotment of the Non-Convertible Redeemable Preference Shares by Zuari Industries Limited (formerly Zuari Global Limited), with a right vested in the Board of Directors of ZIL to redeem earlier subject to the consent of subscribers.

6. Inter Corporate Deposits

Unsecured intercorporate deposits loans of INR 6,511.44 lakhs (31 March 2022: INR 5,277.85 lakhs) at interest rate of 0% to 16% p.a. from related parties which are repayable within 2 years. The parties have also agreed to extend financial support to Zuari Infraworld India Limited by not demanding payment of their outstanding dues till such time as the subsidiary company's equity is restored.

7. Loans from Others

Unsecured loans of INR 2,567.31 lakhs (31 March 2022: INR 4,578.56 lakhs) at interest rate of 0% to 12% p.a. which are repayable within 2 years.

Summary of consolidated significant accounting policies and other explanatory information
for the year ended 31 March 2023

15. Current borrowings

Particulars	As at 31st March, 2023	As at 31st March, 2022
Secured		
Term loan from banks	9,065.69	9,561.58
Cash credit from banks	18,064.89	17,364.95
Loan from financial institutions	3,888.49	3,988.43
Non-Convertible debentures from financial institution	6,500.00	-
Loan from others	3,900.00	1,500.00
Current Maturities of Loan	33,817.20	34,787.06
Unsecured		
Loans from others	9,376.70	5,104.02
	84,612.97	**72,306.04**

1. **Term loans from banks**

a. Facility of INR 9,004.00 Lakhs (31 March 2022: INR 9,561.58 lakhs) bearing interest rate of 10.30% per annum taken from Barclays Investment and Loans (India) Pvt. Ltd.

The loan is secured by pledge of 57,00,000 shares of Chambal Fertilizers and Chemicals Limited (owned by the Zuari Industries Limited (formerly Zuari Global Limited)) and 76,000 shares of Gillete India Limited (Owned by Adventz Finance Private Limited).

b. Vehicle loan of INR 61.69 lakhs (31 March 2022 : NIL).

2. **Cash credit from banks**

a. Cash credit of INR 6,865.53 lakhs (31 March 2022: INR 6,136.44 lakhs) bearing interest @9.40%-10.15% p.a. taken from State Bank of India and repayable on demand.

The cash credit is secured by way of:

(i) Hypothecation charge on entire current assets of company including its book debts of sugar, power and ethanol division of company, both present and future on pari passu basis with other working capital lenders.

(ii) Extension of 2nd charge on the entire fixed assets of sugar, power and ethanol division of the company.

* Receivables from the power project jointly financed by IREDA, SDF and SBI shall be first shared on pari passu charge basis between SBI, SDF and IREDA for the term loan and on second pari passu charge basis for working capital facilities and soft loan of SBI."

b. Several cash credit facilities aggregating to INR 10,199.36 lakhs (31 March 2022: INR 11,228.51 lakhs) bearing interest @8.50% - 9.55% p.a. taken from Zila Sahakari Bank Limited and repayable on demand.

The cash credit facilities are secured by way of:

(i) First charge on finished goods, work in progress and raw material.

(ii) Second Pari pasu charge on land ,building and plant and machinery against principal and interest amount.

c. Working capital demand loan of INR 1,000 Lakhs bearing interest rate 9.35% - 10.10% p.a. taken from ICICI Bank Limited.

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

3. Loan from financial institutions

a. Facility of Rs 3,900.00 lakhs (31 March 2022: INR 4000 Lakhs) from Anand Rathi Global Finance Limited, bearing interest rate 12.00% p.a. having outstanding balance of Rs 3,888.49 lakhs (31 March 2022: INR 3,988.43 lakhs). The loan is repayable in 365 days from the date of disbursement. The loan is secured by pledge of 2,200,000 shares of Chambal Fertilizers and Chemicals Limited (owned by a subsidiary Simon India Limited) and 2,852,033 shares of Zuari Agro Chemicals Limited (owned by the company).

4. Non Convertible debentures from financial institution

Secured, unrated and unlisted redeemable Non-Convertible debenture ('NCDs') agreegating to INR 6500.00 lakhs comprising of 65 debentures of INR 100 lakhs each, bearing interest rate of 12% p.a. were issued by the company and is redeemable on 29 April 2022. The terms of the NCD were revised in April 2022 with the maturity date of 29 April 2023. However the maturity has been further extended subsequently to April 29, 2024. The carrying value of the NCDs after adjustment of processing fees is INR 6500 lakhs (31 March 2022: INR 6500 lakhs) which has been classified as current borrowings. The loan is secured by way of hypothecation on loans and advances of the company amounting to Rs 8400 lakhs.

The asset cover of the aforesaid NCDs is more than hundred percentage of the principal outstanding as on 31 March 2023.

5. Loans from others - Secured and Unsecured

a. Secured loans aggregating to INR 3,900 lakhs (31 March 2022: INR 1,500.00 lakhs) from various parties, bearing interest 11.00%-14.00% p.a. and repayable between 1 months to 12 months from the date of disbursement. These loans are secured by way of pledge of 14,50,000 equity shares of Chambal Fertilisers & Chemicals Limited of holding company and 27,65,000 equity shares of Zuari Agro Chemicals limited of the holding company.

b. Unsecured loans aggregating to INR 9,376.70 lakhs (31 March 2022: INR 5,104.02 lakhs) from various parties, bearing interest 11.00%-14.00% p.a. and repayable between 1 months to 12 months from the date of disbursement.

16. Trade payables

Particulars	Non Current		Current	
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
Trade payables (including acceptance)				
Dues to micro and small enterprises	-	-	36.97	138.67
Due to others	91.30	91.30	24,981.29	34,381.22
	91.30	**91.30**	**25,018.26**	**34,519.89**

Trade Payable Ageing Schedule

	As at March 2023					
	Outstanding from due date of payments					
Particulars	**Unbilled Dues**	**< 1 year**	**1 - 2 years**	**2-3 years**	**>3 years**	**Total**
MSME	-	12.67	2.16	0.08	22.06	36.97
Others	165.21	22,600.43	251.47	66.68	1,988.80	25,072.59
Total	**165.21**	**22,613.10**	**253.63**	**66.76**	**2,010.86**	**25,109.56**

	As at March 2022					
	Outstanding from due date of payments					
Particulars	**Unbilled Dues**	**< 1 year**	**1 - 2 years**	**2-3 years**	**>3 years**	**Total**
MSME	-	24.12	-	114.55	-	138.67
Others	165.48	31,497.32	623.38	467.45	1,718.89	34,472.52
Total	**165.48**	**31,521.44**	**623.38**	**582.00**	**1,718.89**	**34,611.19**

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

17 Other financial liabilities

Particulars	Non Current		Current	
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
Other financial liabilities at amortised cost				
Interest accrued but not due on borrowings	-	-	5,905.35	4,869.65
Marked to market value of derivative instruments not designated as hedges	-	-	-	170.28
Interest accured on MSMED Vendors	-	-	15.33	46.32
Employees Payable	-	-	339.16	304.75
Security deposits received	1,000.60	0.59	487.96	1,953.54
Payable towards purchase of capital goods			295.52	412.62
Other payables	-	-	3,009.08	2,569.18
Statutory liabilities to be credited to 'Investor's Education and Protection Fund' as and when due :				
Unclaimed dividends	-	-	24.35	23.82
Unclaimed deposits and interest warrants	-	-	1.00	1.00
Total other financial liabilities	**1,000.60**	**0.59**	**10,077.75**	**10,351.16**

18 Other liabilities

Particulars	Non Current		Current	
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
Statutory liabilities	-	-	1,479.79	1,609.74
Contract liabilities (Refer Note 49)				
Advances received from customers and others				
Against Sale of Land	-	-	4,150.17	2,701.00
Others**	-	-	33,801.92	18,085.81
Deferred revenue	-	-	-	11.22
Amount received on account deposited under litigation*	522.16	522.16	-	-
Deferred government grant	892.07	1,334.88	229.61	543.34
	1,414.23	**1,857.04**	**39,661.49**	**22,951.11**

Notes:

The Holding Company had demerged its fertilizer undertaking to Zuari Agro Chemicals Limited (ZACL) with effect from 1 July 2011. The Company had, during the financial year ended 31 March 2017, based on Hon'ble High Court Order on demerger of fertilizer undertaking, identified the amount of income tax paid or payable under protest pertaining to fertilizer undertaking demerged into ZACL. The Company has exchanged letter of mutual understanding with ZACL, wherein, ZACL has paid such amount of tax paid or payable under protest by the Company. The balance carrying value of such advance is INR 522.16 lakhs (31 March 2022: INR 522.16 lakhs) and classified under non-current liability.

** Includes advances of Rs.482.46 lakhs (2022:Rs.341.72 lakhs) in respect of cancelled residential units in respect of which the Company is in negotiation with parties for selling units of other projects against which these amounts are expected to be adjusted and Rs. 323.01 lakhs (2022: Rs.323.01 lakhs) collected from the buyers towards club membership charges fees which will be adjusted against the expenses incurred in this regard.

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

19 Income tax

The major components of income tax expense for the years ended 31 March 2023 and 31 March 2022 are:

Particulars	As at 31st March, 2023	As at 31st March, 2022
Profit or loss section		
Current income tax:		
Current income tax charge	53.98	131.26
Income tax adjustment for earlier years	9.28	11.65
Deferred tax:		
Relating to origination and reversal of temporary differences	799.25	(1,120.71)
Income tax expense/(credit) reported in the statement of profit or loss	**862.51**	**(977.80)**

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for 31 March 2023 and 31 March 2022.

Particulars	As at 31st March, 2023	As at 31st March, 2022
Accounting profit/ (loss) before Income tax	31,375.29	(4,455.26)
Tax at the applicable tax rate of 25.17%	(7,748.34)	1,121.30
Profit/Losses of associates and joint ventures on which no tax asset recognised	9,552.70	123.28
DTA not recognised on LT Capital Gain	(188.40)	962.22
DTA not recognised on losses of subsidiaries	(1,865.75)	(872.96)
Permanent disallowance	2.02	(571.75)
Others	(614.75)	215.70
Tax expense	**(862.51)**	**977.80**

20 Deferred tax assets (net):

Particulars	As at 1 April 2021	Provided during the year	As at 31 March 2022	Provided during the year	As at 31 March 2023
Deferred tax assets:					
Expenses allowable in Income tax on payment basis and deposition of Statutory dues	731.07	305.05	1,036.12	(528.54)	507.58
Carry forward of unused tax losses and unused tax credits and unabsorbed depreciation	9,603.76	1,113.90	10,717.66	(764.74)	9,952.92
Deferred government grants	237.69	(32.16)	205.53	(10.73)	194.80
Deferred Tax assets on impact of IND AS - 115 Adjustments	113.36	6.04	119.40	(5.27)	114.13
Unrealised profit on sale of land	1,320.34	-	1,320.34	(18.94)	1,301.40
Financial asset & financial liabilities at amortised cost	(467.43)	367.96	-99.47	1,034.92	935.45
Others	546.97	102.45	649.42	(162.81)	486.61
Total deferred tax assets (A)	**12,085.76**	**1,863.25**	**13,949.00**	**(456.11)**	**13,492.90**

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

Particulars	As at 1 April 2021	Provided during the year	As at 31 March 2022	Provided during the year	As at 31 March 2023
Deferred tax liability:					
Property, plant and equipment impact of difference between tax base and book base	6,503.49	785.32	7,288.81	349.86	7,638.67
Fair valuation of investment	-	17,390.82	17,390.82	(10,667.48)	6,723.34
Total deferred tax liability (B)	**6,503.49**	**18,176.14**	**24,679.63**	**(10,317.62)**	**14,362.01**
Deferred tax assets (net) (A - B)	**5,582.28**	**(16,312.90)**	**(10,730.62)**	**9,861.52**	**(869.11)**
Disclosed in Financial Statements:					
Deferred Tax Assets	5,715.13		124.81		239.23
Deferred Tax Liability	132.85		10,855.43		1,108.34

Notes:

i) **Reconciliation of deferred tax assets (net):**

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Opening balance	(10,730.62)	5,582.28
Tax (credit)/expense during the year recognised in statement of profit or loss	(799.25)	1,120.71
Tax (credit)/expense during the year recognised in OCI	10,660.76	(17,433.61)
Closing balance	**(869.11)**	**(10,730.62)**

(ii) **The amount of deductible temporary differences on which no deferred tax assets are recognised amounted to:**

Financial assets	As at 31 March 2023		As at 31 March 2022	
	Gross amount	Unrecongnised tax effect	Gross amount	Unrecongnised tax effect
Other temporary differences	2,406.05	616.25	2,368.87	606.94
Unused capital tax losses	8,609.45	984.92	9,612.57	1,185.34
Unused business losses and unabsorbed depreciation	20,493.11	5,248.19	20,745.07	5,317.73

(iii) The Group is carrying an amount of INR 9952.92 lakhs (31 March 2022: INR 10717.66 lakhs) as deferred tax assets on carry forward of unused tax losses, unused tax credits and unabsorbed depreciation as at 31 March 2023, majorly pertaining to holding company . The management is confident of generating sufficient taxable profits in the near future considering the the power purchase arrangement with the Uttar Pradesh Power Corporation Limited, signed contracts for supply of ethanol with Oil Marketing Companies, reduced finance costs due to expected repayment of term loans, future expansion plans like setting up of 16 MW Co-generation Power Plant and industry focused trade policies of the government, which will enable the Group to utilise the deferred tax assets.

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

21 Provisions (current and non-current)

Particulars	Non Current		Current	
	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023	As at 31 March 2022
Provision for employee benefits				
Provision for leave encashment (refer note 40)	301.01	55.27	72.94	333.48
Gratuity (refer note 40)	222.40	423.48	350.66	141.23
Others	-	-	72.69	-
	523.41	**478.75**	**496.29**	**474.71**
Others provisions				
Provision for litigations (refer note (i) below)	145.87	145.87	-	-
Provision for warranty (refer note (ii) below)	0.52	-	26.68	1,198.37
	146.39	**145.87**	**26.68**	**1,198.37**
	669.80	**624.62**	**522.97**	**1,673.08**

Notes:

(i) Provision for litigations

Particulars	As at 31st March, 2023	As at 31st March, 2022
Opening balance	145.87	145.87
Additions during the year	-	-
Reversal during the year	-	-
Closing balance	**145.87**	**145.87**

Provision for litigation relates to the estimated outflows in respect of possible liabilities expected to arise in future in connection with ongoing litigations relating to indirect taxes. Due to nature of such litigation, it is not possible to estimate the timings/ uncertainities relating to further outflows as well as expense relating to such litigations.

(ii) Provision for warranty

Particulars	As at 31st March, 2023	As at 31st March, 2022
Opening balance	1,198.37	1,331.92
Additions during the year	0.11	166.00
Amount used during the year	182.12	294.28
Unused amount reversed during the year	989.16	5.27
Closing balance	**27.20**	**1,198.37**

The group has assessed the year end provision for expected claims/expenditure on construction contracts on the basis of the best estimate and historical experience and the provision is revised annually.

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

22 Revenue from operations

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Revenue from contracts with customers		
Operating revenues		
Sale of finished, traded and by products (including excise duty and cess)	74,407.23	57,955.87
Sale of power	3,209.03	2,942.39
Sale of services		
Engineering supplies and other services	4,397.26	4,961.56
Revenue from sale of constructed properties and development management fees	13,134.04	5,635.06
Other operating revenue		
Scrap sales	95.68	127.46
Rental income from Investment Properties	270.26	287.64
Sales commission on sale of plots/residential units/Other operating income	-	34.00
Export subsidy	-	238.76
	95,513.50	**72,182.74**

23 Other income

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Interest income on:		
Bank deposits	1,517.46	1,002.60
Intercorporate loans	6,615.98	7,673.33
Others	121.26	55.86
Income tax refunds	55.26	34.22
Dividend income from:		
Equity investments designated at fair value through other comprehensive income	4,724.23	5,655.66
Excess provisions written back (net)	1,088.40	1,019.08
Exchange fluctuations (net)	24.44	10.44
Gain from redemption from mutual funds	19.49	29.56
Income from fair valuation of mutual funds	6.51	61.79
Rent received	517.19	530.65
Management consulting fee	19.14	18.23
Profit on sale of investments (net)	-	211.36
Profit on sale of PPE/Investment Property	598.34	3,765.81
Government grants	388.79	665.28
Amortisation of deferred government grants	529.50	644.62
Fair value gain on derivatives not designated as hedges	248.98	348.94
Miscellaneous income	1,755.65	813.46
	18,230.62	**22,540.89**

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

24 Cost of raw materials consumed

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Opening stock	24.14	41.35
Purchases and procurement expenses	49,123.17	47,493.77
	49,147.31	**47,535.12**
Less: Closing stock (includes inventory of bagasse)	(165.69)	(24.14)
	48,981.62	**47,510.98**

25 Purchase of stock-in-trade

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Fertilizer/Furniture & sugar	396.27	159.96
	396.27	**159.96**

26 Project expenses

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Architect/Consultancy/Legal & Professional fees	713.65	307.92
Marketing Expenses	599.20	-
Travelling and conveyance	0.56	10.15
Sub-contracting fee	11.87	628.08
Site office expenses	85.23	11.02
Project staff costs	336.76	509.37
Interest on borrowings	2,474.01	2,839.66
Project expenses	4,937.48	4,487.31
Provision for warranties (refer note 21)	0.11	166.00
Miscellaneous expenses	1,250.95	39.02
	10,409.82	**8,998.53**

27 Change in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Closing stock		
Finished goods	24,390.27	34,760.02
Land and construction work-in-progress	80,886.09	85,905.21
Work-in-progress	476.56	626.33
Molasses	3,850.87	3,472.25
Bagassee	703.35	594.84
Pressmud	70.83	24.21
Scrap	25.50	56.73
	110,403.47	**125,439.59**

Summary of consolidated significant accounting policies and other explanatory information
for the year ended 31 March 2023

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Opening stock		
Finished goods	34,760.02	36,013.44
Land and construction work-in-progress	85,905.21	81,653.72
Work-in-progress	626.33	42.98
Molasses	3,472.25	3,896.06
Bagassee	594.84	276.28
Pressmud	24.21	131.63
Scrap	56.73	338.85
	125,439.59	**122,352.96**
(Increase) / decrease		
Finished products	10,369.75	1,253.42
Land and construction work-in-progress	5,019.12	(4,251.49)
Work in progress	149.77	(583.35)
Molasses	(378.62)	423.81
Bagassee	(108.51)	(318.56)
Pressmud	(46.62)	107.42
Scrap	31.23	282.12
	15,036.12	**(3,086.63)**

28 Employee benefits expenses

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Salaries, wages and bonus	8,169.41	6,662.42
Contribution to provident and other funds	639.64	543.07
Staff welfare expenses	159.85	114.00
	8,968.90	**7,319.49**

29 Finance costs

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Interest expense	26,036.31	29,326.15
Interest on lease liabilities (refer note 42)	139.86	127.16
Financing component on advances from customers (preference Shares)	904.53	1,287.34
Other borrowing costs	236.82	1,713.28
	27,317.52	32,453.93
Less: Transfer to project expenses	(2,474.01)	(6,025.40)
	24,843.51	**26,428.53**

Note: Capitalisation of the Borrowing cost is not required to be suspended when substantial technical and administrative work is carried out or when there is a temporary delay which is a necessary part of the process of getting an asset ready for sale. The Management is of the view that the slow progress of various real estate projects are temporary in nature considering the nature of the industry and the economic conditions prevailing across the industry. Accordingly, capitalisation (transfer to inventory) of interest cost is not suspended during the year except for certain early stage projects in respect of which interest cost is suspended with effect from March 2020 considering various developments.

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

30 Depreciation and amortization expense

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Depreciation on property, plant and equipment	2,468.76	2,043.01
Depreciation on right-of-use asset	259.01	213.70
Amortisation on intangible assets	3.01	19.34
Depreciation on investment property	28.73	29.40
	2,759.51	**2,305.45**
Less: transferred to project expenses	(17.42)	(34.18)
	2,742.09	**2,271.27**

31 Other expenses

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Consumption of stores and spares	920.86	859.93
Consumption of packing materials	702.44	744.74
Corporate Social responsibility	6.56	47.90
Power, fuel and water	28.27	29.84
Outward freight and handling	1,562.40	1,705.89
Rent	203.41	268.70
Rates and taxes	346.03	1,362.92
Insurance	240.67	246.03
Repairs and maintenance		
Building	78.45	107.47
Machinery	1,635.85	1,356.50
Others	279.15	295.25
Payment to auditors	105.80	102.00
Consultancy charges	557.37	696.75
Impairment of doubtful debts and advances	47.74	273.82
Loss on foreign exchange (net)	305.78	348.54
Commission on sales	218.18	301.63
Advertisement	52.09	83.26
Donation	23.95	36.25
Bad Debts written off	127.86	51.68
Communication	48.52	44.32
Travelling and conveyance	201.70	111.60
Maintenance and security	106.77	64.11
Loss on sale of property, plant and equipment (net)	-	2.04
Miscellaneous expenses	1,140.22	921.53
	8,940.07	**10,062.70**

Summary of consolidated significant accounting policies and other explanatory information
for the year ended 31 March 2023

32. Earnings per share (EPS)

Basic and Diluted EPS amounts are calculated by dividing the profit/(loss) for the year attributable to equity holders of the Holding Company by the weighted average number of equity shares outstanding during the year.

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Loss after taxation as per statement of Profit and Loss (INR in lakhs)	30,628.69	(3,582.58)
Weighted average number of shares used in computing earnings per share - Basic and Diluted	29,781,184	29,781,184
Earnings per share – Basic and Diluted (in INR) (annualised) (Refer Note 32.1)	102.84	(12.03)
Face value per share (in INR)	10.00	10.00

32.1 Note

Note : The equity shares issued pursuant to amalgamation of ZIL and GSML have been considered for calculating both basic and diluted EPS of FY 2022-23 and 2021-22. (Refer Note - 52)

33 Distributions made and proposed

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Dividends on equity shares paid:		
Equity dividends: INR 1 per equity share (31 March 2022: INR 3 per equity share)	297.81	883.21
	297.81	**883.21**
Proposed dividends on equity shares:		
Proposed final equity dividends: INR 1 per equity share (31 March 2022: INR 1 per equity share)	297.81	294.41
	297.81	**294.41**
Proposed dividends on Preference Shares:		
7% NCRPS: INR 0.07 per share (31 March 2022 : Nil) on proportionate basis	32.70	-
10.50% NCRPS : INR 1.05 per share (31 March 2022 : Nil) on proportionate basis	48.48	-
	81.18	**-**

The Board of Directors in its meeting held on 30th May, 2022 declared a final dividend of Rs. 1/- per equity share of face value of Rs 10/- each fully paid up of the Company (i.e. 10%).

The Board of Directors in its meeting held on 25th May 2023, recommended a final dividend of INR 1/- per fully paid up equity share of INR 10 each besides payment of dividend on non convertible redeemable preference shares (7% and or 10.50% as applicable) for the financial year 2022-23, on a proportionate basis from the date of respective allotments. The same is subject to approval of shareholders at the ensuing Annual General meeting.

34 Significant accounting judgements, estimates and assumptions

The preparation of financial statements in conformity with generally accepted accounting principles in India requires management to make judgements, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and the results of operations during the reporting year end. Although these estimates and associated assumptions are based upon historical experiences and various other factors besides management's best knowledge of current events and actions, actual results could differ from these estimates. The estimates and underlying assumptions are reviewed on a periodic basis. Any revision in the accounting estimates is recognised in the period in which the results are known/ materialise.

Summary of consolidated significant accounting policies and other explanatory information
for the year ended 31 March 2023

In the process of applying the company's accounting policies, management has made the following judgements, estimates and assumptions, which have the most significant effect on the amounts recognised in the financial statements:

i) Income Tax Balances and related contingencies

The Holding Company has significant litigations outstanding as at 31 March 2023 which includes income tax and wealth tax. The eventual outcome of these tax proceedings is dependent on the outcome of future events and unexpected adverse outcomes could significantly impact the Company's reported profits and balance sheet position. The amounts involved are material and the application of accounting principles as given under Ind AS 37, Provisions, Contingent Liabilities and Contingent Assets, in order to determine the amount to be recorded as a liability or to be disclosed as a contingent liability, in each case, is inherently subjective, and needs careful evaluation and judgement to be applied by the management. Key judgments are also made by the management in estimating the amount of liabilities, provisions and/or contingent liabilities related to aforementioned litigations

ii) Revenue recognition

Revenue recognition from real estate project requires significant judgments to be applied in determining the amount of revenue is to be recognised, such as whether revenue to be booked over time or in time, whether the Group has enforceable right to payment for performance completed to date or the customer controls the assets as it is created etc. Significant judgements are also involved in estimating the amount of financing component from the total contract value. The amount of revenue to be recognised is closely linked to the project inventory.

iii) Inventory valuation of construction work in progress

The Group holds inventories stated at the lower of cost and net realisable value. Such inventories include land, work in progress and completed units. Considering the nature of the activity and, in particular the scale of its developments and the length of the development cycle, the Group has to allocate project-wide development costs between units being built. It also has to forecast the costs to complete on such developments.

In making such assessments and allocations, there is a degree of inherent estimation uncertainty; in particular due to the need to take account of future direct input costs, sales prices and the need to allocate project-wide costs on an appropriate basis to reflect the overall level of development risk, including planning risk. The Group has established internal controls designed to effectively assess and review inventory carrying values and ensure the appropriateness of the estimates made. These assessments and allocations evolve over the life of the development in line with the risk profile, and accordingly the margins reflects these evolving estimates. Similarly, these estimates impact the carrying value of inventory at each reporting date as this is a function of costs incurred in the year and the allocation of inventory to costs of sales on each property sold.

iv) Impairment of financial assets

At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding financial assets.

v) Recognition of deferred tax assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

vi) Leases

The Grouo evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116 on Leases. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics. The Company reassess the option when significant events or changes in circumstances occur that are within the control of the lessee.

vii) Inventories Valuation

The Group estimates the net realizable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realization of these inventories may be affected by future demand or other market-driven changes that may reduce future selling prices.

viii) Useful life of property, plant and equipment

The management estimates the useful life and residual value of property, plant and equipment based on technical evaluation. These assumptions are reviewed at each reporting date.

ix) Valuation of investment property

Investment property is stated at cost. However, as per Ind AS 40, there is a requirement to disclose fair value as at the balance sheet date. The Group engaged independent valuation specialists to determine the fair value of its investment property as at reporting date.

x) Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill recognised by the Group.

xi) Defined benefit plans

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

xii) Fair value measurement of financial instruments

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

xiii) Warranty provisions

The Group generally offers 12 months to 24 months warranties for its EPC projects. Management estimates the related provision for future warranty claims based on the historical warranty claims information, as well as recent data available that might suggest that past cost may differ from future claims.

Summary of consolidated significant accounting policies and other explanatory information
for the year ended 31 March 2023

xiv) Inventories

Management estimates the net realizable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realization of these inventories may be affected by future technology or other market-driven changes that may reduce future selling prices.

35. Disclosure of Interest in subsidiaries, joint ventures and associates :

The Group's subsidiaries, Joint ventures and associates at 31 March 2023 are set out below. Unless stated otherwise, they have share capital consisting solely for equity shares that are held directly by the Group, and the proportion of ownership interests held equal the voting rights held by the Group. The Country of incorporation or registration is also their principal place of business.

	Name of the Company	Country of incorporation / principal place of business	Proportion of ownership interest (%)	
			As at 31 Mar 2023	As at 31 Mar 2022
1)	**Disclosure of Interest in Joint Ventures: (Also refer Note (i))**			
1	Zuari Indian Oiltanking Private Limited	India	50.00%	50.00%
2	Forte Furniture Products India Private Limited	India	50.00%	50.00%
2)	**Disclosure of interest in subsidiaries:**			
1	Indian Furniture Products Limited	India	86.05%	86.05%
2	Simon India Limited (refer note (i) below)	India	100.00%	100.00%
3	Zuari Management Services Limited	India	100.00%	100.00%
4	Zuari Infraworld India Limited (ZIIL)	India	100.00%	100.00%
5	Zuari International Limited (formerly Zuari Investments Limited)	India	100.00%	100.00%
6	Zuari Sugar & Power Limited	India	100.00%	100.00%
7	Zuari Finserv Limited	India	100.00%	100.00%
8	Zuari Envien Bioenergy Private Limited (Incorporated on 28th july 2022)	India	100.00%	-
9	Zuari Insurance Brokers Limited	India	100.00%	100.00%
10	Zuari Infra Middle East Limited	UAE	100.00%	100.00%
11	Zuari Infraworld SJM Elysium Properties LLC (formerly known as SJM Elysium Properties LLC)	UAE	100.00%	100.00%
3)	**Disclosure of interest in associates**:			
1	Zuari Agro Chemicals Limited (including subsidiaries and Joint Ventures) (refer note (iii) below)	India	32.08%	32.08%
2	Texmaco Infrastructure & Holdings Limited (including subsidiaries and Joint Ventures) (refer note (iv) below)	India	30.83%	30.83%
3	Texmaco Rail and Engineering Limited (including subsidiaries and Joint Ventures) (refer note (v) below)	India	20.05%	20.05%
4	New Eros Tradecom Limited	India	45.05%	45.05%
5	Mangalore Chemicals & Fertilizers Limited	India	0.26%	0.26%
6	Braj Bhumi Nirmaan Private Limited (including subsidiaries) (refer note (ii) below)	India	25.00%	25.00%
7	Pranati Niketan Private Limited	India	25.00%	25.00%
8	Darshan Nirmaan Private Limited	India	25.00%	25.00%

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

Note :

i) The subsidiary company had 49% interest in the assets, liabilities, expenses and output of the Simon Engineering & Partners LLC, incorporated in Sultanate of Oman (JV Company), which is involved in Engineering, Construction and Procurement Services. However, the subsidiary company's interest in Simon Engineering & Partners LLC had been reduced to 29% unilaterally in the year ended 31 December 2010. The Subsidiary Company is of opinion that they did not have any control on the functioning of the JV Company, the change in shareholding pattern came to light when the termination agreement was in discussion. Hence, JV Company has not been consolidated as required under Ind AS 28- Investment in Joint Venture and Associate as specified under Section 133 of the Act and the Companies (Indian Accounting Standards) Rules, 2015, as amended. However, the subsidiary company had created a provision for diminution in the value of investment in the share capital of the JV company of INR 10.45 lakhs (31 March 2022: INR 10.45 lakhs) and provision against amount receivable of INR 25.47 lakhs (31 March 2022: INR 23.46 lakhs) from JV company against the invoices raised by the subsidiary company in the financial statements.

ii) The information relating to the subsidiaries of Braj Bhumi Nirmaan Private Limited are given below:

S. No.	Name of the Company	Country of incorporation / principal place of business	Proportion of Ownership Interest (%) of Brajbhumi Nirmaan Private Limited	
			As at 31 Mar 2023	As at 31 Mar 2022
1	Rosewood Agencies Private Limited	India	100.00%	100.00%
2	Neobeam Agents Private Limited	India	100.00%	100.00%
3	Mayapur Commercial Private Limited	India	100.00%	100.00%
4	Nexus Vintrade Private Limited	India	100.00%	100.00%
5	Bahubali Tradecomm Private Limited	India	100.00%	100.00%
6	Hopeful Sales Private Limited	India	100.00%	100.00%
7	Divine Realdev Private Limited	India	100.00%	100.00%
8	Kushal Infraproperty Private Limited	India	100.00%	100.00%
9	Beatle Agencies Private Limited	India	100.00%	100.00%
10	Suhana Properties Private Limited	India	100.00%	100.00%
11	Saket Mansions Private Limited	India	100.00%	100.00%

iii The information relating to the subsidiaries and joint ventures of Zuari Agro Chemicals Limited

S. No.	Name of the Company	Country of incorporation / principal place of business	Proportion of Ownership Interest (%) of Zuari Agro Chemicals Limited	
			As at 31 Mar 2023	As at 31 Mar 2022
	Subsidiaries Companies			
1	Mangalore Chemicals and Fertilizers Limited	India	54.03%	54.03%
2	Adventz Trading DMCC	United Arab Emirates	100.00%	100.00%
3	Zuari Farmhub Limited	India	99.54%	100.00%
	Joint ventures			
	Zuari Maroc Phosphates Private Limited (including its subsidiary-Paradeep Phosphates Limited ('PPL') and Zuari Yoma Agri Solutions, an associate of PPL)	India	50.00%	50.00%

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

iv) The information relating to the subsidiaries and joint ventures of Texmaco Infrastructure & Holdings Limited :-

S. No.	Name of the Company	Country of incorporation / principal place of business	Proportion of Ownership Interest (%) of Zuari Agro Chemicals Limited	
			As at 31 Mar 2023	As at 31 Mar 2022
	Subsidiaries Companies			
1	Valley View landholdings Private Limited	India	100.00%	100.00%
2	Macfarlane & Company Limited	India	74.53%	74.53%
3	High Quality Steels Limited	India	100.00%	100.00%
4	Topflow Buildcon Private Limited	India	100.00%	100.00%
5	Startree Enclave Private Limited	India	100.00%	100.00%
6	Snowblue Enclave Private Limited	India	100.00%	100.00%
	Associate Companies			
1	Lionel India Limited	India	50.00%	50.00%

v) The information relating to the subsidiaries and joint ventures of Texmaco Rail and Engineering Limited:-

S. No.	Name of the Company	Country of incorporation / principal place of business	Proportion of Ownership Interest (%) of Zuari Agro Chemicals Limited	
			As at 31 Mar 2023	As at 31 Mar 2022
Subsidiaries Companies				
1	Belur Engineering Private Limited	India	100.00%	100.00%
2	Texmaco Transtrak Private Limited	India	51%	51%
3	Texmaco Rail System Private Limited	India	51%	51%
4	Texmaco Rail Electrification Private Limited	India	100.00%	100.00%
5	Panihati Engineering Udyog Private Limited (Previously known as Texmaco Engineering Udyog Private Limited)	India	100.00%	100.00%
Associate Companies				
1	Texmaco Defence Systems Private Limited	India	41.00%	41.00%
Joint Ventures				
1	Touax Texmaco Railcar Leasing Private Limited	India	50.00%	50.00%
2	Wabtec Texmaco Rail Private Limited	India	40.00%	40.00%

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

36 Material partly owned subsidiaries

Financial information of subsidiaries that have material non-controlling interests is provided below :

S. No.	Name of the Company	Country of incorporation / principal place of business	As at 31 Mar 2023	As at 31 Mar 2022
Proportion of equity interest held by non-controlling interests				
1	Indian Furniture Products Limited (IFPL)	India	13.95%	13.95%
Information regarding non-controlling interests				
Accumulated balances of material non-controlling interests				
	Indian Furniture Products Limited (IFPL)		(1,318.29)	(1,202.37)
			(1,318.29)	**(1,202.37)**
Loss allocated to material non-controlling interests				
	Indian Furniture Products Limited (IFPL)		(115.93)	105.08
			(115.93)	**105.08**

The summarised financial information is provided below. This information is based on amounts before inter company eliminations.

1. Indian Furniture Products Limited

Particulars	As at 31st March, 2023	As at 31st March, 2022
Summarised statement of profit and loss		
Revenue	78.49	165.24
Other income	528.12	1,205.74
	606.61	**1,370.98**
Cost of materials consumed	(0.22)	(41.02)
Purchases of stock in trade	-	(0.84)
Changes in inventories of finished goods, stock-in-trade and work in progress	(171.51)	(421.69)
Employee benefits expense	(52.21)	(26.58)
Finance costs	(1,192.19)	(1,295.85)
Depreciation and amortization expense	(110.03)	(118.68)
Other expenses	(218.09)	(191.72)
	(1,744.25)	**(2,096.38)**
Loss before tax	(1,137.64)	(725.40)
Income tax credit	3.70	4.23
Loss for the year	(1,133.94)	(721.17)
Other comprehensive income	(0.12)	(0.26)
Total comprehensive income	(1,134.06)	(721.43)
Attributable to non-controlling interests before adjustment	(115.93)	(100.64)
Consolidation Adjustment (such as reversal of land revaluation)	-	205.72
Attributable to non-controlling interests	(115.93)	105.08

Summary of consolidated significant accounting policies and other explanatory information
for the year ended 31 March 2023

Particulars	As at 31st March, 2023	As at 31st March, 2022
Summarised balance sheet		
Non-current assets	3,405.48	3,586.28
Current assets	2,304.71	2,506.59
Non-current liabilities	(13,191.04)	(11,801.29)
Current liabilities	(1,969.15)	(2,910.73)
Total Equity	**(9,450.00)**	**(8,619.15)**
Attributable to		
Equity holders of Holding Company	(8,131.71)	(7,416.78)
Non controlling interest	(1,318.29)	(1,202.37)
Summarised cash flow		
Cash flow from operating activities	33.39	(382.28)
Cash flow from investing activities	593.28	1,923.22
Cash flow from financing activities	(640.01)	(1,556.53)
Net increase/ (decrease) in cash and cash equivalent	**(13.34)**	**(15.59)**

**Profit or loss and each component of other comprehensive income (OCI) are attributable to the equity holders of the Holding Company and to the non-controlling interests, even if this results in the non-controlling interests having deficit balance.

37 Investments accounted for using the equity method

Particulars	31 March 2023			31 March 2022		
	Carrying amount of investment	Share of profit/ (loss)	Share of OCI*	Carrying amount of investment	Share of profit/ (loss)	Share of OCI*
Interest in joint venture (refer note 37A)						
a) Zuari Indian Oiltanking Private Limited	2,053.49	156.90	0.15	1,896.44	65.25	3.55
b) Soundaryaa IFPL Interiors Limited	-	-	-	-	(32.25)	-
c) Forte Furniture Products India Private Limited	-	(897.55)	10.63	-	(1,154.29)	3.04
Interest in associates (refer note 38)						
a) Zuari Agro Chemicals Limited*	50,723.88	38,069.92	880.54	11,773.41	4,184.06	1,295.51
b) New Eros Tradecom Limited	1,871.84	71.91	(460.64)	2,260.57	22.24	760.55
c) Texmaco Infrastructure & Holdings Limited$	19,616.07	66.18	(1,004.75)	20,554.65	(2,737.99)	3,950.07
d) Texmaco Rail & Engineering Limited@	17,153.80	457.30	42.64	16,653.86	120.14	(21.06)
e) Brajbhumi Nirmaan Private Limited	2,268.16	(6.20)	-	2,274.36	(3.92)	-
f) Darshan Nirmaan Private Limited^	-	-	-	-	-	-
g) Pranati Nirmaan Private Limited^	-	-	-	-	-	-
h) Mangalore Chemicals & Fertilizers Limited#	163.00	31.11	(0.08)	131.96	22.70	(0.05)
A Items that will be reclassified to P/L	**93,850.25**	**37,949.57**	**(531.51)**	**55,545.25**	**485.94**	**5,991.60**
***Share of OCI**						
A Items that will be reclassified to profit or loss			-			(2.02)
B Items that will not be reclassified to profit or loss			(531.51)			5,993.62

*Fair market value of Zuari Agro Chemicals Limited as on 31 March 2023 INR 16,350.50 lakhs (31 March 2022: INR 18,070.54 lakhs).

#Fair market value of Mangalore Chemicals & Fertilizers Limited as on 31 March 2023 INR 299.76 lakhs (31 March 2023: INR 264.86 lakhs).

$Fair market value of Texmaco Infrastructure & Holdings Limited as on 31 March 2023 INR 19,370.76 lakhs (31 March 2022: INR 22,494.45 lakhs).

@ Fair market value of Texmaco Rail & Enginnering Limited as on 31 March 2023 INR 27,395.07 lakhs (31 March 2022: INR 26,911.06 lakhs).

^As per Para 38 of Ind AS 28 Investment in Associate and Joint Ventures:

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

If an entity's share of losses of an associate or a joint venture equals or exceeds its interest in the associate or joint venture (which includes any long term interest that, in substance, form part of the Group's net investment in the associate or joint venture), the entity discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture. If the associate or joint venture subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

37A Interest in joint venture

The Group's interest in joint venture is accounted for using the equity method in the consolidated financial statements.

Summarised financial information of the joint ventures, based on its Ind AS financial statements and reconciliation with the carrying amount of the investment in consolidated financial statements are set out below:

(A) ZUARI INDIAN OILTANKING PRIVATE LIMITED

Summarised balance sheet	As at 31st March, 2023	As at 31st March, 2022
Current assets	2,687.96	2,641.37
Non-current assets	5,359.79	5,037.53
Current liabilities	(1,474.04)	(1,388.47)
Non-current liabilities	(2,466.73)	(2,497.55)
Equity	**4,106.98**	**3,792.88**
Carrying amount of the investment	2,053.49	1,896.44

Summarised statement of profit and loss	As at 31st March, 2023	As at 31st March, 2022
Revenue	2,058.32	1,574.25
Other income	112.79	104.94
	2,171.11	**1,679.19**
Employee benefits expense	(257.16)	(252.59)
Finance costs	(251.48)	(248.44)
Depreciation and amortization expense	(400.22)	(396.95)
Other expenses	(838.66)	(604.40)
	(1,747.52)	**(1,502.38)**
Profit before tax	423.59	176.81
Income tax expense	(109.80)	(46.32)
Profit for the year	313.79	130.49
Other comprehensive income	0.31	7.12
Total comprehensive income	314.10	137.61
Group's share of profit for the year	156.90	65.25
Group's share of other comprehensive income for the year	0.15	3.55

(B) SOUNDARYAA IFPL INTERIORS LIMITED

Soundaryaa IFPL Interiors Limited has been sold on 22 Dec 2021. The company has accumulated investment of INR 44.75 lakhs as on 31 March 2021 whereas the investment was made at a cost of INR 12.50 Lakhs. Hence the group share of profit in its associate amounting to INR 32.25 lakhs has been reversed in the financial year ending 31 March 2022.

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

(C) FORTE FURNITURE PRODUCTS INDIA PRIVATE LIMITED

Summarised balance sheet	As at 31st March, 2023	As at 31st March, 2022
Current assets	3,802.27	4,773.87
Non-current assets	1,658.07	2,078.06
Current liabilities	(5,990.84)	(6,168.26)
Non-current liabilities	(3,805.46)	(4,431.24)
Equity	**(4,335.96)**	**(3,747.57)**
Carrying amount of the investment (Refer Note below)	(2,167.99)	(1,873.79)

Summarised statement of profit and loss	As at 31st March, 2023	As at 31st March, 2022
Revenue	6,022.36	5,182.75
Interest income	318.74	62.61
	6,341.10	**5,245.36**
Cost of raw materials and components consumed	(3,425.85)	(2,357.51)
Purchase of traded goods	(750.26)	(592.65)
Increase in inventories of finished goods, work-in-progress and traded goods	43.45	(347.54)
Employee benefits expenses	(1,267.46)	(1,537.98)
Finance costs	(634.86)	(617.64)
Depreciation and amortization expense	(424.99)	(411.68)
Other expenses	(1,676.24)	(1,688.93)
	(8,136.19)	**(7,553.93)**
Loss before tax	**(1,795.09)**	**(2,308.57)**
Income tax (expense)/credit	-	-
Loss for the year	(1,795.09)	(2,308.57)
Other comprehensive income	21.27	6.08
Total comprehensive income	(1,773.82)	(2,302.49)
Group's share of loss for the year	(897.55)	(1,154.29)
Group's share of other comprehensive income for the year	10.63	3.04

Note

* Provision has been made for share in negative net worth amounting to INR 2,167.99 lakhs (31 March 2022: INR 1,873.79 lakhs) and included in financial liability (Note 17) considering company's plan to finance losses in future.

(ii) Contingent liabilities and commitment of joint ventures

	As at 31st March, 2023	As at 31st March, 2022
Contingent liabilities not provided for (Group's share)	99.54	49.98

38 Interest in associates

The Group's interest in associate is accounted for using the equity method in the consolidated financial statements.

Summarised financial information of the material associates, based on its Ind AS financial statements, and reconciliation with the carrying amount of the investment in consolidated financial statements are set out below:

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

(A) ZUARI AGRO CHEMICALS LIMITED

Summarised balance sheet	As at 31st March, 2023	As at 31st March, 2022
Current assets	179,430.85	327,589.43
Non-current assets	325,738.79	298,636.81
Current liabilities	(220,711.26)	(477,564.08)
Non-current liabilities	(73,026.56)	(64,217.58)
Non controlling interest	(53,315.00)	(47,743.62)
Equity	**158,116.82**	**36,700.96**
Carrying amount of the investment	**50,723.88**	**11,773.41**

Summarised statement of profit and loss	As at 31st March, 2023	As at 31st March, 2022
Revenue	455,261.73	358,979.83
Other income	9,464.62	6,051.42
	464,726.35	**365,031.25**
Cost of materials consumed	(218,747.66)	(196,213.83)
Purchases of stock in trade	(83,390.68)	(54,693.84)
Changes in inventories of finished goods, stock-in-trade and work in progress	(5,835.76)	15,048.53
Employee benefits expense	(11,965.81)	(10,486.10)
Finance costs	(20,545.08)	(17,263.28)
Depreciation and amortization expense	(7,851.16)	(6,749.29)
Other expenses	(102,188.49)	(89,317.84)
	(450,524.64)	**(359,675.65)**
Profit/(Loss) before share of profit of a joint venture and tax	14,201.71	5,355.60
Exceptional Items	115,349.10	
Share of profit of joint ventures	9,792.64	16,028.65
Loss before tax	**139,343.45**	**21,384.25**
Income tax expense	(12,911.20)	(4,726.45)
Non Controlling Interest	(6,239.71)	(4,039.38)
Profit/(loss) for the year from continued operation	120,192.54	12,618.42
Profit/(loss) for the year from discontinued operation	(1,521.53)	424.94
Profit/(Loss) for the year	118,670.01	13,043.36
Other comprehensive income	2,730.35	4,029.06
Non Controlling Interest	14.48	9.32
Total comprehensive loss	**121,415.84**	**17,081.74**
Group's share of profit/(loss) for the year	38,069.92	4,184.06
Group's share of other comprehensive income for the year	880.54	1,295.51

(B) NEW EROS TRADECOM LIMITED

Summarised balance sheet	As at 31st March, 2023	As at 31st March, 2022
Current assets	132.08	172.64
Non-current assets	4,030.02	4,858.14
Current liabilities	(7.08)	(7.29)
Equity	**4,155.02**	**5,023.49**
Carrying amount of the investment	**1,871.84**	**2,260.57**

Summary of consolidated significant accounting policies and other explanatory information
for the year ended 31 March 2023

Summarised statement of profit and loss	As at 31st March, 2023	As at 31st March, 2022
Other income	208.04	126.47
Other expenses	(53.99)	(77.06)
Profit before tax	**154.05**	**49.41**
Income tax expense	-	-
Profit for the year	154.05	49.41
Other comprehensive income	(1,022.51)	1,690.11
Total comprehensive income	**(868.46)**	**1,739.52**
Group's share of profit for the year	71.91	22.24
Group's share of other comprehensive income for the year	**(460.64)**	**760.55**

(C) TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED

Summarised balance sheet

Particulars	As at 31st March, 2023	As at 31st March, 2022
Current assets	7,843.76	7,854.86
Non-current assets	60,092.43	63,172.72
Current liabilities	(570.43)	(719.85)
Non-current liabilities	(3,672.97)	(3,569.21)
Non controlling interest	(75.92)	(77.76)
Equity	**63,616.87**	**66,660.76**
	30.83%	30.83%
Carrying amount of the investment	19,616.07	20,554.65

Summarised statement of profit and loss	As at 31st March, 2023	As at 31st March, 2022
Revenue	1,652.76	1,911.34
Other income	883.17	1,148.95
	2,535.93	**3,060.29**
Purchases of products for sale	(79.00)	(505.68)
Employee benefits expense	(1,066.86)	(1,019.36)
Finance costs	(205.07)	(233.67)
Depreciation and amortization expense	(259.79)	(294.55)
Other expenses	(646.46)	(1,118.18)
	(2,257.18)	**(3,171.44)**
Profit/(Loss) before exceptional item	278.75	(111.15)
Exceptional Item	-	(8,977.51)
Profit/(Loss) before share of profit of a joint venture and tax	278.75	(9,088.66)
Share of profit of joint ventures & associates	-	485.95
Loss before tax	278.75	(8,602.71)
Income tax expense	29.58	(20.98)
Non Controlling Interest	1.85	(1.03)
Profit/(loss) for the year	310.18	(8,624.72)
Other comprehensive income	(3,258.50)	12,810.47
Non Controlling Interest	-	-
Total comprehensive loss	**(2,948.32)**	**4,185.75**

Summary of consolidated significant accounting policies and other explanatory information
for the year ended 31 March 2023

Summarised statement of profit and loss	As at 31st March, 2023	As at 31st March, 2022
Group's share of Profit/(loss) for the year	95.64	(2,659.41)
Less: Distribution of dividend during the year	29.47	78.58
Group's share of profit/(loss) for the year after dividend	66.18	(2,737.99)
Group's share of other comprehensive income for the year	(1,004.75)	3,950.07

(D) TEXMACO RAIL & ENGINEERING LIMITED

Summarised balance sheet	As at 31st March, 2023	As at 31st March, 2022
Current assets	272,701.36	209,943.04
Non-current assets	62,153.17	56,462.60
Current liabilities	(173,167.13)	(114,767.72)
Non-current liabilities	(26,381.26)	(18,804.05)
Non controlling interest	241.30	220.14
Equity	**135,547.44**	**133,054.01**
Carrying amount of the investment	17,153.80	16,653.86

Summarised statement of profit and loss	As at 31st March, 2023	As at 31st March, 2022
Revenue	224,327.74	162,173.59
Other income	2,637.42	2,243.13
	226,965.16	**164,416.72**
Cost of materials consumed	(173,909.24)	(124,539.85)
Changes in inventories of finished goods, stock-in-trade and work in progress	12,323.16	2,301.91
Power & Fuel	(7,037.07)	(5,544.74)
Employee benefits expense	(13,005.71)	(12,603.35)
Finance costs	(11,617.49)	(10,024.14)
Depreciation and amortization expense	(3,519.61)	(3,600.20)
Other expenses	(28,158.12)	(7,766.10)
	(224,924.08)	**(161,776.47)**
Profit/(Loss) before share of profit of a joint venture and tax	2,041.08	2,640.25
Share of profit of joint ventures	1,427.25	830.79
Loss before tax	3,468.33	3,471.04
Income tax expense	(887.86)	(1,418.25)
Non Controlling Interest	22.16	(2.78)
Profit/(loss) for the year	2,602.63	2,050.01
Other comprehensive income	212.67	1,001.33
Non Controlling Interest	-	-

Summary of consolidated significant accounting policies and other explanatory information
for the year ended 31 March 2023

Summarised statement of profit and loss	As at 31st March, 2023	As at 31st March, 2022
Total comprehensive Income	**2,815.30**	**3,051.34**
Group's share of Profit/Loss for the year/period post acquisition	457.30	120.14
Group's share of other comprehensive income for the year/period post acquisition	42.64	(21.06)

(E) BRAJBHUMI NIRMAAN PRIVATE LIMITED

Summarised balance sheet	As at 31st March, 2023	As at 31st March, 2022
Current assets	22,566.25	21,006.75
Non-current assets	29.22	35.51
Current liabilities	(19,390.57)	(17,812.62)
Non-current financial liabilities	-	-
Less: Deemed equity	(421.54)	(421.54)
Less: Minority Interest	(2.57)	(2.39)
Equity	**2,785.93**	**2,810.49**
Proportion of the Group's ownership	696.48	702.01
Goodwill	1,590.01	1,590.01
Adjustments for unrealised profits	(18.33)	(17.66)
Carrying amount of the investment	2,268.16	2,274.36

Summarised statement of profit and loss	As at 31st March, 2023	As at 31st March, 2022
Revenue	12.39	-
Other income	0.71	-
	13.10	**-**
Purchase of stock in trade	(1,642.36)	(1,505.65)
Change in inventories of finished goods, work in progress and stock in trade)	1,616.60	1,505.65
Employee benefits expense	(0.20)	(0.58)
Finance Cost	-	(0.01)
Depreciation and amortization expense	(0.89)	(0.99)
Other expenses	(7.05)	(13.87)
	(33.90)	**(15.45)**
Loss before tax	(20.80)	(15.45)
Income tax (expense)/credit	(3.94)	(0.08)
Non Controlling Interest	0.18	0.15
Loss for the year	(24.56)	(15.38)
Other comprehensive income	-	-
Total comprehensive income	**(24.56)**	**(15.38)**
Group's share of loss for the year	(6.20)	(3.92)

Note:

As per Ind AS 112 'Disclosure of Interests in Other Entities', the Holding Company is required to disclose the summarised financial information of associates which are material to the Holding Company. Accordingly, the Holding Company has not shown the summarised financial information of Darshan Nirmaan Private Limited, Pranati Nirmaan Private Limited and Mangalore Chemicals and Fertilizers Ltd., as not considered material.

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

(ii) Contingent liabilities and commitment of associates*

Contingent liabilities not provided for (Group's share):	As at 31st March, 2023	As at 31st March, 2022
Demand/claims from government authorities	5,001.12	11,849.01
Other claims against the company not acknowledge as debts	475.12	62.56
Aggregate amount of guarantees issued by the banks to various government authorities and others**	17,164.96	17,334.94
Commitments		
Estimated amount of contracts remaining to be executed on capital account (not provided for)	1783.45	5,869.98

39 Goodwill

Gross carrying value	Amount
As at 1 April 2021	**13,256.73**
Additions	-
Disposals	-
Impairment	-
As at 31 March 2022	**13,256.73**
As at 1 April 2022	**13,256.73**
Additions	-
Disposals	-
Impairment	-
As at 31 March 2023	**13,256.73**

Impairment review

The Group tests goodwill for impairment annually.

The Carrying value of goodwill is attributable to the following CGUs:

Particulars	As at 31st March, 2023	As at 31st March, 2022
Segments		
Real estate operations	888.11	888.11
Sugar operations	12,368.62	12,368.62
	13,256.73	**13,256.73**

40. Employee benefits

Particulars	As at 31st March, 2023	As at 31st March, 2022
Defined contribution plan		
Contribution to defined contribution plans, recognised as expense for the year ended is as under:		
Employer's contribution to provident fund /Pension Scheme	639.64	543.07
	639.64	**543.07**

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

Defined benefit plans

Provision for definded benefit plans are based on certain assumptions, however the actual results may vary in future. Accordingly, these plans typically expose the company to following actuarial risks:

(i) Actual Salary increase
(ii) Actual Return on Investment
(iii) Change in Discount Rate in future
(iv) Actual Mortality & disability
(v) Actual Withdrawals

A) Compensated absences

Particulars	As at 31st March, 2023	As at 31st March, 2022
Amount recognised in the statement of profit and loss is as under:		
Total service cost	150.13	79.64
Net interest cost	23.58	30.91
Net actuarial (gain)/loss for the year	6.62	(59.88)
Expense recognized in the statement of profit and loss	**180.33**	**50.67**
Movement in the liability recognized in the balance sheet is as under:		
Present value of defined benefit obligation at the beginning of the year	388.75	514.14
Acquisition Adjustment	(4.38)	-
Current service cost	150.13	79.64
Interest cost	23.58	30.91
Actuarial (gain) on obligation	6.62	(59.88)
Benefits paid	(190.75)	(176.06)
Present value of defined benefit obligation at the end of the year	**373.95**	**388.75**

B) Gratuity

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
- Gratuity plan- net liability	(318.17)	(353.08)	(254.89)	(211.63)
- Gratuity plan- net asset	10.06	4.74	-	-
	(308.11)	**(348.34)**	**(254.89)**	**(211.63)**

The Group has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service.

In respect of the Holding Company and a subsidiary company, scheme is funded with insurance companies in the form of qualifying insurance policies.

Net employee benefit expense (recognized in employee cost) for the year ended 31 March 2023

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
Current service cost	72.95	73.55	49.56	48.75
Net interest cost	24.74	30.30	14.93	13.20
	97.69	**103.85**	**64.49**	**61.95**

Summary of consolidated significant accounting policies and other explanatory information
for the year ended 31 March 2023

Amount recognised in other comprehensive income for the year ended 31 March 2023

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
Actuarial gain on obligations	21.81	136.93	19.15	44.22
Return on plan assets (excluding amounts included in net interest expense)	14.27	3.93	-	-
	36.08	**140.86**	**19.15**	**44.22**

Changes in the present value of the defined benefit obligation for the year ended 31 March, 2023 are as follows:

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
Opening defined obligation	829.70	919.50	211.63	195.79
Current service cost	72.95	73.55	49.56	48.75
Interest cost	58.94	62.54	14.93	13.20
Re-measurement (or actuarial) (gain) / loss arising from:	(21.81)	(136.93)	(19.15)	(44.22)
- experience variance (i.e. actual experiences assumptions)				
Benefits paid	(99.35)	(88.96)	(9.55)	(1.88)
Acquisition adjustment	(14.58)	-	7.47	-
Defined benefit obligation	**825.85**	**829.70**	**254.89**	**211.63**

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

Particulars	As at 31st March, 2023	As at 31st March, 2022
Fair value of plan assets	481.36	474.05
Interest income	48.47	36.17
Contribution by employer	64.43	60.10
Benefits paid	(76.52)	(88.96)
Closing fair value of plan assets	517.74	481.36
Investment with insurer	**517.74**	**481.36**

The principal assumptions used in determining benefit obligation for the Company's plans are shown below:

Particulars	As at 31st March, 2023	As at 31st March, 2022
Discount rate (in %)	7.45%	6.80%
Salary escalation (in %)	Generally, 5% thereafter	Generally, 8% for first 2 years and 6.5% thereafter
Mortality rate (% of IALM 12-14)	100%	100%

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

Quantitative sensitivity analysis for significant assumption as at 31 March 2023 is as shown below:

Particulars	31 March 2023		31 March 2023	
Assumptions	Discount rate		Future salary increases	
Sensitivity level	0.5 % increase	0.5 % decrease	0.5 % increase	0.5 % decrease
Impact on defined benefit obligation	(56.27)	61.87	62.00	(56.67)

Quantitative sensitivity analysis for significant assumption as at 31 March 2022 is as shown below:

Particulars	31 March 2022		31 March 2022	
Assumptions	Discount rate		Future salary increases	
Sensitivity level	0.5 % increase	0.5 % decrease	0.5 % increase	0.5 % decrease
Impact on defined benefit obligation	(50.11)	55.34	55.69	(47.47)

Maturity profile of defined benefit obligation

Expected cash value over the next 10 years

Particulars	As at 31st March, 2023	As at 31st March, 2022
Within the next 12 months (next annual reporting period)	127.22	131.07
Between 2 and 5 years	454.21	374.14
Beyond 5 years	499.31	536.12

C) Provident Fund

The Holding Company contributes its share in an approved provident fund trust viz. Zuari Industries Limited Employees Provident Fund. The Company is liable for shortfall, if any, in the fund assets based on the government specified minimum rate of return. It has been confimred by the PF Trust that there is no shortfall as at 31st March, 2023.

41 Segment information

Identification of segment

The identified reportable segments for the year under review are engineering services, furniture, real estate, investment services, sugar, power, ethanol and management services. Engineering services segment includes technology, basic engineering, detailed engineering, project management, procurement and construction services in the engineering and contracting sector. Furniture segment includes manufacturing, sale and trading of furniture products. Real estate segment includes development of real estates. Investment services includes capital market related services. Sugar division includes extraction of Sugar from Sugar Cane. Power division includes co-generation of power using by product of sugar division i.e. bagassee. Ethanol division includes manufacturing of ethanol using Molasses. Managemnt services include management consultancy, manpower outsourcing and related services.

Summary of consolidated significant accounting policies and other explanatory information
for the year ended 31 March 2023

2022-23	Engineering	Furniture	Real estate	Sugar	Power	Investment services	Ethanol Plant	Management Services	Unallocated	Total
A. Segment revenue:										
External sales/ income	87.41	78.49	17,208.78	69,470.27	6,621.69	1,561.11	17,177.31	2,912.67	-	115,117.73
Inter-segment sales/income	-	-	-	(15,851.68)	(3,412.65)	(20.56)	(175.97)	(143.37)	-	(19,604.23)
	87.41	**78.49**	**17,208.78**	**53,618.59**	**3,209.03**	**1,540.55**	**17,001.35**	**2,769.30**	**-**	**95,513.50**
B. Segment results										
Segment results	616.07	30.94	1,250.55	(844.60)	196.42	211.47	2,538.55	(251.94)	-	3,747.46
Less: Share of profit of associates and joint ventures	-	-	-	-	-	-	-	-	37,949.57	37,949.57
Less: Finance costs	-	-	-	-	-	-	-	-	(24,843.51)	(24,843.51)
Add: Unallocated income net off unallocated expenses	-	-	-	-	-	-	-	-	14,521.77	14,521.77
Add: Tax expenses	-	-	-	-	-	-	-	-	(862.51)	(862.51)
Profit after tax as per statememt of profit and loss										30,512.78
C. Other information:										
Segment assets	1,300.63	3,336.20	154,672.36	76,900.59	11,450.94	5,544.36	15,621.14	258.62	311,819.43	580,904.27
Segment liabilities	1,013.88	1,429.43	41,083.02	24,451.54	410.10	1,722.23	28.44	456.32	272,130.25	342,725.20
Non controlling interests	-	-	-	-	-	-		-	(1,318.29)	(1,318.29)
Capital expenditure (cash outflow)	2.91	0.62	571.44	815.97	43.05	23.45	287.60	4.40	-	1,749.44
Depreciation and amortization	35.47	110.04	136.94	1,055.88	682.39	119.00	617.94	1.84	-	2,759.51
D. Disaggregation of revenue from contracts with customers										
Operating revenue										
Sale of finished, traded and by products (including excise duty and cess)	-	78.49	3,804.49	53,522.91	-	-	17,001.35	-	-	74,407.23
Sale of power	-	-	-	-	3,209.03	-	-	-	-	3,209.03
Sale of services										
Engineering supplies and other services	87.41	-	-	-	-	1,540.55	-	2,769.30	-	4,397.26
Revenue from sale of land, constructed properties and development management fees	-	-	13,134.04	-	-	-	-	-	-	13,134.04
Other operating revenue:										
Scrap sales and Other Operating Income	-	-	-	95.68	-	-	-	-	-	95.68
Rental income from Investment Properties	-	-	270.26	-	-	-	-	-	-	270.26
										95,513.50
Timing of recognition										
At a point in time	-	78.49	17,208.78	53,618.59	3,209.03	1,540.55	17,001.35	2,769.30	-	95,426.09
Over time	87.41	-	-	-	-	-	-	-	-	87.41
										95,513.50

The group mainly caters to domestic market. The export turnover is not significant. Hence, geographical disclosures have not been provided.
There is no single external customer contributing more than 10% of the Group revenue during the year.

Summary of consolidated significant accounting policies and other explanatory information
for the year ended 31 March 2023

2021-22	Engineering	Furniture	Real estate	Sugar	Power	Investment services	Ethanol Plant	Management Services	Unallocated	Total
A. Segment revenue:										
External sales/ income	1,236.85	165.24	5,956.70	57,099.54	6,305.44	1,620.80	15,350.11	2,221.72	-	**89,956.40**
Inter-segment sales/income	-	-	-	(14,057.90)	(3,363.05)	(31.93)	(234.90)	(85.88)	-	**(17,773.66)**
Segment revenue	**1,236.85**	**165.24**	**5,956.70**	**43,041.64**	**2,942.39**	**1,588.87**	**15,115.21**	**2,135.84**	**-**	**72,182.74**
	(557.97)	461.17	3,118.22	43.09	376.68	288.71	1,251.93	(2.62)	-	**4,979.21**
B. Segment results										
Less: Share of loss of associates and joint ventures	-	-	-	-	-	-	-	-	485.94	**485.94**
Less: Finance costs	-	-	-	-	-	-	-	-	(26,428.53)	**(26,428.53)**
Add: Unallocated income net off unallocated expenses	-	-	-	-	-	-	-	-	16,508.12	**16,508.12**
Less: Exceptional Item	-	-	-	-	-	-	-	-	-	**-**
Add: Tax expenses	-	-	-	-	-	-	-	-	977.80	**977.80**
Profit after tax as per statememt of profit and loss										**(3,477.46)**
C. Other information:										
Segment assets	3,001.42	3,657.18	128,539.28	74,157.44	18,557.52	6,315.28	19,158.70	316.56	370,686.15	**624,389.53**
Segment liabilities	3,003.22	1,561.22	23,030.64	35,052.76	-	3,133.93	-	383.68	262,074.02	**328,239.47**
Non controlling interests	-	-	-	-	-	-	-	-	(1,202.37)	**(1,202.37)**
Capital expenditure (cash outflow)	96.55	-	217.60	1,623.16	49.94	48.89	43.97	0.09	-	**2,080.20**
Depreciation and amortization	29.07	118.68	154.00	638.63	678.65	58.61	626.13	1.68	-	**2,305.45**
D. Disaggregation of revenue from contracts with customers										
Operating revenue										
Sale of finished, traded and by products	-	165.24	-	42,914.18	-	-	15,115.21	-	-	**58,194.63**
Sale of power	-	-	-	-	2,942.39	-	-	-	-	**2,942.39**
Sale of services							-		-	
Engineering supplies and other services	1,236.85	-	-	-	-	1,588.87	-	2,135.84	-	**4,961.56**
Revenue from sale of constructed properties and development management fees	-	-	5,635.06	-	-	-	-	-	-	**5,635.06**
Other operating revenue:							-		-	
Scrap sales	-	-		127.46	-	-	-	-	-	**127.46**
Rental income from Investment Properties	-	-	287.64	-	-	-	-	-	-	**287.64**
Sales commission on sale of plots/ residential units	-	-	34.00	-	-	-	-	-	-	**34.00**
										72,182.74
Timing of recognition										
At a point in time	-	165.24	5,956.70	43,041.64	2,942.39	1,588.87	15,115.21	2,135.84	-	**70,945.89**
Over time	1,236.85	-	-	-	-	-	-	-	-	**1,236.85**
										72,182.74

There is no single external customer contributing more than 10% of the Group revenue during the year.

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

42 Leases

Where the Group is a lessee

The Group has entered into lease for several buildings in the form of sugar godown, registered office, Corporate office:

i.	Right-of-use assets	Amount
	Opening Balance as at 1 April 2021	**732.98**
	Addition	554.22
	Depreciation	(213.70)
	Closing balance as at 31 March 2022	**1,073.50**
	Opening Balance as at 1 April 2022	**1,073.50**
	Addition	148.63
	Depreciation	(259.01)
	Closing balance as at 31 March 2023	**963.12**

ii.	Lease liabilties	Current	Non Current	
	Opening Balance as at 1 April 2021			**1,111.00**
	Addition			533.35
	Deletion			(178.87)
	Interest accured			127.16
	Payments			(316.27)
	Closing Balance as on 31 March 2022	**231.62**	**1,044.75**	**1,276.37**
	Addition			150.60
	Interest accured			139.86
	Payments			(368.40)
	Closing Balance as on 31 March 2023	**204.81**	**993.61**	**1,198.43**

Note:

a. Refer Note 47 for maturity analysis of lease liabilities.

b. The effective interest rate for lease liabilities is 12%, with maturity between 2021-2028.

iii.	Amount recognised in the statement of profit and Loss	Note No	31 March 2023	31 March 2022
	Depreciation	30	259.01	213.70
	Interest on lease liabilties	29	139.86	127.16
	Net impact on statement of profit and loss		**398.87**	**340.86**

Where the Group is a lessor

The Company has entered into operating leases on its investment properties in Goa consisting of land and building (refer note 4). The leases do not transfer substantially all the risks and rewards incidental to ownership of the assets hence the same are being classified as operating leases.

Further, a subsidiary has also leased out its land and building alongwith plant & machinery under operating lease.

Rental income recognised during the year is INR 764.51 lakhs (31 March 2022: INR 781.89 lakhs) for maturity analysis of lease liabilties

Summary of consolidated significant accounting policies and other explanatory information
for the year ended 31 March 2023

Undiscounted lease payments to be received under operating lease as at 31 March 2023 are as follows:

Particulars	As at 31st March, 2023	As at 31st March, 2022
Within one year	762.99	735.40
After one year but not more than five years	2,673.31	3,009.01
More than five years	4,622.91	5,171.73

43A Contingent liabilities:

I. Demands / claims by various government authorities and others not acknowledged as debts and contested by the Company

Particulars	As at 31st March, 2023	As at 31st March, 2022
(A) Excise duty and service tax	99.23	99.23
(B) Sales tax	373.64	399.58
(C) Income tax and wealth tax	5,623.12	5,645.45
(D) Labour Disputes	2.01	31.15
(E) Regulatory Fees on Molasses	213.96	87.60
(F) Warehouse Rent	11.91	-
	6,323.87	**6,263.01**
II. Other claims against the Group not acknowledged as debts	71.30	55.98
III. Dividend liability on non-convertible redeemable cumulative preference shares	536.63	536.63

Notes:

a) Further, the Group has certain litigations involving employees, for which a sufficiently reliable estimate of the amount of the obligation cannot be made. Based on management assessment and in-house legal team's advice, the management believes that the Group has reasonable chances of succeeding before the courts/appellate authorities and does not foresee any material liability. Pending the final decision on the matters, no further provision has been made in the financial statements.

b) In the case of Holding Company, UP Government have levied regulatory fees on sale and captive consumption of molasses @ Rs.20/-Qtl wef 24.12.2021 vide order passed by the office of the Commissioner cum molasses controller Allahabad vide order no 4605-5153 dated 12.01.2022. UP Sugar Mill Association filled a writ petition at Hon'able High Court Lucknow Bench challenging this order levying regulatory fees on molasses vide write petition no 589 of 2022. Pending outcome of the case the Company has deposited entire amount accrued on account of regulatory fees amounting to INR 213.96 lakhs (31 March 2022: INR 87.60 lacs) under protest and any liabililty would be provided as and when decided by the court. Based on discussions with the solicitors/ favourable decisions in similar cases/ legal opinions taken by the Company, the management does not expect these claims to succeed and hence, no provision against above is considered necessary.

c) Value added tax/Sales tax liability on sale of molasses

Based on discussions with the solicitors/ favourable decisions in similar cases/ legal opinions taken by the Company, the management does not expect these claims to succeed and hence, no provision against above is considered necessary. The Company has sold molasses to certain parties without charging sales tax on the basis of stay order by Hon'ble High Court of Allahabad and is pending with Hon'ble Supreme Court. It says that during the pendency of special appeal before Hon'ble Supreme Court, the Company shall not realise taxes on sale of molasses. In case the order is decided against the parties by the Hon'ble Supreme Court, the Company would be liable to collect and pay VAT/Sales tax to the department along with interest and penalty. Amount involved is indeterminate.

43B Corporate guarantees given in favour of banks / others on behalf of :

Particulars	Outstanding exposure as on 31.03.2023	As at 31st March, 2023
Forte Furniture Products India Private Limited	1,835.77	2,013.00

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

43C Capital and other commitments

Particulars	As at 31st March, 2023	As at 31st March, 2022
Capital commitments contracted at the end of the reporting period but not recognised as liabilties is as follows:-		
Property, plant and equipment	-	592.55
Project construction and development	73,915.08	71,101.23
	73,915.08	**71,693.78**

44 Fair values measurements

Financial instruments by category

Particulars	31 March 2023			31 March 2022		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
Financial assets						
Investments						
Quoted equity shares*	-	162,739.50	-	-	260,099.31	-
Un-quoted equity shares	-	121.57	-	-	117.15	-
Redeemable non-cumulative optionally convertible preference shares	662.00	-	-	662.00	-	-
Redeemable non-cumulative non- convertible preference shares	650.00	-	-	616.00	-	-
Mutual funds	543.42	-	-	980.07	-	-
Government Securities	-	-	2.00	-	-	1.50
Trade receivable	-	-	7,999.73	-	-	7,259.34
Cash and cash equivalents	-	-	9,135.37	-	-	6,947.29
Other bank balances	-	-	53,551.35	-	-	25,397.62
Loans	-	-	44,463.33	-	-	44,525.68
Dervative Instruments	78.70	-	-	-	-	-
Others financial assets	-	-	11,597.29	-	-	11,974.07
Total financial assets	**1,934.12**	**162,861.07**	**126,749.07**	**2,258.07**	**260,216.46**	**96,105.50**
Financial liabilities						
Borrowings (including current maturities of long term borrowings)	-	-	267,867.38	-	-	248,904.64
Trade payables	-	-	25,109.56	-	-	34,611.19
Other financial liability	-	-	5,173.00	-	-	5,311.82
Lease liabilties	-	-	1,198.43	-	-	1,276.37
Derivative Instruments	-	-	-	170.28	-	-
Total financial Liabilties	**-**	**-**	**299,348.37**	**170.28**	**-**	**290,104.02**

*The equity securities for which the Group has made an irrevocable election at initial recognition to recognize changes in fair value through OCI rather than profit and loss are investments which are not held for trading purposes.

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

45 Fair values measurements

The following table provides the fair value measurement hierarchy of the Group's assets and liabilities.

Particulars	Total	Fair value measurement using		
		Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
		(Level 1)	(Level 2)	(Level 3)
As at 31 March 2023:				
Assets measured at fair value:				
A. FVOCI financial Instruments				
Quoted equity shares	162,739.50	162,739.50	-	-
Unquoted equity shares	121.57	-	-	121.57
B. FVPL financial Instruments				
Investment				
Redeemable non-cumulative optionally convertible preference shares	662.00	-	-	662.00
Redeemable non-cumulative non-convertible preference shares	650.00	-	650.00	-
Investment in quoted mutual funds	543.42	543.42	-	-
	164,716.49	**163,282.92**	**650.00**	**783.57**
Derivative Instruments (Assets)	78.70		78.70	
There have been no transfers between Level 1 and Level 2 during the period.				
As at 31 March 2022:				
Assets measured at fair value:				
A. FVOCI financial Instruments				
Quoted equity shares	260,099.31	260,099.31	-	-
Unquoted equity shares	117.15	-	-	117.15
B. FVPL financial Instruments				
Investment				
Redeemable non-cumulative optionally convertible preference shares	662.00	-	-	662.00
Redeemable non-cumulative non-convertible preference shares	616.00	-	616.00	-
Quoted mutual funds	980.07	980.07	-	-
	262,474.53	**261,079.38**	**616.00**	**779.15**
Derivative Instruments (Liabilities)	170.28		170.28	
There have been no transfers between level 1 and level 2 during the year period.				

i) Valuation techniques used to determine fair value

Specific valuation techniques used to value financial instruments include -

a) The fair values of the quoted equity shares are based on price quotations at the reporting date.

b) The fair value of Mutual Funds is determined using the NAV at the balance sheet date.

c) The fair values of the unquoted equity shares have been estimated using a DCF model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows, discount rate, credit risk and volatility. The probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted equity investments and preference shares.

Summary of consolidated significant accounting policies and other explanatory information
for the year ended 31 March 2023

d) The fair value of unquoted preference shares is estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. The valuation requires management to use unobservable inputs in the model, of which the significant unobservable inputs are disclosed in the tables below. Management regularly assesses a range of reasonably possible alternatives for those significant unobservable inputs and determines their impact on the total fair value.

(ii) The following table presents the changes in level 3 items for the period ended 31 March 2023 and 31 March 2022:

Particulars	Redeemable non-cumulative optionally convertible preference shares	Investment in Unquoted equity shares	Total
As at 1 April 2021	**667.00**	**120.63**	**787.63**
Loss recognised in statement of profit and loss	(5.00)	-	(5.00)
Loss recognised in other comprehensive income	-	(3.48)	(3.48)
As at 31 March 2022	**662.00**	**117.15**	**779.15**
Gain recognised in statement of profit and loss	-	-	-
Gain recognised in other comprehensive income	-	4.42	4.42
As at 31 March 2023	**662.00**	**121.57**	**783.57**

(iii) Financial instruments measured at amortised cost

The management assessed that carrying value of financial assets and financial liabilities, carried at amortized cost, are approximately equal to their fair values at respective balance sheet dates and do not significantly vary from the respective amounts in the balance sheets.

46 Related party disclosures

A.	**A list of related parties as identified by the management is as under:**	
i)	**Joint ventures of the Company:**	
	1.	Zuari Indian Oiltanking Private Limited, a Joint venture of Zuari Industries Limited (formerly known as Zuari Global Limited)
	2.	Forte Furniture Products India Private Limited, a Joint venture of Zuari Industries Limited (formerly known as Zuari Global Limited)
	3.	Soundaryaa IFPL Interiors Limited, a Joint venture of Indian Furniture Products Limited (upto 22nd December 2021)
	4.	Simon Engineering and Partners LLC, a Joint venture of Simon India Limited [refer note 35(i)]
	5.	Green Tree Property Management Co. LLC. U.A.E, Joint Venture of Step Down Subsidiary
	6.	Burj District Development Limited, Joint Venture of Step Down Subsidiary
	7.	Burj District One Limited, subsidiary of the Joint Venture of Step Down Subsidiary
ii)	**Associates of the Company:**	
	1.	New EROS Tradecom Limited, an associate of Zuari Investments Limited
	2.	Zuari Agro Chemicals Limited, an associate of Zuari Industries Limited (formerly known as Zuari Global Limited)
	3.	Mangalore Chemicals and Fertilisers Limited, a subsidiary of Zuari Agro Chemicals Limited
	4.	Adventz Trading DMCC, a subsidiary of Zuari Agro Chemicals Limited
	5.	Zuari Farmhub Limited, a subsidiary of Zuari Agro Chemicals Limited.
	6.	Zuari Maroc Phosphates Private Limited, a joint venture of Zuari Agro Chemicals Limited
	7.	Paradeep Phosphates Limited, a subsidiary of Zuari Maroc Phosphates Private Limited
	8.	Zuari Yoma Agri Solutions Limited an associate of Paradeep Phosphates Limited
	9.	Brajbhumi Nirmaan Private Limited, an associate of Zuari Infraworld India Limited
	10.	Pranati Niketan Private Limited, an associate of Zuari Infraworld India Limited
	11.	Darshan Nirmaan Private Limited, an associate Zuari Infraworld India Limited
	12.	Rosewood Agencies Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
	13.	Neobeam Agents Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
	14.	Mayapur Commercial Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
	15.	Nexus Vintrade Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
	16.	Bahubali Tradecomm Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

	17.	Hopeful Sales Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
	18.	Divine Realdev Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
	19.	Kushal Infraproperty Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
	20.	Beatle Agencies Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
	21.	Suhana Properties Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
	22.	Saket Mansions Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
	23.	Texmaco Infrastructure and Holdings Limited, an associate of Zuari Industries Limited (formerly known as Zuari Global Limited)
	24.	Valley View Landholdings Private Limited, a subsidiary of Texmaco Infrastructure and Holdings Limited
	25.	Macfarlane & Company Limited, a subsidiary of Texmaco Infrastructure and Holdings Limited
	26.	High Quality Steels Limited, a subsidiary of Texmaco Infrastructure and Holdings Limited
	27.	Topflow Buildcon Private Limited, a Step-down subsidiary of Texmaco Infrastructure and Holdings Limited
	28.	Startree Enclave Private Limited, a Step-down subsidiary of Texmaco Infrastructure and Holdings Limited
	29.	Snowblue Enclave Private Limited, A Step-down subsidiary of Texmaco Infrastructure and Holdings Limited
	30.	Lionel India Limited, an associate of Texmaco Infrastructure and Holdings Limited
	31.	Sigma Rail Systems Private Limited, an associate of Texmaco Infrastructure and Holdings Limited (upto 30th March 2022)
	32.	Texmaco Rail & Engineering Limited, an associate of Zuari Industries Limited (formerly known as Zuari Global Limited)
	33.	Belur Engineering Private Limited, a subsidiary of Texmaco Rail & Engineering Limited
	34.	Panihati Engineering Udyog Private Limited (Previously known as Texmaco Engineering Udyog Private Limited), a subsidiary of Texmaco Rail & Engineering Limited
	35.	Texmaco Rail Electrification Limited, a subsidiary of Texmaco Rail & Engineering Limited
	36.	Texmaco Rail System Private Limited, a Step-down subsidiary of Texmaco Rail & Engineering Limited
	37.	Texmaco Transtrak Private Limited, a Step-down subsidiary of Texmaco Rail & Engineering Limited
	38.	Texmaco Defence Systems Private Limited, an associate of Texmaco Rail and Engineering Limited
	39.	Touax Texmaco Railcar Leasing Private Limited, a joint venture of Texmaco Rail & Engineering Limited
	40.	Wabtec Texmaco Rail Private Limited, a joint venture of Texmaco Rail & Engineering Limited
iii)	**Enterprises having significant influence, with whom there are transactions during the year:**	
	1.	Globalware Trading and Holdings Limited, exercing significant influence over Zuari Industries Limited (formerly known as Zuari Global Limited)
iv)	**Key Management Personnel**	
	1.	Mr. S. K. Poddar- Chairman
	2.	Mr. R S Raghavan- Managing Director (upto 15th Feb 2022)
	3.	Mr. Athar Sahab- Managing Director(from 15th Feb 2022)
	4.	Mr. Marco Wadia - Independent and Non-Executive Director (upto 31st March 2022)
	5.	Mrs. Manju Gupta - Independent and Non-Executive director
	6.	Mr. Vijay Vyankatesh Paranjape -Independent And Non-Executive Director
	7.	Mr. Dipankar Chatterji-Independent And Non-Executive Director (upto 22nd Mar 2022)
	8.	Mr. Sushil Kumar Roongta - Independent and Non Executive Director(from 15th March 2022)
	9.	Mr. Alok Saxena- Executive Director (from 1st July 2022)
	10.	Mr. Suneet Shriniwas Maheshwari- Independent and Non-Executive Director (from 1st July 2022)
	11.	Mrs. Jyotsna Poddar- Non Executive Director (from 1st April 2022)
	12.	Mr. Akshay Poddar- Non Executive Chairman*
	13.	Mr. L. M. Chandrasekaran- Independent and Non Executive Director*
	14.	Mr. Bhaskar Chatterjee- Independent and Non Executive Director *

* (Ceased to be directors of erstwhile Gobind Sugar Mills Limited ("GMSL") due to dissolution of Board of Directors of GSML in terms of Amalgamation of GSML with Zuari Global Limited (now known as Zuari Industries Limited w.e.f. 30th April 2022, being effective date)

v)	**Funds for Post-employment benefit plan**	
	1.	Zuari Industries Limited Employees Provident Fund
	2.	Zuari industries Limited Sr. Staff Superannuation Fund
	3.	Zuari Industries Limited Non Management Employees Pension Fund
	4.	Zuari Industries Limited Gratuity Fund
	5.	Simon India Ltd. Staff Superannuation Fund
	6.	Simon India Ltd Gratuity Fund

Summary of consolidated significant accounting policies and other explanatory information
for the year ended 31 March 2023

B. Related party transactions

Following transactions were carried out with related parties in the ordinary course of business for the year ended 31 March 2023:

S No	Transaction details	For the year ended March 2023					For the year ended March 2022				
		Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence	Key Management Personnel/ Relatives of KMP	Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence	Key Management Personne/ Relatives of KMP
1	**Inter-Corporate deposits/ Loans/ Advances/Deposits given:**										
	– Forte Furniture Products India Private Limited	300.00	-	-	-	-	627.50	-	-	-	-
	- Texmaco Rail & Engineering Limited	-	-	-	-	-	1,012.17	-	-	-	-
2	**Inter-Corporate deposits/ Loans/ Advances/Deposits taken:**										
	– Globalware Trading and Holdings Limited	-	-	111.86	-	-	-	-	693.76	-	-
	– Mr. Akshay Poddar	-	-	-	-	258.78	-	-	-	-	108.73
3	**Inter-Corporate deposits/ Loans/ Advances/Deposits repaid:**										
	– New Eros Tradecom Limited	-	-	-	-	-	-	125.00	-	-	-
	– Adventz Trading DMCC	-	-	-	-	-	-	3.04	-	-	-
4	**Managerial remuneration#**										
	– Mr. R S Raghavan	-	-	-	-	-	-	-	-	-	246.62
	- Athar Sahab	-	-	-	-	240.37	-	-	-	-	121.75
	– Mr. Jyotsna Poddar	-	-	-	-	-	-	-	-	-	76.32
	- Alok Saxena	-	-	-	-	45.16	-	-	-	-	70.57
	'#Entirely in the nature of short term employee benefits and does not include provision for compensated absence/ gratuity individual figures cannot be determined.										
5	**Dividend received**										
	- Texmaco Infrastructure and Holding Limited	-	29.47	-	-	-	-	78.58	-	-	-
	- Texmaco Rail & Engineering Limited	-	64.54	-	-	-	-	29.10	-	-	-

Summary of consolidated significant accounting policies and other explanatory information
for the year ended 31 March 2023

S No	Transaction details	For the year ended March 2023					For the year ended March 2022				
		Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence	Key Management Personnel/ Relatives of KMP	Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence	Key Management Personne/ Relatives of KMP
	– Mangalore Chemicals & Fertilizers Limited	-	3.67	-	-	-	-	3.06	-	-	-
6	**Lease rentals received**										
	– Zuari Indian Oiltanking Private Limited	196.75	-	-	-	-	187.38	-	-	-	-
	– Zuari Agro Chemicals Limited	-	2.31	-	-	-	-	23.71	-	-	-
	– Forte Furniture Products India Private Limited	494.25	-	-	-	-	494.25	-	-	-	-
7	**Sitting fees paid**										
	– Mr. S. K. Poddar	-	-	-	-	3.65	-	-	-	-	2.80
	– Mr. Marco Wadia	-	-	-	-	0.40	-	-	-	-	13.00
	– Mr. Dipanker Chartterji	-	-	-	-	-	-	-	-	-	3.70
	– Mr. Vijay V Paranjape	-	-	-	-	5.85	-	-	-	-	8.30
	– Mrs Manju Gupta	-	-	-	-	3.40	-	-	-	-	4.40
	- Mr. Akshay Poddar	-	-	-	-	0.40	-	-	-	-	3.15
	- Mr. Bhaskar Chatterjee	-	-	-	-	0.40	-	-	-	-	4.40
	- Mr. L.M Chandrasekaran	-	-	-	-	0.40	-	-	-	-	4.40
	- Mr. Sushil Kumar Roongta	-	-	-	-	5.10	-	-	-	-	-
	- Mrs. Jyotsna Poddar	-	-	-	-	2.00	-	-	-	-	-
	- Mr. Suneet Maheshwari	-	-	-	-	4.65	-	-	-	-	-
8	**Management fees / service charges received**										
	– Zuari Indian Oiltanking Private Limited	19.14	-	-	-	-	18.23	-	-	-	-
	– Forte Furniture Products India Private Limited	-	-	-	-	-	17.25	-	-	-	-
	– Zuari Agro Chemicals Limited	-	-	-	-	-	-	1.02	-	-	-
	- Zuari Farmhub Limited	-	-	-	-	-	-	-	4.79	-	-
9	**Dividends paid**										
	– Globalware Trading and Holdings Limited	-	-	74.92	-	-	-	-	224.75	-	-
	– New Eros Tradecom Limited	-	11.97	-	-	-	-	35.90	-	-	-
	- Texmaco Infrastructure and Holding Limited	-	27.58	-	-	-	-	82.74	-	-	-

Summary of consolidated significant accounting policies and other explanatory information
for the year ended 31 March 2023

S No	Transaction details	For the year ended March 2023					For the year ended March 2022				
		Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence	Key Management Personnel/ Relatives of KMP	Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence	Key Management Personne/ Relatives of KMP
	– Mr. S. K. Poddar	-	-	-	-	3.23	-	-	-	-	9.68
	– Mr. Akshay Poddar	-	-	-	-	2.38	-	-	-	-	7.14
	– Mrs. Jyotsna Poddar	-	-	-	-	0.72	-	-	-	-	2.15
10	**Investment in equity shares**										
	- Texmaco Infrastructure & Holdings Limited	-	-	-	-	-	-	8,902.16	-	-	-
11	**Interest expense**										
	- Texmaco Infrastructure and Holding Limited	-	106.24	-	-	-	-	182.33	-	-	-
	– New Eros Tradecom Limited	-	-	-	-	-	-	37.49	-	-	-
12	**Payment of amount received on account of amount deposited under litigation**										
	– Zuari Agro Chemicals Limited	-	-	-	-	-	-	-	-	-	-
13	**ICDs given repaid**										
	- Texmaco Rail & Engineering Limited	-	-	-	-	-	-	10,220.33	-	-	-
14	**Sale of goods to/ services**										
	– Zuari Agro Chemicals Limited	-	37.89	-	-	-	-	24.30	-	-	-
	– Forte Furniture Products India Private Limited	117.29	-	-	-	-	116.27	-	-	-	-
	– Zuari Farmhub Limited	-	1,139.66	-	-	-	-	88.35	-	-	-
	- Zuari Marco Phosphates Private Limited	-	-	-	-	-	-	0.28	-	-	-
	- Texmaco Infrastructure & Holdings Limited	-	-	-	-	-	-	2.79	-	-	-
	- Mangalore Chemicals & & Fertilisers Limited	-	89.98	-	-	-	29.91	-	-	-	-
	– Paradeep Phosphates Limited	-	749.32		-	-	-	83.32	-	-	-
	- New Eros Tradecom Limited	-	-	-	-	-	-	0.11	-	-	-
	- Texmaco Rail & Engineering Limited	-	15.29	-	-	-	-	7.38	-	-	-
15	**Purchase of goods from**										

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

S No	Transaction details	For the year ended March 2023					For the year ended March 2022				
		Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence	Key Management Personnel/ Relatives of KMP	Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence	Key Management Personne/ Relatives of KMP
	– Forte Furniture Products India Private Limited	-	-	-	-	-	0.84	-	-	-	-
	- Zuari Farmhub Limited	-	0.60	-	-	-	-	-	-	-	-
16	**Interest income on ICDs**										
	– Forte Furniture Products India Private Limited	31.69	-	-	-	-	78.27	-	-	-	-
	– Zuari Agro Chemicals Limited	-	5,902.50	-	-	-	-	5,903	-	-	-
	- Texmaco Rail & Engineering Limited	-	679.94	-	-	-	-	1,535	-	-	-
17	**Depository Income**										
	– Zuari Agro Chemicals Limited	-	11.02	-	-	-	-	24.30	-	-	-
	- Texmaco Infrastructure & Holdings Limited	-	0.01	-	-	-	-	2.79	-	-	-
	- Forte Furniture Product Indian Pvt Ltd	0.25	-	-	-	-	0.20	-	-	-	-
	- New Eros Tradecom Limited	-	0.11	-	-	-	0.11	-	-	-	-
	- Zuari Marco Phosphates Private Limited	-	1.04	-	-	-	-	0.28	-	-	-
18	**Lease rental and Maintenance Paid**										
	- Texmaco Infrastructure and Holding Limited	-	101.05	-	-	-	-	88.29	-	-	-
19	**Manpower Hiring Charges**										
	- Forte Furniture Products India Private Limited	-	-	-	-	-	7.11	-	-	-	-
20	**Transactions with funds for post employment benefit trust**										
	– Zuari Industries Limited Employees Provident Fund	-	-	-	59.21	-	-	-	-	46.18	-
	– Zuari Industries Limited Non Management Employees Pension Fund	-	-	-	2.17	-	-	-	-	1.51	-
21	**Manpower Services**										
	– Zuari Agro Chemicals Limited	-	28.42	-	-	-	-	131.22	-	-	-
	– Mangalore Chemicals and Fertilizers Limited	-	89.98	-	-	-	-	112.61	-	-	-
	– Paradeep Phosphates Limited	-	686.60	-	-	-	-	439.67	-	-	-

Summary of consolidated significant accounting policies and other explanatory information
for the year ended 31 March 2023

S No	Transaction details	For the year ended March 2023					For the year ended March 2022				
		Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence	Key Management Personnel/ Relatives of KMP	Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence	Key Management Personne/ Relatives of KMP
	– Forte Furniture Products India Private Limited	117.29	-	-	-	-	116.07	-	-	-	-
	- Zuari Farmhub Limited	-	1,116.04	-	-	-	-	916.37	-	-	-
	- Texmaco Rail & Engineering Limited	-	15.29	-	-	-	-	5.25	-	-	-
22	**Escrow & Restricted Accounts**										
	- Burj District One Limited	25,315.82	-	-	-	-	-	-	-	-	-
	Related party balances as at 31 March 2023:										
1	**Loan given**										
	– Forte Furniture Products India Private Limited	200.00	-	-	-	-	627.50	-	-	-	-
	– Zuari Agro Chemicals Limited	-	39,350.00	-	-	-	-	39,350.00	-	-	-
	- Texmaco Rail & Engineering Limited	-	4,106.53	-	-	-	-	4,541.83	-	-	-
2	**Trade payables**										
	– Forte Furniture Products India Private Limited	-	-	-	-	-	1.52	-	-	-	-
	– Zuari Agro Chemicals Limited	-	21.93	-	-	-	-	-	-	-	-
	- Zuari Indian Oiltanking Limited	-	-	-	-	-	0.66	-	-	-	-
	– Manju Gupta	-	-	-	-	-	-	-	-	-	0.45
3	**Advances from customers**										
	– Zuari Agro Chemicals Limited	-	-	-	-	-	-	-	-	-	-
4	**Trade receivables**										
	– Brajbhumi Nirmaan Private Limited	-	406.52	-	-	-	-	406.60	-	-	-
	– Simon Engineering and Partners, LLC	-	-	-	-	-	23.46	-	-	-	-
	– Zuari Agro Chemicals Limited	-	11.22	-	-	-	-	225.82	-	-	-
	– Forte Furniture Products India Private Limited	1,411.22	-	-	-	-	1,058.97	-	-	-	-
	– Paradeep Phosphates Limited	-	52.14	-	-	-	-	98.40	-	-	-

Summary of consolidated significant accounting policies and other explanatory information
for the year ended 31 March 2023

S No	Transaction details	For the year ended March 2023					For the year ended March 2022				
		Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence	Key Management Personnel/ Relatives of KMP	Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence	Key Management Personne/ Relatives of KMP
	- New Eros Tradecom Limited	-	-	-	-	-	-	0.01	-	-	-
	- Zuari Marco Phosphates Private Limited	-	-	-	-	-	-	0.11	-	-	-
	– Zuari Farmhub Limited	-	110.65	-	-	-	-	541.61	-	-	-
	-Texmaco Rail & Engineering Limited	-	1.79	-	-	-	-	1.48	-	-	-
	-Kalindee rail Nirman (A division of Texmaco Rail & Engineering Limited)	-	-	-	-	-	-	65.35	-	-	-
5	**Impairment allowance of doubtful debts**										
	– Simon Engineering and Partners, LLC	-	-	-	-	-	23.46	-	-	-	-
6	**Advances or deposits recoverable/ debtors**										
	- Texmaco Infrastructure and Holding Limited	-	-	-	-	-	-	10.81	-	-	-
	– Brajbhumi Nirmaan Private Limited	-	157.33	-	-	-	-	157.33	-	-	-
	- Zuari Indian Oiltanking Pvt. Ltd.	6.43									
7	**Other recoverable**										
	– Brajbhumi Nirmaan Private Limited	-	-	-	-	-	-	-	-	-	-
	– Adventz Trading DMCC	-	-	-	-	-	-	-	-	-	-
8	**Interest receivable on ICD/Loan**										
	– Forte Furniture Products India Private Limited	2.07	-	-	-	-	8.13	-	-	-	-
	– Zuari Agro Chemicals Limited	-	-	-	-	-	-	1,163.60	-	-	-
	- Texmaco Rail & Engineering Limited	-	929.67	-	-	-	-	370.32	-	-	-
9	**Advance against sale of land**										
	– Zuari Farmhub Limited	-	-	-	-	-	-	-	-	-	-
10	**Advance against purchase of land**										

Summary of consolidated significant accounting policies and other explanatory information
for the year ended 31 March 2023

S No	Transaction details	For the year ended March 2023					For the year ended March 2022				
		Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence	Key Management Personnel/ Relatives of KMP	Joint Ventures	Associates	Enterprises having Significant Influence	Enterprises where the Company is having significant influence	Key Management Personne/ Relatives of KMP
	- Burj District Development Limited, Cayman Islands	4,798.50	-	-	-	-	4,333.35	-	-	-	-
11	**Advances against income tax under litigations**										
	– Zuari Agro Chemicals Limited	-	522.16	-	-	-	-	522.16	-	-	-
12	**Deposit of provident fund**										
	– Zuari Industries Limited Employees Provident Fund	-	-	-	5.74	-	-	-	-	4.88	-
13	**Deposit of non-management employees pension fund**										
	– Zuari Industries Limited Non Management Employees Pension Fund	-	-	-	0.23	-	-	-	-	0.15	-
14	**Security Deposit Given**										
	- Texmaco Infrastructure and Holding Limited	-	17.67	-	-	-	-	12.37	-	-	-
	- Zuari agro Chemicals Limited	-	0.60	-	-	-	-	-	-	-	-
15	**Loans/icd taken**										
	– Globalware Trading and Holdings Limited	-	-	1,959.83	-	-	-	-	1,704.45	-	-
	– Mr. Akshay Poddar	-	-	-	-	3,332.18	-	-	-	-	3,073.39
	- Texmaco Infrastructure and Holding Limited	-	1,654.23	-	-	-	-	1,951.46	-	-	-
16	Escrow & Restricted Accounts										
	- Burj District One Limited	25,315.82		-	-	-	-	-	-	-	-

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

47 Financial risk management objectives and policies

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

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 market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk.

(a) Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Such borrowings are based on fixed as well as floating interest rate. Interest rate risk is determined by current market interest rates, projected debt servicing capability and view on future interest rate. The group mitigates this risk by regularly assessing the market scenario and finding appropriate financial instruments.

Interest rate sensitivity	Increase/ decrease in basis points	Effect on profit before tax
31 March 2023		INR lakhs
INR Borrowings	+50	(298.73)
INR Borrowings	-50	298.73
31 March 2022		
INR Borrowings	+50	(309.65)
INR Borrowings	-50	309.65

(b) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates.

Foreign currency sensitivity

Particulars	Net Exposure	Change in USD rate	Effect on profit before tax/ pre-tax equity INR Lakhs
USD			
31 March 2023	**(8,916.22)**	**+5%**	**(445.81)**
		-5%	
31 March 2022	**(9,258.13)**	**+5%**	**(462.91)**
		-5%	
SAR			
31 March 2023	**(5.92)**	**+5%**	**(0.30)**
		-5%	0.30
31 March 2022	**(42.25)**	**+5%**	**(2.11)**
		-5%	2.11
AED			
31 March 2023	**28.00**	**+5%**	**1.40**
		-5%	(1.40)
31 March 2022	**26.00**	**+5%**	**1.30**
		-5%	(1.30)

c) **Equity price risk**

Applicability

The Group's investment in listed and non-listed equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. Having regard to the intrinsic worth, intent and long term nature of securities, fluctuation in their prices are considered acceptable. Reports on the equity portfolio are submitted to the senior management on a regular basis. The Holding Company's Board of Directors reviews and approves all equity investment decisions.

The exposure of equity securities price risk arises from investment FVTOCI held by the Group. At the reporting date, the exposure to listed equity securities at fair value was INR 1,62,739.50 lakhs (31 March 2022: INR 2,60,099.31 lakhs) and unlisted equity securities at fair value is INR 121.57 lakhs (31 March 2022: INR 117.15 lakhs), which are classified at FVTOCI

Equity price sensitivity

The table below summarises the impact of increase/decrease of the index on the Company's equity and profit for the period. The analysis is based on the assumption that the equity index had increased by 5% or decreased by 5% with all other variables held constant, and that all the Company's equity instruments moved in line with the index.

Particulars	Impact on other components of equity
31 March 2023	
NSE Nifty 50-increases by 5%	8,136.98
NSE Nifty 50-decreases by 5%	(8,136.98)
31 March 2022	
NSE Nifty 50-increases by 5%	13,004.97
NSE Nifty 50-decreases by 5%	(13,004.97)

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables).

The Group extends credit to customers in normal course of business. The Group considers factors such as credit track record in the market and past dealings for extension of credit to customers. The Group monitors the payment track record of the customers. Outstanding customer receivables are regularly monitored. The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and operate in largely independent markets.

Reconciliation of loss allowance provisions- Trade receivable	Amount
Impairment allowance on 1 April 2021	**1,833.50**
Net impairment loss reversed during the year	273.83
Impairment allowance on 31 March 2022	**2,107.33**
Net impairment loss recognised during the year	**36.61**
Impairment allowance on 31 March 2023	**2,143.94**

Liquidity risk

Liquidity risk is the risk where the group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach is to ensure as far as possible that it will have sufficient liquidity to meet its liabilities when due.

The Group relies on a mix of borrowings and excess operating cash flows to meet its needs for funds. The group monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities at all times so that the Group does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.

Summary of consolidated significant accounting policies and other explanatory information
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The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

Particulars	Less than 1 year	1 to 5 years	> 5 years	Total
Year ended 31 March 2023				
Borrowings	90,518.32	177,349.06	-	267,867.38
Trade payables	25,018.26	91.30	-	25,109.56
Other financial liabilities	4,172.40	1,000.60	-	5,173.00
Lease Liabilties	204.81	782.59	211.04	1,198.44
	119,913.79	**179,223.55**	**211.04**	**299,348.38**
Year ended 31 March 2022				
Borrowings	77,175.69	171,728.95	-	248,904.64
Trade payables	34,519.89	91.30	-	34,611.19
Other financial liabilities	5,311.23	0.59	-	5,311.82
Lease Liabilties	231.62	833.71	211.04	1,276.37
	117,238.43	**172,654.55**	**211.04**	**290,104.02**

48 Capital management

For the purpose of the Group's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the company.The Group's objective with respect to capital management is to ensure continuity of business while at the same time provide reasonable returns to its various stakeholders. In order to achieve this, requirement of capital is reviewed periodically with reference to operating and business plans that take into account capital expenditure and strategic investments. Sourcing of capital is done through judicious combination of equity/ internal accruals and borrowings, both short term and long term.

Particulars	As at 31st March, 2023	As at 31st March, 2022
Borrowings (including debt portion of preference shares)	261,962.03	244,034.99
Less: cash and cash equivalents	9,135.37	6,947.29
Net debts	252,826.66	237,087.70
Total capital	239,497.36	297,352.43
Capital and net debt	492,324.02	534,440.13
Gearing ratio (%)	51.35%	44.36%

In order to achieve this overall objective, the Group'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 major 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.

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

49 Revenue related disclosures:

Significant changes in contract assets and liabilities

Particulars	As at 31st March, 2023	As at 31st March, 2022
Contract liabilities - Advance from customers		
Opening balance of Contract liabilities	**18,085.81**	**15,883.61**
Less: Amount of revenue recognised against opening contract liabilities	12,043.36	2,805.43
Add: Addition in balance of contract liabilities for current year	27,759.47	5,007.63
Closing balance of Contract liabilities	**33,801.92**	**18,085.81**
Contract liabilities - Deferred revenue		
Opening balance of Contract liabilities - Deferred revenue	**11.22**	**409.69**
Less: Amount of revenue recognised against contract liabilities	11.22	409.69
Add: Addition in balance of contract liabilities for current year	-	11.22
Closing balance of Contract liabilities - Deferred revenue	**-**	**11.22**
Contract assets - unbilled revenue		
Opening balance of contract assets	**909.32**	**282.48**
Less: Amount of revenue recognised against opening contract liabilities	900.08	222.06
Add: Addition in balance of contract assets for the current year	643.65	848.90
Closing balance of contract assets	**652.89**	**909.32**
Contract assets - Cost Incurred to obtain a contract		
Opening balance of contract assets	**24.01**	**34.34**
Less: Amount of prepaid expense recorded as expense in statement of profit & loss in current year	46.32	23.11
Add: Addition in balance of prepaid expenses in current year	45.25	12.78
Closing balance of contract assets	**22.94**	**24.01**

Summary of consolidated significant accounting policies and other explanatory information
for the year ended 31 March 2023

50 Statutory group information:

S No	Name of the Entity	Net Assets, i.e., total assets minus total liabilities as at 31 March 2023		Share in Profit or Loss for the year ended 31 March 2023		Share in Other comprehensive Income for the year ended 31 March 2023		Share in Total comprehensive Income for the year ended 31 March 2023	
		As % of consolidated net assets	Amount (INR in lakhs)	As % of consolidated profit or loss	Amount (INR in lakhs)	As % of consolidated net assets	Amount (INR in lakhs)	As % of consolidated profit or loss	Amount (INR in lakhs)
	Zuari Industries Limited (Console)	100.00	2,39,497.36	100.00	30,628.69	100.00	(87,600.74)	100.00	(56,972.05)
1	**Holding Company**								
	Zuari Industries Limited	93.01	2,22,759.60	6.00	1,836.91	102.06	(89,405.73)	153.70	(87,568.82)
2	**Indian subsidiaries**								
	Indian Furniture Products Limited	0.28	678.89	(3.70)	(1,133.94)	0.00	(0.12)	1.99	(1,134.06)
	Simon India Limited	2.76	6,610.63	2.48	758.15	3.97	(3,475.64)	4.77	(2,717.49)
	Zuari Finserv Limited	1.40	3,350.92	0.09	28.17	0.00	(0.41)	(0.05)	27.76
	Zuari Management Services Limited	1.41	3,383.82	(0.63)	(193.45)	0.71	(626.07)	1.44	(819.53)
	Zuari Infraworld India Limited	3.12	7,483.01	(15.10)	(4,626.31)	0.48	(422.66)	8.86	(5,048.98)
	Zuari Sugar and Power Limited	(4.42)	(10,596.09)	(5.66)	(1,733.44)	-	-	3.04	(1,733.44)
	Zuari Investments Limited	6.82	16,332.92	(6.18)	(1,893.47)	1.34	(1,172.27)	5.38	(3,065.74)
	Zuari Insurance Brokers Limited	0.28	675.83	0.51	157.09	0.00	(1.25)	(0.27)	155.84
	Zuari Envien Bioenergy Private Limited	(0.00)	(0.19)	(0.00)	(1.19)	-	-	0.00	(1.19)
3	**Minorities Interest in subsidiaries**								
	Indian Furniture Products Limited	0.55	1,318.29	0.38	115.91	(0.00)	0.02	(0.20)	115.89
4	**Indian joint ventures**								
	Zuari Indian Oil Tanking Private Limited	-	-	0.51	156.90	(0.00)	0.15	(0.28)	157.05
	Forte Furniture Products India Private Limited	-	-	(2.93)	(897.55)	(0.01)	10.63	1.56	(886.92)
5	**Associates**								
	Zuari Agro Chemicals Limited	-	-	124.29	38,069.92	(1.01)	880.54	(68.37)	38,950.46
	New Eros Tradecom Limited	-	-	0.23	71.91	0.53	(460.64)	0.68	(388.73)
	Mangalore Chemicals & Fertilizers Limited	-	-	0.10	31.11	0.00	(0.08)	(0.05)	31.03
	Darshan Nirmaan Private Limited	-	-	-	-	-	-	-	-
	Pranati Nirmaan Private Limited	-	-	-	-	-	-	-	-
	Brajbhumi Nirmaan Private Limited	-	-	(0.02)	(6.20)	-	-	0.01	(6.20)
	Texmaco Infrastructure and Holding Limited	-	-	0.22	66.18	1.15	(1,004.75)	1.65	(938.57)
	Texmaco Rail & Engineering Limited	-	-	1.49	457.30	(0.05)	42.64	(0.88)	499.94
6	**Eliminations and adjustments due to consolidation**	(5.22)	(12,500.27)	(2.07)	(635.31)	(9.17)	8,034.92	(12.99)	7,399.65
		100.00	**239,497.36**	**100.00**	**30,628.69**	**100.00**	**(87,600.74)**	**100.00**	**(56,972.05)**

Note 51 Statutory group information:

S No	Name of the Entity	Net Assets, i.e., total assets minus total liabilities as at 31 March 2022		Share in Profit or Loss for the year ended 31 March 2022		Share in Other comprehensive Income for the year ended 31 March 2022		Share in Total comprehensive Income for the year ended 31 March 2022	
		As % of consolidated net assets	Amount (INR in lakhs)	As % of consolidated profit or loss	Amount (INR in lakhs)	As % of consolidated net assets	Amount (INR in lakhs)	As % of consolidated profit or loss	Amount (INR in lakhs)
	Zuari Industries Limited (Console)	100.00	297,352.43	100.00	(3,582.58)	100.00	108,048.08	100.00	104,465.51
1	**Holding Company**								
	Zuari Industries Limited	104.66	311,211.43	(42.70)	1,529.89	93.46	100,981.97	98.13	102,511.86
2	**Indian subsidiaries**								
	Indian Furniture Products Limited	0.61	1,812.95	20.13	(721.16)	(0.00)	(0.26)	(0.69)	(721.42)
	Simon India Limited	3.14	9,328.10	30.64	(1,097.78)	3.93	4,246.58	3.01	3,148.80
	Zuari Finserv Limited	1.08	3,223.11	(5.57)	199.57	0.01	14.09	0.20	213.66
	Zuari Management Services Limited	1.41	4,203.35	5.32	(190.77)	2.04	2,199.50	1.92	2,008.73
	Zuari Infraworld India Limited	3.54	10,530.99	34.86	(1,248.78)	(0.06)	(67.89)	(1.26)	(1,316.67)
	Zuari Sugar and Power Limited	(2.98)	(8,862.65)	122.19	(4,377.68)	-	-	(4.19)	(4,377.68)
	Zuari Investments Limited	6.52	19,398.63	81.72	(2,927.68)	9.01	9,729.99	6.51	6,802.31
	Zuari Insurance Brokers Limited	0.21	616.24	(0.49)	17.69	0.00	0.83	0.02	18.52
3	**Minorities Interest in subsidiaries**								
	Indian Furniture Products Limited	0.40	1,202.37	2.93	(105.12)	0.00	0.04	(0.10)	(105.16)
4	**Indian joint ventures**								
	Zuari Indian Oil Tanking Private Limited	-	-	(1.82)	65.25	0.00	3.55	0.07	68.80
	Soundaryaa IFPL Interiors Limited	-	-	0.90	(32.25)	-	-	(0.03)	(32.25)
	Forte Furniture Products India Private Limited	-	-	32.22	(1,154.29)	0.00	3.04	(1.10)	(1,151.25)
5	**Associates**								
	Zuari Agro Chemicals Limited	-	-	(116.79)	4,184.06	1.20	1,295.51	5.25	5,479.57
	New Eros Tradecom Limited	-	-	(0.62)	22.24	0.70	760.55	0.75	782.79
	Mangalore Chemicals & Fertilizers Limited	-	-	(0.63)	22.70	(0.00)	(0.05)	0.02	22.64
	Texmaco Rail & Engineering Limited	-	-	(3.35)	120.14	(0.02)	(21.06)	0.09	99.08
	Texmaco Infrastructure and Holding Limited			76.43	(2,737.99)	3.66	3,950.07	1.16	1,212.08
6	**Eliminations and adjustments due to consolidation**	(18.60)	(55,312.09)	(135.36)	4,849.38	(13.93)	(15,048.38)	(9.76)	(10,198.91)
		100.00	**297,352.43**	**100.00**	**(3,582.58)**	**100.00**	**108,048.08**	**100.00**	**104,465.51**

Summary of consolidated significant accounting policies and other explanatory information
for the year ended 31 March 2023

52. Scheme of Amalgamation

Hon'ble National Company Law Tribunal, Mumbai vide its order dated 20 April 2022 and Hon'ble National Company Law Tribunal, New Delhi vide its order dated 28 March 2022 approved the Scheme of Amalgamation of one of its indirect subsidiairy company Gobind Sugar Mills Limited (GSML) with the holding company Zuari Industries Limited (ZIL) in accordance with the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder. Both ZIL and GSML filed the certified copy of orders with Registrar of Companies, Goa and Registrar of Companies, Delhi respectively on 30 April 2022. The Appointed Date as per the scheme is 1 April 2020 and became operative from the Effective Date i.e. 30 April 2022.

On 30 April 2022, the entire business and whole of the undertaking of GSML, without any further act, deed, matter or thing, together with all properties, assets, rights, liabilities, benefits and interest therein stand transferred to and vested in and / or deemed to be transferred to and vested in ZIL, as a going concern and become the properties and liabilities of ZIL from 1 April 2020.

The key terms of the Scheme are as under:

1. Equity Shareholders of GSML to receive 1 equity share of ZIL for every 2.85 equity shares or 10000 10% NCRPS for every 1006 equity shares held in GSML, at their option.

2. Preference Shareholders of GSML to receive 7% NCRPS in ZIL on same terms and conditions as were applicable in GSML (i.e. to be redeemed after expiry of 12 years from the date of original allotment).

3. ZIL to account for amalgamation as per 'Pooling of Interest Method' in accordance with Ind AS 103.

4. The carrying amount of investments in the shares of GSML as appearing in the books of subsidiaries of ZIL shall stand cancelled.

5. The comparative financial information in respect of prior periods presented in financial statements of ZIL shall be restated, as if amalgamation had occurred from the beginning of such comparative period (i.e on or from 01.04.2020) presented in the financial statements.

6. The difference between the amount recorded as equity and preference share capital issued as per the Scheme and the amount of share capital of GSML, after adjusting the impact of cancellation of investment in equity share capital of GSML and inter-company balances will be transferred to the Capital Reserve of ZIL, and presented separately from other Capital Reserve with disclosure of its nature and purpose in the notes to the financial statements of ZIL.

The Company had fixed 13 May 2022 as "Record Date" for ascertaining the equity and preference shareholders of GSML who are entitled to receive equity or preference shares of the ZIL consequent to amalgamation. ZIL despatched option forms on 17 May 2022 to all the equity shareholders of GSML giving them the option to opt for either equity shares or 10.5% Non-Convertible Redeemable Preference Shares (10.5% NCRPS). The last date of receipt of option forms was 16 June 2022 post which ZIL alloted 3,40,580 equity shares and 58,52,034 10.50% NCRPS.

Further, 59,22,080 7% NCRPS of Rs. 10 each have also been alloted to erstwhile preference shareholder of GSML.

Pending allotment of such shares to the non-controlling shareholders, it was assumed that all non controlling shareholders of GSML will opt for equity shares of ZIL and nominal value of such shares disclosed under "Other Equity".

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

53 Additional Disclosures

(a) Compliance with number of layers of companies:

No layers of companies has been established beyond the limits prescribed under clause 87 of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

(b) Relationship with Struck off Companies:

There are no transaction with the companies whose name struck off under section 248 of The Companies Act, 2013 or section 560 of Companies Act, 1956 during the year ended 31 March 2023 and the year ended 31 March 2022,except as per the details given below:-

Name of the Struck off company	Nature of transaction with Struck off Company	Balance Outstanding as at 31st March,2023	Balance Outstanding as at 31st March,2022	Relation with the Struck off Company
Sureka Equipments Pvt. Ltd.	Trade Payable	1.79	1.79	Vendor

(c) Reconciliation of quarterly statement of current assets filed with banks or financial statements- State Bank of India and DCB

Quarter ended	Particulars of Security Provided	Amount as per books	Amount as per quarterly return / statement	Amount of difference	Reason for material discrepancy
Jun-22	Hypothecation Charge on entire Current Assets and Charge on pledge of finish, W.I.P goods,Raw Material and additional charge on land ,Building and plant and machinery same as SBI against principal and interest amount.	21,793.77	21,644.09	149.68	The stock valuation for the purpose of books is done at lower of cost or Net realisable value, whereas for the purpose of stock statement, it is taken as lower of previous month's sales or average selling price of previous 3 months.
Sep-22		10,749.73	10,990.04	(240.31)	
Dec-22		13,150.68	13,144.79	5.89	
Mar-23		26,643.29	25,346.73	1,296.56	

(d) Details in respect of Utilization of Borrowed funds and share premium shall be provided in respect of:

The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

i) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or

ii) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group 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 on behalf of the Ultimate Beneficiaries

Summary of consolidated significant accounting policies and other explanatory information
for the year ended 31 March 2023

Note 54: The Board of Directors vide its resolution dated Feb 13, 2023 has accorded its consent for the Scheme of Amalgamation with Zuari Sugar and Power Limited (a wholly owned subsidiary company) and their respective shareholders and creditors ('the Scheme'). The Board of Directors of the Zuari Sugar and Power Limited have also accorded consent to the Scheme vide their resolution dated Jan 31, 2023. The appointed date of Amalgamation as per the Scheme is 1 April 2022. The hearing of the first motion application was held on 11 May 2023 and the NCLT order was received on 19 May 2023. Pursuant to the said order, NCLT has dispensed with the holding of meetings of shareholders (both equity and preference) and creditors (both secured and unsecured) of ZIL. The said order has been filed with the Stock Exchanges on 19 May 2023 as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The Company is in process to send the relevant notices to statutory authorities viz. RD, ROC, Stock Exchanges, Income Tax, Official Liquidator etc. inviting representations, if any, in connection with the proposed Scheme of Amalgamation to be made to the NCLT and the Company.

Note 55: Simon India Ltd. has not received the payment of outstanding foreign receivables within the period mentioned in the Master Circular on Export of Goods and Services issued by the Reserve Bank of India ("RBI"). Trade receivables amounting to INR 350.87 lakhs (31 March 2022: INR 323.28 lakhs) due from overseas parties is outstanding for a period of more than nine months. In respect of these receivables – the Company has intimated to RBI through its authorised dealer bank for the delays in its realisation. Pending the final outcome of the aforesaid matters, which is presently unascertainable, the Comapny has made provision for full amount during the current year, as a matter of prudence.

Note 56: One subsidiary of the Group, Zuari International Limited (formerly Zuari Investments Limited), after the demerger of operation division, had applied for registration with Reserve Bank of India (RBI) as Non Deposit taking Systematically Important Core Investment Company (ND-SI-CIC) under section 45-IA of the RBI Act vide application dated 25 March 2019. The application was rejected and RBI asked to re-submit the application. Further, during the financial year 2022-23, the Company has started sugar trading activities and consequently is not required to have NBFC registration.

Note 57: Other Notes from consolidated financial statements of Zuari Infraworld India Limited (a Subsidiary of the Holding Company) for the year ended 31 March 2023:

a) Accumulated losses of Zuari Infra Middle East Limited, a subsidiary company.

The subsidiary company has incurred a loss of AED 48.51 lakhs (equivalent INR 1064.09 lakhs) during the year (31 March 2022: AED 53.20 lakhs (equivalent INR 1,077.60 lakhs)) and has accumulated losses of AED 243.63 lakhs (equivalent INR 5,452.85 lakhs) (31 March 2022: AED 195.22 lakhs (equivalent INR 4,028.37 lakhs)) as of that date resulting in deficit in equity funds. This situation is not in compliance with U.A.E. Federal Law No. 2 of 2015. The deficit is due to start-up phase of the project and the parent entities and the joint venture partners have funded the projects in kind. They have agreed to continue their support. The revised cash flow forecast shows positive and profitable financial performance. However, the Management has considered the Company as going concern in view of future prospects of real estate market in Dubai.

b) During the financial year ended 31 March 2019, the step down subsidiary company has made subscription for 50% share in the issued share capital of Burj District Development Ltd ("JV Company"), Cayman Islands made up of 25,000 shares of B class of USD 1 each as per JV agreement. The joint venture is engaged to carry out any activities which is not prohibited by the Companies Law (2011 revision) of Cayman Islands.

The JV Company has not opened bank account and hence the share capital is not contributed by the subsidiary company. The JV Company's incorporation and renewal expenses are accounted in subsidiary's books of account. The JV Company holds 1 share in Burj District One Limited, Jebel Ali Offshore Company, Dubai, UAE, which owns a plot of land on which the project "St Regis Residencies" is being developed by the subsidiary company. Post completion of the project, profitability and its sharing between the JV partners will be separately determined extracting qualifying costs and revenue from that company's account.

Summary of consolidated significant accounting policies and other explanatory information
for the year ended 31 March 2023

Note 58: The accumulated losses of Forte Furniture Products India Private Limited (an Associate of the Holding Company) as at 31st March 2023 amounting to Rs. 11,315.75 lakhs has resulted in erosion of entire net worth as on that date. Further, the company has incurred cash losses in the current and previous year. Based on the projections of estimated future cash flows, the company expects significant improvements in the operating results in the coming years. Further, the shareholders have also committed to support the company in the long term, as evidenced by periodic infusion of equity share capital, including Rs. 1,185.42 lakhs in the current year and additional funding in the form of ECB/ICD for an amount of Rs. 456.07 lakhs in the current year.

Considering the above, the management is of the view that the company's operations will turn profitable in the near future and that the company will be able to meet the liabilities as on 31-03-2023. Accordingly, the accounts have been drawn up on a going concern basis.

Further, taking into account the future cash flow projections as stated above, the management is of the opinion that there is no impairment in the carrying value of property, plant and equipment and RoU assets as on 31st March 2023.

Note 59: Notes from consolidated financial statements of Zuari Agro Chemicals Limited (an Associate of the Holding Company) for the year ended 31 March 2023

a) During the year ended March 31, 2020, pursuant to board approval obtained on February 5, 2020 and vide Business Transfer Agreement dated March 31, 2020, the Company had transferred its assets and liabilities of its retail, specialty nutrient business (SPN) & allied, crop protection and care business (CPC), seeds and blended businesses (farmhub business) to Zuari Farmhub Limited, a wholly owned subsidiary, with effect from March 31, 2020 on a going concern basis under a slump sale arrangement.

   During the quarter ended June 30, 2022 Zuari Farmhub Limited has issued 78,55,70,000 equity shares of INR 10 each by way of conversion of unsecured compulsory convertible debentures (CCD's).

   During the quarter ended June 30, 2022 Zuari Farmhub Limited has filed before NCLT, Scheme for Reduction of its Share Capital in accordance with section 66 of the Companies Act 2013 by way of setting off its Equity share capital against negative capital reserves as appearing on 31st March 2022. The same has been approved by NCLT, Mumbai Bench, vide its order dated May 04. 2023 and the Scheme has become effective from the appointed date i.e. 1 July 2022. To give effect to the capital reduction, ZFL has cancelled and extinguished 69,89,67,400 number of shares with face value of INR 10 each in their books. Accordingly, the Company has reduced its carrying value of investment in ZFL by INR 698,96.74 lakhs and loss arising on the same has been disclosed under exceptional items in profit and loss statement by the Company.

b) in case of a subsidiary, Adventz Trading DMCC, foreign subsidiary of the Company, The Board of Directors of the Company at its meeting held on 31st March, 2023 has approved the liquidation and winding up of operation, subject to the approval of Reserve Bank of India and other Regulatory Authorities, as it was not conducting any business since May,2021,. Further, the Company does not envisage any viable business in the near future as well. Consequently, Subsidiary Company (ATD) has changed the basis of preparing its financial statement from going concern to liquidation basis, hence it has not been considered for the purpose of Consolidation of the Company.

c) During the year 2020-21 the Company has entered into a Business Transfer agreement (BTA) dated March 01, 2021 with Paradeep Phosphates Limited (PPL) for transfer of its Fertilizer plant at Goa and associated business (Fertilizer Division) of the Company as a going concern on slump sale basis to PPL. On June 01, 2022, the Company consummated the sale and transfer of Goa fertilizer plant and associated business to PPL and recognized Pre-tax gain of INR 1142,39.04 lakhs under exceptional item in the financial statements of the Company.

d) In case of a subsidiary, Mangalore Chemicals & Fertilizers Limited (MCFL), during the year ended 31.03.2021 had recognized urea subsidy income of INR 29.14 crores without benchmarking its cost of production using naphtha with that of gas-based urea manufacturing units recently converted to natural gas, as notified by the Department of Fertilizers for subsidy income computation. MCFL has filed writ petition against the Department of Fertilizers [DOF] before the Hon'ble High Court of Delhi [DHC] against this matter. The management of the subsidiary based on legal opinion and considering the fact that the energy cost is always a pass through in subsidy computation, believes that artificial benchmarking is arbitrary and discriminatory and is confident of realization of the aforesaid subsidy income.

Summary of consolidated significant accounting policies and other explanatory information

for the year ended 31 March 2023

e) In case of Parent company, during the year ended 31 March 2020 due to devolvement of loans, a remuneration of INR 0.81 crores paid to its then managing director in accordance with ordinary resolution but without prior approval from banks/financial institutions and approval of the shareholders by a special resolution as per provisions of Section 197 of Companies Act, 2013 (Act) read with Schedule V, has been recognized as recoverable from the managing director as at year end. As per section 197(10) of the Act, the Company was required to obtain shareholders' approval by way of special resolution for waiver of recovery of remuneration paid to the then Managing Director, within 2 years from the date the sum becomes refundable, subject to obtaining prior approvals from the banks/financial institutions. The Company had requested the banks / financial institutions (lenders) where there was default in payment/ devolvement, to provide their approval for waiver of excess remuneration. However, the Company has not received the consent from the lenders till date. The Company proposes to obtain the shareholders resolution for waiver of recovery of remuneration paid to the then Managing Director without obtaining the lenders consent.

As per our Attached Report of even date.
For V. Sankar Aiyar & Co.
Chartered Accountants
Firm's Registration No.: 109208W

Sd/-
Ajay Gupta
Partner
Membership No.: 090104

Place: Gurugram
Date : 25 May 2023

For and on behalf of Board of Directors of
Zuari Industries Limited (Formerly Zuari Global Limited)

Sd/-
Athar Shahab
Managing Director
DIN: 01824891

Sd/-
Vijay Vyankatesh Paranjape
Director
DIN: 00237398

Sd/-
Nishant Dalal
Chief Financial Officer

Sd/-
Laxman Aggarwal
Company Secretary
Membership No. A19861

Place: Gurugram
Date : 25 May 2023

Notes

Registered Office

Jai Kisaan Bhawan,
Zuarinagar, Goa - 403726
CIN No: L65921GA1967PLC000157

Corporate office

5th Floor, Tower A, Global Business Park,
Sector - 26, MG Road, Gurugram, Haryana, 122002