

COSBOARD INDUSTRIES LIMITED

FORTY SECOND ANNUAL REPORT 2022-23

BOARD OF DIRECTORS*

Anusuya Devi Agarwal

Managing Director

Bimal Kumar Agarwal

Whole-time Director

Mamata Agarwal

Non Executive Director

Garima Chokhani

Independent Non Executive Director

**with effect from 03rd February, 2022*

STATUTORY AUDITORS

D. M. Rao & Co.

Chartered

Accountants

50-81-23, Flat No-305,

2nd Floor, G.V.K Plaza,

Seethammampeta,

Visakhampatnam-530016, A.P.

BANKERS:

The Cosmos Co-Operative Bank

Ltd.Hyderabad

REGISTERED OFFICE & FACTORY:

New Industrial Estate,

Phase-II, Jagatpur,

Cuttack- 754021,

Odisha

CORPORATE OFFICE

411/412 No.127/1, 2nd

Floor, Saikrupa Market,

Malakpet Hyderabad:

500036 (A.P)

REGISTRAR & SHARE TRANSFER AGENTS:

Big Share Services Pvt. Ltd.

1st Floor, Bharat Tin Works

Building Opp. Vasant Oasis

Makwana Road Marol, Andheri

EastMumbai: 400059

INSOLVENCY RESOLUTION PROFESSIONAL (IRP)

Mr. Umesh Chandra Sahoo

IBBI No- IBBI/IPA-002/IP-N00621/2018-19/11855

CONTENTS

Notice	03
Board's Report	13
Management Discussion & Analysis	20
Secretarial Audit Report.....	26
Financial Statement.....	32



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 43RD ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S. COSBOARD INDUSTRIES LIMITED SHALL BE HELD ON SATURDAY, THE 30TH SEPTEMBER, 2023 AT 01:30 P.M. AT NEW INDUSTRIAL ESTATE, PHASE-II, JAGATPUR, CUTTACK- 754021, ODISHA TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt as an Ordinary Resolution:

- a) The Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon;

And

- b) The Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon.

"RESOLVED THAT the audited financial statements of the Company for the Financial Year ended March 31, 2023 and the reports of the Auditors and Directors thereon laid before this meeting, be and are hereby considered and adopted."

2. Appointment of Statutory Auditor

"RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s RKP Associates, Chartered Accountant (FRN- 322473E) be and is hereby appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of this 43rd Annual General Meeting, 2023 till the conclusion of 48th Annual General Meeting of the Company, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

SPECIAL BUSINESS:

3. To Regularization of Additional Director, Ms. Garima Chokhani (DIN: 09642402) as Director of the company.

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

"RESOLVED THAT Ms. Garima Chokhani (DIN: 09642402), who was appointed as an Additional Director who holds office upto the date of this Annual General Meeting in terms of Section of the Company by the Board of Directors with effect from July 20, 2022 under section 161(1) of the Companies Act, 2013 (the "Act") and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the

Company.”

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”)

ITEM No. 03

The Board of Directors, at their meeting held on June 20, 2022 appointed Ms. Garima Chokhani (DIN: 09642402), as an Additional Director with effect from June 20, 2022 in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company. The Board is of the view that the appointment of Ms. Garima Chokhani on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No 3 for approval by the members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Ms. Garima Chokhani herself, in any way concerned or interested, in the said resolution. The board recommends the said resolution to be passed as an ordinary resolution.

**By Order of the Board
For COSBOARD INDUSTRIES LTD**

(Anusuya Devi Agarwal)
Chairman And Managing Director
DIN : 02198426

Date: 02.09.2023

Place: Cuttack

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY / PROXIES, IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED WITH THIS NOTICE.**
2. SEBI vide its circular dated 3rd November, 2021 in the matter "Common and Simplified Norms for Processing INVESTORS SERVICE", has reiterated that it is mandatory for all holders of physical securities to furnish their PAN as well as KYC to the RTA (Registrar and Share transfer Agent) of the Company in respect of all concerned folios and the folios wherein even any one of the PAN, Address with PIN Code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical securities are not available on or after 1st January, 2024, shall be frozen by the RTA. SEBI has introduced Form ISR-1 alongwith other relevant forms to lodge any request for registering PAN, KYC details or any change/updation thereof.
3. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.cosboard.com. The Notice can also be accessed from the website of the Stock Exchange i.e. Bombay Stock Exchange (BSE) at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
4. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
5. Copy of the annual report, notice of 43rd Annual General Meeting etc. are sent to the members through e-mail who have registered their email-ids with the Company / depository participant (DPs) / Company's Registrar and Transfer Agent (RTA).
6. Members are requested to update their preferred e-mail ids with the Company / DPs / RTA, which will be used for the purpose of future communications.
7. Members whose e-mail id is not registered with the Company are being sent physical copies of the Notice of 43rd Annual General Meeting, abridged version of Annual Report etc. at their registered address through permitted mode.
8. Members whose e-mail ids are registered with the Company and who wish to receive printed copy of the abridged / full version of the Annual Report may send their request to the Company at its registered office address.
9. Members, who are holding shares in physical form are requested to address all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other share related matters and / or change in address or updation thereof to the Company's RTA. Members, whose shareholding is in electronic format are requested to direct change of address notifications, registration of e-mail address and updation of bank account details to their respective DPs.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company's RTA.
11. Information regarding particulars of the Director to be appointed and the Director seeking appointment / re-appointment requiring disclosure in terms of the Secretarial Standard 2, the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the explanatory statement pursuant to Section 102 of the Companies Act, 2013, are annexed hereto. The directorships held by the Directors considered for the purpose of disclosure does not include the directorships held in foreign companies.
12. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories shall only be entitled to avail the physical voting at the AGM venue.
13. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and documents referred to in the notice and explanatory statement are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. upto the date of AGM and will also be available for inspection at the venue of the AGM.
14. Members having any question on financial statements or on any agenda item proposed in the notice of AGM are requested to send their queries at least ten days prior to the date of AGM of the Company at its registered office address to enable the Company to collect the relevant information.
15. Members / proxies / authorised representatives are requested to bring duly filled admission / attendance slips sent herewith along with the notice of the AGM at the meeting.
16. Corporate members intending to send their authorised representative(s) to attend the meeting are requested to send to the Company a certified copy of the Board Resolution / Authority Letter / Power of Attorney authorising their representative(s) to attend and vote on their behalf at the meeting.
17. For the security and safety of the members, no article / baggage including water bottles and tiffin boxes will be allowed at the venue of the meeting. The shareholders / attendees are strictly requested not to bring any article / baggage etc. at the venue of the AGM.
18. The route map for the AGM Venue is provided at the end of this notice.

ATTENDANCE SLIP
TO BE HANDOVER AT THE ENTRANCE OF MEETING HALL

I/We hereby record my/our presence at the annual general meeting of the **Cosboard Industries Limited** to be held on registered office of the Company at New Industrial Estate, Phase-II, Jagatpur, Cuttack- 754021, Odisha

Name of the Shareholder /Proxy----- L.F. No. -----
Address----- No. of shares held-----

*Strike out whichever is not applicable

Signature of Member / Proxy

DIRECTORS' REPORT

To
**The Members,
Cosboard Industries Ltd.**

Your Directors are pleased to present herewith the 43rd Annual Report on the business and operations of your Company and the Audited Financial Statements of the Company for the year ended 31st March, 2023 together with the Auditors Report thereon.

KEY FINANCIAL HIGHLIGHTS:

The Company's financial performance, for the Financial Year ended 31st March, 2023 is summarized below:

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Revenue from operations	-	-
Other income	3,71,990	-
Expenses during the Year	-	1,93,53,376
Profit/(Loss) before Tax	-	(4,60,08,857)
Exceptional Items	-	(4,60,08,857)
Less: Tax expenses (Net)	-	(4,60,08,857)
Profit/(Loss) after Tax	-	(4,60,08,857)
Earnings per Share (Basic and Diluted)	-	10.72

PROCEEDINGS OF CORPORATE INSOLVANCY RESOLUTION PROCESS UNDER INSOLVENCY AND BANKRUPTCY CODE 2016 (IBC) A.

M/s Cos Board Industries Limited ("Abbreviated term" or "the Corporate Debtor") incorporated on 30/12/1980, Corporate Debtor has COS Board Industries Limited is engaged into manufacturing, marketing and distributing paper product. The Hon'ble National Company Law Tribunal ("NCLT"), 16.12.2019 vide order no. CP (IB) NO. 44/CTB/2019 dated 16.12.2019 commenced Corporate Insolvency Resolution Process in the matter of (Abbreviated term of the CD) under the provisions of Insolvency and Bankruptcy Code, 2016 ("IBC"); wherein Mr. Umesh Chandra Sahoo had been appointed as the Interim Resolution Professional.

The Committee of Creditors at its first meeting held on 24/01/2020 resolved to continue the appointment of Mr. Umesh Chandra Sahoo, as the Resolution Professional of the Corporate Debtor. Further, the tenure of Resolution Professional i.e., Mr. Umesh Chandra Sahoo has been extended to 02nd July, 2022.

The Resolution plan was submitted and approved by 98.25% Committee of Creditors (COC) in favor of M/s Bimal Industries Ltd which was duly approved by National Company Law Tribunal (NCLT). Due to some non receipt of approval by BSE the due shareholder i.e. M/s Bimal Industries Ltd has not taken possession of the shares and management of the Company.

STATUS OF PROCEEDINGS OF CORPORATE INSOLVANCY RESOLUTION PROCESS UNDER INSOLVENCY AND BANKRUPTCY CODE 2016 (IBC) AT THE CLOSURE OF FINANCIAL YEAR

Its status under the Act remains the Listed Company limited by shares. As the Company was admitted under Corporate Insolvency Resolution Process (CIRP) as per the provisions of Insolvency and Bankruptcy Code 2016 (IBC) vide order no CP(IB) no. 44/CTB/2019 dated 16.12.2019 at National Company Law Tribunal (NCLT), Cuttack Branch. The Hon'ble NCLT vide order 125/CB/2021 dated 3rd February 2022 approved the Resolution Plan (ARP) submitted by M/s Bimal Industries, the successful resolution applicant (SRA). Due to

some non-receipt of approval by BSE the due shareholder i.e. M/s Bimal Industries Ltd has not taken possession of the shares and management of the Company.

FINANCIAL PERFORMANCE & HIGHLIGHTS:

The sales turnover of the Company for the year was NIL as well as compared to previous year Nil.

DIVIDEND:

In view of the losses incurred by the Company and the liquidation proceedings under IBC, the Board of Directors of the Company has not recommended any dividend for the Financial Year under review. As the Company has incurred losses during the year, no amount has been transferred to reserves for the Financial Year 2022-2023.

AMOUNT TRANSFERRED TO RESERVE

During the year under review the Company has not transferred any amount to reserves.

HUMAN RESOURCES DEVELOPMENT:

The Company continues its focus on development of human resource. The relations of the management with employees during the year continued to be cordial. Learning and development has been strengthened to bring value addition in the employee and to enhance Team Building leading towards success. The Company focuses on providing the employees motivating work environment and excellent career development opportunities.

ENVIRONMENT, HEALTH AND SAFETY

The Company accords the highest importance to Environment, Health and Safety (EHS). Continuous investment in infrastructure, skill building and systems is done to ensure that the EHS of the company is maintained at the highest standards.

QUALITY

The Management of the Company is quality conscious and attaches utmost importance to the quality of the products. The Company continues to maintain industry-best standards in managing the quality of its products and services.

FINANCE & ACCOUNTS:

(i) Fixed Deposits:

During the year under review, the Company has not accepted any fixed deposits within the meaning of Section 73 and 74 of the Companies Act, 2013 during the period under review.

(i) Income Tax Assessments:

The Company has not received any Assessment order / nor intimation U/S 143(1) of the Income Tax Act, 1961 during the Financial Year 2022-2023.

SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES:

Your Company has neither any Subsidiary nor Joint Venture nor Associate Company. During the year under review, none of the Companies have become or ceased to be Company's Subsidiaries, Joint Ventures or Associate Companies.

APPOINTMENT AND RESIGNATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Board of Directors, at their meeting held on June 20, 2022 appointed Ms. Garima Chokhani (DIN: 09642402), as an Additional Director with effect from June 20, 2022 in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company. The Board is of the view that the appointment of Ms. Garima Chokhani on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No 3 for approval by the members of the Company.

MANAGEMENT DISCUSSION & ANALYSIS REPORT:

Detailed Management Discussion and Analysis is enclosed by way of **Annexure 'A'** to this report.

DIRECTORS' RESPONSIBILITY STATEMENT:

In light of the aforesaid and pursuant to the requirements under sub section (3)(c) and (5) of Section 134 of the Companies Act, 2013 with respect to Directors' Responsibility Statement it is hereby confirmed by the Resolution Professional that:

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

CORPORATE GOVERNANCE:

As per provisions of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, compliance with the provisions of the Corporate Governance are not applicable to the Companies having paid up equity share capital not exceeding Rs. 10 Crore and Net Worth not exceeding Rs. 25 Crore, as on the last day of previous Financial Year or on the Companies listed on SME Exchange. Thus, the Company is not falling into the ceiling limit, therefore no reporting is required to be done under the aforesaid provision.

CORPORATE SOCIAL RESPONSIBILITY:

Your Company does not fall in the criteria mentioned under Section 135 of the Companies Act, 2013 for applicability of the provisions of Corporate Social Responsibility. Hence, the Company is not required to constitute CSR Committee and to comply with other provisions of Section 135 of the Companies Act, 2013

read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

CONSERVATION OF ENERGY, TECHNOLOGY & FOREIGN EXCHANGE EARNINGS AND OUTGO:

Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, information on conservation of energy is given in the **Annexure `B`** to this Report. There is no Research & Development activity, no import of technology or foreign exchange earnings or outgo hence details of the same are not annexed to this report.

COMPOSITION OF BOARD OF DIRECTORS AND KMP

The Company are in non-compliance due to non-fulfillment of condition related to Independent Director as Company currently have only 1 independent director in its Composition.

COMMITTEES OF THE BOARD

The Company has not made any Committees due to non-fulfillment of composition related to Independent Director. And the Company does not have sufficient quorum.

BOARD EVALUATION

During the period 2022-23, the Company has not performed any evolution of Board of Directors as Composition related to Nomination and Remuneration Committee is in non-compliance.

VIGIL MECHANISM/WHISTLE BLOWER POLICY FOR THE DIRECTORS AND EMPLOYEES

Your Company believes in promoting a fair, transparent, ethical and professional work environment. The Board of Directors of the Company pursuant to the provisions of Section 177 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has framed "Vigil - Mechanism/ Whistle Blower Policy" for Directors and employees of the Company for reporting the genuine concerns or grievances or cases of actual or suspected, fraud or violation of the Company's code of conduct and ethics policy.

PARTICULARS OF EMPLOYEES REMUNERATION

- (A) The statement containing particulars of employees as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not being sent as the Company has no such employee who falls under the criteria specified in the said Rules.
- (B) The ratio of the remuneration of each Director to the median employee's 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, are forming part of this Report as **Annexure `C`**.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the Financial Year / period with

related parties were in the Ordinary Course of Business and on arm's length basis.

The Company has related party transactions relating to the Financial Year 2020-21, which is attached with Board Report in Form No. AOC-2 given in **Annexure 'D'**.

Your Directors draw attention of the members to Note 41 to the Financial Statements which sets out related party disclosures.

RISK MANAGEMENT

During the period under review, your Directors informed that Risk Management Committee have already been formed wherein all material Risks faced by the Company will be identified and assessed. For each of the risks identified, corresponding controls are assessed and policies and procedures are put in place for monitoring, mitigating and reporting risk on a periodic basis.

INTERNAL FINANCIAL CONTROL SYSTEMS

Details of the Internal Financial Control Systems is explained in the "Management Discussion and Analysis" to this report.

Sl. No.	Name Of The Directors	Designation	Date Of Appointment	DIN/PAN
1	Anusuya Devi Agarwal	Managing Director	08/02/2022	02198426
2	Bimal Kumar Agarwal	Whole Time Director	08/02/2022	01839111
3	Mamata Agarwal	Non- Executive Additional Director	08/02/2022	08278394
4	Garima Chokhani	Non- Executive Independent Director	20/06/2022	09642402
6	Ashok Kumar Jena	Chief Financial Officer	28.05.2016	AORPJ1544F
7	Alka Jain	Company Secretary	01.06.2017	BKRPJ6649G

INSURANCE

The properties, stocks, stores, assets, etc. belonging to the Company continue to be adequately insured against fire, riot, civil commotion etc.

DEMATERIALIZATION OF SHARES

The Company's shares are listed on BSE Limited and the Company's Registrar and Share Transfer Agents have connectivity with National Securities Depository Ltd. & Central Depository Services (India) Ltd. The ISIN is INE496D01016 as on March 31, 2023, total dematerialized equity shares are 36,24,125 representing 84.40% of the total paid up share capital of the Company.

COMPANY'S WEBSITE

The Company has its website namely www.cosboard.com. The website provides detailed information about the business activity, locations of its offices. The Quarterly Results, Annual Reports and Shareholding patterns and various policies are placed on the website of the Company and the same are updated periodically.

MEANS OF COMMUNICATION

The Company has designated Registrar & Share Transfer Agent, info@bigshareonline.com as an email id for the purpose of registering complaints by investors and displayed the same on the website of the Company.

STATUTORY AUDITOR

The statutory auditor M/s RKP Associates, Chartered Accountant (FRN- 322473E) were appointed by the Board of of the Company arising out of casual vacancy by resignation of M/s D. M. Rao & Co. Chartered Accountants, (Registration No. 006995S) until the conclusion of the ensuing Annual General Meeting of the Company (AGM). The Company subject to the approval of Members in ensuring AGM, hereby recommend and propose the appointment of M/s RKP Associates, Chartered Accountant (FRN- 322473E), as the Statutory Auditors of the Company for a period commencing from the conclusion of 43rd Annual General Meeting till the conclusion of 48th AGM to be held in the Calendar year 2028 to examine and audit the accounts of the Company on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

The Auditors' Report(s) to the Members of the Company in respect of the Standalone Financial Statements for the Financial Year ended 31st March, 2023 are self-explanatory. There were no qualifications, reservations or adverse remarks made by the Auditors in their report.

AUDITORS REPORT

The notes forming part of the accounts referred in the Auditors' Report are self-explanatory and give complete information. There are no qualifications, reservation or adverse remarks made by statutory auditors in the Audit Report.

SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

In terms of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Board has appointed M/s. Deepak Dhir & Associates, Company Secretaries, New Delhi, to conduct Secretarial Audit for the Financial Year 2022-23. The report of the Secretarial Auditors together with the explanations of the management on the qualifying remarks of Secretarial Auditors is enclosed as **Annexure-E** to this Board Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY COMPANY

The Company has not given Loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has a policy on Prohibition/Prevention of Sexual Harassment of Women at workplace and matters connected therewith or incidental covering thereto all the aspects as contained in "The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

Insolvency and Bankruptcy Code, 2016

Company has made an application under the Insolvency and Bankruptcy Code, 2016 to the NCLT for Corporate Insolvency Resolution Process ('CIRP) for the approval of Resolution Plan under Section 30(6) of Insolvency & Bankruptcy Code, 2016. The Hon'ble National Company Law Tribunal (NCLT) had admitted the petition for initiating the Corporate Insolvency Resolution (CIR) Process under the provisions of the Insolvency Bankruptcy Code 2016 (IBC). The resolution plan of the Resolution applicant i.e., M/S Bimal Industries Limited was accepted by the committee of creditors along with the requisite approval required from NCLT on 03rd February, 2022. Due to some non receipt of approval by BSE the due shareholder i.e. M/s Bimal Industries Ltd has not taken possession of the shares and management of the Company.

The details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the banks or financial institutions along with the reasons thereof.

The Company has not undertaken any one-time settlement and hence there was no need to undertake valuation also for the same.

GENERAL INFORMATION:

NUMBER OF MEETINGS OF THE BOARD

Since the power of the Board of Directors of the Company stood suspended, Mr. Umesh Chandra Sahoo was appointed as the Resolution Professional. No meeting of the Board of Directors was held.

Frauds Reported by Auditor

No fraud is reported by the Auditor under section 143 of Companies Act, 2013 to the Company or to the Board of Directors of the Company.

The details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the banks or financial institutions along with the reasons thereof

The Company has not undertaken any one-time settlement and hence there was no need to undertake valuation also for the same.

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

The Company has a policy on Prohibition/Prevention of Sexual Harassment of Women at workplace and matters connected therewith or incidental covering thereto all the aspects as contained in "The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

During the year under review, no complaint was reported.

Employees Relations

During the year, the employee relationships were cordial. Your directors place on record their sincere appreciation for services rendered by the employees of the Company.

Details of Significant and Material Orders Passed By the Regulators, Courts and Tribunals

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

Acknowledgement

Your Directors wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

Your Directors also place on record their sincere appreciation for the assistance and co-operation received from the banks, customers, suppliers and the shareholders from time to time.

**By Order of the Board
For COSBOARD INDUSTRIES LTD**

(Anusuya Devi Agarwal)

Chairman And Managing Director

DIN: 02198426

Date: 02.09.2023

Place: Cuttack

ANNEXURE-A

MANAGEMENT DISCUSSION AND ANALYSIS

PERFORMANCE REVIEW:

In the competitive market, the Company was able to achieve Sales and Other Income, in monetary terms for the year to NIL as compared to previous year of Nil in the previous year and the Loss is Rs. Nil as compared to a loss of Rs. 4,60,08,857 in the previous year. The profitability of the Company has been affected drastically due to break down of plant & machinery, boiler and labour unrest, which resulted into a huge loss during the year.

INDUSTRY OVERVIEW:

The Indian paper industry is highly fragmented. According to estimates, the total number of mills vary from anywhere between 500 to over 1000. The top five producers account for 15 per cent of the total paper capacity in the country. The industry is highly diverse, technical and capital intensive. Further norms relating to environmental pollution such as chlorine free operations and tighter effluent treatment/discharge parameters etc. have restricted rapid expansion of paper industry's capacity. Paper consumption is an indicator of the economic and literacy status of any country. While India accounts for nearly 15% of the world population, it consumes only 1% of the world paper production. India's per capita consumption of paper at about 7 kgs. is very low as compared to the world average of over 50 kgs. The impact of just 1 kg. Increase in per capita consumption would lead to increase in demand by 1.1 million M.T. of paper. Paper demand is inextricably linked to economic growth, industrial production, advertisement expenditure, expenditure on education etc. while industrial paper demand is driven by industrial output and packaging industry growth etc. printing and writing paper demand is determined by public spending on education, expenditure on publicity and general literacy levels. The growing demand of paper has encouraged a gradual improvement in capacity utilizations. Stringent pollution control norms will act as a deterrent to smaller players from adding capacities as it would require significant investment to upgrade the existing facility to meet these norms. Though currently there is no law in force, the company that the Indian paper industry will be compelled to eliminate the use of chlorine for bleaching in the next few years.

The paper industry in India is dependent on three parameters:

1. The literacy level (which is dependent on government expenditure on education).
2. The GDP growth rates India has witnessed phenomenal development in the field of education – both in quantitative and qualitative terms, since independence. However, the national goals of universal elementary education and total eradication of illiteracy still remain elusive. The Government is committed to achieving these national goals and has been steadily increasing the budgetary allocation for education. The Country has also made significant strides in higher and technical education. With the Indian economy on a growth path and the government increasing emphasis on the education the future of the Indian paper industry looks positive with immense growth potential.
3. The domestic demand of paper has been forecasted over 14 Million M.T. by the year 2020. At present the demand of the paper is witnessing a healthy growth of 6.6% (app.) as compared to 5 percent (pp.) in the past. The Indian paper industry is highly fragmented with a large number of organized and unorganized players operating in the market. Some of the key players in the industry are Ballarpur Industries, ITC, Sirpur Paper Mills, West Coast Paper Mills, J K Paper, Century Paper Mills, Tamil Nadu Newsprint, Hindustan Paper Corporation Limited, Rama Newsprint & Papers Limited etc. Indian paper industry needs the following to be globally more competitive:

- Sustained availability of good quality of raw materials (forest based) and bulk import of wastepaper to supplement the raw materials supplies.
- Adequate modernization of the manufacturing facilities.
- Improvement of infrastructure.
- Quality improvements and reduction in cost of production.
- Import policy conducive for import of material, equipment, instruments, raw materials and technologies.
- Achieving Economies of Scale.

However, the Prospects of paper industry appear positive with the existing demand-supply gap, and the Government's focus on education at every level. The further imposition of 1% Higher education Cess and Education Cess of 2% introduced by the Government reflects the focus of the Government towards Education in the Country. The above steps initiated by the Government are expected to further fuel the demand for paper.

Domestic paper prices are linked with international price. Hence, paper prices in India are very much dependent on the international demand supply situation for paper. However, recent stress on education sector and growth in the retail sector has acted as a catalyst for demand in packaging grade paper and therefore the fortunes of the Indian Paper Industry is largely internally driven.

OUTLOOK FOR THE COMPANY:

The paper industry has been showing signs of increasing demand, and the long-term outlook and growth prospects of the industry appear positive.

The rapid industrialization of the country during the previous five years plans together with the increase in population escalated the country's demand for paper and paperboards. The extent of usages of paper & Packaging Industry in a country is generally taken as parameters of its cultural and industrial activities. It plays an increasingly important role in modern civilized society.

FACTORS AFFECTING OUR FUTURE RESULTS OF OPERATIONS:

Our future results of operations may potentially be affected by the following factors:

- Competitive conditions in the industry.
- Growth of paper sector in India.
- Our ability to continuously operate and maintain our manufacturing facilities optimally.
- Technological changes in the industry.
- Escalation in prices as well as the availability of raw materials.
- General economic and business conditions in India.

HUMAN RESOURCES:

The Company continues its focus on development of human resource. The relations of the management with employees during the year continued to be cordial. Learning and development has been strengthened to bring value addition in the employee and to enhance Team Building leading towards success. The Company focuses on providing the employees motivating work environment and excellent career development opportunities.

INTERNAL CONTROL SYSTEMS:

The Company has effective internal control systems for compliance of laws, rules and regulations to safeguard the interest of the Company. The Company maintains a system of internal controls designed to provide reasonable assurance regarding the effectiveness and efficiency of operations and for safeguarding the

assets of the Company and for ensuring appropriate recording and reporting of financial information for ensuring reliability of financial controls and for ensuring compliance of applicable laws and regulations. The internal audit covers a wide variety of operational matters and ensures compliance with specific standards with regard to reliability and suitability of policies and procedures. The internal auditor system report to the top management through Chairman & Managing Director and continuously monitors adherence to lay down systems and policies through a structured internal audit process. The systems are regularly reviewed and modified for changes in operating and regulatory requirements. The Audit Committee reviews the adequacy and effectiveness of internal control systems and suggests improvement for strengthening the same from time to time.

RISKS & CONCERNS:

The unprecedented variation in the prices of raw materials, particularly Waste paper, Chemicals, consumables, coal and other inputs for executing paper orders in uncertain market condition. The unutilized capacity in the paper industry and intense competition adversely impact product prices and margins.

The domestic demand supply scenario is expected to be balanced even though a number of capacity expansions are expected to be implemented by various companies the state over the next 1-2 years. In this scenario, the player with lower production costs would be in a position to utilize capacities optimally.

The products prices are subjected to changes with international price. Sharp fall in price will affect the profitability of the unit.

Adverse climatic condition will affect the supply line of the product which will affect the operation and profitability.

ANNEXURE - B

CONSERVATION OF ENERGY, TECHNOLOGY & FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information to Section 134(3)(m) of the Companies Act, 2013 read with Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year ended 31st March, 2023.

A. CONSERVATION OF ENERGY:

Energy Conservation Measures: The Company is taking step for conservation of energy and to ensure that the company uses the most suitable modern technology.

(Amount in Rupees)

TOTAL ENERGY CONSUMPTION		
<u>POWER & FUEL CONSUMPTION</u>	<u>2022-2023</u>	<u>2021-2022</u>
<u>ELECTRICITY</u>		
Purchased Units	0	0
Total Amount	0	0
Rate/Unit		0
<u>COAL</u>		
Unit (M.T)	0	0
Amount	0	0
Cost/M.T.	0	0
<u>HUSK</u>		
Unit (M.T)	0	0
Amount	0	0
Cost/M.T.	0	0
<u>CONSUMPTION PER UNIT OF PRODUCTION</u>		
Electricity (Unit/MT)	0	0
Coal (MT/MT)	0	0
Husk (MT/MT)	0	0

B. FOREIGN EXCHANGE EARNINGS & OUTGO: Nil

Form No. MR-3

SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March 2023

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

To,

The Members

COS BOARD INDUSTRIES LIMITED

At-New Industrial Estate, Jagatpur
Phase II, Cuttack, Odisha-754021

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **COS BOARD INDUSTRIES LIMITED** (herein after called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion there on.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2023 complied with the statutory provisions listed here under 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 here in after:

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

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings **(Not applicable to the Company during the audit period);**
- (v) The following Regulations and Guide lines 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; **(Not applicable to the Company during the audit period);**
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(Not applicable to the Company during the audit period);**

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the audit period);**

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

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

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

(i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

(j) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(vi) The following other laws specifically applicable to the Company to the extent applicable to it—

- a) The Factories Act, 1948.
- b) The Employees' Provident Funds and Miscellaneous Provisions Act, 1952.
- c) The Industrial Disputes Act, 1947.
- d) The Payment of Wages Act, 1936.
- e) The Minimum Wages Act, 1948.
- f) Employees State Insurance Act, 1948.
- g) The Payment of Bonus Act, 1965.
- h) Indian Boilers Act, 1923.
- i) Air (Prevention and Control of Pollution) Act, 1981.
- j) Water (Prevention and Control of Pollution) Act, 1974.

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India;
- (ii) The listing agreements entered into by the Company with the Bombay Stock Exchange Limited;

During the period under review the Company has complied with the provisions of the Act, rules, regulations, guidelines, standards, etc. mentioned above except to the extent as mentioned below:

- a) *During the audit period the Company has not appointed any Internal Auditor as per Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014.*
- b) *During the audit period, the Company's operations were shut down since 3rd May, 2019 due to Fani Cyclone followed by Labour Strike and non-payment of Labour and Employees dues till date.*

M/s Cos Board Industries Limited3

- c) *The Company was admitted under Corporate Insolvency Resolution Process (CIRP) as per the provisions of Insolvency and Bankruptcy Code 2016 (IBC) vide order no CP(IB) no. 44/CTB/2019 dated 16.12.2019 at National Company Law Tribunal (NCLT), Cuttack Branch. The Hon'ble NCLT vide order 125/CB/2021 dated 3rd February 2022 approved the Resolution Plan (ARP) submitted by M/s Bimal Industries, the successful resolution applicant (SRA). The consequential effect of ARP is as follows:*
- (a) Pursuant to the approved resolution Plan, the SRA and its associates have brought in Rs. 549.38 Lakhs upto 31st March, 2022 out of which Rs 120 lakhs has been considered as Unsecured Loans and the balance Rs 429.38 lakhs has been shown as Share suspense under "Other Equity" pending allotment. As per the ARP, the SRA is required to bring further Rs. 1,910.62 lakhs within 90 days for successful implementation of the ARP. The SRA is further required to bring amounts for the future capex requirement and working capital as proposed in the ARP.*
- (b) Out of the amounts received from SRA, payments of the CIRP costs of Rs 120 lakhs and secured financial secured creditor of Rs. 429.38 lakhs has been made.*
- (c) Pending completion of the implementation of the ARP, the Board of Directors of the Company has not yet been constituted and the management of the Company is being handled by Monitoring Committee appointed as per the ARP. However, on 8th February 2022, the Monitoring Committee meeting took note of the following nominees of SRA for the reconstruction of the Board of Directors:*
- i) Anusuya Devi Agarwal*
ii) Bimal Kumar Agarwal
iii) Mamata Devi Agarwal
- (d) Existing 42,93,800 shares have still not been cancelled and also not been delisted from Bombay Stock Exchange (BSE)*
- d) *Pursuant to the NCLT Order dated 03.02.2022, the shares held by erstwhile shareholders shall be relinquished once the approved resolution Plan is implemented, and the new shares are allotted to the Successful Resolution Applicant which is under process as per information received from management of the Company.*
- e) *Due to some non receipt of approval by BSE the due shareholder i.e. M/s Bimal Industries Ltd has not taken possession of the shares and management of the Company.*
- f) *The factories of the Company have remained closed on 3rd May, 2019. The Company shall take necessary steps to restart the factories and resume operations after infusing such funds for its revival and smooth running as per the ARP.*
- g) *The Company has not made minutes in the relevant Audit Period.*

I further report that as far as I have been able to ascertain-

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

M/s Cos Board Industries Limited4

I further report that as far as I have been able to ascertain-

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

Further it is Reported that Company does not have a Compliance officer in terms of Regulation 6 of SEBI (LODR) Regulations 2015.

Composition of Board as per provisions of the Companies Act, 2013 and Regulation 17 of the SEBI (LODR) Regulations, 2015 as on F.Y. 2021-22

Sl. No.	Name of the Directors	Designation	Date of appointment	DIN/PAN
1	ANUSUYA DEVI AGARWAL	Managing Director	16.12.2009	00566650
2	BIMAL KUMAR AGARWAL	Whole Time Director	01.07.2006	00883125
6	MAMATA AGARWAL	Director	08.02.2022	01839111
7	GARIMA CHOKHANI	Independent Director	08.02.2022	02198426
8	Mamata Agarwal	Director	08.02.2022	08278394
10	Ashok Kumar Jena*	Chief Financial Officer	28.05.2016	AORPJ1544F
11	Alka Jain**	Company Secretary	01.06.2017	BKRPJ6649G

***Ms. Alka Jain has resigned from her post of Company Secretary with effect from 31.03.2020, but the Company has not accepted and filed her resignation in e-Form DIR-12 with ROC, Cuttack in prescribed time.*

I further report that, the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same have been subject to review by the statutory financial auditors, tax auditors and other designated professionals.

**For Deepak Dhir & Associates
Company Secretaries**

Place: New Delhi
Date: 30.09.2023
UDIN: F011633E001147042

Deepak Kumar Dhir
M. No. FCS 11633
CP No. 17296

(This report is to be read with my letter of event date which is annexed as Annexure- A and forms an integral part of this report.)

"Annexure –A"

To,

The Members

COS BOARD INDUSTRIES LIMITED

At-New Industrial Estate, Jagatpur

Phase II, Cuttack, Odisha-754021

My Report of event date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on such secretarial records based on my audit.
2. I have followed the audit practices and processes as I considered appropriate to obtain reasonable assurance on the correctness and completeness of the secretarial records. My verification was conducted on a test basis to ensure that all entries have been made as per statutory requirements. I believe that the processes and practices we followed for this purpose provided a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of the financial records and Books of Accounts of the Company.
4. Wherever required, I have been informed by the management with respect to compliance of laws, rules and regulations and of significant events during the Financial Year.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations is the responsibility of the management. My examination was limited to the verification of secretarial records on test basis to the extent applicable to the Company.
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 Deepak Dhir & Associates
Company Secretaries**

Place: New Delhi
Date: 30.09.2023

Deepak Kumar Dhir
M. No. FCS 11633
CP No. 17296

UDIN: F011633E001147042

Management's explanation on the qualifying remarks of Secretarial Audit Report

The qualifying remarks, reported by the Secretarial Auditor in their report for the Financial Year ended 31st March, 2023 and the explanations of the management are tabulated below:

S. No.	Qualifying remarks of Secretarial Auditor	Management's explanation
1.	During the audit period the Company has not appointed any Internal Auditor as per Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014.	The management has seen profiles of several Chartered Accountant firms and planning for appointment of the Internal Auditor.
3.	In terms of Point No. 16 Part A of Schedule III to the SEBI (LODR) 2015) the Company was required to intimate Stock exchanges about various events happened during corporate insolvency resolution process, the Company could not comply with the same.	The Company is in a process of reporting the various statutory compliance with the concerned authorities and the Company will ensure the due diligence in future.

REPORT ON CORPORATE GOVERNANCE

1. COMPANY PHILOSOPHY ON CODE OF GOVERNANCE

Cosboard Industries Limited is committed to conduct its business in compliance with the applicable laws, rules and regulations and highest standards of business ethics as the principle of Corporate Governance is based on the belief that effective Corporate Governance practices constitute a strong foundation on which successful commercial enterprises are build and continues to grow. Strong Corporate Governance is indispensable to resilient and vibrant capital market and is therefore, an important tool for investor protection.

We at Cosboard Industries Limited recognize that good Corporate Governance is a continuing exercise and remains committed to high standards of Corporate Governance. Corporate Governance is essentially a system by which Companies are directed and controlled by the management in the best interest of its stakeholders. The management believes that the stakeholders are the true owners of the enterprise and it holds the status of trustees of the stakeholders. Therefore the Company always gives thrust to highest ethical standards in all its dealing in order not only to achieve the objects of the Company but also enhances stakeholder's value as well as discharge of its social responsibility.

The Company is in not compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable, with regard to corporate governance.

2. BOARD OF DIRECTORS

The Board of Directors of the Company along with its Committees provides leadership and guidance to the management, directs and observes how the management of the Company serves and protects the long and short terms interest of all its stakeholders. All the Board members of your company are well informed with qualifications and experience in diverse areas. Currently the Company has no Committees Composition

Composition

The composition of the Board of your Company is in not conformity with the Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('the Listing Regulations') and Section 149 of the Companies Act, 2013 ("the Act").

No. of Directorships and Committee Memberships / Chairmanship

Sl. No.	Name of the Directors	Category	Other Directorship	Committee Memberships	Committee Chairmanships
01	Ms. ANUSUYA DEVI AGARWAL	Managing Director	03	0	0
02.	Mr. Bimal Kumar Agarwal	Executive Director	04	0	0
03.	Ms. Mamata Agarwal	Non- Executive, Director	02	0	0
04.	Ms. Garima Chokhani	Non- Executive, Independent Director	0	0	0

Notes:

1. *The information provided above pertains to the following committee in accordance with the provisions of Listing Regulations, 2015.*
 - (a) *Audit Committee*
 - (b) *Shareholders'/Investors' grievances Committee*
 - (c) *Nomination and Remuneration Committee*
2. *Membership of Committees includes chairmanship, if any.*
3. *No. of Directorship in other Companies excludes Directorship in Foreign Companies and membership of managing committee of Chamber of Commerce / Professional bodies*
4. *None of the Directors holds membership of more than 10 Committees of Boards neither any Director is a Chairman of more than 5 Committees of boards.*
5. *During the year, the Company did not have any material pecuniary relationship or transaction with the non-executive director's.*

3. Details Setting Out The Skills/Expertise/Competence Of The Board Of Directors specifying the 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;

- i) **Professional Skill:** Professional skills assisting the ongoing business of the Company
- ii) **Expertise & Experience:** Possesses relevant expertise and experience in the field of the Company, project understanding,
- iii) **Knowledge:** Understands the business of the Company, resulting in knowledge for choosing the tender, increasing the brand value, achieve agreed goals and objectives and monitor the reporting of performance.
- iv) **Leadership:** having leadership experience, judgment on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- v) **Financial Skill:** Having depth knowledge of financial management, capital allocation, dealing with Banks and supervise the auditor or any other person who deals with financials if required.

vi) Confirmation on Independence of the Independent Director:

As per the disclosure received from the Independent Directors and in the opinion of the Board, the Independent Directors fulfills the conditions specified in Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

4. COMMITTEES OF THE BOARD

There are no committees in the Company. And the Company is in noncompliance related to provision of constitution of committees and their composition.

5. REMUNERATION OF DIRECTORS / SITTING FEES

The Independent Directors are not paid any sitting fees for attending meetings of the Board and the committees thereof. However the sitting fees, if any be determined by the Board for attending meetings of the Board.

6. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT:

Not Applicable to the Company.

7. Disclosure in Relation to Sexual Harassment of Women at Workplace

During the year under review Company has not received any Complaint from any of the women employee of an Organization in relation to Sexual Harassment of Women at Workplace (prevention, prohibition and Redressal) Act, 2013.

- | | | |
|-----|---|-----|
| (a) | No. of complaints filed during the financial year | : 0 |
| (b) | No. of complaints disposed of during the year | : 0 |
| (c) | No. of complaints pending as on end of the financial year | : 0 |

8. Utilization of Funds rose through Preferential Allotment

During the year under review Company has not raised any fund through preferential allotment or qualified institutions placement as specified under Regulation 32(7A).

**By Order of the Board
For COSBOARD INDUSTRIES LTD**

(Anusuya Devi Agarwal)
Chairman And Managing Director
DIN: 02198426

Date: 02.09.2023
Place: Cuttack



INDEPENDENT AUDITORS REPORT

To the Members of The COS BOARD INDUSTRIES LTD.

Report on the Audit of the Standalone Financial Statements Opinion

We have audited the accompanying standalone financial statements of The COS BOARD INDUSTRIES LTD. ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity, the Statement of Cash Flows for the year then ended, and notes to the Standalone Financial Statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its loss and total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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



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Ph : 0891-2510537 & 2522623, Fax : 0891-2727039 Email : madhu@dmrao.com

Corp. Off. : # 3-61, Flat No. T4, 3rd Floor, Venkatadri Enclave, Street No. 6, Habsiguda, Hyderabad, Telangana - 500007.

Tel : +91-4023206365, 9885254349 E-mail : nagaraju@dmrao.com

Website : www.dmrao.com

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, for the year ended March 31, 2023 and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and



completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the 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 judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.



- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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



Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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, the Statement of Cash Flows and notes to the standalone financial statements 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 Ind AS specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - e. On the basis of written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act;
 - f. With respect to the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting
 - g. With respect to the matters to be included in the Auditor's Report in accordance with requirement of Section 197(16) of the Act, as amended, In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid during the current year by the Company to its directors 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 has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
 - II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as required under the applicable law or accounting standards;
 - III. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2023.



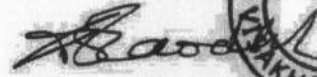
- IV. a) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 39(i) to the Standalone financial statements);
- b) The Management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 39(j) to the Standalone financial statements);
- c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided in (a) and (b) above, contain any material misstatement.
- V. Since the Company has not declared or paid any dividend during the year, the question of commenting on whether dividend declared or paid is in accordance with Section 123 of the Companies Act, 2013 does not arise.



2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of Section 143(11) of the Act, we enclose in the "Annexure B", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

Place: Visakhapatnam
Date: 20-05-2023

For D M Rao & Co
Chartered Accountants
FRN: 006995S



D Madhusudhana Rao
Partner

Membershio No.028434

UDIN: 2302843486XKPO2541



ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 1 (f) under the heading of "Report on Other Legal and Regulatory Requirements" in our Independent Auditor's Report of even date on the standalone financial statements for the year ended March 31, 2023.

Report on the Internal Financial Controls with reference to Financial Statements Under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to standalone financial statements of The COS BOARD INDUSTRIES LTD. ("the Company"), as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the 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 with reference to financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

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

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

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to the standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2023, based on the internal controls over financial reporting criteria established by the Company, considering the essential components of internal control stated in the Guidance Note

Place: Visakhapatnam
Date: 20-05-2023

For D M Rao & Co

Chartered Accountants

FRN : 006995S

D. Madhusudhana

Partner

Membership No.028434

UDIN: 23028434B6XKPO2541



ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 2 under the heading of "Report on Other Legal and Regulatory Requirements" of our Independent Auditors' Report of even date to the members of The Bombay Dyeing and Manufacturing Company Limited on the standalone financial statements for the year ended March 31, 2023.

Report on the Companies (Auditor's Report) Order, 2020, issued in terms of Section 143(11) of the Companies Act, 2013 ("the Act") of The Bombay Dyeing and Manufacturing Company Limited ("the Company"):

- i)
 - a. i) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment ("PPE") and relevant details of Right-of-use Assets and Investment Property.
 - ii) The Company has maintained proper records showing full particulars of Intangible Assets.
 - b. The management of the Company verifies PPE, Right-of-use Assets and Investment Property according to a phased programme designed to cover all items over a period of three years, which, in our opinion, is at reasonable intervals. Pursuant to the programme, certain items of PPE have been verified by the management during the year, and no material discrepancies have been noticed on such verification.
 - c. According to the information and explanations given to us and on the basis of records examined by us, we report that, the title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee), disclosed in the standalone financial statements are held in the name of the Company.
 - d. According to the information and explanations given to us and on the basis of records examined by us, the Company has neither revalued any of its Property, Plant and Equipment (including Right-of-use Assets) nor its Intangible Assets during the year. Accordingly, reporting under clause 3(i)(d) of the Order is not applicable.
 - e. According to the information and explanations given to us, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibitions) Act, 1988 (as amended in 2016) and Rules made thereunder. Accordingly, reporting under clause 3(i)(e) of the Order is not applicable.
- ii)
 - a. Physical verification of inventories have been conducted by the management during the year which, in our opinion, is at reasonable intervals; and, in our opinion, the coverage and procedure of such verification by the management is appropriate. The discrepancies noticed on verification between physical stock and book records were not 10% or more in aggregate for each class of inventories.



b. The Company has been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, from banks on the basis of security of current assets; according to the information and explanations given to us and on the basis of records examined by us, the quarterly returns and statements comprising stock and creditors statements, book debt statements and other stipulated financial information filed by the Company with such bank are not having material difference with the unaudited books of account of the Company, of the respective quarters and those differences are of explainable items and in nature. (Refer Note 39 (d) to the standalone financial statements).

- iii) According to the information and explanations given to us and on the basis of examination of books and records by us,
- a. A. The Company has not granted any loans or provided advances in the nature of loans or stood guarantee or provided security to its subsidiaries and associates during the year. Accordingly, reporting under clause 3(iii)(a)(A) of the Order is not applicable.
B. The Company has only granted unsecured loans or advances in the nature of loans to employees as specified below:
 - b. The terms and conditions of the grant of loans or advances in the nature of loans, as referred to a(B) above, are not prima facie prejudicial to the interest of the Company.
 - c. In respect of loans or advances in the nature of loans granted by the Company, the schedule of repayment of principal has been stipulated and the repayments are regular.
 - d. Loans or advances in the nature of loans given in earlier years by the Company to its subsidiary of ₹ 54.29 crores and to its employees ₹ 0.19 crores were overdue against which adequate provision has been made in earlier year/s or during the year.
 - e. No loans or advances in the nature of loans granted by the Company that have fallen due during the year, have been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.
 - f. The Company has not granted any loans or advances in the nature of loans that are either repayable on demand or without specifying any terms or period of repayment.
- iv. The Company has obtained a legal opinion that it can avail the exemption provided in Section 186 (11) of the Act and that by virtue of such exemption the provisions of Section 186 (2) of the Act are not applicable to the Company. Based on the legal opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act, with respect to grant of loans, investments made, guarantees given and securities provided, if any.



- v. In our opinion and according to the information and explanations given to us, the Company has complied with directives issued by Reserve Bank of India and the provision of Sections 73 to 76, or any other relevant provisions of the Act and the Companies (Acceptance and Deposits) Rules, 2014, as amended, with regard to deposit accepted by the Company from the public or amounts which are deemed to be deposits. According to the information and explanations given to us, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.
- vi. We have broadly reviewed the books of account and records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 as specified by the Central Government for maintenance of cost records under Section 148(1) of the Act, in respect of the products manufactured by the Company and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the said accounts and records with a view to determine whether they are accurate or complete.
- vii. a) According to the information and explanations given to us and on the basis of the books and records examined by us, the Company has been regular in depositing undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other statutory dues, as applicable to it, with the appropriate authorities.
b) According to the information and explanations given to us and on the basis of the books and records examined by us, details of statutory dues referred to in sub-clause (a) above, which have been deposited on account of disputes as on March 31, 2023.
- viii. According to the information and explanations given to us, the Company did not have any transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- ix. a. According to the information and explanations given to us, as also on the basis of the books and records examined by us, the Company has not defaulted in repayment of dues to financial institutions or banks or any lenders. The Company has not taken any loan or borrowing from Government and has not issued any debenture during the year.
b. According to the information and explanations given to us and on the basis of our audit procedures, the Company is not declared willful defaulter by any bank or financial institution or other lender.
c. According to the information and explanations given to us and on the basis of the books and records examined by us, the term loans taken during the year have been applied for the purposes for which those were obtained
d. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that funds raised on short-term basis have not been utilized for long-term purposes.
e. According to the information and explanations given to us and



examination of the financial statements of the Company, we report that during the year the Company has not taken any funds from an entity or person, on account of or to meet the obligations of its subsidiaries or associate companies.

f. According to the information and explanations given to us and procedures performed by us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries or associate companies

x. a. According to the information and explanations given to us and on the basis of the books and records examined by us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, reporting under clause 3 (x)(a) of the Order is not applicable.

b. According to the information and explanations given to us and on the basis of the books and records examined by us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable

xi. a. On the basis of books and records of the Company examined by us and according to the information and explanations given to us, we report that no material fraud by the Company or any fraud on the Company has been noticed or reported during the year in the course of our audit.

b. According to the information and explanations given to us, no report under section 143(12) of the Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

c. As represented to us by the management, the Company has not received any whistle-blower complaint during the year and upto the date of this report.

xi. The Company is not a Nidhi Company. Accordingly, reporting under clause 3(xii) of the Order is not applicable.

xii. According to the information and explanations given to us and on the basis of records of the Company examined by us, transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable, and the details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

xiii. a. According to the information and explanations given to us, in our opinion the Company has an adequate internal audit system commensurate with the size and nature of its business.

b. We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

xiv. According to the information and explanations given to us and on the basis of the books and records examined by us, the Company has not entered into non-cash transactions with directors or persons connected to its directors. Accordingly, reporting under clause 3(xv) of the Order is not applicable.



- xv. a. As per the information and explanations given to us and on basis of books and records examined by us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934; the Company has not conducted any Non-banking Financial or Housing Finance activities during the year; the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, reporting under clauses 3(xvi)(a), 3(xvi)(b) and 3(xvi)(c) of the Order are not applicable to the Company.
- b. According to the information and explanations provided by the management of the Company, the Company has two CICs as part of the Group, both of which are exempt from registration. We have not, however, separately evaluated whether the information provided to us is accurate and complete.
- xvi. The Company has incurred neither the cash losses or profits in the current financial year and that of 1.93Cr in the immediately preceding financial year.
- xvii. There has been no resignation by the statutory auditors of the Company during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- xviii. On the basis of ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and more particularly, our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xix. As per the information and explanations given to us and on basis of books and records examined by us, we report that since the Company has average net losses during the immediately preceding three financial years, it is not required to spend any money under sub-section (5) of section 135 of the Act and accordingly, any reporting under clause (xx) of the Order is not applicable to the Company for the year.

Place: Visakhapatnam

Date: 20-05-2023

For D M Rao & Co
Chartered Accountants
FRN: 006995S

Madhusudhana Rao

D. Madhusudhana Rao
Partner

Membership No. 028434

UDIN: 23028434BG1XKPD2541



COS BOARD INDUSTRIES LIMITED
CIN No: L21015OR1980PLC000916
STATEMENT OF ASSETS AND LIABILITIES AS AT 31ST MARCH 2023

(Amount in Rs.---)

S.No	Particulars	Notes	31st Mar 2023	31st Mar 2022
1	ASSETS			
1	Non-Current Assets			
a)	Property, plant and equipment	2	10,35,71,002	13,02,37,909
b)	Capital-Work-in-Progress	3	8,32,64,074	2,62,52,940
c)	Financial Assets			
(i)	Investments	4	25,10,000	25,10,000
(ii)	Others Financial Assets	5	94,28,707	94,28,707
d)	Deferred tax Assets (net)	6	98,23,526	98,23,526
e)	Other non- current assets	7	28,65,86,405	28,77,86,406
	Sub total Non- Current Assets		49,51,83,714	46,60,39,488
2	Current Assets			
a)	Inventories	8	1,16,92,980	1,20,64,970
b)	Financial assets			
(i)	Trade receivables	9	2,07,41,095	-
(ii)	Cash and cash equivalents	10	2,06,20,313	41,871
(iii)	Loans receivable	11(a)	-	-
(iv)	Others Financial Assets	11(b)	1,78,424	1,78,424
c)	Other Current Assets	12	44,55,155	19,26,979
	Sub total Current Assets		5,76,87,968	1,42,12,244
	TOTAL ASSETS		55,28,71,681	48,02,51,732
	EQUITY AND LIABILITIES			
	Equity			
(a)	Equity Share capital	13	4,29,38,000	4,29,38,000
(b)	Other equity	13	23,21,43,831	23,22,51,732
	Sub total Equity		27,50,81,831	27,51,89,732
	LIABILITIES			
1	Non-Current Liabilities			
a)	Financial liabilities			
i)	Borrowings	14	13,52,96,712	1,21,00,000
b)	Provisions	15	1,90,970	-
	Sub total Non- Current Liabilities		13,54,87,682	1,21,00,000
2	Current Liabilities			
a)	Financial liabilities			
i)	Borrowings	16	13,80,77,801	17,45,62,000
ii)	Trade Payables			
a)	Total outstanding dues of micro enterprises and small enterprises; and			
b)	Total outstanding dues of creditors other than micro enterprises and small enterprises	17	5,96,937	4,00,000
b)	Other current liabilities	18	36,27,430	1,80,00,000
	Sub total Current Liabilities		14,23,02,168	19,29,62,000
	TOTAL EQUITY AND LIABILITIES		55,28,71,681	48,02,51,732

See accompanying notes to the financial Statements

(0)

As per our report of even date attached for D.M Rao & Co.
Chartered Accountants
ICAI FRN: 0069955



D. Madhusudana Rao
Partner
Membership No: 028434
UDIN No. 23028434BGXKPO2541
Place: Cuttack
Date: 20.05.2023

FOR AND ON BEHALF OF THE
COS Board Industries Limited

Anusuya Devi Agarwal
Director
Din No:- 01839111
Anusuya Devi Agarwal
Managing Director
Din No. 02198426

Bimal Kumar Aggarwal
Director
Din No. 02198426
Bimal Kumar Aggarwal
Whole Time Director
Din No. 01839111

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2023

Amount in (Rs.)

	Particulars	Notes	Year Ended	
			31st March 2023	31st March 2022
I	Revenue from operations		-	-
II	Other income	19	3,71,990	88,974
III	Total Income (I+II)		3,71,990	88,974
IV	Expenses			
	Cost of Materials Consumed	20	-	-
	Purchases of stock in trade		-	-
	Changes in Inventories of Finished goods , stock -in- trade and work in progress	21	3,71,990	-
	Employee benefits expense		-	-
	Finance costs		-	-
	Depreciation and amortization	22	-	2,67,44,455
	Other expenses	23	-	1,93,53,376
	Total expenses (IV)		3,71,990	4,60,97,831
V	Profit / (loss)before exceptional items & tax (I-IV)		-	(4,60,08,857)
VI	Exceptional Items		-	-
VII	Profit/(loss) before tax (V-VI)		-	(4,60,08,857)
VIII	Tax expense:			
	1) Current tax		-	-
	2) Deferred tax		-	-
IX	Profit / (loss) for the period from continuing operations (VII - VIII)		-	(4,60,08,857)
X	Profit/(loss) from discontinued operations		-	-
XI	Tax expens of discontinued operations		-	-
XII	Profit / (loss) from Discontinued operations (after tax) (X- XI)		-	(4,60,08,857)
XIII	Profit/ (loss) for the period (IX+ XII)		-	(4,60,08,857)
XIV	Other Comprehensive Income			
	A (i) Itmes that will not be reclassified to profit or loss		-	-
	(ii) Income tax relating to Itmes that will not be reclassified to profit or loss		-	-
	B (i) Itmes that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to itmes that will be reclassified to profit or loss		-	-
XV	Total Comprehensive Income for the Period (XIII+ XIV) (comprising Profit (loss) and other comprehensive income for the period)		-	(4,60,08,857)
XVI	Earnings per equity share (for continuing operation)	29	-	(10.72)
	(1) Basic		-	(10.72)
	(2) Diluted		-	(10.72)
XVII	Earnings per equity share (for discontinuing operation)	29	-	-
	(1) Basic		-	-
	(2) Diluted		-	-
XVIII	Earnings per equity share (for discontinuing and continuing operations)	29	-	(10.72)
	(1) Basic		-	(10.72)
	(2) Diluted		-	(10.72)

See accompanying notes to the financial Statements

11

As per our report of even date dt 20.05.2023

for D.M Rao & Co.

Chartered Accountants

ICAI FRN: 0069955



D. Madhusudana Rao

Partner

Membership No: 028434

UDIN No. 23028434BGXKPO2541

Place: Cuttack

Date: 20.05.2023

Anusuya Devi Agarwal

FOR AND ON BEHALF OF THE
Cosboard Industries Limited

Bimal Kumar Agarwal

Anusuya Devi Agarwal
Director
Din No:- 02198426

Anusuya Devi Agarwal
Managing Director
Din No. 02198426

Bimal Kumar Agarwal
Director
Din No:- 01839111

Bimal Kumar Agarwal
Whole Time Director
Din No. 01839111

COBBOARD INDUSTRIES LIMITED
Notes forming part of the Financial Statement for the year ended 31st March 2022

Note 2: Property, Plant and Equipment

Particulars	GROSS BLOCK				DEPRECIATION			NET BLOCK		
	As on 01.04.22	Addition During the year	Sale/Tri. during the year	As on 31.03.23	Adj. during the yr. (Reserves)	Depreciation during the year ended 31.03.2023	Total Dep. As on 31st Mar 23	As on 31st Mar 23	As on 31st Mar 22	As on 31st Mar 22
A. TANGIBLE ASSETS										
Land & Site Dev.	68,43,129	-	-	68,43,129	-	-	-	68,43,129	68,43,129	68,43,129
Building	7,56,44,361	-	-	7,56,44,361	-	25,17,507	4,25,20,857	3,31,22,504	3,56,41,011	3,56,41,011
Plant & Machinery	37,86,72,388	-	-	37,86,72,388	-	2,41,20,537	31,51,10,546	6,35,61,842	8,76,82,379	8,76,82,379
Vehicle	7,95,573	-	-	7,95,573	-	5,481	7,87,006	8,567	14,048	14,048
Furniture & Fixture	6,61,121	-	-	6,61,121	-	7,182	6,30,945	30,176	37,358	37,358
Office Equipments	31,20,160	-	-	31,20,160	-	16,200	31,20,160	-	16,200	16,200
Fixed Assets (Cell.)	90,189	-	-	90,189	-	-	86,405	3,784	3,784	3,784
TOTAL	46,58,26,921	-	-	46,58,26,921	-	2,66,86,907	36,22,55,919	10,35,71,002	13,02,37,999	13,02,37,999

Particulars	GROSS BLOCK				DEPRECIATION			NET BLOCK		
	As on 01.04.21	Addition During the year	Sale/Tri. during the year	As on 31.03.22	Adj. during the yr. (Reserves)	Depreciation during the year ended 31.03.2022	Total Dep. As on 31st Mar 22	As on 31st Mar 22	As on 31st Mar 21	As on 31st Mar 21
A. TANGIBLE ASSETS										
Land & Site Dev.	68,43,129	-	-	68,43,129	-	-	-	68,43,129	68,43,129	68,43,129
Building	7,56,44,361	-	-	7,56,44,361	-	25,17,507	4,00,03,350	3,56,41,011	3,81,59,518	3,81,59,518
Plant & Machinery	37,86,72,388	-	-	37,86,72,388	-	2,41,20,537	29,09,90,009	8,76,82,379	11,18,02,916	11,18,02,916
Vehicle	7,95,573	-	-	7,95,573	-	5,481	7,81,525	14,048	19,529	19,529
Furniture & Fixture	6,61,121	-	-	6,61,121	-	7,182	6,23,763	37,358	44,540	44,540
Office Equipments	31,20,160	-	-	31,20,160	-	16,200	31,03,960	16,200	2,17,946	2,17,946
Fixed Assets (Cell.)	90,189	-	-	90,189	-	-	86,405	3,784	3,784	3,784
TOTAL	46,58,26,921	-	-	46,58,26,921	-	2,66,52,353	33,55,89,012	13,02,37,999	15,70,90,262	15,70,90,262

Note 3: Capital Work In Progress

Particulars	As at 31st March, 2023	As at 31st March, 2022
(Including unallocated capital expenditure, materials at site)		
Balance as at beginning of the year	2,62,52,940	2,62,52,940
Additions during the year	3,04,52,128	-
Addition Depreciation Reserve A/c	2,65,59,008	-
Capitalized during the year	-	-
Balance as at the end of the year	8,32,64,076	2,62,52,940

Ageing for capital work in progress as at 31st March, 2023 are as follows:

Particulars	Amount in capital work in progress for the period of		
	Less than 1 year	2 - 3 years	More than 3 years
Projects in progress*	5,70,11,133.74	-	-
Projects temporarily suspended	-	-	2,62,52,940
Total	5,70,11,133.74	2,62,52,940	8,32,64,073.74

Ageing for capital work in progress as at 31st March, 2022 are as follows:

Particulars	Amount in capital work in progress for the period of		
	Less than 1 year	2 - 3 years	More than 3 years
Projects in progress*	-	-	-
Projects temporarily suspended	-	-	2,62,52,940
Total	-	-	2,62,52,940.00

* There are no projects in progress under capital work in progress whose completion is overdue or has exceeded its cost compared to its original plan.



Anusaya Devi Agarwal
Director
Din No:- 02198428

Bimal Kumar Agarwal
Director
Din No:- 01839111

COSBOARD INDUSTRIES LIMITED**Notes forming part of the Financial Statement for the year ended 31st March 2022**

Particulars	31st March 23	31st March 22
Note-4 Non Current Investments		
Unquoted		
Investments in equity Instruments (Fully paid up)		
2,42,200 Equity Share of Rs. 10/- each of Cosmos Co-operative Bank Ltd. Hyderabad	24,22,000	24,22,000
Other Investments		
National Saving Certificate (Pledged with Government)	88,000	88,000
Total	25,10,000	25,10,000

Note-5 Other non-current Financial Assets		
i) Electricity deposit	36,69,044	36,69,044
ii) Security deposit MCL	5,19,718	5,19,718
Claims Recoverable 19-20	52,39,945	52,39,945
Total	94,28,707	94,28,707

Note: Insurance claim was filed by the Company due to loss caused due to Fani in 5th May 2019 against which a writ was filled in the High Court, Odisha, for appointment of arbitrators. As per Resolution Plan, if any amount is received from the insurance companies within 5 years from the date of resolution plan, then 50% of such amount will be paid to secured financial creditor. No adjustments have been made in the accounts pending litigation against the said claims

NOTE-6 Deferred Tax Assets		
Opening Balance	98,23,526	98,23,526
Deferred tax liability charged to Profit & Loss Statement	-	-
Deferred tax Asset as on 31.03.2022	98,23,526	98,23,526

Note: In assessing the realisability of deferred tax assets, the Company considers the extent to which, it is probable that the deferred tax asset will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry-forwards become deductible. The Company considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment.

In absence of historical trend and this being initial year of operation after approval of the Resolution Plan, considering the principle of prudence, Deferred tax asset in respect of unused tax losses and others (net of liabilities) as of March 31, 2022 have not been recognized by the Company.

Note-7 Other Non Current Assets		
Unsecured and considered good		
- To others		
- Undisputed trade receivables - considered good	286586405	284736910
Capital Advances	-	30,49,496
Total	28,65,86,405	28,77,86,406

Note-8 Inventories		
Finished Goods	42,40,329	46,12,319
Raw Materials - Paper /Cartoon/Cuttings	42,07,025	42,07,025
Stores & Spares	15,18,258	15,18,258
Others		
Chemical & Dyes	7,89,179	7,89,179
Packing	1,90,064	1,90,064
Coal	7,48,125	7,48,125
Husk	-	-
Total	1,16,92,980	1,20,64,970



Anusaya Devi Agarwal

Bimal Kumar Agarwal

Bimal Kumar Agarwal
Director
Din No:- 01839111Anusaya Devi Agarwal
Director
Din No:- 02198426

Note-9 Current advance to supplier		
Unsecured, considered good		
From Others		
- Undisputed trade receivables - which have significant increase in credit risk		
Advance to Supplier	2,07,41,095.46	
Total	2,07,41,095	

Refer Note 31(a)

Note-10 Cash & Cash Equivalents		
Cash and Bank Balance:		
Balances with Banks:		
Cash in Hand	4,20,814	
Balances with Banks:		
Axis Bank*	41,645	
Canara Bank	2,58,202	
P N B	15,19,448	
SBI*	226	
COSMOS Bank	7,79,978	
DD in Hand	1,76,00,000	41,871
Total	2,06,20,313	41,871

* Amounts lying in inoperative bank accounts.

Note-11(a) Current Loans receivable		
Unsecured		
Considered Good		
b) Advances to employees		42,700
Less: Transferred to Business Reorganisation Reserve (refer note 32)		(42,700)
Total		

Note-11(b) Other current Financial Assets		
Interest Accrued	1,37,436	1,37,436
TDS on Interest receivable	40,988	40,988
TOTAL	1,78,424	1,78,424

Note-12 Other current Assets		
Unsecured Considered Good		
Balance with Excrcise, Service Tax & Gst		31,42,609
GST (ITC)	44,55,155	
Less: Transferred to Business Reorganisation Reserve (refer note 32)		(12,15,630)
TOTAL	44,55,155	19,26,979

Anusaya Devi Agarwal
Anusaya Devi Agarwal

Director
Din No:- 02198428

Bimal Kumar Agarwal

Bimal Kumar Agarwal

Director
Din No:- 01839111



COSSOARD INDUSTRIES LIMITED
Notes forming part of the Financial Statements for the year ended 31st March, 2023

	31st Mar 23	31st March 22
EQUITY SHARE CAPITAL		
Authorised		
1,00,00,000 (1,00,00,000) Equity Shares of Rs. 10/- each	12,00,00,000	12,00,00,000
Issued and Paid up Capital		
4,73,95,000 (4,73,95,000) Equity Shares of Rs. 10/- each fully paid up	4,73,38,000	4,73,38,000

Reconciliation of the number of shares outstanding at the beginning and at the end of the year

	31st Mar 23	31st March 22
At the beginning of the year	No. of Shares	(In Rs.)
Add: Issued during the year	42,93,800	4,37,38,000
Outstanding at the end of the year	42,93,800	4,29,38,000

Details of Shareholders holding more than 5% equity shares in the company.

As at	31st Mar 23	31st March 22
Equity Shares of Rs. 10/- each	No. of Equity shares	% holding
Shri Kumar Gira	22,03	22.03
Shri Dipendra	2,35,034	5.57
Shri Dipendra	11,85,221	27.60

Details of Shareholdings of Promoter

As at	31st Mar 23	31st March 22
Shri Kumar Gira	No. of Equity shares	% of Total Shares
Shri Dipendra	9,48,187.00	22.03
	2,35,034.00	5.57
	11,85,221.00	27.60

(* Pursuant to the NCLT Order dated 03.02.2022, the shares held by erstwhile shareholders shall be relinquished once the approvedly BSE is implemented, and new Terms/ rights attached to equity shares.

This Company has issued Equity shares having a face value of Rs. 10/- each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the company the holder of the Equity shares will be entitled to receive remaining assets of the company after settlement of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the equity shareholders.

Particulars	Share Suspense		Capital Reserve		Securities Premium Reserve		Retained earnings		Business Reorganisation Reserve		Revaluation Surplus		Total	
Balance as at 1st April, 2022		4,29,38,000		35,39,602					18,56,66,229		1,07,901		23,22,51,732	
Changes in accounting policy or prior period errors														
Restated balance at the beginning of the previous reporting period														
Received during the year (refer note 32)														
Profit/(Loss) for the year														
Adjustment with Business Reorganisation Reserve (refer note 32)														
Balance as at 31st March, 2023		4,29,38,000		35,39,602					18,56,66,229		1,07,901		23,22,51,732	
Balance as at 1st April, 2021														
Changes in accounting policy or prior period errors														
Restated balance at the beginning of the previous reporting period														
Received during the year														
Adjustment														
Adjustment with Business Reorganisation Reserve														
Balance as at 31st March, 2022		4,29,38,000		35,39,602					18,56,66,229		1,07,901		23,22,51,732	

Business Re-organisation Reserves: Business Re-organisation Reserve is the reserve which is created by re-assessing the Balance Sheet items to give effect to the NCLT Order. This reserve is not available for distribution of dividend. This reserve is created to give effect to the ARP

Securities premium reserve: Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act

Capital reserve: Capital reserve represents investment subsidy received

Revaluation Reserve: Revaluation reserve is the reserve which is created when any Fixed Asset/ Non Current Asset (As Per Ind AS) is revalued upwards. This reserve is not available for distribution of dividend.

Reserves: This Reserve represents the accumulative profits of the Company and effects of re-valuation of defined benefit obligations. This Reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

Equity instruments through other comprehensive income: Equity instruments through other comprehensive income is a separate category of equity instruments in which cumulative changes in fair value through other comprehensive income in which cumulative changes in fair value through other comprehensive income.



Bimal Kumar Agarwal
Director
Din No:- 01839111

Anusaya Devi Agarwal
Director
Din No:- 01839111

COSBOARD INDUSTRIES LIMITED

Notes forming part of the Financial Statements for the year ended 31st March, 2023

Particulars	31st Mar 23	31st March 22
Note-14: Borrowings		
Non-Current		
Unsecured- from related parties		
a) Directors & Related parties	13,52,96,712	1,88,86,804
b) Intercorporate Loans	-	12,17,01,515
Unsecured		
From Others	-	10,27,00,000
	13,52,96,712	24,32,88,319
Less: Transferred to Business Reorganisation Reserves		24,31,88,319
Amount to be settled as per approved Resolution Plan	-	1,00,000
Add: Amount received from SRA pursuant to approved resolution plan	-	1,20,00,000
Total	13,52,96,712	1,21,00,000

Note: Unsecured Loan received from SRA shall be non-interest bearing and shall be repayable after three years.

Note-15 Non Current Provisions

Provision for TDS	1,90,970	1,47,35,228
Less: Transferred to Business Reorganisation Reserves (refer note 32)	-	(1,47,35,228)
Total	1,90,970	-

Note-16 Borrowings

Current		
Secured- Loan repayable on demand		
From Cosmos Co-op Bank Ltd.		
a) Cosmos Bank		17,45,62,000
a) Canara T/I 1	10,91,00,000	
b) Canara T/L 2	2,89,77,801	
Total	13,80,77,801	17,45,62,000

b) The Canara Bank is holding the following securings as on 31.03.2022 against its dues of Rs 1380.77 lakhs:

- Mortgage of Land & Building, Plant & Machinery both present and future.
- Hypothecation of Raw material (Waste Paper), Colour, Chemical & Consumables Stores & Spares and Receivables

Note-17: Trade Payables

a) Total outstanding Dues of Micro, Small and Medium Enterprise	-	-
b) Total outstanding Dues to creditor other than Micro, Small and Medium Enterprise	5,96,937	7,47,78,843
Less: Trade Payables transferred to Business Reorganisation Reserves	-	7,43,78,843
Total	5,96,937	4,00,000

Note-18 Other Current Liabilities

a) Liabilities for expenses	36,27,430	1,80,00,000
Total (a + b)	36,27,430	1,80,00,000



Bimal Kumar Agarwal

Bimal Kumar Agarwal
Director

Din No:- 01839111

Anusaya Devi Agarwal

Anusaya Devi Agarwal
Director

Din No:- 02198426

COSBOARD INDUSTRIES LIMITED

Notes forming part of the Financial Statements for the year ended 31st March, 2023

Particulars	FY 2022-23	FY 2021-22
Note-19 Other Income		
old good sales	3,71,990	88,974
Total	3,71,990	88,974
Note-20 Cost of Materials consumed		
Raw materials consumed		
a) Opening Stock	1,20,64,971	1,20,64,971
Add: Purchases	-	-
	1,20,64,971	1,20,64,971
Less: Closing Stock for the year ended	1,20,64,971	1,20,64,971
	-	-
Trade Purchase	-	-
Total	-	-
Note-21 Changes in Inventories of Finished Goods		
Finished stock at the beginning of the year	46,12,319	46,12,319
Finished stock at the end of the year	42,40,329	46,12,319
Changes in Inventories of finished goods	3,71,990	-
Note-22 Depreciation		
Depreciation in PPE	2,66,66,907	2,68,52,353
Less transferred to Revaluation Reserves	(1,07,901)	(1,07,898)
Total	2,65,59,006	2,67,44,455
Less:- Transfer to Capital Work in progress reserve A/c	2,65,59,006	

The Company has been under insolvency proceedings and was closed since sometime in May 2020. The present management, consequent to the Orders of the Hon'ble NCLT, Cuttack, Odisha has taken over the ownership, management and control Company from March 2022, in terms of such Order(s). The Company has, based on the opinion of independent technical expert(s), undertaken huge repairs and renovation works alongwith new additions of various items of both civil constructions and plant and machinery, in order to improve the productivity and quality of products, reduce the manufacturing costs, which will also result in increase in the remaining useful life of assets, and the same is also expected to realise huge economic benefits to the Company in future. The Company has not undertaken commercial production since acquisition, since huge repair, renovation and upgradation of the manufacturing unit is in progress. The Company has been advised by technical expert(s) to capitalise all costs including depreciation presently being charged on all fixed asset items, Property, Plant and Equipment. Considering the opinion of the said technical expert(s), all such costs referred to above including depreciation for the year, is capitalised under Capital Works in Progress by the Company, which will be subsequently added to fixed assets, Property, Plant and Equipment and thereafter amortised, in such manner as may be determined by the technical expert(s), considering the above facts and circumstances.

Note-23 Other Expenses		
Manufacturing Expenses		
Power and Fuel	-	38,36,250
Others	-	-
Total A	-	38,36,250
Administrative, Selling and Other Expenses		
Rate, Taxes & Fees	-	9,47,240
Advertisement	-	63,270
Travelling & Conveyance	-	-
Postage, Telegram & Telephone	-	-
Printing & Stationery	-	12,357
Bank charges	-	492
Auditors' Remuneration	-	70,000
Insurance	-	10,19,791
CIRP Cost	-	1,20,00,000
Security Watch & Ward	-	14,03,976
Total B	-	1,55,17,126
Total A + B	-	1,93,53,376



Bimal Kumar Agarwal
 Anusaya Devi Agarwal Director
 Pin No:- 01839111
 Anusaya Devi Agarwal
 Director

COSBOARD INDUSTRIES LIMITED

Notes forming part of the Financial Statements for the year ended 31st March, 2023

Particulars	31st Mar 23	31st Mar 22
Note 24: Directors' Remuneration		
a. Salary	-	-
b. Provident Fund	-	-
c. Allowances	-	-
Total	-	-

Note 25: Contingent Liabilities

On February 3, 2022, the National Company Law Tribunal ("NCLT") approved the terms of the Resolution Plan (ARP) submitted by Bimal Industries, which provides, inter alia, that any contingent liabilities and commitments, claims and obligations, stand extinguished and accordingly no outflow of economic benefits is expected in respect thereof. However, pending implementation of ARP, as on 31st March, 2023, no any Contingent Liability liable to pay by company:

I. Excise Duty (The Case is pending before Hon'ble High Court of Orissa.)	-	38,92,945
II. CESCO The Case is pending before Hon'ble High Court of Orissa)	-	1,90,36,266
III. CESCO-Electricity Duty (Electricity duty is not payable as per BIFR Sanctioned Scheme and the case is pending before the Hon'ble High Court of Orissa)	-	2,19,99,507

Note 26: Payment to Auditors

a) Statutory Audit	50,000	50,000
b) Tax Audit, Certifications & Other Services	-	-
Total	50,000	50,000

Note 27: Dues to Micro and small enterprise

The Company has no dues outstanding to Micro, Small & Medium Enterprises as required under the Micro, Small and Medium Enterprises Development Act, 2006 to the extent information available with the Company.

Note 28: Segment Reporting

The Company is manufacturing various products, which are similar in nature of paper and Paper Board. All the products are manufactured after recycle of paper. The Company was primarily engaged in single reportable segment and hence no separate disclosure is required to be made for Segment Reporting as per Ind AS 108-"Operating Segments".

Note 29: Earnings per Share

Basic and Diluted EPS amounts are calculated by dividing the profit or loss for the year attributable to equity holders of the Company by the weighted average number of Equity Shares outstanding during the year.

The following reflects the income and share data used in the basic and diluted EPS computations:

	31.03.2023	31.03.2022
	In Rs.	In Rs.
1. Profit/Loss for the year after tax	-	(4,60,08,857.00)
2. No. of Equity shares	42,93,800.00	42,93,800.00
Earnings per share (1 / 2)	-	(10.72)

Note 30: Retirement Benefits

As per the NCLT Order dated 03rd February, 2022, all liabilities related to employees including their retirement benefits have been settled. The Company have not engaged any new employee thereafter. As such, no provision has been made for the retirement benefits.



Bimal Kumar Agarwal

Bimal Kumar Agarwal
Director
Din No:- 01839111

Anusaya Devi Agarwal

Anusaya Devi Agarwal
Director
Din No:- 02198426

COSBOARD INDUSTRIES LIMITED

Notes forming part of the Financial Statements for the year ended 31st March, 2023

Note 31(a)

Ageing for Trade Receivables - billed - current outstanding as at 31.03.2023 is as follows:

Sl. No.	Particulars	Outstanding for following periods from due date of payment					Total
		< 1 year	6 month - 1 years	1-2 years	2 - 3 years	> 3 Years	
(i)	Undisputed trade receivables - considered good	-	-	-	-	28,65,86,405	28,65,86,405
(ii)	Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii)	Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
(iv)	Disputed Trade Receivables- considered good	-	-	-	-	-	-
(v)	Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi)	Disputed Trade Receivables - credit impaired	-	-	-	-	-	-

Ageing for Trade Receivables - billed - current outstanding as at 31.03.2022 is as follows:

Sl. No.	Particulars	Outstanding for following periods from due date of payment					Total
		< 1 year	6 month - 1 years	1-2 years	2 - 3 years	> 3 Years	
(i)	Undisputed trade receivables - considered good	-	-	-	-	28,47,36,910	28,47,36,910
(ii)	Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii)	Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
(iv)	Disputed Trade Receivables- considered good	-	-	-	-	-	-
(v)	Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi)	Disputed Trade Receivables - credit impaired	-	-	-	-	-	-

Note 31(b)

Ageing for trade payable outstanding as at 31 March, 2023 is as follows:

Sl. No.	Particulars	Outstanding for following periods from the due date of payment				Total (Rs.)
		Less than 1 year	1-2 years	2 - 3 years	> 3 Years	
(i)	MSME	-	-	-	-	-
(ii)	Others	-	-	-	-	-
(iii)	Disputed dues- MSME	5,96,937.00	-	-	-	5,96,937
(iv)	Disputed dues- Others	-	-	-	-	-

Ageing for trade payable outstanding as at 31 March, 2022 is as follows:

Sl. No.	Particulars	Outstanding for following periods from the due date of payment				Total (Rs.)
		Less than 1 year	1-2 years	2 - 3 years	> 3 Years	
(i)	MSME	-	-	-	-	-
(ii)	Others	-	-	-	-	-
(iii)	Disputed dues- MSME	-	-	-	4,00,000	4,00,000
(iv)	Disputed dues- Others	-	-	-	-	-



Anusaya Devi Agarwal
 Director
 Din No:- 02198426

Bimal Kumar Agarwal
 Director
 Din No:- 01839111

COS BOARD INDUSTRIES LIMITED
Notes forming part of the Financial Statements for the year ended 31st March, 2022

Note - 32 : Ratio Analysis

Ratio's	Numerator	Denominator	As at 31st March, 2023	As at 31st March, 2022	% Variance	Reason for variance
1 Current Ratio (Times)	Current Asset	Current Liability	0.41 : 1	0.64 : 1	140.63%	Company on Complete Renovation & Repair
2 Debt-equity ratio (Times)	Total Debt	Shareholder's Equity	0.50	-1.09	-145.96%	Debts have been settled under CRP during the year.
3 Debt service coverage ratio	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest	Debt service = Interest & Lease Payments + Principal Repayments	-	-	0.00%	Debts have been settled under CRP during the year.
4 Return on equity ratio (%)	Net Profits after taxes	Average Shareholder's Fund (Total Equity)	-	5.68	-100.00%	Company on Complete Renovation & Repair
5 Inventory turnover ratio (Times)	Sales	Average inventory	0.00	0.00	1.57%	Company on Complete Renovation & Repair
6 Trade receivables turnover ratio (Times)	Net Credit Sales	Average trade receivables	0.00	0.00	0.00%	Company on Complete Renovation & Repair
7 Trade payables turnover ratio (Times)	Net Credit Purchases	Average trade payables	0.00	0.00	0.00%	Company on Complete Renovation & Repair
8 Net capital turnover ratio (Times)	Net Sales	Working Capital	(0.00)	(0.00)	323.43%	Company on Complete Renovation & Repair
9 Net profit ratio (%)	Net profit after tax	Net Sales	-	-	0.00%	Company on Complete Renovation & Repair
10 Return on capital employed (%)	Earning before interest and taxes	Capital Employed = Total assets - Total current liability	-	(0.10)	-100.00%	Company on Complete Renovation & Repair
11 Return on Investment (%)	Earnings	Investments	0.00	0.00	0.00%	Company on Complete Renovation & Repair

Bimal Kumar Agarwal

Bimal Kumar Agarwal
Director
Din No:- 01839111

Anusaya Devi Agarwal
Director
Din No:- 02198428

COSBOARD INDUSTRIES LIMITED

Notes forming part of the Financial Statements for the year ended 31st March, 2023

NOTE : 33 Related Parties			
A) Name of the related parties and relationship			
i) Enterprises over which Key Management Personnel exercise significant interest:			
i) Bimal Industries ii) Bindu Enterprises Private Limited iii) Shree Bimal Oxygen & Minerals Private Limited			
ii) Key Managerial Personnel			
i) Anusuya Devi Agarwal(Managing Director) ii) Bimal Kumar Agarwal(Whole Time Director)			
B) Transactions with related parties referred to in- (A)			
		(Rs.in lacs)	Rs.in lacs)
Name of the related party	Nature of Transaction	Closing balance as on 31.03.2023	Closing balance as on 31.03.2022
Akash Gases	Unsecured Loan	91,95,000.00	-
Bimal Industries	Unsecured Loan	9,86,61,712.00	-
Bimal Motors	Unsecured Loan	11,70,000.00	-
Bimal Trans. Inf	Unsecured Loan	10,00,000.00	-
Bindu Commercials	Unsecured Loan	28,00,000.00	-
Bindu Enterprises	Unsecured Loan	74,50,000.00	-
B D Agarwal	Unsecured Loan	21,00,000.00	-
Rajesh Ku Agarwal	Unsecured Loan	41,05,000.00	-
Shree Bimal Oxygen	Unsecured Loan	88,15,000.00	-
Total		13,52,96,712.00	

C) Business Transaction

Bimal Industries	Business transaction	1,23,40,161.00
Excel Steels Private Limited	Business transaction	73,07,534.00

Note 34: Previous Year figures

Previous year's figures have been regrouped/reclassified wherever found necessary to correspond with the current year's classification/disclosure.

For D.M.RAO & CO.
Chartered Accountants
FRN No: 006995 S

D. Madhusudana Rao
D. MADHUSUDANA RAO
PARTNER, MM. No.028434

Bimal Kumar Agarwal

Bimal Kumar Agarwal
Director
Din No:- 01839111

Anusuya Devi Agarwal

Anusuya Devi Agarwal
Director
Din No:- 02198426