

Future Unlocked



Black Rose Industries Limited

Annual Report 2021-22

Future Unlocked

Over the years, we have been focusing on scaling capacities and diversifying our portfolio, which in conjunction with our increasing focus on research and development, has translated into highest-ever revenues and profits for us in 2021-22, holding us in good stead for the years to come.

At Black Rose Industries Limited (Black Rose), we not only strive to be ahead of the curve, but are also determined to carve our own niche presence in the sector we operate in. In achieving so, we have been mindful of our strategies and have ensured that our strong relationship with our principals acts as the building blocks of a reinforced tomorrow. The ongoing business diversification has helped us attain progressive growth during the fiscal. Further, our strategic focus areas coupled with the sectoral opportunities with the world heading towards normalcy after the COVID-conundrum, validates the scope of a promising tomorrow.

Thereby, unlocking
future opportunities and
growth prospects.



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Highlights FY 2021-22

Highest-ever

Revenues and profits recorded in the history of the Company



₹342.97 crores

Standalone Revenues in FY 2021-22



₹30.50 crores

Standalone PAT in FY 2021-22

Forward-looking Statements

In this annual report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions.

The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should kindly bear this in mind.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

COMPANY OVERVIEW

Diversity and grit at the forefront

Leveraging a rich legacy of close to three decades, Black Rose Industries Limited is engaged in the distribution and manufacturing of speciality and performance chemicals.

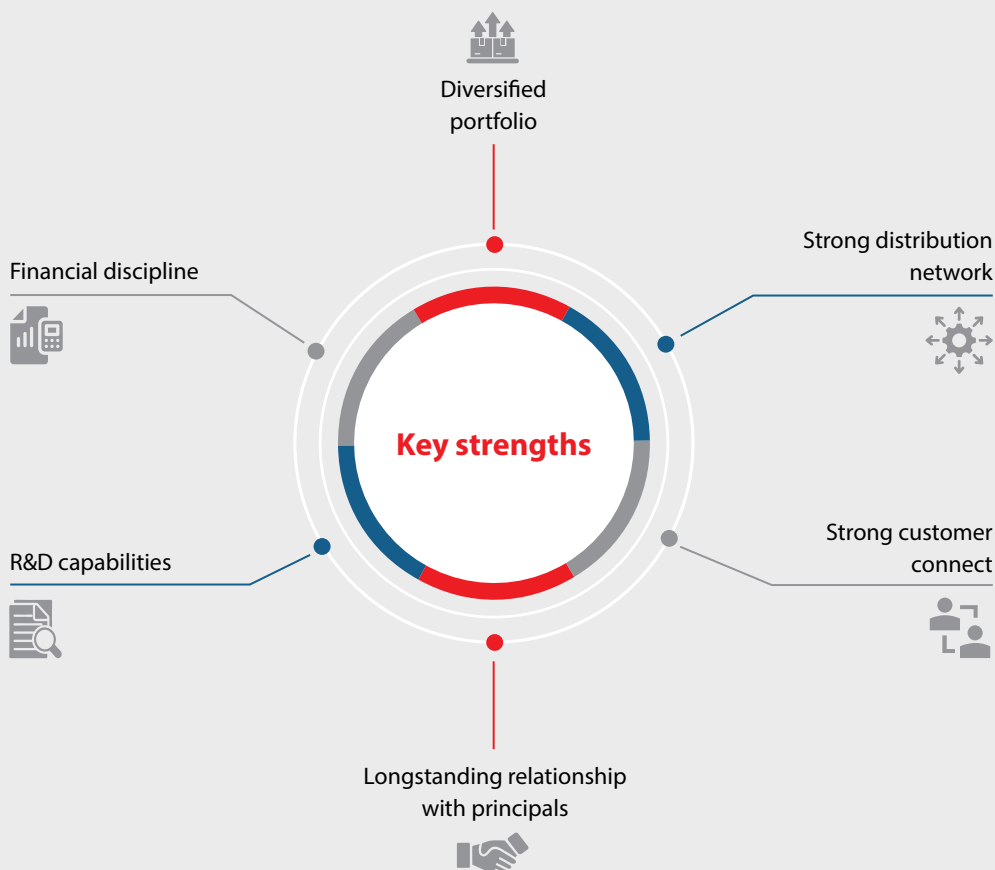
Over the years, we have emerged as one of the market leaders in our products and run South Asia's first acrylamide manufacturing plant.

Riding on the back of a vast experience of 25 years in the distribution business, we expanded our presence into the manufacturing of acrylamide liquid in 2013. Headquartered in Mumbai, we operate a state-of-the-art manufacturing unit at Jhagadia. We also operate a fully-owned subsidiary in Japan, namely B. R. Chemicals Co. Ltd., which is engaged in local distribution and export of chemicals. The Company is listed on Bombay Stock Exchange (BSE), with a market capitalisation of ₹ 997.56 crore as on March 31, 2022.

Vision

At Black Rose, we aim to be the leader in our products and markets by providing high quality services and products to our customers. We strive to grow profitably and responsibly through the innovative application of our knowledge, infrastructure, and relationships.

And we pursue excellence in all that we undertake, taking steps to continuously improve ourselves while reliably serving our customers' needs.



CRISIL Credit Rating**BBB+**

Long-term credit rating

A3+

Short-term credit rating

Our Diversified Portfolio**Distribution**

- Speciality chemicals
- Performance chemicals

Manufacturing

- Acrylamide liquid
- Polyacrylamide liquid
- N-methylol acrylamide (NMA)
- Acrylamide solid

Our R&D Capabilities

On the back of our strong research and innovation capabilities, we have been able to service our customers across the world with a range of products that find diverse downstream application. Our continued investments in R&D ensures that the Company is able to ideate and develop state-of-the-art products which keep us ahead of the curve at all times.

With the plans of the Company to develop a new R&D centre in the outskirts of Mumbai, and the induction of a new technical advisor from Japan, our R&D efforts are expected to grow substantially, enabling us to strengthen our vast portfolio.

Our investment in R&D would also ensure our increasing focus on new green chemistries, and new performance evaluation labs.



EXECUTIVE DIRECTOR'S LETTER

Resilient in the face of disruption



I am happy to present to you our 32nd Annual Report for the year 2021-22. I would like to inform all our stakeholders that we have performed well against the backdrop of the consecutive waves of the COVID-19 pandemic and the global economic scenario.

Macro-Economic Scenario

The year 2021-22 was full of uncertainties with the second and third waves of COVID-19 and the onset of the Ukraine-Russia war, which disrupted not only the supply chain but also the macroeconomic scenario across the globe and resulted in rising inflation. However, despite these challenges, the Indian economy was estimated to have grown at 8.7% year-on-year compared to a contraction of 6.6% in 2020-21.

Performance Review

In the face of these headwinds, we took strategic measures to ensure a sustained profit trajectory during the fiscal. These steps not only helped us hold our own, but also helped us achieve the highest-ever revenue and profit in the history of the Company. We are pleased to report standalone revenues of ₹ 342.97 crore in 2021-22 compared to ₹ 235.68 crore in 2020-21, clocking a growth of 46%. Further, our EBITDA and PAT stood at ₹ 44.43 crore and ₹ 30.50 crore in 2021-22 compared to ₹ 39.60 crore and ₹ 26.75 crore in 2020-21, growing at 12% and 14% respectively.

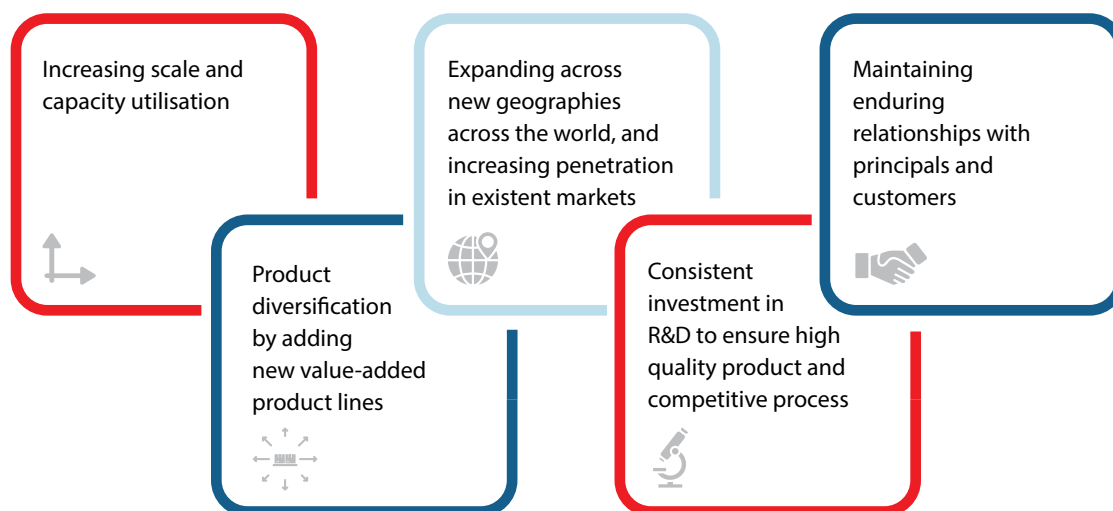
Scale and Diversity Taking us Ahead

We focused on scaling our capacities and launching new products, which would not only de-risk our business, but also help us cater to a diverse demand across the globe, thereby increasing our customer base. We completed two projects - the manufacture of acrylamide powder (3,600 MTPA) and the production of N-methylol acrylamide (2,000 MTPA). These not only provide us with economies of scale, helping us control costs, but also ensure a robust portfolio which caters to a broad range of customers' needs.

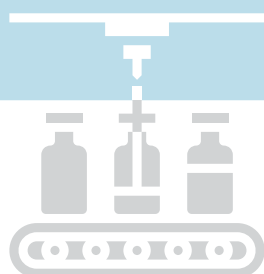
Growth Potential Unlocked

India is the 6th largest chemical manufacturing nation in the world and the 3rd largest in Asia. Additionally, the country is the 14th largest chemical exporter in the world. In FY 2021-22, India's chemical exports reached an all-time-high of US\$ 29 billion, registering a substantial 106% growth over the previous fiscal. There is a huge headroom for growth in the Indian chemical industry, and with Black Rose operating in a niche space, the opportunities of growth are even higher. The rise in scale would help us make the most of these opportunities in the foreseeable future.

Strategic focus areas



We focused on scaling our capacities and launching new products, which would not only de-risk our business, but also help us cater to a diverse demand across the globe, thereby increasing our customer base.



Outlook

Against the backdrop of the many headwinds which keep blowing in our dynamic world, we have continuously strengthened our strategic priorities to ensure robust results. We look to consolidate our position as a reliable manufacturer in the global acrylamide and acrylamide derivatives market, while strengthening our role as trusted distributors of products made by our principals. We are in the process of setting up a state-of-the-art R&D facility in the outskirts of Mumbai where we intend to focus on polyacrylamide process development and to also begin work on developing green chemistries for the production of conventional petrochemical-based chemicals from bio-renewable sources.

Acknowledgement

In conclusion, I would like to express my gratitude to the Board of Directors for their guidance, to our principals and customers for their unstinted support and faith, and to our employees for their untiring efforts.

Warm regards,

Anup Jatia

Executive Director

PERFORMANCE INDICATORS

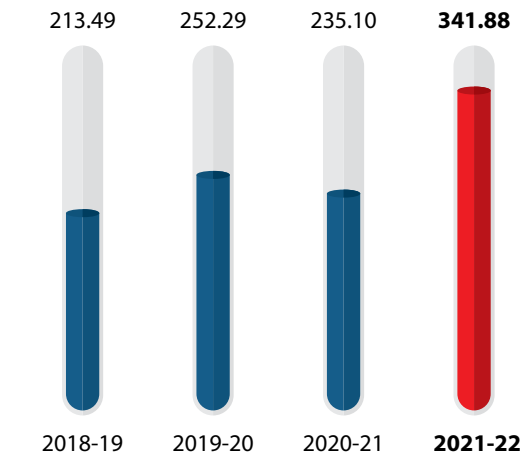
Leveraging strengths. Unlocking performance.

Over the years, our business has predominantly been driven by a strong portfolio, longstanding customer relations and R&D capability. Banking on these strengths, we have laid the building blocks of our growth trajectory.

3-year CAGR Y-o-y

Standalone Revenue from Operations

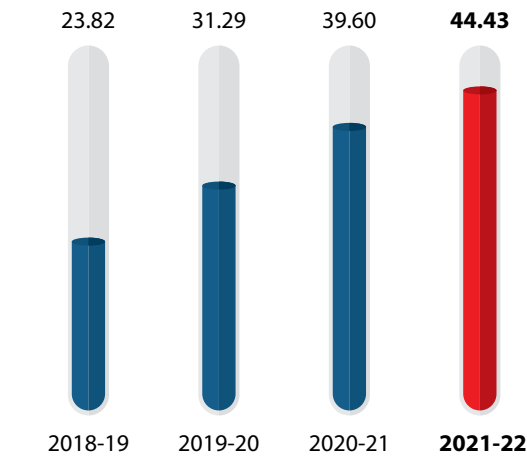
(₹ crore)



16.99% 46%

Standalone EBITDA

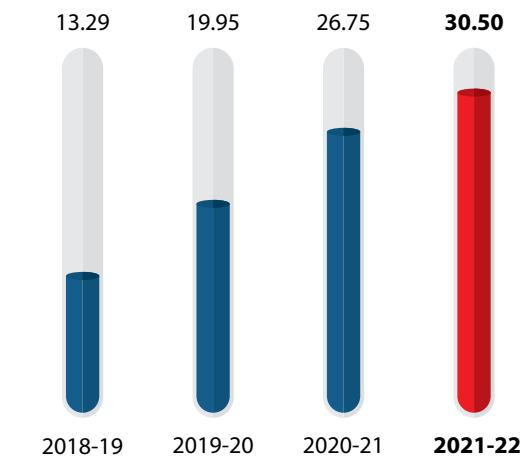
(₹ crore)



23.10% 12%

Standalone Net Profit

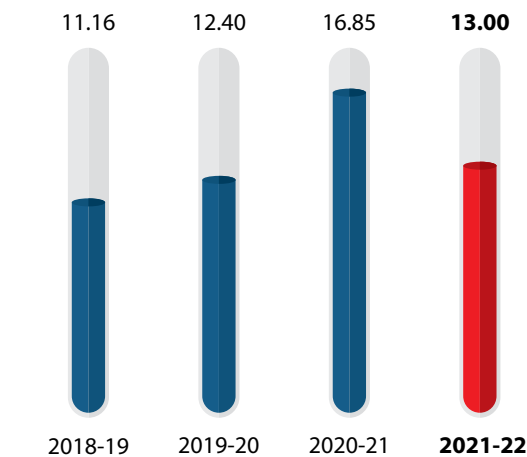
(₹ crore)



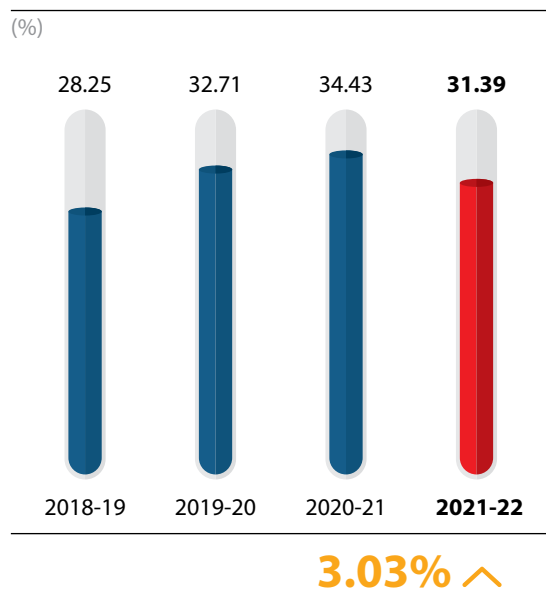
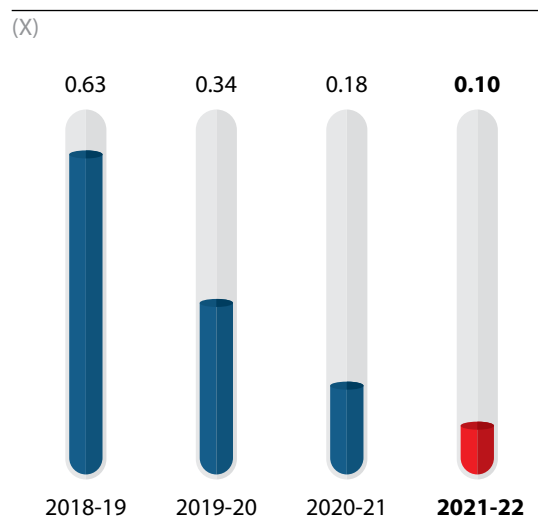
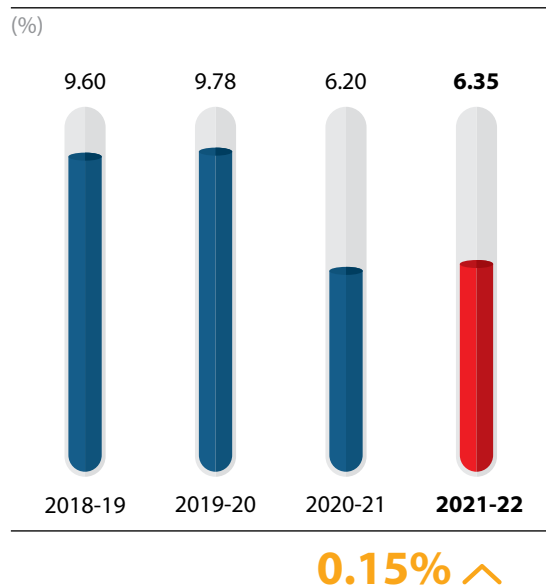
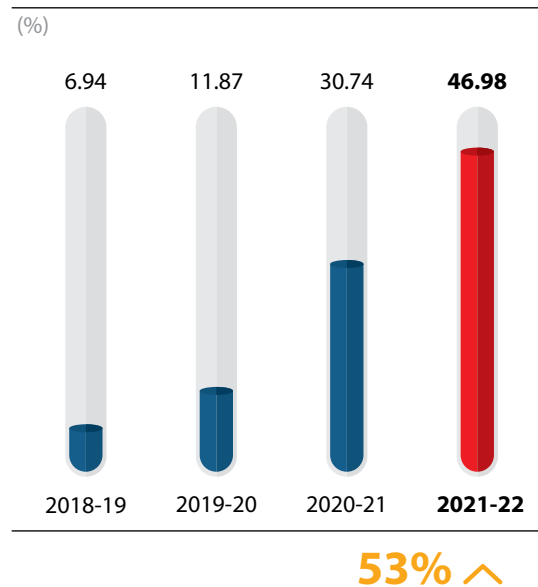
31.90% 14%

Standalone EBITDA margin

(%)



3.85%

3-year CAGR  Y-o-y **Standalone ROCE****Standalone Debt Equity Ratio****Standalone Average Debt Cost****Interest Cover**

BUSINESS SEGMENT REVIEW – DISTRIBUTION BUSINESS

Decisive steps keeping us ahead of the curve

At Black Rose, the majority of our revenue is contributed by the distribution business, standing tall on the back of a strong and diverse portfolio, robust network and longstanding relationships with our principals. Further, to diversify and de-risk our business, we also manufacture certain specialty and performance chemicals, ensuring business competitiveness.

Overview

We provide a wide array of products across both domestic and international markets through our distribution business. We cater to the diversified demand of our customers and meet them through enduring relationships with our principals in Germany, Thailand, Malaysia, China and other countries. Our ability to seed the market for our products developed by us, validate our strong position in the market. We enjoy long-standing bonds with multiple Japanese manufacturers who chose us as their direct distribution partners, contrary to convention wherein Japanese manufacturers generally choose Japanese intermediaries for distribution.

Highlights FY22

Despite the supply chain disruption caused by the second wave of the COVID-19 pandemic, we stood our ground. From the second quarter of the fiscal, our distribution business saw a strong rebound on the back of pent-up demand and addition of new products in our portfolio. A majority share of 68% of total revenue was contributed by the distribution business in 2021-22.

Sale of acrylonitrile, isophthalic acid, and meta cresol saw a sharp rise, which coupled with the launch of neo pentyl glycol and hexamine, grew the distribution business by 48% to reach ₹ 2,340 million in 2021-22.

Outlook

The prospects for our distribution business remain fundamentally strong on the back of a diverse portfolio and strong bonds with our principals. With the world heading towards a recession, the headwinds from supply chain disruption decreasing substantially, and the rising inflation caused by the war in Europe, the demand in 1H 2022-23 is expected to be subdued. However, the second half of 2022-23 is expected to mark the recovery phase for domestic demand as falling prices stabilise.

Our Principals



BUSINESS SEGMENT REVIEW – MANUFACTURING BUSINESS



Overview

Leveraging the connections and relationships built from our distribution business, we entered the manufacturing business in 2013 when we emerged as the first in South Asia to manufacture acrylamide using technology licensed from Mitsui Chemicals of Japan.

Acrylamide Liquid

From an initial capacity of 10,000MT, our acrylamide liquid plant in Jhagadia now has an installed capacity of 32,000 MT, of which, 20,000 MT is for merchant sales and the remaining is for captive requirement.

Acrylamide Solid

We commenced commercial production of acrylamide powder on June 2, 2022, and are now the only company outside of China producing acrylamide in solid form. The current installed capacity is 3,600 MT.

N-Methylol Acrylamide (NMA)

The Company commenced commercial production of NMA during the last quarter of the year with an installed capacity of 2,000 MTPA.

Polyacrylamide Liquid

The Company has an installed capacity to produce 40,000 MTPA polyacrylamide liquids. The polyacrylamide liquid currently being produced is sold under the brand name BRILBIND and is used as a binder in the ceramic tile industry.

Highlights FY22

Acrylamide Liquid

The year under review was assisted by strong market demand and higher raw material prices in China, as well as continuing supply chain disruptions, which affected the volume of goods coming into India from China. International acrylonitrile (raw material) prices saw a decline from the historical peak of US\$ 3,200/MT at the end of 2020-21 to an average of US\$ 1,900/MT in 2021-22. However, due to high freight costs, our export volumes were impacted.

Polyacrylamide Liquid

Our polyacrylamide liquid is marketed as BRILBIND® CE01 and is a binder used in the ceramic tile sector. By combining strong customer relations, extensive product marketing, and exceptional product performance, we have gained a strong market share in a short span of time. The BRILBIND® business saw its revenues growing by 3.7 times during the year under review on the back of a strong customer base and brand recall.

N-Methylol Acrylamide (NMA)

The Company produces two variants of NMA - BRILMER™ NMA 48% and BRILMER™ NMA LF. The products were launched in February 2022, and being specialty monomers, require extensive trials before customer approvals can be obtained. The product is undergoing trials at large customers, both domestically and internationally.

Furthermore, we have inducted an R&D advisor from Japan who is guiding our R&D process while we continue development work on the in-house process for manufacturing polyacrylamide (PAM) solid.



Outlook

Acrylamide Liquid

In 2022-23, the Indian demand for acrylamide liquid is expected to be lower during the first half due to:

- 1) the sharp decrease in price of acrylamide from China and;
- 2) the slowdown/shutdowns in the ceramic tiles industry driven by high energy costs and low demand.

The Company has nevertheless been expanding its domestic and international footprint in the acrylamide sector and expects this to provide benefits from the second half of 2022-23. International shipping costs have reduced and the Company has obtained REACH registration, enabling a renewed focus on the export business.

Acrylamide Solid

Commercial production has recently commenced and we are in the process of penetrating our key markets through marketing and sampling activities. We expect the capacity to be fully utilised by the end of 2022-23.

N-Methylol Acrylamide (NMA)

We have started receiving product approvals from various clients and are continuing our sampling activities globally. During 2022-23, we plan to reach overall sales of 600 MT of NMA.

Polyacrylamide Liquid

With the first half of 2022-23 being affected by the slowdown in the ceramic tile sector, we expect to see a moderate increase starting in the second half. We also plan to add ceramic dispersants to our product offering in order to complement our existing business.

Upcoming Project

As mentioned earlier, we intend to launch ceramic dispersants to our product line during the current fiscal. Furthermore, we have inducted an R&D advisor from Japan who is guiding our R&D process while we continue development work on the in-house process for manufacturing polyacrylamide (PAM) solid. A new PAM sales team has already been put together in order to reduce the gestation period between start of commercial production and full capacity sales.

CORPORATE SOCIAL RESPONSIBILITY

Unlocking Community Potential

At Black Rose, we strive to not only emerge as a responsible corporate citizen, but also to be an organisation that creates value for its communities. We believe that all are born with equal potential but not equal opportunity, and we therefore undertake several community upliftment measures by promoting education, providing educational infrastructure, providing health support, etc. The projects are undertaken directly or through implementing agencies.

Patang Scholars Programme

A joint initiative by Atmasantosh Foundation and DBM India, this programme aims to provide educational scholarship and other educational support, in addition to life skill training, to underprivileged meritorious junior college students.

₹ 4.64 Lakh

Amount spent in 2021-22

73

Number of beneficiaries



Vidhya Sahyog Programme

Aimed at providing educational scholarship and other educational support to meritorious and underprivileged students in rural localities, this programme focuses on the upliftment of the economically-weaker students in underdeveloped regions.

₹ 7.62 Lakh

Amount spent in 2021-22

44

Number of beneficiaries



Covi – Relief

When the country was battling the COVID-crisis, we helped in reducing the pressure on health institutes by providing oxygen concentrators and countering the oxygen shortage across the country. We also provided necessary medical and financial assistance to patients.

₹ 15.51 Lakh

Amount spent in 2021-22



Patang Scholars Undergraduate Programme

The programme is also a joint initiative by Atmasantosh Foundation and DBM India. The programme aims to provide educational scholarship and other educational support as well as mentorship to meritorious undergraduate college students belonging to economically weaker sections. This programme focuses on underprivileged students pursuing undergraduate courses.

₹ 1.54 Lakh

Amount spent in 2021-22

14

Number of beneficiaries

Edu-Med

Under the purview of this programme, we provide educational, health and other essential support to schools, healthcare centers, orphanages and other institutes.

₹ 1.2 Lakh

Amount spent in 2021-22

BLACK ROSE INDUSTRIES LIMITED

Registered Office: 145/A, Mittal Towers, Nariman Point, Mumbai - 400 021, India.

CIN No.: L17120MH1990PLC054828

Tel.: +91 22 4333 7200 / 2282 4075 | Fax: +91 22 2287 3022

E-mail: investor@blackrosechemicals.com Website: www.blackrosechemicals.com

Notice

Notice is hereby given that the Thirty Second Annual General Meeting of the members of the Company will be held on Thursday, 29th September, 2022 at 11:30 a.m. (Indian Standard Time) through Video Conferencing/Other Audio Visual Means organized by the Company, to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at 145/A, Mittal Tower, Nariman Point, Mumbai-400021.

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a) the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 together with the Report of the Board of Directors and the Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2022, together with the Report of the Auditors thereon.
2. To declare final dividend of ₹ 0.55 paise per equity share and a one-time special dividend of ₹ 0.20 paise per equity share for the financial year ended 31st March, 2022.
3. To appoint a Director in place of Mr. Anup Jatia, (DIN 00351425), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M M Nissim & Co LLP, Chartered Accountants (ICAI Firm Registration Number 107122W/W100672) as Statutory Auditors of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M M Nissim & Co LLP, Chartered Accountants (ICAI Firm Registration Number 107122W/W100672) be and is hereby appointed as Statutory Auditors of the Company in place of the retiring auditors M/s. PKJ & Co., Chartered Accountants (Firm Registration No. 124115W) to hold office from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the thirty-seventh AGM to be held in the year 2027, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

SPECIAL BUSINESS**5. Re-appointment of Mr. Sandeep Chokhani (DIN 02346782) as the Whole-Time Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule V of the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the re-appointment of Mr. Sandeep Chokhani (DIN 02346782), as Whole-time Director of the Company for a period of three years commencing from 26th June, 2023 at the remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee and as set out in the explanatory statement annexed to the notice.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter or vary the scope of remuneration of Mr. Sandeep Chokhani, Whole-time Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by the resolution and the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and is hereby authorised to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

6. Appointment of Cost Auditors

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

"RESOLVED THAT pursuant to Section 148(3) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, (including and statutory modification(s) or re-enactment thereof for the time being in force) and subject to such guidelines and approval as may be required from the Central Government the appointment of M/s. Poddar & Co., Cost Accountants (Firm Registration

Number 101734) as the Cost Auditors of the Company to conduct audit of cost accounting records maintained by the Company for the year ending on 31st March, 2023 at a remuneration and other terms as may be determined by the Audit Committee and finalised by the Board of Directors of the Company be and is hereby approved.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

7. Increase Borrowing Powers of the Board under Section 180(1)(c) of the Companies Act, 2013.

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the members be and is hereby accorded to the Board of Directors to borrow, from time to time, all such money(ies) as may be deemed requisite for the purpose of business of the Company, upon such terms and conditions as the Board may deem fit, by way of advances, loans, inter corporate deposits, facility of any nature, from anyone or more of the Company's bankers and / or from anyone or more other banks, persons, firms, companies / bodies corporate, financial institutions, institutional investor(s), mutual funds, insurance companies, pension funds and or any entity / entities or authority / authorities, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from cash credit arrangement, discounting of bills and other temporary loans obtained from the Company's bankers / financial institutions in the ordinary course of business) will or may exceed the aggregate of the paid-up share capital of the Company and its free reserves and securities premium, provided that the total amount up to which the money may be borrowed by the Company and outstanding at any given point of time shall not exceed the sum of ₹ 200 Crore (Rupees Two Hundred Crore Only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts,

deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

8. Creation of mortgage / charge on the properties / undertakings of the Company under Section 180(1)(a) of the Companies Act, 2013.

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of ₹ 200 Crore (Rupees Two Hundred Crore only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

**By order of the Board
For Black Rose Industries Limited**

Place: Mumbai
Date: 12th August, 2022

Harshita Shetty
Company Secretary

REGISTERED OFFICE:

145/A, Mittal Tower,
Nariman Point, Mumbai – 400 021.

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ('the Act') relating to the Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto. Further, the relevant details with respect to Item No. 3 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed.
2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA), vide its General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 2/2022 dated 5th May, 2022 and Securities Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62 13th May, 2022, and other applicable circulars issued in this regard, have allowed the companies to conduct AGM through VC/OAVM till 31st December, 2022 without physical presence of Members at a common venue. In accordance with the applicable provisions of the Act and the said Circulars of MCA and SEBI, the 32nd AGM of the Company shall be conducted through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
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, Attendance Slip and route map of AGM are not annexed to this Notice.
4. Authorized representatives of the corporate members intending to participate in the AGM pursuant to Section 113 of Act, are requested to send to the Company, a certified copy (in PDF/JPG format) of the relevant Board Resolution/ Authority letter, etc. authorizing them to attend the AGM, by e-mail to investor@blackrosechemicals.com.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 23rd September, 2022 to Thursday, 29th September, 2022 (both days inclusive).

PROCESS FOR DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:

6. In compliance with the aforementioned Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members

whose email addresses are registered with the Company/ Depository Participant (DP). Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website at www.blackrosechemicals.com, websites of the Stock Exchange i.e. BSE Limited and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com. Physical copy of the Annual Report for the financial year 2021-22 shall be sent to those Members who request for the same.

7. Process for registration of e-mail addresses for obtaining Notice of the AGM along with Annual Report for FY 2021-22:

Members holding shares in physical form are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to the Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021. Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants. In case of any queries/ difficulties in registering the e-mail address, members may write to service@satellitecorporate.com.

8. Members seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company at investor@blackrosechemicals.com.

PROCEDURE FOR JOINING THE AGM THROUGH VC/ OAVM:

9. Members 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 below in the Notice for NSDL e-voting system. After successful login, Members may click on VC/OAVM link available under the '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.
10. Members are encouraged to join the Meeting through laptops for better experience.
11. Members joining the AGM from their mobile devices or tablets or through laptops 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.

12. Facility for joining the AGM through VC/OAVM for Members shall open 30 minutes before the time scheduled for the AGM and shall be kept open throughout the AGM proceedings.
13. 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 shjalandoffice@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.
14. Members, who need assistance before or during the AGM, may send a request at evoting@nsdl.co.in or use toll free no.: 1800 1020 990 or 1800 224 430.
21. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Thursday, 22nd September, 2022 i.e. a day prior to commencement of book closure date, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
22. Members may cast their votes through electronic voting system from any place (remote e-voting). The remote e-voting period will commence at 9.00 a.m. (IST) on Monday, 26th September, 2022 and will end at 5.00 p.m. (IST) on Wednesday, 28th September, 2022. In addition, the facility for voting through e-voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com/>

PROCEDURE TO RAISE QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

17. Members who would like to express their views or ask questions during the AGM may send their questions in advance to company mentioning their Name, DP ID and Client ID/Folio Number, Mobile Number at Company's e-mail ID at investor@blackrosechemicals.com. Questions/queries received by the Company till 5.00 p.m. on Monday, 26th September, 2022 shall only be considered and responded during the AGM. The questions will be suitably replied by the company.
18. The Company reserves the right to restrict the number of questions, depending on the availability of time for the AGM.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:

19. All the shareholders of the Company are encouraged to attend and vote in the AGM to be held through VC/OAVM.
20. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Company is pleased to provide the facility remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-Voting on the date of the AGM will be provided by NSDL.

23. The details of the process and manner for remote e-Voting are explained herein below:





Step 1: Access to NSDL e-Voting system

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

Details on Step 1 are mentioned below:

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

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>A. NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. 2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. 4. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. 5. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsdl.com/. 2. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Please follow steps given in points 1-5 above. <p>B. e-voting website of NSDL</p> <ol style="list-style-type: none"> 1. 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 (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - 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. <p>C. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode login through their depository participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on options available against company name or e-Voting service provider-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 Forgot User ID and Forgot Password option available at respective websites.

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

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

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

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
- Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical

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

- Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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 by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is

communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL in your mailbox from evoting@nsdl.com. Open the e-mail 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 Beneficiary ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- In case you have not registered your e-mail address with the Company/Depository, please follow instructions mentioned above in this notice.

7. 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, PAN, name and registered address.
 - d) Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are mentioned below:

How to cast your vote electronically on NSDL e-Voting system?

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

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:

24. Members holding shares in physical form are requested to intimate changes/Update their e-mail address to the Registrar and Transfer Agent in prescribed Form ISR-1.
25. 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 evoting@nsdl.co.in. 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.

General Guidelines for shareholders:

26. Institutional shareholders/Corporate Members (i.e. other than individuals, HUF, NRI, etc.) are requested to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc.) who are authorized to vote by emailing at investor@blackrosechemicals.com
27. 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.
28. In case of any queries for e-Voting, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-1020-990 and 1800-224-430 or send a request at evoting@nsdl.co.in.
29. Members who have cast their votes by remote e-Voting prior to the AGM may also attend/ participate in the Meeting through VC/OAVM but they shall not be entitled to cast their vote again.
30. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Thursday, 22nd September, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Company at investor@blackrosechemicals.com. However, if you are already registered with NSDL for

remote e-Voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800-1020-990 and 1800-224-430. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Thursday, 22nd September, 2022 may follow steps mentioned in the Notice of the AGM under point 22 "Access to NSDL e-Voting system."

31. M/s. Shiv Hari Jalan & Co., Practicing Company Secretary in Whole-time Practice (Membership No. 5703, COP: 4226), has been appointed as the Scrutinizer for conducting voting process in a fair and transparent manner.
32. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of electronic voting for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
33. The results shall be declared within two working days from conclusion of the AGM.
34. The results along with the report of the Scrutinizer shall be placed on the website of the Company www.blackrosechemicals.com and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

Documents open for inspection

35. All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent on investor@blackrosechemicals.com
36. During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act and the Certificate from Secretarial Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with the Securities and Exchange Board of India Regulations, shall be available for inspection by following the steps mentioned at note no. 23 "Step 1: Access to NSDL e-Voting system". After successful login members will be able to view the documents for inspection by clicking on the link available against the EVEN 121779 of the Company.

DIVIDEND RELATED INFORMATION:

37. Final dividend and special dividend for the financial year ended 31st March, 2022, as recommended by the Board of

Directors, if approved by the members at the AGM, will be paid within the statutory time limit, to those members whose names appear on the Register of Members as on Thursday, 22nd September, 2022.

37. Members holding shares in electronic form are hereby informed that bank particulars registered with their respective Depository Participants (DP), with whom they maintain their demat accounts, will be used by the Company for payment of dividend.
38. Members holding shares in physical/electronic form are required to submit their bank account details, if not already registered, as mandated by SEBI.
39. Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to Satellite Corporate Services Private Limited, Registrar and Share Transfer Agent of the Company by sending a request in Form ISR-1 at Satellite Corporate Services Private Limited, A/106-107, Dattani Plaza, East West Industrial Compound, Andheri Kurla Road, Near Safed Pool, Saki Naka, Mumbai – 400 072.
40. In case, the Company is unable to pay the dividend to any by the electronic mode, due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrants to such shareholder by post.
41. Members may note that as per the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by the Company after 1st April, 2020, shall be taxable in the hands of the shareholders and the Company shall be required to deduct tax at source (TDS) at the prescribed rates from the dividend to be paid to shareholders, subject to approval of shareholders in the ensuing AGM. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961 and Rules thereto.

- a) For Resident Members: Tax at source shall be deducted under Section 194 of the Income Tax Act, 1961 at 10% on the amount of dividend declared and paid by the Company during financial year 2022-23, subject to PAN details registered/updated by the Member. If PAN is not registered/updated in the demat account/folio as on the cut-off date, TDS would be deducted @20% as per Section 206AA of the Income Tax Act, 1961.

No tax at source is required to be deducted, if during the financial year, the aggregate dividend paid or likely to be paid to an individual member does not exceed ₹5,000 (Rupees Five Thousand Only).

Further, in cases where the shareholder provides Form 15G (applicable to any person other than a Company or a Firm)/Form 15H (applicable to an Individual above the

age of 60 years), provided that the eligibility conditions are being met, no TDS shall be deducted.

Notwithstanding the above, in case PAN of any Member falls under the category of 'Specified Person', the Company shall deduct TDS @20% as per Section 206AB of the Income Tax Act 1961.

- b) For Non-Resident Members: Tax at source shall be deducted under Section 195 of the Income-tax Act, 1961 at the applicable rates. As per the relevant provisions of the Income-tax Act, 1961, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to non-resident Members. As per Section 90 of the Income Tax Act, 1961, Members may be entitled to avail lower TDS rate as per Double Taxation Avoidance Agreement (DTAA). To avail the Tax Treaty benefits, the non-resident Member will have to provide the following:

- Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the Member is a resident.
- Self-declaration in Form 10F if all the details required in this form are not mentioned in the TRC.
- Self-attested copy of the Permanent Account Number (PAN Card) allotted by the Indian Income Tax authorities, if any.
- Self-declaration, certifying the following points:
 - i. Member is and will continue to remain a tax resident of the country of its residence during the financial year 2022-23;
 - ii. Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
 - iii. Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
 - iv. Member is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and
 - v. Member does not have a taxable presence or a permanent establishment in India during the financial year 2022-23.

Kindly note that the aforementioned documents are required to be submitted at service@satellitecorporate.com on or before Thursday, 22nd September, 2022 in order to enable the Company to determine and deduct appropriate TDS/withholding tax rate. No communication on the tax determination/deduction shall be entertained post Thursday,

22nd September, 2022. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from you, there would still be an option available with you to file the return of income and claim an appropriate refund, if eligible.

42. The MCA had notified provisions relating to unpaid/unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed/ claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the companies to transfer the shares of shareholders whose dividends remain unpaid/unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash/claim their respective dividend during the prescribed period. The details of the unpaid/unclaimed amounts lying with the Company are available on the website of the Company at www.blackrosechemicals.com and on MCA's website. The details of unpaid and unclaimed amounts lying with the Company as on 31st March, 2022 shall be updated in due course. The Member(s) whose dividend/shares as transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPF/refund.html>.

OTHERS:

43. Regulation 40 of Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, vide its Circular dated 25th January, 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, sub-division/consolidation of share certificates, etc. In view of this as also to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to demat mode.
44. SEBI vide its Circular dated 3rd November, 2021 has mandated registration of PAN, KYC details and Nomination, by holders of physical securities. Members holding shares in physical form are requested to submit their PAN, KYC details and Nomination details by sending a duly filled and signed Form ISR-1 to Satellite Corporate Services Private Limited, A/106-107, Dattani Plaza, East West Industrial Compound, Andheri Kurla Road, Near Safed Pool, Saki Naka, Mumbai – 400 072.

ANNEXURE I TO NOTICE**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 4**

The Members at the Twenty-seventh Annual General Meeting ("AGM") of the Company held on 21st September, 2017, had approved the appointment of the M/s. PKJ & Co., Chartered Accountants (ICAI Firm Registration No. 124115W) as Statutory Auditors of the Company, to hold office till the conclusion of the this AGM.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on 12th August, 2022, proposed the appointment of M M Nissim & Co LLP, Chartered Accountants (ICAI Firm Registration Number 107122W/W100672) as the Statutory Auditors of the Company, for a term of five consecutive years from the conclusion of thirty-second AGM till the conclusion of thirty-seventh AGM of the Company to be held in the year 2027, at an annual remuneration of ₹ 700,000/- for the year ending 31st March, 2023, plus out of pocket expenses and applicable taxes.

M M Nissim & Co LLP have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

M M Nissim & Co LLP, is registered with the Institute of Chartered Accountants of India having its head office in Mumbai and branches in Chennai, Kolkata, Bengaluru, Gujarat, Haryana, UP, and Odisha.

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

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 4 of the Notice.

Item No. 5:

The shareholders will recall the appointment of Mr. Sandeep Chokhani as Whole-time Director of the Company with effect from 26th June, 2020 for a period of three years at their meeting held on 29th September, 2020. As the present terms of appointment of Mr. Sandeep Chokhani will be expiring on 25th June, 2023, which is earlier than the next Annual General Meeting to be held in the year 2023 and hence the Board of Directors have, subject to the approval of shareholders, re-appointed Mr. Sandeep Chokhani as Whole-time Director of the Company with effect from 26th June, 2023, for a period of three years on the remuneration and terms and conditions recommended by the Nomination and Remuneration Committee.

While re-appointing Mr. Sandeep Chokhani as Whole-Time Director of the Company, the Board of Directors considered his

qualification, rich experience in the field of Chemical Industry and competency in identifying, evaluating, and executing new business opportunities.

The Board is of the opinion that his services should continue to be available to the Company to achieve greater heights, by reappointing him as Whole-time Director of the Company.

The principal terms and conditions of appointment of Mr. Sandeep Chokhani as Whole-time Director are as follows:

1. Period of Appointment:

Three years commencing from 26th June, 2023, date of appointment.

2. Remuneration:

In consideration of the performance of his duties, the Company shall pay to Mr. Sandeep Chokhani the fixed gross remuneration (other than commission, the Provident Fund, Bonus and Gratuity) of ₹ 4,348,200/- (Rupees Forty Three Lakh Forty Eight Thousand Two Hundred only) per annum with such increments as may be approved by the Board of Directors from time to time.

The gross remuneration shall be categorized as follows:-

- i) Basic Salary: ₹ 3,480,000/- (Rupees Thirty Four Lakh Eighty Thousand only) per annum
- ii) Perquisites and Allowances: ₹ 868,200/- (Rupees Eight Lakh Sixty Eight Thousand Two Hundred Only) per annum on account of allowances and perquisites like House Rent Allowance/Flat Rent and Maintenance, Phone and Communication Allowance, Medical Allowance, Uniform Allowance, Newspaper and Periodicals Allowance, Transport (Commutation Allowance).
- iii) Subject to availability of profit commission payable at the rate of not more than 0.50% per annum of the net profit for the year. The Board of Directors will determine the commission payable within the overall ceiling laid down in Section 197 of the Companies Act, 2013 and Schedule V as may be applicable from time to time.

In addition to Basic Salary and Perquisites and Allowances,

Mr. Chokhani shall be entitled to following benefits:

- iv) Provident Fund: Contribution to the Provident Fund shall be as per the rules of the Company.
- v) Gratuity: Gratuity payable in accordance with the rules and regulations in force in the Company from time to time and subject to applicable laws.
- vi) Bonus: The Bonus is payable @ 10% of Basic Salary per annum.

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Whole-Time Director,

the payment of salary, performance incentives, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 as may for the time being be in force.

As the terms of re-appointment and the remuneration proposed are in conformity with the relevant provisions of the Companies Act, 2013 and the schedule referred above, the Central Government approval is not required for this re-appointment.

Details of Mr. Sandeep Chokhani are provided in the "Annexure II" to the Notice pursuant to the provisions of the Companies Act, 2013, Listing Regulations and Secretarial Standards issued by ICSI.

Except Mr. Sandeep Chokhani, no other Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

The Board recommends the ordinary resolutions set out at Item No. 5 of this Notice for the approval of members.

Item No. 6:

Under the provisions of Section 148 of the Companies Act, 2013, the Company is required to have the audit of its cost records of the Company be conducted by a Cost Accountant in Practice. The Board of your Company has, on the recommendation of the Audit Committee, approved the appointment of M/s. Poddar & Co., Cost Accountants (Firm Registration Number 101734) as the Cost Auditors of the Company for the year ending 31st March, 2023, at an annual remuneration of ₹ 100,000 plus applicable taxes and out-of-pocket expenses.

M/s. Poddar & Co., Cost Accountants have furnished a consent letter regarding their eligibility for appointment as Cost Auditors of the Company.

In compliance with the provisions of Section 148 of the Act, the appointment and remuneration of M/s. Poddar & Co., Cost Accountants as the Cost Auditors of the Company is now being placed before the members for their approval.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the said resolution.

The Board recommends the ordinary resolution set forth in Item No. 6 of this Notice for the approval of members.

Item No. 7 and 8:

Keeping in view future financial requirements and taking into account the business operations and to cater to the working capital needs, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital, free reserves and security premium of the Company. Hence it is proposed to increase the maximum borrowing limits to ₹ 200 Crore (Rupees Two Hundred Crore Only).

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting, which authorisation is also proposed to ₹ 200 Crore.

Hence, the Special Resolution at Item No.7 and 8 of the Notice is being proposed, since the same exceeds the limits provided under Section 180(1)(a) & 180(1)(c) of the Act. The Directors recommend the Special Resolution as set out at Item No. 7 and 8 of the accompanying Notice, for members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

Annexure II

Details of Directors seeking appointment / re-appointment and fixation of remuneration at the forthcoming Annual General Meeting pursuant to Clause 1.2.5 of Secretarial Standards-2 on General Meeting

Name of the Director	Mr. Anup Jatia	Mr. Sandeep Chokhani
Date of Birth / Age	19 th April, 1971 / 51 years	3 rd May, 1972 / 50 years
Qualification	B.Sc. Engineering and Applied Science (Chemical Engineering and Economics) from California Institute of Technology	Bachelor's degree in Chemical Plant Engineering from Mumbai University and has done training in the areas of ISO/IMS and Leadership Program from Indian Institute of Management, Ahmedabad.
Expertise in specific functional areas	Mr. Jatia has more than 26 years of experience in the field of chemicals and textiles, with a deep understanding of international and local business.	Mr. Sandeep Chokhani possesses over 26 years of rich experience in Chemical Industry across wide spectrum of chemistry which includes Aromatic Chemicals, Monomers, Polymers, Dye Intermediaries, Amines, Surfactants, Personal Care and Anti Oxidants and has competency in identifying, evaluating and executing new business opportunities.

Name of the Director	Mr. Anup Jatia	Mr. Sandeep Chokhani
Date of Appointment on the Board	18 th January, 2007	1 st April, 2020
Terms and conditions of appointment/re-appointment along with details of remuneration sought to be paid	Mr. Jatia has consented to retire by rotation at the ensuing Annual General Meeting, for compliance with the requirement of Section 152 of the Companies Act, 2013, and being eligible, offers himself for re-appointment. Considering workload and consistent performance of the Company, remuneration sought to be paid to Mr. Jatia is ₹ 10,000,000 per annum with effect from 1 st May, 2021 and subject to availability of profit at the rate of not more than 5% per annum of the net profit for the year. The Board of Directors will determine the commission payable within the overall ceiling laid down in Section 197 of the Companies Act, 2013 and Schedule V as may be applicable from time to time.	To appoint Mr. Chokhani as Whole-Time Director of the Company for a term of five years with effect from 26 th June, 2023. Remuneration sought to be paid to Mr. Chokhani is ₹4,348,200/- per annum and provident fund, gratuity and bonus as per Company's policy and subject to availability of profit commission at the rate of not more than 0.50% per annum of the net profit for the year. The Board of Directors will determine the commission payable within the overall ceiling laid down in Section 197 of the Companies Act, 2013 and Schedule V as may be applicable from time to time.
Details of last drawn remuneration	₹ 10,000,000/- per annum	₹ 4,348,200/- per annum
Directorship held in other companies	<ol style="list-style-type: none"> 1. Accent Industries Limited 2. Tozai Safety Private Limited 3. Fukui Accent Trading (India) Pvt. Ltd. 4. Asian Polyacrylamides Pvt. Ltd. 5. Atmasantosh Foundation 6. Livingrose Speciality Chemicals Private Limited 7. Tozai Enterprises Private Limited 	<ol style="list-style-type: none"> 1. Narpoli Industrial Estate Private Limited
Names of listed entities from which Director has resigned in the past three years	None	None
Chairmanship/Membership in Committees of other Board	NIL	NIL
Shareholding in the Company	NIL	NIL
Relationship with Directors and KMP inter-se	None	None
Number of meetings of the Board attended during the F.Y. 2021-22	5/5	4/5

**By order of the Board
For Black Rose Industries Limited**

Harshita Shetty
Company Secretary

Place: Mumbai
Date: 12th August, 2022

REGISTERED OFFICE:

145/A, Mittal Tower,
Nariman Point, Mumbai – 400 021.

Directors' Report

Dear Members,

Your Directors takes pleasure in presenting the 32nd Annual Report on the business and operations performance of the Company, together with the Audited Financial Statements, for the financial year ended 31st March, 2022.

1. Financial Results - Extract

The Company's standalone and consolidated performance during the financial year ended 31st March, 2022, as compared to the previous financial year is summarised below:

₹ in Lakh

Particulars	Consolidated		Standalone	
	Year Ended		Year Ended	
	31 st March, 2022	31 st March, 2021	31 st March, 2022	31 st March, 2021
Revenue from Operations and Other Income	48,896.93	38,051.06	34,296.70	23,568.04
Earnings Before Interest Depreciation Tax and Amortisation (EBIDTA)	4,650.04	4,057.53	3,745.96	3,960.41
Less: Finance Cost	88.99	120.44	88.99	120.44
Profit Before Depreciation and Tax (PBDT)	4,561.05	3,937.09	3,834.95	3,839.97
Less: Depreciation	261.93	257.82	261.93	257.82
Profit Before Tax	4,299.12	3,679.27	4,096.88	3,582.15
Less: Provision for Tax	1,109.42	934.79	1,041.98	907.31
Profit after Tax	3,189.70	2,744.48	3,049.90	2,674.84
Total Comprehensive Income	3,191.35	2,745.20	3,051.55	2,675.57

2. Nature of Business

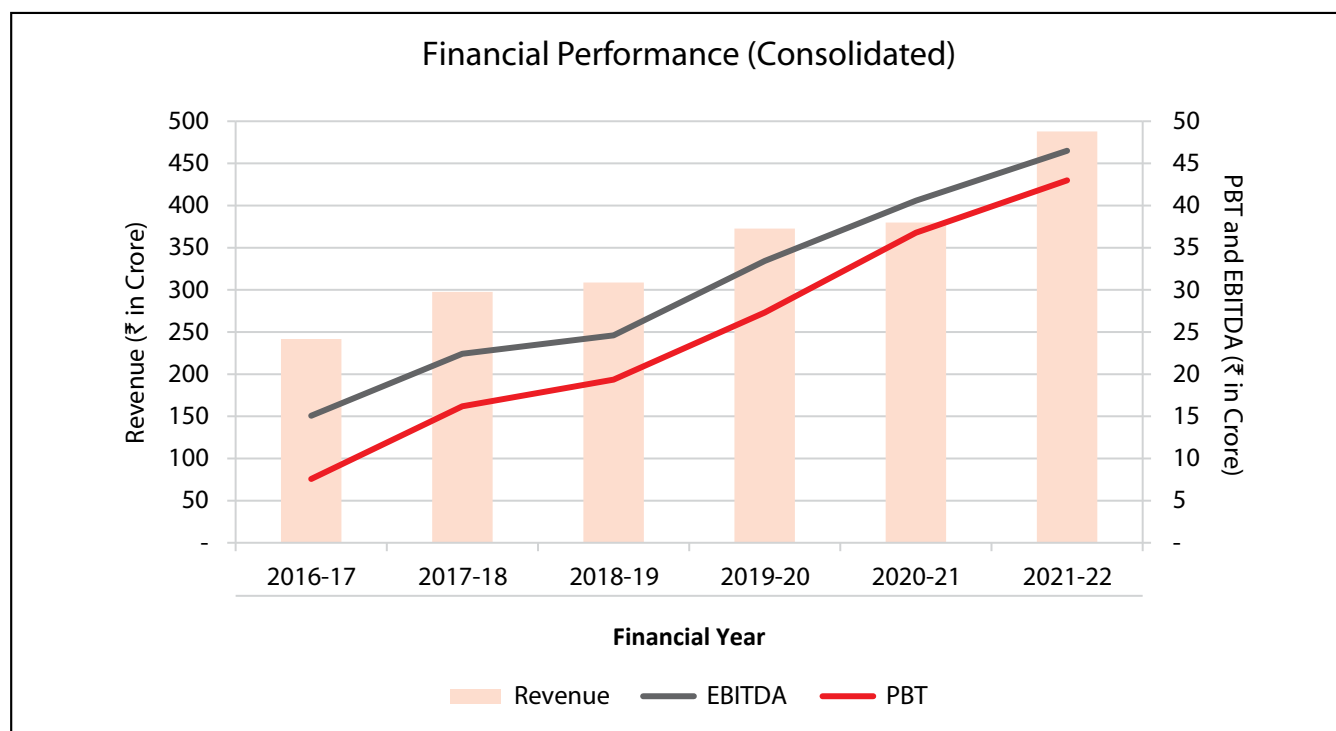
The Company is primarily in the business of chemical manufacturing and chemical distribution. The Company also owns windmills for the generation and sale of renewable energy.

The chemical manufacturing business is focused on the production and sale of acrylamide and polyacrylamide liquid. During the year, the Company also commenced commercial production of N-methylol acrylamide (NMA) and going forward will concentrate on adding acrylamide solid, and polyacrylamide solid to its manufacturing portfolio. The chemical distribution business consists mainly of import and sales of specialty and performance chemicals manufactured by overseas and domestic principals. The renewable energy activity supplies the

State Electricity Boards of Rajasthan and Gujarat with wind-generated power.

3. Performance Review

The year 2021-22 saw a 14.6% and 12.2% increase in consolidated and standalone EBITDA, respectively. Despite various challenges faced during the year, the standalone revenue figures increased by 45% from the previous year. The top 5 products of the distribution business continued to deliver strong results and accounted for close to 70% of the department's sales. Revenues at our subsidiary in Japan remained steady YoY. The Company ended the financial year 2021-22 with its highest annual revenue and profits with contribution from both the distribution as well as manufacturing segments. The standalone EBITDA margin for 2021-22 was 13% and standalone profit before tax increased by 14% to ₹ 4,092 Lakh.



A detailed analysis of the Company's operations is provided later in the Management Discussion and Analysis Report.

4. Dividend

For FY 2021-22, based on the Company's performance, the Directors are pleased to recommend a final dividend of ₹ 0.55 paise per equity share and a one-time special dividend of ₹ 0.20 paise per equity share of face value of ₹ 1 each for the year ended 31st March, 2022, subject to approval of the members at the ensuing Annual General Meeting.

The Dividend Distribution Policy, in terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) is uploaded on the Company's website at www.blackrosechemicals.com.

5. Transfer to Reserves

The Directors have not proposed to transfer any amount to the general reserve and have decided to transfer ₹ 3,051.56 Lakh to retained earnings for the FY 2021-22. The closing balance of retained earnings of the Company as at 31st March, 2022, after all appropriation and adjustments, was ₹ 10,591.36.

6. Business Scenario

The financial year 2021-2022 ended with a substantial increase in turnover and higher profits over the previous year despite the impact of the second wave of the pandemic during the first quarter and various disruptions during the fourth quarter. The Indian rupee which started the year at ₹ 73 per US Dollar remained volatile during the first three quarters of the year, before depreciating to ₹ 76 - 77 in the last quarter mainly due to Russia's war with Ukraine.

The first quarter of the year saw reduced volumes in the distribution business, but the situation reversed in the second quarter as the economy emerged from the effects of the second wave. While both the distribution and manufacturing business gained market share in the domestic market, exports continued to be hampered by high freight costs throughout the year. The fourth quarter saw sales revenues dip initially because of the Omicron-related slowdown in January and profitability affected by the European geo-political situation and the COVID-related lockdown in China. Despite this, the Company ended the financial year 2021-22 with its highest annual revenue and profits.

The business scenario is discussed in more detail in the Management Discussion and Analysis Report.

7. Acrylamide Plant at Jhagadia, Gujarat

The Company's acrylamide plant witnessed steady capacity utilization on the back of growing domestic demand. Sales for the year would have been much higher but for high freight costs making exports to certain markets unfeasible.

An in-depth explanation about the acrylamide plant operations is given in the Management Discussion and Analysis Report.

8. Polyacrylamide Liquid Plant at Jhagadia, Gujarat

The Company added new customers and gained greater market penetration for its ceramic binder product, BRILBIND CE01, in the ceramic tile industry of Morbi. The Company has built a strong brand image in the industry and is currently developing new products to expand its customer base.

An in-depth explanation about the polyacrylamide liquid plant operations is given in the Management Discussion and Analysis Report.

9. Subsidiary – B.R. Chemicals Co., Ltd., Japan

The Company has one subsidiary as on 31st March, 2022. There are no associate or joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act").

The nature of business of the subsidiary company remained unchanged during the year.

During the year under review, the turnover of the Company's wholly owned subsidiary increased to ₹ 145 Crore.

The performance and financial position of Company's subsidiary B.R. Chemicals Co., Ltd. for the year ended 31st March, 2022 is attached to the financial statements hereto.

Pursuant to the provisions of Section 129(3) of the Act, a statement containing the salient features of financial statements of the Company's subsidiary in Form No. AOC-1 is attached to the financial statements of the Company.

10. Material Changes and Commitments

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

11. Directors and Key Managerial Personnel

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Anup Jatia (DIN 00351425), Executive Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Brief profile of Mr. Jatia is provided in the Notice convening the 32nd Annual General Meeting of the Company for reference of the members.

Mr. Nevil Avlani had tendered his resignation from the position of Company Secretary and Compliance Officer of the Company with effect from the start of business hours on 3rd January, 2022 as he intended to pursue other opportunities for further growth.

Further, the Company appointed Mrs. Harshita Shetty as Compliance Officer w.e.f. 3rd January, 2022. The Board of Directors at its meeting held on 3rd February, 2022 appointed Mr. Ambarish Daga as Joint Chief Financial Officer and Investor Relations Officer of the Company.

In terms of Section 203 of the Act and applicable provision of Listing Regulations, the Board of Directors has appointed

Mrs. Harshita Shetty as the Company Secretary of the Company w.e.f. 29th June, 2022.

Apart from the above, no other Director or Key Managerial Personnel were appointed or ceased.

12. Declaration from Independent Directors

The Company has received following declarations from all the Independent Directors confirming that:

- a) They meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Rules issued thereunder, as well as of Regulation 16 of the Listing Regulations.
- b) In terms of Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, they have registered themselves with the Independent Director's database maintained by the Indian Institute of Corporate Affairs, Manesar.
- c) In terms of Regulation 25(8) of the Listing Regulations, they are not aware of any circumstances or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties.

13. Board Meetings and Board Committees

a. Board Meetings

Five meetings of the Board of the Directors were held during the year under review. The Corporate Governance Report, which is part of this report, contains the details of the meetings of the Board.

b. Committees

Pursuant to Section 177 and 178 of the Companies Act, 2013 and the rules made thereunder and in accordance with Listing Regulations, the Board of Directors has constituted five Committees, namely Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee.

All details pertaining to the composition of the Board and its committees are provided in the Corporate Governance Report, which is a part of this report.

The Company has been employing women employees in various grades within its offices and factory premises. The Company has constituted an Internal Compliant Committee as required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to redress any complaints received from employee(s) of the Company. The Company is strongly opposed to sexual harassment and all the employees are made aware about the consequences of such acts and the constitution of the Internal Compliant Committee.

During the year, there was no complaint received from any employee and hence no complaint is outstanding as on 31st March 2022.

c. Evaluations

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

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

In a separate meeting of Independent Directors, performance of Non-Independent Directors, the Board as a whole and Chairman of the Company was evaluated, taking into account the views of Executive Directors and Non-Executive Directors.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual Director's to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

d. Policy on Directors' Appointment and Remuneration and other details

The policy on Directors' remuneration is available on the website of the Company at www.blackrosechemicals.com. The remuneration paid to the Directors is as per the terms laid out in the said policy.

14. Auditors

a. Statutory Auditor

Under Section 139 of the Companies Act, 2013 and the rules framed thereunder, M/s. PKJ & Co., Chartered Accountants, the statutory auditors of the Company, will hold office till the conclusion of the ensuing Thirty Second Annual General Meeting of the Company.

After evaluating all proposals and considering various factors such as independence, industry experience, technical skills, audit team, audit quality reports, etc.. M/s. M M NISSIM & CO LLP, having Firm Registration No. 107122W/ W100672, has been recommended by the Board of Directors as the Statutory Auditors who will hold the office for a period of 5 consecutive years from the conclusion of 32nd Annual General Meeting scheduled to be held in the year 2022 till the conclusion

of the 37th Annual General Meeting to be held in the year 2027, for the approval of shareholders of the Company at the ensuing AGM based on the recommendation of Audit Committee.

The Company has received confirmation from the Auditors to the effect that their appointment, if made, will be in accordance with the limits specified under the Companies Act, 2013 and that the firm satisfies the criteria specified in Section 141 of the Act read with Rule 4 of Companies (Audit & Auditors) Rules, 2014.

The Report given by the Auditors on the financial statement of the Company is part of this Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

b. Cost Auditor

Pursuant to the provisions of the Section 148(1) of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to have the audit of its cost records.

M/s. Poddar & Co., Cost Accountants, Mumbai, was appointed as Cost Auditor of the Company for conducting the cost audit for the financial year 2021-22.

The Board after considering the recommendations of its Audit Committee, appointed the aforesaid firm as cost auditors for the financial year 2022-23, and appropriate resolutions in this connection has been included in the Notice of Annual General Meeting. The said auditor has furnished a consent letter regarding their eligibility for appointment as Cost Auditor of the Company.

c. Secretarial Auditor

The Board of Directors has appointed M/s. Shiv Hari Jalan & Co., Company Secretaries in Whole – Time Practice as Secretarial Auditor of the Company for the financial year 2022-23.

The Secretarial Audit Report issued by the M/s. ND & Associates forms part of this Annual Report. The Report does not contain any qualification, reservation or adverse remark.

15. Extract of Annual Return

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

16. Loans, Guarantees and Investments

The particulars of loans, guarantee or investments given/ made during the financial year under review and governed by the provisions of Section 186 of the Companies Act, 2013 have been furnished in **Annexure I** which forms part of this Annual Report.

17. Deposits

The Company has not accepted any deposits from public in terms of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014 and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the Balance Sheet.

18. Consolidated Financial Statements

In accordance with the provisions of Companies Act, 2013 (hereinafter referred to as 'the Act'), Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') and applicable Accounting Standards, the Audited Consolidated Financial Statements of the Company for the financial year 2021-22, together with the Auditor's Report, form part of this Annual Report. A statement containing the salient features of the Company's subsidiaries, associate and joint venture company in the prescribed Form AOC- 1.

19. Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of its knowledge and ability, confirm that:

- i) the annual financial statements for the year ended March 31, 2022 have been prepared in accordance with the applicable accounting standards along with proper explanation relating to material departures, if any;
- ii) have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- iii) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the annual accounts have been prepared on a going concern basis;
- v) have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- vi) proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively;
- vii) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained

by the Company, the work performed by the internal, statutory and secretarial auditors and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during financial year 2021-22.

20. Internal Financial Controls and Compliance Framework

Internal financial control over financial reporting have been designed to provide reasonable assurance with regards to recording and providing reliable financial information and complying with applicable accounting standards. These controls are reviewed periodically, and the Company continuously tries to verify these controls to increase its reliability.

The Company has documented its internal financial controls considering the essential components of various critical processes, physical and operational. This includes its design, implementation and maintenance, along with periodical internal review of operational effectiveness and sustenance, which are commensurate with the nature of its business and the size and complexity of its operations. This ensures orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention of errors, accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

The internal financial controls with reference to the financial statements were adequate and operating effectively.

The Board has also put in place requisite legal compliance framework to ensure compliance of all the applicable laws and that such systems were adequate and operating effectively.

21. BRIL Employee Stock Option Scheme

The scheme was introduced for eligible employees of the Company with an objective to motivate employees giving them opportunity to participate and gain from the Company's performance thereby acting as a retention tool as well as align the efforts of such talent towards long term value creation of the organization.

The applicable disclosure, as stipulated under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as on 31st March 2022 is available on the Company's website on www.blackrosechemicals.com.

On 13th August, 2021, Securities and Exchange Board of India (SEBI) has come up with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. The Board of Directors at their meeting held on 26th October, 2021 has amended the terms of the schemes to meet any regulatory requirement as

per SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

22. Risk Management

In compliance with Regulation 21 of the Listing Regulations, a Risk Management Committee has been constituted by the Board. The Risk Management Committee, also known as Risk Management Oversight Committee, is entrusted with roles and powers as specified in Part D of Schedule II of Listing Regulations. The Company has laid out a risk management policy for identification and mitigation of risks. The Risk Management Committee identifies the key risks for the Company, develops and implements the risk mitigation plan, reviews and monitors the risks and corresponding mitigation plans on a regular basis and prioritises the risks, if required, depending upon the effect on the business/reputation.

The other details in this regard are provided in the Report on Corporate Governance which forms a part of this Annual Report.

23. Vigil Mechanism and Reporting of Frauds

The Company has framed Vigil Mechanism/Whistle Blower Policy ("Policy") to enable Directors and employees to report genuine concerns or grievances, unethical behavior and irregularities, fraud, if any, which could adversely affect the Company's operations to the Audit Committee Chairman.

There were no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and/or Board under Section 143(12) of the Act and Rules framed thereunder.

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with rules made thereunder is provided in **Annexure II** which forms part of this Annual Report.

25. Contracts and Arrangements with Related Parties

All the contracts, arrangements and transactions entered by the Company during the financial year with related parties were in the ordinary course of business and were on arm's length basis, hence Section 188(1) is not applicable and consequently no particulars in Form AOC – 2 are required to be furnished. During the year, the Company had not entered into any contract, arrangements or transactions with related parties which could be considered material. All the contracts, arrangements and transactions with related parties are placed before the Audit Committee as also the Board, as may be required, for approval.

26. Business Responsibility Report

Pursuant to Regulation 34(2)(f) of the Listing Regulations, the Business Responsibility Report initiatives taken from

an environmental, social and governance perspective in the prescribed format is available as a separate section of this Annual Report.

27. Orders passed by Regulators or Courts or Tribunals

No significant and material orders have been passed by any regulators or courts or tribunals which can have an impact on the going concern status of the Company and its future operations.

28. Listing

The Company's shares are listed on the BSE and the applicable listing fees have been paid.

29. Managerial Remuneration and Particulars of Employees

The Statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable as none of the employees of the Company are covered under the provisions of the said rules.

The ratio of the remuneration of each director to the median employees' remuneration and other details in terms of 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 provided in **Annexure III** which forms part of this Annual Report.

30. Corporate Social Responsibility (CSR)

Corporate Social Responsibility (CSR) forms an integral part of an overall business policy aligned with its business goals. The Company, from time to time, endeavors to utilize allocable CSR budget for the benefit of society.

Salient features of the CSR policy and the details of activities as required under Companies (Corporate Social Responsibility Policy) Rules, 2014 is provided in **Annexure IV** forming part of this report. The CSR Policy is available on the website of the Company.

31. Service of Documents through Electronic Means

All documents, including the Notice and Annual Report shall be sent through electronic transmission in respect of members whose e-mail IDs are registered in their demat account or are otherwise provided by the members. A member shall be entitled to request for physical copy of any such documents.

32. Disclosure Requirements

As per SEBI Listing Regulations, the Corporate Governance Report with the Auditors' Certificate thereon, and the Management Discussion and Analysis including the Business Responsibility Report are attached, which form part of this report.

The Company has devised proper systems to ensure compliance with the provisions of all applicable secretarial standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

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

- i. The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
- ii. During the year under review, there are no shares required to be transferred to the demat suspense account or unclaimed suspense account of the Company.
- iii. During the year, in terms of the provisions of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 and Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001, no amount of unpaid/unclaimed dividends were transferred during the financial year to the Investor Education and Protection Fund.
- iv. During the year under review, there were no instance of one-time settlement with banks or financial institutions and hence the differences in valuation as enumerated under Rule 8(5)(xii) of Companies (Accounts) Rules, 2014, as amended, do not arise
- v. During the financial year, no application has been made and no proceeding is pending under the Insolvency and Bankruptcy Code, 2016.

33. Acknowledgements

The Board of Directors place on record sincere gratitude and appreciation to all the employees at all levels for their hard work, solidarity, cooperation, and dedication during the year.

The Board conveys its appreciation to its principal's, customers, shareholders, suppliers as well as vendors, bankers, business associates, regulatory, and government authorities for their continued support.

Cautionary Statement

Certain statements in this Directors' Report and in the Management Discussion and Analysis Report describing the Company's objectives, estimates, and projections may be forward-looking statements and are based on certain expectations. Actual results could however differ materially from those expressed or implied. Important factors that could make a difference in the Company's operations include the availability of raw material/product, cost of raw material/product, changes in demand from customers, fluctuations in exchange rates, changes in government policies and regulations, changes in tax structure, economic developments within India and the countries in which business is conducted, and various other incidental factors. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in making any assumptions. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events, or otherwise.

For and on behalf of the Board

Anup Jatia
Executive Director
DIN: 00351425

Sandeep Chokhani
Director
DIN: 02346782

Place: Mumbai

Dated: 12th August, 2022

Annexure I

Particulars of Loans, Guarantees and Investments

Amount in ₹

Particulars of Investment made, Guarantee given and Loan given	Name of the Entity	Amount (₹)	Purpose for which Loan is proposed to be utilized by the recipient
NIL			

Annexure II

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

A. CONSERVATION OF ENERGY

a) Steps taken or impact on conservation of energy:

- Company continues to select and install energy efficient variable frequency drives for agitated equipment for on going expansion. This shall further minimize power consumption.
- Maintained all previous installations.

b) Alternate source of energy – Company invested in installation of 511 KW capacity Solar Module Roof top plant at its Jhagadia Location. This solar plant will start producing electricity in financial year 2022-23.

c) The total capital investment allocated for Energy conservation equipment and 511 KW Solar module plant is ₹ 1.96 Crore. The Company had already invested ₹ 1.68 Crore.

B. TECHNOLOGY ABSORPTION

a) The efforts made towards technology absorption and the benefits derived like product improvement, cost reduction, product development or import substitution:

Various improvements in process control have been implemented which has led to reduction in waste generation, and improvement in efficiency of the manufacturing plant.

Company has successfully developed indigenous technology for commercial production of products viz. Acrylamide Solid and N-Methylol Acrylamide (NMA).

Company's R&D department continues to work on several other products which are likely to be commercially introduced soon.

b) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

No technology was imported during the last three years reckoned from the beginning of the financial year.

c) Details of expenditure on Research and Development:

The Company has spent ₹ 50.09 Lakh on the same during the year.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

- Foreign exchange outgo : ₹ 318.26 Lakh
- Foreign exchange earned : ₹ 3,233.44 Lakh

Annexure III

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

The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2021-22, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2021-22 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sl. No.	Name of Director/KMP and Designation	Remuneration to Director/KMP for the financial year 2021-22	Increase in Remuneration in the financial year 2021-22	Ratio of Remuneration of each Director / KMP to the median remuneration of employees
		(₹)	(%)	(times)
1	Mr. Anup Jatia Executive Director	10,000,000	NIL	32.66
2	Mr. Sandeep Chokhani Executive Director	4,348,200	NIL	14.20
3	Mr. Sujay Sheth Independent Director	NIL	NIL	NIL
4	Mr. Basant Kumar Goenka Independent Director	NIL	NIL	NIL
5	Ms. Garima Tibrawalla Independent Director	NIL	NIL	NIL
6	Mr. Rishabh Saraf Independent Director	NIL	NIL	NIL
7	Mr. Ratan Kumar Agrawal Chief Finance Officer	2,608,415	40%	8.52
8	Mr. Ambarish Daga* Joint Chief Finance Officer	404,000	NA	7.92
9	Mr. Nevil Avlani** Company Secretary	942,263	1.20	3.07

* Mr. Ambarish Daga was appointed as Joint Chief Financial Officer of the Company w.e.f 3rd February, 2022.

** Mr. Nevil Avlani, Company Secretary and Compliance Officer of the Company resigned w.e.f. 3rd January, 2022.

Sl. No.	Requirements	Disclosure
1	The percentage increase in the median remuneration of employees in the financial year.	The median remuneration of the employees for the financial year was increased by 13.15% compared to the previous financial year.
2	The number of permanent employees on the rolls of the Company.	104 employees as on 31 st March, 2022
3	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 percentile increase in the salaries of employees other than managerial personnel in the last financial year was 8.50% as compared with the percentile increase in the managerial remuneration of 13.30%.
4	Affirmation that the remuneration is as per the remuneration policy of the Company.	Yes, the remuneration is as per the remuneration policy of the Company.

Annexure IV

Report on CSR Activities of the Company as per Companies (Corporate Social Responsibility Policy) Rules, 2014.

1. Brief outline on CSR Policy of the Company

The Corporate Social Responsibility (CSR) Policy of the Company, as approved by the Board of Directors of the Company, explains detailed framework for undertaking various CSR programmes in accordance with Section 135 of the Companies Act, 2013 and the rules made thereunder. Our Company contributes to the activities listed under Schedule VII of the Act for the benefit of the society by promoting education, providing educational infrastructure, providing health support, etc.

Overview of the projects or programmes undertaken / proposed to be undertaken either directly or through implementing agency:

a) Patang Scholars Program

The program is a joint initiative by Atmasantosh Foundation and DBM India which aims to provide educational scholarship and other educational support as well as life skill training to meritorious junior college students belonging to economically weaker section. The aim of this program is to support underprivileged students and provide them with the skills and resources they require to become well-developed, successful and socially responsible leaders.

b) Patang Scholars Undergraduate Program

The program is also a joint initiative by Atmasantosh Foundation and DBM India which aims to provide educational scholarship and other educational support as well as mentorship to meritorious undergraduate college students belonging to economically weaker section. The aim of this program is to support underprivileged students who are pursuing undergraduate courses enabling them to become self reliant and providing them opportunity to make them stand in the equitable society.

c) Vidya Sahyog Program

This program is to provide educational scholarship and other educational support to merit and need based students belonging to economically weaker section in rural and other areas. The objective of the program is to uplift the economically-weaker sections students in rural and other areas by providing educational scholarship in underdeveloped regions.

d) Aviral Gyan Pariyojana

The program is to develop educational and social infrastructure for empowering communities in rural, under developed, and / or other areas where required. The objective of this program is to improve the quality of education by providing infrastructure facilities for organising and conducting technical courses and non-technical courses and also to enrich personal learnings, productivity and enhancing knowledge by setting up libraries, recreational centers, day care centers and other social infrastructures etc.

e) Covi-Relief

The objective of the program is to reduce the pressure on health institute by providing oxygen concentrators and to fulfill the need of oxygen shortage. The program aims to provide relief to patients and their relatives by providing necessary medical and financial help. Through this program oxygen concentrators and other relief resources will be provided to hospitals, NGOs, Other medical institutes, Patients and their relatives and other areas and to undertake any other activities that meets the objectives of program.

f) Edu-Med

The program aim in provide educational, health and other essential support to Schools, Health care centers, orphanage and other institutes enabling them to become productive member of society and other areas and to undertake any other activities that meets the objectives of program.

2. Composition of CSR Committee

Sl. No.	Name of Director	Designation / Nature of designation	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Anup Jatia	Chairman	1	1
2	Rishabh Saraf	Member	1	1
3	Sujay Sheth	Member	1	1

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

The composition of CSR committee, CSR Policy and CSR projects/programs approved by the Board may be accessed on the Company's website at www.blackrosechemicals.com.

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

In terms of the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, the requirement of conducting an impact assessment of its CSR projects / programs is not applicable to the Company.

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

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
NIL			

6. Average net profit of the Company as per Section 135(5) of the Companies Act, 2013: ₹ 2,693.72 Lakh

7. (a) Two percent of average net profit of the Company as per section 135(5) of the Companies Act, 2013: ₹ 53.87 Lakh

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil

(c) Amount required to be set off for the financial year, if any: Nil

(d) Total CSR obligation for the financial year (7a+7b+7c): ₹ 53.87 Lakh

8. (a) CSR amount spent or unspent for the financial year

Total amount spent for financial year (₹ in Lakh)	Amount Unspent				
	Total Amount transferred to Unspent CSR Account as per Section 135(6) of the Companies Act, 2013		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5) of the Companies Act, 2013		
	Amount (₹ in Lakh)	Date of transfer	Name of the fund	Amount	Date of Transfer
28.95	24.92	28 th April, 2022	NIL		

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

Sl. No.	Name of the project	Items from the list of activities in schedule VII to the Act	Local Area	Location of the project		Project Duration	Amount allocated for the project (₹ in Lakh)	Amount spent in the current financial year (₹ in Lakh)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (₹ in Lakh)	Mode of Implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District						Name	CSR Registration No.
1	Aviral Gyan Pariyojana	Education	Yes	Rajasthan	Jhunjhunu	3 years	20.00	9.28	10.72	NO	Atmasantosh Foundation	CSR00031981
2	Vidya Sahyog	Education	Yes	Maharashtra, Rajasthan, Bihar, Uttar Pradesh	Mumbai, Lonavala, Jhunjhunu, Darbhanga, Patna, Sitamarh	3 years	5.00	2.96	2.04	NO	Atmasantosh Foundation	CSR00031981
3	Covi - Relief	Medical	Yes	West Bengal, Gujarat, Maharashtra, Delhi	Kolkata, Valsad, Mumbai, New Delhi	3 years	25.00	15.51	9.49	NO	Rural Health Care Foundation Shrimad Rajchandra Sarvamangal Trust MESH Foundation PRATYek Navrushti International Trust Jhagadia Industries Association	CSR00004725 CSR00000266 CSR00005794 CSR00006473 CSR00004550 CSR00004516
4	Edu-Med	Education and Medicine	Yes	Maharashtra	Mumbai	3 years	3.87	1.2	2.67	No	Central Chinmaya Mission Trust	CSR00008084

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

Sl. No.	Name of the project	Items from the list of activities in Schedule VII to the Act	Local Area	Location of the project		Amount spent for the project (₹ in Lakh)	Mode of Implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR Registration No.

Not Applicable

(d) Amount spent in Administrative Overheads: Nil**(e) Amount spent on Impact Assessment, if applicable:** Not applicable**(f) Total amount spent for the financial year:** ₹ 28.95 Lakh**(g) 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)	₹ 53.87
ii.	Total amount spent for the Financial Year	₹ 28.95
iii.	Excess amount spent for the financial year [(ii)-(i)]	Not applicable
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Not applicable
v.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Not applicable

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

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135 (6) (₹ in Lakh)	Amount spent in the reporting Financial Year (₹ in Lakh)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years (₹ in Lakh)
				Name of the Fund	Amount (in ₹)	Date of transfer	
1	2020-21	11.76	11.76	Not Applicable			0

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

Sl. No.	Project ID	Name of the project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (₹ in Lakh)	Amount spent on the project in the reporting Financial Year (₹ in Lakh)	Cumulative amount spent at the end of reporting Financial Year (₹ in Lakh)	Status of the project - Completed / Ongoing
1	Education	Patang Scholars Program	2018-19	5 years	50.00	4.64	38.68	Ongoing
2	Education	Patang Scholars Undergraduate Program	2020-21	3 years		1.54		Ongoing
3	Education	Vidya Sahyog Program	2019-20	4 years		5.58		Ongoing

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details): Not applicable**(a) Date of creation or acquisition of the capital asset(s):** Not applicable**(b) Amount of CSR spent for creation or acquisition of capital asset:** Not applicable**(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.:** Not applicable**11. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5):** Not ApplicableFor **Black Rose Industries Limited****Anup Jatia**

Executive Director & Chairman of CSR Committee

DIN: 00351425

Place: Mumbai

Date: 12th August, 2022

Management Discussion and Analysis

A. The Industry Structure and Developments

Chemical

Specialty and performance chemicals constitute the majority of the Company's distribution portfolio and account for the major share of its revenues. The Company's manufacturing unit located in Jhagadia, Gujarat, at the start of the year was engaged in the production of a) Acrylamide with an installed capacity of 32,000 MTPA of which 20,000 MTPA is available for merchant sales and balance for the Company's captive requirement, b) Polyacrylamide liquid with an installed capacity of 40,000 MTPA. During the last quarter of the year, the Company commenced commercial production of N-methylol Acrylamide (NMA) with an installed capacity of 2,000 MTPA at the same unit.

The chemical industry is fueling India's economic growth and cater to a wide range of end-user industries thereby playing a major role in achieving the country's ambitious target of becoming a \$5 trillion economy by 2025. India's strategic locational advantage, skilled and competent manpower, good governance, robust investment policies, and reforms, have made it a preferred global manufacturing destination.

Renewable Energy and Textile

The Company has two windmills of 0.8MW each, one in Rajasthan and the other in Gujarat. Long term Power Purchase Agreements have been entered into with the respective State Electricity Boards and all power generated is sold accordingly.

The Company also has a very minor operation in the textile sector as a manufacturer of fabrics and textile made-ups.

Both these businesses put together account for less than 1% of the total revenue of the Company.

B. Opportunities, Threats, and the Company's Response

Chemical Distribution

A major portion of the Company's revenue comes from its chemical distribution business. The Company enjoys strong and transparent relationships directly with leading global chemical manufacturers due to which we enjoy a fair pricing policy and are able to provide uninterrupted service to long-standing customers while tapping emerging opportunities and expanding our footprint in the Indian chemical sector.

The Indian chemical industry faced various challenges ranging from the pandemic induced lockdowns, supply chain disruptions and the spillover effects of Russia's war with Ukraine during the year. Despite these impediments, the Company by taking proactive steps in supply chain

management, logistics, and robust sales strategy coupled with new product introduction and increased customer base, was able to increase its total revenue as well as profits.

Chemical Manufacturing

Acrylamide

The domestic market demand of acrylamide monomer is approximately 13,000MT on a 100% solid basis, or 26,000MT on the basis of acrylamide 50% solution. The Company produces and supplies acrylamide solution to this market. In addition to the domestic market, there is a strong export demand as well. The price of acrylamide is mainly affected by changes in the cost of its key raw material, acrylonitrile (also used to manufacture acrylic fiber and ABS polymers). Changes in domestic and international market supply/demand also influence acrylamide prices. Acrylamide solid is imported from China by a number of chemical traders and end users, and import duties are 7.5% on the same. Acrylonitrile prices which were at a historical high of \$3,200 per MT at the start of the year steadily fell during the year to end the year at \$1,900 per MT. Profits on the acrylamide liquid business reduced in the latter half of the year due to the higher-priced carry forward raw material stocks. At the same time, the export volumes were affected due to the high freight costs.

Polyacrylamide Liquid

The domestic market demand of polyacrylamide liquid is approximately 120,000MT. Polyacrylamides represent a class of polymers that are water-soluble and formed solely from acrylamide or together with other monomers. They are widely used as flocculating agent, thickening agent, binders, super absorbent polymers, soil conditioners, filtering aid, lubricant and oil recovery agent. The Company has an installed capacity to produce 40,000 MTPA polyacrylamide liquids. The polyacrylamide liquid currently being produced is used as a binder in the ceramic tile industry.

N-Methylol Acrylamide (NMA)

N-Methylol Acrylamide (NMA) is another downstream product of acrylamide monomer and is widely used as a specialty monomer in manufacturing of binders and cross-linkable emulsion polymers for many industries.

The Company commenced commercial production of N-Methylol Acrylamide (NMA) during the year with an installed capacity of 2,000MT per annum. NMA is currently being imported into India primarily from Europe.

Renewable Energy and Textiles

The revenue from this business depends on the quantum of power generation, which in turn depends on conditions of

nature prevailing throughout the year. Although there are unlimited opportunities in the field of renewable energy, the Company has no plans to enter into any further renewable energy projects (except for its captive use) at this time.

The Company's interest in the textile sector is limited, and the Company does not intend to invest further resources in this business.

C. Analysis of Performance

Chemical Distribution

The distribution business performed well during the year. Despite a slow start hampered by the pandemic induced lockdown and supply chain disruptions in April and May 2021, the activity picked up strongly in the following months and quarters. Sale of products such as acrylonitrile, isophthalic acid, and meta cresol helped increase revenue while new products such as neo pentyl glycol and hexamine were added. Profitability was supported by the Company's loyal customer base and ability to maintain reasonable level of stocks despite global supply chain issues. Although the fourth quarter saw sales and profits dip with the spillover effects of the Russia's war with Ukraine, and the pandemic induced lockdown in China both playing a part.

Acrylamide

Increased price realization and growing domestic demand helped the Company generate higher revenue and maintain healthy operating margins throughout the year. Raw material (acrylonitrile) prices which were at a historical peak of US\$3,200/MT at the end of the previous year fell during each quarter closing the year at around US\$1,900/MT. Sales for the year would have been higher but for high freight costs making exports to certain markets unfeasible. Profits reduced in the fourth quarter because of higher-priced carry forward raw material stocks and the lockdown in China resulting in panic offers of acrylamide powder in the Indian market. Production at the acrylamide powder plant was awaiting approval from the government authorities and was received after the close of the financial year and is now the only producer outside of China producing this product. The Company has applied for REACH registration for acrylamide which when received will open up the European market for the Company's product.

Polyacrylamide Liquid

The Company added new customers and gained greater market penetration for its ceramic binder product, BRILBIND CE01, in the ceramic tile industry of Morbi. The year started slowly with the pandemic's second wave but sales picked up as the product continued to gain acceptance in the market. During the last quarter of the year, the surge in gas prices due to the war in Europe and the reduced supply of gas to the ceramic tile industry led many ceramic tiles manufacturers in Morbi to slow down production. Despite of these conditions, the Company has increased its business manifold, has raised prices along with rising raw material costs, and expanded its customer base. In order to further penetrate this market, the

Company is currently developing a dispersant used widely by producers of ceramic tiles.

N-Methylol Acrylamide (NMA)

The Company commenced commercial production of N-Methylol Acrylamide (NMA) during the last quarter of the year. Sales of the product have started at a small scale while the product is undergoing trials at larger customers.

D. Financial Review

Analysis of the profit and loss statement

Revenues: Standalone revenue from operations reported a 45.42% rise from ₹ 235.10 crore in 2020-21 to reach ₹ 341.88 crore in 2021-22. Other incomes of the Company reported a 86.57% rise and accounted for a 0.32% share of the Company's revenues reflecting the Company's dependence on its core business operations.

Expenses: Total expenses of the Company increased by 51.13% from ₹ 199.86 crore in 2020-21 to ₹ 302.05 crore in 2021-22 due to increase in operational scale/volume. Cost of material consumed increased by 68.16% from ₹ 41.65 crore in 2020-21 to ₹ 70.03 crore in 2021-22. Employee benefit expenses increased by 13.70% from ₹ 6.13 crore in 2020-21 to ₹ 6.97 crore in 2021-22.

Analysis of the Balance Sheet Sources of funds:

The capital employed by the Company increased by 26.07% from ₹ 107.54 crore as on 31st March, 2021 to ₹ 133.17 crore as on 31st March, 2022 owing to reinvestment of Profit/Surplus. Return on capital employed, a measure of returns derived from a rupee invested in the business decreased, by 3% from 34.4% in 2020-21 to 31.40% in 2021-22.

The net worth of the Company increased by 31.29% from ₹ 90.18 crore as on 31st March, 2021 to ₹ 118.40 crore as on 31st March, 2022 owing to increase in reserves and surpluses. The Company's equity share capital comprising 51,000,000 equity shares of ₹ 1 each remained unchanged during the year under review.

Long-term debt of the Company increased from ₹ 0.20 crore as on 31st March, 2021 to ₹ 0.52 crore as on 31st March, 2022 owing to fresh loan taken. Long-term debt-equity ratio of the Company stood at 0.004 in 2021-22 compared to 0.002 in 2020-21.

Finance costs of the Company decreased by 26.11% from ₹ 1.20 crore in 2020-21 to ₹ 0.89 crore in 2021-22 following the repayment of liabilities. The Company's interest cover stood at a comfortable 46.98x in 2021-22 (30.74 x in 2020-21).

Applications of funds:

Fixed assets (gross) of the Company increased by 7.35% from ₹ 55.62 crore as on 31st March, 2021 to ₹ 59.71 crore as on 31st March, 2022 owing to purchase fixed asset. Depreciation on tangible assets increased by 3.75% from ₹ 2.26 crore in 2020-21 to ₹ 2.34 crore in 2021-22 owing to an increase in fixed assets during the year under review.

Working capital management:

Current assets of the Company increased by 23.65% from ₹ 98.70 crore as on 31st March, 2021 to ₹ 122.04 crore as on 31st March, 2022. The current and quick ratios of the Company stood at 2.72 and 1.60, respectively in 2021-22 compared to 2.12 and 1.55, respectively in 2020-21.

Inventories including raw materials, work-in-progress and finished goods among others marginally increased by 2.16% from ₹ 45.29 crore as on 31st March, 2021 to ₹ 46.27 crore as on 31st March, 2022 owing to an increase in business operation. The inventory cycle changed from 89.54 days of turnover equivalent in 2020-21 to 62.47 days of turnover equivalent in 2021-22.

Trade receivables increased by 51.42% from ₹ 43.79 crore as on 31st March, 2021 to ₹ 66.31 crore as on 31st March, 2022. More than 99.57% of receivable were considered good. The Company contained its debtor turnover cycle within 59.02 days of turnover equivalent in 2021-22 compared to 71.66 days in 2020-21.

Cash and bank balances of the Company decreased by 1.91% from ₹ 5.23 crore as on 31st March, 2021 to ₹ 5.13 crore as on 31st March, 2022.

Loans and advances made by the Company decreased from ₹ 1.88 crore as on 31st March, 2021 to ₹ 0.74 crore as on 31st March, 2022 on account of decrease in advances paid to supplier.

Margins

The EBIDTA margin of the Company decreased by 385 basis points from 16.85% in 2020-21 to 13.00%, while the net profit margin of the Company also decreased by 246 basis points.

E. Key Ratios

Particulars	2020-21	2021-22
EBIDTA/Turnover (%)	16.85%	13.00%
Debt-Equity Ratio	0.18	0.10
Return On Equity (%)	29.66%	25.76%
Book Value Per Share (₹)	1	1
Earnings Per Share (₹)	5.24	5.98
Debtors Turnover (Days)	71.66	59.02
Inventory Turnover (Days)	89.54	62.47
Interest Coverage Ratio (X)	30.74	46.98
Current Ratio (X)	2.12	2.72
Debt Equity Ratio (X)	0.18	0.10
Operating Profit Margin (%)	15.75%	12.23%
Net Profit Margin (%)	11.54%	8.96%

F. Outlook

The Indian chemical industry is expected to perform well on the back of "China plus one" strategy being implemented internationally. Apart from this, greater focus towards backward integration, rise in the R&D spending, higher capex into petrochemicals and improvement in the logistic activity should assist domestic chemical companies to hold meaningful global market share over the long run. Since China constitutes about 20% of the global specialty chemical industry (\$800 billion), even a 10% shift of China market share to India can translate into an \$80 billion opportunity for the Indian specialty chemical industry which holds only around 4% global market share currently.

India's specialty chemicals sector constitutes approximately 20% of the total chemicals market in India by value. With India emerging as a preferred manufacturing hub for specialty chemicals, the specialty chemicals industry is expected to grow 12% to reach an estimated \$64 bn by 2025. There is an ongoing evolution towards sustainable products and processes, circular economy and end of life material recovery, thus increasing scope of servicing new sectors with products and solutions. The Indian industry today will thus evolve to capitalize on the larger trends at play to move synchronously with global trends.

Chemical Distribution

The Company plans to focus on consolidating its leadership position in its key products while adding new products to its portfolio.

Acrylamide

The Company has been expanding its domestic and international footprint in the acrylamide business and expects its acrylamide capacity utilization to increase in the second half of the year considering overall economic revival and expected reduction in freight costs. The acrylamide solid has the potential to be a game-changer bringing in additional volumes both from the domestic as well as the exports markets. The Company has already applied for REACH registration which will open up the European market for the Company's acrylamide. Raw material (acrylonitrile) prices are expected to remain flat to bearish in the first half of the year due to the economic slowdown induced weak demand as well as new capacity additions during the year leading to oversupply.

Polyacrylamide Liquid

The Company has gained market share in the ceramic tiles market of Morbi during the year and aims to continue improvement of process and product to further strengthen its competitiveness and market acceptance during the year.

N-Methylol Acrylamide (NMA)

The product is currently undergoing trials at larger customers which are expected to bring in sales in the second half of FY23.

Polyacrylamide Solid

The Company's R&D efforts have been realigned to focus on the polyacrylamide solid technology. A new sales team is also being put in place to reduce the gestation period between start of commercial and full capacity sales.

G. Risk and Concerns

The Board of the Company has formed a risk management committee to frame, implement and monitor the risk management plan for the Company. The committee is responsible for reviewing the risk management plan and ensuring its effectiveness. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The risk management policy has been posted on website of the Company.

Given the nature of the Company's business and changing market dynamics, it is exposed to various risks during its daily course of operations. Some of the key risks and mitigation strategies adopted by the Company is illustrated below:

- **Health and safety risk**

Health and safety is closely monitored, this is done predominantly due to the nature of the job; manufacturing of chemicals that are hazardous in nature. The Company is aware of and adheres to different laws and regulations in order to keep its employees safe, and company compliant. Your Company identifies potential safety hazards and conducts regular workplace inspections to help prevent incidents and injuries.

- **Environmental and Social risk**

The Company deals with environmental and social risk with the same care and discipline as any other business risk, and thus undertake to robust review of process to take the social and environmental impact in our business decisions. We prefer to address the issue by working on ways to appropriate safeguards to the environment and more sustainable practices. By facilitating the adoption of more sustainable practices, we are able to better serve the society and the environment in which they operate.

- **Raw material supply and price fluctuations**

Timely supply of raw materials are key to any manufacturing business. Also, raw material costs can fluctuate for a variety of reasons. Manufacturers rely on raw materials for their production and as a result are naturally impacted by supply and price volatility of the raw materials they require. The Company maintains good relations with its key raw material suppliers and enters into supply contracts with global leaders whenever possible. The purpose of contracts is to protect the Company from supply disruptions as well as price volatility.

- **Execution**

Executive risk is the risk that a company's business plans will not be successful when they are put into action due to internal or external factors such as change in prevailing conditions, cost overruns etc. The Company manages to mitigate through acquiring adequate resources, careful communications, effective governance, and adaptive execution processes.

- **Quality Risk**

The Company aims to produce and supply quality products in conformance to required specifications. The Company employs strong process discipline and quality control at its manufacturing plant to constantly monitor the quality of its products. Customer complaints or concerns are promptly investigated for continuous improvement. With regard to its distribution products, the Company only works strictly with renowned international principals who stand by their product quality.

- **Currency Volatility**

Currency fluctuations are a natural outcome of floating exchange rates. Numerous factors influence exchange rates, including a country's economic performance, the outlook for inflation, interest rate differentials, capital flows and so on. As currency rates play an important role in the Company's activities, the Company reviews and revises the prices of its products in the event of significant currency movement and also systematically hedges its trade exposures using forward contracts. Wherever possible, transactional currencies are aligned to the reporting currency in order to obviate exchange fluctuation impact.

- **Economic Downturn**

Currently the world is witnessing high inflation, mainly due to geo-political tensions and a changing international economic scenario. The current trend where inflation impacts both consumer sentiment and margins is expected to continue in the near term. The Company continuously aligns its procurement and sales strategies by assessing the status of the economies that affect its business.

- **Competition**

The Company faces competition from domestic as well as international players. The Company strives to deliver new and innovative solutions and keep up with dynamic changes in the market. Further, competition may also result in pricing pressure leading to an impact on its margins and profitability.

- **Financing**

Financial risks strike at the heart of a business, starving it of resources and hampering cash flow. Financial risk can appear in many forms – from customers who

fail to pay for their purchases, suppliers who fail to ship inventory, high interest costs, etc. The Company efficiently evaluates the business operation and ensures that required finances are available for carrying on its activities.

- **Information security risk**

Information security risk involves risk to the confidentiality, integrity and availability of an organization's assets. The Company focuses on mitigating the risk through selection, implementation, maintenance, and continuous monitoring of preventive, detective, and corrective security controls to protect information assets from compromise or to limit the damage to the organization.

- **Attracting and retaining talent**

The Company continues to build on its relations with the employees with the mantra of trust, transparency and togetherness. In order to ensure smooth operations and long-term sustainability, it is vital to have a dedicated and committed team at its plants and offices. The Company also identifies employees who deserve to be rewarded and retained through its employee stock option plan.

H. Internal Control Systems

During the year, the Company has reviewed its Internal Financial Control systems and has continually contributed to the establishment of a more robust and effective internal control framework, prescribed under the ambit of Section 134(5) of Companies Act, 2013. The control criteria ensures the orderly and efficient conduct of the Company's business, including adherence to its policies, the safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

Based on the assessment carried out by the Management and the evaluation of the results of the assessment, the Board of Directors are of the opinion that the Company has an adequate Internal Financial Controls system, operating effectively as at 31st March, 2022.

The Company's internal controls, ensures compliance with all applicable laws and regulations, and facilitates optimum utilization of available resources and protects the interests of all stakeholders.

I. Internal Audit

The Internal Audit function is carried out by professionally qualified accountants / specialists adequately skilled and resourced to deliver audit assurances at highest levels. The Audit Committee reviews the Report provided by Internal Auditors.

The Audit Committee is regularly apprised of the internal audit findings and regular updates are provided of the action taken on the internal audit reports. The Audit Committee reviews the quarterly, half yearly and the annual financial statements of the Company.

J. Human Resources and Industrial Relations

The employees of the Company are an integral part to company's business operations. The Company has supported its employees at all times and is determined to provide a safe place and healthy work environment. Training, upgrading skills and developing a stellar workplace attitude are key focus areas for the development of the employees. The employees are driven by purpose and are fully empowered to excel in an evolving and dynamic business environment. It has been the continuous endeavour of the Company's Human Resources function to attract the right talent, develop the right capabilities and skills, and continuously encourage them by providing the right culture and work environment.

The Company continues to conduct periodic review of employee performance and enable actionable feedback. It believes that everything is made possible by its people – the Company's biggest strength.

No man-days were lost on account of strike or dispute during the year. The relations with the employees and workers remained cordial and harmonious throughout the year. The Company's grievance redressal mechanisms ensure that employees can raise issues and concerns and have them addressed in time.

K. Capital Expenditure and Expansion Plans

Polyacrylamide Solid: Demand for polyacrylamide solids is growing in the domestic market and in other countries. This product segment remains the prime focus of the Company and the R&D team continues its work in process development. The Company plans to incur capital expenditure of ₹ 60 crores for the set up of its 10,000MT polyacrylamide manufacturing plant over the coming years.

The Company will continue to concentrate on and grow its existing businesses while looking for new projects in the areas in which it operates.

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2022

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Black Rose Industries Limited
145/A, Mittal Tower,
Nariman Point, Mumbai – 400 021.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Black Rose Industries Limited (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our electronic verification of the M/s. Black Rose Industries Limited'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 electronically during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the Audit period)
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (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, 2009; (Not applicable to the Company during the Audit period) and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit period).
- (vi) Other laws as per the representation made by the Company are as follows;
 - Factories Act, 1948
 - Industrial Disputes Act, 1947
 - Employees Compensation Act, 1923
 - Payment of Wages Act, 1936
 - Payment of Gratuity Act, 1972
 - Maternity Benefit Act, 1961
 - Industries (Development & Regulation) Act, 1951
 - Employees Provident Fund and Miscellaneous Provisions Act, 1952
 - Employees State Insurance Act, 1948
 - Indian Contracts Act, 1872
 - Income Tax Act, 1961 and Indirect Tax Laws
 - Environment (Protection) Act, 1986
 - Water (Prevention and Control of Pollution) Act, 1974
 - Indian Stamp Act, 1899

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board (SS – 1) and General Meetings (SS – 2) are complied.
- (ii) The provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 including its amendment;

During the period under review and as per the explanations / representation made by the management the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

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

We further report that

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

During the year, there were changes in KMP of the Company. Mr. Nevil Avlani resigned as a Company Secretary and Compliance Officer effective from 3rd January, 2022 and in his place Ms. Harshita Shetty is appointed as an Assistant Company Secretary and Compliance Officer to take care of Secretarial Compliances. Further, on 3rd February, 2022 Mr. Ambarish Daga is appointed as a Joint Chief Financial Officer (KMP) of the Company.

The Audit Committee met four times in a year and the other Board committees namely Nomination and Remuneration Committee, Risk Management Committee met twice during the year and Stakeholders Relationship Committee and Corporate Social Responsibility Committee met once during the year under review as required under the provisions of SEBI LODR.

The Company has paid dividend in the audit period and has complied with all the Dividend related and IEPF related compliances as per Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

The Nomination & Remuneration Committee has granted 155,300 stock options to the eligible employees of the Company under "BRIL Stock Option Scheme 2020" approved by the Company in its Annual General Meeting dated 29th September, 2020.

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 generally a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were no instance of:

- (i) Public / Right / Preference Issue of Shares / Debentures / Sweat Equity, etc.
- (ii) Redemption / Buy-back of securities.
- (iii) Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013.
- (iv) Merger / amalgamation / reconstruction, etc.
- (v) Foreign Technical Collaborations.

We further report that the Section 135 of the Companies Act, 2013 pertaining to Corporate Social Responsibility (CSR) is applicable to the Company. During the financial year 2019-2020, the company has spent some amount on CSR Activities. However, Rs.11,76,048.00 which remained unspent as on 31st March, 2021 was parked for ongoing project and the same was transferred to Special Account of the Company titled as 'Black Rose Industries Limited - Unspent Corporate Social Responsibility Account 2020-21' to be spent within a period of three years from the date of transfer to the unspent account.

Further, our report of even dated to be read along with the following clarifications:

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express as opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide as reasonable basis of our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws and regulations and happening.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of 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.

For **ND & Associates**

(Peer Reviewed)

UDIN: F003262D000509988

Neeta H. Desai

Practising Company Secretary

COP No. 4741

Place: Mumbai

Date: 21st June, 2022

Business Responsibility Report

As mandated by the Securities and Exchange Board of India ('SEBI'), top 1,000 listed companies based on market capitalisation are required to submit 'Business Responsibility Report' ('BRR') along with their Annual Report. SEBI vide its circular dated 10th May, 2021 has introduced new reporting requirements on environmental, social and governance ('ESG') parameters viz. the Business Responsibility and Sustainability Report ('BRSR'), in order to bring in greater transparency towards Company's sustainability objectives, position and performance resulting into long term value creation and to have quantitative and standardized disclosures on ESG parameters across companies, sectors and time. These requirements set the stage for taking a leap for better disclosures in the ESG space in India. The filing of BRSR is applicable for the top 1,000 listed companies based on market capitalization and has been made mandatory from F.Y. 2022-23. The submission of BRSR is voluntary for the current financial year 2021-22.

Black Rose Industries Limited ('the Company'), intends to get itself familiarized with the new requirements over the period of next financial year and gradually adapt and align itself to higher standards of sustainability and have continued with the reporting requirements under existing guidelines of BRR for the reporting period. This BRR provides information about the key initiatives undertaken by the Company, driven by the triple bottom line aspects viz., environmental, social and governance.

This Report is prepared pursuant to provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

- Corporate Identity Number (CIN) of the Company: L17120MH1990PLC054828
- Name of the Company: Black Rose Industries Limited
- Registered address: 145-A, Mittal Tower, Nariman Point, Mumbai – 400021, Maharashtra.
- Website: www.blackrosechemicals.com
- E-mail Id: investor@blackrosechemicals.com
- Financial Year reported: 1st April, 2021 to 31st March, 2022
- Sector(s) that the Company is engaged in (industrial activity code-wise):

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service
1	Manufacturer of organic and inorganic chemical compounds	20119
2	Wholesale of industrial chemicals	46691

8. List three key products/services that the Company manufactures/provides

- Production and Sale of Acrylamide
- Production and Sale of Polyacrylamide
- Chemical Distribution
- Production and Sale of N-Methylol Acrylamide

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

- Number of International Locations (Provide details of major 5) : NIL (on standalone basis)
- Number of National Locations:

Manufacturing Plants	2
Distribution Centers	4
Production of Energy - Windmills	2
Offices including Registered Office/Head Office	3

10. Markets served by the Company:

Local	State	National	International
✓	✓	✓	✓

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1. Paid up Capital:	₹ 510 lakhs
2. Total Turnover:	₹ 34,188.20 lakhs
3. Total profit after taxes:	₹ 3,049.90 lakhs
4. Total Spending on Corporate Social Responsibility as percentage of profit after tax:	The Company's total spending on CSR for the financial year 2021 - 22 is ₹ 28.95 lakhs which is 0.95% of Profit after Tax.
5. List of activities in which expenditure in 4 above has been incurred:	a) Education b) Medical

SECTION C: OTHER DETAILS

1. Does the Company have any Subsidiary Company?	Yes
2. Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent Company?	The Company encourages its subsidiary to participate in the BR Initiative of the Company.
3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with participate in the BR Initiatives of the Company? If yes, then indicate the percentage of such entity/entities?	The Company does not mandate its suppliers, distributors, etc. to participate in all the BR initiatives of the Company. However, being a responsible organisation, the Company believes in educating its suppliers and distributors on the BR initiatives of the Company and is encouraged to follow the BR initiatives.

SECTION D: BR INFORMATION

1. Details of Director/Directors responsible for BR policy/policies

DIN: 02346782

Name: Mr. Sandeep Chokhani

Designation: Whole-Time Director

2. Details of the BR Head

Sr. No.	Particulars	Details
1.	DIN Number	02346782
2.	Name	Sandeep Chokhani
3.	Designation	Whole-Time Director
4.	Telephone No.	+91 22 4333 7200
5.	Email Id	investor@blackrosechemicals.com

1. Principle-wise (as per National Voluntary Guidelines NVGs) BR Policy/policies

Sr. No.	Details
P1	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability
P2	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle
P3	Businesses should promote the well-being of all employees
P4	Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised
P5	Businesses should respect and promote human rights
P6	Businesses should respect, protect and make efforts to restore the environment
P7	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner
P8	Businesses should support inclusive growth and equitable development
P9	Businesses should engage with and provide value to their customers and consumers in a responsible manner

(a) Details of Compliances:

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9	Note to Answers
1.	Do you have a policy/policies for...	Y	Y	Y	Y	Y	Y	Refer Note 6	Y	Y	-
2.	Has it been formulated in consultation with relevant stakeholders?	Y	Y	Y	Y	Y	Y	-	Y	Y	Refer No. 1

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9	Note to Answers
3.	Does the policy conform to any national / international standards?	Y	Y	Y	Y	Y	Y	-	Y	Y	Refer No. 2
4.	Has the policy being approved by the Board? Is yes, is it signed by MD/ owner/ CEO/ appropriate Board Director?	Y	Y	Y	Y	Y	Y	-	Y	Y	Refer Note 3
5.	Does the Company have a specified committee of the Board/ Director/ Official to oversee implementation of the policy?	Y	Y	Y	Y	Y	Y	-	Y	Y	-
6.	Indicate the link for the policy to be viewed online?	Y	Y	Y	Y	Y	Y	-	Y	Y	Refer Note 4
7.	Has the policy been formally communicated to all relevant internal & external stakeholders?	Y	Y	Y	Y	Y	Y	-	Y	Y	-
8.	Does the Company have in-house structure to implement the policies?	Y	Y	Y	Y	Y	Y	-	Y	Y	-
9.	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Y	Y	Y	Y	Y	Y	-	Y	Y	-
10.	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	Y	Y	-	Y	Y	Refer Note 5

Notes:

- While there may not be formal consultation with all stakeholders, the relevant policies have evolved over a period of time by taking inputs from concerned internal stakeholders.
- The spirit and content of the Code of Conduct and all the applicable laws and standards are captured in the policies articulated by the Company. The policies are based on and are in compliance with the applicable regulatory requirements and International Standards.
- The policies have been approved by the Board wherever required by law, rules and regulations. Other policies are developed and approved internally by appropriate authorities and are signed by Executive Director/Functional Heads as required/appropriate.
- Some policies like Code of Conduct for Board and Senior Management Executives, CSR Policy, Whistle Blower Policy, etc. are displayed on the Company's website www.blackrosechemicals.com. Other policies are available on Intranet/in physical form with suitable access given to the concerned persons.
- While the Company has not carried out independent audit of the policies, the Internal Audit Function periodically looks at the implementation of the policies.
- We do not have documented policy. We have healthy well understood practices on the subject.

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

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	The Company has not understood the Principles							-		
2.	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified Principles							-		
3.	The Company does not have financial or manpower resources available for the task							-		
4.	It is planned to be done within next six months							-		
5.	It is planned to be done within next one year							-		
6.	Any other reason (please specify)							-		

2. Governance Related to BR

- a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO assesses the BR performance of the Company.

The aspects of Business Responsibility are reviewed by the Board. The Board of Directors reviews the BR performance of the Company on an annual basis.

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

The Company publishes the information on BR which forms part of the Annual Report of the Company. The Annual Report is also uploaded on the website of the Company at www.blackrosechemicals.com

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1

Business should conduct and govern themselves with Ethics, Transparency and Accountability

1. Does the policy relating to ethics, bribery and corruption cover only the Company? Does it extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?

Yes, the Company has an anti-corruption policy in place that governs the ethics, bribery and corruption related matters at the Company and follows to achieve zero-tolerance against bribery and corruption. The policy applies to all offices, directors, shareholders, employees, suppliers, contractors and appointed third party representatives of the Company including its agents, intermediaries, consultants and introducers in all locations. Violation of this policy will be severely sanctioned, including where appropriate disciplinary procedures, up to and including termination of employment and possible referral to the appropriate criminal or regulatory authorities. The Company intends to review doing business with others who do not commit to the same standard of zero-tolerance of corruption, including joint ventures partners and distributors.

2. Stakeholder complaints received in the past financial year and percentage satisfactorily resolved by the management?

The Stakeholders of the Company includes our investors, shareholders, clients, employees, vendors/suppliers, partners, government and local communities.

The Company has not received any complaints from its stakeholders in the past financial year with respect to abusive, corrupt or anti-competition practices.

However, four shareholders complaint related to loss of share certificate and transmission of shares were received during the financial year ended 31st March, 2022 and the same was resolved/redressed within stipulated time period mentioned under the SEBI Circular(s) to the satisfaction of the shareholder concerned.

Principle 2

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

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

- Acrylamide liquid
- Polyacrylamide liquid
- N-Methylol Acrylamide

2. Does the company have procedures in place for sustainable sourcing (including transportation)?

- (a) If yes, what percentage of your inputs was sourced sustainably?

The company does not have formal procedure for sustainable sourcing at present.

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

Yes, the Company is promoting local vendors and service providers, wherever possible, subject to their meeting required specifications, quality, and cost. While selecting the vendors, preference is given to local vendors with an objective of creating employment and economic opportunities in the area where they operate.

4. Does the company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%).

The company sends its hazardous waste for co-processing to the authorized processor, which in turn supplies this material to cement companies where it is used as combustion fuel. The company has zero liquid discharge. All waste water generated is treated and recycled for use in cooling towers, etc. Waste water recycled percentage is >10%.

Principle 3

Businesses should promote the wellbeing of all employees

Sl. No.	Particulars	As on 31 st March, 2022
1	Please indicate the Total number of employees	104
2	Please indicate the Total number of employees hired on temporary/contractual/casual basis	13
3	Please indicate the Number of permanent women employees	13
4	Please indicate the Number of permanent employees with disabilities	Nil
5	Do you have an employee association that is recognized by management	No
6	What percentage of your permanent employees is members of this recognized employee association	Not Applicable

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

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

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

Sl. No.	Particulars	% of Employees
1	Permanent Employees	82.52
2	Permanent Women Employees	100
3	Casual/Temporary/Contractual Employees	100
4	Employees with Disabilities	Not Applicable

Safety and skill up-gradation training includes providing health, safety, first aid, fire safety training, technical training, and professional development program including soft skills.

Principle 4

Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized

1. Has the company mapped its internal and external stakeholders?

Yes, the company has identified its key stakeholder groups and mapped its internal and external stakeholders.

2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders.

Yes, the Company has identified the disadvantaged, vulnerable & marginalized stakeholders.

3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders.

Through CSR initiatives, the Company extends help to the disadvantaged, vulnerable and marginalized stakeholders by providing financial aid in the form of scholarships, upgrading educational infrastructure and undertaking school development activities. Besides these, the Company has played a proactive role during ongoing COVID 19 pandemic by providing relief to the disadvantaged and marginalized section of the society.

Principle 5

Businesses should respect and promote human rights

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

The Company has in place "Labour Practices and Human Rights Policy" which sets out the principles for our actions and behavior in relation to human rights.

The Policy is applicable to the Company. The contractors working at our sites are also encouraged to comply with the policy.

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

No stakeholder complaints have been received by the company in the past financial year in relation to human rights.

Principle 6

Businesses should respect, protect and make efforts to restore the environment

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

The Company has in place Environment, Health and Safety Policy with respect to its manufacturing facilities. The Policy covers only the Company.

However, the Company encourages its subsidiary, suppliers and contractors to employ environment friendly measures in their day to day operations.

2. Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc?

Yes, the Company is cognizant of the impact of climate change on its business in the medium and long term.

The Company is constantly taking energy efficiency initiatives at its plants. The Company during FY 2021-22 invested in installation of 511 KW Capacity Solar Modular Plant at its Jhagadia Location which will be put to use in FY 2022-23. This module will start producing electricity in FY 2022-23.

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

Yes, environment and climate change related risks are part of the enterprise risk management framework and are considered under project risk, business operation risk and compliance risk.

At the operations level, environmental and health and safety risks are identified as a part of the ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018 Certification.

4. Does the company have any project related to Clean Development Mechanism?

No

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

Yes, the company has two windmills of 0.8MW each, one in Rajasthan and the other in Gujarat, totaling 1.6MW. Power Purchase Agreements have been entered into with the respective State Electricity Boards and all power generated is sold accordingly.

In addition, the Company is constantly taking energy efficiency initiatives at its plants. The Company during FY 2021-22 invested in installation of 511 KW Capacity Solar Modular Plant at its Jhagadia Location which will be put to use in FY 2022 – 23. This module will start producing electricity in FY 2022-23.

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

Yes, the Company strictly complies with the conditions laid down in the grant of consent to establish and operate by the Pollution Control Board and the Environment Clearance.

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

There were no show cause notices pending from CPCB or SPCB as on end of 31st March, 2022.

Principle 7

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

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

Some of the trade/industry associations of which the Company is a member are:

- Basic Chemicals, Cosmetics, & Dyes Export Promotion Council (CHEMEXCIL)
- Indian Chemical Council
- Indian Specialty Chemical Manufacturers' Association
- FIEO
- All India Rubber Industries Association

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good?

We regularly provide our inputs to the associations for the advancement or improvement of our industry and economy.

Principle 8

Businesses should support inclusive growth and equitable development

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

Yes, our Community Initiatives and projects are governed by the CSR Policy of the Company.

The focus areas of our CSR Initiatives are education, health, and imparting vocational skills to augment employment. Requisite details of CSR initiatives undertaken by the Company are provided in Annexure IV to Directors' Report which is forming part of this Annual Report.

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

The Company executes its CSR initiatives/projects through its in-house team as well as through own Foundation and implementing NGOs.

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

All the initiatives undertaken by the Company or its implementing partners were chosen with the objective of giving immediate as well as long term benefits to the beneficiaries including access to latest infrastructure for education and healthcare.

The Company conducts need assessment studies before initiating the projects. Impact assessments are not carried out formally.

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

In the financial year 2021-22 the Company has spent ₹ 28.95 lakhs on CSR initiatives.

Details of CSR projects undertaken by the Company are provided in Annexure IV to Directors' Report which is forming part of this Annual Report.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community?

In the financial year 2021-22, the administration of all the CSR Initiatives is overseen by the Company's in-house team, and the implementing NGOs and foundations oversee the smooth functioning and short term and long term impact of the CSR activities undertaken.

Principle 9

Business should engage with and provide value to their customers and consumers in a responsible manner.

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

There are no material customer complaints pending as at the end of the financial year.

2. Does the company display product information on the product label, over and above what is mandated as per local laws?

The Company displays necessary relevant product information on the product label adhering to all applicable laws and regulations. In addition to this information, declarations relating to safe handling are made on the product.

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

We follow fair trade practices. There have been no complaints/cases filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising, and/or anti-competitive behavior during the last five years.

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

Yes, we are in constant contact with our customers and keep receiving feedback on an ongoing basis. As a part of ISO certification process the company carries out external Customer Satisfaction Survey regularly.

We have a high number of repeat customers in our businesses.

Report on Corporate Governance

Corporate Governance primarily involves transparency, full disclosure, independent monitoring of the company's affairs and being fair to all stakeholders.

Good Corporate Governance facilitates efficient, effective and entrepreneurial management that can deliver stakeholder value over the longer term. It is about commitment to values and ethical business conduct. It is a set of laws, regulations, processes and customs affecting the way a company is directed, administrated, controlled or managed.

The Directors present the Company's Report on Corporate Governance pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A Company's philosophy on the Code of Governance

Black Rose believes that Good Corporate Governance creates goodwill amongst stakeholders, thus, helps the company to achieve its long term corporate goals, brings consistent sustainable growth and generates competitive return for the investors.

Black Rose also believes that Transparency, Accountability and Compliance of various laws are the key elements for achieving Good Corporate Governance.

B Board of Directors

The Company has a broad – based Board of Directors commensurate with the size of the Company, constituted in compliance with the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") and is in accordance with best practices in Corporate Governance.

The Board of Directors comprises of six members as at 31st March, 2022 of which two are Executive Directors and remaining four are Non – Executive Independent Directors.

In view of the above, 66.67% of the Board of Directors of the Company comprises of Non – Executive Independent Directors.

Composition and Categories of Board of Directors

Director	Category	Board Meeting attended / held	Attendance at the AGM	Directorship in other Companies (*)	Membership /Chairmanship of the Committees of the Board of other Companies (**)	Directorship held in other Listed Entities along with Category	
					Member	Chairman	
Mr. Anup Jatia	Executive Director	5/5	Yes	1	0	0	-
Mr. Sandeep Chokhani	Executive Director	4/5	Yes	0	0	0	-
Mr. Basant Kumar Goenka	Independent / Non-executive	3/5	Yes	2	0	0	-
Mrs. Garima Tibrawalla	Independent / Non-executive	4/5	Yes	2	0	0	-
Mr. Sujay Sheth	Independent / Non-executive	4/5	Yes	1	0	2	Non-executive Independent Director of Black Box Limited
Mr. Rishabh Saraf	Independent / Non-executive	3/5	Yes	2	1	0	Managing Director of Remi Edelstahl Tubulars Limited and Whole-Time Director of Remi Process Plant and Machinery Limited##

(*) Excludes Directorships in Black Rose Industries Limited, Private Limited Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013.

(**) Includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Companies (excluding the membership and chairmanship in Black Rose Industries Limited).

Remi Process Plant and Machinery Limited was voluntary delisted from stock exchange BSE Limited on 7th July, 2021.

During the financial year 2021 – 22, five meetings of the Board of Directors were held on 27th May, 2021, 13th August, 2021, 26th August, 2021, 1st November, 2021 and 3rd February, 2022.

Disclosures of relationships between directors inter-se

As at 31st March, 2022, the Board comprises of 6 directors. None of the Directors are related to each other.

Equity Shareholding of the Non – Executive Directors in the Company as on 31st March, 2022

Sl. No.	Name of the Non – Executive Director	No. of Shares
1	Mr. Rishabh Saraf	NIL
2	Mr. Basant Kumar Goenka	NIL
3	Mrs. Garima Tibrawalla	NIL
4	Mr. Sujay Sheth	NIL

Details of familiarization programmes imparted to Independent Directors

The details of familiarization programmes imparted to Independent Directors is provided on the Company's website www.blackrosechemicals.com.

The following is the list of core skills/expertise/competencies 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:

Sl. No.	Name of Director(s)	Skill / Expertise / Competencies			
		Sales & Marketing	General management / Governance:	Financial Skills:	Legal and Regulatory expertise
1	Mr. Anup Jatia	✓	✓	✓	✓
2	Mr. Sandeep Chokhani	-	✓	✓	✓
3	Mr. Rishabh Saraf	✓	✓	✓	-
4	Mr. Sujay Sheth	-	✓	✓	✓
5	Mr. Basant Kumar Goenka	✓	✓	✓	-
6	Mrs. Garima Tibrawalla	✓	✓	✓	-

Declarations

The Company has received declarations from the Independent Directors that they meet the criteria of independence laid down under the Act and the Listing Regulations. The Board of Directors, based on the declaration(s) received from the Independent Directors, have verified the veracity of such disclosures and confirm that the Independent Directors fulfill the conditions of independence specified in the Listing Regulations and the Act and are independent of the management of the Company. Based on intimations/disclosures received from the Directors periodically, the Directors of the Company hold positions of, memberships/ Chairmanships of the committees which are not more than the prescribed limits.

None of the Independent Director(s) of the Company resigned before the expiry of their tenure.

Confirmation on the conditions specified in Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Board confirms that the Independent Directors fulfill the conditions specified in Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

Key Board Qualifications, Expertise and Attributes

The Company's core business includes chemical distribution and chemical manufacturing.

The chemical distribution business consists mainly of import and sales of speciality and performance chemicals manufactured by overseas and domestic principals. The chemical manufacturing consists of production of acrylamide liquid, polyacrylamide liquid and N-Methylol Acrylamide.

In order to effectively discharge its duties, it is necessary that collectively the Directors hold the appropriate balance of skills, experience and expertise. The Board seeks a complementary diversity of skills and experience across its members, ensuring that the Board is in compliance with the highest standards of corporate governance.

C COMMITTEES

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities as mandated by applicable regulations, which concern the Company and need a closer review.

Currently Black Rose has five Committees of the Board viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee. The terms of reference of these committees is decided by the Board of Directors of the Company in line with the provisions of the Listing Regulations, Companies Act, 2013 and the rules made thereunder.

During the year, all recommendations of the Committees of the Board which were mandatorily required have been accepted by the Board.

The role and composition including the number of meetings and related attendance are given below.

1 AUDIT COMMITTEE

The Company has an Independent Audit Committee. The composition, procedure, role/function of the committee complies with the requirements of the Companies Act, 2013 as well as those of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

a. The brief terms of reference of the Audit Committee includes the following:

- 1) To oversee the company's financial reporting process and disclosures of financial information to ensure that the financial statement is correct, sufficient and credible.
- 2) To recommend Board of Directors of the Company for appointment, re-appointment and removal of statutory auditors and to fix their audit fees and approve payment for any other services rendered by the statutory auditors.
- 3) To review with the management, quarterly, half yearly, nine-months and annual financial statements including of subsidiaries / associates, before submission to the board for approval.
- 4) To review with the management performance of statutory and internal auditors and adequacy of internal control system.
- 5) To review the adequacy of internal audit function including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- 6) To discuss with internal auditors any significant findings and also reviewing the findings of any internal investigations by the internal auditors into the matters where there is suspected fraud or irregularities or failure of internal control systems of material nature and reporting the matter to the board.
- 7) To discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
- 8) To review Management Discussion and Analysis of financial condition and results of operations, Statement of significant related party transactions,

Management letters / letters of internal control weaknesses issued by the statutory auditors and Internal Audit Reports relating to internal control weaknesses.

- 9) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013.
- 10) To review the Company's financial and risk management policies.
- 11) Disclosure of any related party transactions including approval of transactions of the Company with related parties and any subsequent modification(s) of such transactions.
- 12) Qualifications in the draft audit report.
- 13) Review the functioning of the whistle blower mechanism.
- 14) To perform such other functions as may be delegated by the Board of Directors of the Company.

b. Composition, Meeting and Attendance

Name of the Member	Designation	Category	Meetings held	Meetings attended
Mr. Sujay Sheth	Chairman	Independent / Non – Executive Director	4	4
Mr. Rishabh Saraf	Member	Independent / Non – Executive Director	4	4
Mr. Anup Jatia	Member	Executive Director	4	4

Mr. Nevil Avlani, Company Secretary of the Company acted as Secretary to the Committee until 3rd January, 2022. However, pursuant to his resignation, Mrs. Harshita Shetty, Assistant Company Secretary of the Company acted as Secretary to the Committee.

During the financial year 2021 – 22, four meetings of the Audit Committee were held on 27th May, 2021, 13th August, 2021, 1st November, 2021 and 3rd February, 2022.

2 STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Company has constituted Stakeholders Relationship Committee of the Board of Directors to look into the redressal of Shareholders'/Investors' Complaints/Grievances pertaining to transfer, transmission or credit of shares, non receipt of annual reports, dividend payments, bonus shares and any other allied connected matters.

The Committee reviews performance of the Registrar and Share Transfer Agents of the company periodically and recommends measures for overall improvements in the quality of investors / shareholders related services.

The brief terms of reference of the Stakeholders' Relationship Committee includes the following:

- (1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- (2) Review of measures taken for effective exercise of voting rights by shareholders.
- (3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

b. Composition, Meeting and Attendance

Member	Designation	Category	Meetings held	Meetings attended
Mr. Rishabh Saraf	Chairman	Independent / Non – Executive Director	1	0
Mr. Sujay Saraf	Member	Independent / Non – Executive Director	1	1
Mr. Anup Jatia	Member	Executive Director	1	1

Mr. Nevil Avlani, Company Secretary of the Company acted as Secretary to the Committee until 3rd January, 2022. However, pursuant to his resignation, Mrs. Harshita Shetty, Assistant Company Secretary of the Company acted as Secretary to the Committee.

During the financial year 2021 – 22, one meeting of the Stakeholder Relationship Committee was held on 3rd February, 2022.

M/s. Satellite Corporate Services Private Limited is the Registrar and Share Transfer Agents both for physical as well as electronic mode.

The table below gives the number of complaints received, resolved and pending during the year 2021 - 22.

Number of Complaints		
Received	Resolved	Pending
4	4	NIL

3 NOMINATION AND REMUNERATION COMMITTEE

a. Terms of Reference

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

b. Composition, Meeting and Attendance

Member	Designation	Category	Meetings held	Meetings attended
Mr. Rishabh Saraf	Chairman	Independent / Non – Executive Director	2	1
Mr. Sujay Sheth	Member	Independent / Non – Executive Director	2	2
Mrs. Garima Tibrawalla	Member	Independent / Non – Executive Director	2	2

Mr. Nevil Avlani, Company Secretary of the Company acted as Secretary to the Committee until 3rd January, 2022. However, pursuant to his resignation, Mrs. Harshita Shetty, Assistant

Company Secretary of the Company acted as Secretary to the Committee.

During the financial year 2021 – 22, two meetings of the Nomination and Remuneration Committee were held on 13th August, 2021 and 3rd February, 2022.

c. Performance evaluation criteria for independent directors

While evaluating the performance of the Directors, the following parameters were considered:

1. Attendance at the meeting of the Board and Committee.
2. Participating in Board Meetings or Committee Meetings actively.
3. Preparation for the Board Meetings.
4. Contribution to strategic decision making.
5. Contribution to areas relating to risk assessment and risk mitigation.
6. Review of financial statements and business performance.
7. Contribution to the enhancement of brand image and positive growth of the company.
8. Updation of knowledge of his / her area of expertise.
9. Manner of communication with other Board Members.

d) Remuneration Policy

The Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees is available on the website of the company at www.blackrosechemicals.com.

The remuneration policy followed by the Company takes into consideration performance of the Company during the year and for the Executive Director on certain parameters, such as condition of the industry, achievement of budgeted targets, growth and diversification, remuneration in other companies of comparable size and complexity, performance of the directors at meetings of the Board and of the Board Committees, etc.

4. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee is constituted pursuant to Section 135 of the Companies Act, 2013.

a. Terms of Reference

1. Formulate and recommend to the Board, a CSR Policy.
2. Recommend to the Board CSR activities to be undertaken by the Company.

3. Monitor the CSR Policy of the Company from time to time and ensure its compliance.

b. Composition, Meeting and Attendance

Member	Designation	Category	Meetings held	Meetings attended
Mr. Anup Jatia	Chairman	Executive Director	1	1
Mr. Sujay Sheth	Member	Independent / Non – Executive Director	1	1
Mr. Rishabh Saraf	Member	Independent / Non – Executive Director	1	1

Mr. Nevil Avlani, Company Secretary of the Company acted as Secretary to the Committee.

During the financial year 2021 – 22, one meeting of the Corporate Social Responsibility Committee was held on 27th May, 2021.

5. RISK MANAGEMENT COMMITTEE

The Securities and Exchange Board of India (SEBI) vide its notification dated 5th May, 2021 notified SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021 made Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2021 with regard to Risk Management Committee applicable to top 1,000 listed entities based on market capitalization, calculated as on 31st March, 2021. Thus, provisions with regard to Risk Management Committee became applicable to the Company from 5th May, 2021.

In view of the above, the Board at its meeting held on 27th May, 2021 constituted the Risk Management Committee, comprising of Mr. Anup Jatia – Executive Director, Mr. Sandeep Chokhani – Executive Director, Mr. Basant Kumar Goenka – Independent Non – Executive Director and Mr. Ratan Agrawal – Chief Financial Officer.

a. Terms of Reference

1. To formulate a detailed risk management policy.
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.
3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems.
4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity.
5. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken.

b. Composition, Meeting and Attendance

Member	Designation	Category	Meetings held	Meetings attended
Mr. Sandeep Chokhani	Member	Executive Director	2	2
Mr. Anup Jatia	Member	Executive Director	2	2
Mr. Basant Goenka	Member	Independent / Non – Executive Director	2	1
Mr. Ratan Agrawal	Member	Chief Financial Officer	2	2

D. REMUNERATION TO DIRECTORS

- During the year under review, there was no pecuniary relationship or transactions between the Company and any of its Non – Executive Directors apart from sitting fees.
- The Non-Executive Directors, including Independent Directors, are paid sitting fees for attending the meetings of the Board and Committee meetings.
- The Company has not granted Stock Options to any of its Directors.

d) Remuneration Paid to Directors during 2021 - 22

Sl. No.	Name of Director	Category	Sitting Fees ₹	Salary and Perquisites ₹	Total ₹
1	Mr. Anup Jatia	Executive Director	-	10,000,000/-	10,000,000/-
2	Mr. Sandeep Chokhani	Executive Director	-	4,348,200/-	4,348,200/-
3	Mr. Basant Kumar Goenka	Independent / Non – Executive Director	105,000/-	-	105,000/-
4	Mrs. Garima Tibrawalla	Independent / Non – Executive Director	150,000/-	-	150,000/-
5	Mr. Rishabh Saraf	Independent / Non – Executive Director	210,000/-	-	210,000/-
6	Mr. Sujay Sheth	Independent / Non – Executive Director	240,000/-	-	240,000/-

E GENERAL BODY MEETING**1. Location and time of last three Annual General Meetings**

YEAR	VENUE	DAY AND DATE	TIME
2020 - 2021	Conducted through Video Conferencing/Other Audio Visual Means. Deemed venue is the Registered Office of the Company at 145/A, Mittal Tower, Nariman Point, Mumbai - 400021.	Wednesday, 29 th September, 2021	11:30 a.m.
2019 - 2020	Conducted through Video Conferencing/Other Audio Visual Means. Deemed venue is the Registered Office of the Company at 145/A, Mittal Tower, Nariman Point, Mumbai - 400021.	Tuesday, 29 th September, 2020	11:30 a.m.
2018 – 2019	Kilachand Conference Room, 2 nd Floor, Indian Merchant Chambers, IMC Marg, Churchgate, Mumbai-400020.	Monday, 23 rd September, 2019	11:30 a.m.

2. Special Resolutions passed in previous Three Annual General Meetings

At the AGM held on 29th September, 2021 two special resolutions were passed by the shareholders with respect to revision in terms of remuneration of Mr. Anup Jatia, Executive Director and Mr. Sandeep Chokhani, Whole-time Director.

At the AGM held on 29th September, 2020 two special resolutions were passed by the shareholders with respect to approval of BRIL Employee Stock Option Scheme 2020 and re-appointment of Mrs. Garima Tibrawalla as Independent Director for the second term.

At the AGM held on 23rd September, 2019 four special resolution were passed by the shareholders with respect to re-appointment of Mr. Shivhari Halan,

Mr. Basant Kumar Goenka and Mr. Sujay Sheth as an Independent Director and Revision in remuneration of Mr. Anup Jatia, Executive Director of the company.

3. Special Resolution passed through postal ballot

No special resolution was passed through postal ballot during the financial year 2021-2022. Further, no special resolution is proposed to be passed through Postal Ballot as on date of this report.

F MEANS OF COMMUNICATION WITH SHAREHOLDERS

- The quarterly, half yearly and annual financial results of the Company are published in widely circulated newspapers such as Business Standard (in English language) and Mumbai Lakshadweep (in Marathi language). The results are also displayed on the Company's website www.blackrosechemicals.com.

2. Official News Releases

In compliance with Regulation 46 of the Listing Regulations, a separate dedicated section under 'Investor Relations' on the Company's website gives information on various announcements made by the Company, status of unclaimed dividend, Annual Report, Quarterly / Half yearly / Nine-months and Annual financial results along with the applicable policies of the Company.

Press reports are given on important occasions to the Stock Exchange. The Company's official news releases and Investor Presentations are published on the Company's website www.blackrosechemicals.com.

G. GENERAL SHAREHOLDERS' INFORMATION

1. Annual General Meeting

Date	Day	Time	Venue
29 th September, 2022	Thursday	11:30 a.m.	The Company is conducting meeting through Video Conferencing (VC) / Other Audio Visual Means (OAVM) as permitted under the various circulars issued by Ministry of Corporate Affairs.

2. Financial Year: 1st April – 31st March

3. Dividend Payment Date: Within the Statutory Time Limit

4. Listing on Stock Exchange

The equity shares of the company are listed on BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001.

The company has paid annual listing fees for the financial year 2022 – 2023 to the exchange where the shares of the Company are listed.

5. Stock Code: 514183

6. Market Price Data

Month	High Price (₹)	Low Price (₹)
April, 2021	195.00	164.65
May, 2021	201.00	171.40
June, 2021	228.80	165.40
July, 2021	210.00	186.10
August, 2021	204.30	170.00
September, 2021	205.00	180.50
October, 2021	237.85	190.00
November, 2021	239.00	188.90
December, 2021	221.50	193.90
January, 2022	235.00	196.10
February, 2022	218.50	172.80
March, 2022	197.90	179.10

7. Black Rose Share Performance

Month	BSE Sensex (Closing Points)	Closing Price (₹)
April, 2021	48,782.36	179.00
May, 2021	51,937.44	171.75
June, 2021	52,482.71	193.15
July, 2021	52,586.84	198.80
August, 2021	57,552.39	187.30
September, 2021	59,126.36	195.85
October, 2021	59,306.93	197.60
November, 2021	57,064.87	200.55
December, 2021	58,253.82	214.00
January, 2022	58,014.17	213.25
February, 2022	56,247.28	186.45
March, 2022	58,568.51	195.60

8. Registrar and Share Transfer Agents

M/s. Satellite Corporate Services Private Limited
Office No. A - 106 & 107, Dattani Plaza,
East West Compound,
Andheri Kurla Road, Safedpul,
Sakinaka, Mumbai – 400072.
Tel: 022 – 28520461, 28520462.
Fax: 022-28511809

E-mail: service@satellitecorporate.com

The Registrars can be contacted between 10:00 a.m. to 05:00 p.m.

9. Share Transfer System

The Company obtains an annual certificate from Practising Company Secretaries as per the requirement of Regulation 40(9) of Listing Regulations and the same is filed with the Stock Exchanges. In terms of amended Regulation 40 of Listing Regulations w.e.f. 1st April, 2019, transfer of securities in physical form shall not be processed unless the securities are held in the demat mode with a Depository Participant. Further, with effect from 24th January, 2022, SEBI has made it mandatory for listed companies to issue securities in demat mode only while processing any investor service requests viz. issue of duplicate share certificates, exchange/sub-division/splitting/consolidation of securities, transmission/transposition of securities. Vide its Circular dated 25th January, 2022, SEBI has clarified that listed entities/ RTAs shall now issue a Letter of Confirmation in lieu of the share certificate while processing any of the aforesaid investor service request.

Simplified Norms for processing Investor Service Request

SEBI, vide its Circular dated 3rd November, 2021, has made it mandatory for holders of physical securities to furnish PAN, KYC and Nomination/Opt-out of Nomination details to avail any investor service. Folios wherein any one of the above mentioned details are

not registered by 1st April, 2023 shall be frozen. The concerned Members are therefore urged to furnish PAN, KYC and Nomination/ Opt out of Nomination by submitting the prescribed forms to Satellite Corporate Services Private Limited, Office No. A/106-107, Dattani Plaza, East West Industrial Compound, Andheri Kurla Road, Near Safed Pool, Saki Naka, Mumbai – 400 072.

10. Distribution of Shareholding as at 31st March, 2022

Nominal Values (in ₹)	Number of Shareholders	Number of Shares Held	Percentage to Capital
Upto - 5,000	74,013	7,392,576	99.76
5,001 - 10,000	83	586,392	0.11
10,001 - 20,000	54	781,135	0.07
20,001 - 30,000	19	473,946	0.03
30,001 - 40,000	2	70,500	0.00
40,001 - 50,000	5	219,614	0.01
50,001 - 100,000	9	682,022	0.01
100,001 & Above	10	40,793,815	0.01
TOTAL	74,195	51,000,000	100.00

11. Dematerialisation of Shares and liquidity

The process of conversion of shares from physical form to electronic form is known as dematerialization. For dematerializing the shares, the shareholders should open a demat account with a Depository Participant (DP). The shareholders are required to fill in a Demat Request Form and submit the same along with the original share certificates to his DP. The DP will allocate a demat request number and shall forward the request physically and electronically through NSDL / CDSL to Registrar and Share Transfer Agent. On receipt of the demat request both physically and electronically and after verification, the shares are dematerialized and an electronic credit of the shares is given in the account of the shareholder.

The Company has availed demat facility with National Securities Depositories Limited (NSDL) and Central Depositories Securities Limited (CDSL) and the Company's ISIN is INE761G01016.

As on 31st March, 2022, 96.62% of the total paid up equity share capital of the Company are in dematerialisation form.

12. Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments in past and hence as on 31st March, 2022, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

13. Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

Change in raw material prices from time to time forces the company to revise the prices of its products periodically to reflect the variations in material costs. Especially in case of imported raw materials, a fall in prices during transit may result in finished products being sold below initial price expectations.

The company also has the policy of systematically hedging its trade exposures using forward contracts. Wherever possible transactional currencies are aligned to the reporting currency in order to obviate exchange fluctuation impact.

14. Plant Locations

Plot No. 675, GIDC, Jhagadia Industrial Estate, Jhagadia – 393110. Dist. – Bharuch. Gujarat.	Shree Laxmi Co-Op. Industrial Estate Ltd. Plot No. 11 to 18, Hatkanangale – 416109. Dist – Kolhapur. Maharashtra.
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15. Address for Correspondence

Mrs. Harshita Shetty Company Secretary and Compliance Officer M/s. Black Rose Industries Limited 145-A, Mittal Tower, Nariman Point, Mumbai-400021. Tel: 022-43337200 E-mail id: investor@blackrosechemicals.com	M/s. Satellite Corporate Services Private Limited Office No. A 106 & 107, Dattani Plaza, East West Compound, Andheri Kurla Road, Safedpul, Sakinaka, Mumbai – 400 072. Tel: 022 – 28520461, 28520462. Fax: 022-28511809 E-mail: service@satellitecorporate.com
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16. Credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad:

The Company has not issued any debt instruments and does not have any fixed deposit programme or any scheme or proposal involving mobilization of funds in India or abroad during the financial year ended 31st March, 2022.

The ratings given by CRISIL for short-term borrowings and long-term borrowings of the Company during the year are CRISIL A3+ (Reaffirmed) and CRISIL BBB / Positive (Outlook revised from 'Stable'; rating reaffirmed) respectively. There was no revision in the said ratings thereafter.

H DISCLOSURES:

1. Related Party Transactions

All transactions entered into with related parties as defined under the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligation Disclosure Requirements) Regulations, 2015 during FY 2021-22 were in the ordinary course of business and on arm's length pricing basis and therefore no approval of the Board of Directors or Shareholders is applicable under the provisions of Section 188 of the Companies Act, 2013.

There were no materially significant related party transactions of the Company which have potential conflict with the interest of the Company.

Suitable disclosures as required by Indian Accounting Standards (Ind AS 24) have been made in the notes to the Financial Statements. The Board has approved a policy for related party transactions which can be accessed at the Company's website www.blackrosechemicals.com.

2. Statutory Compliance, Penalties and Strictures

The Company has complied with all the requirements of regulatory authorities. Thereafter, no penalties/strictures were imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matters related to capital markets during the last three years.

3. Vigil Mechanism Policy / Whistle Blower Policy

The Company believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior. The Company has adopted a Vigil Mechanism policy in order to provide a secure environment and to encourage employees of the Company to report unethical, unlawful or improper practice, acts or activities. The reportable matter may be disclosed to the Audit Committee. Employees may also report to the Chairman of the Audit Committee.

During the year under review, no employee was denied access to the Audit Committee.

4. Mandatory and Non-mandatory requirements

The Company has complied with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has fulfilled the following non-mandatory requirements as prescribed in Schedule II, Part E of Regulation 27(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Reporting of Internal Auditors: The internal auditor reports directly to the audit committee and they attend the meetings of the Audit Committee and presents their internal audit observations to the Audit Committee.

Modified Opinion in auditors Report: Company's financial statements for the year ended 31st March, 2022 do not contain any modified audit opinion.

5. The policy for determination of Material Subsidiary and Related Party Transactions is available on company's website www.blackrosechemicals.com.
6. The Company has duly complied with the requirements specified in Regulations 17 to 27 and clause (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
7. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under regulation 32(7A) – Not Applicable
8. Certificate from M/s. ND & Associates, Company Secretary in Whole-Time Practice is attached (which forms integral part of this report) confirming that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of the companies by the Board / Ministry of Corporate Affairs of any such statutory authority.
9. There was no such instance during FY 2021 – 22 when the board has not accepted any recommendation of any committee of the board.
10. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditors and all entities in the network firm / network entity of which the statutory auditor is apart is given below:

Payment to Statutory Auditors	FY 2021-22
Audit Fees	₹ 400,000/-
Other Services including reimbursement of expenses	₹ 69,361/-
Total	₹ 469,361/-

11. Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

a. Number of complaints filed during the financial year	Nil
b. Number of complaints disposed of during the financial year	Nil
c. Number of complaints pending as on end of the financial year	Nil
12. In the preparation of the financial statements, the Company has followed the Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013, read with relevant rules thereunder. The Significant Accounting Policies which

are consistently applied have been set out in the notes to the financial statements.

13. There was no instance during FY 2021-22 of Non – Compliance of any requirement of corporate governance report of sub-paras (2) to (10) of Schedule V (C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

14. Disclosure with respect to demat suspense account/unclaimed suspense account: There was no shares required to be transferred in Unclaimed Suspense Account.

15. Code of Conduct

The company has adopted a Code of Conduct for the Board of Directors and Senior Management of the Company and all the Board Members and Senior Management have affirmed their adherence to the Code. The Model Code of Conduct is available on the website of the company www.blackrosechemicals.com. The declaration from the Executive Director of the company to this effect forms a part of this Annual Report.

16. Code of Conduct for Prevention / Prohibition of Insider Trading

For prevention/prohibition of Insider Trading in securities by the Promoters, Directors and Designated/ Specified Employees, the Company has adopted a Code of Conduct as required under SEBI (Prohibition of Insider Trading) Regulations, 2015.

17. Executive Director and Chief Financial Officer (CFO) Certification

A Certificate duly signed by Executive Director and CFO of the Company was placed at the Board Meeting of the Company held on 4th May, 2022. A copy of the certificate is annexed to this Annual Report.

I TRANSFER OF UNCLAIMED / UNPAID AMOUNTS TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

In accordance with the provisions of Section 124, 125 and other applicable provisions, if any, of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as "IEPF Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the

unpaid dividend account is required to be transferred to the IEPF, maintained by the Central Government. In pursuance of this, the dividend remaining unclaimed or unpaid in respect of dividends declared upto the financial year ended 31st March, 2011 have been transferred to the IEPF. The details of the unclaimed dividend so transferred are available on the Company's website www.blackrosechemicals.com.

Members who have not encashed the divided warrant(s) for dividend declared by the Company for the year ended 31st March, 2017, 31st March, 2018, 31st March, 2019, 31st March, 2020 and 31st March, 2021 may forward their claims to the Company's Registrar and Share Transfer Agent before they due to be transferred to the IEPF.

In accordance with Section 124(6) of the Companies Act, 2013, read with the IEPF rules, all the shares in respect of which dividend has remained unclaimed or unpaid for seven consecutive years or more are required to be transferred to the demat account of the IEPF Authority. Accordingly, all the shares in respect of which dividends were declared upto the financial years ended 31st March, 2011 and remained unpaid or unclaimed are transferred to the IEPF. The Company had sent notices to all such members in this regard and published a newspaper advertisement and thereafter transferred the shares to the IEPF during financial year 2018-19. The details of such shares transferred have been uploaded on the Company's website www.blackrosechemicals.com.

The shares and unclaimed dividend transferred to the IEPF can however be claimed back by the concerned shareholders from IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The members / claimant are required to make an online application to the IEPF Authority in Form No. IEPF – 5 (available on www.iepf.gov.in) along with requisite fees as decided by the IEPF Authority from time to time. The members / claimant can file only one consolidated claim in a financial year as per the IEPF rules.

The following table gives information relating to outstanding dividend accounts and the dates when due for transfer to IEPF:

Financial year ended	Date of payment of dividend	Last date for claiming unpaid dividend
31 st March, 2017	12/10/2017	12/10/2024
31 st March, 2018	10/10/2018	10/10/2025
31 st March, 2019	30/09/2019	30/09/2026
31 st March, 2020	20/10/2020	20/10/2027
31 st March, 2021	20/10/2021	20/10/2028

CERTIFICATE OF NON DISQUALIFICATION OF DIRECTORS

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

To,
The Members
Black Rose Industries Limited
145A, Mittal Tower,
Nariman Point, Mumbai – 400 021

We have examined electronically the relevant registers, records, forms, returns and disclosure received from the Directors of M/s. Black Rose Industries Limited having CIN L17120MH1990PLC054828 and having registered office at 145A, Mittal Tower, Nariman Point, Mumbai – 400 021 (hereinafter referred to as 'the Company') produced before us by the Company by e-mail 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 SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.

In our opinion and to the best of our knowledge and according to the verifications including Directors Identification number (DIN) status at the portal www.mca.gov.in as considered necessary and explanation furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities Exchange Board of India, Ministry of Corporate Affairs or such other statutory Authority.

Sr. No.	Name of the Director	DIN	Original date of appointment in the Company
1.	Basant Kumar Goenka	00227217	28/03/2003
2.	Anup Jatia	00351425	18/01/2007
3.	Sujay Rajababu Sheth	03329107	02/02/2013
4.	Garima Tibrawalla	00203909	24/03/2015
5.	Rishabh Rajendra Saraf	00161435	22/11/2019
6.	Sandeep Omprakash Chokhani	02346782	01/04/2020

Ensuring the eligibility for the appointment or continuity of every Director on the Board of above referred Company is the responsibility of the management of the Company. Our responsibility is to express an opinion as stated above based on our electronic verification. This certificate is neither an assurance as to the future viability of the company or effectiveness with which the management has conducted the affairs of the Company.

For **ND & Associates**

(Peer Reviewed)

UDIN: F003262D000374941

Neeta H. Desai

Practising Company Secretary

COP No. 4741

Place: Mumbai
Date: 24th May, 2022

DECLARATION OF CODE OF CONDUCT

The Board of Directors
Black Rose Industries Limited
145/A, Mittal Tower,
Nariman Point,
Mumbai – 400021.

12th August, 2022

Dear Sirs,

Sub: Declaration regarding affirmation of Code of Conduct

As provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Anup Jatia, Executive Director of the Company hereby confirm and declare that all Board Members and Senior Management Executives have affirmed compliance with the "Code of Business Conduct for Directors and Senior Management Executives of the Company" for the year ended 31st March, 2022.

Thanking You,

For **Black Rose Industries Limited**

Sd/-

Anup Jatia

Executive Director

DIN: 00351425

CEO/CFO CERTIFICATION

The Board of Directors
Black Rose Industries Limited
145/A, Mittal Tower,
Nariman Point, Mumbai – 400021.

4th May, 2022

We, the undersigned in our respective capacities as Executive Director and Chief Financial Officers, certify to the Board in terms of requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that:

- 1) we have reviewed the financial statements and the cash flow statements for the year ended 31st March, 2022 and to the best of our knowledge and belief:
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- 2) There are no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- 3) For the purpose of financial reporting, we accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and also have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- 4) We further certify that:
 - i) significant changes in internal control over financial reporting during the year have been indicated to Auditors and Audit Committee;
 - ii) significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements;
 - iii) there has been no instances of significant fraud of which we are aware during the year.

Anup Jatia
Executive Director

Ratan Agrawal
Chief Financial Officer

Ambarish Daga
Joint Chief Financial Officer

CERTIFICATE ON CORPORATE GOVERNANCE

We have examined the compliance of conditions of Corporate Governance by Black Rose Industries Limited ("the Company"), for the year ended on 31st March, 2022, as stipulated in Chapter IV of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

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

For **ND & Associates**
(Peer Reviewed)
UDIN: F003262D000663781

Neeta H. Desai
Practising Company Secretary
COP No. 4741

Place: Mumbai
Date: 21st July, 2022

Independent Auditors' Report

To
The Members of
Black Rose Industries Limited
Report on the Audit of the Standalone Financial Statements

1. Opinion

We have audited the Standalone Financial Statements of **BLACK ROSE INDUSTRIES LIMITED** (hereinafter referred to as "the Company"), which comprise the balance sheet as at 31st March, 2022 and the Statement of Profit & Loss (including other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the Standalone Financial Statements, including a summary of significant accounting policies and other explanatory information (collectively referred to as 'Standalone Financial Statements').

In our opinion and to the best of our information and according to the explanations given to us, the Standalone Financial Statements give the information required by the Companies Act, 2013 (hereinafter referred to as "the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, and amended and other accounting principles generally accepted in India, of the state of affairs (financial position) of the Company as at 31st March, 2022, and its financial performance including other comprehensive income, the changes in equity and its cash flows for the year ended on that date.

2. Basis for Opinion

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

3. Key Audit Matters

Key Audit Matters are those matters that in our professional judgment were of most significance in our audit of the Standalone Financial Statements for the year ended 31st March, 2022. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole and in forming our opinion thereon and we do not provide a separate opinion on these matters. We have determined the matters described below to be the Key Audit Matters to be communicated in our report:

Sr. No.	Key Audit Matter	Our Response
1	Defined benefit obligation The valuation of the retirement benefit schemes in the Company is determined with reference to various actuarial assumptions including discount rate, future salary increases, rate of inflation, mortality rates and attrition rates. Due to the size of these schemes, small changes in these assumptions can have a material impact on the estimated defined benefit obligation	We have examined the key controls over the process involving member data, formulation of assumptions and the financial reporting process in arriving at the provision for retirement benefits. We tested the controls for determining the actuarial assumptions and the approval of those assumptions by senior management. We found these key controls were designed, implemented and operated effectively, and therefore determined that we could place reliance on these key controls for the purposes of our audit. We tested the employee data used in calculating the obligation and where material, we also considered the treatment of curtailments, settlements, past service costs, remeasurements, benefits paid, and any other amendments made to obligations during the year. From the evidence obtained, we found the data and assumptions used by management in the actuarial valuations for retirement benefit obligations to be appropriate.

Sr. No.	Key Audit Matter	Our Response
2	<p>Related Party Transactions:</p> <p>During the year the Company has entered into various transactions with related parties.</p> <p>Determination of transaction price for such related parties transactions outside the normal course of business is a key audit matter considering the significance of the transaction value and the significant judgements involved in determining the transaction value.</p>	<p>Our audit procedures included considering the compliance with the various requirements for entering in to such related party transactions.</p> <p>We have read the approvals obtained for the transactions.</p> <p>We have assessed the disclosures in accordance with Ind AS 24 "Related Party Disclosures".</p>

4. Other Information

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

5. 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 preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with provisions of the Act for safeguarding 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 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, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

6. Auditor's Responsibilities for Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 skepticism throughout the audit. We also:

- Identify and assess 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 Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate appropriateness of the accounting policies used and reasonableness of accounting estimates and related disclosures made by management.
- Conclude on 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 disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We communicate with those charged with governance 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 auditors' 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.

7. Report on Other Legal and Regulatory Requirements

7.1 As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143 (11) of the Act, we give in "Annexure A" - a statement on the matters specified in paragraphs 3 and 4 of the Order.

7.2 As required by Section 143 (3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Cash Flow Statement 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 prescribed under Section 133 of the Act;
- e) On the basis of written representations received from the directors as on 31st March, 2022, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022, from being appointed as a director in terms of Section 164 (2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B";
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act;

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would have impact on its financial position;
 - ii. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the company;
 - iv. (a) As per the information and explanation given to us by the management, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) As per the information and explanation given to us by the management, no funds have been received by the company from any person or entity, 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) On the basis of above representations, nothing has come to our notice that has caused us to believe that the above representations contained any material mis-statement.
 - v. The dividend declared/paid during the year by the Company is in compliance with Section 123 of the Companies Act, 2013; and
 - vi. Pursuant to Ministry of Corporate Affairs notification dated 24th March, 2021 read with notification dated 31st March, 2022 requirement of reporting by the auditor on use of accounting software for maintaining its books of account with audit trail (edit log) facility has been deferred till 1st April. 2023.

For and on behalf of

P K J & CO.

Chartered Accountants

Firm Regn No. 124115W

Padam Jain

Partner

Membership No. 71026

UDIN: 22071026AIJYT1648

Place: Mumbai

Dated: 4th May, 2022

Annexure-A to Independent Auditor's Report

The Annexure referred to in paragraph 1 under the 'Report on Other Legal and Regulatory Requirements' our report to the members of BLACK ROSE INDUSTRIES LIMITED, ('the Company') for the year ended on 31st March, 2022. We report that:

- i. In respect of its Property, Plant & Equipment:
 - (a) (A) The Company is maintaining proper records showing full particulars including quantitative details and situation of Property, Plant & Equipment;
 - (B) The Company is maintaining proper records showing full particulars of intangible assets;
 - (b) The Company has a regular programme of physical verification of fixed assets which is, in our opinion, reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain fixed assets have been physically verified by the management during the year and no material discrepancies have been noticed on such verification;
 - (c) As per the information and explanation given to us by the management, the title deeds of the immovable properties as disclosed in Property, Plant & Equipments (Note No.2 to the Standalone Financial Statements) are held in the name of the Company;
 - (d) As per the information and explanation given to us by the management, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year and hence provisions of Clause 3(i)(d) of the Order are not applicable to the Company;
 - (e) As per the information and explanation given to us by the management, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder and hence provisions of Clause 3(i)(e) of the Order are not applicable to the Company.
- ii. In respect of its inventories:
 - (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable. There were no material discrepancies noticed on verification of inventories as compared to the book records;
 - (b) As per the information and explanation given to us by the management, the Company has availed working capital facility from bank on the basis of security of current assets. Further, the quarterly returns or statements filed by the Company with such bank are in agreement with the books of account of the Company.
- iii. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to any company, firm, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of Clause 3 (iii) of the Order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has not granted any loan, or provided security or guarantee and has not made any investment requiring compliance of Section 185 and 186 of the Companies Act, 2013, accordingly the provision of paragraph 3 (iv) of the Order is not applicable to the Company.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits or amounts which are deemed to be deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed thereunder to the extent notified.
- vi. We have broadly reviewed the cost records maintained by the Company specified by the Central Government under sub-section (1) of the Section 148 of the Act and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- vii. (a) According to the records of the Company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, GST, sales tax, wealth tax, duty of customs, duty of excise, value added tax or cess and other statutory dues applicable to it;

Further, according to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, GST, sales tax, wealth tax, duty of customs, duty of excise, value added tax or cess and other statutory dues were outstanding, as at 31st March, 2022, for a period of more than six months from the date they became payable;

- (b) According to the records of the Company and information and explanations given to us, the following are the particulars of disputed dues on account of Income Tax and Sales Tax that have not been deposited:

Name of the Statute	Nature of Dues	Amount of Demand net of deposits (₹)	Period to which amount relates	Forum where dispute is pending
Income Tax Act, 1961	Demand	1,04,05,590/-	A.Y. 2016-17	CIT (Appeals)
Value Added Tax Act, 2002	Demand and Penalty	8,56,961/-	F.Y. 2015-16	Commissioner (Appeals)
Value Added Tax Act, 2002	Demand and Penalty	6,32,444/-	F.Y. 2016-17	Commissioner (Appeals)

- viii. According to the information and explanations given to us, there are no transactions that are not recorded in the books of accounts and have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- convertible debentures during the year under audit and hence provisions of Clause 3(x)(b) of the Order are not applicable to the Company
- ix. (a) Based on our audit procedures and according to the information and explanations given to us by the management, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions and bank;
- (b) According to the information and explanations given to us, the company has not been declared wilful defaulter by any bank or financial institution or government or any government authority;
- (c) According to the information and explanations given to us, term loans have been applied for the purpose for which it is taken;
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the company except in case of an Overdraft facility wherein Bank has permitted utilisation of funds for capital expenditure through sanction letter;
- (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 ventures;
- (f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x. (a) Based on our audit procedures and according to the information and explanations given to us by the management, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and hence provisions of Clause 3(x)(a) of the Order are not applicable to the Company;
- (b) The Company has not made any preferential allotment or private placement of shares or fully or partly
- xi. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company noticed or reported during the year, nor have we been informed of any such case by the management. Clause 3(xi)(a) to (c) of the Order is, therefore, not applicable to the Company for the year under audit.
- xii. The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to the Company and hence provisions of Clause 3(xii) (a) to (c) of the Order are not applicable to the Company.
- xiii. The Company has entered into the transaction with the related parties in compliance with the provisions of the Section 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS)18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- xiv. (a) In our opinion and based on our examination, the company has an internal audit system commensurate with the size and nature of its business;
- (b) We have considered the internal audit reports of the company issued till date, for the year under audit.
- xv. The Company has not entered into any non-cash transactions with its directors or the persons connected with him and hence provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and hence provisions of Clause 3(xvi)(a) of the Order are not applicable to the Company;
- (b) The company has not conducted any Non-Banking Financial or Housing Finance activities which requires the Company to obtain Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank

of India Act 1934 and hence provisions of Clause 3(xvi) (b) of the Order are not applicable to the Company;

(c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India and hence provisions of Clause 3(xvi)(c) of the Order are not applicable to the Company;

(d) The Group does not have any CIC as part of the Group, and hence provisions of Clause 3(xvi)(d) of the Order are not applicable to the Company.

xvii. According to the information and explanations given to us, the company has not incurred any cash losses during the year under audit as well as in the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors during the year, and hence provisions of Clause 3(xviii) of the Order are not applicable to the Company.

xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, and nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities

existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

xx. According to the information and explanations given to us, amount remaining unspent under sub-section (5) of Section 135 of Companies Act, pursuant to any ongoing project, has been transferred to special account in compliance with provision of sub Section (6) of section 135 of the said Act.

xxi. According to the information and explanations given to us, the consolidated financial statements are prepared based on the unaudited financial statements of foreign subsidiary company. Accordingly, provisions of Clause 3(xxi) (a) and (b) of the Order are not applicable to the Company

For and on behalf of

P K J & CO.

Chartered Accountants
Firm Regn No. 124115W

Padam Jain

Partner

Place: Mumbai

Dated: 4th May, 2022

Membership No. 71026

UDIN: 22071026AIJYT1648

Annexure-B to Independent Auditor's Report

The Annexure referred to in paragraph 2(f) under the 'Report on Other Legal and Regulatory Requirements' our report to the members of BLACK ROSE INDUSTRIES LIMITED, ('the Company') for the year ended on 31st March, 2022.

Report on the Internal Financial Controls under Clause (i) of Sub-Section 3 of Section 143 of the Act

Opinion

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

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

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

Auditor's Responsibility

Our responsibility is to express an opinion on Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and Guidance note require that we comply with ethical requirements and plan and perform 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 procedure 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 controls 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 a reasonable assurance regarding the reliability of financial reporting and preparation of Standalone Financial Statements for external purpose 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 the transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with the 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 control over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For and on behalf of
P K J & CO.
Chartered Accountants
Firm Regn No. 124115W

Padam Jain
Partner

Place: Mumbai
Dated: 4th May, 2022

Membership No. 71026
UDIN: 22071026AIJYT1648

Standalone Statement of Assets and Liabilities

as at 31st March, 2022

		₹ In Lakh	
Particulars	Note No.	As At 31-03-2022	As At 31-03-2021
I. ASSETS			
1 Non Current Assets			
Property, Plant & Equipments	2	3,331.82	3,113.52
Intangible Assets	2	15.13	19.85
Capital Work-in-Progress	2	736.04	640.27
Intangible Assets under Development	2	91.78	41.68
Right of Use Lease Assets	2	367.31	390.40
		4,542.07	4,205.72
Financial Assets			
Investments	3	16.21	16.21
Other Financial Non Current Assets	4	0.32	0.32
Other Non-Current Assets	5	59.20	50.00
		75.73	66.52
2 Current Assets			
Inventories	6	4,626.53	4,528.62
Financial Assets			
Trade Receivables	7	6,630.95	4,379.13
Cash and Cash Equivalents	8	30.09	56.25
Bank Balances other than Cash & Cash Equivalents	9	482.51	466.32
Loans	10	6.49	4.93
Other Financial Current Assets	11	85.00	80.92
Other Current Assets	12	236.43	353.60
Current Tax Assets (Net)	13	106.27	-
		12,204.27	9,869.78
Total		16,822.07	14,142.02
II. EQUITY AND LIABILITIES			
1 Equity			
Equity Share Capital	14	510.00	510.00
Other Equities	SOCE	11,330.11	8,508.06
		11,840.11	9,018.06
2 Liabilities			
Non-Current Liabilities			
Financial Liabilities			
Borrowings	15	52.25	19.99
Lease Liability	16	11.89	24.84
Other Non-Current Financial Liabilities	17	7.50	7.50
Provisions	18	68.86	58.47
Deferred Tax Liabilities (Net)	19	362.13	359.59
		502.63	470.40
Current Liabilities			
Financial Liabilities			
Borrowings	20	1,062.69	1,356.77
Trade Payables	21	3,028.59	2,930.50
Other Financial Current Liabilities	22	18.79	12.85
Other Current Liabilities	23	304.13	168.95
Provisions	24	65.14	85.16
Current Tax Liabilities (Net)	13	-	99.34
		4,479.33	4,653.57
Total		16,822.07	14,142.02

Significant Accounting Policies

1

Notes on accounts are an integral part of the Financial Statements

As per our report of even date attached

For and on behalf of P K J & CO.

Chartered Accountants

Firm Registration No. 124115W

Padam Jain

Partner

Membership No. 71026

Place : Mumbai

Date : 4th May, 2022

UDIN : 22071026AIJYT1648

For and on behalf of the Board of Directors
Sandeep Chokhani

Director

DIN : 02346782

Ratan Agrawal

Chief Financial Officer

Anup Jatia

Executive Director

DIN : 00351425

Ambarish Daga

Joint Chief Financial Officer

Standalone Statement of Profit and Loss

For the year ended 31st March, 2022

		₹ In Lakh	
Particulars	Note No.	For the Year ended 31-03-2022	For the Year ended 31-03-2021
I. INCOME			
Revenue from Operations	25	34,188.20	23,509.88
Other Income	26	108.51	58.16
Total Revenue		34,296.70	23,568.04
II. EXPENDITURE			
Cost of Materials Consumed	27	7,003.07	4,164.52
Purchase of Traded Goods	28	18,861.90	14,123.99
Changes in Inventories of Finished Goods, Work- in- Progress and Traded Goods	29	954.35	(1,129.98)
Employee Benefits Expense	30	697.00	613.01
Finance Cost	31	88.99	120.44
Depreciation and Amortization Expenses	32	261.93	257.82
Other Expenses	33	2,337.58	1,836.08
Total Expenditure		30,204.82	19,985.89
III. Profit Before Tax (I-II)		4,091.88	3,582.15
Less: Tax Expenses			
Current Tax		1,039.44	904.76
Deferred Tax		2.54	2.55
		1,041.98	907.31
IV. Profit for the period		3,049.90	2,674.84
Other Comprehensive Income			
A. Items that will not be classified to Profit & Loss (Net of Tax)			
Actuarial Gain/(Loss) on employee benefits		(0.27)	(0.12)
B. Items that will be classified to Profit & Loss (Net of Tax)			
Gain/(Loss) on hedging instruments		1.93	0.85
V. Total Comprehensive Income for the period		3,051.55	2,675.57
Earnings per Equity Share (Nominal Value of share ₹ 1/- each)	42		
Basic		5.98	5.24
Diluted		5.98	5.24

Significant Accounting Policies

1

Notes on accounts are an integral part of the Financial Statements

As per our report of even date attached

For and on behalf of P K J & CO.

Chartered Accountants

Firm Registration No. 124115W

Padam Jain

Partner

Membership No. 71026

Place : Mumbai

Date : 4th May, 2022

UDIN : 22071026AIJYT1648

For and on behalf of the Board of Directors

Sandeep Chokhani

Director

DIN : 02346782

Ratan Agrawal

Chief Financial Officer

Anup Jatia

Executive Director

DIN : 00351425

Ambarish Daga

Joint Chief Financial Officer

Standalone Statement of Cash Flows

For the year ended 31st March, 2022

	₹ In Lakh	
	Year Ended 31-03-2022	Year Ended 31-03-2021
A. Cash Flow From Operating Activities		
Net profit before tax and extraordinary items	4,091.88	3,582.15
Adjustments for:		
Depreciation	261.93	257.82
(Profit)/Loss on sale of fixed assets	7.42	-
Interest expenses	81.37	99.71
Interest income	(24.96)	(30.96)
Unrealised foreign exchange (Gain)/Loss	(26.93)	(46.55)
Provision for expenses, gratuity & leave encashment	148.09	72.28
Sundry balances written back	(2.22)	(7.66)
Rental Income	(19.32)	(19.32)
Operating profit before working capital changes	4,517.26	3,907.48
Adjustments for:		
(Increase)/Decrease in receivables & contract assets	(1,003.09)	1,381.33
(Increase)/Decrease in inventories	(97.90)	(661.45)
Increase/(Decrease) in payables & contract liabilities	(1,256.81)	(2,600.70)
Cash generated from operating activities	2,159.46	2,026.66
Less : Direct taxes (net of refund)	1,243.67	718.79
Net cash flow from / (used in) operating activities	915.78	1,307.87
B. Cash Flow From Investing Activities		
Sale of fixed assets	37.51	15.96
Purchase of fixed assets / Capital work in progress/Intangible Asset	(643.21)	(598.22)
Interest income	24.96	30.96
Rental income	19.32	19.32
Cash generated from investing activities	(561.42)	(531.99)
Less : Income-tax paid at source	1.93	1.45
Net Cash flow from / (used in) investing activities	(563.35)	(533.44)
C. Cash Flow from Financing activities		
Proceeds from borrowings	(261.83)	(639.83)
Lease payment on right of use assets	(19.20)	(30.67)
Interest expenses	(81.37)	(99.71)
Net cash flow / (used in) from financing activities	(362.40)	(770.21)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	(9.97)	4.22
Cash and cash equivalent as at the beginning of the year	522.57	518.34
Cash and cash equivalent as at the end of the year	512.60	522.57

Standalone Statement of Cash Flows

For the year ended 31st March, 2022

₹ In Lakh

	Year Ended 31-03-2022	Year Ended 31-03-2021
Notes:		
1) Cash and cash equivalents comprises of		
a) Cash in hand	1.11	2.90
b) Bank balance in current accounts	28.99	53.35
c) Unpaid dividend account	18.79	12.85
d) In fixed deposit account	463.72	453.47
	512.60	522.57

- 2) Direct Tax paid are treated as arising from operating activity and not bifurcated in investment and financing activities
- 3) Figures of the previous year have been re-grouped and re-classified wherever necessary to correspond with the figures of the current year.
- 4) Figures in brackets represent outflows.

Notes on accounts are an integral part of the Financial Statements

As per our report of even date attached

For and on behalf of P K J & CO.

Chartered Accountants

Firm Registration No. 124115W

Padam Jain

Partner

Membership No. 71026

Place : Mumbai

Date : 4th May, 2022

UDIN : 22071026AIJYT1648

For and on behalf of the Board of Directors

Sandeep Chokhani

Director

DIN : 02346782

Ratan Agrawal

Chief Financial Officer

Anup Jatia

Executive Director

DIN : 00351425

Ambarish Daga

Joint Chief Financial Officer

Standalone Statement of Changes in Equity

For the year ended 31st March, 2022

A EQUITY SHARE CAPITAL

For the Year Ended 31st March, 2022

₹ In Lakh

Balance as at 1 st April, 2021	Changes in equity share capital during the period	Balance as at 31 st March, 2022
510.00	-	510.00

B OTHER EQUITY

For the Year Ended 31st March, 2022

₹ In Lakh

Particular	Other Equity				Other Comprehensive Incomes		Total Equity
	Capital Reserve	General Reserve	Securities Premium Reserve	Retained Earnings	Effective portion of hedges	Other Items	
Balance as at 1 st April, 2021	30.00	62.40	644.70	7,770.23	0.85	(0.12)	8,508.06
Profit for the period	-	-	-	3,049.90	-	-	3,049.90
Other Comprehensive Income for the period	-	-	-	-	1.93	(0.27)	1.66
Total	30.00	62.40	644.70	10,820.13	2.78	(0.40)	11,559.61
Transferred to Retained Earnings	-	-	-	0.73	(0.85)	0.12	-
Dividend	-	-	-	(229.50)	-	-	(229.50)
Balance as at 31st March, 2022	30.00	62.40	644.70	10,591.36	1.93	(0.27)	11,330.11

For the Year Ended 31st March, 2021

₹ In Lakh

Particular	Other Equity				Other Comprehensive Incomes		Total Equity
	Capital Reserve	General Reserve	Securities Premium Reserve	Retained Earnings	Effective portion of hedges	Other Items	
Balance as at 1 st April, 2020	30.00	62.40	644.70	5,252.30	25.29	(3.71)	6,010.99
Profit for the period	-	-	-	2,674.84	-	-	2,674.84
Other Comprehensive Income for the period	-	-	-	-	0.85	(0.12)	0.73
Total	30.00	62.40	644.70	7,927.15	26.15	(3.83)	8,686.56
Transferred to Retained Earnings	-	-	-	21.59	(25.29)	3.71	-
Dividend	-	-	-	(178.50)	-	-	(178.50)
Balance as at 31st March, 2021	30.00	62.40	644.70	7,770.23	0.85	(0.12)	8,508.06

Notes on accounts are an integral part of the Financial Statements

As per our report of even date attached

For and on behalf of P K J & CO.

Chartered Accountants

Firm Registration No. 124115W

Padam Jain

Partner

Membership No. 71026

Place : Mumbai

Date : 4th May, 2022

UDIN : 22071026AIJYT1648

For and on behalf of the Board of Directors

Sandeep Chokhani

Director

DIN : 02346782

Ratan Agrawal

Chief Financial Officer

Anup Jatia

Executive Director

DIN : 00351425

Ambarish Daga

Joint Chief Financial Officer

Notes to Standalone Financial Statements

For the year ended 31st March, 2022

1 Company Overview and Significant Accounting Policies

Corporate Information :

Black Rose Industries Limited (the Company) is a Public Limited Company incorporated in India having its registered office at Mumbai, Maharashtra, India. The Company is primarily engaged in manufacturing and distribution of chemicals. The company is also engaged in the business of textile manufacturing activity in Maharashtra & wind power generation in the State of Rajasthan and Gujarat.

Significant Accounting Policies:

a) Statement of Compliance:

These separate financial statements (also known as Standalone Financial Statements) have been prepared in accordance with Ind AS as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto.

b) Basis of preparation

The financial statements have been prepared on the historical cost basis except for following assets and liabilities which have been measured at fair value amount:

- i) Certain financial assets and liabilities (including derivative instruments), and
- ii) Employee's Defined Benefit Plan as per actuarial valuation

The financial statements are presented in Indian Rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates.

Whenever the company changes the presentation or classification of items in its financial statements materially, the company reclassifies comparative amounts, unless impracticable. No such material reclassification has been made during the year.

The financial statements of the Company for the year ended 31st March, 2022 were authorised for issue in accordance with a resolution of the Board of Directors on 4th May, 2022.

c) Property, Plant and Equipment (PPE)

The Company has elected to continue with the carrying value of Property, Plant and Equipment ('PPE') recognised as of transition date measured as per the Previous GAAP and use that carrying value as its deemed cost of the PPE.

The initial cost of PPE comprises its purchase price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use, including relevant borrowing costs and any expected costs of decommissioning, less accumulated depreciation and accumulated impairment losses, if any. Expenditure incurred after the PPE have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the period in which the costs are incurred.

If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE.

Material items such as spare parts, stand-by equipment and service equipment are classified as PPE when they meet the definition of PPE as specified in Ind AS 16 – Property, Plant and Equipment.

Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre - operative expenses and disclosed under Capital Work - in - Progress.

d) Depreciation

Depreciation on property, plant and equipment is provided using straight line method based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

Notes to Standalone Financial Statements

For the year ended 31st March, 2022

The depreciable amount of an asset is determined after deducting its residual value. Where the residual value of an asset increases to an amount equal to or greater than the asset's carrying amount, no depreciation charge is recognised till the asset's residual value decreases below the asset's carrying amount. Depreciation of an asset begins when it is available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the intended manner. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale in accordance with IND AS 105 and the date that the asset is derecognised.

Depreciation on property plant and equipment added/disposed off during the year is provided on pro rata basis with reference to the date of addition/disposal.

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.

Gains or losses arising from derecognition of a property, plant and equipment 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 and Loss when the asset is derecognised.

e) Intangible Assets

- (i) Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortisation/depletion and impairment loss, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Gains or losses arising from derecognition 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 and Loss when the asset is derecognised.

- (ii) Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment, if any. The Company determines the amortisation period as the period over which the future economic benefits will flow to the Company after taking into account all relevant facts and circumstances. The estimated useful life and amortisation method are reviewed periodically, with the effect of any changes in estimate being accounted for on a prospective basis.
- (iii) Licensed Software & Other Intangibles are amortised prorata, on straight line basis over the estimated useful life of the asset which is estimated at 5 years.

f) Impairment of non-financial assets - property, plant and equipment and intangible assets

The Company assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets or group of assets, called cash generating units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

Notes to Standalone Financial Statements

For the year ended 31st March, 2022

g) Inventories

Raw materials, components, stores and spares are valued at lower of cost and net realizable value. However materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, components and stores and spares is determined on a first in first out (FIFO) method.

Work-in-progress and finished goods are valued at lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity.

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

h) Borrowing Costs

Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

i) Provision, Contingent Liabilities and Contingent Assets

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognized in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent assets are not recognized in financial statements since this may result in the recognition of income that may never be realized.

However, when the realization of income is virtually certain, then the related asset is not a contingent asset and is recognized.

j) Revenue Recognition

Revenue is measured based on the transaction price, which is the consideration, adjusted for turnover discounts to customer as specified in the contract with the customers. When the level of discount varies with increase in levels of revenue transactions, the Company recognises the liability based on its estimate of the customer's future purchases. If it is probable that the criteria for the discount will not be met, or if the amount thereof cannot be estimated reliably, then discount is not recognised until the payment is probable and the amount can be estimated reliably. The Company recognises changes in the estimated amount of obligations for discounts in the period in which the change occurs. Revenue also excludes taxes collected from customers.

Notes to Standalone Financial Statements

For the year ended 31st March, 2022

Revenue from sale of goods is recognized when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably.

Revenue from rendering of services is recognized when the performance of agreed contractual task has been completed.

Revenue from sale of goods is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Revenue from operations includes sale of goods, services, service tax, excise duty and adjusted for discounts (net), and gain/loss on corresponding hedge contracts.

Dividend income is recognized when the company's right to receive dividend is established by the reporting date.

k) Leases

A right-of-use asset representing the right to use the underlying asset and a lease liability representing the obligation to make lease payments is recognized for all leases over 1 year on initial recognition basis. Discounted committed & expected future cash flows and depreciation on the asset portion on straight-line basis & interest on liability portion (net of lease payments) on EIR basis is recognized over the expected lease term. No right-of-use asset is created for short term leases (i.e. lease term less than 1 year) and leases of low value items (i.e. lease of asset with original cost of less than ₹1 lakh).

l) Retirement and other employee benefits

Short Term Employee Benefits

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

Post-Employment Benefits

Defined Benefit Plans

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

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

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

m) Income Taxes

Income Tax expenses comprise current tax and deferred tax charge or credit.

Current Tax is measured on the basis of estimated taxable income for the current accounting period in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961 and other applicable tax laws.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. Tax relating to items recognized directly in equity or OCI is recognized in equity or OCI and not in the Statement of Profit and Loss.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

Notes to Standalone Financial Statements

For the year ended 31st March, 2022

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable.

n) Earnings Per Share

The basic Earnings Per Share ("EPS") is computed by dividing the net profit / (loss) after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

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

o) Foreign Currency Transactions

In preparing the financial statements of the Company, transactions in currencies other than the Company's functional currency (i.e. foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of initial transactions.

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

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- exchange differences relating to qualifying effective cash flow hedges and qualifying net investment hedges in foreign operations.

p) Investment in Subsidiaries, Associates

The Company's investment in its Subsidiary Company is carried at cost.

q) Financial Instruments

Financial assets and financial liabilities are recognized when a Company becomes a party to the contractual provisions of the instruments.

Initial Recognition:

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in Statement of Profit and Loss.

Classification and Subsequent Measurement: Financial Assets

The Company classifies financial assets as subsequently measured at amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

- the entity's business model for managing the financial assets; and
- the contractual cash flow characteristics of the financial asset.

Notes to Standalone Financial Statements

For the year ended 31st March, 2022

Amortized Cost:

A financial asset shall be classified and measured at amortized cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; 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 the principal amount outstanding.

Fair Value through OCI:

A financial asset shall be classified and measured at fair value through OCI if both of the following conditions are met:

- the financial asset 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 the principal amount outstanding.

Fair Value through Profit or Loss:

A financial asset shall be classified and measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through OCI.

All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

Classification and Subsequent Measurement: Financial Liabilities:

Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities'.

Financial Liabilities at FVTPL:

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL.

Gains or Losses on liabilities held for trading are recognized in the Statement of Profit and Loss.

Other Financial Liabilities:

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

r) Cash and Cash Equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at bank and in hand and short-term deposits with banks that are readily convertible into cash which are subject to insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

s) Financial Liabilities and Equity Instruments

Classification as Debt or Equity:

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Notes to Standalone Financial Statements

For the year ended 31st March, 2022

- **Equity instruments:**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Company are recognized at the proceeds received.

t) Derivative Financial Instruments

The Company enters into derivative financial instruments viz. foreign exchange forward contracts to manage its exposure to foreign exchange rate risks. The Company does not hold derivative financial instruments for speculative purposes. Derivatives are initially recognized at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognized in profit or loss immediately excluding derivatives designated as cash flow hedge.

u) Hedge Accounting

The Company designates certain hedging instruments in respect of foreign currency risk as cash flow hedges. At the inception of the hedge relationship, the entity documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Company documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

The effective portion of changes in the fair value of the designated portion of derivatives that qualify as cash flow hedges is recognized in other comprehensive income and accumulated under equity. The gain or loss relating to the ineffective portion is recognized immediately in profit or loss.

Amounts previously recognized in other comprehensive income and accumulated in equity relating to effective portion as described above are reclassified to profit or loss in the periods when the hedged item affects profit or loss, in the same line as the recognized hedged item. However, when the hedged forecast transaction results in the recognition of a non-financial asset or a non-financial liability, such gains and losses are transferred from equity and included in the initial measurement of the cost of the non-financial asset or non-financial liability.

Hedge accounting is discontinued prospectively when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gain or loss recognized in other comprehensive income and accumulated in equity at that time remains in equity and is recognized when the forecast transaction is ultimately recognized in profit or loss. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is recognized immediately in profit or loss.

v) Segment Reporting - Identification of Segments

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the company's chief operating decision maker to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the chief operating decision maker evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

w) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of asset and liability if market participants would take those into consideration. Fair value for measurement and / or disclosure purposes in these Financial Statements is determined on such basis. Normally at initial recognition, the transaction price is the best evidence of fair value.

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.

Notes to Standalone Financial Statements

For the year ended 31st March, 2022

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 those are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All financial assets and financial liabilities for which fair value is measured or disclosed in the Financial Statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Quoted (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.

Financial assets and financial liabilities that are recognized at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period.

x) Current versus Non-Current Classification

The Company presents assets and liabilities in the Balance Sheet based on current/non-current classification.

i) An asset is current when it is:

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

All other assets are classified as non-current.

ii) A liability is current when:

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

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

iv) The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents.

Notes to Standalone Financial Statements

For the year ended 31st March, 2022

Critical Accounting Judgements and Key Sources of Estimation Uncertainty

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

Key Assumptions:

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

i) Useful lives of property, plant & equipment

The Company uses its technical expertise along with historical and industry trends for determining the economic life of an asset/component of an asset. The useful lives are reviewed by management periodically and revised, if appropriate. In case of a revision, the unamortized depreciable amount is charged over the remaining useful life of the assets.

ii) Lease term of right-to-use assets

Management reviews its estimate of the lease term of right-to-use assets at each reporting date, based on the expected utility of the leased property. Uncertainties in this estimate relate to business obsolescence/discontinuance that may change the lease term for certain right-to-use assets.

iii) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow 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.

iv) 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,

v) Recoverability of trade receivable

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

vi) Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

vii) Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not

Notes to Standalone Financial Statements

For the year ended 31st March, 2022

generate cash inflows that are largely independent of those from other assets or a groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

viii) Impairment of financial assets

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

Recent Accounting Pronouncements:

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 23rd March, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from 1st April, 2022, as below:

Ind AS 103 – Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its standalone financial statements.

Ind AS 16 – Proceeds before intended use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its standalone financial statements.

Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact in its standalone financial statements.

Ind AS 109 – Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Company does not expect the amendment to have any significant impact in its standalone financial statements.

Ind AS 106 – Annual Improvements to Ind AS (2021)

The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The Company does not expect the amendment to have any significant impact in its standalone financial statements.

Notes to Standalone Financial Statements

For the year ended 31st March, 2022

2. Property, Plant & Equipments

Particular	GROSS BLOCK			DEPRECIATION / AMORTIZATION			NET BLOCK	
	Cost as at 01-04-2021	Additions / Disposals	Other Adjustments	Cost as at 31-03-2022	As at 01-04-2021	For the Period	As at 31-03-2022	As at 31-03-2021
TANGIBLE ASSETS:								
Factory Building *	1,456.91	-	-	1,456.91	489.16	44.07	533.23	923.68
Office Equipments	29.79	0.78	-	30.57	25.65	1.23	26.88	3.69
Electric Installation	87.46	3.75	-	91.21	56.32	3.75	60.07	31.14
Factory Equipments	18.94	-	-	18.94	6.71	1.24	7.95	10.99
Plant & Machinery (Owned)	2,489.49	414.73	-	2,904.22	829.73	134.22	963.95	1,940.28
Furniture & Fittings	53.53	1.96	-	55.49	43.53	2.28	45.82	9.68
Computers	42.39	1.21	-	43.61	37.58	1.92	39.49	4.11
Printer	0.78	0.34	-	1.13	0.64	0.14	0.78	0.34
Vehicles	186.24	74.57	88.48	172.34	69.55	17.82	43.83	128.51
Wind Mills	873.52	-	-	873.52	566.68	27.44	594.13	279.39
Total (A)	5,239.06	497.35	88.48	5,647.94	2,125.54	234.12	2,316.12	3,331.82
Previous Year	5,101.76	153.77	16.47	5,239.06	1,900.71	225.65	2,125.54	3,113.52
INTANGIBLE ASSETS:								
Software	29.05	-	-	29.05	27.88	0.16	28.05	1.01
Technical Know-how	293.61	-	-	293.61	274.93	4.56	279.49	14.12
Total (B)	322.67	-	-	322.67	302.82	4.72	307.54	15.13
Previous Year	322.15	0.51	-	322.67	295.68	7.14	302.82	19.85
Total (A+B)	5,561.73	497.35	88.48	5,970.60	2,428.36	238.84	2,623.66	3,346.95
Previous Year	5,423.91	154.28	16.47	5,561.73	2,196.39	232.79	2,428.36	3,133.37
CAPITAL WORK IN PROGRESS:	640.27	95.77	-	736.04	-	-	-	736.04
Previous Year	238.01	402.26	-	640.27	-	-	-	640.27
INTANGIBLE ASSET UNDER DEVELOPMENT:	41.68	50.10	-	91.78	-	-	-	91.78
Previous Year	-	41.68	-	41.68	-	-	-	41.68
RIGHT OF USE LEASE ASSETS								
Leasehold Land	375.48	-	-	375.48	28.56	3.80	32.36	343.12
Leasehold Premises	77.06	-	-	77.06	33.58	19.29	52.86	24.19
Total	452.54	-	-	452.54	62.13	23.09	85.23	367.31
Previous Year	466.67	25.58	39.71	452.54	43.27	25.04	62.13	390.40

* including part of Factory Building given on Leave & License.

Notes to Standalone Financial Statements

For the year ended 31st March, 2022

CWIP - Ageing Schedule (FY 2021-2022)

₹ In Lakh

Particulars	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 years	2-3 years	More Than 3 Years	
Projects in Progress	95.77	402.26	233.80	4.21	736.04
Projects temporarily suspended	-	-	-	-	-

CWIP - Ageing Schedule (FY 2020-2021)

₹ In Lakh

Particulars	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 years	2-3 years	More Than 3 Years	
Projects in Progress	402.26	233.80	4.21	-	640.27
Projects temporarily suspended	-	-	-	-	-

Intangible Asset under Development - Ageing Schedule (FY 2021-2022)

₹ In Lakh

Particulars	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 years	2-3 years	More Than 3 Years	
Projects in Progress	50.10	41.68	-	-	91.78
Projects temporarily suspended	-	-	-	-	-

Intangible Asset under Development - Ageing Schedule (FY 2020-2021)

₹ In Lakh

Particulars	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 years	2-3 years	More Than 3 Years	
Projects in Progress	41.68	-	-	-	41.68
Projects temporarily suspended	-	-	-	-	-

3 Non Current Investments

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Unquoted		
Investments measured at cost		
Investment in Wholly-owned Foreign Subsidiary		
60 (31 st March, 2021 : 60) Capital Stock of JPY 50,000 each fully paid up in B.R. Chemicals Co. Ltd., Osaka Japan	16.21	16.21
	16.21	16.21
Aggregate amount of Unquoted Investments	16.21	16.21

4 Other Financial Non-Current Assets

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Fixed deposits with Bank with original maturity of more than 12 months*	0.32	0.32
	0.32	0.32

* Lodged as Security towards Margin money.

Notes to Standalone Financial Statements

For the year ended 31st March, 2022

5 Other Non-Current Assets

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Security Deposit to Government authorities and others	59.20	50.00
	59.20	50.00

6 Inventories

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
(Valued at lower of cost or net realisable value) (As certified by the management)		
Raw Materials and components [includes in transit ₹ Nil (31 st March, 2021 - ₹ 1014.50 Lakh)]	2,652.00	1,505.21
Work-in-Progress	230.66	155.59
Finished Goods	118.16	115.25
Traded Goods [includes in transit ₹ 360.92 Lakh (31 st March, 2021 - ₹ 801.35 Lakh)]	1,523.54	2,592.29
Stores and spares & Packing Materials [includes in transit ₹ Nil (31 st March, 2021 - ₹ 28.89 Lakh)]	102.17	160.29
	4,626.53	4,528.62

7 Trade Receivables

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Unsecured, Considered good		
Outstanding for a period exceeding six months from date they are due for payment	18.84	16.45
Others	6,612.11	4,362.68
Doubtful	28.39	28.39
	6,659.34	4,407.52
Less: Provision for doubtful debts	(28.39)	(28.39)
	6,630.95	4,379.13

Trade Receivables - Ageing Schedule (FY 2021-2022)

Particulars	Outstanding for following periods from due date of period						₹ In Lakh
	Less than 6 Months	6 Months to 1 year	1-2 years	2-3 years	More Than 3 Years	Total	
(i) Undisputed Trade Receivable - Considered good	6,612.11	1.82	2.81	0.96	13.24	6,630.95	
(ii) Undisputed Trade Receivable - Considered doubtful	-	-	-	-	-	-	
(iii) Disputed Trade Receivable - Considered good	-	-	-	-	-	-	
(iv) Disputed Trade Receivable - Considered doubtful	-	-	-	-	-	-	
Total	6,612.11	1.82	2.81	0.96	13.24	6,630.95	

Notes to Standalone Financial Statements

For the year ended 31st March, 2022

Trade Receivables - Ageing Schedule (FY 2020-2021)

Particulars	Outstanding for following periods from due date of period					Total
	Less than 6 Months	6 Months to 1 year	1-2 years	2-3 years	More than 3 Years	
(i) Undisputed Trade Receivable - Considered good	4,362.68	2.25	0.96	1.14	12.10	4,379.13
(ii) Undisputed Trade Receivable - Considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivable - Considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivable - Considered doubtful	-	-	-	-	-	-
Total	4,362.68	2.25	0.96	1.14	12.10	4,379.13

8 Cash and Cash Equivalents

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Cash in hand	1.11	2.90
Other Bank Balances		
In Current Accounts	28.99	53.35
	30.09	56.25

9 Bank Balances other than Cash & Cash Equivalents

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Fixed Deposits with original maturity for less than 3 months*	23.57	22.94
Fixed Deposits with original maturity for more than 3 months but less than 12 months*	-	-
Current Maturities of Fixed Deposits with original maturity for more than 12 months*	440.15	430.53
Earmarked Balance with Bank for Unpaid Dividends	18.79	12.85
	482.51	466.32

* Lodged as Security with Government Departments & Banks as Margin money for Trade Credit and L/C facilities.

10 Current Loans

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Unsecured, considered good unless otherwise stated		
Loans and advances to staff & officer of the Company	6.49	4.93
	6.49	4.93

11 Other Financial Current Assets

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Interest accrued but not due on Bank Deposits	2.13	1.71
Interest accrued on Security Deposits with MSEB and Dakshin Gujarat	1.62	1.62
Interest subsidy receivable	62.11	62.11
Other receivables	19.15	15.49
	85.00	80.92

Notes to Standalone Financial Statements

For the year ended 31st March, 2022

12 Other Current Assets

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Prepaid Expenses	37.64	32.29
Security Deposits to others	5.84	6.72
Balances with Statutory Government authorities	130.58	130.42
Export Entitlements	32.77	33.54
Advances recoverable in cash or kind or for value to be received		
Unsecured, Considered Good	29.60	150.63
Unsecured, Considered Doubtful	45.39	45.39
Less - Provision for doubtful debts	(45.39)	(45.39)
	236.43	353.60

13 Current Tax Assets/(Liabilities) (Net)

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Income Tax Deposits	3,188.12	1,942.51
Less : Provisions for Income Tax	3,081.85	2,041.85
	106.27	(99.34)

14 Equity Share Capital

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Authorised Shares		
800 Lakh (31 st March, 2021: 800 Lakh)	800.00	800.00
Equity Shares of ₹1/- each		
	800.00	800.00
Issued, Subscribed and Fully Paid up Shares		
510 Lakh (31 st March, 2021: 510 Lakh)	510.00	510.00
Equity Shares of ₹1/- each		
	510.00	510.00

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

Equity Shares:	31-03-2022		31-03-2021	
	Nos.	₹ In Lakh	Nos.	₹ In Lakh
At the beginning of the period	51,000,000	510.00	51,000,000	510.00
Add: Shares issued during the period	-	-	-	-
Outstanding at the end of the period	51,000,000	510.00	51,000,000	510.00

b) Shares held by holding/ultimate holding company and/or their subsidiaries/associates:

	31-03-2022 Nos.	31-03-2021 Nos.
Holding Company		
Name of the Company		
Wedgewood Holdings Limited, Mauritius.		
Equity Shares of ₹1/-each fully paid	28,800,000	28,800,000
	28,800,000	28,800,000

Notes to Standalone Financial Statements

For the year ended 31st March, 2022

c) Details of shareholders holding more than 5% share in the company

	31-03-2022		31-03-2021	
	Nos.	₹ In Lakh	Nos.	₹ In Lakh
Equity shares of ₹1/ each fully paid				
Name of the shareholder :				
Wedgewood Holdings Limited, Mauritius	28,800,000	56.47%	28,800,000	56.47%
Triumph Worldwide Limited, Hong Kong	9,210,000	18.06%	9,210,000	18.06%

d) Terms/Rights attached to Equity Shares:

The company has only one class of equity share having a par value of ₹1/- per share. Each holder of equity shares is entitled to one vote per share and dividend per share on pari passu basis. The company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors except interim dividend is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be proportion to the number of equity shares held by the shareholders.

e) Details of shares held by promoters of the company:

	31-03-2022			31-03-2021		
	Nos.	% of holding	% Change	Nos.	% of holding	% Change
Equity shares of ₹1/ each fully paid						
Name of the Promoter :						
Tozai Enterprises Private Limited, India	239,850	0.47%	0.00%	239,850	0.47%	0.00%
Wedgewood Holdings Limited, Mauritius	28,800,000	56.47%	0.00%	28,800,000	56.47%	0.00%
Triumph Worldwide Limited, Hong Kong	9,210,000	18.06%	0.00%	9,210,000	18.06%	0.00%

Note: The above list of Promoters are disclosed by the management and relied upon by the auditors.

15 Non-Current Borrowings

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Secured		
a) Term Loans		
Loan from Banks & Financial Institutions	78.13	71.35
[Refer Note no.15(a)(i), (ii), (iii), (iv) (v) & (vi)]		
Less: Current maturities of long term borrowings disclosed under the head "Current Borrowings" [Refer Note no. 20(b)]	(25.88)	(51.36)
	52.25	19.99

Notes to Standalone Financial Statements

For the year ended 31st March, 2022

Note : 15 (a)

(i) Secured Loan:

Vehicle Loan

From Daimler Financial Services Private Limited

Nature of security

Secured by hypothecation of vehicles

Rate of Interest

The rate of interest is 10.6434 % p.a.

Terms of Repayment

Equated monthly installment of ₹85,881/- commencing from 04th August, 2018 and ending on 04th July, 2021.

(ii) Secured Loan:

Vehicle Loan

From HDFC Bank

Nature of security

Secured by hypothecation of vehicle

Rate of Interest

The rate of interest is 8.70 % p.a.

Terms of Repayment

Equated monthly installment of ₹64,444/- commencing from 12th December, 2019 and ending on 7th November, 2022.

(iii) Secured Loan:

Vehicle Loan

From HDFC Bank

Nature of security

Secured by hypothecation of vehicle

Rate of Interest

The rate of interest is 9.1111 % p.a.

Terms of Repayment

Equated monthly installment of ₹21,970/- commencing from 16th November, 2019 and ending on 7th December, 2022.

(iv) Secured Loan:

Vehicle Loan

From HDFC Bank

Nature of security

Secured by hypothecation of vehicle

Rate of Interest

The rate of interest is 8.10 % p.a.

Terms of Repayment

Equated monthly installment of ₹40,522/- commencing from 5th October, 2020 and ending on 5th September, 2023.

Notes to Standalone Financial Statements

For the year ended 31st March, 2022

(v) **Secured Loan:**

Vehicle Loan

From ICICI Bank

Nature of security

Secured by hypothecation of vehicle

Rate of Interest

The rate of interest is 7.75 % p.a.

Terms of Repayment

Equated monthly installment of ₹31,262/- commencing from 1st March, 2021 and ending on 1st February, 2024.

(vi) **Secured Loan:**

Vehicle Loan

From Kotak Bank

Nature of security

Secured by hypothecation of vehicle

Rate of Interest

The rate of interest is 7.32 % p.a.

Terms of Repayment

Equated monthly installment of ₹1,28,710/- commencing from 9th September, 2021 and ending on 1st August, 2026.

16 Lease Liability

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Right of Use Lease Liability (Refer Note No. 38)	11.89	24.84
	11.89	24.84

17 Other Non-Current Financial Liabilities

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Interest Free Security Deposits	7.50	7.50
	7.50	7.50

18 Non-Current Provisions

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Provisions for Employees Benefits		
Provision for Gratuity (Refer Note No. 39)	59.22	49.93
Provisions for Leave Benefits	9.65	8.54
	68.86	58.47

Notes to Standalone Financial Statements

For the year ended 31st March, 2022

19 Deferred Tax Liabilities (Net)

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Items leading to deferred tax liability		
Difference in depreciation in block of fixed assets as per Income Tax and Books of Accounts	386.04	379.66
Right to Use Lease Impact	(0.29)	1.05
Less:		
Items leading to deferred tax assets		
Expenses allowable on Payment basis	(23.62)	(21.12)
Net (Deferred Tax Liability)	362.13	359.59

20 Current Borrowings

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
a) Secured [Refer Note No. 20(a)]		
Repayable on demand		
Cash Credit from Banks	1,036.81	361.06
Trade Credit	-	944.36
	1,036.81	1,305.42
b) Current Maturities of Long Term Borrowings		
Vehicle Loans	25.88	51.36
	1,062.69	1,356.77

Note No. 20(a)

Nature of security

- Secured by first pari-passu charge with HDFC Bank, Axis Bank & Kotak Bank on all present & future current assets & movable/intangible fixed asset of the Company (Other than Vehicles).
- Secured by first pari-passu charge with HDFC Bank on all present & future stock, book debts & entire current assets of the Company.
- Collateral Security of Plot No. 675 at GIDC, Jhagadia & Plot No.11 to 18 at Shri Laxmi Sahakari Aodhyogik Vasahat, Hatkanangale, Dist. Kolhapur.
- Corporate guarantee of Black Rose Trading Private Limited & Tozai Enterprises Private Limited.
- Personal Guarantee of a Director.

21 Trade Payables

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Trade payables (Refer Note No. 46)		
Total outstanding dues of Micro Enterprises and Small Enterprises	42.35	34.12
Total outstanding dues of other than Micro Enterprises and Small Enterprises	2,986.24	2,896.38
	3,028.59	2,930.50

Notes to Standalone Financial Statements

For the year ended 31st March, 2022

Trade Payables - Ageing Schedule (FY 2021-2022)

Particulars	Outstanding for following periods from due date of period				
	Less than 1 Year	1-2 years	2-3 years	More Than 3 Years	Total
(i) MSME	42.35	-	-	-	42.35
(ii) Others	2,967.49	8.46	2.24	8.05	2,986.24
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	3,009.83	8.46	2.24	8.05	3,028.59

₹ In Lakh

Trade Payables - Ageing Schedule (FY 2020-2021)

Particulars	Outstanding for following periods from due date of period				
	Less than 1 Year	1-2 years	2-3 years	More Than 3 Years	Total
(i) MSME	34.12	-	-	-	34.12
(ii) Others	2,886.06	3.24	2.29	4.79	2,896.38
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	2,920.18	3.24	2.29	4.79	2,930.50

₹ In Lakh

22 Other Financial Current Liabilities:

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Unpaid Dividend *	18.79	12.85
	18.79	12.85

*Amount due to be credited to Investor Education and Protection Fund is ₹ Nil

23 Other Current Liabilities:

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Payable for Other Expenditure	208.37	108.18
Advance from Customers	52.09	22.46
TDS payable	43.46	38.11
Rates & Taxes Payable	0.20	0.18
	304.13	168.95

24 Current Provisions

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Provisions for Employee Benefits:		
Salary and Reimbursements	50.74	71.62
Contribution to Provident Fund & Other Fund	6.03	6.21
Gratuity	6.39	5.55
Leave benefits	1.71	1.55
Other Provisions	0.27	0.23
	65.14	85.16

Notes to Standalone Financial Statements

For the year ended 31st March, 2022

25 Revenue from Operations

	For the Year ended 31-03-2022 ₹ In Lakh	For the Year ended 31-03-2021 ₹ In Lakh
a) Sale of products [Refer Note No. 25(a)]	34,028.76	23,174.71
	34,028.76	23,174.71
b) Other Operating Revenue		
Export Entitlement	53.51	48.41
Exchange Difference	90.07	275.00
Commission Income	15.85	11.76
	159.44	335.17
Revenue from Operations	34,188.20	23,509.88

Note No. 25(a)

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Details of Sale of Products		
Chemicals	33,843.22	23,042.58
Others	185.54	132.13
	34,028.76	23,174.71

26 Other Income

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Interest Income		
From Bank	23.45	26.46
From Others	1.51	4.50
	24.96	30.96
Profit on Sale of Asset	1.59	-
Other Non-Operating Income	81.96	27.20
	108.51	58.16

27 Cost of Materials Consumed [Refer Note No. 27(a)]

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Inventory at the beginning of the year	1,505.21	1,955.77
Add: Purchases	8,048.92	3,599.88
Add: Transferred from Traded Goods	100.94	114.08
	9,655.07	5,669.73
Less: Inventory at the end of the year	2,652.00	1,505.21
	7,003.07	4,164.52

Notes to Standalone Financial Statements

For the year ended 31st March, 2022

Note No. 27(a)

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
(i) Details of Materials Consumed		
Chemical	7,003.07	4,164.52
Others	-	-
	7,003.07	4,164.52
(ii) Details of Inventory of Raw Materials		
Chemical	2,651.01	1,504.22
Others	0.99	0.99
	2,652.00	1,505.21

28 Purchase of Traded Goods

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Purchases	18,926.43	14,167.03
Less: Consumed in Manufacturing	64.53	43.05
	18,861.90	14,123.99

29 (Increase)/Decrease in Inventories

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Opening Traded Goods	2,592.29	1,512.16
Consumed in Manufacturing	36.41	71.03
Closing Traded Goods [Refer Note No. 29(a)(i)]	1,523.54	2,592.29
	1,032.34	(1,151.16)
Opening Work-in-progress	155.59	231.04
Closing Work-in-progress [Refer Note No. 29(a)(ii)]	230.66	155.59
	(75.08)	75.45
Opening Finished Goods	115.25	60.98
Closing Finished Goods [Refer Note No. 29(a)(iii)]	118.16	115.25
	(2.91)	(54.27)
Total (Increase)/Decrease in Inventories	954.35	(1,129.98)

Note No 29(a)

Details of inventories at the end of the year

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
(i) Traded Goods		
Chemicals	1,508.39	2,577.10
Others	15.15	15.19
	1,523.54	2,592.29
(ii) Work-in-progress		
Chemical	228.06	152.98
Others	2.60	2.60
	230.66	155.59
(iii) Finished Goods		
Chemical	103.39	100.48
Others	14.77	14.77
	118.16	115.25

Notes to Standalone Financial Statements

For the year ended 31st March, 2022

30 Employee Benefit Expenses

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Salaries, Wages and Bonus	653.34	578.19
Contribution to Provident fund and other funds	31.10	26.35
Staff Welfare Expenses	12.56	8.47
	697.00	613.01

31 Finance Costs

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Interest on Borrowings	58.52	77.50
Right of Use Lease Interest (Refer Note No. 38)	1.44	4.34
Bill Discounting Charges	0.96	0.45
Bank Charges on facilities	20.45	17.41
Applicable loss on foreign currency transactions and translation	7.62	20.74
	88.99	120.44

32 Depreciation and Amortization Expenses

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Depreciation of Property, Plant & Equipments	234.12	225.65
Amortization of Intangible Assets	4.72	7.14
Right of Use Lease Depreciation (Refer Note No. 38)	23.09	25.04
	261.93	257.82

33 Other Expenses

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Power and Fuel	179.31	171.57
Rent	44.82	40.77
Rates and Taxes	2.77	16.07
Insurance	36.77	39.59
Repairs and Maintenance		
Plant and Machinery	15.18	17.94
Buildings	4.09	2.67
Others	5.13	9.24
Legal and Professional Fees	62.50	72.40
Royalty	288.12	211.04
Payment to auditor [Refer Note No. 33(a)]	6.59	4.60
Selling & Distribution Expenses	268.37	231.56
Brokerage & Commission Expenses	213.28	116.94
Windmill Maintenance Charges	25.65	25.53
Travelling and Conveyance	54.95	26.14
Communication Costs	11.40	11.56
Printing and Stationery	5.93	3.25
Labour and Job work Charges	1.72	1.63
Packing Material Consumed	452.78	420.19
Utility Material Consumed	36.21	26.78
Export Expenses	373.93	160.59
Security Charges	12.09	12.00
Corporate Office Expenses	16.40	11.61
Office Expenses	17.56	16.30

Notes to Standalone Financial Statements

For the year ended 31st March, 2022

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Warehousing Charges	41.38	38.46
Vehicle Expenses	18.23	14.89
Bank Charges	43.99	44.05
CSR Expenses	40.71	34.32
Miscellaneous Expenses	57.69	54.40
	2,337.58	1,836.08

Note No: 33(a)

Details of Payment to Auditor

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
As Auditor		
Audit Fees	4.00	3.00
Limited Review	0.90	0.60
In Other capacity		
Certification Fees	0.59	0.09
Reimbursement of expenses including tax	0.10	0.08
	5.59	3.77
Cost Auditor		
As Audit Fees	1.00	0.83
	1.00	0.83
	6.59	4.60

34 Fair Values and Hierarchy

A. Accounting Classification and Fair Values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if their carrying amount is a reasonable approximation of fair value.

		₹ in Lakh							
i) 31 st March, 2022	Note No.	Carrying Amount				Fair Value			
		FVTPL	FVTOCI	Amortised Cost	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Financial Assets									
Investments	3	-	-	16.21	16.21	-	-	18.64	18.64
Other Financial Assets	4 & 11	-	-	85.32	85.32	-	-	85.32	85.32
Trade Receivables	7	-	-	6,630.95	6,630.95	-	-	6,630.95	6,630.95
Cash and Cash Equivalents	8	-	-	30.09	30.09	-	-	30.09	30.09
Bank Balances other than Cash & Cash Equivalents	9	-	-	482.51	482.51	-	-	482.51	482.51
Loans	10	-	-	6.49	6.49	-	-	6.49	6.49
		-	-	7,251.57	7,251.57	-	-	7,254.00	7,254.00
Financial Liabilities									
Borrowings	15 & 20	-	-	1,114.93	1,114.93	-	-	1,114.93	1,114.93
Lease Liability	16	-	-	11.89	11.89	-	-	11.89	11.89
Trade Payables	21	-	-	3,028.59	3,028.59	-	-	3,028.59	3,028.59
Other Financial Liabilities	17 & 22	-	-	26.29	26.29	-	-	26.29	26.29
		-	-	4,181.70	4,181.70	-	-	4,181.70	4,181.70

Notes to Standalone Financial Statements

For the year ended 31st March, 2022

₹ in Lakh

ii) 31 st March, 2021	Note No.	Carrying Amount				Fair Value			
		FVTPL	FVTOCI	Amortised Cost	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Financial Assets									
Investments	3	-	-	16.21	16.21	-	-	19.81	19.81
Other Financial Assets	4 & 11	-	-	81.24	81.24	-	-	81.24	81.24
Trade Receivables	7	-	-	4,379.13	4,379.13	-	-	4,379.13	4,379.13
Cash and Cash Equivalents	8	-	-	56.25	56.25	-	-	56.25	56.25
Bank Balances other than Cash & Cash Equivalents	9	-	-	466.32	466.32	-	-	466.32	466.32
Loans	10	-	-	4.93	4.93	-	-	4.93	4.93
		-	-	5,004.08	5,004.08	-	-	5,007.68	5,007.68
Financial Liabilities									
Borrowings	15 & 20	-	-	1,376.76	1,376.76	-	-	1,376.76	1,376.76
Lease Liability	16	-	-	24.84	24.84	-	-	24.84	24.84
Trade Payables	21	-	-	2,930.50	2,930.50	-	-	2,930.50	2,930.50
Other Financial Liabilities	17 & 22	-	-	20.35	20.35	-	-	20.35	20.35
		-	-	4,352.45	4,352.45	-	-	4,352.45	4,352.45

B. Measurement of fair values

Valuation techniques and significant unobservable inputs

The management assessed that cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The Fair Value of financial assets included is the amount at which the instrument could be exchanged in a current transaction between willing parties.

The investment made in the wholly owned subsidiary company is shown at book value.

35 Capital Management (Ind AS 1):

For the purpose of 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 primary objective of the Company's Capital Management is to maximise the Shareholder's Wealth.

The Company monitors capital using debt-equity ratio, which is total debt less investments divided by total equity.

Particulars	As at 31 st March, 2022 ₹ In Lakh	As at 31 st March, 2021 ₹ In Lakh
Total Debt (Long Term Bank and other borrowings)	52.25	19.99
Equity	11,840.11	9,018.06
Debt to Equity (Net)	0.0044	0.0022

In addition, the Company has financial covenants relating to the some of the borrowing facilities that it has to maintain Aggregate Tangible Net Worth which is maintained by the Company.

Notes to Standalone Financial Statements

For the year ended 31st March, 2022

36 Financial Risk Management (Ind AS 1):

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the operations of the Company.

The principal financial assets include trade and other receivables, cash and short term deposits.

The Company has assessed market risk, credit risk and liquidity risk to its financial liabilities.

i) Market Risk:

Market Risk is the risk of loss of future earnings, fair values or cash flows that may result from a change in the price of a financial instrument, as a result of interest rates, foreign exchange rates and other price risks. Financial instruments affected by market risks, primarily include loans and borrowings, investments and foreign currency receivables, payables and borrowings.

a) Interest Rate Risks :

The Company borrows funds in Indian Rupees and Foreign currency, to meet both the long term and short term funding requirements. The Interest rate risk in terms of foreign currency is managed through financial instruments available to convert floating rate liability into fixed rate liability. Interest on short term borrowings is subject to floating interest rate and are repriced regularly. The sensitivity analysis detailed below have been determined based on the exposure to variable interest rates on the average outstanding amounts due to bankers over a year. If the interest rates had been 1% higher / lower and all other variables held constant, the company's profit for the year ended 31st March, 2022 would have been decreased/increased by ₹ 12.95 Lakh (Previous Year - ₹ 18.74 Lakh).

b) Foreign Currency Risks :

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. The Company enters into forward exchange contracts to hedge its foreign currency exposures. Foreign currency risks from financial instruments at the end of the reporting period expressed in INR :

Details of Derivative instruments and Unhedged Foreign Currency Exposure

a) Derivatives outstanding as at the balance sheet date

Particulars	For hedging of foreign currency purchases		
	Amount in US\$	₹ in Lakh	No. of Contracts
Forward contract to buy			
As on 31-03-2022	1,180,559.00	894.83	2
As on 31-03-2021	378,215.00	276.53	4

b) Particulars of unhedged foreign currency exposure as at the balance sheet date

Particulars	As on 31-03-2022		As on 31-03-2021	
	Amount in US\$	₹ in Lakh	Amount in US\$	₹ in Lakh
Trade Payable	2,266,897.50	1,718.25	3,096,640.90	2,264.11
Secured Trade Credit	-	-	1,291,610.00	944.36
Trade/Commission receivable	593,197.77	449.57	243,489.50	178.00
Advance to Suppliers	-	-	328,464.00	240.12
Advance from Customers	-	-	5,618.00	4.11

Particulars	As on 31-03-2022		As on 31-03-2021	
	Amount in JPY	₹ in Lakh	Amount in JPY	₹ in Lakh
Trade Payable	16,666,200.00	103.56	-	-
Trade/Commission receivable	345,260.00	2.15	311,558.00	2.06

Particulars	As on 31-03-2022		As on 31-03-2021	
	Amount in EURO	₹ in Lakh	Amount in EURO	₹ in Lakh
Trade Payable	-	-	4,826.50	4.14

Notes to Standalone Financial Statements

For the year ended 31st March, 2022

The Company is mainly exposed to changes in US Dollar . The sensitivity to 1% increase or decrease in US Dollar against INR with all other variables held constant will be ₹ 13.70 Lakh. (Previous Year - ₹ 30.30 Lakh).

The Sensitivity analysis is prepared on the net unhedged exposure of the company at the reporting date.

c) Price Risks:

The Company's revenues are mainly generated from sales within India and the raw materials are procured through import and local purchases where local purchases track import parity price. The Company is affected by the price stability of certain commodities. Due to the significantly increased volatility of certain commodities, the Company enters into contract with the customers that has provision to pass on the change in the raw material prices and also the volatility in the exchange rate. The Company has a risk management framework aimed at prudently managing the risk arising from the volatility in commodity prices and freight costs.

ii) Credit Risk

Credit Risk is the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Company. It arises from credit exposure to customers, financial instruments viz., Investments in Equity Shares, Debt Funds and Balances with Banks.

The Company holds cash and cash equivalents with banks which are having highest safety rankings and hence has a low credit risk.

The Company limits its exposure to credit risk by generally investing only with counterparties that have a good credit rating. The Company does not expect any losses from non-performance by these counterparties, and does not have any significant concentration of exposures to specific industry sectors or specific country risks.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The outstanding trade receivables due for a period exceeding 180 days as at the year ended 31st March, 2022 is 0.26% of the total trade receivables. The company uses Expected Credit Loss (ECL) Model to assess the impairment loss or gain.

iii) Liquidity Risk

The Company manages liquidity risk by maintaining adequate surplus, banking facilities and reserve borrowings facilities by continuously monitoring forecasts and actual cash flows.

The Company has obtained fund and non-fund based working capital lines from banks. The Company monitors funding options available in the debt and capital markets with a view to maintaining financial flexibility. All payments are made along due dates and requests for early payments are entertained after due approval and availing early payment discounts.

The Company has a system of forecasting rolling one month cash inflow and outflow and all liquidity requirements are planned.

Exposure to liquidity risk:

The following are the remaining contractual maturities of financial liabilities at the reporting date:

Particulars	Refer Note No.	₹ In Lakh			
		Less than 1 year ₹ in Lakh	1-3 years ₹ in Lakh	3-5 years ₹ in Lakh	More than 5 years ₹ in Lakh
Borrowings	15 & 20	1,062.69 (1,356.77)	45.93 (19.99)	6.32 -	- -
Trade Payable	21	3,028.59 (2,930.50)	-	-	-
Other Financial Liabilities	17 & 22	-	-	-	7.50 (7.50)
Employee Benefit/ Expense liabilities	18 & 24	133.73 (143.41)	-	-	-
Unclaimed dividends	22	18.79 (12.85)	-	-	-

Figures in brackets are in respect of previous year.

Notes to Standalone Financial Statements

For the year ended 31st March, 2022

37 Income Taxes (Ind AS 12):

(i) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate:

Particulars	Year Ended 31 st March, 2022 ₹ in Lakh	Year Ended 31 st March, 2021 ₹ in Lakh
Profit Before Tax	4,091.88	3,582.15
Applicable tax rate @ 25.17% (31 st March, 2021 @ 25.17%)	1,029.84	901.56
Effect of Tax Exempt Income	-	-
Effect of Non-Deductible expenses	88.61	88.31
Effect of Allowances for tax purpose	(79.33)	(85.29)
Effect of Tax paid at a lower rate	-	-
Effect of Previous year adjustments	-	-
Others	0.31	0.18
Total	1,039.44	904.76

(ii) The Company has announced a proposed a total dividend of ₹ 0.75 paise per share which includes special dividend of ₹ 0.20 paise per share for the financial year 2021-2022 and shall be recognized once the dividend is paid.

38 Lease (Ind AS 116):

	Year Ended 31 st March, 2022 ₹ in Lakh	Year Ended 31 st March, 2021 ₹ in Lakh
1. Future Minimum Lease Payments under non-cancellable operating lease for the period		
(a) Not later than one year	26.22	58.75
(b) Later than one year but not later than 5 years	2.52	14.69
(c) More than 5 years	-	-
2. Lease payments charged to Profit and Loss Account		
Rental expenses	44.82	40.77
Depreciation	23.09	25.04
Interest	1.44	4.34

3. The Company has taken on lease a number of premises under leases. The lease typically runs for a period of 3 to 5 years with an option to renew the lease after that period. The lease payments for the entire lease period are fixed at the time of entering into the lease agreement and are renegotiated towards the end of the lease period in case of renewals.

39 Employee Benefits (Ind AS 19)

Defined Benefit Plans:

Gratuity:

The gratuity payable to employees is based on the employee's service and last drawn salary at the time of leaving the services of the Company and is in accordance with the rules of the Company for payment of gratuity.

Inherent Risk:

The plan is defined benefit in nature which is sponsored by the Company and hence it underwrites all the risks pertaining to the plan. In particular, this exposes the Company to actuarial risk such as adverse salary growth, change in demographic experience,

Notes to Standalone Financial Statements

For the year ended 31st March, 2022

inadequate return on underlying plan assets. This may result in an increase in cost of providing these benefits to employees in future. Since the benefits are lump sum in nature, the plan is not subject to any longevity risks.

Statement of Assets and Liabilities for Defined Benefit Obligation :

Gratuity and other post employment benefit plans	As at 31 st March, 2022 ₹ In Lakh	As at 31 st March, 2021 ₹ In Lakh
(i) Change in Present Value of Obligation		
Balance at the beginning of the year	55.48	46.04
Adjustment of:		
Interest Cost	3.47	2.87
Current Service Cost	9.46	7.82
Past Service Cost	-	-
Liability Transferred In/Acquisitions	-	-
(Liability Transferred Out/Disinvestment)	-	-
Benefit paid directly by the Employer	(3.18)	(1.41)
Actuarial (Gains)/Losses on Obligation - Due to Change in Demographic Assumptions	0.03	(1.09)
Actuarial (Gains)/Losses on Obligation - Due to Change in Financial Assumptions	0.44	0.28
Actuarial (Gains)/Losses on Obligation - Due to Experience	(0.12)	0.98
Balance at the end of the year	65.60	55.48
(ii) Change in Fair Value of Assets		
Fair Value of Plan Assets at the Beginning of the Period	-	-
Interest Income	-	-
Contributions by the Employer	-	-
Expected Contributions by the Employees	-	-
Assets Transferred In/Acquisitions	-	-
(Assets Transferred Out/ Divestments)	-	-
(Benefit Paid from the Fund)	-	-
(Assets Distributed on Settlements)	-	-
Effects of Asset Ceiling	-	-
The Effect of Changes In Foreign Exchange Rates	-	-
Return on Plan Assets, Excluding Interest Income	-	-
Fair Value of Plan Assets at the End of the Period	-	-
(iii) Net Asset / (Liability) recognised in the Balance Sheet		
(Present Value of Benefit Obligation at the end of the Period)	(65.60)	(55.48)
Fair Value of Plan Assets at the end of the Period	-	-
Funded Status (Surplus/ (Deficit))	(65.60)	(55.48)
Net (Liability)/Asset Recognized in the Balance Sheet	(65.60)	(55.48)
(iv) Expenses recognised in the Statement of Profit and Loss		
Current Service Cost	9.46	7.82
Net Interest Cost	3.47	2.87
Past Service Cost	-	-
Expenses Recognized	12.94	10.69
(v) Re-measurements recognised in Other Comprehensive Income (OCI):		
Actuarial (Gains)/Losses on Obligation For the Period	0.36	0.17
Return on Plan Assets, Excluding Interest Income	-	-
Change in Asset Ceiling	-	-
Net (Income)/Expense For the Period Recognized in OCI	0.36	0.17

Notes to Standalone Financial Statements

For the year ended 31st March, 2022

Gratuity and other post employment benefit plans	As at 31 st March, 2022 ₹ In Lakh	As at 31 st March, 2021 ₹ In Lakh
(vi) Maturity profile of Defined Benefit Obligation :		
Projected Benefits Payable in Future Years From the Date of Reporting		
1 st Following Year	6.39	5.55
2 nd Following Year	6.59	5.75
3 rd Following Year	6.59	5.51
4 th Following Year	7.14	5.39
5 th Following Year	7.38	5.56
Sum of Years 6 To 10	36.55	31.20
Sum of Years 11 and above	31.96	26.74
(vii) Sensitivity analysis for significant assumptions:*		
Projected Benefit Obligation on Current Assumptions	65.60	55.48
Delta Effect of +1% Change in Rate of Discounting	(3.46)	(3.06)
Delta Effect of -1% Change in Rate of Discounting	3.84	3.41
Delta Effect of +1% Change in Rate of Salary Increase	3.41	3.03
Delta Effect of -1% Change in Rate of Salary Increase	(3.34)	(2.98)
Delta Effect of +1% Change in Rate of Employee Turnover	(0.93)	(0.86)
Delta Effect of -1% Change in Rate of Employee Turnover	1.00	0.93
(viii) Actuarial Assumptions:		
Discount Rate (p.a.)	6.70%	6.26%
Expected Return on Plan Assets (p.a.)	N.A.	N.A.
Turnover Rate	14.00%	14.00%
Mortality Rate During Employment	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2006-08)
Salary Escalation Rate (p.a.)	10.00%	10.00%
Retirement age	60 years	60 years
(ix) Weighted Average duration of Defined Benefit Obligation	7 years	7 years

* The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

- (x) Gratuity is payable as per company's scheme as detailed in the report.
- (xi) Actuarial gains/losses are recognized in the period of occurrence under Other Comprehensive Income (OCI). All above reported figures of OCI are gross of taxation.
- (xii) Salary escalation & attrition rate are considered as advised by the company; they appear to be in line with the industry practice considering promotion and demand & supply of the employees.
- (xiii) Maturity Analysis of Benefit Payments is undiscounted cash flows considering future salary, attrition & death in respective year for members as mentioned above.
- (xiv) Average Expected Future Service represents Estimated Term of Post - Employment Benefit Obligation.

Notes to Standalone Financial Statements

For the year ended 31st March, 2022

40 Government Grant (Ind AS 20):

Interest, Wages Expenses and Repairs to plant and machinery are net of subsidy received under State Investment Promotion Scheme is NIL (31st March, 2021 - NIL)

41 Related Party Disclosures (Ind AS 24):

(A) Information about related parties :

- | | |
|--|--|
| (i) Holding Company | Wedgewood Holdings Limited, Mauritius |
| (ii) Wholly-owned Foreign Subsidiary Company | B.R.Chemicals Co., Limited, Osaka, Japan |
| (iii) Other Related Parties with whom there were transactions during the year: | |

Parties	Relationship
Anup Jatia, Executive Director	Key Management Personnel (KMP)
Sandeep Chokhani, Director	Key Management Personnel (KMP)
Ratan Agrawal, Chief Financial Officer	Key Management Personnel (KMP)
Ambarish Daga, Joint Chief Financial Officer (w.e.f. 3 rd February, 2022)	Key Management Personnel (KMP)
Nevil Avlani, Company Secretary (Upto 3 rd January, 2022)	Key Management Personnel (KMP)
Black Rose Trading Private Limited	Enterprises owned or significantly influenced by any management personnel or their relatives
Tozai Safety Private Limited	Enterprises owned or significantly influenced by any management personnel or their relatives
Tozai Enterprises Private Limited	Enterprises owned or significantly influenced by any management personnel or their relatives
Fukui Accent Trading (India) Private Limited	Enterprises owned or significantly influenced by any management personnel or their relatives
Accent Industries Limited	Enterprises owned or significantly influenced by any management personnel or their relatives
Atmasantosh Foundation	Enterprises owned or significantly influenced by any management personnel or their relatives

(B) The following transactions were carried out with the related parties in the ordinary course of business:

Nature of Transactions	₹ in Lakh	
	Key Management Personnel	Other related parties as in 41(A)(iii)
Sales	-	7.82
	-	(689.70)
Purchase	-	1,177.08
	-	(57.65)
Rent Expenses	-	53.76
	-	(45.39)
Directors Remuneration	143.48	-
	(100.00)	-
Salary Expenses	37.21	-
	(73.14)	-
Gratuity Paid	2.34	-
	-	-
Interest Expenses	-	14.87
	(19.90)	-
Interest Income	-	-
	(0.09)	-

Notes to Standalone Financial Statements

For the year ended 31st March, 2022

₹ in Lakh

Nature of Transactions	Key Management Personnel	Other related parties as in 41(A)(iii)
Rent Income	-	19.32
	-	(19.32)
Loan Given	-	-
	(15.00)	-
CSR Contribution	-	24.00
	-	(33.50)
Loan Recovered	-	-
	(15.00)	-
Loan Taken	-	1,275.00
	-	-
Loan Repaid	-	1,275.00
	-	-
Unsecured Deposit Refunded	-	-
	(370.00)	-
Reimbursement of Expenses Paid	-	0.57
	-	-
Reimbursement of Expenses Received	-	44.43
	-	(1.87)

(C) Balance as at 31st March, 2022

₹ in Lakh

Nature of Transactions	Key Management Personnel	Other related parties as in 41(A)(iii)
Security Deposit Received	-	7.50
	-	(7.50)
Interest Receivable	-	-
	(0.09)	-

Note : The above related party transaction is as disclosed by the management and relied upon by auditor.

42 Earnings Per Share (EPS) (Ind AS 33):

Particulars	Year Ended 31 st March, 2022 ₹ in Lakh	Year Ended 31 st March, 2021 ₹ in Lakh
(A) Basic EPS:		
(i) Net Profit attributable to Equity Shareholders	3,049.90	2,674.84
(ii) Weighted average number of Equity Shares outstanding (Nos.)	510.00	510.00
Basic EPS (₹) (i)/(ii)	5.98	5.24
(B) Diluted EPS:		
(i) Net Profit attributable to Equity Shareholders	3,049.90	2,674.84
(ii) Weighted average number of Equity Shares outstanding (Nos.)	510.00	510.00
Diluted EPS (₹) (i)/(ii)	5.98	5.24

Notes to Standalone Financial Statements

For the year ended 31st March, 2022

43 Contingent Liabilities (Ind AS 37)

(a) Contingent liabilities not provided for in respect of :

- (i) MVAT liability of ₹ 14.89 Lakhs including interest (P.Y. ₹ 14.89 Lakhs) as per the VAT assessment order for FY 2015-16 & FY 2016-17. The management has filed an appeal against the said order and are of the opinion that the said demand is likely to be either deleted or substantially reduced and accordingly no provision has been made.
- (ii) Central Sales Tax liability of ₹ 0.12 Lakh (P.Y. ₹ 0.12 Lakh) as per MVAT Audit for the FY 2017 18, as the said liability is on account of non receipt of 'C' forms from various payable customers and the company is awaiting the receipt of said forms. The liabilities if any will be accounted in the books of account in the year in which the final liability is determined.
- (iii) Disputed Income Tax net demands of ₹ 104.06 Lakh (P.Y. ₹ 104.06 Lakh) for which company has gone in appeal/rectification. The management is of the opinion that the said demand is likely to be either deleted or substantially reduced and accordingly no provision has been made.

(b) Guarantees:

There are no guarantees issued as at the end of the balance sheet date.

44 Segment Reporting (Ind AS 108):

In accordance with Ind AS 108 'Operating Segment', segment information has been given in the consolidated financial statements, and therefore, no separate disclosure on segment information is given in these financial statements.

45 Corporate Social Responsibility:

The detail of amount required to be spent under Section 135 of the Companies Act, 2013 is as follows :

	31 st March, 2022 ₹ In Lakh	31 st March, 2021 ₹ In Lakh
(a) Amount required to be spent by the company during the year	53.87	40.20
(b) Amount of expenditure incurred	28.95	28.44
(c) Shortfall at the end of the year	24.92	11.76
(d) Total of previous years shortfall	11.76	5.88
(e) Reason for shortfall	The funds are to be utilized for on going projects	Unable to find suitable project considering impact on desired recipients and efficacy of implementing agencies
(f) Nature of CSR activities	Promoting education and health care	Promoting education and health care
(g) Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	24.00	33.50
(h) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately	-	-

46 Some of the suppliers have sent their intimations of them being the Micro, Small and Medium Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006. However, there were no amounts payable at the year end together with interest paid / payable beyond as stipulated period as required under the said Act.

In respect of other suppliers, the Company has not received any intimation regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid / payable as required under the said Act have not been given to that extent.

Notes to Standalone Financial Statements

For the year ended 31st March, 2022

47 Value of Imports calculated on CIF basis

	31 st March, 2022 ₹ In Lakh	31 st March, 2021 ₹ In Lakh
Raw Materials	12,404.30	3,699.91
Traded Goods	8,055.40	12,069.75
Others	84.35	233.92
	20,544.06	16,003.57

48 Expenditure in Foreign Currency

	31 st March, 2022 ₹ In Lakh	31 st March, 2021 ₹ In Lakh
Interest on short term borrowings	1.63	19.59
Membership & Subscription	7.46	6.33
Royalty	288.12	211.04
Travelling	13.87	-
Books & Periodicals	0.94	1.84
Brokerage & Commission	4.53	5.17
Computer & Software Expenses	1.73	2.06
	318.26	246.02

49 Imported and Indigenous Raw Materials, Components Consumed:

	% of total consumption		Value	
	31 st March, 2022	31 st March, 2022	31 st March, 2021	31 st March, 2021
		₹ In Lakh		₹ In Lakh
Raw Materials				
Imported	90.07%	6,307.63	96.35%	4,012.50
Indigenously obtained	9.93%	695.44	3.65%	152.02
	100.00%	7,003.07	100.00%	4,164.52

50 Earnings In Foreign Currency

	31 st March, 2022 ₹ In Lakh	31 st March, 2021 ₹ In Lakh
Exports at F.O.B. Value	3,223.46	1,699.94
Commission Income	9.98	11.76
	3,233.44	1,711.70

51 The second wave of the pandemic had minor impact on the economy in the first quarter of the year. The Company, however, has not faced any material adversity of its financial position as at 31st March, 2022 and considering other relevant facts and circumstances existing as of that date, the Company does not anticipate any material uncertainties which affects its liquidity position and also ability to continue as a going concern. However, the Company will continue to closely monitor any material changes due to future economic conditions.

Notes to Standalone Financial Statements

For the year ended 31st March, 2022

- 52** The Company has not traded or invested in crypto currency or virtual currency during the year.
- 53** The Company is not as wilful defaulter by any bank or financial institution or other lenders.
- 54** There are no transactions with the Struck off Companies under Section 248 or 560 of the Companies Act, 2013.
- 55** No proceedings initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988.

56 Ratios

	31 st March, 2022 ₹ In Lakh	31 st March, 2021 ₹ In Lakh
Current Ratio	2.72	2.12
Debt Equity Ratio	0.10	0.18
Debt Service Coverage Ratio	4.08	4.03
Return on Equity Ratio	25.76%	29.66%
Inventory Turnover Ratio	5.86	4.09
Trade Receivables Turnover Ratio in months (Annualised)	1.94	2.35
Trade Payables Turnover Ratio	9.05	6.06
Net Capital Turnover Ratio	4.41	4.44
Net Profit Ratio	8.96%	11.54%
Return on Capital Employed Ratio	31.39%	34.43%
Return on Investment Ratio	NA	NA

- 57** In the Opinion of the Board of Directors, the Current Assets, Loans & Advances are realisable in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet. The Provision for all known liabilities is adequate and not in excess of the amount reasonably necessary.
- 58** a) Figures have been disclosed in rupees in Lakh.
b) Previous year's figures have been regrouped and / or reclassified wherever found necessary to confirm current year's presentation.

As per our report of even date attached

For and on behalf of P K J & CO.

Chartered Accountants

Firm Registration No. 124115W

Padam Jain

Partner

Membership No. 71026

Place : Mumbai

Date : 4th May, 2022

UDIN : 22071026AIJYT1648

For and on behalf of the Board of Directors

Sandeep Chokhani

Director

DIN : 02346782

Ratan Agrawal

Chief Financial Officer

Anup Jatia

Executive Director

DIN : 00351425

Ambarish Daga

Joint Chief Financial Officer

FORM AOC - 1

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

**STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF
SUBSIDIARIES / ASSOCAITE COMPANIES / JOINT VENTURES**
PART "A" : SUBSIDIARIES

Sl. No.	Particulars	Name of Subsidiary Company B.R. Chemicals Co. Limited	
		31-03-2022	31-03-2021
1	Financial year ending on		
2	Reporting Currency	JPY (¥)	JPY (¥)
3	Exchange Rate on the last date of financial year	₹ 0.6214	0.6606
4	% of shareholding	% 100	100
5	No. of Shares	60	60
			₹ in Lakh
6	Share Capital	16.21	16.21
7	Reserves & Surplus	407.39	267.59
8	Total Assets	819.48	575.39
9	Total Liabilities	819.48	575.39
10	Investments	-	-
11	Turnover	14,525.59	14,454.55
12	Profit / (Loss) before Taxation	207.24	97.12
13	Provision for Taxation	67.44	27.49
14	Profit /(Loss) after Taxation	139.80	69.63
15	Proposed Dividend	-	-

Notes:

- The assets and liabilities are translated at the exchange rate prevailing at the Balance Sheet date, and the income and expense items are translated at the average rates of exchange for the year.
- The reporting period of the subsidiary is same as that of the holding company i.e. 1st April, 2021 to 31st March, 2022
- Names of subsidiaries which are yet to commence operations - NIL
- Names of subsidiaries which have been liquidated or sold during the year - NIL

Since the company does not have any Associates or Joint Ventures, information pertaining to Part "B" to this form relating to Associates and Joint Ventures is not given.

As per our report of even date attached

P K J & CO.

Chartered Accountants
Firm Registration No. 124115W

Padam Jain

Partner
Membership No. 71026

Place : Mumbai
Date : 4th May, 2022

For and on behalf of the Board of Directors
Sandeep Chokhani

Director
DIN : 02346782

Ratan Agrawal

Chief Financial Officer

Anup Jatia

Executive Director
DIN : 00351425

Ambarish Daga

Joint Chief Financial Officer

Independent Auditors' Report

To

The Members of

Black Rose Industries Limited

Report on the Audit of the Consolidated Financial Statements

1. Opinion

We have audited the accompanying Consolidated Financial Statements of **BLACK ROSE INDUSTRIES LIMITED** (hereinafter referred to as the "Holding Company") and its one Foreign Subsidiary Company (together referred to as "Group"), which comprise the Consolidated Balance Sheet as at 31st March, 2022, and the Consolidated Statement of Profit and Loss, the Consolidated Statement of Changes in Equity and the Consolidated Cash Flows Statement for the year then ended, and notes to the Consolidated Financial Statements, including a summary of significant accounting policies (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of their consolidated state of affairs of the Group as at 31st March, 2022, of consolidated profit and other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year then ended.

2. Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013. 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 in accordance with the Code of Ethics issued by ICAI, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

3. Key Audit Matters

Key Audit Matters are those matters that in our professional judgment were of most significance in our audit of the Consolidated Financial Statements for the year ended 31st March, 2022. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole and in forming our opinion thereon and we do not provide a separate opinion on these matters. We have determined the matters described below to be the Key Audit Matters to be communicated in our report:

Sr. No.	Key Audit Matter	Our Response
1	Defined benefit obligation	
	The valuation of the retirement benefit schemes in the Holding Company is determined with reference to various actuarial assumptions including discount rate, future salary increases, rate of inflation, mortality rates and attrition rates. Due to the size of these schemes, small changes in these assumptions can have a material impact on the estimated defined benefit obligation.	<p>We have examined the key controls over the process involving member data, formulation of assumptions and the financial reporting process in arriving at the provision for retirement benefits. We tested the controls for determining the actuarial assumptions and the approval of those assumptions by senior management. We found these key controls were designed, implemented and operated effectively, and therefore determined that we could place reliance on these key controls for the purposes of our audit.</p> <p>We tested the employee data used in calculating the obligation and where material, we also considered the treatment of curtailments, settlements, past service costs, remeasurements, benefits paid, and any other amendments made to obligations during the year. From the evidence obtained, we found the data and assumptions used by management in the actuarial valuations for retirement benefit obligations to be appropriate.</p>

Sr. No.	Key Audit Matter	Our Response
2	<p>Related Party Transactions:</p> <p>During the year the Group has entered into various transactions with related parties.</p> <p>Determination of transaction price for such related parties transactions outside the normal course of business is a key audit matter considering the significance of the transaction value and the significant judgements involved in determining the transaction value.</p>	<p>Our audit procedures included considering the compliance with the various requirements for entering in to such related party transactions.</p> <p>We have read the approvals obtained for the transactions.</p> <p>We have assessed the disclosures in accordance with Ind AS 24 "Related Party Disclosures".</p>

4. Other Information

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

5. Responsibilities of Management and those charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments

and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

6. Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

As part of an audit in accordance with SAs, we exercise professional judgement 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group 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 Group'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 Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained upto the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality

and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance 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.

7. Other Matters

We did not audit the financial statements of One Foreign Subsidiary Company whose financial statements reflect total assets of ₹ 819.48 Lakh as at 31st March, 2022, total revenue of ₹ 14,600.23 Lakh, total net profit after tax of ₹ 139.80 Lakh, total comprehensive income of ₹ 139.80 Lakh for the year ended 31st March, 2022, and net cash inflows of ₹ 557.04 Lakh for the year ended 31st March, 2022 as considered in the Consolidated Financial Statements whose financial statements have not been audited by us. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary, is based solely on the information and explanation provided by the management.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

8. Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
- d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the Directors of the Holding Company as on 31st March, 2022, and taken on record by the Board of Directors of the Holding Company, none of the directors of the Holding Company is disqualified as on 31st March, 2022, from being appointed as a Director in terms of Section 164 (2) of the Act.
- f) The Holding Company does not have subsidiaries in India. Hence, no reporting is to be done for these entities. Accordingly, we refer Annexure-B of our report of even date on the Standalone Financial Statements of the Holding Company with respect to the adequacy of the internal financial controls over financial reporting and effectiveness of such controls.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the 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, we report that:
 - i) There were no pending litigations which would impact the consolidated financial position of the Group;
 - ii) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts;
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies;
 - iv) (a) As per the information and explanation given to us by the management, 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 Holding Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) As per the information and explanation given to us by the management, no funds have been received by the Holding Company from any person or entity, 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) On the basis of above representations, nothing has come to our notice that has caused us to believe that the above representations contained any material mis-statement.

- v) The dividend declared/paid during the year by the Holding Company is in compliance with section 123 of the Companies Act, 2013; and
- vi) Pursuant to Ministry of Corporate Affairs notification dated 24th March, 2021 read with notification dated 31st March, 2022 requirement of reporting by the auditor on use of accounting software for maintaining its books of account

with audit trail (edit log) facility has been deferred till 1st April, 2023.

For and on behalf of

P K J & CO.

Chartered Accountants

Firm Regn No. 124115W

Padam Jain

Partner

Place: Mumbai

Dated: 4th May, 2022

Membership No. 71026

UDIN: 22071026AIJYNW8353

Consolidated Statement of Assets and Liabilities

as at 31st March, 2022

		₹ In Lakh	
Particulars	Note No.	As At 31-03-2022	As At 31-03-2021
I. ASSETS			
1 Non Current Assets			
Property, Plant & Equipments	2	3,331.82	3,113.52
Intangible Assets	2	15.13	19.85
Capital Work-in-Progress	2	736.04	640.27
Intangible Assets under Development	2	91.78	41.68
Right of Use Lease Assets	2	367.31	390.40
		4,542.07	4,205.72
Financial Assets			
Investments	3		
Other Financial Non Current Assets	3	0.32	0.32
Other Non-Current Assets	4	59.20	50.00
		59.52	50.32
2 Current Assets			
Inventories	5	4,626.53	4,528.62
Financial Assets			
Trade Receivables	6	6,631.71	4,379.13
Cash and Cash Equivalents	7	848.81	317.92
Bank Balances other than Cash & Cash Equivalents	8	482.51	466.32
Loans	9	6.49	4.93
Other Financial Current Assets	10	85.00	80.92
Other Current Assets	11	234.26	667.33
Current Tax Assets (Net)	12	54.91	-
		12,970.21	10,445.17
Total		17,571.81	14,701.21
II. EQUITY AND LIABILITIES			
1 Equity			
Equity Share Capital	13	510.00	510.00
Other Equities	SOCE	11,724.83	8,788.62
		12,234.83	9,298.62
2 Liabilities			
Non-Current Liabilities			
Financial Liabilities			
Borrowings	14	300.81	284.23
Lease Liability	15	11.89	24.84
Other Non-Current Financial Liabilities	16	7.50	7.50
Provisions	17	68.86	58.47
Deferred Tax Liabilities (Net)	18	362.13	359.59
		751.19	734.64
Current Liabilities			
Financial Liabilities			
Borrowings	19	1,063.62	1,357.76
Trade Payables	20	3,133.58	2,930.50
Other Financial Current Liabilities	21	18.79	12.85
Other Current Liabilities	22	304.66	169.52
Provisions	23	65.14	85.16
Current Tax Liabilities (Net)	12	-	112.17
		4,585.79	4,667.96
Total		17,571.81	14,701.21

Significant Accounting Policies

1

Notes on accounts are an integral part of the Financial Statements

As per our report of even date attached

For and on behalf of P K J & CO.

Chartered Accountants

Firm Registration No. 124115W

Padam Jain

Partner

Membership No. 71026

Place : Mumbai

Date : 4th May, 2022

UDIN : 22071026AIJYNW8353

For and on behalf of the Board of Directors
Sandeep Chokhani

Director

DIN : 02346782

Ratan Agrawal

Chief Financial Officer

Anup Jatia

Executive Director

DIN : 00351425

Ambarish Daga

Joint Chief Financial Officer

Consolidated Statement of Profit and Loss

For the year ended 31st March, 2022

		₹ In Lakh	
Particulars	Note No.	For the Year ended 31-03-2022	For the Year ended 31-03-2021
I. INCOME			
Revenue from Operations	24	48,788.39	37,978.16
Other Income	25	108.54	72.90
Total Revenue		48,896.93	38,051.06
II. EXPENDITURE			
Cost of Materials Consumed	26	7,003.07	4,164.52
Purchase of Traded Goods	27	33,156.96	28,422.32
Changes in Inventories of Finished Goods, Work- in- Progress and Traded Goods	28	954.35	(1,129.98)
Employee Benefits Expense	29	717.57	634.84
Finance Cost	30	88.99	120.44
Depreciation and Amortization Expenses	31	261.93	257.82
Other Expenses	32	2,414.94	1,901.83
Total Expenditure		44,597.81	34,371.79
III. Profit Before Tax (I-II)		4,299.12	3,679.27
Less: Tax Expenses			
Current Tax		1,106.88	932.24
Deferred Tax		2.54	2.55
		1,109.42	934.79
IV. Profit for the period		3,189.70	2,744.48
Other Comprehensive Income			
A. Items that will not be classified to Profit & Loss (Net of Tax)			
Actuarial Gain/(Loss) on employee benefits		(0.27)	(0.12)
B. Items that will be classified to Profit & Loss (Net of Tax)			
Gain/(Loss) on hedging instruments		1.93	0.85
V. Total Comprehensive Income for the period		3,191.35	2,745.20
Earnings per Equity Share (Nominal Value of share ₹ 1/- each)	41		
Basic		6.25	5.38
Diluted		6.25	5.38

Significant Accounting Policies

1

Notes on accounts are an integral part of the Financial Statements

As per our report of even date attached

For and on behalf of P K J & CO.

Chartered Accountants

Firm Registration No. 124115W

Padam Jain

Partner

Membership No. 71026

Place : Mumbai

Date : 4th May, 2022

UDIN : 22071026AIJYNW8353

For and on behalf of the Board of Directors

Sandeep Chokhani

Director

DIN : 02346782

Ratan Agrawal

Chief Financial Officer

Anup Jatia

Executive Director

DIN : 00351425

Ambarish Daga

Joint Chief Financial Officer

Consolidated Statement of Cash Flows

For the year ended 31st March, 2022

	₹ In Lakh	
	Year Ended 31-03-2022	Year Ended 31-03-2021
A. Cash Flow From Operating Activities		
Net profit before tax and extraordinary items	4,299.12	3,679.27
Adjustments for:		
Depreciation	261.93	257.82
(Profit)/Loss on sale of fixed assets	7.42	-
Increase/(Decrease) in foreign currency translation reserve	(25.63)	(16.27)
Interest expenses	81.37	99.71
Interest income	(24.99)	(30.98)
Unrealised foreign exchange (Gain)/Loss	(26.93)	(46.55)
Provision for expenses, gratuity & leave encashment	148.09	72.28
Sundry balances written back	(2.22)	(7.66)
Rental Income	(19.32)	(19.32)
Operating profit before working capital changes	4,698.83	3,988.30
Adjustments for:		
(Increase)/Decrease in receivables & contract assets	(636.60)	1,133.92
(Increase)/Decrease in inventories	(97.90)	(661.45)
Increase/(Decrease) in payables & contract liabilities	(1,232.13)	(2,708.23)
Cash generated from operating activities	2,732.20	1,752.54
Less : Direct taxes (net of refund)	1,243.67	718.79
Net cash flow from / (used in) operating activities	1,488.53	1,033.76
B. Cash Flow From Investing Activities		
Sale of fixed assets	37.51	15.96
Purchase of fixed assets / Capital work in progress/Intangible Asset	(643.21)	(598.22)
Interest income	24.99	30.98
Rental income	19.32	19.32
Cash generated from investing activities	(561.39)	(531.97)
Less : Income-tax paid at source	1.93	1.45
Net Cash flow from / (used in) investing activities	(563.32)	(533.42)
C. Cash Flow from Financing activities		
Proceeds from borrowings	(277.57)	(375.64)
Lease payment on right of use assets	(19.20)	(30.67)
Interest expenses	(81.37)	(99.71)
Net cash flow / (used in) from financing activities	(378.14)	(506.02)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	547.08	(5.68)
Cash and cash equivalent as at the beginning of the year	784.24	789.92
Cash and cash equivalent as at the end of the year	1,331.31	784.24

Consolidated Statement of Cash Flows

For the year ended 31st March, 2022

₹ In Lakh

	Year Ended 31-03-2022	Year Ended 31-03-2021
Notes:		
1) Cash and cash equivalents comprises of		
a) Cash in hand	2.09	3.56
b) Bank balance in current accounts	846.72	314.36
c) Unpaid dividend account	18.79	12.85
d) In fixed deposit account	463.72	453.47
	1,331.31	784.24

- 2) Direct Tax paid are treated as arising from operating activity and not bifurcated in investment and financing activities.
- 3) Figures of the previous year have been re-grouped and re-classified wherever necessary to correspond with the figures of the current year.
- 4) Figures in brackets represent outflows.

Notes on accounts are an integral part of the Financial Statements

As per our report of even date attached

For and on behalf of P K J & CO.

Chartered Accountants

Firm Registration No. 124115W

Padam Jain

Partner

Membership No. 71026

Place : Mumbai

Date : 4th May, 2022

UDIN : 22071026AIJYNW8353

For and on behalf of the Board of Directors

Sandeep Chokhani

Director

DIN : 02346782

Ratan Agrawal

Chief Financial Officer

Anup Jatia

Executive Director

DIN : 00351425

Ambarish Daga

Joint Chief Financial Officer

Consolidated Statement of Changes in Equity

For the year ended 31st March, 2022

A EQUITY SHARE CAPITAL

For the Year Ended 31st March, 2022

₹ In Lakh

Balance as at 1 st April, 2021	Changes in equity share capital during the period	Balance as at 31 st March, 2022
510.00	-	510.00

B OTHER EQUITY

For the Year Ended 31st March, 2022

₹ In Lakh

Particular	Other Equity					Other Comprehensive Incomes		Total Equity
	Capital Reserve	General Reserve	Securities Premium Reserve	Retained Earnings	Foreign Exchange Fluctuation reserve on Consolidation	Effective portion of hedges	Other Items	
Balance as at 1 st April, 2021	30.00	62.40	644.70	8,037.83	12.96	0.85	(0.12)	8,788.62
Profit for the period	-	-	-	3,189.70	(25.63)	-	-	3,164.06
Other Comprehensive Income for the period	-	-	-	-	-	1.93	(0.27)	1.66
Total	30.00	62.40	644.70	11,227.52	(12.67)	2.78	(0.40)	11,954.33
Transferred to Retained Earnings	-	-	-	0.73	-	(0.85)	0.12	-
Dividend	-	-	-	(229.50)	-	-	-	(229.50)
Balance as at 31st March, 2022	30.00	62.40	644.70	10,998.75	(12.67)	1.93	(0.27)	11,724.83

For the Year Ended 31st March, 2021

₹ In Lakh

Particular	Other Equity					Other Comprehensive Incomes		Total Equity
	Capital Reserve	General Reserve	Securities Premium Reserve	Retained Earnings	Foreign Exchange Fluctuation reserve on Consolidation	Effective portion of hedges	Other Items	
Balance as at 1 st April, 2021	30.00	62.40	644.70	5,450.26	29.23	25.29	(3.71)	6,238.18
Profit for the period	-	-	-	2,744.48	(16.27)	-	-	2,728.21
Other Comprehensive Income for the period	-	-	-	-	-	0.85	(0.12)	0.73
Total	30.00	62.40	644.70	8,194.74	12.96	26.15	(3.83)	8,967.12
Transferred to Retained Earnings	-	-	-	21.59	-	(25.29)	3.71	-
Dividend	-	-	-	(178.50)	-	-	-	(178.50)
Balance as at 31st March, 2022	30.00	62.40	644.70	8,037.83	12.96	0.85	(0.12)	8,788.62

Notes on accounts are an integral part of the Financial Statements

As per our report of even date attached

For and on behalf of P K J & CO.

Chartered Accountants

Firm Registration No. 124115W

Padam Jain

Partner

Membership No. 71026

Place : Mumbai

Date : 4th May, 2022

UDIN : 22071026AIJYNW8353

For and on behalf of the Board of Directors

Sandeep Chokhani

Director

DIN : 02346782

Ratan Agrawal

Chief Financial Officer

Anup Jatia

Executive Director

DIN : 00351425

Ambarish Daga

Joint Chief Financial Officer

Notes to Consolidated Financial Statements

For the year ended 31st March, 2022

1 Company Overview and Significant Accounting Policies

Corporate Information :

Black Rose Industries Limited (the "Holding Company") is a Public Limited Company incorporated in India having its registered office at Mumbai, Maharashtra, India. The Company is primarily engaged in manufacturing and distribution of chemicals. The Holding Company is also engaged in the business of textile manufacturing activity in Maharashtra & wind power generation in the State of Rajasthan and Gujarat.

Principles of consolidation

The consolidated financial statements relate to Black Rose Industries Limited and its subsidiary company B.R. Chemicals Co. Ltd. (collectively referred to as 'the Group'). The consolidated financial statements have been prepared on the following basis :

- a) The financial statements of the Company and its subsidiary company are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions.
- b) In case of financial statements of non integral foreign operations, the assets and liabilities are translated at the closing exchange rate. Income and Expense items are translated at average exchange rates and all resulting exchange differences are accumulated in foreign exchange fluctuation reserves on consolidation until the disposal of the investment.
- c) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as Holding Company's separate financial statements, as far as possible, except as specifically mentioned in the Notes to Accounts.
- d) The financial statements of the subsidiary company used into the consolidation are drawn upto the same reporting date as that of the Holding Company.

Significant Accounting Policies:

a) Statement of Compliance:

These Separate financial statements (also known as Consolidated Financial Statements) have been prepared in accordance with IND AS as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto.

b) Basis of preparation

The financial statements have been prepared on the historical cost basis except for following assets and liabilities which have been measured at fair value amount:

- i) Certain financial assets and liabilities (including derivative instruments), and
- ii) Employee's Defined Benefit Plan as per actuarial valuation

The financial statements are presented in Indian Rupees, which is the functional currency of the Holding Company and the currency of the primary economic environment in which the Holding Company operates.

These Consolidated Financial Statements are prepared, to the extent possible, based on information available with the management in respect of its Subsidiary Company.

c) Property, Plant and Equipment (PPE)

The initial cost of PPE comprises its purchase price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use, including relevant borrowing costs and any expected costs of decommissioning, less accumulated depreciation and accumulated impairment losses, if any. Expenditure incurred after the PPE have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the period in which the costs are incurred.

Notes to Consolidated Financial Statements

For the year ended 31st March, 2022

If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE.

Material items such as spare parts, stand-by equipment and service equipment are classified as PPE when they meet the definition of PPE as specified in Ind AS 16 – Property, Plant and Equipment.

Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre - operative expenses and disclosed under Capital Work - in - Progress.

d) Depreciation

Depreciation on property, plant and equipment is provided using straight line method based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

The depreciable amount of an asset is determined after deducting its residual value. Where the residual value of an asset increases to an amount equal to or greater than the asset's carrying amount, no depreciation charge is recognised till the asset's residual value decreases below the asset's carrying amount. Depreciation of an asset begins when it is available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the intended manner. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale in accordance with IND AS 105 and the date that the asset is derecognised.

Depreciation on property plant and equipment added/disposed off during the year is provided on pro rata basis with reference to the date of addition/disposal.

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.

Gains or losses arising from derecognition of a property, plant and equipment 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 and Loss when the asset is derecognised.

e) Intangible Assets

- (i) Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortisation/depletion and impairment loss, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Gains or losses arising from derecognition 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 and Loss when the asset is derecognised.

- (ii) Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment, if any. The Group determines the amortisation period as the period over which the future economic benefits will flow to the Group after taking into account all relevant facts and circumstances. The estimated useful life and amortisation method are reviewed periodically, with the effect of any changes in estimate being accounted for on a prospective basis.
- (iii) Licensed Software & Other Intangibles are amortised prorata, on straight line basis over the estimated useful life of the asset which is estimated at 5 years.

Notes to Consolidated Financial Statements

For the year ended 31st March, 2022

f) Impairment of Non-Financial Assets - Property, Plant and Equipment and Intangible Assets

The Group assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets or group of assets, called Cash Generating Units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

g) Inventories

Raw materials, components, stores and spares are valued at lower of cost and net realizable value. However materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, components and stores and spares is determined on a first in first out (FIFO) method.

Work-in-progress and finished goods are valued at lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity.

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

h) Borrowing Costs

Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

i) Provision, Contingent Liabilities and Contingent Assets

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognized in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Notes to Consolidated Financial Statements

For the year ended 31st March, 2022

Claims against the Group where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent assets are not recognized in financial statements since this may result in the recognition of income that may never be realized.

However, when the realization of income is virtually certain, then the related asset is not a contingent asset and is recognized.

j) Revenue Recognition

Revenue from sale of goods is recognized when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably.

Revenue from rendering of services is recognized when the performance of agreed contractual task has been completed.

Revenue from sale of goods is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Revenue from operations includes sale of goods, services, service tax, excise duty and adjusted for discounts (net), and gain/loss on corresponding hedge contracts.

Dividend income is recognized when the Group's right to receive dividend is established by the reporting date.

k) Leases

A right-of-use asset representing the right to use the underlying asset and a lease liability representing the obligation to make lease payments is recognized for all leases over 1 year on initial recognition basis. Discounted committed & expected future cash flows and depreciation on the asset portion on straight-line basis & interest on liability portion (net of lease payments) on EIR basis is recognized over the expected lease term. No right-of-use asset is created for short term leases (i.e. lease term less than 1 year) and leases of low value items (i.e. lease of asset with original cost of less than ₹ 1 lakh).

l) Retirement and Other Employee Benefits

Short Term Employee Benefits

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

Post-Employment Benefits

Defined Benefit Plans

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

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

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

m) Income Taxes

Income Tax expenses comprise current tax and deferred tax charge or credit.

Current Tax is measured on the basis of estimated taxable income for the current accounting period in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961 and other applicable tax laws.

Notes to Consolidated Financial Statements

For the year ended 31st March, 2022

Deferred tax is provided, on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax assets and liabilities are measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. Tax relating to items recognized directly in equity or OCI is recognized in equity or OCI and not in the Statement of Profit and Loss.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable.

n) Earnings Per Share

The basic Earnings Per Share ("EPS") is computed by dividing the net profit / (loss) after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

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

o) Foreign Currency Transactions

In preparing the financial statements of the Group, the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of initial transactions.

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

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- exchange differences relating to qualifying effective cash flow hedges and qualifying net investment hedges in foreign operations.

p) Financial Instruments

Financial assets and financial liabilities are recognized when a Company becomes a party to the contractual provisions of the instruments.

Initial Recognition:

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in Statement of Profit and Loss.

Notes to Consolidated Financial Statements

For the year ended 31st March, 2022

Classification and Subsequent Measurement: Financial Assets

The Group classifies financial assets as subsequently measured at amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

- the entity's business model for managing the financial assets; and
- the contractual cash flow characteristics of the financial asset.

Amortized Cost:

A financial asset shall be classified and measured at amortized cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; 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 the principal amount outstanding.

Fair Value through OCI:

A financial asset shall be classified and measured at fair value through OCI if both of the following conditions are met:

- the financial asset 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 the principal amount outstanding.

Fair Value through Profit or Loss:

A financial asset shall be classified and measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through OCI.

All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

Classification and Subsequent Measurement: Financial Liabilities:

Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities'.

Financial Liabilities at FVTPL:

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL.

Gains or Losses on liabilities held for trading are recognized in the Statement of Profit and Loss.

Other Financial Liabilities:

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Notes to Consolidated Financial Statements

For the year ended 31st March, 2022

q) Cash and Cash Equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at bank and in hand and short-term deposits with banks that are readily convertible into cash which are subject to insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

r) Financial Liabilities and Equity Instruments

• Classification as debt or equity:

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

• Equity instruments:

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Company are recognized at the proceeds received.

s) Derivative Financial Instruments

The Group enters into derivative financial instruments viz. foreign exchange forward contracts to manage its exposure to foreign exchange rate risks. The Group does not hold derivative financial instruments for speculative purposes.

Derivatives are initially recognized at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognized in profit or loss immediately excluding derivatives designated as cash flow hedge.

t) Hedge Accounting

The Group designates certain hedging instruments in respect of foreign currency risk as cash flow hedges. At the inception of the hedge relationship, the entity documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

The effective portion of changes in the fair value of the designated portion of derivatives that qualify as cash flow hedges is recognized in other comprehensive income and accumulated under equity. The gain or loss relating to the ineffective portion is recognized immediately in profit or loss.

Amounts previously recognized in other comprehensive income and accumulated in equity relating to effective portion as described above are reclassified to profit or loss in the periods when the hedged item affects profit or loss, in the same line as the recognized hedged item. However, when the hedged forecast transaction results in the recognition of a non-financial asset or a non-financial liability, such gains and losses are transferred from equity and included in the initial measurement of the cost of the non-financial asset or non-financial liability.

Hedge accounting is discontinued prospectively when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gain or loss recognized in other comprehensive income and accumulated in equity at that time remains in equity and is recognized when the forecast transaction is ultimately recognized in profit or loss. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is recognized immediately in profit or loss.

u) Segment Reporting - Identification of Segments

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the Group's chief operating decision maker to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the chief operating decision maker evaluates the Group's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

Notes to Consolidated Financial Statements

For the year ended 31st March, 2022

v) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of asset and liability if market participants would take those into consideration. Fair value for measurement and / or disclosure purposes in these Financial Statements is determined on such basis. Normally at initial recognition, the transaction price is the best evidence of fair value.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques those are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All financial assets and financial liabilities for which fair value is measured or disclosed in the Financial Statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Quoted (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

Financial assets and financial liabilities that are recognized at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period.

w) Current versus Non-current classification

The Company presents assets and liabilities in the Balance Sheet based on current/non-current classification.

i) An asset is current when it is:

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

All other assets are classified as non-current.

ii) A liability is current when:

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

Notes to Consolidated Financial Statements

For the year ended 31st March, 2022

- iii) Deferred tax assets and liabilities are classified as non-current assets and liabilities.
- iv) The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents.

Critical Accounting Judgements and Key Sources of Estimation Uncertainty

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

Key Assumptions:

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

i) Useful lives of property, plant & equipment

The Group uses its technical expertise along with historical and industry trends for determining the economic life of an asset/component of an asset. The useful lives are reviewed by management periodically and revised, if appropriate. In case of a revision, the unamortized depreciable amount is charged over the remaining useful life of the assets.

ii) Lease term of right-to-use assets

Management reviews its estimate of the lease term of right-to-use assets at each reporting date, based on the expected utility of the leased property. Uncertainties in this estimate relate to business obsolescence/discontinuance that may change the lease term for certain right-to-use assets.

iii) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow 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.

iv) 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.

v) Recoverability of trade receivable

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

vi) Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

Notes to Consolidated Financial Statements

For the year ended 31st March, 2022

vii) Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

viii) Impairment of financial assets

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

Recent Accounting Pronouncements:

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 23th March, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from 1st April, 2022, as below:

Ind AS 103 – Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its consolidated financial statements.

Ind AS 16 – Proceeds before intended use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its consolidated financial statements.

Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact in its consolidated financial statements.

Ind AS 109 – Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Company does not expect the amendment to have any significant impact in its consolidated financial statements.

Ind AS 106 – Annual Improvements to Ind AS (2021)

The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The Company does not expect the amendment to have any significant impact in its consolidated financial statements.

Notes to Consolidated Financial Statements

For the year ended 31st March, 2022

2. Property, Plant & Equipments

Particular	GROSS BLOCK			DEPRECIATION / AMORTIZATION			NET BLOCK	
	Cost as at 01-04-2021	Additions / Disposals	Other Adjustments	Cost as at 31-03-2022	As at 01-04-2021	For the Period	As at 31-03-2022	As at 31-03-2021
₹ In Lakh								
TANGIBLE ASSETS:								
Factory Building *	1,456.91	-	-	1456.91	489.16	44.07	533.23	923.68
Office Equipments	29.79	0.78	-	30.57	25.65	1.23	26.88	3.69
Electric Installation	87.46	3.75	-	91.21	56.32	3.75	60.07	31.14
Factory Equipments	18.94	-	-	18.94	6.71	1.24	7.95	10.99
Plant & Machinery (Owned)	2,489.49	414.73	-	2904.22	829.73	134.22	963.95	1,940.28
Furniture & Fittings	53.53	1.96	-	55.49	43.53	2.28	45.82	9.68
Computers	42.39	1.21	-	43.61	37.58	1.92	39.49	4.11
Printer	0.78	0.34	-	1.13	0.64	0.14	0.78	0.34
Vehicles	186.24	74.57	88.48	172.34	69.55	17.82	43.83	128.51
Wind Mills	873.52	-	-	873.52	566.68	27.44	594.13	279.39
Total (A)	5,239.06	497.35	88.48	5,647.94	2,125.54	234.12	2316.12	3,331.82
Previous Year	5,101.76	153.77	16.47	5,239.06	1,900.71	225.65	2,125.54	3,113.52
INTANGIBLE ASSETS:								
Software	29.05	-	-	29.05	27.88	0.16	28.05	1.01
Technical Know-how	293.61	-	-	293.61	274.93	4.56	279.49	14.12
Total (B)	322.67	-	-	322.67	302.82	4.72	307.54	15.13
Previous Year	322.15	0.51	-	322.67	295.68	7.14	302.82	19.85
Total (A+B)	5,561.73	497.35	88.48	5,970.60	2,428.36	238.84	2,623.66	3,346.95
Previous Year	5,423.91	154.28	16.47	5,561.73	2,196.39	232.79	2,428.36	3,133.37
CAPITAL WORK IN PROGRESS:	640.27	95.77	-	736.04	-	-	-	736.04
Previous Year	238.01	402.26	-	640.27	-	-	-	640.27
INTANGIBLE ASSET UNDER DEVELOPMENT:	41.68	50.10	-	91.78	-	-	-	91.78
Previous Year	-	41.68	-	41.68	-	-	-	41.68
RIGHT OF USE LEASE ASSETS								
Leasehold Land	375.48	-	-	375.48	28.56	3.80	32.36	343.12
Leasehold Premises	77.06	-	-	77.06	33.58	19.29	52.86	24.19
Total	452.54	-	-	452.54	62.13	23.09	85.23	367.31
Previous Year	466.67	25.58	39.71	452.54	43.27	25.04	62.13	390.40

* including part of Factory Building given on Leave & License.

Notes to Consolidated Financial Statements

For the year ended 31st March, 2022

CWIP - Ageing Schedule (FY 2021-2022)

Particulars	Amount in CWIP for a period of				₹ In Lakh
	Less than 1 Year	1-2 years	2-3 years	More Than 3 Years	Total
Projects in Progress	95.77	402.26	233.80	4.21	736.04
Projects temporarily suspended	-	-	-	-	-

CWIP - Ageing Schedule (FY 2020-2021)

Particulars	Amount in CWIP for a period of				₹ In Lakh
	Less than 1 Year	1-2 years	2-3 years	More Than 3 Years	Total
Projects in Progress	402.26	233.80	4.21	-	640.27
Projects temporarily suspended	-	-	-	-	-

Intangible Asset under Development - Ageing Schedule (FY 2021-2022)

Particulars	Amount in CWIP for a period of				₹ In Lakh
	Less than 1 Year	1-2 years	2-3 years	More Than 3 Years	Total
Projects in Progress	50.10	41.68	-	-	91.78
Projects temporarily suspended	-	-	-	-	-

Intangible Asset under Development - Ageing Schedule (FY 2020-2021)

Particulars	Amount in CWIP for a period of				₹ In Lakh
	Less than 1 Year	1-2 years	2-3 years	More Than 3 Years	Total
Projects in Progress	41.68	-	-	-	41.68
Projects temporarily suspended	-	-	-	-	-

3 Other Financial Non-Current Assets

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Fixed deposits with Bank with original maturity of more than 12 months*	0.32	0.32
	0.32	0.32

* Lodged as Security towards Margin money.

4 Other Non-Current Assets

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Security Deposit to Government authorities and others	59.20	50.00
	59.20	50.00

Notes to Consolidated Financial Statements

For the year ended 31st March, 2022

5 Inventories

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
(Valued at lower of cost or net realisable value) (As certified by the management)		
Raw Materials and components [includes in transit ₹ Nil (31 st March, 2021 - ₹ 1,014.50 Lakh)]	2,652.00	1,505.21
Work-in-progress	230.66	155.59
Finished Goods	118.16	115.25
Traded Goods [includes in transit ₹ 360.92 Lakh (31 st March, 2021 - ₹ 801.35 Lakh)]	1,523.54	2,592.29
Stores and spares & Packing Materials [includes in transit ₹ Nil (31 st March, 2021 - ₹ 28.89 Lakh)]	102.17	160.29
	4,626.53	4,528.62

6 Trade Receivables

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Unsecured, Considered good		
Outstanding for a period exceeding six months from date they are due for payment	18.84	16.45
Others	6,612.87	4,362.68
Doubtful	28.39	28.39
	6,660.10	4,407.52
Less: Provision for doubtful debts	(28.39)	(28.39)
	6,631.71	4,379.13

Trade Receivables - Ageing Schedule (FY 2021-2022)

Particulars	Outstanding for following periods from due date of period					Total
	Less than 6 Months	6 Months to 1 year	1-2 years	2-3 years	More Than 3 Years	
(i) Undisputed Trade Receivable - Considered good	6,612.87	1.82	2.81	0.96	13.24	6,631.71
(ii) Undisputed Trade Receivable - Considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivable - Considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivable - Considered doubtful	-	-	-	-	-	-
Total	6,612.87	1.82	2.81	0.96	13.24	6,631.71

Trade Receivables - Ageing Schedule (FY 2020-2021)

Particulars	Outstanding for following periods from due date of period					Total
	Less than 6 Months	6 Months to 1 year	1-2 years	2-3 years	More Than 3 Years	
(i) Undisputed Trade Receivable - Considered good	4,362.68	2.25	0.96	1.14	12.10	4,379.13
(ii) Undisputed Trade Receivable - Considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivable - Considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivable - Considered doubtful	-	-	-	-	-	-
Total	4,362.68	2.25	0.96	1.14	12.10	4,379.13

Notes to Consolidated Financial Statements

For the year ended 31st March, 2022

7 Cash and Cash Equivalents

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Cash in hand	2.09	3.56
Other Bank Balances		
In Current Accounts	846.72	314.36
	848.81	317.92

8 Bank Balances other than Cash & Cash Equivalents

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
In Fixed Deposits account		
Fixed Deposits with original maturity for less than 3 months*	23.57	22.80
Fixed Deposits with original maturity for more than 3 months but less than 12 months*	-	-
Current Maturities of Fixed Deposits with original maturity for more than 12 months*	440.15	430.67
Earmarked Balance with Bank for Unpaid Dividends	18.79	12.85
	482.51	466.32

* Lodged as Security with Government Departments & Banks as Margin money for Trade Credit and L/C facilities.

9 Current Loans

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Unsecured, considered good unless otherwise stated		
Loans and advances to staff & officer of the Company	6.49	4.93
	6.49	4.93

10 Other Financial Current Assets

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Interest accrued but not due on Bank Deposits	2.13	1.71
Interest accrued on Security Deposits with MSEB and Dakshin Gujarat	1.62	1.62
Interest subsidy receivable	62.11	62.11
Other receivables	19.15	14.35
	85.00	80.92

11 Other Current Assets

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Prepaid Expenses	37.64	32.29
Security Deposits to others	5.84	6.72
Balances with Statutory Government authorities	128.41	130.49
Export Entitlements	32.77	33.54
Advances recoverable in cash or kind or for value to be received		
Unsecured, Considered Good	29.60	464.29
Unsecured, Considered Doubtful	45.39	45.39
Less - Provision for doubtful debts	(45.39)	(45.39)
	234.26	667.33

Notes to Consolidated Financial Statements

For the year ended 31st March, 2022

12 Current Tax Assets/(Liabilities) (Net)

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Income Tax Deposits	3,188.12	1,942.51
Less : Provisions for Income Tax	3,133.21	2,054.69
	54.91	(112.17)

13 Equity Share Capital

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Authorised Shares		
800 Lakh (31 st March, 2021: 800 Lakh)	800.00	800.00
Equity Shares of ₹1/- each	800.00	800.00
Issued, Subscribed and Fully Paid up Shares		
510 Lakh (31 st March, 2021: 510 Lakh)	510.00	510.00
Equity Shares of ₹1/- each	510.00	510.00

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

Equity Shares:	31-03-2022		31-03-2021	
	Nos.	₹ In Lakh	Nos.	₹ In Lakh
At the beginning of the period	51,000,000	510.00	51,000,000	510.00
Add: Shares issued during the period	-	-	-	-
Outstanding at the end of the period	51,000,000	510.00	51,000,000	510.00

b) Shares held by holding/ultimate holding company and/or their subsidiaries/associates:

Holding Company	31-03-2022 Nos.	31-03-2021 Nos.
Name of the Company		
Wedgewood Holdings Limited, Mauritius		
Equity Shares of ₹1/-each fully paid	28,800,000	28,800,000
	28,800,000	28,800,000

c) Details of shareholders holding more than 5% share in the company

	31-03-2022		31-03-2021	
	Nos.	₹ In Lakh	Nos.	₹ In Lakh
Equity shares of ₹1/ each fully paid				
Name of the shareholder :				
Wedgewood Holdings Limited, Mauritius	28,800,000	56.47%	28,800,000	56.47%
Triumph Worldwide Limited, Hong Kong	9,210,000	18.06%	9,210,000	18.06%

d) Terms/Rights attached to equity shares:

The holding company has only one class of equity share having a par value of ₹1/- per share. Each holder of equity shares is entitled to one vote per share and dividend per share on pari passu basis. The holding company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors except interim dividend is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation, the holders of equity shares will be entitled to receive remaining assets, after distribution of all preferential amounts. The distribution will be proportion to the number of equity shares held by the shareholders.

Notes to Consolidated Financial Statements

For the year ended 31st March, 2022

e) Details of shares held by promoters of the company:

	31-03-2022			31-03-2021		
	Nos.	% of holding	% Change	Nos.	% of holding	% Change
Equity shares of ₹1/ each fully paid						
Name of the Promoter :						
Tozai Enterprises Private Limited, India	239,850	0.47%	0.00%	239,850	0.47%	0.00%
Wedgewood Holdings Limited, Mauritius	28,800,000	56.47%	0.00%	28,800,000	56.47%	0.00%
Triumph Worldwide Limited, Hong Kong	9,210,000	18.06%	0.00%	9,210,000	18.06%	0.00%

Note: The above list of Promoters are disclosed by the management and relied upon by the auditors.

14 Non-Current Borrowings

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Secured		
a) Term Loans		
Loan from Banks & Financial Institutions [Refer Note No.14(a)(i), (ii), (iii), (iv) (v) & (vi)]	78.13	71.35
Total Secured	78.13	71.35
Unsecured		
B) Other Loans and Advances		
Loan from Banks & Financial Institutions	248.56	264.24
Total Unsecured	248.56	264.24
Less: Current maturities of long term borrowings disclosed under the head "current borrowings" (Refer Note No. 19 (c))	(25.88)	(51.36)
	300.81	284.23

Note : 14 (a)

(i) Secured Loan:

Vehicle Loan

From Daimler Financial Services Private Limited

Nature of security

Secured by hypothecation of vehicles

Rate of Interest

The rate of interest is 10.6434 % p.a.

Terms of Repayment

Equated monthly installment of ₹ 85,881/- commencing from 4th August, 2018 and ending on 4th July, 2021.

Notes to Consolidated Financial Statements

For the year ended 31st March, 2022

(ii) **Secured Loan:**

Vehicle Loan

From HDFC Bank

Nature of security

Secured by hypothecation of vehicle

Rate of Interest

The rate of interest is 8.70 % p.a.

Terms of Repayment

Equated monthly installment of ₹ 64,444/- commencing from 12th December, 2019 and ending on 7th November, 2022.

(iii) **Secured Loan:**

Vehicle Loan

From HDFC Bank

Nature of security

Secured by hypothecation of vehicle

Rate of Interest

The rate of interest is 9.1111 % p.a.

Terms of Repayment

Equated monthly installment of ₹ 21,970/- commencing from 16th November, 2019 and ending on 7th December, 2022.

(iv) **Secured Loan:**

Vehicle Loan

From HDFC Bank

Nature of security

Secured by hypothecation of vehicle

Rate of Interest

The rate of interest is 8.10 % p.a.

Terms of Repayment

Equated monthly installment of ₹ 40,522/- commencing from 5th October, 2020 and ending on 5th September, 2023.

(v) **Secured Loan:**

Vehicle Loan

From ICICI Bank

Nature of security

Secured by hypothecation of vehicle

Rate of Interest

The rate of interest is 7.75 % p.a.

Terms of Repayment

Equated monthly installment of ₹ 31,262/- commencing from 1st March, 2021 and ending on 1st February, 2024.

Notes to Consolidated Financial Statements

For the year ended 31st March, 2022

(vi) **Secured Loan:**

Vehicle Loan

From Kotak Bank

Nature of security

Secured by hypothecation of vehicle

Rate of Interest

The rate of interest is 7.32 % p.a.

Terms of Repayment

Equated monthly installment of ₹1,28,710/- commencing from 9th September, 2021 and ending on 1st August, 2026.

15 Lease Liability

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Right of Use Lease Liability (Refer Note No. 37)	11.89	24.84
	11.89	24.84

16 Other Non-Current Financial Liabilities

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Interest Free Security Deposits	7.50	7.50
	7.50	7.50

17 Non-Current Provisions

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Provisions for Employees Benefits		
Provision for Gratuity (Refer Note No. 38)	59.22	49.93
Provisions for Leave Benefits	9.65	8.54
	68.86	58.47

18 Deferred Tax Liabilities (Net)

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Items leading to deferred tax liability		
Difference in depreciation in block of fixed assets as per Income Tax and Books of Accounts	386.04	379.66
Right to Use Lease Impact	(0.29)	1.05
Less:		
Items leading to deferred tax assets		
Expenses allowable on Payment basis	(23.62)	(21.12)
Net (Deferred Tax Liability)	362.13	359.59

Notes to Consolidated Financial Statements

For the year ended 31st March, 2022

19 Current Borrowings

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
a) Secured [Refer Note No.19(a)]		
Repayable on demand		
Cash Credit from Banks	1,036.81	361.06
Trade Credit	-	944.36
	1,036.81	1,305.42
b) Current Maturities of Long Term Borrowings		
Repayable on demand		
Loan from Director of Subsidiary Company	0.93	0.99
	0.93	0.99
c) Current Maturities of Long Term Borrowings		
Vehicle Loans	25.88	51.36
	1,063.62	1,357.76

Note No : 19(a)

Nature of security

- Secured by first pari-passu charge with HDFC Bank, Axis Bank & Kotak Bank on all present & future current assets & movable/intangible fixed asset of the Company (Other than Vehicles).
- Secured by first pari-passu charge with HDFC Bank on all present & future stock, book debts & entire current assets of the Company.
- Collateral Security of Plot No.675 at GIDC, Jhagadia & Plot No.11 to 18 at Shri Laxmi Sahakari Aodhyogik Vasahat, Hatkanangale, Dist. Kolhapur.
- Corporate guarantee of Black Rose Trading Private Limited & Tozai Enterprises Private Limited.
- Personal Guarantee of a Director.

20 Trade Payables

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Trade payables (Refer Note No. 45)		
Total outstanding dues of Micro Enterprises and Small Enterprises	42.35	34.12
Total outstanding dues of other than Micro Enterprises and Small Enterprises	3,091.23	2,896.38
	3,133.58	2,930.50

Trade Payables - Ageing Schedule (FY 2021-2022)

Particulars	₹ In Lakh				
	Outstanding for following periods from due date of period				
	Less than 1 Year	1-2 years	2-3 years	More Than 3 Years	Total
(i) MSME	42.35	-	-	-	42.35
(ii) Others	3,072.48	8.46	2.24	8.05	3,091.23
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	3,114.83	8.46	2.24	8.05	3,133.58

Notes to Consolidated Financial Statements

For the year ended 31st March, 2022

Trade Payables - Ageing Schedule (FY 2020-2021)

Particulars	Outstanding for following periods from due date of period				
	Less than	1-2 years	2-3 years	More Than	Total
	1 Year			3 Years	
(i) MSME	34.12	-	-	-	34.12
(ii) Others	2,886.06	3.24	2.29	4.79	2,896.38
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	2,920.18	3.24	2.29	4.79	2,930.50

₹ In Lakh

21 Other Financial Current Liabilities:

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Unpaid Dividend *	18.79	12.85
	18.79	12.85

*Amount due to be credited to Investor Education and Protection Fund is ₹ Nil

22 Other Current Liabilities:

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Payable for Other Expenditure	208.37	108.18
Advance from Customers	52.09	22.46
TDS payable	43.99	38.68
Rates & Taxes Payable	0.20	0.18
	304.66	169.52

23 Current Provisions

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Provisions for employee benefits:		
Salary and Reimbursements	50.74	71.62
Contribution to Provident Fund	6.03	6.21
Gratuity	6.39	5.55
Leave benefits	1.71	1.55
Other Provisions	0.27	0.23
	65.14	85.16

24 Revenue from Operations

	For the Year ended 31-03-2022 ₹ In Lakh	For the Year ended 31-03-2021 ₹ In Lakh
a) Sale of Products [Refer Note No. 24(a)]	48,554.36	37,629.26
b) Other Operating Revenue		
Export Entitlement	53.51	48.41
Exchange Difference	164.67	288.74
Commission Income	15.85	11.76
	234.03	348.90
Revenue from Operations	48,788.39	37,978.16

Notes to Consolidated Financial Statements

For the year ended 31st March, 2022

Note No 24(a)

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Details of Sale of Products		
Chemicals	48,368.82	37,497.13
Others	185.54	132.13
	48,554.36	37,629.26

25 Other Income

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Interest Income		
From Bank	23.45	26.46
From Others	1.55	4.52
	24.99	30.98
Profit on sale of asset	1.59	-
Other non-operating income	81.96	41.92
	108.54	72.90

26 Cost of Materials Consumed [Refer Note No. 26(a)]

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Inventory at the beginning of the year	1,505.21	1,955.77
Add: Purchases	8,048.92	3,599.88
Add: Transferred from Traded Goods	100.94	114.08
	9,655.07	5,669.73
Less: Inventory at the end of the year	2,652.00	1,505.21
	7,003.07	4,164.52

Note No. 26(a)

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
(i) Details of Materials consumed		
Chemical	7,003.07	4,164.52
Others	-	-
	7,003.07	4,164.52
(ii) Details of Inventory of Raw Materials		
Chemical	2,651.01	1,504.22
Others	0.99	0.99
	2,652.00	1,505.21

27 Purchase of Traded Goods

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Purchases	33,221.49	28,465.37
Consumed in Manufacturing	64.53	43.05
	33,156.96	28,422.32

Notes to Consolidated Financial Statements

For the year ended 31st March, 2022

28 (Increase)/Decrease in Inventories

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Opening Traded Goods	2,592.29	1,512.16
Consumed in Manufacturing	36.41	71.03
Closing Traded Goods [Refer Note No. 28(a)(i)]	1,523.54	2,592.29
	1,032.34	(1,151.16)
Opening Work-in-progress	155.59	231.04
Closing Work-in-progress [Refer Note No. 28(a)(ii)]	230.66	155.59
	(75.08)	75.45
Opening Finished Goods	115.25	60.98
Closing Finished Goods [Refer Note No. 28(a)(iii)]	118.16	115.25
	(2.91)	(54.27)
Total (Increase)/Decrease in Inventories	954.35	(1,129.98)

Note No 28(a)

Details of inventories at the end of the year

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
(i) Traded Goods		
Chemicals	1,508.39	2,577.10
Others	15.15	15.19
	1,523.54	2,592.29
(ii) Work-in-progress		
Chemical	228.06	152.98
Others	2.60	2.60
	230.66	155.59
(iii) Finished Goods		
Chemical	103.39	100.48
Others	14.77	14.77
	118.16	115.25

29 Employee Benefit Expenses

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Salaries, Wages and Bonus	673.91	600.02
Contribution to Provident fund and other funds	31.10	26.35
Staff Welfare Expenses	12.56	8.47
	717.57	634.84

30 Finance Costs

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Interest on Borrowings	58.52	77.50
Right of Use Lease Interest (Refer Note No. 37)	1.44	4.34
Bill Discounting Charges	0.96	0.45
Bank Charges on facilities	20.45	17.41
Applicable loss on foreign currency transactions and translation	7.62	20.74
	88.99	120.44

Notes to Consolidated Financial Statements

For the year ended 31st March, 2022

31 Depreciation and Amortization Expenses

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Depreciation of Tangible Assets	234.12	225.65
Amortization of Intangible Assets	4.72	7.14
Right of Use Lease Depreciation (Refer Note No. 37)	23.09	25.04
	261.93	257.82

32 Other Expenses

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
Power and Fuel	179.31	171.57
Rent	54.03	50.53
Rates and Taxes	2.78	20.94
Insurance	38.84	56.82
Repairs and Maintenance		
Plant and Machinery	15.18	17.94
Buildings	4.09	2.67
Others	5.13	9.24
Legal and Professional fees	78.17	88.99
Royalty	288.12	211.04
Payment to auditor [Refer Note No. 32(a)]	6.59	4.60
Selling & Distribution expenses	302.79	232.54
Brokerage & Commission expenses	213.28	116.94
Windmill Maintenance Charges	25.65	25.53
Travelling and Conveyance	62.59	32.13
Communication Costs	12.63	12.85
Printing and Stationery	6.00	3.33
Labour and Job work Charges	1.72	1.63
Packing Material Consumed	452.78	420.44
Utility Material Consumed	36.21	26.78
Export expenses	373.93	160.59
Security Charges	12.09	12.00
Corporate Office Expenses	16.40	11.61
Office Expenses	17.56	15.81
Office Electricity Expenses	-	0.49
Warehousing Charges	41.38	38.46
Vehicle Expenses	18.23	14.89
Bank Charges	47.92	48.96
CSR Expenses	40.71	34.32
Miscellaneous Expenses	60.82	58.21
	2,414.94	1,901.83

Notes to Consolidated Financial Statements

For the year ended 31st March, 2022

Note No: 32(a)

Details of Payment to Auditor

	31-03-2022 ₹ In Lakh	31-03-2021 ₹ In Lakh
As Auditor		
Audit Fees	4.00	3.00
Limited Review	0.90	0.60
In Other Capacity		
Certification Fees	0.59	0.09
Reimbursement of expenses including tax	0.10	0.08
	5.59	3.77
Cost Auditor		
As Audit fees	1.00	0.83
	6.59	4.60

33 Fair Values and Hierarchy

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if their carrying amount is a reasonable approximation of fair value.

		₹ in Lakh							
i) 31 st March, 2022	Note No.	Carrying Amount				Fair Value			
		FVTPL	FVTOCI	Amortised Cost	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Financial Assets									
Other Financial Assets	3 & 10	-	-	85.32	85.32	-	-	85.32	85.32
Trade Receivables	6	-	-	6,631.71	6,631.71	-	-	6,631.71	6,631.71
Cash and Cash Equivalents	7	-	-	848.81	848.81	-	-	848.81	848.81
Bank Balances other than Cash & Cash Equivalents	8	-	-	482.51	482.51	-	-	482.51	482.51
Loans	9	-	-	6.49	6.49	-	-	6.49	6.49
		-	-	8,054.84	8,054.84	-	-	8,054.84	8,054.84
Financial Liabilities									
Borrowings	14 & 19	-	-	1,364.43	1,364.43	-	-	1,364.43	1,364.43
Lease Liability	15	-	-	11.89	11.89	-	-	11.89	11.89
Trade Payables	20	-	-	3,133.58	3,133.58	-	-	3,133.58	3,133.58
Other Financial Liabilities	16 & 21	-	-	26.29	26.29	-	-	26.29	26.29
		-	-	4,536.18	4,536.18	-	-	4,536.18	4,536.18

Notes to Consolidated Financial Statements

For the year ended 31st March, 2022

₹ in Lakh

ii) 31 st March, 2021	Note No.	Carrying Amount				Fair Value			Total
		FVTPL	FVTOCI	Amortised Cost	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
Financial Assets									
Other Financial Assets	3 & 10	-	-	81.24	81.24	-	-	81.24	81.24
Trade Receivables	6	-	-	4,379.13	4,379.13	-	-	4,379.13	4,379.13
Cash and Cash Equivalents	7	-	-	317.92	317.92	-	-	317.92	317.92
Bank Balances other than Cash & Cash Equivalents	8	-	-	466.32	466.32	-	-	466.32	466.32
Loans	9	-	-	4.93	4.93	-	-	4.93	4.93
		-	-	5,249.54	5,249.54	-	-	5,249.54	5,249.54
Financial Liabilities									
Borrowings	14 & 19	-	-	1,641.99	1,641.99	-	-	1,641.99	1,641.99
Lease Liability	15	-	-	24.84	24.84	-	-	24.84	24.84
Trade Payables	20	-	-	2,930.50	2,930.50	-	-	2,930.50	2,930.50
Other Financial Liabilities	16 & 21	-	-	20.35	20.35	-	-	20.35	20.35
		-	-	4,617.68	4,617.68	-	-	4,617.68	4,617.68

B. Measurement of fair values

Valuation techniques and significant unobservable inputs

The management assessed that cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The Fair Value of financial assets included is the amount at which the instrument could be exchanged in a current transaction between willing parties.

34 Capital Management (Ind AS 1):

For the purpose of Group's Capital Management, capital includes Issued Equity Capital, Securities Premium, and all other Equity Reserves attributable to the Equity Holders of the Group. The primary objective of the Group's Capital Management is to maximise the Shareholder's wealth.

The Company monitors capital using debt-equity ratio, which is total debt less investments divided by total equity.

Particulars	As at 31 st March, 2022 ₹ In Lakh	As at 31 st March, 2021 ₹ In Lakh
Total Debt (Long Term Bank and other borrowings)	300.81	284.23
Equity	12,234.83	9,298.62
Debt to Equity (Net)	0.02	0.03

In addition, the Holding Company has financial covenants relating to the some of the borrowing facilities that it has to maintain Aggregate Tangible Net Worth which is maintained by the Holding Company.

Notes to Consolidated Financial Statements

For the year ended 31st March, 2022

35 Financial Risk Management (Ind AS 1):

The Group's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the operations of the Company. The principal financial assets include trade and other receivables, investments in mutual funds and cash and short term deposits.

The Group has assessed market risk, credit risk and liquidity risk to its financial liabilities.

i) Market Risk:

Market Risk is the risk of loss of future earnings, fair values or cash flows that may result from a change in the price of a financial instrument, as a result of interest rates, foreign exchange rates and other price risks. Financial instruments affected by market risks, primarily include loans and borrowings, investments and foreign currency receivables, payables and borrowings.

a) Interest Rate Risks :

The Holding Company borrows funds in Indian Rupees and Foreign currency, to meet both the long term and short term funding requirements. The Interest rate risk in terms of Foreign currency is managed through financial instruments available to convert floating rate liability into fixed rate liability. Interest on Short term borrowings is subject to floating interest rate and are repriced regularly. The sensitivity analysis detailed below have been determined based on the exposure to variable interest rates on the average outstanding amounts due to bankers over a year.

If the interest rates had been 1% higher / lower and all other variables held constant, the Holding company's profit for the year ended 31st March, 2022 would have been decreased/increased by ₹ 12.95 Lakh (Previous Year - ₹ 18.74 Lakh).

b) Foreign Currency Risks :

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. The Holding Company enters into forward exchange contracts to hedge its foreign currency exposures. Foreign currency risks from financial instruments at the end of the reporting period expressed in INR :

Holding Company's Details of Derivative Instruments and Unhedged Foreign Currency Exposure

a) Derivatives outstanding as at the balance sheet date

Particulars	For Hedging of foreign currency purchases		
	Amount in US\$	₹ in Lakh	No. of Contracts
Forward contract to buy			
As on 31 st March, 2022	1,180,559.00	894.83	2
As on 31 st March, 2021	378,215.00	276.53	4

b) Particulars of unhedged foreign currency exposure as at the balance sheet date

Particulars	As on 31-03-2022		As on 31-03-2021	
	Amount in US\$	₹ in Lakh	Amount in US\$	₹ in Lakh
Trade Payable	2,266,897.50	1,718.25	3,096,640.90	2,264.11
Secured Trade Credit	-	-	1,291,610.00	944.36
Trade/Commission receivable	593,197.77	449.57	243,489.50	178.00
Advance to Suppliers	-	-	328,464.00	240.12
Advance from Customers	-	-	5,618	4.11

Particulars	As on 31-03-2022		As on 31-03-2021	
	Amount in JPY	₹ in Lakh	Amount in JPY	₹ in Lakh
Trade Payable	16,666,200.00	103.56	-	-
Trade/Commission receivable	345,260.00	2.15	311,558.00	2.06

Particulars	As on 31-03-2022		As on 31-03-2021	
	Amount in EURO	₹ in Lakh	Amount in EURO	₹ in Lakh
Trade Payable	-	-	4,826.50	4.14

Notes to Consolidated Financial Statements

For the year ended 31st March, 2022

The Holding Company is mainly exposed to changes in US Dollar. The sensitivity to 1% increase or decrease in US Dollar against INR with all other variables held constant will be ₹ 13.70 Lakh. (Previous Year - ₹ 30.30 Lakh).

The sensitivity analysis is prepared on the net unhedged exposure of the Holding company at the reporting date.

c) Price Risks:

The Holding Company's revenues are mainly generated from sales within India and the raw materials are procured through import and local purchases where local purchases track import parity price. The Holding Company is affected by the price stability of certain commodities. Due to the significantly increased volatility of certain commodities, the Holding Company enters into contract with the customers that has provision to pass on the change in the raw material prices and also the volatility in the exchange rate. The Holding Company has a risk management framework aimed at prudently managing the risk arising from the volatility in commodity prices and freight costs.

ii) Credit Risk

Credit Risk is the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. It arises from credit exposure to customers, financial instruments viz., Investments in Equity Shares, Debt Funds and Balances with Banks.

The Group holds cash and cash equivalents with banks which are having highest safety rankings and hence has a low credit risk.

The group limits its exposure to credit risk by generally investing only with counterparties that have a good credit rating. The group does not expect any losses from non-performance by these counterparties, and does not have any significant concentration of exposures to specific industry sectors or specific country risks.

The group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the group grants credit terms in the normal course of business. The outstanding trade receivables due for a period exceeding 180 days as at the year ended 31st March, 2022 is 0.28% of the total trade receivables. The group uses Expected Credit Loss (ECL) Model to assess the impairment loss or gain.

iii) Liquidity Risk

The group manages liquidity risk by maintaining adequate surplus, banking facilities and reserve borrowings facilities by continuously monitoring forecasts and actual cash flows.

The group has obtained fund and non-fund based working capital lines from banks. The group monitors funding options available in the debt and capital markets with a view to maintaining financial flexibility. All payments are made along due dates and requests for early payments are entertained after due approval and availing early payment discounts.

The group has a system of forecasting rolling one month cash inflow and outflow and all liquidity requirements are planned.

Exposure to liquidity risk:

The following are the remaining contractual maturities of financial liabilities at the reporting date:

Particulars	Refer Note No.	₹ In Lakh			
		Less than 1 year ₹ in Lakh	1-3 Years ₹ in Lakh	3-5 Years ₹ in Lakh	More than 5 Years ₹ in Lakh
Borrowings	14, & 19	1,063.62 (1,409.12)	45.93 (19.99)	254.88 (264.24)	- -
Trade Payable	20	3,133.58 (2,930.50)	-	-	- -
Other Financial Liabilities	16 & 21	-	-	-	7.50 (7.50)
Employee Benefit/ Expense liabilities	17 & 23	133.73 (143.64)	-	-	- -
Unclaimed dividends	21	18.79 (12.85)	-	-	- -

Figures in brackets are in respect of previous year.

Notes to Consolidated Financial Statements

For the year ended 31st March, 2022

36 Income Taxes (Ind AS 12):

(i) Reconciliation of Holding Company's tax expense and the accounting profit multiplied by India's domestic tax rate:

Particulars	Year Ended 31 st March, 2022 ₹ in Lakh	Year Ended 31 st March, 2021 ₹ in Lakh
Profit Before Tax	4,091.88	3,582.15
Applicable tax rate @ 25.170% (31 st March, 2021 @ 25.17%)	1,029.84	901.56
Effect of Tax Exempt Income	-	-
Effect of Non-Deductible expenses	88.61	88.31
Effect of Allowances for tax purpose	(79.33)	(85.29)
Effect of Tax paid at a lower rate	-	-
Effect of Previous year adjustments	-	-
Others	0.31	0.18
Total	1,039.44	904.76

(ii) The Holding Company has announced a proposed a total dividend of ₹ 0.75 paise per share which includes special dividend of ₹ 0.20 per share for the financial year 2021-22 and shall be recognized once the dividend is paid.

37 Lease (Ind AS 116):

	Year Ended 31 st March, 2022 ₹ in Lakh	Year Ended 31 st March, 2021 ₹ in Lakh
1. Future Minimum Lease Payments under non-cancellable operating lease for the period		
(a) Not later than one year	26.22	58.75
(b) Later than one year but not later than 5 years	2.52	14.69
(c) More than 5 years	-	-
2. Lease payments charged to Profit and Loss Account		
Rental expenses	54.03	50.53
Depreciation	23.09	25.04
Interest	1.44	4.34

3. The holding company has taken on lease a number of premises under leases. The lease typically runs for a period of 3 to 5 years with an option to renew the lease after that period. The lease payments for the entire lease period are fixed at the time of entering into the lease agreement and are renegotiated towards the end of the lease period in case of renewals.

38 Employee Benefits (Ind AS 19)

Defined Benefit Plans:

Gratuity:

The gratuity payable to employees is based on the employee's service and last drawn salary at the time of leaving the services of the holding company and is in accordance with the rules of the holding company for payment of gratuity.

Inherent Risk:

The plan is defined benefit in nature which is sponsored by the holding company and hence it underwrites all the risks pertaining to the plan. In particular, this exposes the holding company to actuarial risk such as adverse salary growth, change in demographic experience, inadequate return on underlying plan assets. This may result in an increase in cost of providing these benefits to employees in future. Since the benefits are lump sum in nature, the plan is not subject to any longevity risks.

Notes to Consolidated Financial Statements

For the year ended 31st March, 2022

Statement of Assets and Liabilities for Defined Benefit Obligation :

Gratuity and other post employment benefit plans	As at 31 st March, 2022 ₹ In Lakh	As at 31 st March, 2021 ₹ In Lakh
(i) Change in present value of obligation		
Balance at the beginning of the year	55.48	46.04
Adjustment of:	-	-
Interest Cost	3.47	2.87
Current Service Cost	9.46	7.82
Past Service Cost	-	-
Actuarial (Gains)/Losses on Obligation - Due to Change in Demographic Assumptions	-	-
(Liability Transferred Out/Disinvestment)	-	-
Benefit paid directly by the Employer	(3.18)	(1.41)
Actuarial (Gains)/Losses on Obligation - Due to Change in Demographic Assumptions	0.03	(1.09)
Actuarial (Gains)/Losses on Obligation - Due to Change in Financial Assumptions	0.44	0.28
Actuarial (Gains)/Losses on Obligation - Due to Experience	(0.12)	0.98
Balance at the end of the year	65.60	55.48
(ii) Change in Fair Value of Assets		
Fair Value of Plan Assets at the Beginning of the Period	-	-
Interest Income	-	-
Contributions by the Employer	-	-
Expected Contributions by the Employees	-	-
Assets Transferred In/Acquisitions	-	-
(Assets Transferred Out/ Divestments)	-	-
(Benefit Paid from the Fund)	-	-
(Assets Distributed on Settlements)	-	-
Effects of Asset Ceiling	-	-
The Effect of Changes In Foreign Exchange Rates	-	-
Return on Plan Assets, Excluding Interest Income	-	-
Fair Value of Plan Assets at the End of the Period	-	-
(iii) Net Asset / (Liability) recognised in the Balance Sheet		
(Present Value of Benefit Obligation at the end of the Period)	(65.60)	(55.48)
Fair Value of Plan Assets at the end of the Period	-	-
Funded Status (Surplus/ (Deficit))	(65.60)	(55.48)
Net (Liability)/Asset Recognised in the Balance Sheet	(65.60)	(55.48)
(iv) Expenses recognised in the Statement of Profit and Loss		
Current Service Cost	9.46	7.82
Net Interest Cost	3.47	2.87
Past Service Cost	-	-
Expenses Recognised	12.94	10.69
(v) Re-measurements recognised in Other Comprehensive Income (OCI):		
Actuarial (Gains)/Losses on Obligation For the Period	0.36	0.17
Return on Plan Assets, Excluding Interest Income	-	-
Change in Asset Ceiling	-	-
Net (Income)/Expense For the Period Recognised in OCI	0.36	0.17

Notes to Consolidated Financial Statements

For the year ended 31st March, 2022

Gratuity and other post employment benefit plans	As at 31 st March, 2022 ₹ In Lakh	As at 31 st March, 2021 ₹ In Lakh
(vi) Maturity profile of defined benefit obligation :		
Projected Benefits Payable in Future Years From the Date of Reporting		
1 st Following Year	6.39	5.55
2 nd Following Year	6.59	5.75
3 rd Following Year	6.59	5.51
4 th Following Year	7.14	5.39
5 th Following Year	7.38	5.56
Sum of Years 6 To 10	36.55	31.20
Sum of Years 11 and above	31.96	26.74
(vii) Sensitivity analysis for significant assumptions:*		
Projected Benefit Obligation on Current Assumptions	65.60	55.48
Delta Effect of +1% Change in Rate of Discounting	(3.46)	(3.06)
Delta Effect of -1% Change in Rate of Discounting	3.84	3.41
Delta Effect of +1% Change in Rate of Salary Increase	3.41	3.30
Delta Effect of -1% Change in Rate of Salary Increase	(3.34)	(2.98)
Delta Effect of +1% Change in Rate of Employee Turnover	(0.93)	(0.86)
Delta Effect of -1% Change in Rate of Employee Turnover	1.00	0.93
(viii) Actuarial Assumptions:		
Discount Rate (p.a.)	6.70%	6.26%
Expected Return on Plan Assets (p.a.)	N.A.	N.A.
Turnover Rate	14.00%	14.00%
Mortality Rate During Employment	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2006-08)
Salary Escalation Rate (p.a.)	10.00%	10.00%
Retirement age	60 years	60 years
(ix) Weighted Average duration of Defined benefit obligation	7 years	7 years

* The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

- (x) Gratuity is payable as per holding company's scheme as detailed in the report.
- (xi) Actuarial gains/losses are recognized in the period of occurrence under Other Comprehensive Income (OCI). All above reported figures of OCI are gross of taxation.
- (xii) Salary escalation & attrition rate are considered as advised by the holding company; they appear to be in line with the industry practice considering promotion and demand & supply of the employees.
- (xiii) Maturity Analysis of Benefit Payments is undiscounted cash flows considering future salary, attrition & death in respective year for members as mentioned above.
- (xiv) Average Expected Future Service represents Estimated Term of Post - Employment Benefit Obligation.

Notes to Consolidated Financial Statements

For the year ended 31st March, 2022

39 Government Grant (Ind AS 20):

Interest, Wages Expenses and Repairs to plant and machinery are net of subsidy received under State Investment Promotion Scheme is ₹ NIL (31st March, 2021 - NIL).

40 Related Party Disclosures (Ind AS 24):

(A) Information about related parties :

- (i) Holding Company Wedgewood Holdings Limited, Mauritius

(B) Other Related Parties with whom there were transactions during the year:

Parties	Relationship
Anup Jatia, Executive Director	Key Management Personnel (KMP)
Sandeep Chokhani, Director	Key Management Personnel (KMP)
Ratan Agrawal, Chief Financial Officer	Key Management Personnel (KMP)
Ambarish Daga, Joint Chief Financial Officer (w.e.f. 3 rd February, 2022)	Key Management Personnel (KMP)
Nevil Avlani, Company Secretary (Upto 3 rd January, 2022)	Key Management Personnel (KMP)
Hitoshi Matui, Director of Subsidiary Company	Key Management Personnel (KMP)
Black Rose Trading Private Limited	Enterprises owned or significantly influenced by any management personnel or their relatives
Tozai Safety Private Limited	Enterprises owned or significantly influenced by any management personnel or their relatives
Tozai Enterprises Private Limited	Enterprises owned or significantly influenced by any management personnel or their relatives
Fukui Accent Trading (India) Private Limited	Enterprises owned or significantly influenced by any management personnel or their relatives
Accent Industries Limited	Enterprises owned or significantly influenced by any management personnel or their relatives
Atmasantosh Foundation	Enterprises owned or significantly influenced by any management personnel or their relatives

(a) The following transactions were carried out with the related parties in the ordinary course of business:

Nature of Transactions	₹ in Lakh	
	Key Management Personnel	Other related parties as in 40(B)
Sales	-	7.82
	-	(689.70)
Purchase	-	1,177.08
	-	(57.65)
Rent Expenses	-	53.76
	-	(45.39)
Directors Remuneration	143.48	-
	(100.00)	-
Salary Expenses	37.21	-
	(73.14)	-
Gratuity Paid	2.34	-
	-	-
Interest Expenses	-	14.87
	(19.90)	-
Interest Income	-	-
	(0.09)	-

Notes to Consolidated Financial Statements

For the year ended 31st March, 2022

₹ in Lakh

Nature of Transactions	Key Management Personnel	Other related parties as in 40(B)
Rent Income	-	19.32
	-	(19.32)
Loan Given	-	-
	(15.00)	-
CSR Contribution	-	24.00
	-	(33.50)
Loan Recovered	-	-
	(15.00)	-
Loan Taken	-	1,275.00
	-	-
Loan Repaid	-	1,275.00
	-	-
Unsecured Deposit Refunded	-	-
	(370.00)	-
Reimbursement of Expenses Paid	-	0.57
	-	-
Reimbursement of Expenses Received	-	44.43
	-	(1.87)

Balance as at 31st March, 2022

₹ in Lakh

Nature of Transactions	Key Management Personnel	Other related parties as in 40(B)
Security Deposit Received	-	7.50
	-	(7.50)
Interest Receivable	-	-
	(0.09)	-
Director's Loan Payable	0.93	-
	(0.99)	-

Note : The above related party transaction is as disclosed by the management and relied upon by auditor.

41 Earnings Per Share (EPS) (Ind AS 33):

Particulars	Year Ended 31 st March, 2022 ₹ in Lakh	Year Ended 31 st March, 2021 ₹ in Lakh
(A) Basic EPS:		
(i) Net Profit attributable to Equity Shareholders	3,189.70	2,744.48
(ii) Weighted average number of Equity Shares outstanding (Nos.)	510.00	510.00
Basic EPS (₹) (i)/(ii)	6.25	5.38
(B) Diluted EPS:		
(i) Net Profit attributable to Equity Shareholders	3,189.70	2,744.48
(ii) Weighted average number of Equity Shares outstanding (Nos.)	510.00	510.00
Diluted EPS (₹) (i)/(ii)	6.25	5.38

Notes to Consolidated Financial Statements

For the year ended 31st March, 2022

42 Contingent Liabilities (Ind AS 37)

(a) Contingent liabilities not provided for in respect of :

- (i) MVAT liability of ₹ 14.89 Lakhs including interest (P.Y. ₹ 14.89 Lakhs) as per the VAT assessment order for FY 2015-16 & FY 2016-17. The management has filed an appeal against the said order and are of the opinion that the said demand is likely to be either deleted or substantially reduced and accordingly no provision has been made.
- (ii) Central Sales Tax liability of ₹ 0.12 Lakh (P.Y. ₹ 0.12 Lakh) as per MVAT Audit for the FY 2017-18, as the said liability is on account of non receipt of 'C' forms from various payable customers and the company is awaiting the receipt of said forms. The liabilities if any will be accounted in the books of account in the year in which the final liability is determined.
- (iii) Disputed Income Tax net demands of ₹ 104.06 Lakh (P.Y. ₹ 104.06 Lakh) for which company has gone in appeal/rectification. The management is of the opinion that the said demand is likely to be either deleted or substantially reduced and accordingly no provision has been made.

(b) Guarantees:

There are no guarantees issued as at the end of the balance sheet date.

43 Segment Reporting (Ind AS 108):

- (i) Entity-wise disclosure required by Ind AS 108 are as detailed below:

	₹ in Lakh	
Particulars	2021-22	2020-21
Chemicals	48,368.82	37,497.13
Others	185.54	132.13
	48,554.36	37,629.26

- (ii) Geographic information

The geographic information analyses the Group's revenues and non-current assets by the Holding Company's country of domicile and other countries. In presenting geographic information, segment revenue has been based on the selling location in relation to sales to customers and segment assets are based on geographical location of assets.

- a) Revenue from Customers

	₹ in Lakh	
Particulars	2021-22	2020-21
India	30,756.26	21,423.12
Outside India	17,798.09	16,206.14
	48,554.36	37,629.26

- b) Non-current assets (other than financial instruments)

	₹ in Lakh	
Particulars	2021-22	2020-21
India	4,601.27	4,255.72
Outside India	-	-
	4,601.27	4,255.72

- (iii) There are no transactions with single external customer which amounts to 10% or more of the group's revenue.

Notes

The Group is engaged inter alia in the business of Chemicals. These in the context of Ind AS 108 "Operating Segment" is considered to constitute one single primary segment.

Notes to Consolidated Financial Statements

For the year ended 31st March, 2022

44 Corporate Social Responsibility:

The detail of amount required to be spent by the holding company under Section 135 of the Companies Act, 2013 is as follows:

	31 st March, 2022 ₹ In Lakh	31 st March, 2021 ₹ In Lakh
(a) Amount required to be spent by the company during the year	53.87	40.20
(b) Amount of expenditure incurred	28.95	28.44
(c) Shortfall at the end of the year	24.92	11.76
(d) Total of previous years shortfall	11.76	5.88
(e) Reason for shortfall	The funds are to be utilized for on going projects .	Unable to find suitable project considering impact on desired recipients and efficacy of implementing agencies.
(f) Nature of CSR activities	Promoting education and health care	Promoting education and health care
(g) Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	24.00	33.50
(h) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately	-	-

45 Some of the suppliers have sent their intimations of them being the Micro, Small and Medium Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006. However, there were no amounts payable at the year end together with interest paid / payable beyond as stipulated period as required under the said Act.

In respect of other suppliers, the Holding Company has not received any intimation regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid / payable as required under the said Act have not been given to that extent.

46 Value of Imports calculated on CIF basis in respect of Holding Company

	31 st March, 2022 ₹ In Lakh	31 st March, 2021 ₹ In Lakh
Raw Materials	12,404.30	3,699.91
Traded Goods	8,055.40	12,069.75
Others	84.35	233.92
	20,544.06	16,003.57

47 Expenditure in Foreign Currency in respect of Holding Company

	31 st March, 2022 ₹ In Lakh	31 st March, 2021 ₹ In Lakh
Interest on short term borrowings	1.63	19.59
Membership & Subscription	7.46	6.33
Royalty	288.12	211.04
Travelling	13.87	-
Books & Periodicals	0.94	1.84
Brokerage & Commission	4.53	5.17
Computer & Software Expenses	1.73	2.06
	318.26	246.02

Notes to Consolidated Financial Statements

For the year ended 31st March, 2022

48 Imported and indigenous raw materials, components consumed in respect of Holding Company:

	% of total consumption	Value	% of total consumption	Value
	31 st March, 2022	31 st March, 2022 ₹ In Lakh	31 st March, 2021	31 st March, 2021 ₹ In Lakh
Raw Materials				
Imported	90.07%	6,307.63	96.35%	4,012.50
Indigenously obtained	9.93%	695.44	3.65%	152.02
	100.00%	7,003.07	100.00%	4,164.52

49 Earnings in Foreign Currency

	31 st March, 2022 ₹ In Lakh	31 st March, 2021 ₹ In Lakh
Exports at F.O.B. Value	3,223.46	1,699.94
Commission Income	9.98	11.76
	3,233.44	1,711.70

50 The second wave of the pandemic had minor impact on the economy in the first quarter of the year. The Company, however, has not faced any material adversity of its financial position as at 31st March, 2022 and considering other relevant facts and circumstances existing as of that date, the Company does not anticipate any material uncertainties which affects its liquidity position and also ability to continue as a going concern. However, the Company will continue to closely monitor any material changes due to future economic conditions.

51 The Group has not traded or invested in crypto currency or virtual currency during the year.

52 The Group is not as wilful defaulter by any bank or financial institution or other lenders.

53 There are no transactions with the Struck off Companies under Section 248 or 560 of the Companies, Act 2013.

54 No proceedings initiated or pending against the holding company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988.

55 Ratios

	31 st March, 2022 ₹ In Lakh	31 st March, 2021 ₹ In Lakh
Current Ratio	2.83	2.24
Debt Equity Ratio	0.11	0.20
Debt Service Coverage Ratio	4.65	4.71
Return on Equity Ratio	26.07%	29.51%
Inventory Turnover Ratio	8.98	7.49
Trade Receivables Turnover Ratio in months (Annualised)	1.36	1.46
Trade Payables Turnover Ratio	13.61	8.65
Net Capital Turnover Ratio	5.79	6.51
Net Profit Ratio	6.57%	7.29%
Return on Capital Employed Ratio	31.43%	33.63%
Return on Investment Ratio	NA	NA

Notes to Consolidated Financial Statements

For the year ended 31st March, 2022

56 In the Opinion of the Board of Directors, the Current Assets, Loans & Advances are realisable in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet. The Provision for all known liabilities is adequate and not in excess of the amount reasonably necessary.

- 57** a) Figures have been disclosed in rupees in Lakh.
b) Previous year's figures have been regrouped and / or reclassified wherever found necessary to confirm current year's presentation.

Notes on accounts are an integral part of the Financial Statements

As per our report of even date attached

For and on behalf of P K J & CO.

Chartered Accountants

Firm Registration No. 124115W

Padam Jain

Partner

Membership No. 71026

Place : Mumbai

Date : 4th May, 2022

UDIN : 22071026AIJYNW8353

For and on behalf of the Board of Directors

Sandeep Chokhani

Director

DIN : 02346782

Ratan Agrawal

Chief Financial Officer

Anup Jatia

Executive Director

DIN : 00351425

Ambarish Daga

Joint Chief Financial Officer

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Anup Jatia - Executive Director
Mr. Sandeep Chokhani - Whole - time Director
Mr. Basant Kumar Goenka - Non-Executive Independent Director
Mrs. Garima Tibrawalla - Non-Executive Independent Director
Mr. Sujay Sheth - Non-Executive Independent Director
Mr. Rishabh Saraf - Non-Executive Independent Director

CHIEF FINANCIAL OFFICERS

MR. RATAN AGRAWAL - Chief Financial Officer
MR. Ambarish Daga - Joint Chief Financial Officer and
Investor Relations Officer - w.e.f. 3rd February, 2022

COMPANY SECRETARY AND COMPLIANCE OFFICER

Mr. Nevil Avlani – Resigned w.e.f. 3rd January, 2022
Mrs. Harshita Shetty – Appointed w.e.f. 29th June, 2022
E-mail: investor@blackrosechemicals.com

BANKERS

Kotak Mahindra Bank Limited
Axis Bank Limited
HDFC Bank Limited

AUDITORS

M/S. PKJ & CO.
Chartered Accountants
2, Gulmohar Complex, Opp. Anupam Cinema,
Station Road, Goregaon (East), Mumbai – 400 001.

REGISTERED OFFICE ADDRESS

145/A, Mittal Towers,
Maharashtra, Nariman Point, Mumbai – 400 021.

REGISTRAR & SHARE TRANSFER AGENTS

M/S. Satellite Corporate Services Private Limited
Office No. A 106 & 107, Dattani Plaza,
East West Compound,
Andheri Kurla Road, Safedpul,
Sakinaka, Mumbai – 400 072.
Tel: 022 2852 0461 / 62
Fax: 022 2851 1809
E-mail Id: service@satellitecorporate.com

CORPORATE IDENTITY NUMBER

L17120MH1990PLC054828



Black Rose Industries Limited

CIN: L17120MH1990PLC054828

145/A, Mittal Tower, Nariman Point

Mumbai – 400 021

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