113th ANNUAL REPORT 2021-22

1908-2008

WALCHANDNAGAR

A Tradition of Engineering Excellence

WALCHANDNAGAR INDUSTRIES LIMITED

SETH WALCHAND HIRACHAND

Seth Walchand Hirachand's life was truly a triumph of persistence over adversity.

Sardar Vallabhbhai Patel

Board of Directors

Chakor L. Doshi
Chairman

Dilip J. Thakkar
Director

Dr. Anil Kakodkar
Director

Rupal Vora
Director

G. K. Pillai
Director
(upto March 29, 2022)

Jayesh Dadia
Director
(appointment w.e.f. May 30, 2022)

G. S. Agrawal
Whole Time Director & Company Secretary
(appointment w.e.f. August 02, 2022)

Chakor L. Doshi
Managing Director & CEO

Corporate Information

Registered Office

Walchandnagar Industries Ltd.
3, Walchand Terraces,
Tardeo Road,
Mumbai - 400 034
Tel. No. (022) 23612195/96/97

Pune Office

Walchandnagar Industries Limited
Siddharth Towers,
Building No. 1, 9th Floor,
S.No.12/3-B, G. A. Kulkarni Path,
Kothrud, Pune - 411 038, Maharashtra, India.
Phone : (020) 3025 2400
E-mail : investors@walchand.com

Factories

Walchandnagar, Dist. Pune, Maharashtra
Satara Road, Dist. Satara, Maharashtra
Attikola, Dharwad, Karnataka.

Compliance Officer

G. S. Agrawal
Whole Time Director and Company Secretary

Registrar & Share Transfer Agents

M/s. Link Intime India Pvt. Ltd.
C 101, 247 Park, L B S Marg,
Vikhroli (West), Mumbai 400 083.
Ph. No.: (022) 49186270
Fax No.: (022) 49186060

Auditors

M/s. Jayesh Sanghrajka & Co. LLP.
Chartered Accountants

Principal Bankers

State Bank of India
Bank of India

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LETTER FROM THE CHAIRMAN

Dear Shareholders,

It is my pleasure to welcome you all to the 113th Annual General Meeting and present the Annual Report of your company. The year under consideration covers the period April 2021 to March 2022.

My sincere wishes that each of you is safe and well. This last year was spent in the fight against the pandemic, followed by a recovery and resurrection with renewed hope & fresh goals. We saw positive signs of global economic recovery, as the impact of the pandemic subsided.

Our leadership team came together and ensured customer satisfaction. Our cross-functional teams have brought the best of all our capabilities together by working in unison, to support and drive the strategic initiatives within the Organization. It is through the efforts of our dedicated employees that we could maintain our revenues amidst the turmoil of the second & third wave of the pandemic. WIL is confident to continue and grow with this momentum & have much-improved performances in the next few fiscal years. For me, it is a matter of pride to see the commitment and dedication that our employees displayed during this year to serve our customers.

Even during an affected year such as 2021-22, your Company was successful in booking orders to end the year with a healthy order book of INR 668 Cr. In addition, our Nuclear business has nearly finalized approximately INR 130 Cr of orders with NPCIL towards the end of FY 2021-22 & is expecting orders of other critical equipment for fleet mode Nuclear reactors in the first half of FY 22-23. As I look ahead, I am more optimistic than ever of the enormous opportunity ahead of us. Considering the Indian economic projections, WIL is well poised to book orders of higher profitability in its diversified sectors.

We continue to be active in multiple Industrial sectors including our strategic Government businesses & our product businesses, and are exploring penetration in new areas such as Green Energy, Hydrogen, and Chemical industries. We also continue to work on next generation materials, including studies on Composites. Our initiatives in digitization have been enabling us to lay the foundation for smart systems. WIL will leverage process automation, strong leadership & HR development for effective delivery of key orders to enhance customer satisfaction.

The war in Ukraine that started in February 2022 has triggered a costly humanitarian and economic crisis which is projected to result in a significant slowdown in global growth in FY 2022-23 and add to inflation across the globe. In spite of this, the Indian economy is expected to grow by 8.2% in FY 2022-23 & 7.1% in 2023-24 making it the fastest growing major economy in the world. Healthy foreign exchange reserves, sustained foreign direct investment, and rising export earnings are all very positive signs for the Indian economy and your Company.

I am extremely sad to announce that Mr. Dilip J. Thakkar, Director of the Company having decades of association with the Company will not be able to continue with us as director after the conclusion of the forth coming Annual General meeting since his second term as Independent Director will conclude on the date of the AGM as per the provisions of the Companies act, 2013. I on my behalf and on behalf of other Directors on the board and Shareholders of the Company would like to convey our appreciation to Mr. Dilip J. Thakkar for all the support and Guidance given by him to the board in his long association with the company.

I am extremely grateful to our customers, the entire WIL team, our Board Members, shareholders and all well-wishers, who have supported us with their trust and support through this year. I look forward to continued support & co-operation, as we take on future new challenges.

Thank You,

Chakor L. Doshi

Chairman

NOTICE

Notice is hereby given that the 113th Annual General Meeting of the members of Walchandnagar Industries Limited will be held on Wednesday, September 28, 2022 at 4.00 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company as at March 31, 2022 together with the Reports of Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Chakor L. Doshi (DIN: 00210949) Director, who retires by rotation at 113th Annual General Meeting and, being eligible, offers himself for re-appointment.

3. To consider the Re-appointment of Statutory Auditors of the Company and fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Company's (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) M/s. Jayesh Sanghrajka & Co. LLP, Chartered Accountants, Mumbai (Registration No. FRN 104184W), the retiring statutory Auditors of the Company be and are hereby reappointed as Statutory Auditors, in terms of the provisions of Section 141 of the Companies Act, 2013 and the Rules, as the Statutory Auditors of the Company to hold office for a second term of five years commencing from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 118th Annual General Meeting on such remuneration plus GST, out of pocket expenses etc. as may be fixed by the Board of Directors of the Company."

Special Business:

4. To authorize to renew the consultancy contract with Mr. Chakor L. Doshi and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 188, Section 197 and all other applicable provisions if any, of the Companies Act, 2013 and pursuant to the Rules notified there under, consent of the Members of the Company be and is hereby accorded to Mr. Chakor L. Doshi, Chairman of the Company and a relative of Mr. Chirag C. Doshi, Managing Director & CEO of the Company, to continue to provide professional services as Advisor / Consultant to the Company for an additional period of two years from 1st May, 2022 to 30th April, 2024 on payment of consultancy fees of Rs. 80,000/- per day of services rendered plus GST as applicable, expenses on travelling, conveyance, lodging and boarding, reimbursement of incidental and out of pocket expenses, and permitted foreign exchange allowance and expenses in case of any assignment abroad.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to extend the aforesaid Consultancy Contract for a further period of 2 years after 30th April, 2024 on such terms as the Board of Directors deem fit, without any further approval of the Members for such extension.

   RESOLVED FURTHER THAT Mr. G. S. Agrawal, Whole Time Director & Company Secretary be and is hereby authorized to file necessary forms with Registrar of Companies and to do all such act, deed and things as may be considered necessary to give effect to above resolution."

5. To appoint Mr. Jayesh Dadia (DIN:0053633), as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "**RESOLVED** THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Jayesh Dadia (DIN:00053633), who was appointed as an Additional Director (Independent and Non-Executive) of the Company with effect from 30th May, 2022 under section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting of the Company, and who qualifies for being appointed as an Independent Director and being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 30th May, 2022 to 29th May, 2027.

   RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

   "**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the Company

hereby ratifies and confirms the remuneration of Rs. 3,00,000 (Rupees Three Lacs Only) per annum plus GST as applicable and reimbursement of actual travel and out-of-pocket expenses to M/s. S. R. Bhargave & Co., Cost Accountant, Pune (Regn. No.000218) the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending March 2023.

RESOLVED FURTHER THAT Mr. G. S. Agrawal, Whole Time Director & Company Secretary be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To appoint Mr. Giriraj Sharan Agrawal (DIN:00404340), as an Whole Time Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment thereto or re-enactment thereof for the time being in force), and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Giriraj Sharan Agrawal (DIN :00404340) as Whole Time Director of the Company, with the designation as Whole Time Director & Company Secretary for a term of three years commencing from August 02, 2022, on the terms and conditions, including remuneration, as per the details provided in the Explanatory Statement to Item No. 7 of this Notice convening the Annual General Meeting with liberty to the Board of Directors of the Company ("the Board") to alter and vary the terms and conditions thereof in such manner as may be agreed to between the Board and Mr. Giriraj Sharan Agrawal, subject to applicable provisions of the Companies Act, or any amendment thereto or any re-enactment thereof.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during his tenure as the Whole Time Director, Mr. Giriraj Sharan Agrawal be paid the aforesaid remuneration as minimum remuneration for that year.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Chirag C. Doshi, Managing Director & CEO of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable."

8. To consider and approve material related party transaction of subrogated debt owed by the company to the promoters / promoters group and if thought fit, to pass with or without modification (s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013, Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of law and pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the members do hereby accord their approval to the material related party transaction of the amounts aggregating to Rs. 54,18,60,598/-, being subrogated debt ("**Subrogated Debt**") owed by the Company to Shri. Chakor L. Doshi, Shri. Chirag C. Doshi, Smt. Champa C. Doshi, Walchand Kamdhenu Commercials Private Limited, and Walchand Great Achievers Private Limited ("**Promoters / Promoters Group**") pursuant to invocation and sale of shares of the Company pledged by the Promoters / Promoters Group as security in relation to loans availed by the Company, as per details given below:

Sl. No#	Name of Promoter/ Promoter Group	Number of Pledged Shares sold	Debt owed to the Promoter/Promoter Group (Amount in Rs.)
1.	Shri. Chakor L. Doshi	49,250	36,49,627.18/-
2.	Shri. Chirag C. Doshi	14,000	10,37,457.47/-
3.	Smt. Champa C. Doshi	10,350	7,66,977.49/-
4.	Walchand Kamdhenu Commercials Private Limited	45,24,119	22,72,02,196.47/-
5.	Walchand Great Achievers Private Limited	49,12,199	30,92,04,339.39/-
Total		**95,09,918**	**54,18,60,598.00/-**

RESOLVED FURTHER THAT the Company may repay the Subordinated Debt to the Promoters / Promoters Group by payment of cash or by way of issuance of equity shares, share warrants or other securities of corresponding value, in accordance with the provisions of the Companies Act, 2013 and applicable SEBI regulations.

RESOLVED FURTHER THAT Mr. Chirag C. Doshi, Managing Director & CEO and Mr. G. S. Agrawal, Whole-Time Director & Company Secretary of the Company, be and are hereby authorized to do all such acts and deeds as may be necessary to give effect to the above resolution for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board

in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

9. To consider and approve issue of Equity Shares on Preferential Basis and if thought fit, to pass with or without modification (s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 23 (1) (b), 42, 62 (1) (c) and all other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the guidelines, rules and regulations of the Securities and Exchange Board of India including the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended up to date (the **"SEBI (ICDR) Regulations"**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended up to date (the **"SEBI LODR Regulations"**), and subject to other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued thereunder, if any, from time to time, by the Ministry of Corporate affairs, the Securities and Exchange Board of India **("SEBI")** and/ or any other competent authorities (hereinafter referred to as Applicable Regulatory Authorities) to the extent applicable, the Listing Agreements entered in to by the Company with the stock exchanges where the shares of the Company are listed **("Stock Exchanges")**, and subject to necessary approval(s), consent(s), sanction(s), permission(s), if any, of appropriate statutory / regulatory and / or other authorities, institutions, bodies and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approval(s) / sanction(s) / permission(s) and / or consents, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as **"the Board"** which term shall be deemed to include any committee(s), which the Board may have constituted or hereinafter constitute to exercise its powers, including the powers conferred on the Board by this resolution or any person authorized by the Board or its committees for such purpose), consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot by way of preferential issue from time to time, in one or more tranches, up to 46,00,000 (Forty Six Lakhs) fully paid-up equity shares of face value of Rs. 2/- (Rupees Two) each of the Company ("**Equity Shares**") to the Promoters/Promoters Group Entities towards conversion/ appropriation of part of the debt owed by the Company to the Promoters/ Promoter Group Entities amounting to Rs. 27,60,00,000 (Rupees Twenty Seven crores Sixty Lakhs only) and up to 32,10,000 (Thirty Two Lakhs Ten Thousand) Equity Shares to Assets Care & Reconstruction Enterprise Limited (acting in its capacity as Trustee of ACRE-120-Trust) ("**ACRE**"), an Asset Reconstruction Company registered under section 3 of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2022 and a Financial Institution within the meaning of sub clause (i-a) of clause (h) of Section 2 of the Recovery of Debts due to Banks and Financial Institutions Act, 1993 (acting as Trustee of ACRE-120-Trust) (collectively, the "**Proposed Allottees**"), towards conversion/appropriation of part of its existing debt amounting to Rs. 19,26,00,000/- (Rupees Nineteen crores Twenty Six Lacs only), at price of Rs. 60/- per equity share (including a premium of Rs. 58/- per equity share), or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI (ICDR) Regulations and other applicable laws, as more particularly set out below.

Sl. No#	Name of the Proposed Allottees	Category	Maximum Number of Equity shares proposed to be allotted
1.	Shri. Chakor L. Doshi	Promoter	60,800
2.	Shri. Chirag C. Doshi	Promoter Group	17,290
3.	Smt. Champa C. Doshi	Promoter	12,750
4.	Walchand Great Achievers Private Limited	Promoter Group	45,09,160
5.	Assets Care & Reconstruction Enterprise Limited (acting in its capacity as trustee of ACRE-120-Trust)	Non-Promoter	32,10,000
Total			**78,10,000**

RESOLVED FURTHER THAT the offer, issue and allotment of the above mentioned preferential issue of Equity Shares of the Company shall be subject to the following terms and conditions:

a) the Relevant Date pursuant to Regulation 161 of the SEBI (ICDR) Regulations in relation to the above mentioned preferential issue of Equity Shares is hereby fixed as Monday, August 29, 2022 being the date 30 days prior to the date of Annual General Meeting of the Company i.e. Wednesday, September 28, 2022;

b) the requirement of bringing in 100% of the consideration towards allotment of the Equity Shares on or before the date of allotment from the respective bank accounts of the Proposed Allottees in accordance with Regulation 169 of the SEBI (ICDR) Regulations shall not apply since the proposed allotment is by conversion/appropriation of existing debt owed by the Company to the Proposed Allottees and hence opening of a separate bank account is not required;

c) the Equity Shares proposed to be issued and allotted pursuant to this resolution shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

d) the Equity shares allotted pursuant to the allotment shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations and be listed on the Stock Exchanges subject to receipt of necessary permission(s), sanction(s) and approval(s).

e) the Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members. Provided that, where the allotment of Equity Shares is subject to receipt of any approval(s) or permission(s) of any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission;

RESOLVED FURTHER THAT a copy of the valuation report obtained from Mr. Dilipkumar Shah, Registered Valuer setting out the valuation of the equity shares of the Company, obtained pursuant to Regulation 166A read with Regulation 164A of the SEBI (ICDR) Regulations, be and is hereby taken on record.

RESOLVED FURTHER THAT pursuant to Regulation 163(2) of the SEBI (ICDR) Regulations, a copy of the certificate from Mr. V. N. Deodhar, being the Practicing Company Secretary of the Company, certifying that the preferential issue of Equity Shares to the Proposed Allottees is being made in in accordance with the requirements of the SEBI (ICDR) Regulations, be and is hereby taken on record.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name(s) of the proposed allottee(s) be recorded for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in form no. PAS-4 together with an application form be issued to the proposed allottee(s) inviting them to subscribe to the Equity Shares.

RESOLVED FURTHER THAT Mr. Chirag C. Doshi, Managing Director & CEO or Mr. G. S. Agrawal, Whole Time Director & Company Secretary of the Company be and are hereby severally authorized to decide and approve other terms and conditions, if any, of the above mentioned preferential issue and shall also be entitled to vary, alter or modify any of the terms and conditions, including size of the issue as it may deem fit, subject to the compliance with the applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT subject to receipt of such approvals as may be required under applicable law, including in-principle approval from the Stock Exchanges where shares of the Company are listed, and subject to receipt of the consent of the members of the Company for the issuance of the aforesaid Equity Shares on a preferential basis, Mr. Chirag C. Doshi, Managing Director & CEO or Mr. G. S. Agrawal, Whole Time Director & Company Secretary of the Company be and are hereby authorized to make an offer to the Proposed Allottees through private placement offer letter in Form PAS-4 as prescribed under the Act and to sign and issue the said offer documents, to decide the date of opening and closing of the issue, the date of circulation and the number of days for which the offer will remain open.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, complete record of the private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the aforesaid Equity Shares.

RESOLVED FURTHER THAT Mr. Chirag C. Doshi, Managing Director & CEO or Mr. G. S. Agrawal, Whole Time Director & Company Secretary of the Company be and are hereby severally authorized to take necessary steps for listing of the above mentioned Equity Shares on Stock Exchange(s) where shares of the Company are listed as per the terms and conditions of the SEBI LODR Regulations and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing and also to take necessary steps for the admission of such Equity Shares with the depositories i.e. NSDL and CDSL and for the credit of same to the respective demat accounts of the proposed allottees.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board hereby authorize Mr. Chirag C. Doshi, Managing Director & CEO or Mr. G. S. Agrawal, Whole Time Director & Company Secretary of the Company to take such steps and to do all such acts, deeds, matters and things, including without limitation, issuing clarifications on the offer, making any application etc. to the concerned regulatory authorities for issue and allotment of Equity Shares, to execute necessary documents and enter into

contracts, arrangements etc. (including for appointment of agencies, intermediaries), if required and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the Members of the Company or otherwise and that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Committee of Directors or Mr. Chirag C. Doshi, Managing Director & CEO or Mr. G. S. Agrawal, Whole Time Director & Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc as may be necessary to give effect to the aforesaid resolution and give such directions/instructions as may be necessary to settle any question, difficulty or doubt that may arise in regard to offer, issue, allotment and listing of the Equity Shares."

RESOLVED FURTHER THAT the copies of the resolution certified to be true by any one of Mr. Chirag C. Doshi, Managing Director & CEO or Mr. G. S. Agrawal, Whole Time Director & Company Secretary be furnished to such person as may be required and they may be requested to act thereupon.

By order of the Board

G. S. Agrawal
Whole Time Director & Company Secretary

Registered Office:
3, Walchand Terraces
Tardeo Road
Mumbai 400 034
Date: August 29, 2022
CIN: L74999MH1908PLC000291
Tel: 022 – 23612195/96/97
E-mail: investors@walchand.com
Website: www.walchand.com

Notes:

a) In view of COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, January 13, 2021 and May 5, 2022 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

b) The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("Act"), relating to the Special Business under Item No. 4 to 9 mentioned above is annexed hereto.

c) Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

d) The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

e) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

f) Members holding shares in Dematerialized Form are requested to intimate immediately any change in their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to M/s. Link Intime India Private Limited (LIIPL) in case the shares are held by them in physical form.

g) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/ RTAMB/ CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Link Intime India Private Limited ("LIIPL") for assistance in this regard.

h) Members may please note that SEBI vide its Circular No. SEBI/ HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company's Registrar and Transfer Agents, LinkIntime India Private Limited ("LIIPL") at https://www.linkintime.co.in/. It may be noted that any service request can be processed only after the folio is KYC Compliant.

i) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

j) Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of the shares and the dividend transferred to the IEPF on the website of the Company (www.walchand.com).

k) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number

(PAN) by every participant in the securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.

l) 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.walchand.com. The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL at https://www.evoting.nsdl.com (agency for providing the Remote e-Voting facility).

m) The Company has engaged the services of National Securities Depository Limited (NSDL) as the authorized agency for conducting of the e-AGM and providing e-voting facility.

n) The attendance of the Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

o) SEBI vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, with a view to protect the interest of the shareholders, has mandated to all the members who holds securities of the company in physical form, to furnish to the company/ its registrar and transfer agent, the details of their valid PAN and bank account. To support the SEBI's initiative, the Members are requested to furnish the details of PAN and bank account to the Registrar, Link Intime India Private Ltd. / the Company, duly quoting their Folio number at the earliest.

p) The letter and E-communication Registration Form is available on the website of the Company viz. www.walchand.com.

q) As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to LIIPL in case the shares are held in physical form.

r) Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Share Transfer Agent of the Company for consolidation of the folios.

s) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

t) Relevant documents referred to in the accompanying Notice calling the AGM are available for inspection through electronic mode up to the date of the AGM. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, upon request will be available electronically for inspection by the members during the AGM. The certificate from the Statutory Auditors of the Company confirming the compliance of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 with respect to the Company's Employees Stock Option Scheme Plans will be available for inspection through electronic mode. Members seeking to inspect such documents can send an email to investors@walchand.com.

u) Mr. Chakor L. Doshi (DIN: 00210949) Director of the Company retire by rotation at the 113th Annual General Meeting and being eligible offer himself for re-appointment.

The brief resume, nature of his expertise in specific functional areas, disclosure of relationships between Directors inter-se, Directorships and Memberships of Committees of the Board of Listed entities and shareholding of Non-Executive Directors, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out in this Notice as **Annexure 'A'**.

v) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

w) Instructions for attending the e-AGM and e-voting are as follows:

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

The remote e-voting period begins on Sunday, September 25, 2022 at 09:00 A.M. and ends on Tuesday, September 27, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. September 21, 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 21, 2022.

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

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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

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

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

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

   c) How to retrieve your 'initial password'?

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

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

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

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

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

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

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

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

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

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

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

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

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

2. Select "EVEN" of company for which you wish to cast

your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/ OAVM" link placed under "Join General Meeting".

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

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

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vndeodhar@gmail.com with a copy marked to evoting@nsdl.co.in.

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

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager at evoting@ nsdl.co.in

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

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

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

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

4. In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting

system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name.

2. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

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

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

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

6. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at least 10 (Ten) days before the meeting i.e. on or before Sunday, September 18, 2022 through email on investors@walchand.com. The same will be replied by the company suitably.

Other Instructions:

(i) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

(ii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.walchand.com and on the website of NSDL https://www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.

ITEM NO. 4

The Members of the Company, in the AGM held on August 14, 2018 had accorded, by Special Resolution, their consent to Mr. Chakor L. Doshi, Chairman of the Company and a relative of Mr. Chirag C. Doshi, to continue to provide professional services as Advisor / Consultant to the Company for an additional period of 2 years from 1st May, 2018 to 30th April, 2020, on payment of Rs. 80,000/- per day as Consultancy Fee plus expenses on travelling, lodging and boarding & reimbursement of incidental and out of pocket expenses, reimbursement of GST , as applicable and permitted foreign exchange allowance and expenses in case of any assignments abroad. Vide the said Special Resolution, the Board was further authorised to extend the said consultancy period for additional two years, and pursuant to such authorization to the Board, such extension was approved by the Board in their meeting held on May 30, 2020. Hence, the approval of the Shareholders was valid up to April 30, 2022.

Now as per the provisions of Section 197 of the Companies Act, 2013, the Nomination and Remuneration Committee has expressed opinion in their meeting held on May 30, 2022 that Mr. Chakor L. Doshi possesses the necessary qualification to render professional consultancy services. As per the provisions of Section 188 of the Companies Act, 2013, the Audit Committee of the Board of Directors of the Company also approved the renewal of Consultancy Contract with Mr. Chakor L. Doshi at the existing professional fees of Rs. 80,000/- per day for next two years, with power to the Board to extend the period of consultancy contract by further two years, subject to approval of Members. As per the approval of the Audit Committee and recommendation of Nomination and Remuneration Committee, the Board of Directors approved the proposal, subject to the approval of the Shareholders, for renewal of Consultancy Contract with Mr. Chakor L. Doshi.

The details of the transaction as per LODR Regulations are as given below:

Sr. No.	Description	Particulars
A.	**Summary of information provided to the Audit Committee**	
1.	Name of the related party	Mr. Chakor L. Doshi
2.	Nature of relationship [including nature of its interest (financial or otherwise)]	A director or his relative.
3.	Type of the proposed transaction	Contract to render professional consultancy services
4.	Nature, duration/tenure, material terms, monetary value and particulars of contract/ arrangement	Contract to render professional consultancy services; Consultancy fees of Rs. 80,000 per day of service rendered (i.e. same rate as approved during the last contract period from 1st May, 2018 to 30th April, 2022), Period of Consultancy contract 2 years, with power to the Board to extend the contract by further 2 years on such terms as it may deem fit.
5.	Particulars of the proposed transaction	Same as Point No. 3.
6.	Tenure of the transaction	Period of Consultancy contract 2 years, with power to the Board to extend the contract by further 2 years on such terms as it may deem fit.
7.	Value of the proposed transaction	Rs. 80,000 per day of service rendered
8.	Justification as to why the RPT is in the interest of the Company	Mr. Chakor L. Doshi has been providing professional Consultancy services to the Company since 1994, with the approval of the Board/ Members of the Company as per the provisions of the Companies Act, 1956. Previously Central Government, and now the Nomination & Remuneration Committee have expressed an opinion, as required under relevant provisions, that Mr. Chakor L. Doshi possesses the requisite qualification to render consultancy services. Members are informed that during the period May 01, 2020 to April 30, 2022 Chairman has not raised any bill for consultancy fee and hence no consultancy fee is paid to him. However, the actual expenses incurred by the Chairman on behalf of the Company and for Company's business during this period if any were paid by the Company.

9.	Details of the valuation report or external party report (if any)	Not Applicable.
10.	Percentage of Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Not Applicable
11.	Additional disclosures required to be made in case of loans, inter-corporate deposits, advances or investments made or given	Not Applicable.
B.	**Other information in relation to the related party transaction**	
1.	Summary of the information provided to the audit committee	Please see Part A above.
2.	Justification for why the proposed transaction is in the interest of the Company	Please see sr. no. 8 of Part A above.
3.	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable.
4.	Details of the valuation report or external party report (if any) enclosed with the Notice	Not Applicable.
5	Percentage of the Company's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Please see sr. no. 10 of Part A above.
6.	Name of the Director or Key Managerial Personnel, who is related	Chirag C. Doshi

The Nomination & Remuneration Committee has recommended, the Audit Committee and the Board of Directors have approved the renewal of consultancy contract with Mr. Chakor L. Doshi, subject to approval of Members.

Hence, the Board of Directors recommends passing of the resolution mentioned at item No. 4 in the notice.

None of the Directors, key managerial personnel except Mr. Chakor L. Doshi and Mr. Chirag C. Doshi are deemed to be concerned or interested, financially or otherwise in the proposed special resolution.

ITEM NO. 5

The Board of Directors on the recommendation of the Nomination & Remuneration Committee appointed Mr. Jayesh Dadia as an Additional Director of the Company w.e.f. 30-05-2022, pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Article 133 of Articles of Association of the Company. Mr. Jayesh Dadia holds the office as Additional Director up to the date of this Annual General Meeting. The Board of Directors on the recommendation of Nomination & Remuneration Committee has also appointed Mr. Jayesh Dadia as Non-Executive Independent Director of the company for the first term of 5 years from 30th May, 2022 to 29th May, 2027 subject to the approval of Shareholders. A brief resume of Mr. Jayesh Dadia, details of his qualifications and experience and names of the Companies in which he holds Directorships and Memberships/Chairmanships of Board/ Committees, is provided in the Notice forming part of the Annual Report. Considering his vast experience in Finance, International/ National Taxation and Advisory Field, the Board of Directors considers it desirable that the Company should avail the benefit of his services as a Director of the Company and accordingly recommends the resolution as set out in Item No. 5 of the Notice for his appointment as a Non-Executive Independent Director not liable to retire by rotation for the approval of the shareholders. Mr. Jayesh Dadia is interested in the resolution as it relates to his appointment. None of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the said Resolution.

ITEM NO. 6

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of M/s. S. R. Bhagave & Co., Cost Accountant, Pune (Regn. No. 000218),

as Cost Auditors for conducting cost audit of the cost records of the Company for the Financial Year ending March 2023, at a remuneration of Rs. 3,00,000/- (Rupees Three Lakhs Only) per annum plus GST as applicable and reimbursement of actual travel and out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item no. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the Audit of the cost records of the Company for the year ended March 31, 2023.

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

ITEM NO. 7

On the recommendation of Nomination and Remuneration Committee, Mr. Giriraj Sharan Agrawal (DIN: 00404340), was appointed as an Additional Director to be designated as Whole Time Director of the Company w.e.f. August 02, 2022 by the Board of Directors.

Pursuant to Regulation 36 (3) of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirement) Regulations, 2015 and Secretarial Standard – 2, Brief details of Mr. Giriraj Sharan Agrawal is as follows:

Mr. Giriraj Sharan Agrawal is a Fellow member of the Institute of Company Secretaries of India and has done Masters in Commerce. He is having Experience of more than 3 decades at senior positions in various Private Sector Organizations. He has knowledge and Experience in Company Secretarial, Legal, Taxation and Finance Functions. Currently he is working with the company as Vice president (Legal & Taxation) & Company Secretary since 2009. He is also associated as Director in Private Limited Company.

The Board is of the view that Mr. Giriraj Sharan Agrawal's appointment as Whole Time Director & Company Secretary will be in the best interest of the Company and recommending his appointment.

The remuneration payable to Mr. G. S. Agrawal shall be determined by the Board or Managing Director & CEO from time to time within the maximum limits set forth under the applicable provisions of the Act and as per the Remuneration Policy of the Company. The proposed Remuneration is as follows:

a) Salary:

Up to Rs. 4,00,000/- (Rupees Four Lakhs only) per month.

b) Performance Linked Remuneration:

Upto Rs. 6,00,000/-(Rupess Six Lakhs only) Per Annum

c) Perquisites:

Mr. Giriraj Sharan Agrawal shall be entitled to furnished / non-furnished accommodation, medical reimbursement, personal accident insurance, Mediclaim policy, company maintained car with Driver, Cell Phone and such other perquisites in accordance with the Company's rules, the monetary value of such perquisites, as applicable, to be determined in accordance with the Income-tax Rules, 1962.

d) Gratuity payment as per Company's rules and encashment of leave at the end of his tenure shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.

e) Leave Travel Concession for self and family once in a year to any destination in India up to One month Salary.

f) Participation in stock option scheme of Walchandnagar Industries Limited as may be approved by NRC.

g) In the event of absence or inadequacy of profits in any financial year, Mr. Giriraj Sharan Agrawal will be paid the aforesaid remuneration and perquisites as minimum remuneration for that year.

h) The Board shall have the discretion and authority to modify the foregoing terms of remuneration within, however, the parameters of the applicable provisions of the Companies Act, 2013.

i) Mr. Giriraj Sharan Agrawal shall be entitled to leave in accordance with the rules of the Company for the time being in force and applicable to senior executives of the Company.

j) Mr. Giriraj Sharan Agrawal shall also be entitled to be reimbursed the travelling and entertainment expenses actually and properly incurred by him for business travel for the Company subject to approval by the Managing Director & CEO.

k) Mr. Giriraj Sharan Agrawal's appointment is for a period of three years which may be determined at any time by three months' advance notice in writing in that regard without the necessity of showing any cause, or in the case of the Company, by payment of three months' salary as compensation in lieu of such notice.

l) Upon termination, Mr. Giriraj Sharan Agrawal cease to be a Director of the Company.

m) Mr. Giriraj Sharan Agrawal has furnished to the Company

i. Consent to act as Director in DIR-2 pursuant to Rule 8 of Companies (Appointment and qualification of Directors) Rules, 2014 and

ii. Declaration of Non disqualification in DIR 8 pursuant to Section 164 of the Act.

Except Mr. Giriraj Sharan Agrawal, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out in Item 7 of this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval of the shareholders.

ITEM NO. 8

The Company had entered into an amended and restated facility agreement dated 4th September, 2017 with KKR India Financial Services Private Limited ("KIFSPL") and the Vistra ITCL (India Limited) (acting as Security Trustee) ("Trustee"), as amended from time to time ("Facility Agreement"), pursuant to which the Company availed a loan of an amount of Rs. 186,00,00,000 (Indian Rupees One Hundred and Eighty Six Crores only) ("Facility Agreement") from the KIFSPL. Simultaneously, the Company had entered into an amended and restated mortgage cum debenture trust deed dated 4th September, 2017 with the Trustee, as amended from time to time ("Deed"), pursuant to which the Company availed a loan of Rs. 57,00,00,000 (Indian Rupees Fifty Seven Crores) from KKR India Debt Opportunities Fund II ("KKR Fund") by issuance of non-convertible debentures. KIFSPL and the KKR Fund are hereinafter collectively referred to as "Lender".

Shri. Chakor L. Doshi, Shri. Chirag C. Doshi, Smt. Champa C. Doshi, Chakor L. Doshi HUF, Walchand Kamdhenu Commercials Private Limited, Walchand Great Achievers Private Limited, Walchand Chiranika Trading Private Limited, Rodin Holdings Inc. and Olsson Holdings Inc., all of whom are promoters of the Company and/ or constitute the promoter group of the Company had entered into an amended and restated pledge agreement on 4th September, 2017, as amended from time to time ("Pledge Agreement") pursuant to which the promoters pledged an aggregate of 2,05,52,203 (two crore five lakh fifty two thousand two hundred and three) equity shares of the Company in favour of the Trustee to secure the Company's debt availed under the Deed and the Facility Agreement.

Pursuant to a payment default by the Company under the Deed and the Facility Agreement (including pursuant to acceleration of the aforesaid loan repayments), the Trustee, acting on behalf of the Lender, exercised its right of invocation of pledge under the Pledge Agreement and sold 95,09,918 (ninety five lakh nine thousand nine hundred and eighteen) equity shares of the Company pledged by Shri. Chakor L. Doshi, Shri. Chirag C. Doshi, Smt. Champa C. Doshi, Walchand Kamdhenu Commercials Private Limited, and Walchand Great Achievers Private Limited ("Promoters / Promoters Group") and realised an aggregate amount of Rs. 54,18,60,598 (Indian Rupees Fifty Four Crores Eighteen Lakhs Sixty Thousand Five Hundred and Ninety Eight) from the sale.

As per clause 2.1 of the Pledge Agreement, the promoters had undertaken to guarantee the payment of debt to the Lender by pledge of shares in case of failure by the Company. Consequently, the Promoters / Promoters Group became guarantors/ sureties to that extent in favour of the Company with respect to the debt.

Prior to invoking the pledge, the Trustee acting on behalf of the lenders issued notices of invocation of guarantee on all the promoters under the Pledge Agreement in view of pledge of shares. All the aforesaid notices demanded the accelerated amount as a guaranteed obligation of the pledgers in view of pledge of shares.

The extent of the amount realised by the Lender through Trustee against the sale of the pledged shares of the respective Promoters / Promoters Group is as follows:

Sl. No	Name of Promoter/ Promoter Group	Number of Pledged Shares sold	Debt owed to the Promoter/Promoter Group (Amount in Rs.)
1.	Shri. Chakor L. Doshi	49,250	36,49,627.18/-
2.	Shri. Chirag C. Doshi	14,000	10,37,457.47/-
3.	Smt. Champa C. Doshi	10,350	7,66,977.49/-
4.	Walchand Kamdhenu Commercials Private Limited	45,24,119	22,72,02,196.47/-
5.	Walchand Great Achievers Private Limited	49,12,199	30,92,04,339.39/-
Total		**95,09,918**	**54,18,60,598.00/-**

As per the applicable provisions of the Indian Contract Act, 1872, a guarantor/surety is entitled to be subrogated to all the rights of the creditors upon discharge of the guaranteed debt by the surety. By virtue of the fact that the pledge was invoked consequent to the invocation of the guarantee, the debt stood discharged to the extent of amount realised by the Trustee pursuant to sale of the pledged shares. Due to the aforesaid right of subrogation, the Promoters / Promoters Group, by operation of law, are creditors of the Company with respect to the debt so discharged and therefore the said debt is due and payable by the Company to the Promoters / Promoters Group.

The total amount of debt so owed by the Company to the Promoters is Rs. 54,18,60,598/- (Rupees Fifty Four Crores Eighteen Lakhs Sixty Thousand Five Hundred and Ninety Eight) ("Subordinated Debt").

This Subrogated Debt owed by the Company to the Promoters/ Promoters group is a material related party transaction as defined under the provisions of the Companies Act, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations").

The Shareholders are further informed that as per the provisions of Section 177 of the Companies Act, 2013 and all other provisions of the Act, as may be applicable and as per the SEBI (LODR) Regulations

2015, as amended, the Audit Committee in its Meeting held on March 29, 2022 has approved the material related party transaction of Subordinated Debts and the Board of Directors in its meeting held on May 30, 2022 has approved and recommended the Subordinated Debt for approval of the shareholders of the Company.

The Company may repay the Subordinated Debt to the Promoters / Promoters Group in cash or by way of issuance of equity shares, share warrants or other securities of a corresponding value in accordance with the provisions of the Companies Act, 2013 and applicable SEBI regulations.

The details of the transaction as per LODR Regulations are as given below:

Sr. No.	Description	Particulars
A.	**Summary of information provided to the Audit Committee**	
1.	Name of the related party	1. Shri. Chakor L. Doshi 2. Shri. Chirag C. Doshi 3. Smt. Champa C. Doshi 4. Walchand Kamdhenu Commercials Private Limited 5. Walchand Great Achievers Private Limited
2.	Nature of relationship [including nature of its interest (financial or otherwise)]	a director or his relative; a private company in which a director or manager [or his relative] is a member or director.
3.	Type of the proposed transaction	Subrogated debt / loan which can be either repaid in cash or converted into equity shares / warrants as and when decided by the Company.
4.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transaction is of Subrogated debt/Loan. Arrangement is for a duration of period up to 5 Years. Monetary value of transaction with Related Party is of Rs. 54.18 Cr. This will be Interest Free i.e. at NIL rate of Interest.
5.	Particulars of the proposed transaction	Same as Point No. 3.
6.	Tenure of the transaction	Contract/Arrangement for a duration of period up to 5 Years.
7.	Value of the proposed transaction	Rs. 54,18,60,598
8.	Justification as to why the RPT is in the interest of the Company	The amount of loan outstanding by the Company to the Lender stands reduced by the amount of Subrogated Debt and consequently the interest burden of the Company has also reduced.
9.	Details of the valuation report or external party report (if any)	Not Applicable.
10.	Percentage of Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	16.64% of the Turnover of the Company.
11.	Additional disclosures required to be made in case of loans, inter-corporate deposits, advances or investments made or given	Not Applicable.

Sr. No.	Description	Particulars
B.	**Other information in relation to the material related party transaction**	
1.	Summary of the information provided to the audit committee	Please see Part A above.
2.	Justification for why the proposed transaction is in the interest of the Company	Please see Sr. no. 8 of Part A above.
3.	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable.
4.	Details of the valuation report or external party report (if any) enclosed with the Notice	Not Applicable.
5	Percentage of the Company's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Please see Sr. no. 10 of Part A above.
6.	Name of the Director or Key Managerial Personnel, who is related	Chakor L. Doshi Chirag C. Doshi

Hence the Board of Directors recommends passing of the resolution mentioned at Item no. 8 in the notice.

None of the Directors, Key managerial personnel except Mr. Chakor L. Doshi, Chairman and Mr. Chirag C. Doshi, MD & CEO is deemed to be concerned or interested, financially or otherwise in the proposed resolution.

ITEM NO. 9

Pursuant to a payment default by the Company under an amended and restated facility agreement dated 4th September, 2017 entered into by the Company with KKR India Financial Services Private Limited ("**KIFSPL**") and the Vistra ITCL (India) Limited ("**Trustee**") and under an amended and restated mortgage cum debenture trust deed dated 4th September, 2017 entered into by the Company KKR India Debt Opportunities Fund II ("**KKR Fund**") and the Trustee, acting on behalf of KIFSPL and the KKR Fund (collectively, the "**Lender**"), exercised its right of invocation of pledge under an amended and restated pledge agreement dated 4th September, 2017 entered into by the Promoters and the members of the Promoter Group with the Trustee (the "**Pledge Agreement**") and sold 95,09,918 (ninety five lakh nine thousand nine hundred and eighteen) equity shares of the Company pledged by the Promoters/Promoters Group and realized an aggregate amount of Rs. 54,18,60,598 (Rupees Fifty Four Crore Eighteen Lakhs Sixty Thousand Five Hundred and Ninety Eight) from the sale towards their outstanding amount of loan/ NCD.

Prior to invocation of pledge, the Trustee invoked the guarantee given by the Promoters/Promoters Group to the Lender by pledge of shares guaranteeing payment of aforesaid loan/NCD in case of a default by the Company.

Pursuant to the right of subrogation of the Promoters/Promoters Group as guarantors, the Promoters/Promoters Group are entitled under law to claim the right of subrogation to the extent of the amount of loan/NCD that has been discharged pursuant to the invocation of pledge and consequently, the corresponding amount of loan discharged pursuant to the invocation of pledge has been recorded as debt in the Books of the Company as on March 31, 2022 due from the Company to the respective Promoters/members of the Promoters Group ("**Subrogated Debt**").

The Subrogated Debt of the Promoters /Promoters Group was approved in the Audit committee Meeting held on March 29, 2022 and in the Board Meeting held on May 30, 2022 and was decided that the Subrogated Debt will be repaid by allotment of equity shares or warrants as and when the Board decides, subject to the provisions of SEBI Regulations/ Companies Act, 2013.

Pursuant to assignment agreement(s) dated April 13, 2022 and April 18, 2022, the Lender has assigned all its rights, title and interest in relation to the loan given by it to the Company and the NCDs issued to it by the Company to Assets Care & Reconstruction Enterprise Limited (acting in its capacity as trustee of ACRE-120-Trust) **("ACRE")**.

The said parties have entered into a Standstill Agreement dated July 19, 2022 pursuant to which the Parties have agreed upon a standstill period.

The Parties have subsequently entered into an Addendum to the said Standstill Agreement dated July 19, 2022 pursuant to which the Parties have set out the broad terms and conditions governing the proposed restructuring of the amount outstanding under the loan and debentures.

Upon fulfillment of the standstill conditions, the amount outstanding under the loan and debentures will be restructured to a substantially lower amount ("**Restructured Amount**"). The manner of calculation of the Restructured Amount is proposed in the aforesaid Standstill Agreement.

One of the conditions of the Standstill Agreement amongst other conditions precedent for the proposed restructuring to take effect, is the requirement of issuing equity shares of the Company to ACRE, corresponding to 7% of the share capital of the Company by way of part conversion/appropriation of the outstanding debt.

Accordingly, it is proposed to offer, issue and allot:

(i) up to 32,10,000 (Thirty Two Lakhs Ten Thousand) fully paid up Equity Shares having face value of Rs. 2/- (Rupees Two Only) each at price of Rs. 60/- per share (including premium of Rs. 58 per share) to ACRE, towards conversion/appropriation of part of its existing debt amounting to Rs. 19,26,00,000/- (Rupees Nineteen crores Twenty Six Lacs); and

(ii) up to 46,00,000 (Forty Six Lakhs) fully paid up Equity Shares having face value of Rs. 2/- (Rupees Two Only) each at price of Rs. 60/- per share (including premium of Rs. 58 per share) towards conversion/ appropriation of part of debt owed to Promoters/ Promoters Group by the Company amounting to Rs. 276,000,000 (Rupees Twenty Seven crores Sixty Lakhs only)

The Board of Directors of the Company in their meeting held on August 29, 2022 subject to necessary approval(s), has approved inter-alia the issue of the aforesaid equity shares of the Company to ACRE and to the Promoters / Promoters Group Entities.

In terms of the provisions of Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **"SEBI (ICDR) Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **"SEBI (LODR) Regulations"**), as amended from time to time, approval of members of the Company by way of Special Resolution is required to issue securities by way of Private Placement on Preferential Basis.

The Company is otherwise eligible to make Preferential Allotment in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of equity shares the shareholding of the Promoters / Promoters Group and Non-Promoter shall be as per the details given herein below.

The issue price per equity shares has been determined considering the valuation report of the shares of the company dated August 27, 2022 of Mr. Dilipkumar Shah, Registered Valuer, under the SEBI (ICDR) Regulations ("**Registered Valuer Report**")

Further disclosures in relation to the Special Resolution set out in the accompanying Notice are as follows:

1. Particulars of the offer, kind of Securities offered, maximum number of securities to be issued and the Issue Price:

Pursuant to the approval of the Board of Directors and subject to the approval of the members of the Company and such other approvals as may be required, approval for issuing 78,10,000 equity shares having face value of Rs. 2 (Rupees Two only) on preferential basis at price of Rs. 60 per share (including premium of Rs. 58 per share) towards conversion/ appropriation of part of the debt owed to equity shares to Promoters/Promoters Group and Non-Promoter is detailed as follows:

Sl. No	Name of the Proposed Allottees	Category	Maximum Number of Equity shares proposed to be allotted
1.	Shri. Chakor L. Doshi	Promoter	60,800
2.	Shri. Chirag C. Doshi	Promoter Group	17,290
3.	Smt. Champa C. Doshi	Promoter	12,750
4.	Walchand Great Achievers Private Limited	Promoter Group	45,09,160
5.	Assets Care & Reconstruction Enterprise Limited (acting in its capacity as trustee of ACRE-120-Trust)	Non-Promoter	32,10,000
Total			**78,10,000**

The terms and conditions of the Preferential Allotment of the Equity Shares are as stated in the Resolution.

The allotment of equity shares to the proposed allottees is proposed to be made at a price of Rs. 60 each (Rupees Sixty only) considering the pricing criteria mentioned in Chapter V of SEBI ICDR Regulations, Registered Valuer Report and the Pricing certificate obtained in terms of SEBI ICDR Regulations.

2. Objects of the Preferential Allotment:

The object is to repay part of the Subrogated Debt of the Promoters / Promoters Group of an amount of Rs. 27,60,00,000/- (Rupees Twenty Seven Crores Sixty Lakhs only) and to repay part of the debt owed to ACRE of an amount of Rs. 19,26,00,000/- (Rupees Nineteen Crores Twenty six Lakhs only), by issuing equity shares of the Company to the Promoters / Promoters Group and ACRE by attributing/ appropriating such debt towards consideration for the equity shares of the Company.

3. Relevant Date:

The 'Relevant Date' as per Chapter V of the SEBI ICDR Regulations for determining the issue price of the equity shares shall be August 29, 2022 being the date which is 30 days prior to the date of this Annual General Meeting i.e. Wednesday, September 28, 2022.

4. Basis on which the price has been arrived at and justification for the price (including premium, if any.)

The Equity Shares of Company are listed on Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited and are frequently traded in accordance with the SEBI (ICDR) Regulations. For the purpose of computation of the price for each Equity Share, trading volumes at NSE for the period set out below has been accordingly considered.

The Valuation Report of Shares of the Company dated August 27, 2022 of Mr. Dilipkumar Shah, Registered Valuer has also been considered.

a) The volume weighted average price of the Equity Shares of the Company quoted on the NSE, during the Ninety (90) Trading Days preceding the Relevant Date, i.e. Rs. 56.83 (Rupees Fifty Six and Eighty Three paise only) per Equity Share; or

b) The volume weighted average price of the Equity Shares of the Company quoted on the NSE, during the Ten (10) Trading Days preceding the Relevant Date, i.e. Rs. 55.75 (Rupees Fifty Five and Seventy Five Paise only) per Equity Shares.

c) Fair Value as per Valuation Report is Rs. 57/- per equity share of Rs. 2 each as on valuation date August 27, 2022.

In terms of the applicable provisions of the SEBI (ICDR) Regulations the Floor price shall be Rs. 57/- (Rupees Fifty Seven only) being the higher of the above three prices.

The Pricing of the Equity Shares to be allotted on Preferential basis is Rs. 60/- (Rupees Sixty only) per equity share which is not lower than the Floor price determined in accordance with the applicable provisions of SEBI (ICDR) Regulations.

5. Amount which the Company intends to raise by way of such securities:

The proposed Preferential Issue of Equity Shares shall be by conversion / appropriation of the part of debt owed by the Company to the proposed allottees.

6. Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Allotment:

Due to Conversion/appropriation of part of debt into Equity Shares, Promoters / Promoters Group and Non-Promoter intends to subscribe to the proposed preferential issue. None of the other Directors or Key Managerial Personnel of the Company are subscribing to this Preferential Issue.

7. Time frame within which the Preferential Allotment shall be completed:

As required under the SEBI (ICDR) Regulations, the allotment of Equity Shares shall be completed in dematerialized form within a maximum period of 15 days from the passing of this resolution by the Members of the Company. Provided that, where the allotment pursuant to this resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval(s) or permission(s).

8. Name of the proposed allottees, class and percentage of post Preferential Issue capital that may be held by them:

Sr. No.	Name of the Proposed Allottees	Class	Pre-issue Equity holding (As on August 19, 2022)		Post Issue Shareholding	
			No. of Shares	% of Share holding	No. of Shares	% of Share holding
1.	Shri. Chakor L. Doshi	Promoter	0	0	60,800	0.13
2.	Shri. Chirag C. Doshi	Promoter Group	0	0	17,290	0.04
3.	Smt. Champa C. Doshi	Promoter	0	0	12,750	0.03
4.	Walchand Great Achievers Private Limited	Promoter Group	3,47,961	0.91	48,57,121	10.59
5.	Assets Care & Reconstruction Enterprise Limited (acting in its capacity as trustee of ACRE-120-Trust)	Non-Promoter	0	0	32,10,000	7.00

9. Shareholding pattern of the Company before and after the Preferential Allotment:

The shareholding pattern of the Company giving the position as on the latest available BENPOS dated August 19, 2022 being the latest practicable date prior to the approval of Board of Directors of the Company and issuance of notice to the Members of the Company is mentioned as below:

Sr. No.	Category	Pre-issue Equity holding as on date		Post Issue Shareholding After Preferential issue	
		No. of Shares	% of Share Holding	No. of Shares	% of Share Holding
A	**Promoter/Promoter Group**				
	Shri. Chakor L. Doshi	0	0.00	60800	0.13
	Shri. Chirag C. Doshi	0	0.00	17290	0.04
	Smt. Champa C. Doshi	0	0.00	12750	0.03
	Walchand Great Achievers Private Limited	347961	0.91	4857121	10.59
	Other Promoter	11080734	29.11	11080734	24.15
	Total (A)	**11428695**	**30.02**	**16028695**	**34.94**
B	**Public Shareholding**	26641510	69.98	26641510	58.07
	Assets Care & Reconstruction Enterprise Ltd (acting in its capacity as trustee of ACRE-120-Trust)	0	0.00	3210000	7.00
	Total (B)	**26641510**	**69.98**	**29851510**	**65.06**
	Total (A+B)	**38070205**	**100.00**	**45880205**	**100.00**

10. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Allotment:

Sr. No.	Name of the Proposed Allottees	Class Promoter	Pre-issue Equity holding (As on August 19, 2022)		Post Issue Shareholding		Identity of Natural Persons who are the Ultimate Beneficial Owners
			No. of Shares	% of Share holding	No. of Shares	% of Share holding	Kindly refer Note (a)
1.	Walchand Great Achievers Private Limited	Promoter Group	347961	0.91	48,57,121	10.59	Smt. Champa C. Doshi (a)
2.	Assets Care & Reconstruction Enterprise Limited (acting in its capacity as trustee of ACRE-120-Trust)	Non-Promoter	0	0	32,10,000	7.00	(b)

Note:

a) Smt. Champa C. Doshi is the ultimate beneficial owner of Walchand Great Achievers Pvt. Ltd. who holds more than 25% beneficial interest in the company. Except Smt. Champa C. Doshi as stated above, there are no other natural persons that are ultimate beneficial owners that exercise control through ownership or ultimately has a controlling ownership interest of more than 25% of the shares or capital or profits of the Company.

b) There are no other natural persons that are ultimate beneficial owners that exercise control through ownership or ultimately has a controlling ownership interest of more than 25% of the shares or capital or profits of the Company.

11. Change in Control or Management, if any that would occur in the Company Consequent to the Preferential Issue:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the control of the Company as a result of the proposed preferential issue.

12. Justification for offer being made for consideration other than cash together with the valuation report of the Registered Valuer:

N.A.

13. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

N.A.

14. Lock-In Period:

The Equity shares allotted pursuant to the allotment shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations and be listed on the Stock Exchanges subject to receipt of necessary permission(s), sanction(s) and approval(s).

15. Auditors' Certificate:

The certificate from Mr. V. N. Deodhar, being the Practicing Company Secretary of the Company, certifying that the proposed Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be made available for inspection by the Members at the registered office of the company during office hours and also hosted on the website of the Company which can be accessed at the link https://walchand.com/investors/investor-information/.

16. Material terms of the proposed Preferential Issue of the Equity Shares:

The material terms of the proposed preferential issue of the Equity Shares are stipulated in the special resolution as set out at Item No. 9 of this Notice.

17. Other Disclosures:

a) The issue price per equity shares has been determined considering the valuation report of the shares of the company dated August 27, 2022 of Mr. Dilipkumar Shah, Registered Valuer, under the SEBI (ICDR) Regulations ("**Registered Valuer Report**").

b) Neither the Company nor its Directors or Promoters have been declared as wilful defaulter as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

c) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI (ICDR) Regulations.

d) As the Equity Shares have been listed for a period of more than 90 Trading days as on the Relevant Date, the provisions of Regulation 164 (3) of SEBI (ICDR) Regulations governing re-computation of the price of shares shall not be applicable.

e) The proposed allottees have not sold or transferred any Equity Shares during the 90 Trading days preceding the relevant date.

Accordingly, the approval of the Members of the Company is hereby sought by way of special resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot Equity Shares of the Company as specifically described in the resolution set out at Item No. 9 of this Notice.

Issue of the said Equity Shares would be well within the Authorised Share Capital of the Company.

Apart from the Promoters / Promoters Group **("Proposed Allottees")** none of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise in the said resolution, except to the extent of their shareholding, if any, in the Company.

By order of the Board

G. S. Agrawal
Whole Time Director & Company Secretary

Registered Office:
3, Walchand Terraces
Tardeo Road
Mumbai 400 034
Date: August 29, 2022
CIN: L74999MH1908PLC000291
Tel: 022 –23612195/96/97
E-mail: investors@walchand.com
Website: www.walchand.com

Annexure 'A' to Notice

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT IN THE ENSUING ANNUAL GENERAL MEETING

Name of Director	**Mr. Chakor L. Doshi**	**Mr. Jayesh Dadia**	**Mr. Giriraj Sharan Agrawal**
Date of Birth	15.09.1948	23.07.1956	04.12.1959
Date of Appointment	15.05.1979	30.05.2022	02.08.2022
Expertise in specific functional areas	Operations and Management of Large Industries-Industrialist	Extensive knowledge of the Income Tax Act, Companies Act and Audit & Accounting Standards	Company Secretarial, Legal, Taxation and Finance Functions
Qualifications	B. Sc (Mathematics Physics), Bombay University and MS in Operations Research & Industrial Engineering, University of Michigan (USA)	Chartered Accountant	M.Com and Fellow member of the Institute of Company Secretaries Of India.
Shareholding in the Company	Nil	NIL	NIL
Directorship held in other public companies (excluding foreign companies)	Bombay Cycle & Motor Agency Ltd.	NIL	NIL
Membership / Chairmanship of Committees of other public companies(includes only Audit Committee & Stakeholders Relationship Committee)	Nil	NIL	NIL
Disclosure of Relationships between Director inter-se	Mr. Chirag C. Doshi, Managing Director & CEO is son of Mr. Chakor L. Doshi, Chairman. He is not related to any other Director of the Company.	Not Applicable	Not Applicable

DIRECTORS' REPORT

To:
The Members of

Walchandnagar Industries Limited

Your directors take pleasure in presenting the 113th Annual Report on the business and operations of your Company together with the Audited Financial Statements for the year ended March 31, 2022.

1. Financial Results:

The Company's financial performance, for the Year ended March 31, 2022 is summarized below:

	Year ended 31.03.2022 Rs. in Lakhs	Year ended 31.03.2021 Rs. in Lakhs
Income:	**33,188**	35,067
Profit/(Loss) before Depreciation, Interest, Exceptional Item and Exchange currency fluctuations	**5,390**	4,685
Less: Interest	**7063**	7,905
Depreciation	**2,224**	2,297
Profit/(Loss) before Exchange Currency – fluctuations	**(3,897)**	(5,517)
Less: Exchange Currency Fluctuation Loss /(Gain)	**(90)**	208
Profit/(Loss) before Tax	**(3,807)**	(5,724)
Less: Tax (Net)	**-**	-
Profit/(Loss) after Tax	**(3,807)**	**(5,724)**

2. COVID-19:

In the Financial Year 2021-22, spread of second and third wave of COVID-19 has severely impacted the economy around the globe. We were forced to close the operations due to lockdown declared by State Government in the first half year period. Measures were taken to contain the spread of the virus, including travel bans, quarantines, social distancing, and closures of non-essential services have triggered significant disruptions to businesses, resulting in an economic slowdown. For the Company, the focus continued to remain to ensure the health and well-being of all employees. Therefore, work from home directives was continued to all the staff members across all offices and manufacturing locations wherever possible for certain period of the year.

3. Financial Performance & Highlights:

During the year under review, the revenue for the Financial Year 2021-22 was Rs. 33,188 lakhs as against the previous financial year 2020-21 of Rs. 35,067 lakhs.

During the year under review also the COVID-19 have adversely affected the supply chain, Production and logistics during lockdown period and therefore, Company's operating results have been negatively impacted.

The outlook for the current year is positive in view of the improvement in the Covid Situation and we are hopeful that business should improve going forward.

4. Current Period:

The orders on hand as on March 31, 2022 were at Rs. 668.08 crores as compared to Rs. 755.48 crores as on March 31, 2021.

5. Exports and Overseas Projects:

During the year under review, the Company achieved an export turnover of Rs. 18.60 crores as against Rs. 8.97 Crores, in the previous year. The export orders on hand as on March 31, 2022 are at Rs. 290.65 crores.

6. Dividend and Reserves:

During the Year under review your Company has suffered a (loss) after tax of Rs. (3,807) lakhs. Hence, no dividend is recommended for the Year ending March 31, 2022 by the Board.

During the Year under review, the Company has suffered a loss hence not recommended any amount to be transferred to the General Reserve of the Company.

7. Subsidiary, Joint Ventures and Associate Companies:

As on March 31, 2022, your Company do not have any Subsidiary, Joint Venture or Associate Company. During the year under review, none of the Companies have become or ceased to be Company's Subsidiary, Joint Venture and Associate Company.

8. Extract of Annual Return:

Pursuant to Section 92 (3) and Section 134 (3) (a) of the Act as amended read with Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company as on March 31, 2022 is available on the Company's website and the weblink for the same is https://walchand.com/wp-content/uploads/2022/08/Annual-Return-2022-WIL.pdf.

9. Management Discussion & Analysis:

Management Discussion and Analysis Report for the year under review as stipulated under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Regulations) is enclosed as **Annexure `A'** to this report.

10. Finance & Accounts:

(i) Fixed Deposits:

Your Company did not invite or accept deposits from the public during the financial year under review.

(ii) Income Tax Assessments:

Income tax Assessments u/s 143 (3) of Income Tax Act, 1961, up to the Assessment Year 2018-19 has been completed and the Assessment u/s 147 of the Act for A.Y. 2018-19 is in progress as on 31/03/2022. Appeal proceeding before Commissioner of Income Tax (Appeals) for Assessment Year 2014-15 to 2016-17 and A.Y. 2018-19 were in progress during the F.Y. 2021-22.

11. Human Resources Development:

During the Financial Year 2021-22, as part of process improvement the HR Department has upgraded various forms, formats and policies to match the current business requirements. Also HR department has implemented digitalization and improved Keka HRIS processes. As part of Health & Wellness, various awareness programs were completed for the employees like Eye Checkup camp at Pune, COVID Vaccination Camps & Booster dose camps at WNR, and General Health Checkup camps at WNR.

For employee Engagement, various fun activities are done: Movies on Fridays, Musical Chair for women, Gudi Padwa Celebration, Hanuman Jayanti, Ramnavami, Diwali Celebrations, Fort Making competition for children and Online Quizzes, Antakshari, Dhuliwandan. Also celebrated Dr. Babasaheb Ambedkar Jayanti, Shri Chatrapati Shivaji Maharaj Jayanti and Mahavir Jayanti.

Deceased Employee Family Support: HR department has prepared Deceased employee Family support policy to support family members of the deceased members wherein, subscription of members is taken and they contribute 0.5 day gross salary each month for a total of 9 months.

For the Learning and development of members: HR department has completed an average of 1.18 Man days of training per M & S member also conducted 10 offline Behavioral & Soft Skill training sessions at WNR for M & S Members. WNR Technical Training team organised 34 training programs covering 768 workers (189 Man-days). For multiskilling of workmen Skill development programs are planned for 50 workmen in F.Y. 2022-23.

Hiring:

HR is adopting best hiring practices and using HRIS for preparing a resume database for developing a strong external pool of talent. Structured Interviews (Competency-Based Interviews) and background checking of new joiners are being implemented for ensuring the hiring of good quality candidates. HR has planned to sign MoU with the Defence Institute of Advanced Technology (DIAT) Pune for collaboration in problem-solving, Research and Development & Training of WIL members.

The true focus of Human Resources Management is motivating, bringing in Best HR Practices & retaining the best talent in the Industry.

12. Directors' Responsibility Statement:

Pursuant to the requirement under Section 134 (3) (c) of the Companies Act, 2013, the Directors hereby confirm that:

i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures; if any

ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of March 31, 2022 and of the loss for the Year ended on that date;

iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

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

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

vi) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Based on the framework of Internal Financial Controls and compliance systems established and maintained by the Company with its inherent weaknesses, work performed by the Internal, Statutory and Secretarial Auditors including audit of Internal Financial Controls over financial reporting by Internal / External Auditors and the Statutory Auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's Internal Financial Controls were adequate and effective during the Year ended on March 31, 2022.

13. Corporate Governance:

Your Directors believes that Corporate Governance is the basis of stakeholder satisfaction. The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance Requirements as set out by the Securities and Exchange Board of India (SEBI). Your Company has obtained a certification from Jayesh Sanghrajka & Co. LLP, Chartered Accountants, Statutory Auditors, on compliance with Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Schedule V of the Listing Regulation. The Report of Corporate Governance along with Certificate from the auditors of the Company regarding compliance of conditions of corporate governance is enclosed as **Annexure 'B'** to this Report.

14. Corporate Social Responsibility:

The Companies Act, 2013 mandates that every Company, who meet certain eligibility criteria needs to spend at least 2% of its average net profit for the immediately preceding three financial years on Corporate Social Responsibility activities. In view of losses, statutorily no amount is required to be spent by the Company. However, Corporate Social Responsibility is an integral part of the Company.

Over the years, the Company has taken and continues to take several initiatives to support Environment, Education and Health related activities in order to fulfill its corporate social commitments.

Health Activities:

Due to the outbreak of novel Coronavirus (COVID-19), the Company had handed over the Hospital situated at Walchandnagar to the Government to use as a quarantine center as well as an OPD for Covid Patients, which has benefitted more than 2000 patients. Further, Company has set up camps for conducting Antigen and RTPCR test for Employees and their families in Walchandnagar and Dharwad. Further, Company has provided vaccination to around 800 number of employees and 1200 family members in Walchandnagar. Further, for spreading awareness related to the pandemic a vehicle is on continuous patrolling in the colony as well as the market area of Walchandnagar. Further for Instrumentation Division at Dharwad, Company has Organised Blood Donation Camp, General Medical Health Checkup camp, Bone Density Checkup, Eye checkup camp and Separate Medical Health check-ups for lady employees.

Education:

The schools established by the Company continued to impart education up to Higher Secondary grade to children staying in Walchandnagar and nearby villages. The Company currently provides education to 3786 children. During the academic year 2021-22, in Shree Wardhman Vidyalaya & Jr. College total 2405 students were studying out of which 1143 were Girls and 1262 were Boys whereas, in Bharat Children's Academy & Jr. College, Walchandnagar total 1381 students were studying out of which 796 were boys and 585 were girls. Further, Company has provided 100% school fees concession to 5 children of demised worker's till 12th Std. also provided 50% school fee concession to a child up to 10th Std.

Environment:

To maintain a pollution free atmosphere and to spread awareness about environment protection, we had undertaken proper care in maintaining the plantations in Walchandnagar.

During the year, on the eve of 51st National Safety Week, Instrumentation Division, Dharwad executed Cleaning Project.

The CSR Policy is available on the website of the Company and the link for the same is https://walchand.com/wp-content/uploads/2022/07/Corporate-Restructuring-Policy.pdf.

15. Energy, Technology & Foreign Exchange:

Pursuant to Section 134 (3) (m) of the Companies Act, 2013, read with the Companies (Accounts) Rules 2014, information on conservation of energy, technology absorption, foreign exchange earnings and out-go is enclosed as **Annexure `C'** to this Report.

16. Personnel:

Employee relations remained harmonious and satisfactory during the year and your Board would like to place on record their sincere appreciation for sustained efforts and valued contribution made by all the employees of the Company.

17. Directors and Key Managerial Personnel:

1) Independent Directors:

a) Declaration by Independent Directors:

Your Board has reviewed the declarations made by the Independent Directors and is of the view that they meet the criteria of Independence as provided in Section 149 of the Companies Act, 2013 and Rules made there under and Regulation 16 (1) of Listing Regulations (including any statutory modification(s) or re – enactment(s) thereof for the time being in force).

b) Appointment of Independent Director:

As per the provisions of the Companies Act, 2013, Mr. Jayesh Dadia was appointed as Additional Independent Director of the Company in the Board Meeting on May 30, 2022 and will retire at the ensuing Annual General Meeting and being eligible, seeks re-appointment. The Board

recommends his re-appointment for a period of five years i.e. to hold office for a term of 5 (five) consecutive years commencing from 30th May, 2022 to 29th May, 2027.

2) Retirement by rotation:

Pursuant to Article 86 of the Articles of Association of the Company and Section 152 of the Companies Act, 2013, Mr. Chakor L. Doshi is due to retire by rotation at the 113th Annual General Meeting and being eligible, have offered himself for re-appointment.

3) Demise of Non-Executive Director:

With deep regret, we report the sad demise of our Non-Executive Director, Shri G. K. Pillai, on March 29, 2022. He played crucial leadership roles in the Company through-out his career with the Company, including his tenure as Managing Director & CEO on the Board of the Company since November 2012. Your Directors would like to place on record their highest gratitude and appreciation for his guidance to the Board during his tenure.

4) Appointment of Executive Director:

As per the provisions of the Companies Act, 2013, Mr. Giriraj Sharan Agrawal was appointed as Whole Time Director & Company Secretary in the Board Meeting held on August 02, 2022 and will retire at the ensuing Annual General Meeting and being eligible, seeks re-appointment. The Board recommends his re-appointment for a period of Three years i.e. to hold office for a term of 3 (three) consecutive years commencing from August 02, 2022 to August 01, 2025.

Brief profile of the proposed appointees together with other disclosures in terms of Regulation 36 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are mentioned in the Notice which is part of this Annual Report.

18. Number of Meetings of the Board:

The Board met four (4) times during the year from April 01, 2021 to March 31, 2022 viz. on June 29, 2021; August 14, 2021; November 12, 2021 and February 10, 2022 through Video Conferencing.

19. Committees of the Board:

The Company has several Committees which have been constituted in compliance with the requirements of the relevant provisions of applicable laws and statutes.

- Audit Committee which comprises of two Independent Directors i.e. Mr. Dilip J. Thakkar (Chairman of Committee) and Dr. Anil Kakodkar (Member), and Chairman, Mr. Chakor L. Doshi (Member).
- Stakeholders Relationship Committee which comprises of two Independent Directors i.e. Dr. Anil Kakodkar (Chairman of Committee) and Mr. Dilip J. Thakkar (Member) and Chairman, Mr. Chakor L. Doshi (Member).
- Nomination & Remuneration Committee which comprises of two Independent Directors i.e. Dr. Anil Kakodkar (Chairman of Committee), Mr. Dilip J. Thakkar (Member) and Chairman, Mr. Chakor L. Doshi (Member).
- Corporate Social Responsibility Committee which comprises of an Independent Director, Mrs. Rupal Vora (Chairperson of Committee) and Managing Director & C.E.O., Mr. Chirag C. Doshi (Member). Mr. G. K. Pillai ceased to be a Member of a CSR Committee consequent upon his demise on March 29, 2022. Mr. Chakor L. Doshi was appointed as the Member of the Committee through Circular Resolution dated May 10, 2022 due to sudden demise of Mr. G. K. Pillai.

20. Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a structured questionnaire was prepared. The Performance Evaluation of the Independent Directors was completed. Independent Directors Meeting / Board Meeting considered the performance of Non-Independent Directors and the Committees and Board as a whole, reviewed the performance of the Chairman of the Company, taking into account the views of Executive Director and Non-Executive Director and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board.

The Nomination & Remuneration Committee has determined a process for evaluating the performance of every Director, Committees of the Board and the Board on an annual basis.

21. Vigil Mechanism:

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, in accordance with Section 177 of the Companies Act 2013, and the Listing Regulations the Board of Directors has formulated a Whistle Blower Policy to report genuine concerns or grievances. Protected disclosures can be made by a whistle blower through an e-mail, or telephone line or a letter to the Chairman of the Audit Committee or the Company Secretary of the Company or any member of the Audit Committee. The Policy on vigil mechanism / whistle blower policy may be accessed on the Company's website at the link https://walchand.com/wp-content/uploads/2022/07/Whistleblower-Policy.pdf.

22. Particulars of Employees Remuneration:

(A) 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 'D'**.

(B) The information as required under Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 will be provided upon the request by any member of the Company. In terms of Section 136 (1) of the Companies Act, 2013, the Report and the Accounts are being sent to the members excluding the said Annexure. Any member interested in obtaining copy of the same may write to the Company Secretary at the Registered Office of the Company. Upon such request Information shall be furnished.

23. Particulars of Contracts and Arrangements with Related Parties:

All Contracts / arrangements / transactions entered into / by the Company during the Financial Year under review with Related parties were on an arm's length basis and in the Ordinary Course of Business. During the year Company has entered into Material Related Party Transactions i.e. Transactions exceeding Ten percent of the Annual Consolidated Turnover as per the last Audited Financial Statements. Details of these Transactions are disclosed in Form AOC-2 as **Annexure 'E'** pursuant to the requirements of section 134 (3) (h) of the Companies Act, 2013, which forms part of this Annual Report.

All Related Party Transactions were placed before the Audit Committee for approval. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website at the following link: https://walchand.com/wp-content/uploads/2022/07/Related-Party-Transaction-Policy.pdf.

Your Directors draw attention of the members to Note no. 47 to the Financial Statement which sets out related party disclosures.

24. Nomination & Remuneration Policy:

The Board has framed a policy on the recommendation of the Nomination & Remuneration Committee, which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection, appointment and remuneration of Board Members / Key Managerial Personnel and other senior employees.

Objectives:

The Nomination and Remuneration Committee and this Policy is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015.

The Key Objectives of the Committee are:

a) to formulate guidelines in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.

b) to evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.

c) to recommend to the Board the all Remuneration payable in whatever form payable to the Directors, Key Managerial Personnel and Senior Management.

Role of Committee:

The role of the Committee is explained in the Corporate Governance Report.

Nomination Duties:

The duties of the Committee in relation to nomination matters include:

a) Ensuring that there is an appropriate induction & training programme in place for new Directors and members of Senior Management and reviewing its effectiveness.

b) Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Companies Act, 2013 and SEBI Guidelines.

c) Identifying and recommending Directors who are to be put forward for retirement by rotation.

d) Determining the appropriate size, diversity and composition of the Board.

e) Setting a formal and transparent procedure for selecting new Directors for appointment to the Board.

f) Developing a succession plan for the Board and Senior Management and regularly reviewing the plan.

g) Evaluating the performance of the Board and Independent Directors.

h) Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.

i) Delegating any of its powers to one or more of its members or the Secretary of the Committee.

j) Recommend any necessary changes to the Board.

k) Considering any other matters as may be requested by the Board.

l) For every appointment of an independent director, the Committee to evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

a) use the services of an external agencies, if required;

b) consider candidates from a wide range of backgrounds, having due regard to diversity; and

c) consider the time commitments of the candidates.

Remuneration Duties:

The duties of the Committee in relation to remuneration matters include:

a) to consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract, retain and motivate members of the Board and such other factors as the Committee shall deem appropriate.

b) to approve the remuneration of the Senior Management including Key Managerial Personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.

c) to delegate any of its powers to one or more of its members or the Secretary of the Committee.

d) to consider any other matters as may be requested by the Board.

e) to consider and recommend to the Board for Professional indemnity and liability insurance for Directors and senior management.

The Nomination and Remuneration policy is available on the website of the Company and the weblink for the same is https://walchand.com/wp-content/uploads/2022/07/Nomination-Remuneration-Committee-Policy.pdf.

25. Risk Management:

Risk Management policy was approved in the Board Meeting held on June 29, 2021 wherein all material Risks faced by the Company were identified and assessed. For each of the risks identified, corresponding controls were assessed and policies and procedures were put in place for monitoring, mitigating and reporting risk on a periodic basis.

26. Internal Financial Control Systems:

Details of the Internal Financial Control Systems is explained in the "Management Discussion and Analysis" which is enclosed as **Annexure 'A'** to this report.

27. Insurance:

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

28. Dematerialization of Shares:

The Company's shares are listed on BSE Limited and National Stock Exchange of India Ltd. and the Company's Registrar and Share Transfer Agents have connectivity with National Securities Depository Ltd. & Central Depository Services (India) Ltd. The ISIN is INE711A01022. As on March 31, 2022, total dematerialized equity shares are 37583655 representing 98.72%.

29. Company's Website:

The Company has its website namely www.walchand.com. The website provides detailed information about the business activity, locations of its offices. The Quarterly Results, Annual Reports, Shareholding patterns and Investor Presentations, all other communication with the Stock Exchanges and various policies are placed on the website of the Company and the same are updated periodically.

30. Means of Communication:

The Company has designated investors@walchand.com as an email id for the purpose of registering complaints by investors and displayed the same on the website of the Company.

31. Auditors and Auditor's Report:

Statutory Auditor:

As per the provisions of Section 139 of the Companies Act, 2013, M/s. Jayesh Sanghrajka & Co. LLP, Chartered Accountants, Mumbai, the Statutory Auditors, of the Company will retire at the ensuing Annual General Meeting. The Board

of Directors of the Company on the recommendation of the Audit Committee has recommended the reappointment of M/s. Jayesh Sanghrajka & Co. LLP, Mumbai as the Statutory Auditors of the Company for second term of five year period w.e.f. the date of 113th AGM upto the Annual General Meeting to be held in the Year 2027. The Company has received letter from them to the effect that their reappointment, if made, would be within the prescribed limits under Section 141 (3) (g) of the Companies Act, 2013 and that they are not disqualified for re-appointment. The members are requested to re-appoint the Auditors and authorise the Board to fix their remuneration.

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 except matter referred in "Matter of Emphasis" para in Audit Report.

Cost Auditors and Cost Audit Report:

M/s. S. R. Bhargave & Co., Cost Accountants have been duly appointed as Cost Auditors for conducting Cost Audit in respect of products manufactured by the Company which are covered under the Cost Audit Rules for current financial year ending March 2023. They were also the cost auditors for the previous Year ended March 2022. As required by Section 148 of the Companies Act 2013, necessary resolution has been included in the Notice convening the Annual General Meeting, seeking ratification by the Members to the remuneration proposed to be paid to the Cost Auditors for the financial year ending March 2023.

The Cost Audit Reports for the financial year ended March 2022, will be filed within the stipulated time i.e. on or before September 30, 2022.

Secretarial Auditor and Secretarial Audit Report:

Pursuant to the provisions 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. V. N. Deodhar & Company, Practicing Company Secretary, to undertake Secretarial Audit of the Company for the year April 01, 2021 to March 31, 2022. The Secretarial Audit Report for the year ended March 31, 2022 is annexed herewith marked as **Annexure 'F'** to this Report. No observations / qualifications / reservation / adverse remark were made by M/s. V. N. Deodhar & Company, Secretarial Auditor of the Company in their report. The Board has re-appointed M/s. V. N. Deodhar & Co. as Secretarial Auditor for the Financial Year 2022-23 also.

Reporting of Frauds by Auditors:

During the year under review, the Statutory Auditors, the Secretarial Auditor or the Cost Auditors has not reported to the Audit Committee, under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which needs to be mentioned in the Board's Report.

32. Particulars of Loans, Guarantees or Investments by Company:

Particulars of Loans given, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are provided in the notes to Financial Statement (Please refer Notes to the Financial Statement).

33. Employees Stock Option Scheme:

With the perspective of promoting the culture of ownership and to attract, retain, motivate and incentivize senior as well as critical talent, the Company has approved "WIL - Employees Stock Option Plan 2020".

The Nomination and Remuneration Committee inter alia administers and monitors Employees' Stock Option Scheme of the Company. The Schemes are in line with the Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SBEB Regulations"). The certificate from the Practicing Company Secretary confirming the compliance of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 with respect to the Company's Employees Stock Option Scheme Plans has been received and will be available for inspection through electronic mode. Any member interested in obtaining the same may write to the Company Secretary and the same will be furnished on request.

34. Prevention of Sexual Harassment of Women at Workplace:

Your Company has in place a Prevention of Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this Policy. During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

35. Secretarial Standards:

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

36. Familiarization Programme for Independent Directors:

To provide insights into the Company to enable the Independent Directors to understand the Company's

business in depth which would facilitate their active participation in managing the Company, Company arranges Familiarization Programme for Independent Directors. The details of such familiarization programmes for Independent Directors are posted on the website of the Company viz. https://walchand.com/wp-content/uploads/2022/07/Familiarization-programme-for-ID.pdf.

37. General:

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

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
4. No significant or material orders were passed by the Regulators/ Courts / Tribunals which would impact the going concern status of the Company and its future operations.

38. 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.

The Directors regret the loss of life due to the continue outbreak of the COVID-19 in the Country and the Company and are deeply grateful and have immense respect for every person who risked their life and safety to fight this pandemic.

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

For & on behalf of the Board of Directors

Sd/-
Chirag C. Doshi
Managing Director & CEO
DIN : 00181291

Sd/-
Dilip J. Thakkar
Director
DIN:00007339

Registered Office:
3, Walchand Terraces,
Tardeo Road, Mumbai - 400 034.
Date : August 02, 2022

Annexure 'A' to Director's Report

MANAGEMENT DISCUSSION AND ANALYSIS

Economic Overview

FY 2021-22 was a year of the fight against the pandemic, followed by the recovery, resurrection & moving on with a new hope & new goals. We saw a higher number of cases in both the second & third waves of the pandemic. The economic impact of "second wave" was less crippling than that during the full lockdown phase in 2020-21, though the health impact was more severe. We saw a decline in the pandemic severity towards the end of the second wave, even though number of cases were higher in the third wave. However, the war in Ukraine starting February 2022 has triggered a costly humanitarian and economic crisis that demands an immediate peaceful resolution. The economic damage from the conflict is projected to result in a significant slowdown in global growth in FY 2022-23 and add to inflation across the globe. Fuel and food prices have increased rapidly, hitting vulnerable populations in low-income countries the hardest.

The global economy grew by 6.1% in FY 2021-22 subsequent to the contraction of 3.3% in FY 2020-21. Advanced economies showed a slower growth of 5.2%, whereas emerging markets and developing economies grew by 6.8%. However, economic damage due to war & conflicts are expected to reduce the global economic growth to 3.6% in FY 2022-23. Beyond 2023, global growth is forecast to decline to about 3.3 percent over the medium term. War-induced commodity price increases and broadening price pressures have led to higher inflation projections. Multilateral efforts to respond to the humanitarian crisis, prevent further economic fragmentation, maintain global liquidity, manage debt distress and tackle climate change have now become essential.

In FY 21-22, the Indian economy grew by almost 9% (as compared to contraction rate of 7.3% in the previous fiscal year), displaying definite signs of rebound. The economy is expected to grow by 8.2% in FY 2022-23 & 7.1% in 2023-24 making it the fastest growing major economy in the world for these years. A combination of healthy foreign exchange reserves, sustained foreign direct investment, and rising export earnings should provide adequate buffer against possible global liquidity tapering in 2022-23. The Union Budget commitment to asset creation (public infrastructure development) in 2022-23 has been targeted to re-energize the virtuous cycle of investment with multiplier effects thereby boosting inclusive and sustainable growth. The Production Linked Incentive (PLI) schemes in 14 sectors should further encourage private investment in order to boost export growth and allow for feasible import substitution in the country. This scenario should play out for the Indian economy in 2022-23, barring geopolitical and economic surprises. The Indian economy is not fully immune to the Russia-Ukraine war and will face inflation in the short term based on surge in the commodity prices, especially in crude oil. Manifestations of the same in terms of high WPI and CPI inflation, depreciation of the Indian Rupee vs. the US Dollar, etc. are already visible. Tightening of interest rates would have an effect on the investment sentiment but given its strong fundamentals, the Indian economy is expected to stabilize in second half of FY 2022-23 delivering the projected growth.

Impact of the Pandemic & War on Your Company (WIL)

WIL successfully countered the pandemic with the support of all stakeholders. We took all the necessary precautions during the second & third waves of the pandemic while ensuring the adherence to the government guidelines & timely vaccinations of the employees. A diversified business portfolio and factory locations that are distant from urban agglomerations gave WIL the relative advantage of lesser government restrictions & natural protection from the pandemic. All of our manufacturing facilities and offices were functional as cases tapered down after the third wave.

The Russia-Ukraine war resulted into an adverse impact on the global economy, disrupted supply chains, surge in commodity prices; which have ultimately led to higher input costs and volatility in material prices. WIL has taking cautious steps in procurement of materials especially steel, and has taken a conservative "wait & watch" approach till markets return to normalcy. Your company has been taking mitigation measures like price revisions from customers wherever possible for the immediate short duration orders. Material prices are expected to stabilize in the Q1 FY 2022-23, which will enable WIL to gain necessary momentum in the supply chain & execution of the large value projects.

Performance Overview

Summary of the revenue & profitability for FY 2021-22 as compared to previous financial year is tabulated below:

Rs. In Lakhs

Particulars	FY 2021-22	FY 2020-21
Total Income	33,188	35,067
EBIDTA (Before Exceptional Items & Exchange Currency fluctuations)	5,390	4,685
EBIDTA (After Exceptional Items & Exchange Currency fluctuations)	5,480	4,478
Profit / (Loss) Before Tax (PBT)	(3,807)	(5,724)
Profit / (Loss) After Tax (PAT)	(3,807)	(5,724)
Cash Profit / (Loss) (Including Exceptional Items)	(1,583)	(3,428)
Cash Profit / (Loss) (Excluding Exceptional Items)	(1,583)	(3,428)
Fully diluted EPS	(10.00)	(15.04)

(All figures in INR lakhs except EPS, which is an absolute number)

Even though the second & third wave of the pandemic caused turbulence in the supply chain & business environment, WIL bounced back in the second half of the fiscal year FY 2021-22 making this year's revenue to cross Rs 300 Cr. This reflects a much needed

stability in execution and optimal use of manufacturing capacities amidst VUCA business environment & affected supply chain. One of the most important measures in such times is to control the input costs & meet the working capital requirements and your company has achieved this by maintaining uniform operating cash flow, cost rationalization wherever necessary & implementing strategic buying processes.

Your company has successfully completed execution of important projects including:

- Equipment for Gaganyaan (human space flight mission) & other launch programmes of ISRO.
- Critical equipment for the indigenous nuclear submarine programme.
- Entry into Fly Ash Dryer solution with an order delivered to ACC & first time supply to Fertilizer industry (Paradeep Phosphate) in Rock Phosphate grinding.
- Our Foundry developed its largest single piece casting (14.28 MT) for M/s BFW.
- First time export supply of pressure gauges to Saudi Arabia.
- Commissioning of OPV gearboxes for Goa Shipyard under "Atmanirbhar Bharat" initiative.

The Indian Government has appreciated WIL for its support in fighting the pandemic, as we manufactured & supplied 25 Nos Oxygen generating plants to the Ministry Of Defence.

In 2022-23, WIL has planned to make the best use of its capacity & resources with a "One Plant Concept", where orders from all businesses will be executed to achieve maximum revenue using optimization of internal resources. This will enable us to reduce our sub-contracting costs & improve profitability at the plant level. WIL has taken certain steps to strengthen its product businesses with new product development, geographical expansion for export & a specific focus on after sales, spares & services for higher profitability.

WIL has a healthy order book of INR 668 Cr as on 31st March 2022. Strategic manufacturing covers most of the order book along with residual execution of EPC projects. Aerospace division carries the highest order book covering 32% of the total order value. Product businesses including Gear & Centrifugal recorded a significant increase in the order booking in FY 2021-22, which will be translated into higher revenues in FY 22-23 while carrying the strong momentum in the order booking. Nuclear business has nearly finalized INR 130 Cr of orders with NPCIL towards the end of FY 2021-22 & is also expecting orders of other critical equipment for fleet mode Nuclear reactors in the first half of FY 22-23. These are all positive movements towards a culture of hi-technology manufacturing, while at the same time maintaining a diversified business portfolio for positive impact on the topline and bottomline of your company.

Assignment of Debt

In April 2022, Assets Care & Reconstruction Enterprise Ltd (ACRE) bought the entire outstanding debt of WIL (Loan & debentures) from KKR India Financial Services Ltd. This transaction is specifically important & favourable for your company as we will endeavour to work with ACRE to restructure this debt. This will result in a long term reduction in our finance cost. WIL should be able to successfully plan & meet working capital requirements and prudent capital expenditure in FY 2022-23 for smooth execution with gradual growth.

Process Automation & Business Intelligence

WIL has continued to use digital platforms for its communications & transactions this year. FY 2021-22 was really the beginning of focused digitization of processes & implementation of business intelligence systems; which are expected to contribute towards the goal of having faster & more robust processes with better control. WIL has successfully implemented Automation in production booking on the shop floor, Barcoding system for better inventory control, automated Supplier Relationship Management (SRM) for procurement process, Business Intelligence (BI) system for MIS and many other initiatives. Your company will continue to increase process automation & system driven control in other areas including expansion of Business intelligence system, Customer Relationship Management (CRM), Paperless transactions and up-gradation of ERP system. Your company has also been working towards increasing its digital presence by now being increasingly followed on LinkedIn, Facebook & Youtube. WIL plans to have a dedicated Data Science Team for analysis in different functional areas for better decision making & further improvement of the processes.

Human Resources Development

Industries faced some significant short term & long term changes in the working environment of the organizations, because of the pandemic & its impact on our lifestyle. Market volatility also caused considerable attrition in some of the industry sectors. While successfully fighting the pandemic, our HR team ensured the necessary support to all our stakeholders in terms of work from home, availability of necessary infrastructure for effective working, motivational work culture & effective leadership; which helped WIL to retain critical talent in uncertain situations. WIL has always emphasized on training & development and has identified specific areas for skill improvements to match the future aspirations of the organization. WIL has planned to strengthen engineering & project management teams with focused training and certifications for upcoming business needs. Your company has identified HiPos (High Potentials) & has chalked out their growth plan, which will ultimately benefit the organization in the long run. Your company looks forward to having an even more motivated team in the year ahead.

Risk Management & Control

The biggest challenge after fighting the pandemic was to deal with its after-effects in the supply chain & overall industry sectors. Your company successfully handled & mitigated the risk associated with uncertainty during the pandemic by making the best use of resources & facility while promoting work from home policy in offices wherever possible, selective attendance in offices as per guidelines, vaccination camps at factory, exploring ways for steady oxygen gas supply through collaborations, etc. WIL could successfully manage the pandemic in FY 2021-22 & is ready for similar uncertainty in the future. The concomitant risk which we have been facing is the rise in input cost & high volatility in material prices, especially steel prices. Your company has been taking mitigation measures like price revisions from customers, strategic buying, and value engineering, wherever possible. Customer approval are taken for new orders to take time in observing the market in the situations of higher volatility to avoid material prices affecting our margins. As a part of long term strategy & risk mitigation, your company also plans to address the business existential threats by selectively investing in technology, product developments, infrastructure upgrade and automation.

Your company diligently assesses the risks & plans for mitigation every year during our annual business planning sessions. Periodic reviews ensure a check on the impact & implementation of the mitigation plan. Types of risks & priorities get modified with the changing business profile, economic scenario, and other critical external and internal factors. With a clear strategic decision, WIL has decided to become future ready, have a system driven approach for processes & process automation wherever possible to reduce the procedural delays. In the current scenario, WIL has adopted a balanced approach of stringent project management in case of newly acquired manufacturing orders and phase-wise completion & clearance of legacy EPC projects to effectively mitigate the risk.

In addition to the above, our internal audit function continues to have Risk Based Internal Audit (RBIA) for end-to-end processes & necessary control, transaction audit to ensure monetary transactional accuracy, and accounting & control audits for various process transactions in the ERP system for ensuring proper discipline in the system.

Technology Upgradation & Product Development

WIL continues to improve our manufacturing capabilities through automation as well as manual process improvements. Especially, our product business portfolio has tremendous scope for product development by offering IOT solutions, improved aesthetics & product performance to the customer. Strategic businesses are focusing towards improving manufacturing efficiency & quality with the help of improved tooling, work centre arrangement & plant layout, welding improvements, etc. Technological advancements at the shop floor will help to save manufacturing time & improve quality of the products, whereas product development will enable WIL to offer advanced features for our products to customers, to expand our product portfolio and geographical footprints. Your company is also keen on exploring technical collaborations for certain products to speed up product development & market penetration.

Strategic Initiatives

In view of the aspirations set for the coming years and the strategic directions planned to achieve those, WIL has started actions with a very structured approach driven by regular reviews. Your company has worked on certain key initiatives in FY 21-22 including process revamping, financial discipline, employee engagements and customer satisfaction. Other focus areas for this year includes building & nurturing talent and implementing a detailed succession plan, improving execution capabilities, investment in technological advancement, and expanding markets & product portfolio. A systematic approach towards these strategic steps is expected to yield greater returns for the organization in the long run.

Cautionary Statement

The statements in the "Management Discussion and Analysis Report" describe your Company's objectives, projections, expectations, estimates or forecasts which may be "forward-looking statements" within the meaning of the applicable laws and regulations. Actual results may differ substantially or materially from those expressed or implied therein due to risks and uncertainties. Important factors that could influence the Company's operations, inter alia, include global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in Government regulations, tax laws, economic, political developments within the country and other factors such as litigations and industrial relations.

Annexure 'B' to Director's Report

REPORT ON CORPORATE GOVERNANCE:

(1) A brief statement on Company's philosophy on Code of Governance:

Corporate Governance is the combination of voluntary practices and compliance with laws and regulations leading to effective control and management of the organisation.

The Company's commitment for effective Corporate Governance continues and the Company has always been at the forefront of benchmarking its internal systems and policies within accepted standards so as to facilitate the creation of long term value for all stakeholders. The Company has Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee, Risk Management Committee, Finance Committee, Corporate Social Responsibility Committee, Committee of Independent Directors, Allotment Committee, Committee of Directors for Capital Issue, and these Committees report to the Board of Directors about the tasks assigned to them.

The Board of Directors fully supports and endorses Corporate Governance practices as enunciated in Chapter IV read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(2) Board of Directors:

As on March 31, 2022, the Board of Directors comprised of a Non-Executive Chairman, a Managing Director & CEO, and 3 Independent Non-Executive Directors including a Woman Director. Due to demise of Mr. Gopi Kumar Pillai, Non – Independent Non-Executive Director on March 29, 2022 the required no. of Directors as per Regulation 17 (1) (c) has fallen below from 6 to 5 as on March 31, 2022. As per SEBI (LODR) Regulations the vacancy has to be filled up within 3 months or next Board meeting whichever is later and accordingly we have complied with the required regulations by appointing Mr. Jayesh Dadia, Non-Executive Independent Director of the Company in the Board Meeting held on 30th May, 2022 and are in conformity with the relevant provisions of the Companies Act, 2013 (Companies Act) and SEBI (Listing Obligations and Disclosure Requirements') Regulations, 2015 ("Listing Regulations").

The Non-Executive Directors are professionals and have vast experience in the field of industry operations, accounts, finance, taxation, administration, management and Research & Development, bringing a wide range of expertise and experience to the Board.

As required under the Listing Regulations, 2015, the Directors Report includes the Report on "Management Discussion and Analysis" as **Annexure 'A'** to Directors Report. The Board Members are presented with proper notes along with the Agenda papers 7 days / 2 days in advance before the meeting. Information covering the matters listed as per Regulation 17 read with Part A of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided to the Board as a part of Agenda papers.

The details of Directors on the Board of the Company during the Financial Year from April 01, 2021 to March 31, 2022 are given below:

Information on Board of Directors

Name of Director	Category / Designation	No. of Board Meetings held	Attendance (01.04.2021 to 31.03.2022)		No. of other Director-ship in other Public Ltd Cos #	Chairmanship / Membership of Committees in other Public Ltd Cos. $		No. of Shares held by Non-Executive Directors	Remuneration paid / payable to Directors (Rs. in Lakhs)			
			Board Meetings	Last AGM		Chairm-anship	Membership		Sitting Fees	Salaries & Perquisites	Commission	Total
Mr. Chakor L. Doshi §	C – NED	4	4	Yes	1	-	0	-	5.5	-	-	5.5
Mr. Dilip J. Thakkar	I - NED	4	4	Yes	4	4	2	0	6	-	-	6
Dr. Anil Kakodkar	I - NED	4	4	Yes	1	0	0	0	6	-	-	6
Mrs. Rupal Vora	I - NED	4	4	Yes	4	6	4	0	3	-	-	3
Mr. G. K. Pillai *	NED	4	4	Yes	-	-	-	-	2.5	-	-	2.5
Mr. Chirag C. Doshi §	MD & CEO	4	4	Yes	1	0	2	N.A.	-	130.25	-	130.25

Notes:

1. "C-NED" Chairman – Non-Executive Director "NED" Non-Executive Director

   "I-NED" Independent Non-Executive Director "MD & CEO Managing Director & Chief Executive Officer

2. The Board meets at least once in a quarter to review the quarterly performance and the financial results and other items on the agenda, which are circulated to all the Directors 7 days in advance except items of Agenda which are in the nature of Unpublished Price Sensitive Information are circulated 2 days in advance. During the Financial Year from April 01, 2021

to March 31, 2022, Four Board Meetings were held on June 29, 2021; August 14, 2021; November 12, 2021 and February 10, 2022 and the maximum gap between the two Board meetings did not exceed 120 days.

3. Due to the COVID pandemic, all the Board and Committee meetings held till 10th February, 2022 were held through audio-visual mediums and post 10th February, 2022 the Committee meeting was held physically.

4. During the Financial Year, the professional fees amounting to Rs. 18,75,000/- was paid to Mr. G. K. Pillai, Director in accordance with the approval granted by the Shareholders. There were no other pecuniary relationships or transactions of Non-Executive Directors with the Company.

5. *Mr. G. K. Pillai ceased to be a Director of a company on demise on March 29, 2022.

Excludes Directorship in Private Limited Companies which are not subsidiaries of Public Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013.

$ Figures includes Committee positions in Audit Committee and Stakeholders Relationship Committee only.

§ Except Mr. Chirag C. Doshi, Managing Director & CEO, son of Mr. Chakor L. Doshi, Chairman, no other directors have any inter-se relationship with the other Directors of the Company.

Core skills / expertise / competencies available with the Board:

The following skills/expertise/competencies have been identified by the Board of Directors as required in the context of the Company's aforesaid business (es) for it to function effectively and those available with the Board as a whole:

a) Financial / Taxation Skills

b) Legal / Regulatory Skills

c) Leadership / Operational Experience

d) Board Service and Governance

e) Strategic Planning / Risk Management

f) Industry / Business Experience

g) Global Business

The following are the details of the listed entities in which the Director is a director, category of Directorship and their area of expertise:

Sr. No.	Name of the Director	Directorship held in other listed entities	Area of Expertise	Category of Directorship
1	Mr. Chakor L. Doshi	Bombay Cycle & Motor Agency Limited	a) Leadership / Operational Experience b) Board Service and Governance c) Strategic Planning / Risk Management d) Industry / Business Experience e) Global Business	Non Executive Director
2	Mr. Dilip J. Thakkar	Poddar Housing and Development Ltd. Indo Count Ind. Ltd. Black Box Limited (Formerly known as AGC Networks Ltd.) Essar Ports Ltd.	a) Financial / Taxation Skills b) Legal / Regulatory Skills c) Board Service and Governance d) Strategic Planning / Risk Management	Non Executive – Independent Director Non Executive – Independent Director Non Executive – Independent Director Non Executive – Independent Director
3	Dr. Anil Kakodkar	Triveni Turbines Ltd.	a) Leadership / Operational Experience b) Board Service and Governance c) Industry / Business Experience d) Global Business e) Strategic Planning / Risk Management	Non Executive – Independent Director

Sr. No.	Name of the Director	Directorship held in other listed entities	Area of Expertise	Category of Directorship
4	Mrs. Rupal Vora	Bombay Cycle & Motor Agency Limited Geecee Ventures Limited Saraswati Commercial (INDIA) Limited Winro Commercial (INDIA) Limited	a) Financial / Taxation Skills b) Legal / Regulatory Skills c) Board Service and Governance d) Strategic Planning / Risk Management	Non Executive – Independent Director Non Executive – Independent Director Non Executive – Independent Director Non Executive – Independent Director
5	Mr. Chirag C. Doshi	Bombay Cycle & Motor Agency Limited	a) Financial / Taxation Skills b) Leadership / Operational Experience c) Board Service and Governance d) Strategic Planning / Risk Management e) Industry / Business Experience f) Global Business	Chairman & Managing Director

Details of familiarization programme for Independent Directors are available on the website of the Company and can be accessed through web link https://walchand.com/wp-content/uploads/2022/07/Familiarization-programme-for-ID.pdf.

Board of Directors confirms that in the opinion of the Board of Directors, Independent Directors fulfill the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

Code of Conduct:

The Board adopted Code of Conduct for all Board Members and Senior Management of the Company. The said Code of Conduct is posted on the Website of the Company (www.walchand.com).

All Board members and Senior Management personnel have affirmed compliance with the Code on an annual basis and a declaration to this effect by Managing Director and CEO is attached to this report.

CEO/CFO Certification:

As required under Regulation 17 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Managing Director & CEO and Chief Financial Officer of the Company have certified to the Board on the financial statements for the period ended March 31, 2022 and the same is attached to the Report.

(3) Audit Committee:

Brief description of Terms of Reference:

The terms of reference of Audit Committee of the Company inter-alia includes the following:

1) oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

2) Recommending to the Board the appointment, re-appointment, remuneration and terms of appointment of auditors of the Company.

3) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the board for approval.

4) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.

5) Review and monitor the auditor's independence and performance and effectiveness of audit process.

6) To approve transactions and subsequent modification(s) to the transactions of the company with related parties.

7) To scrutinize inter-corporate loans and investments of the Company.

Composition and Attendance at meetings:

As on March 31, 2022, Audit Committee of the Board comprises of 3 Non-Executive Directors namely Mr. Dilip J. Thakkar, Dr. Anil Kakodkar, and Mr. Chakor L. Doshi, out of which two are Independent Directors including Mr. Dilip J. Thakkar, the Chairman of the Audit Committee and the requirement of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015, have been complied with. The Committee was reconstituted in May 30, 2022 by appointing Mr. Jayesh Dadia as a Member of the Committee.

The Committee is authorized by the Board in the manner as envisaged under Regulation 18 (2) (c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The Committee has been assigned task under Regulation 18 read with Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The Committee reviews the information as listed under Regulation 18 read with Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Attendance of Directors at the Audit Committee Meeting held during the Financial Year under review:		
Name of Director	**No. of Meetings held**	**No. of Meetings attended**
Mr. Dilip J. Thakkar	5	5
Dr. Anil Kakodkar	5	5
Mr. Chakor L. Doshi	5	5
*Mr. Jayesh Dadia	0	0

* Mr. Jayesh Dadia was appointed in the Board Meeting held on May 30, 2022.

Five Audit Committee Meetings were held during the Financial Year 2021-22 on June 28, 2021; August 13, 2021; November 12, 2021; February 10, 2022 and March 29, 2022.

The necessary quorum was present for all the meetings.

Mr. Dilip J. Thakkar, Chairman of the Audit Committee was present at the Annual General Meeting held on August 14, 2021 through Video Conferencing.

Managing Director & CEO, Chief Financial Officer, Statutory Auditors and Chief Internal Auditor are the permanent invitee of the Audit Committee. Other members of the Senior Management have attended when invited to the meetings. The Cost Auditor is invited to attend the Meeting of the Audit Committee when the Cost Audit Report is placed before the Committee. Mr. G. S. Agrawal, Vice President (Legal & Taxation) & Company Secretary attended the meetings as Secretary of the Committee. All the members of the Audit Committee are financially literate and possess the requisite accounting and related financial management expertise.

(4) Nomination & Remuneration Committee:

Brief description of Terms of Reference:

The terms of reference of Nomination & Remuneration Committee of the Company inter-alia includes the following:

a) To formulate a criteria for determining qualifications, positive attributes and independence of a Director.

b) To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.

c) Formulate criteria for evaluation of Independent Directors and the Board of Directors.

d) To devise a policy on Board diversity.

e) Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.

f) To recommend to the Board the appointment and removal of Directors and Senior Management.

g) To carry out evaluation of Director's performance and recommend to the Board appointment / removal based on his / her performance, against criteria laid down.

h) To recommend to the Board all remuneration, in whatever form, payable to Senior Management.

i) For every appointment of an independent director, evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may, (a) use the services of an external agencies, if required; (b) consider candidates from a wide range of backgrounds, having due regard to diversity; and (c) consider the time commitments of the candidates.

Composition and Attendance at meetings:

As on March 31, 2022, Nomination & Remuneration Committee of the Board comprises of Mr. Chakor L. Doshi and two Independent Directors viz., Mr. Dilip J. Thakkar and Dr. Anil Kakodkar. Dr. Anil Kakodkar is the Chairman of the Committee. Mr. G. S. Agrawal, Vice President (Legal & Taxation) & Company Secretary acts as Secretary to the Nomination & Remuneration Committee.

Attendance of Directors at the Nomination & Remuneration Committee Meeting held during the Financial Year under review:		
Name of Director	**No. of Meetings held**	**No. of Meetings attended**
Dr. Anil Kakodkar	1	1
Mr. Dilip J. Thakkar	1	1
Mr. Chakor L Doshi	1	1

One Nomination & Remuneration Committee Meeting was held during the Financial Year 2021-22 on June 28, 2021 through Video Conferencing. The necessary quorum was present at the meeting.

Performance evaluation criteria for Independent Directors:

The performance evaluation criteria for Independent Directors is determined by the Nomination and Remuneration Committee. An indicative list of factors on which evaluation was carried out includes participation and contribution by a director, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behavior and judgment.

Nomination & Remuneration Policy:

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, revised Nomination and Remuneration Policy was approved by the Board in its meeting held on May 30, 2022 and is available on the website of the Company and the weblink for the same is https://walchand.com/wp-content/uploads/2022/07/Nomination-Remuneration-Committee-Policy.pdf.

Non-Executive Directors has not drawn any remuneration from the Company except as mentioned in Item no. 2 above. The total amount of sitting fees paid to Non-Executive Directors during the year was Rs. 23 Lakhs.

Details of remuneration paid to Executive Director:

The details of remuneration paid / provided for Mr. Chirag C. Doshi for the Financial Year 2021-22 is as follows:

Amount paid / payable (Rs. in lacs)

Details	**Mr. Chirag C. Doshi Managing Director & CEO**
Salary	85.20
Perquisites	34.96
Contribution to P.F. and Superannuation	7.20
Gratuity	2.88
Commission	-
Total	**130.25**

The additional information in respect of Mr. Chirag C. Doshi, Managing Director & CEO is as under:

Service Contract	: Three Years
Notice Period	: Six Months.
Severance fees	: Not Applicable.
Stock options	: Not Applicable.

(5) Stakeholders Relationship Committee:

Brief description of Terms of Reference:

The terms of reference of Stakeholders Relationship Committee of the Company inter-alia includes the following:

(1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.

(2) Review of measures taken for effective exercise of voting rights by shareholders.

(3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.

(4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

Composition and Attendance at meetings:

As on March 31, 2022 Stakeholders Relationship Committee of the Board comprises of 3 Non-Executive Directors namely Mr. Chakor L. Doshi, Dr. Anil Kakodkar and Mr. Dilip J. Thakkar. Dr. Anil Kakodkar, Non-Executive Director is the Chairman of the Committee. The composition of the Committee meets the requirement of Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. G. S. Agrawal, Vice President (Legal & Taxation) & Company Secretary and Compliance Officer acts as a Secretary of the Committee Meeting.

Dr. Anil Kakodkar, Chairman of the Stakeholders Relationship Committee was present at the Annual General Meeting held on August 14, 2021 through Video Conferencing.

During the Financial Year 2021-22, 1 complaint was received from shareholders and was resolved as per details given hereunder:

Sr No	Nature of Complaint	Pending as on 01.04.2021	Received during the Financial Year	Redressed during the Financial Year	Pending as on 31.03.2022
1	Non Receipt of Share Certificate (s)	0	0	0	0
2	Stock Exchanges	0	0	0	0
3	SEBI – Scores	0	1	1	0
	TOTAL	**0**	**1**	**1**	**0**

Attendance of Directors at the Stakeholders Relationship Committee Meeting held during the Financial Year 2021-22 is as under:		
Name of Director	**No. of Meeting held**	**No. of Meeting attended**
Dr. Anil Kakodkar	1	1
Mr. Dilip J. Thakkar	1	1
Mr. Chakor L. Doshi	1	1

During the Financial Year 2021-22 under review, one Stakeholders Relationship Committee Meeting was held on June 28, 2021 through Video Conferencing. The necessary quorum was present at the meeting. Mr. G. S. Agrawal, Vice President (Legal & Taxation) & Company Secretary attended the meeting as Secretary of the Committee.

(6) Share Transfer Matters:

In order to ensure prompt service to Shareholders, the Board of Directors has given authority to Managing Director & CEO of the Company together with Link Intime India Pvt. Ltd., the Registrar & Share Transfer Agent of the Company to approve matters concerning share transfer / transmission, consolidation of shares etc. and all other functions as delegated to Stakeholders Relationship Committee except replacement of lost / stolen / mutilated share certificates which is only approved by the Board of Directors of the Company.

(7) Risk Management Committee:

As on March 31, 2022 Risk Management Committee of the Board comprises of senior executives of the company namely Mr. Chirag C. Doshi, Managing Director & CEO; Mr. Sandeep Jain, Chief Financial Officer and Mr. Anil Vasant Gabhe, Chief Internal Auditor. Mr. G. S. Agrawal, Vice President (Legal & Taxation) & Company Secretary acts as Secretary of the Committee.

As per SEBI (LODR) (Amendment) Regulations, 2018, constitution of Risk Management Committee is applicable to top 500 listed entities determined on the basis of market capitalization, as at the end of the immediately previous financial year. Hence, it is not mandatory for our Company to constitute Risk Management Committee. However, the Company has voluntarily constituted the Committee and the composition of the Committee meets the requirement of the Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Managing Director & CEO, is responsible for defining, implementing and review of risk management processes within WIL. The Chief Internal Auditor provides updates to the Board on key risks faced by the company and the relevant mitigation actions. Risk Management policy has been approved by the Board in the Meeting held on June 29, 2021 wherein all material Risks faced by the Company were identified and assessed. For each of the risks identified, corresponding controls were assessed and policies and procedures were put in place for monitoring, mitigating and reporting risk on a periodic basis.

Attendance of Directors at the Risk Management Committee Meeting held during the Financial Year 2021-22 is as under:		
Name of Director	**No. of Meeting held**	**No. of Meeting attended**
Mr. Chirag C. Doshi	1	1
Mr. Sandeep Jain	1	1
Mr. Anil Vasant Gabhe	1	1

During the Financial Year 2021-22 under review, one Risk Management Committee Meeting was held on June 23, 2021 through Video Conferencing. The necessary quorum was present at the meeting. Mr. G. S. Agrawal, Vice President (Legal & Taxation) & Company Secretary attended the meeting as Secretary of the Committee.

(8) Finance Committee:

The Board of Directors formed Finance Committee to consider and approve borrowing proposals referred / delegated to it by the Board. During the financial year 2010-2011, the powers and responsibilities of Finance Committee were extended in respect of (i) Opening of new Bank Accounts and / or Closure of the Bank Accounts; (ii) Authorizing executives of the company to operate the bank accounts; (iii) Revision in Authorized Signatories to operate existing Bank Accounts of the company; (iv) Availing Internet Banking facilities including e-commerce and / or closure of Internet banking facilities, authorizing executives of the company to operate the said facilities and revision in authorized signatories for operating the said facilities; (v) Authorizing executives of the Company for dealing in Forward Contracts on behalf of the Company and authorize the executives for executing the documents under Common Seal of the Company for availing the said facilities, from time to time.

Composition and Attendance at meetings:

As on March 31, 2022, Finance Committee of the Board comprises of three Directors viz. Mr. Chakor L. Doshi, Mr. Dilip J. Thakkar and Mr. Chirag C. Doshi. Mr. Dilip J. Thakkar is the Chairman of the Committee.

During the Financial Year 2021-22 under review, no Finance Committee Meeting was held.

(9) Corporate Social Responsibility Committee:

Brief description of Terms of Reference:

The terms of reference of Corporate Social Responsibility Committee of the Company inter-alia includes the following

(a) To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII;

(b) To recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and

(c) To monitor the Corporate Social Responsibility Policy of the company from time to time.

Composition and Attendance at meetings:

As on March 31, 2022 the members of the CSR Committee are Mrs. Rupal Vora and Mr. Chirag C. Doshi. During the year Mr. G. K. Pillai ceased to be a Member of a CSR Committee consequent upon his demise on March 29, 2022. Mrs. Rupal Vora is the Chairperson of the Committee.

Attendance of Directors at the Corporate Social Responsibility Committee Meeting held during the Financial Year are as under:		
Name of Director	**No. of Meetings held**	**No. of Meetings attended**
Mrs. Rupal Vora	1	1
*Mr. G. K. Pillai	1	1
Mr. Chirag C. Doshi	1	1
** Mr. Chakor L. Doshi	0	0

During the Financial Year 2021-22 under review, one meeting of Corporate Social Responsibility was held on June 28, 2021. The necessary quorum was present at the meeting. Mr. G. S. Agrawal, Vice President (Legal & Taxation) & Company Secretary attended the meeting as Secretary of the Committee.

* Mr. G. K. Pillai ceased to be a Member of a CSR Committee consequent upon his demise on March 29, 2022.

** Mr. Chakor L. Doshi was appointed as the Member of the Committee through Circular Resolution dated May 10, 2022 due to sudden demise of Mr. G. K. Pillai.

(10) Committee of Independent Directors:

Independent Directors Committee has been constituted as per the provisions of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. During the Financial Year 2021-22, the Independent Directors Meeting of the Company was held on June 29, 2021 through Video Conferencing.

Independent Directors Meeting considered the performance of Independent / Non-Independent Directors and the Board as a whole, reviewed the performance of the Chairman of the Company, taking into account the views of Executive Director and Non-Executive Director and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board.

Attendance of Directors at the Independent Directors Committee Meeting held during the Financial Year 2021-22 is as under :-		
Name of Director	**No. of Meeting held**	**No. of Meeting attended**
Dr. Anil Kakodkar	1	1
Mr. Dilip J. Thakkar	1	1
Mrs. Rupal A. Vora	1	1

In the opinion of the Board the existing Independent Directors, fulfill the conditions specified in the SEBI Listing Regulations and are Independent of the Management.

(11) Allotment Committee:

The Board of Directors constituted Allotment Committee for the purpose of allotment of equity shares on conversion of warrants to specified allottees as approved by the shareholders by passing Special Resolution.

As on March 31, 2022 Allotment Committee comprises of three Directors viz. Mr. Dilip J. Thakkar, Mr. Chakor L. Doshi and Mr. Chirag C. Doshi. Mr. Dilip J. Thakkar is Chairman of the Committee.

During the Financial Year 2021-22 under review, no meeting of the Allotment Committee was held.

(12) Committee of Directors for Capital Issue:

The Board of Directors had constituted 'Committee of Directors for Capital Issue' ("Committee") with regard to create, offer, issue and allot in one or more tranch (es), in one or more foreign markets or domestic markets, to persons and entities whether such persons and/or entities are shareholders of the Company or not, including to Qualified Institutional Buyers, as defined in the Securities and Exchange Board of India (Issue of Capital and Disclosure

Requirements) Regulations, 2009, as may be amended from time to time, ("SEBI Regulations"), (collectively "Investors").

As on March 31, 2022 Committee of Directors for Capital Issue comprises of three Directors viz. Mr. Chakor L. Doshi, Mr. Dilip J. Thakkar and Mr. Chirag C. Doshi. Mr. Dilip J. Thakkar is the Chairman of the Committee.

During the Financial Year 2021-22 under review no meeting of the Committee of Directors for Capital Issue was held.

(13) General Body meetings:

i. Location and time, where last three AGMs held:

Year	Venue	Date	Time
April 2018-March 2019	Walchand Hirachand Hall, IMC Building, Churchgate, Mumbai – 400 020	06.08.2019	04.00 p.m.
April 2019-March 2020	Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)	14.08.2020	04.00 p.m.
April 2020 – March 2021	Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)	14.08.2021	05.00 p.m.

ii. Location and time, where Extra Ordinary General Meetings were held in last three years - No extra ordinary General Meeting was held during the last 3 Years period.

i. (A) Special resolutions passed in the previous three AGMs:

- April 2018 – March 2019

  a) Resolution Number 3, Resolution under Section 149, 152 read with Schedule IV to accord consent of Shareholders of the Company for Appointment of Dr. Anil Kakodkar (DIN:03057596), as an Independent Director.

- April 2019 – March 2020

  a) Resolution Number 5, Resolution under Section 188, 197 of the Companies Act, 2013, to accord consent of the Shareholders of the Company for availing the Professional Services of Mr. G. K. Pillai as Advisor / Consultant for a period of One Year w.e.f. April 01, 2020.

  b) Resolution Number 6, Resolution under Section 42, 62 (1) (b) of the Companies Act, 2013, to accord consent of the shareholders of the Company, to approve 'WIL - Employees Stock Option Plan 2020'.

- April 2020 – March 2021

  a) Resolution Number 3, Resolution under Section 188, 197 of the Companies Act, 2013, to accord consent of the Shareholders of the Company for availing the Professional Services of Mr. G. K. Pillai as Advisor / Consultant for a further period of One Year w.e.f. April 01, 2021.

All resolutions including special resolutions were passed by the members of the Company with requisite majority.

(B) Special resolution passed through Postal Ballot during the F.Y. 2021-2022, the person who conducted the postal ballot exercise and details of the Voting Pattern: N.A.

(C) Details of Special Resolution proposed to be conducted through Postal Ballot:

No Special Resolution is proposed to be conducted through postal ballot at the AGM scheduled to be held on September 28, 2022.

(14) Means of Communication:

The Company recognizes the importance of two way communication with shareholders and of giving a balanced reporting of results and progress and responds to questions and issues raised in timely and consistent manner. Shareholders seeking information may contact the Company directly throughout the year.

i) Quarterly, Half Yearly and Annual Results are published in All India Edition of Financial Express in English & Mumbai Lakshadweep in Marathi News papers from Mumbai.

ii) The quarterly, half yearly and annual results, shareholding pattern, Corporate Governance Report and other compliances are also posted on the website of the Company (www.walchand.com). The Shareholding Pattern, Corporate Governance Report, Quarterly, Half Yearly and Annual Results and other compliances are also filed electronically on NSE Electronic Application Processing System (NEAPS), web based application designed for corporate at https://www.connect2nse.com/LISTING/ and on BSE Online Portal - BSE Corporate Compliance & Listing Centre (the "Listing Centre") at http://listing.bseindia.com/.

iii) Green Initiative:

In support of the "Green Initiative" undertaken by

Ministry of Corporate Affairs, the Company has been sending various communications including the Annual Report, postal Ballot by email to those shareholders whose email addresses were made available to the depositories or the Registrar and Transfer Agents since Financial Year 2013-14 and continuing the same. Physical copies are being sent to only those shareholders whose email addresses are not available and for the bounced email cases and who have specifically requested for the same.

As a responsible citizen, your Company strongly urges you to support the Green Initiative by registering/updating your email addresses with the Depositories Participants or the Registrar and Transfer Agents for receiving soft copies of various communications including the Annual Reports.

iv) The Company has designated investors@walchand.com as an email id for the purpose of registering complaints by investors and displayed the same on the Company's website.

v) "Management Discussion and Analysis" is enclosed as **Annexure 'A'** to the Directors' Report.

vi) There were no Presentations made to institutional investors or to the analysts during the year 2021-22.

vii) SCORES is a system implemented by SEBI which enables investors to lodge their complaints electronically on the SEBI website. The investor complaints are processed in a centralized web based complaints redressal system. The salient features of this system are Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

(15) General Shareholder information:

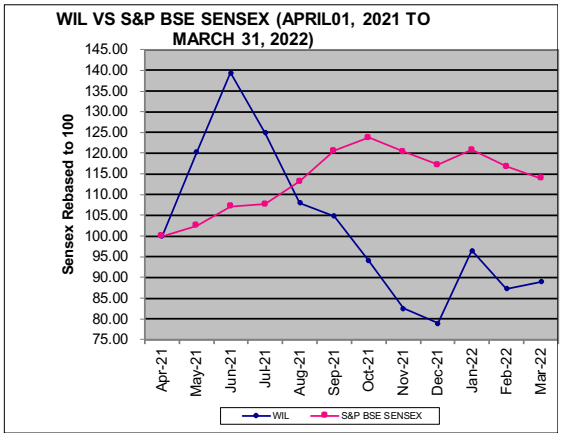
i)	**AGM : Date, Time & Venue**	:	September 28, 2022 at 04.00 p.m. The Company is conducting meeting through VC / OAVM pursuant to the MCA Circular dated May 5, 2020, read with General circulars dated April 8, 2020, April 13, 2020, January 13, 2021 and December 14, 2021 as such there is no requirement to have a venue for the AGM. For details please refer to the Notice of this AGM.
ii)	**Financial Calendar**	:	April – March The results for every Quarter are declared within 45 days from the end of the Quarter except for the last Quarter, for which Annual Audited Results are declared within the period of 60 days from the end of the Quarter as per Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
iii)	**Date of Book Closure**	:	N. A. for this year
iv)	**Dividend payment date**	:	N. A.
v)	**Listing on Stock Exchanges**	:	BSE Ltd. P. J. Towers, Dalal Street, Mumbai – 400 001. National Stock Exchange of India Ltd. Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East) Mumbai 400 051 The Listing fees for the year 2022-2023 have been paid to both the Stock Exchanges.
vi)	**Stock Code**	:	507410 (BSE) and WALCHANNAG (NSE)
vii)	**Market Price Data : High, Low during each month in last financial Year**	:	BSE/NSE

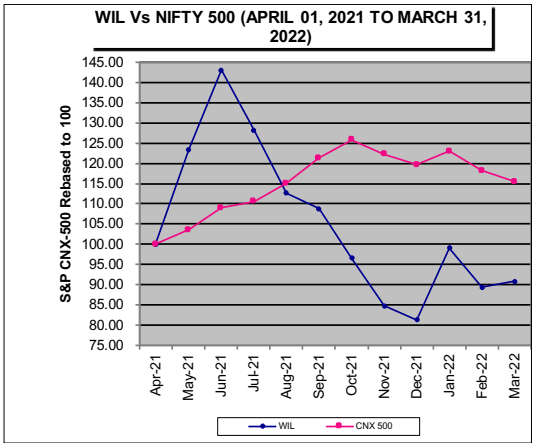
(Amount in Rs.)

Month	BSE		S&P BSE SENSEX	NSE		CNX-500
	High	Low	Closing	High	Low	Closing
Apr-21	66.30	53.55	48782.36	65.60	51.10	12364.35
May-21	82.35	61.75	51937.44	82.45	61.60	13226.35
Jun-21	92.00	75.00	52482.71	92.00	74.90	13473.55
Jul-21	83.40	66.25	52586.84	83.60	66.00	13664.25
Aug-21	72.45	57.00	57552.39	72.65	58.85	14555.9
Sep-21	73.50	52.20	59126.36	73.70	53.30	15052.65
Oct-21	61.50	51.20	59306.93	61.60	51.15	15086.9
Nov-21	55.80	43.15	57064.87	55.80	43.10	14648.35
Dec-21	55.30	39.30	58253.82	55.40	39.45	14996.2
Jan-22	64.35	51.35	58014.17	64.30	51.35	14921.45
Feb-22	60.35	44.30	56247.28	60.30	44.00	14307.95
Mar-22	57.80	48.90	58568.51	57.95	48.00	14894.5

viii) Performance in comparison to S&P BSE SENSEX and CNX-500:

The Chart shows the performance of the Company's Shares at BSE and NSE as compared to BSE SENSEX and S & P CNX - 500 during the Financial Year 2021-22:





ix) Registrar and Share Transfer Agents:

M/s. Link Intime India Pvt. Ltd.
Unit: Walchandnagar Industries Ltd.
C 101, 247 Park,
L B S Marg, Vikhroli West,
Mumbai 400 083.
Ph. No.: (022) 49186270
Fax No.: (022) 49186060
e-mail id: rnt.helpdesk@linkintime.co.in

x) Share Transfer System :

In terms of Regulation 40 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, securities can be transferred only in dematerialized form w.e.f. April 01, 2019, except in case of request received for transmission or transposition of securities. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. Shareholders who desire to demat their shares can get in touch with any Depository Participant having registration with SEBI to open a demat account and follow the procedure for dematerialization of share.

xi) (a) Shareholding Pattern as on March 31, 2022 :

Category	No. of Shares	%
Promoters & Directors, Directors Relatives/HUF & Group Companies/ Group Trusts	11428695	30.02
Mutual Funds & Unit Trust of India	4500	0.01
Banks, Financial Institutions, State Government	94215	0.25
Bodies Corporate, LLP & Clearing Members	3360069	8.82
NRI/OCB/FII/FN/NBFC's	273397	0.72
Foreign portfolio Investors (Corporate)	159004	0.42
Public (Resident Indians / Trusts/ HUF/Office bearers)	22162680	58.22
Investor Education & Protection Fund	587645	1.54
Total	**38070205**	**100.00**

(b) Distribution of shareholding as on March 31, 2022:

Shareholding of nominal value of Rs.	Number of Shareholders	% to Total	Amount in Rs.	% to Total
1 to 5000	64813	99.1222	16044879	42.1455
5001 to 10000	330	0.5047	2428422	6.3788
10001 to 20000	151	0.2309	2192461	5.7590
20001 to 30000	34	0.052	850149	2.2331
30001 to 40000	18	0.0275	617658	1.6224
40001 to 50000	7	0.0107	337250	0.8859
50001 to 100000	17	0.026	1254948	3.2964
100001 to onwards	17	0.026	14344438	37.6789
TOTAL	**65387**	**100.00**	**38070205**	**100.00**

xii) Dematerialization of Shares and Liquidity:

As stated earlier, the Company's shares are listed on the Stock Exchanges. As per the SEBI notifications, trading in Company's shares has been made compulsorily in Dematerialised form w.e.f. 26th December, 2000 and Company's Registrar & Transfer Agents have connectivity with NSDL & CDSL. The ISIN No. is INE711A01022. As on March 31, 2022, 3,75,83,655 equity shares representing 98.72% of the total shares have been Dematerialised. The members holding shares in physical form are requested to get the shares converted into demat form as per the prescribed procedure. The shares of the Company are traded in the "B" group.

xiii) Outstanding GDRs / ADRs / Warrants or any other Convertible Instruments, Conversion date and likely impact on equity : No instrument is outstanding for allotment or conversion.

xiv) Commodity Price Risk or Foreign Exchange Risk And Hedging Activities : Please refer Management Discussion and Analysis Report details.

xv) Plant Locations : The Company currently has 3 plants located as follows:

1. Walchandnagar, Dist. Pune, Maharashtra
2. Satara Road, Dist. Satara, Maharashtra
3. Attikola Dharwad, Karnataka

xvi) Address for correspondence

a) For Correspondence relating to shares : M/s. Link Intime India Pvt. Ltd.
Unit: Walchandnagar Industries Ltd.,
C 101, 247 Park,
L. B. S. Marg, Vikhroli West,
Mumbai 400 083.
Ph. No.: (022) 49186270
Fax No.: (022) 49186060
Email : rnt.helpdesk@linkintime.co.in

b) For other matters (At Company's registered Office) : Walchandnagar Industries Ltd.
3, Walchand Terraces
Tardeo Road, Mumbai 400 034
Ph. No.: (022) 23612195/96/97
Fax No.: (022) 23634527
Email: investors@walchand.com; giriraj.agrawal@walchand.com

xvii) List of Credit Ratings obtained by the Company:

1. **ACUITE RATINGS & RESEARCH LIMITED :** The following is the latest credit rating of the Company:

	Long Term Instruments	Short Term Instruments
Total Rated Quantum (Rs. in Cr.)	242.00	594.11
Quantum of Enhancement (Rs. in Cr.)	Not Applicable	Not Applicable
Rating	ACUITE C	ACUITE A4
Outlook	Negative	Not Applicable
Most recent Rating Action	Reaffirmed	Reaffirmed
Date of most recent Rating Action	April 06, 2021	April 06,2021
Rating Watch	Not Applicable	Not Applicable

xviii) Transfer of Unclaimed Dividends:

Under the Companies Act, 2013, Dividends that are unclaimed for a period of seven years are required to be transferred to the Investor Education and Protection Fund administered by the Central Government. However, Company has not declared any Dividend after 2013-2014 hence, transfer of Unclaimed Dividend which are unclaimed for a period of seven years to IEPF does not arise.

xix) Transfer of underlying shares into Investor Education and Protection Fund (IEPF) in cases where Unclaimed Dividends have been transferred to IEPF for a consecutive period of 7 years:

In terms of Section 124 (6) of the Companies Act, 2013 read with Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is required to transfer the shares in respect of which Dividends have remained Unclaimed for a period of 7 consecutive years to the IEPF Account established by the Central Government. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority restraining any transfer of the shares. The details of Unclaimed Dividends and shareholders whose shares are transferred to the IEPF Authority are uploaded on the Company's website https://www.walchand.com/investors/investor-information/.

The members who have a claim on the dividends and the shares which are transferred to IEPF may claim the same from IEPF Authority by submitting an online application in web Form No. IEPF-5 available on the website www.iepf.gov.in and sending a

physical copy of the same, duly signed to the Company, along with requisite documents enumerated in the Form No. IEPF-5. No claims shall lie against the Company in respect of the dividend / shares so transferred.

xx) Unclaimed Equity Shares to Unclaimed Suspense Account:

Members are hereby informed that as per Regulation 39 (4) read with Schedule VI of the SEBI Regulations, shares held physically which may have remained unclaimed by shareholders due to insufficient/incorrect information or for any other reason should be transferred in demat mode to one folio in the name of "Unclaimed Suspense Account" with one of the Depository Participants. The Company has transferred the balance of unclaimed shares to the Unclaimed Suspense Account.

xxi) Company Website:

The Company has its website namely www.walchand.com. The Company's website contains a separate dedicated section, identifiable as 'Investors'. The website provides detailed information about the Company, its products and services offered, locations of its corporate offices and various sales offices etc. The website contains comprehensive database of Quarterly Results, Annual Reports, Shareholding patterns, Corporate Governance Report and other communications are updated on the website of the Company. The basic information about the Company as called for in terms of the Listing Regulations is provided on the Company's website and the same is updated regularly.

xxii) Prevention of Insider Trading:

Pursuant to provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Company has formulated the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by Insiders / Designated Persons and immediate relative of Designated Persons and the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information which allow the formulation of a trading plan subject to certain conditions and require pre clearance for dealing in the Company's shares. The Company's policy also prohibits the purchase and / or sale of Company's shares by an insider while in possession of unpublished price sensitive information of the company and also during the certain prohibited periods. As per SEBI (Prohibition of Insider Trading) Regulations, 2015 to further improve the control and systems for Compliance of Securities and Exchange BOARD because its Securities and Exchange Board of India. (Provisions of Insider Trading) Regulations, 2015, we have Implemented software based tracking/ Compliance of the provisions which is developed by our Registrar and Transfer Agent- Link Intime India Private Limited and the same is working.

(16) Other Disclosures:

i) Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature with its Promoters, Directors or the Management, their Subsidiaries or Relatives, etc. that may have potential conflict with the interests of the Company at large:

During the Financial Year 2021-2022, Company had entered into material Related Party transactions between the Company and its Promoters, Directors or the Management, or relatives as approved by the Audit Committee and the Board in their respective meetings.

As required by the IND AS-24, the details of related party transactions are given in Note No. 47 to the notes on financial statements for the Financial Year 2021-22, forming part of Accounts.

ii) Management Disclosures :

The Senior Management personnel have made disclosures to the Board relating to all material financial and commercial transactions, if any, where they may have personal interest that may have a potential conflict with the interest of the Company at large. Based on the disclosures received, none of the Senior Management personnel has entered into any such transactions during the year.

iii) Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchanges or SEBI, or any Statutory Authorities, on any matter related to Capital markets during last three years:

Nil in last three years.

However following matter is still pending for disposal:

In the year 2015 the Adjudicating Officer of SEBI has passed an order imposing penalties of Rs. 21.25 Lakhs against all promoter entities of BCMA, some of them are promoter entity of Walchandnagar Industries Limited also, with reference to purchase of shares of BCMA by Walchand Kamdhenu Commercials Pvt. Ltd. This matter is currently pending in Supreme Court of India.

iv) Vigil Mechanism / Whistle Blower Policy:

The Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors has formulated a Whistle Blower Policy to report genuine concerns or grievances. Protected disclosures can be made by a whistle blower through an e-mail, or telephone line or a letter to the Chairman of the Audit Committee or the Company Secretary of the Company or any member of the Audit Committee. The Policy on vigil mechanism /whistle blower policy may be accessed on the Company's website at the link https://walchand.com/wp-content/uploads/2022/07/Whistleblower-Policy.pdf.

No personnel of the Company has been denied access to the Audit Committee.

v) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause.

The Company is in Compliance with all mandatory requirements of Listing Regulations. In addition Company has also adopted the following non-mandatory requirements to the extent mentioned below:

AUDIT QUALIFICATION

The Company is in the regime of unmodified opinions on financial statements.

REPORTING OF INTERNAL AUDITOR

The Internal Auditor directly reports to the Audit Committee.

vi) The Company's policy in dealing with Material Subsidiaries is placed on the website and can be accessed through weblink

https://walchand.com/wp-content/uploads/2022/07/Policy-on-Material-Subsidiary.pdf.

vii) The Company's policy in dealing with Related Party Transactions is placed on the website and can be accessed through weblink

https://walchand.com/wp-content/uploads/2022/07/Related-Party-Transaction-Policy.pdf.

viii) Certificate as required under Part C of Schedule V of Listing Regulations, have been received from M/s. V. N. Deodhar & Co. (FCS NO.1880 & COP No. 898), Practicing Company Secretaries, that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority, is annexed to the Report.

ix) Total Fees for all services paid by the Listed entity to the statutory auditor :

Total fees for financial Year 2021-22, for all services as mentioned below, was paid by the Company to the Statutory Auditor and all entities in the network firm/network entity of which the statutory auditor is a part.

PAYMENT TO AUDITORS	Basic	GST	Gross
Audit Fees	2,475,000.00	445,500.00	2,920,500.00
Tax Audit Fees	225,000.00	40,500.00	265,500.00
In Other Capacity (Certification)	27,000.00	4,860.00	31,860.00
Reimbursement of out of pocket expenses	39,088.00	-	-
Total	**2,766,088.00**	**490,860.00**	**3,217,860.00**

x) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

a. number of complaints filed during the financial year : Nil

b. number of complaints disposed of during the financial year : Nil

c. number of complaints pending as on end of the financial year : Nil

xi) Corporate Identity Number (CIN):

The Corporate Identity Number of the Company allotted by the Ministry of Corporate Affairs, Government of India is L74999MH1908PLC000291.

xii) Compliance Certificate from Auditors on Corporate Governance:

Certificate from Statutory auditors M/s. Jayesh Sanghrajka & Co, Chartered Accountants confirming compliance with the conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Report.

xiii) Reconciliation of Share Capital Audit report (formerly known as Secretarial Audit Report) and Certificate of Compliance with Regulation 40 (9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

The Reconciliation of Share Capital Audit is carried out by M/s. V. N. Deodhar & Co., Practicing Company Secretaries every quarter and report thereon is submitted to the Stock Exchanges along with half yearly Compliance Certificate as per Regulation 40 (9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and placed before the Board of Directors.

xiv) Compliance of Corporate Governance Requirements Specified in Regulation 17 to 27 and Regulation 46(2)(B) to (I) of Listing Regulations:

Your Company confirms compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub- regulation (2) of regulation 46 of the Listing Regulations. Except Regulation 17 (1) (c) wherein Due to demise of Mr. G. K. Pillai, Non–Independent Non-Executive Director on 29th March, 2022 the required no. of Directors as per Regulation 17 (1) (c) has fallen below from 6 to 5 on 29th March, 2022. However, on 30th May, 2022 the Company have appointed Mr. Jayesh Dadia as Independent Non-Executive Directors of the company within 90 days period as permitted in the relevant provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

(xv) Disclosures with respect to demat suspense account/ unclaimed suspense account (Unclaimed Shares) :

In terms of Regulation 39 of the Listing Regulations, the Company reports the following details in respect of equity shares lying in the suspense account. The disclosure as required under schedule V of the Listing Regulations is given below:

(a) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year i.e 1st April, 2021 - 55 Shareholders and 11940 Shares.

(b) Number of shareholders who approached Company for transfer of shares from suspense account during the year – NIL.

(c) Number of shareholders to whom shares were transferred from suspense account during the year – NIL.

(d) Number of shares transferred to IEPF – 12 shareholders and 2170 shares.

(e) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year i.e. 31st March, 2022 - 43 Shareholders and 9770 Shares.

(f) Voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares - Yes.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,

The Members,
WALCHANDNAGAR INDUSTRIES LIMITED
3, Walchand Terraces,
Opp. Air conditioned Market,
Tardeo Road,
Mumbai-400 034.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Walchandnagar Industries Limited having CIN L74999MH1908PLC000291 and having Registered Office at 3, Walchand Terraces, Opp. Air conditioned Market, Tardeo Road, Mumbai-400 034 (hereinafter referred to as 'the Company') produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C – sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr. No.	Name of Director	DIN	Date of Appointment in Company
01	MR. CHAKOR LALCHAND DOSHI	00210949	15/05/1979
02	MR. DILIP JAYANTILAL THAKKAR	00007339	10/03/2003
03	DR. ANIL PURUSHOTTAM KAKODKAR	03057596	27/12/2010
04	MRS. RUPAL ANAND VORA	07096253	07/08/2019
05	MR. CHIRAG CHAKOR DOSHI	00181291	25/11/2007

Mr. Gopi Kumar Pillai (DIN 01537184) appointed as Director on 25/11/2012 ceased to be a Director of the Company due to death on March 29, 2022. On the date of his death Mr. G. K. Pillai was not debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

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

For **V. N. DEODHAR & CO.,**
COMPANY SECRETARIES

V. N. DEODHAR
PROP.
FCS NO. 1880
C.P. NO. 898
UDIN: F001880D000427063

Place: Mumbai
Date: 30th May, 2022

DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT

Compliance of Code of Conduct for Directors and Senior Management Personnel pursuant to amended provision of Regulation 17 (5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board laid down a Code of Conduct for all Board Members and Senior Management Personnel of the Company on 1st March, 2005 and the same has been revised in the Board Meeting held on February 06, 2019. The Code of Conduct was also posted on the Website of the Company.

All the Board Members and Senior Management Personnel affirmed that they have complied with the said Code of Conduct on an annual basis in respect of the Financial Year ended March 31, 2022.

Chirag C. Doshi
Managing Director & CEO

Date: May 30, 2022

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

TO THE MEMBERS OF

Walchandnagar Industries Limited

We have examined the compliance of conditions of Corporate Governance as stipulated at Para C of Schedule V in terms of regulations 34 (3) and 53 (f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Regulations') and the listing agreement of Walchandnagar Industries Limited with the stock exchanges for the year ended March 31, 2022.

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

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with conditions of Corporate Governance as stipulated in the above mentioned Regulations.

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

For Jayesh Sanghrajka & Co. LLP.
Chartered Accountants
Registration No. 104184W

Rishikesh Nasikkar
Designated Partner
Membership No.: 166493
UDIN: 22166493AKAMTX5778

Place: Mumbai
Dated: May 30, 2022

Annexure 'C' to Director's Report

Annexure 'C' to the Directors' Report (Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo):

(A) CONSERVATION OF ENERGY

(a) Energy Conservation Measures Taken:

1 APFC panels replaced with Hybrid RTPFC panels, for PF improvement & harmonics reduction. Completed in November 2021. Reduction in losses due to improvement in power factor from 0.984 to 0.999. Current Harmonics reduced from 18% to below 3%.

2 Arrested Compressed air leakages in the plant. It is On going process, and resulting in saving due to reduction in power consumption of compressors.

3 Arrested oil leakages in the machines, On going process; Saving due to reduction in oil consumption & land cantamination.

(b) Energy Conservation Measures Proposed:

1 Overhauling of screw element of GA90 & GA55 air compressors to improve efficiency. It will reduce power consumption of compressors.

2 Westerwork furnace upgradation for improvement in efficiency & quality. Power Saving due to reduction in Heat Loss & improved efficiency.

3 To arrest air leakages in the plant. It is On going process, to reduce wastage of power.

4 Solar power plant project study of feasibility is in progress.

5 To arrest oil leakages in the machines, On going process; Saving due to reduction in oil consumption & land cantamination.

(c) Capital Investments in Energy Conservation Equipment during the year:

During the year Capital Investment of Rs 24.98 lakh was made for upgration and re-conditioning of equipment.

(B) TECHNOLOGY ABSORPTION, RESEARCH AND DEVELOPMENT

(1) Specific areas in which R & D has been carried out by the Company:

- Welding procedure development in Aluminum Alloy 6061 with 100% Radiography requirements by Gas Metal Arc Welding Process for Metallic Capsule job.

(2) Benefits derived as a result to R & D:

- Ability to process critical jobs related to Defense sector.

(3) Future Plan of Action:

- Development of welding process for Nuclear project : Reactor header - Stub to Pipe welding development by Orbital Gas Tungsten Arc Welding & Shielded Metal Arc Welding with 100% Radiography requirements Calandria - Development of Gas Tungsten Arc Welding & Shielded Metal Arc Welding process for Nozzle Welding with 100% Radiography requirements and Stellite 6 Laser Hardfacing for Keyways."

Expenditure on R&D

Rs. In Lakh

Capital (Development Expenditure)	0.00
Recurring	3.89
Total	**3.89**
Total R&D Expenditure Percentage to turnover	**0.01%**

(4) Imported technology (imported during last 5 years reckoned from the beginning of the financial year):

Nil

(5) Technology absorption, adaptation and innovations:

(i) Efforts in brief made towards technology absorptions:

- Realization of complex shaped nozzle convergent and divergent hardware for Crew Jettisoning Motor case, which is part of Crew Escape Systems (CES).
- Development of Welding process parameter in aluminum Alloy T 6061 T6.
- Design, development and deployment of Load testing arrangement.
- Realization of Machining of 14-meter length Side Wall Assembly for Flexible Nozzle within flatness of 1 mm and surface finish of 3.2 microns.

(ii) Benefits derived as a result of above efforts:

- Crew Escape Systems (CES) for manned mission 'Gaganyan' are designed to provide high enough thrust in order to detach and propel the crew module away from the launch vehicle at the shortest possible time during all possible anomalies.
- Ability to effeciantly excute the jobs of Defence sector.
- Ability to execute load Pressure Test of a Defense equipment.
- This technology will be use to execute the upcoming Wind Tunnel Facility for ISRO.

C) FOREIGN EXCHANGE EARNING AND OUTGO

Foreign exchange used and earned:

Earning in Forgeign Exchange	Rs. 1501 lakh
Foreign Exchange Outgo	Rs. 504 Lakh

Annexure 'D' to Director's Report

Statement of Disclosure of Remuneration under Section 197 (12) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(i) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary during the Financial Year from April 01, 2021 to March 31, 2022, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year from April 01, 2021 to March 31, 2022, and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director / KMP for the Financial Year 2021-22	Remuneration of Director / KMP for the Financial Year 2021-22	% increase in Remuneration	Ratio of Remuneration of each Director to the median remuneration of employees $
(i)	(ii)	(iii)	(iv)	(v)
1.	Mr. Chirag C. Doshi, Managing Director & CEO	1,30,24,630	*	22.44:1
2.	Mr. Sandeep Jain, Chief Financial Officer	70,10,861		
3.	Mr. G. S. Agrawal, Vice President (Legal & Taxation) & Company Secretary	34,85,171		

* The terms of remuneration remains same as approved by the Members of the Company and there is no increase in the remuneration.

In the Financial Year, there was 2.1% increase in the median remuneration of employees;

There were 1921 permanent employees on the rolls of Company as on March 31, 2022;

Average percentile increase made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration:

The aggregate remuneration of employees excluding Whole time Directors (WTD) and other Key Managerial Personnel (KMP) remained largely stable for the current year over the previous scale based on 12 months average basis due to rationalization of our manpower during the Financial Year. Some revision in remuneration of Employees were awarded based on performance appraisal and to meet the inflation. Further there was no increase in the remuneration of WTD and remains same as approved by the Shareholders as minimum remuneration in case of loss. Similarly, there was no increase in the remuneration of other KMPs due to loss in the Financial Year.

Annexure 'E' to Director's Report

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8 (2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party	1. Mr. Chakor L. Doshi (Promoter) 2. Mrs. Champa C. Doshi (Promoter) 3. Mr. Chirag C. Doshi (Promoter Group) 4. M/s. Walchand Kamdhenu Commercials Pvt. Ltd. (Promoter) 5. M/s. Walchand Great Achievers Pvt. Ltd. (Promoter Group)
b)	Nature of relationship	A Director or his Relative. A Private Company in which a Director or Manager [or his relative] is a Member or Director.
c)	Nature of contracts/arrangements/transaction	Subrogated debt / loan which can be either repaid in cash or converted into equity shares / warrants as and when decided by the Company.
d)	Duration of the contracts/arrangements/transaction	Contract/Arrangement for a period upto 5 Years.
e)	Salient terms of the contracts or arrangements or transaction including the value, if any	Transaction is of Subrogated debt/Loan. Arrangement is for a period upto 5 Years. Monetary value of transaction with Related Party is of Rs. 54.18 Cr. This will be Interest Free i.e. at NIL rate of Interest.
f)	Justification for entering into such contracts or arrangements or transactions'	KKR Loan outstanding has reduced by this amount and consequently Interest burden of the Company has also reduced.
g)	Date of approval by the Board	May 30, 2022
h)	Amount paid as advances, if any	NA
i)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Approval of Audit Committee Meeting and Board Meeting is accorded. Approval of shareholders is being taken in the forthcoming AGM.

2. Details of contracts or arrangements or transactions at Arm's length basis. :

S L . No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Not Applicable. There were no material contracts or arrangement entered into with related parties during the Financial Year 2021-2022.
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Date of approval by the Board	
f)	Amount paid as advances, if any	

Sd/-
Chirag C. Doshi
Managing Director & CEO
DIN : 00181291

Sd/-
Dilip J. Thakkar
Director
DIN:00007339

Annexure 'F' to Director's Report

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

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

To,
The Members,
WALCHANDNAGAR INDUSTRIES LIMITED,
3, Walchand Terraces
Opp. Air conditioned Market,
Tardeo Road,
Mumbai-400 034.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Walchandnagar Industries Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Walchandnagar Industries Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

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

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

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made 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 Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

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

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

  (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**

  (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014,

  (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, **(Not applicable to the Company during the Audit Period)**

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

  (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period)** and

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

(vi) During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. We further report that, having regard to the compliance system prevailing in the Company and on examination

of the relevant documents and records in pursuance thereof on test-check basis, the Company has complied with the following laws applicable specifically to the Company.

a) The Indian Boiler Act,1923

b) The Explosives Act,1884

c) The Environment (Protection) Act,1986

d) The Water (Prevention and Control of Pollution) Act,1974

e) The Air (Prevention and Control of Pollution) Act,1981

We have been informed that the compliance of the above laws is monitored on monthly basis by the Compliance officer/ Chief Internal Auditor and necessary action is initiated for non-compliance, if any. Additionally, we have been informed that a status report signed by the Managing Director & CEO, Chief Financial Officer and the Compliance Officer/ Chief Internal Auditor on compliance of various statues is submitted to the Board at its every meeting.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India,

(ii) Auditing Standards issued by The Institute of Company Secretaries of India and

(iii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Director and 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.

As per Regulation 17(1)(c) of SEBI LODR the board of directors of the Company shall comprise of not less than six directors. As on 31st March, 2022 the Board of the Company comprises of five directors and steps will have to be taken to comply with this requirement. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, except price sensitive information was sent two days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the Minutes of the Meetings of the Board of Directors or Committee of the Board as the case may be.

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

For **V. N. DEODHAR & CO.,**
COMPANY SECRETARIES

V. N. DEODHAR
PROP.
FCS NO.1880
C.P. No. 898
UDIN: F001880D000426744

Place: Mumbai
Date: 30th May, 2022

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this Report.

Annexure A

To,
The Members,

Walchandnagar Industries Limited,

Our Secretarial Audit Report of even date for the Financial Year ended March 31, 2022 is to be read along with this letter.

1. Maintenance of Secretarial Record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our Audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial Records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the Compliance of Laws, Rules & Regulations and happening of events, etc.
5. The Compliance of provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
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 **V. N. DEODHAR & CO.,**
COMPANY SECRETARIES

V. N. DEODHAR
PROP.
FCS NO.1880
C.P. No. 898
UDIN: F001880D000426744

Place: Mumbai
Date: 30th May, 2022

Independent Auditor's Report

To the Members of

WALCHANDNAGAR INDUSTRIES LIMITED

Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the accompanying Ind AS Financial Statements of **WALCHANDNAGAR INDUSTRIES LIMITED** ("the Company") which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and loss including the statement of Other Comprehensive Income, cash flow statement and statement of Changes in Equity for the year then ended, and notes to the Ind AS Financial Statements, including a summary of significant accounting policies and other explanatory information and which include the Returns for the year ended on that date audited by the independent auditor of the Company's division located in Ethiopia.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and its loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS Financial Statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

a. Expected credit loss on trade receivables is measured through loss allowance. The company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on provision matrix. This area required significant attention since there was a significant amount of management estimates.

   We had detailed discussion with respective business heads about the method of estimates. We verified details of Liquidated Damages charged by clients and total sales for the period from 1st April 2016 to 31st March 2022 which were used by the management in their analyses of historical credit loss experience. We also verified the contract documents, correspondences with client pertaining to projects where specific loss provisioning was made. Management estimate is based on such forward information and historical data to derive division-wise provisioning values.

b. Calculation for percentage completion for revenue for projects operating over time under IND AS 115. This area has significant quantum of estimates in calculating Cost to Complete. This area required significant attention since there was a significant amount of estimates.

   Management has prepared profitability statements for all the projects which are operating over time as per IND AS 115. We verified total contract values from Signed Contract with customers, total revenue billed with invoices submitted to clients. The company has adopted Input Method for arriving at percentage of completion method. We verified total Cost incurred for each project as per books of accounts, total Cost to Complete each project from Budget as reviewed by projects heads on every reporting date. It was verified that the cost for completing balance work is reviewed and revised wherever necessary based on current scenario and future expectations.

c. IND AS 115 requires variable consideration in form of Liquidated Damages to be recognized either by expected value or most likely value. The Company has adopted expected value by deferring revenue against liquidated damages of all the projects for which contractual delivery date have expired but contractual obligation not met. This area of calculation of deferred revenue due to implication of liquidated damages for the projects required significant auditor attention since there was a significant amount of estimation.

   We had detailed discussion with respective business heads about the method of estimates of expected Liquidated Damages. List of projects for which contractual due date has expired and committed extent of work is not completed were reviewed. We verified details of Liquidated Damages charged by clients and total sales for the period from 1st April 2016 to 31st March 2022 which were used by the management in their analyses of historical experience. We also verified the contract documents, correspondence, if any with client pertaining to projects. Based on such estimation and past experience, expected Liquidated Damages were arrived at and adjusted from Revenue.

d. During the year, the company has defaulted in repayment of Corporate loan and Non Convertible Debentures received from KKR India Financial Services Private Limited and KKR India Debt Opportunity Fund II respectively (together they are referred to as "KKR"). Confirmation of these loan balances as at 31st March 2022 could not be received from KKR.

   We verified the communication of KKR with the company as well as intimations of shares invocation given to SEBI. These loans are subsequently assigned by KKR to Asset Care and Reconstruction Enterprise Ltd. ("ACRE") vide

their Assignment agreement dated 13th April 2022. We verified the communication received from ACRE and from debenture Trustee about the said assignment. We received the confirmation from ACRE on the loan balances assigned to it by KKR. These balances in books are matched with the said confirmation of ACRE.

e. Accounting treatment of liability arisen due to invocation of equity shares of promoters by KKR and their Fair valuation under Ind AS 109.

During the year, KKR had invoked equity shares of promoters and adjusted the sale consideration of ₹ 5419 lakhs against its loan balances. The Company has treated these invoked amounts as long-term unsecured Loan from promoters. We verified the resolution passed by the company in Audit Committee meeting and Board of Directors meeting to acknowledge the said liability at 7 % interest rate. We have verified the confirmation letters received from the promoters about the said understanding. Fair valuation of these loans at inception is not done as per the requirement of Ind AS 109. We verified the resolution of Board, for settlement of these loans. As per the resolution, these loans may be settled in future either by way of repayment or by way of issue of its equity shares / warrants with necessary approvals from shareholders and in compliance with the provisions of the Companies Act and SEBI regulations. Thus there is no fixed period of repayment or settlement of loans through equity and hence fair valuation is not done under Ind AS 109.

f. Balance confirmation of certain Trade receivables could not be received. Further, management has informed us to avoid call for balance confirmation in case of certain trade receivables due to the fact that they operate in sensitive areas such as nuclear, defense, aerospace and missiles wherein the customers follow confidentiality norms from national interest point of view.

We undertook alternative procedures to verify balances of certain trade receivables on sample basis. We examined correspondences after reporting date, certain sales transactions documentation near to year end and subsequent receipts from these parties. We also verified bank statements for the receipts in subsequent period.

Information Other than the Ind AS Financial Statements and Auditor's Report thereon

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

Our opinion on the Ind AS Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS 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 Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS Financial Statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors are also responsible for overseeing the company's financial reporting process.

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

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

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

- Identify and assess the risks of material misstatement of the Ind AS Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and

appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS 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 Ind AS Financial Statements, including the disclosures, and whether the Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Ind AS Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Ind AS 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 Ind AS 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 Ind AS 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.

Emphasis of Matter

We draw attention to the following matters in Notes to Ind AS Financial Statements:

a. Refer Note 55 which mentions about valuation of work-in-progress inventory of cancelled / put on hold orders amounting to ₹ 2194.21 Lakhs on account of orders which have been cancelled/put on hold by various clients. The Company contends that this stock will either be liquidated or diverted to other projects without any loss arising therefrom.

Our report is not modified in respect of this matter.

Other Matter

We did not audit the Ind AS Financial Statements / information of Ethiopia division included in the Ind AS Financial Statements of the Company whose Ind AS Financial Statements / financial information reflect total assets of ₹ 1,077.28 lakhs and total liabilities of ₹ 2,095.39 lakhs as at March 31, 2022 and the total revenue of ₹ NIL and total expenses of ₹ 22.14 Lakhs for the year ended on that date. The Ind AS Financial Statements / information of this division has been audited by the independent auditor whose report has been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of such division, is based solely on the report of such auditor.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purpose of our audit have been received from overseas division not visited by us.
   c. The reports on the accounts of the overseas Ethiopia division of the Company audited by independent auditor have been sent to us and have been properly dealt with by us in preparing this report.

d. The Balance Sheet, the Statement of Profit and loss, changes in equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from the division not visited by us.

e. In our opinion, the aforesaid Ind AS Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

f. On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.

g. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B"**.

h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS Financial Statements – Refer Note 51 to the Ind AS Financial Statements.

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.

iv. Further,

a. The management has represented that, to the best of its knowledge and belief, 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 persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;

b. The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
- provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries;

c. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The Company has not declared or paid any dividend during the year.

vi. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For Jayesh Sanghrajka & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 104184W/W100075

Rishikesh Nasikkar
Designated Partner
Membership Number: 166493
UDIN: 22166493AKVPKY8500
Place: Mumbai
Date: 30th May 2022

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of WALCHANDNAGAR INDUSTRIES LIMITED of even date)

i. In respect of the Company's property, plant and equipment:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date except as per details mentioned below.

Description of item of property	Survey No.337 A2 Hector 0.00 Are 0.115	Survey No.337 B2/ B2 Hector 0.00 Are 0.209	Survey No.306/1b Hector 0.00 Are 22.714	Survey No.307/1t06 Hector 0.00 Are 71.058	Survey No.308 Hector 0.00 Are 7.097	Survey No.309/1t05 Hector 0.00 Are 46.517	Survey No.310/1t05 Hector 0.00 Are 39.548
Gross carrying value (Amount in lakhs)	0.12	0.21	38.64	120.90	12.09	79.13	67.30
Title deeds held in the name of	Cooper Eng. Ltd				Satyashodhak Jyotajirao Bayajirao Phalke Patil Vikas Trust		
Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/ director	No				No		
Property held since which date	11-08-1961 11-08-1961				Sale Deed No-1238 dtd-27.04.1993		
Reason for not being held in the name o f the company (also indicate if in dispute).	Sale Deed has not been converted in 7/12 extract. Land title deed is in the name of Cooper Engineering Ltd. Such company got amalgamated in Walchandnagar Industries Ltd. on 06/04/1979.				As per Sale Deed, the company has sold out only area of 6595 Sq, Mtr. but due to oversight of revenue department, the whole area of 2 H -41 R has been done in the name of MR Shri Vasantrao Jyotyajirao Phalke. Matter is under rectification with the land revenue authorities.		

*Relative/ promoter here means relative/ promoter as defined in the Companies Act, 2013

(d) According to the information and explanations given by the management, the company has not revalued Property, Plant and Equipment (including right of use assets) and Intangible assets during the year. Hence paragraph 3 (i) (d) is not applicable to company.

(e) According to the information and explanations given by the management, no proceedings have been initiated or are pending against the company for holding any benami property under the benami transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

ii. In respect of the company's inventory

(a) The Management has conducted physical verification of inventory at reasonable intervals during year. The coverage and procedure adopted by management is appropriate. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(b) According to the information and explanations given by the management, the company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets.

iii. According to information and explanations given to us by the management, the company has not made investments in, provided any guarantee or security or granted any loans, or advances in nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties. Hence para 3(iii) of the order is not applicable to the company.

iv. According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that the company has not undertaken any transactions which is in non-compliance of section 185 and Section 186 of companies Act, 2013.

v. The Company has not accepted any deposits or amount deemed to be deposits within the meaning of Sections 73 to 76 of the Act and rules made thereunder. According to the information and explanations given to us and based on the audit procedures performed by us, no order has been passed by company law board or National Company Law Tribunal or Reserve Bank of India or any court or any tribunal.

vi. We have broadly reviewed the cost records maintained by the Company specified by the Central Government under section 148(1) of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

vii. According to the information and explanations given to us, in respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed statutory dues including Goods and services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service tax, Duty of customs, duty of excise, value added tax, cess and any other statutory dues to appropriate authorities. Further, there are no undisputed statutory dues which are outstanding for a period in excess of six months from the date from which they became due.

(b) Details of dues of Income Tax, Sales Tax, Service Tax, Excise Duty and Value Added Tax which have not been deposited as at March 31, 2022 on account of dispute are given below:

Sr No.	Name of Statute	Nature of Dues	Amount (In lakhs)	Period to which amount relates	Forum where demand is pending
1	Maharashtra Land Revenue Code	NA Tax	16.18	1982 to 2003	Tahsildar, Indapur
		NA Tax	58.58	1994 to 2003	
2	Pune Municipal Corporation	Municipal Taxes	99.02	2008-09 to 2012-13	Court of Small Causes, Pune
3	Central Sales Tax,1956	Central Sales Tax	159.83	2005-06	Sales Tax (Appellate Tribunal), Mumbai
4	Central Sales Tax,1956	Central Sales Tax	367.14	2013-14	Joint Commissioner of Sales Tax, (Appeals) Pune
5	Central Sales Tax,1956	Central Sales Tax	80.81	2015-16	
6	Central Sales Tax,1956	Central Sales Tax	86.71*	FY 2016-17	Deputy Commissioner of Sales Tax, Pune
7	Central Sales Tax,1956	Central Sales Tax	39.16#	FY 2017-18	
8	Customs Act,1962	Customs Duty	64.5	July,2008	Hon'ble High Court, Madras
9	Service Tax	Service Tax	362.65	2006 to 2010	CESTAT, Kolkata
10	Service Tax	Service Tax & Penalty	1,334.66	March 2013 to Dec 2015	CESTAT, Mumbai

Sr No.	Name of Statute	Nature of Dues	Amount (In lakhs)	Period to which amount relates	Forum where demand is pending
11	Andhra Pradesh General Sales Tax Act, 1957	Value Added Tax	100.2	June 2014 to March 2016	Addl. Commissioner (Appeal), Vijayawada
12	APGST Act	SGST and CGST	348.17	July 2017 to June 2018	
13	Andhra Pradesh General Sales Tax Act, 1957	Value Added Tax	313.66	2011	Hon'ble High Court, Hyderabad
14	The Employees Provident Funds and Miscellaneous Provisions Act, 1952	Employee Provident Fund	50.68	2006-07	Hon'ble High Court, Mumbai

*Rectification order dated 03/12/2021 received from department reducing the liability from ₹ 104.86 lakhs to ₹ 86.71 lakhs.

Rectification order dated 03/12/2021 received from department reducing the liability from ₹ 279.53 lakhs to ₹ 39.16 lakhs.

viii. According to the information and explanations given to us and based on the audit procedures performed by us , there are no transactions which are not recorded in books of accounts and have been surrendered or disclosed as income during the year in tax assessments under the Income Tax act, 1961 (43 of 1961).

ix. In respect of loans;

(a) To the best of our knowledge and according to the information and explanations given to us, the Company has defaulted in repayment of loans from financial institutions and dues from debenture holders. Details of defaults are as follows:

Nature of Borrowing	Name of Lender	Amount of default (including Interest) (₹ in Lakhs)	Period of default during the year (in Days)
Term Loan	KKR India Financial Services Private Limited	1,914.57	177
		309.81	100
		372.47	13
		4,064.52	1
		505.26	1
Non-Convertible Debenture	KKR India Debt Opportunity Fund II	684.01	191
		118.61	105
		119.92	20
		1,300.00	1
		161.27	1

(b) According to information and explanations given to us and on the basis of our audit procedures, we report that the company has not been declared willful defaulter by any bank or financial institution or government or any governmental authority.

(c) As per the records of the Company and according to the information and explanations given to us, the company has not obtained any term loans. Hence para 3 (ix) (c) is not applicable to the company.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the Ind AS Financial Statements, we did not observe any funds raised on short term basis and have been used for long term purposes by the company.

(e) According to the information and explanations given to us and on overall examination of the Ind AS Financial Statements of the company, the company does not have any subsidiaries, associates or joint ventures. Hence para 3 (ix) (e) is not applicable to the company.

(f) According to the information and explanations given to us and on overall examination of the Ind AS Financial Statements of the company, the company does not have any subsidiaries, associates or joint ventures. Hence para 3 (ix) (f) is not applicable to the company.

x. In respect of money raised:

(a) As per information and explanations given to us, the company has not raised any money by way of public offer (including

debts instruments) during the year. Hence para 3(x)(a) of the order is not applicable to the company.

(b) As per information and explanations given to 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. Hence para 3(x)(b) of the order is not applicable to the company.

xi. In respect of frauds:

(a) As per information and explanations given to us and procedures performed by us, no fraud by the company and no fraud on the company has not been noticed or reported during the year.

(b) As per information and explanations given to us by the management, no report has been filed by us in form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014.

(c) As per information and explanations given to us by the management, no whistle blower complaints were received during the year.

xii. Since company is not a Nidhi company, para 3 (xii) of the order is not applicable to company.

xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Ind AS Financial Statements as required by the applicable accounting standards.

xiv. In respect of Internal Audit:

(a) In our opinion and based on our examination, the company has an internal audit system commensurate with size and nature of its business.

(b) We have considered the internal audit reports of the company issued till date, for the period under audit.

xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence para 3(xvi)(a) of the order is not applicable to the company.

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence para 3(xvi)(b) of the order is not applicable to the company.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Hence para 3(xvi)(c) of the order is not applicable to the company.

(d) According to the information and explanations given to us and on overall examination of the Ind AS Financial Statements of the company, the company does not have any subsidiaries, associates or joint ventures. Hence para 3(xvi)(d) is not applicable to the company.

xvii. The company has incurred cash losses of ₹ 1352 Lakhs in the current financial year and ₹ 3428 Lakhs in the immediately preceding previous year.

xviii. There is no resignation of the statutory auditors during the year. Hence para 3 (xviii) of the order is not applicable to the company.

xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Ind AS Financial Statements, our knowledge of the board of directors and management plans, we are of the opinion that no material uncertainty exists as on the date of audit report that the company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date

xx. Since the company has been incurring losses since past three years, Section 135 of Act is not applicable to the company.

xxi. The company does not have any subsidiary, associate or Joint venture and consolidation is not required to be done. Therefore, para 3 (xxi) of the order is not applicable to the company.

For **Jayesh Sanghrajka & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 104184W/W100075

Rishikesh Nasikkar

Designated Partner

Membership Number: 166493

UDIN: 22166493AKVPKY8500

Place: Mumbai

Date: May 30, 2022

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of WALCHANDNAGAR INDUSTRIES LIMITED of even date)

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

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

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. 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, 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 Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Ind AS Financial Statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS 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 (3) 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 Ind AS Financial Statements.

Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

For **Jayesh Sanghrajka & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 104184W/W100075

Rishikesh Nasikkar
Designated Partner
Membership Number: 166493
UDIN: 22166493AKVPKY8500
Place: Mumbai
Date: May 30, 2022

WALCHANDNAGAR

1908-2008

Balance Sheet as at March 31, 2022

₹ in Lakhs

Particulars	Note No.	As at March 31, 2022	As at March 31, 2021
ASSETS			
NON - CURRENT ASSETS			
(a) Property, Plant and Equipment	3	**29,871**	31,874
(b) Capital Work-in-Progress	4	**435**	379
(c) Investment Property	5	**188**	189
(d) Intangible Assets	6	**82**	84
(e) Financial Assets			
(i) Investments	7	**7**	5
(ii) Trade Receivables	8	**5,701**	5,882
(iii) Other Financial Assets	9	**252**	261
(f) Other Non-Current Assets	10	**4,263**	4,881
Total Non - Current Assets		**40,798**	43,556
Current Assets			
(a) Inventories	11	**15,442**	15,349
(b) Financial Assets			
(i) Trade Receivables	12	**22,022**	20,928
(ii) Cash and Cash Equivalents	13	**294**	292
(iii) Other Balances with Banks	14	**4,299**	4,520
(iv) Other Financial Assets	15	**6,184**	6,720
c) Current Tax Asset (Net)		**174**	105
d) Other Current Assets	16	**4,142**	4,222
Total Current Assets		**52,557**	52,136
Non Current Asset held for sale	17	**-**	111
Total Assets		**93,355**	95,803
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	18	**761**	761
(b) Other Equity	19	**16,938**	20,409
		17,700	21,171
Liabilities			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	20	**17,001**	10,546
(ii) Other Financial Liabilities	21	**4,006**	4,183
(b) Provisions	22	**1,280**	1,439
(c) Other Non-Current Liabilities	23	**8,210**	9,876
Total Non - Current Liabilities		**30,497**	26,045
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	24	**27,783**	30,543
(ii) Trade Payables	25		
(A) Total outstanding dues of micro enterprises and small enterprises		**430**	404
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises.		**7,195**	6,651
(iii) Other Financial Liabilities	26	**4,025**	4,132
(b) Provisions	27	**311**	324
(c) Other Current Liabilities	28	**5,413**	6,535
Total Current Liabilities		**45,158**	48,588
Total Equity and Liabilities		**93,355**	95,803

See accompanying notes forming part of the financial statements

As per our report of even date

For **Jayesh Sanghrajka & Co. LLP**
Chartered Accountants
ICAI FRN.: 104184W/W100075

Rishikesh Nasikkar
Designated Partner
Membership No.: 166493

Date: May 30, 2022
Place: Mumbai

For Walchandnagar Industries Limited

Chirag C. Doshi
Managing Director & CEO
DIN- 00181291

Dilip J. Thakkar
Director
DIN- 00007339

Sandeep Jain
Chief Financial Officer

G. S. Agrawal
Vice President (Legal & Taxation)
& Company Secretary

Date: May 30, 2022
Place: Mumbai

Statement of Profit and Loss for the year ended on March 31, 2022

₹ in Lakhs except Earnings per share

Particulars			Note No.	Year ended March 31, 2022	Year ended March 31, 2021
I	Revenue from Operations		29	**29,919**	32,564
				29,919	32,564
II	Other Income		30	**3,269**	2,503
III	**Total Revenue (I +II)**			**33,188**	35,067
IV	**EXPENSES**				
	Cost of Materials consumed		31	**13,309**	9,681
	Sub-contracting expenses, Processing charges and Other Direct Costs		32	**2,075**	1,535
	Changes in inventories of finished goods and work-in-progress		33	**286**	6,648
	Employee Benefits Expense		34	**7,915**	8,139
	Finance Costs		35	**7,063**	7,905
	Depreciation and Amortisation Expense		36	**2,224**	2,297
	Other Expenses		37	**4,123**	4,586
	Total Expenses			**36,995**	40,791
V	**Profit/(Loss) before Tax and Exceptional Items (III-IV)**			**(3,807)**	(5,724)
VI	**Exceptional Items**				
	Exceptional Items			**-**	-
	Profit/(Loss) before Tax after Exceptional Items (V-VI)			**(3,807)**	(5,724)
VII	**Tax Expense**				
	Current Tax			**-**	-
	Deferred Tax			**-**	-
	Total Tax Expense			**-**	-
VIII	**Profit/(Loss) after tax (VI-VII)**			**(3,807)**	(5,724)
IX	**Other Comprehensive Income**				
A	I.	Items that will not be reclassified to Profit or Loss			
		(a) Remeasurements of the Defined Benefit Liabilities - gain / (loss)		**335**	(12)
		(b) Equity Instruments through Other Comprehensive Income - gain / (loss)		**2**	(1)
	II.	Income Tax relating to items that will not be reclassified to Profit or Loss		**-**	-
B	I.	Items that will be reclassified to Profit or Loss		**-**	-
	Total Other Comprehensive Income			**337**	(13)
X	**Total Comprehensive Income (VIII+IX)**			**(3,470)**	(5,737)
	Earnings per Equity Share (Face Value ₹ 2) in ₹				
	Basic			**(10.00)**	(15.04)
	Diluted			**(10.00)**	(15.04)

See accompanying notes forming part of the financial statements

As per our report of even date
For **Jayesh Sanghrajka & Co. LLP**
Chartered Accountants
ICAI FRN.: 104184W/W100075

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Date: May 30, 2022
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Date: May 30, 2022
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Cash Flow Statement for the year ended on March 31, 2022

₹ in Lakhs

	Particulars	Year ended on March 31, 2022	Year ended on March 31, 2021
A	**Cash Flow from Operating Activities**		
	Profit/(Loss) before tax	**(3,807)**	(5,724)
	Adjustments for :		
	Depreciation and Amortization Expense	**2,224**	2,297
	Amortization of Lease hold Land	**66**	66
	Provision for doubtful debts	**348**	(1,870)
	(Profit)/ Loss on sale of Asset	**(2,233)**	(113)
	Finance Costs	**7,063**	7,905
	Unrealized Exchange (Gain) / Loss (net)	**(81)**	193
	Sundry Balances Written back	**(333)**	(1,756)
	Interest Income	**(163)**	(178)
	Rental Income from Investment property	**(18)**	(7)
	Bad Debits Witten off	**183**	2,751
		7,054	9,287
	Operating profit before working capital changes	**3,247**	3,563
	Change in operating assets and liabilities		
	(Increase)/ decrease in trade receivables	**(1,362)**	(2,371)
	(Increase)/ decrease in other financial assets	**545**	(1,513)
	(Increase)/ decrease in other assets	**(232)**	1,721
	(Increase)/ decrease in inventories	**(93)**	8,144
	Increase/ (decrease) in trade payable	**572**	(664)
	Increase/ (decrease) in other financial liabilities	**1,733**	170
	Increase/ (decrease) in provisions	**163**	88
	Increase/ (decrease) in other liabilities	**(2,454)**	(2,466)
		(1,130)	3,109
	Cash Generated from Operations	**2,118**	6,672
	Income Tax Refund / (Paid) (net)	**717**	445
	Net cash inflow from operating activities (A)	**2,835**	7,117
B	**Cash Flow from Investing Activities**		
	Purchase of tangible/intangible assets including capital work in progress	**(309)**	(666)
	Proceeds from Sale of Property, Plant and Equipment	**36**	230
	Rent received on Investment Property	**18**	7
	Proceed from sale of assets held for sale	**2,344**	-
	Fixed Deposit / Margin Money Realized/(Paid)	**222**	(437)
	Interest Received	**241**	82
	Net cash inflow from investing activities (B)	**2,553**	(784)

₹ in Lakhs

Particulars		Year ended on March 31, 2022	Year ended on March 31, 2021
C	**Cash Flow from Financing Activities**		
	Proceeds/(Repayments) of Long-Term Borrowings (Net)	**4,681**	(2)
	Proceeds/(Repayments) of Short-Term Borrowings (Net)	**(2,760)**	583
	Interest paid	**(7,307)**	(6,943)
	Net cash outflow from financing activities (C)	**(5,386)**	(6,362)
	Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	**2**	(29)
	Cash and Cash Equivalents at the beginning of the period	**292**	321
	Cash and Cash Equivalents at the end of the period	**294**	292

Cash & Cash Equivalents comprises of :

Particulars	Year ended on March 31, 2022	Year ended on March 31, 2021
Cash on hand	**4**	12
Cheques on Hand	**-**	56
Balances with banks	**290**	224
Total	**294**	292

See accompanying notes forming part of the financial statements
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& Company Secretary

Date: May 30, 2022
Place: Mumbai

Statements of changes in equity

A. Equity Share Capital

Particulars	Balance as of April 1, 2021	Changes in equity share capital during the period	Balance as at March 31, 2022
No. of Share	3,80,70,205	-	3,80,70,205
Amount (₹ in Lakh)	761	-	761

Particulars	Balance as of April 1, 2020	Changes in equity share capital during the period	Balance as at March 31, 2021
No. of Share	3,80,70,205	-	3,80,70,205
Amount (₹ in Lakh)	761	-	761

B. Other Equity

Particulars	Securities Premium	Capital Redemption Reserve	General Reserve	Retained Earnings	Remeasurements of the Defined Benefit	Equity Instruments through Other Comprehensive Income	Total
Balance as at April 1, 2021	**4,994**	**50**	**5,606**	**9,878**	**(280)**	**160**	**20,409**
Changes due to prior period errors	-	-	-	155	-	(155)	-
Restated balance as at April 1, 2021	**4,994**	**50**	**5,606**	**10,033**	**(280)**	**5**	**20,409**
Loss for the year				(3,807)		-	(3,807)
Other Comprehensive Income (net)				-	335	2	337
Total Comprehensive income for the year	-	-	-	(3,807)	335	2	(3,470)
Changes in equity share capital during the period	**4,994**	**50**	**5,606**	**6,226**	**55**	**7**	**16,938**
Balance as at April 1, 2020	**4,994**	**50**	**5,606**	**15,603**	**(268)**	**161**	**26,147**
Changes due to prior period errors	-	-	-	-	-	-	-
Restated balance as at April 1, 2021	**4,994**	**50**	**5,606**	**15,603**	**(268)**	**161**	**26,147**
Loss for the year	-	-	-	(5,724)		-	(5,724)
Other Comprehensive Income (net)				-	(12)	(1)	(13)
Total Comprehensive income	-	-	-	(5,724)	(12)	(1)	(5,737)
Changes in equity share capital during the period	**4,994**	**50**	**5,606**	**9,878**	**(280)**	**160**	**20,409**

See accompanying notes forming part of the financial statements

As per our report of even date

For **Jayesh Sanghrajka & Co. LLP**
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& Company Secretary

Date: May 30, 2022
Place: Mumbai

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

1. Corporate Information :

Walchandnagar Industries Limited (the Company) is a limited company incorporated and domiciled in India whose shares are publicly traded. The registered office is located at 3 Walchand Terraces, Tardeo Road, Mumbai – 400 034, Maharashtra, India.

The Company is an ISO 9001:2008 certified Heavy Engineering and Project execution company. WIL has diversified business offerings across core sectors with focus on EPC / Turnkey Projects, Hi Tech Manufacturing, Engineering Products and Engineering Services.

The financial statements for the year ended March 31, 2022 were approved by the Board of Directors and authorise for issue on May 30, 2022.

2. Significant accounting policies :

2.1 Statement of Compliance :

The financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015.

2.2 Basis of preparation of financial statements :

These financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

In estimating the fair value of an asset or liability, the company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purpose in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102 Share-based Payment, leasing transactions that are within the scope of Ind AS 17 Leases, and measurements that have some similarities to fair value but are not fair value, such as value in use in Ind AS 36 Impairment of assets.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at measurement date;

Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

2.3 Use of Estimates :

The preparation of financial statements requires the management of the company to make estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of financial statements, disclosure of contingent liabilities as at the date of the financial statements, and the reported amounts of income and expenses during the reported period. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised.

Critical accounting estimates

i) Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured regardless of the time of receipt of the consideration. Revenue is recognised at the fair value of the consideration received or receivable, taking into consideration the defined terms and conditions of payment in the contract. Taxes and duties collected on behalf of the government are excluded.

The specific recognition criteria of revenue recognition have been defined in para 2.9

ii) Income taxes

Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid/ recovered for uncertain tax positions.

iii) Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by management at the time the asset is acquired and reviewed at the end of each reporting period. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology. The policy for the same has been explained under Note 2.5

iv) Provisions

Provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. The policy for the same has been explained under Note 2.19

v) Fair value measurement of financial instruments

The Company measures financial instruments, such as, Investments at fair value at each balance sheet date using valuation techniques. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either: a) In the principal market for the asset or liability, or b) In the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable for assets and liabilities that are recognised in the standalone financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.4 Current versus non-current classification :

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

An asset is treated as current when it is:

i. Expected to be realised or intended to be sold or consumed in normal operating cycle,

ii. Held primarily for the purpose of trading,

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

iii. Expected to be realised within twelve months after the reporting period, or

iv. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

i. It is expected to be settled in normal operating cycle,

ii. It is held primarily for the purpose of trading,

iii. It is due to be settled within twelve months after the reporting period, or

iv. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Operating cycle for the business activities of the company covers the duration of the specific project/contract/project line/service including the defect liability period, wherever applicable and extends up to the realization of receivables (including retention monies) within the agreed credit period normally applicable to the respective lines of business. For non-project related assets and liabilities, operating cycle is 12 months.

2.5 Property,Plant & Equipment and Intangible assets :

Property, Plant & Equipment and intangible assets are stated at actual cost less accumulated depreciation and net of impairment. The actual cost capitalised includes material cost, freight, installation cost, duties and taxes, eligible borrowing costs and other incidental expenses incurred during the construction/installation stage.

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

The estimated useful lives and residual values of the Property, Plant & Equipment and Intangible assets are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Assets costing upto ₹ 5,000 are fully depreciated in the year of purchase except when they are part of a larger capital investment programme.

The cost of software purchased for internal use is capitalized and amortized in three years.

Technical know-how is amortized in six years.

An item of Property, Plant & Equipment and intangible assets is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of Property, Plant & Equipment and intangible assets are determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the profit or loss.

Depreciation & Amortisation

Depreciation on Property, Plant & Equipment including assets taken on lease is charged based on straight line method on an estimated useful life as prescribed in Schedule II to the Companies Act, 2013. For any addition / disposal of assets, depreciation is charged on prorata basis depending upon the number of days assets was in use.

The company has taken technical report on balance useful life of assets. Accordingly, depreciation has been calculated based on such revised useful life of the assets.

2.6 Investment:

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, or partly acquired, by the issue of shares or other securities, the acquisition cost is the fair value of the securities issued. If an investment is acquired in exchange for another asset, the acquisition

is determined by reference to the fair value of the asset given up or by reference to the fair value of the investment acquired, whichever is more clearly evident.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost.

However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

Investment Property

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. All of the Company's property interests held under operating leases to earn rentals or for capital appreciation purposes are accounted for as investment properties. After initial recognition, the company measures investment property at cost.

An investment property is derecognized upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on de recognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognized.

Investment properties are depreciated in accordance to the class of asset that it belongs and the life of the asset is as conceived for the same class of asset at the Company

2.7 Leases :

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

i) Finance Lease

Where the Company, as a lessor, leases assets under finance lease, such amounts are recognised as receivables at an amount equal to the net investment in the lease and the finance income is based on constant rate of return on the outstanding net investment.

Assets taken on finance lease are initially recognised as assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance costs and reduction of outstanding liability. Finance costs are recognised as an expense in the statement of profit or loss over the period of lease, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with Company's general policy on borrowing costs.

ii) Operating Lease

Lease arrangements under which all risks and rewards of ownership are effectively retained by the lessor are classified as operating lease. Lease rental under operating lease are recognised in the Statement of Profit and Loss on a straight line basis over the lease term.

iii) Sale and Lease back transaction

In case of a sale and leaseback transaction resulting in a finance lease, any excess or deficiency of sales proceeds over the carrying amount is deferred and amortised over the lease term in proportion to the depreciation of the leased asset.

Profit or Loss on Sale and Lease back arrangements resulting in finance leases are recognised, in case the transaction is established at fair value, else the excess over the fair value is deferred and amortised over the period for which the asset is expected to be used.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

2.8 Impairment of Assets :

i) Financial assets

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

ii) Non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. The recoverable amount of the tangible & intangible assets is estimated as the higher of its net selling price and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account. An impairment loss is recognised whenever the carrying amount of an tangible & intangible asset or a cash generating unit exceeds its recoverable amount. Impairment loss is recognised in the statement of profit and loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

2.9 Revenue recognition :

The Company recognises revenue when the entity satisfies a performance obligation by transferring a promised good or service to a customer. An asset is transferred when the customer obtains control of that asset.

A Product Sales

a. In case of sale of products the revenue is recognised at a point in time .

b. Domestic sales of manufactured items are recognized on dispatch and are stated net of returns, discounts and rebates. Sales are recorded exclusive of applicable taxes.

c. Amount recognised as sales are adjusted for any variable consideration as per terms of the contract.

d. Export sales are recognized on date of bill of lading/ airway bill and/or passing of rights to the customer, whichever is earlier and initially recorded at the relevant exchange rates prevailing on the date of transaction.

e. Income on items delivered directly by suppliers/sub-contractors to the client is recognized on dispatch and receipt of suppliers'/sub-contractors' invoices.

f. Income on account of price variation on sale of goods is recognized on the acceptance of the claim by the client and on certainty of its realization.

B Contract Revenue

a. In case of contracts which involves supply of goods and services and where company transfers control and satisfies performance obligation over time, the revenue is recognised over time. The company recognises revenue for a performance obligation satisfied over time only if its progress towards complete satisfaction of the performance obligation is reasonably measured. The company has used Input Method for measuring progress.

b. When the final outcome of a contract cannot be reliably estimated, contract revenue is recognized only to the extent of costs incurred that are expected to be recovered. Expected loss is recognized immediately when it is probable that the total estimated contract costs will exceed total contract revenue.

c. Escalation claims explicitly mentioned in contracts with customers and which cannot be reversed subsequently are considered as variable claims. The claims have been estimated using the expected value method.

C Service Revenue

Revenue from services are recognized as and when the services are performed.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

D Interest and Dividend Income

a. Interest income is recognised using effective interest rate method.

b. Dividend income is recognised when the Company's right to receive dividend is established

E Export Benefits

Export benefits are recognized on actual basis.

F All other incomes are recognised on accrual basis.

2.10 Liquidated damages :

When revenue has been recognised after the contractual delivery period the amount of liquidated damages as per the terms of the contract has been reduced from the amount of revenue recognised.

When revenue has not been recognised and the contractual delivery date is over the amount of liquidated damages to be imposed by the customer has been recognised as an expense and adequate provisions have been made.

2.11 Inventories :

Inventories which comprise raw materials, work-in-progress, finished goods, stock-in-trade, stores and spares, and loose tools are carried at the lower of cost or net realisable value.

a. Raw materials, Components, Stores and Spares are valued at lower of cost or net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. The cost includes freight inward, direct expenses, duties and taxes, other than those subsequently recoverable. In case of Heavy Engineering Division, it is arrived at on "FIFO Method" and other divisions on "Weighted Average Method".

b. Costs of Dies, Jigs, Tools and Patterns purchased/ manufactured are charged off in relevant year, at lower of cost or net realizable value, arrived at after providing for suitable diminution/ amortization.

c. Goods-in-transit are valued at costs incurred till the Balance Sheet date.

d. Work-in-progress is valued at lower of cost or net realizable value. The cost includes direct material, direct labour, and appropriate overheads booked on normal level of activity. The expenditure on uncompleted contracts is amortized over the period of the contract on the basis of sales booked.

e. Finished goods are valued at lower of cost or net realizable value. Cost includes related overheads and wherever applicable duties and other non recoverable taxes.

2.12 Government grants :

Government grants are recognised when there is reasonable assurance that the Company will comply with the conditions attached to them and the grants will be received.

Government grants whose primary condition is that the Company should purchase, construct or otherwise acquire non-current assets are recognised as deferred revenue in the financial statements and transferred to profit or loss on a systematic and rational basis over the useful life of the related assets.

Grants related to revenue are accounted for as other income in the period in which the related costs which Government intend to compensate are accounted for to the extent there is no uncertainty in receiving the same. Incentives which are in the nature of subsidies given by the Government which are based on the performance of the Company are recognised in the year of performance/ eligibility in accordance with the related scheme.

Government grants in the form of non-monetary assets, given at a concessional rate, are accounted for at their fair value.

2.13 Foreign currency transactions :

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets. Additionally, exchange gains or losses on foreign currency borrowings taken prior to April 1, 2016 which are related to the acquisition or construction of qualifying assets are adjusted in the carrying cost of such assets. Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction.

Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or Statement of Profit and Loss are also recognised in OCI or Statement of Profit and Loss, respectively).

2.14 Financial Instruments :

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

Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised in profit or loss.

i) Non-derivative financial instruments

Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value

Financial asset not measured at amortised cost is carried at fair value through profit or loss (FVTPL) on initial recognition, unless the company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investment in equity instruments which are not held for trading.

The Company, on initial application of IND AS 109 Financial Instruments, has made an irrevocable election to present in other comprehensive income subsequent changes in fair value of equity instruments not held for trading.

Financial asset at FVTPL are measured at fair values at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss.

Financial liabilities

Financial liabilities are subsequently carried at amortised cost using the effective interest rate method or at FVTPL. Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit and loss.

For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

ii) Derecognition of financial instruments

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

The Company derecognises financial liabilities when, and only when, the Company's obligation are discharged, cancelled or have expired.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

2.15 Employee benefits :

i) Gratuity

The Company accounts for its gratuity liability, a defined retirement benefit plan covering eligible employees. The gratuity plan provides for a lump sum payment to employees at retirement, death, incapacitation or termination of the employment based on the respective employee's salary and the tenure of the employment. Liabilities with regard to a Gratuity plan are determined based on the actuarial valuation carried out by an independent actuary as at the Balance Sheet date using the Projected Unit Credit method.

Actuarial gains and losses are recognised in full in other comprehensive income and accumulated in equity in the period in which they occur. Past service cost is recognised in profit or loss in the period of a plan amendment.

ii) Provident Fund

The eligible employees of the Company are entitled to receive the benefits of Provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary (currently at 12% of the basic salary) which are charged to the Statement of Profit and Loss on accrual basis. The provident fund contributions are paid to the Regional Provident Fund Commissioner by the Company.

The Company has no further obligations for future provident fund.

iii) Superannuation and ESIC

Superannuation fund and Employees' State insurance scheme (ESI), which are defined contribution schemes, are charged to the Statement of Profit and Loss on accrual basis.

The Company has no further obligations for future superannuation fund benefits other than its annual contributions."

iv) Compensated advances

The Company provides for the compensated absences subject to Company's certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment or availment. The liability is provided based on the number of days of unavailed leave at each Balance Sheet date on the basis of an independent actuarial valuation using the Projected Unit Credit method.

The liability which is not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised based on actuarial valuation as at the Balance Sheet date.

Actuarial gains and losses are recognised in full in the Statement of Profit and Loss in the period in which they occur.

The company also offers a short term benefit in the form of encashment of unavailed accumulated compensated absence above certain limit for all of its employees and same is being provided for in the books at actual cost."

v) Other short term employee benefits

Other short-term employee benefits such as overseas social security contributions and performance incentives expected to be paid in exchange for the services rendered by employees, are recognised in the statement of profit and loss during the period when the employee renders the service.

2.16 Borrowing costs :

Borrowing costs that are directly attributable to the acquisition or construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing costs are charged to the Statement of Profit and Loss.

2.17 Taxation :

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to / recovered from the tax authorities, based on estimated tax liability computed after taking credit for allowances and exemption in accordance with the local tax laws existing in the respective countries.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

income or directly in equity, in which case, the income taxes are recognised in other comprehensive income or directly in equity, respectively.

Advance taxes and provisions for current income taxes are presented in the statement of financial position after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying units intends to settle the asset and liability on a net basis.

Deferred income taxes

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax asset are recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is probable evidence that the Company will pay normal income tax after the tax holiday period.

Deferred tax assets and liabilities are offset when it relates to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

2.18 Earnings per Share :

Basic earnings/ (loss) per share are calculated by dividing the net profit / (loss) for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for any bonus shares issued during the period and also after the Balance Sheet date but before the date the financial statements are approved by the Board of Directors.

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

The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares as appropriate. The dilutive potential equity shares are adjusted for the proceeds receivable, had the shares been issued at fair value. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

2.19 Provision, Contingent Liabilities and Contingent Assets :

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance costs.

Contingent liabilities and Contingent assets are not recognized in the financial statements.

2.20 Segment Accounting :

Managing Director & CEO of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS-108, "Operating Segments." He identifies and monitors the operating results of its business segments separately for purpose of making decision about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. The Operating segments have been identified on the basis of the nature of products/services. The analysis of geographical segments is based on the revenue generating locations. The

geographical segment information of the company is categorized under domestic sales and export sales.

A. Segment Reporting policies:

Following Accounting policies have been followed for segment reporting:

i. Segment revenue includes sales and other income directly identifiable with/allocable to the segment including inter-segment revenue.

ii. Expenses that are directly identifiable with/allocable to segments are considered for determining the Segment Result. Expenses which relate to the Company as a whole and not allocable to segments are included under "Un-allocable Corporate Expenses".

iii. Income which relates to the Company as a whole and not allocable to segments is included in "Un-allocable Corporate Incomes".

iv. Segment result includes margins on inter-segment transactions, which are reduced in arriving at the profit before tax of the Company.

v. Segment assets and liabilities include those directly identifiable with the respective segments. Un-allocable corporate assets and liabilities represent the assets and liabilities that relate to the Company as a whole and not allocable to any segment.

B. Inter-segment transfer pricing

Segment revenue resulting from transactions with other business segments is accounted on the basis of transfer price agreed between the segments. Such transfer prices are either determined to yield a desired margin or agreed on a negotiated basis.

2.21 Assets Held For Sale :

Non-current assets held for sale are measured at the lower of their carrying value and fair value of the assets less costs to sale. Assets and liabilities classified as held for sale are presented separately in the balance sheet. Property, plant and equipment once classified as held for sale are not depreciated/ amortised.

2.22 Exceptional Item:

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

2.23 Cash and Cash Equivalent

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

2.24 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

Note 3 : Property, Plant and Equipment

₹ in Lakhs

Particulars	Gross Block				Accumulated Depreciation				Net Block
	Cost as at April 01, 2021	Additions during the year	Deletions during the year	Balance as at March 31, 2022	As at April 01, 2021	Depreciation for the year	Deletions during the year	Upto March 31, 2022	As at March 31, 2022
Freehold Land	10,776	-	-	10,776	-	-	-	-	10,776
Buildings	15,313	18	46	15,285	3,179	681	18	3,842	11,443
Plant and Equipments	18,805	196	23	18,978	9,948	1,481	16	11,413	7,565
Furniture and Fixtures	103	-	-	103	88	10	-	98	5
Computers & Peripherals	63	20	-	83	45	5	-	50	33
Vehicles	110	-	0	110	83	18	0	102	8
Office Equipments	292	9	-	301	245	15	-	260	41
	45,462	**243**	**70**	**45,635**	**13,588**	**2,211**	**34**	**15,765**	**29,871**

Note: 1. Freehold land includes certain land at Walchandnagar, costing ₹ 0.08 lakhs, aquired in earlier years by the State Government for which compensation of ₹ 285 lakh (Net) has been awarded. However as the matter is in appeal in the Hon'ble Supreme Court. The award has not been accounted for as sale of asset and shown as "Other Non Current Liability" in Note No. 20

₹ in Lakhs

Particulars	Gross Block				Accumulated Depreciation				Net Block
	Cost as at April 01, 2020	Additions during the year	Deletions during the year	Balance as at March 31, 2021	As at April 01, 2020	Depreciation for the year	Deletions during the year	Upto March 31, 2021	As at March 31, 2021
Freehold Land	10,776	-	-	10,776	-	-	-	-	10,776
Buildings	14,947	541	175	15,313	2,554	686	61	3,179	12,134
Plant and Equipments	18,230	575	-	18,805	8,437	1,511	-	9,948	8,856
Furniture and Fixtures	103	-	-	103	77	11	-	88	15
Computers & Peripherals	53	15	5	63	41	8	4	45	18
Vehicles	112	0	2	110	63	21	1	83	27
Office Equipments	270	22	-	292	199	46	-	245	47
	44,491	**1,153**	**182**	**45,462**	**11,371**	**2,283**	**65**	**13,588**	**31,874**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Note-4 Capital-Work-in Progress (CWIP)

A-Work in Progress -Aging schedule as at March 31, 2022 ₹ In Lakhs

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	118	314	3	-	435
Projects temporarily suspended	-	-	-	-	-
Total	**118**	**314**	**3**	**-**	**435**

B Capital-work-in progress-completion schedule

Particulars	To be completed in			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Factory Buildings - WIP	77	-	-	-
Fire Hydrant System	26	-	-	-
Vertical Turning Lathe (VTL)	207	-	-	-
Geeta Make CNC Lathe	66	-	-	-
KYX with Meter for Reduction Demand from 1000 KVA	1	-	-	-
Enhancement of Electrical System Capicity H.T.Side	3	-	-	-
Modifi of 3 Axes CNC Kolb Drilling machine-1000712	3	-	-	-
Burny Make CNC Plasma Controller Cement Division	22	-	-	-
500 TON PRESS DANIEL'S -No. 2815 As.No. 100278	12	-	-	-
Fire hydrant System	12	-	-	-
Recond.of Radial Drilling m/c HMTP Make,Model DR8	4	-	-	-
Toss Make Horizontal Boring m/c,Model WH-63 (Tool)	1	-	-	-
Inside Micrometer 425-450 mm	0	-	-	-
Total	**435**	**-**	**-**	**-**

A-Work in Progress -Aging schedule as at March 31, 2021 ₹ In Lakhs

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	375	5	-	-	380
Projects temporarily suspended	-	-	-	-	-
Total	**375**	**5**	**-**	**-**	**380**

B Capital-work-in progress-completion schedule

Particulars	To be completed in			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Fire Hydrant System	-	12	-	-
Hydraulic System for PPT Facility S139 (10102)	34	-	-	-
Vertical Turning Lathe (VTL) Premier	-	207	-	-
Geeta Make CNC Lathe	-	66	-	-
KYX with Meter for Reduction Demand from 1000 KVA	-	1	-	-
Gas Carburizing furnace reconditioning	20	-	-	-
Enhancement of Electrical System Capicity H.T.Side	-	3	-	-
Modifi of 3 Axes CNC Kolb Drilling machine-1000712	0	-	-	-
Hydro Pressure Test facility	24	-	-	-
500 TON PRESS DANIEL'S -No. 2815 As.No. 100278	12	-	-	-
Toss Make Horizontal Boring Machine(100330) M.1711	1	-	-	-
New backup device-Synology DS-918 at Mumbai Office	1	-	-	-
Total	**91**	**289**	**-**	**-**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Note 5 : Investment Property

₹ in Lakhs

Description of Assets	As at	
	March 31, 2022	March 31, 2021
Land	**188**	189

Particulars		As at	
		March 31, 2022	March 31, 2021
I.	**Gross Block**		
	Opening Balance	**189**	189
	Additions/(deletion) during the year	**(1)**	-
	Closing Balance	**188**	189
II.	**Accumulated depreciation**		
	Opening Balance	**-**	-
	Amortisation expense for the year	**-**	-
	Closing Balance	**-**	-

The fair value of the Investment properties is ₹3709 Lakhs based on the valuation carried out by a registered valuer as define under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017 .

Note 6 : Intangible Assets

₹ in Lakhs

Description of Assets		Intellectual property rights	Software (other than internally generated)	Total
I.	**Gross Block**			
	As at April 1, 2020	180	175	355
	Additions during the year	-	-	-
	Disposals or classified as held for sale	-	-	-
	Balance as at March 31, 2021	**180**	**175**	**355**
	Additions during the period	0	11	11
	Disposals or classified as held for sale	-	-	-
	Balance as at March 31, 2022	**180**	**187**	**366**
II.	Accumulated depreciation			
	As at April 1, 2020	94	164	258
	Amortisation expense for the year	12	1	13
	Disposals / Adjustments	-	-	-
	Balance as at March 31, 2021	**106**	**165**	**271**
	Amortisation expense for the period	12	1	13
	Disposals / Adjustments	-	-	-
	Balance as at March 31, 2022	**118**	**166**	**284**
	Net Block as at March 31, 2021 (I - II)	**74**	**10**	**84**
	Net Block as at March 31, 2022 (I - II)	**62**	**20**	**82**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Note 7 : Investments : Non Current

₹ in Lakhs

Particulars	As at	
	March 31, 2022	March 31, 2021
- Quoted		
Bombay Cycle & Motor Agency Limited	**7**	5
1200 (31st March 2021: 1200) equity shares of ₹10 each fully paid		
- Unquoted		
Maharashtra State Co-operative Bank Limited	**-**	-
2 (31st March 2021: 2) equity shares of ₹50 each fully paid		
Shushrusha Citizens Co-operative Hospital Limited	**-**	-
100 (31st March 2021: 100) equity shares of ₹100 each fully paid		
Walchand Terraces Co-operative Housing Society Limited	**-**	-
10 (31st March 2021: 10) equity shares of ₹50 each fully paid		
Cooper Employees's Consumers Co-operative Society Limited	**-**	-
100(31st March 2021 : 100) equity shares of ₹ 25 each fully paid		
Walchandnagar Industries Limited (Foundry Division) Employees Consumers Co-operative Society Limited	**-**	-
10 (31st March 2021: 10) equity shares of ₹25 each fully paid		
Actis Biologics Private Limited	**103**	103
104,250 (31st March 2021: 104,250) equity shares of ₹10 each fully paid		
Less: Provision for Diminution	**(103)**	(103)
Sub total	**7**	5
Note :		
i) Details of Investments		
Investments carried at cost	**-**	-
Investments carried at fair value through Other Comprehensive Income	**7**	5
Investments carried at fair value through profit and loss	**-**	-
ii) Bifurcation of investments		
Aggregate amount of Market value of Quoted Investments	**7**	5
Aggregate amount of unquoted Investments	**103**	103
Aggergate amount of impairment in value of investment	**103**	103

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Note 8 : Trade Receivables : Non Current

₹ in Lakhs

Particulars	As at	
	March 31, 2022	March 31, 2021
Trade receivables	**5,701**	5,882
Receivables from an Associate	**-**	-
Receivables from other related Parties	**-**	-
Total	**5,701**	5,882
Trade receivables		
Considered Good – Secured	**-**	-
Considered Good – Unsecured	**5,701**	5,882
Significant increase in Credit Risk	**-**	-
Credit Impaired (refer note 2.8(i))	**300**	300
	6,001	6,182
Less: Provision for Doubtful Debts (refer note 2.8(i))	**(300)**	(300)
Total	**5,701**	5,882

Please Refer the Note Number 54

No Trade or Other receivable are due from Directors or other officers of the company either severally or jointly with any other person. Nor any Trade or Other receivable are due from Firms or Private Companies respectively in which any Director is a Partner, a Director or a Member.

Aging Trade Receivable- Non Current

₹ in Lakhs

Particulars	**As at March, 31 2022**					
	Less than 6 months	**6 months – 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) Undisputed Trade receivables – considered good	766	163	164	180	4,727	6,001
(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	-	-	-	-	-	-
Less: Provision for Doubtful Debts (refer note 2.8(i))	-	-	-	-	300	300
Total	**766**	**163**	**164**	**180**	**4,427**	**5,701**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Particulars	As at March, 31 2021					
	Less than 6 months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	699	250	180	-	5,054	6,183
(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	-	-	-	-	-	-
Less: Provision for Doubtful Debts (refer note 2.8(i))	-	-	-	-	300	300
Total	**699**	**250**	**180**	**-**	**4,754**	**5,882**

Note 9 : Other Financial Assets : Non Current

₹ in Lakhs

Particulars	As at	
	March 31, 2022	March 31, 2021
(Unsecured, considered good unless otherwise stated)		
Security Deposits		
Considered Good – Secured	**-**	-
Considered Good – Unsecured	**252**	261
Significant increase in Credit Risk	**-**	-
Credit Impaired	**-**	-
Less: Provision for Doubtful Debts	**-**	-
	252	261
Fixed deposits/ margin money deposits having maturities of more than 12 months from balance sheet date*	**-**	-
Total	**252**	261
* Above FDs are given as Margin Money to Banks		

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Note 10 : Other Non-Current Assets

Particulars	As at	
	March 31, 2022	March 31, 2021
(Unsecured, considered good unless otherwise stated)		
Capital Advances		
Considered Good – Secured	**-**	-
Considered Good – Unsecured	**3**	4
Significant increase in Credit Risk	**-**	-
Credit Impaired	**-**	-
Less: Provision on advances to suppliers	**-**	-
	3	4
Prepaid Expenses	**113**	331
Right to use Asset - Lease Hold Land	**1,040**	1,105
Balance with Government Authorities	**3,081**	3,205
Other Assets	**27**	236
	4,260	4,877
Total	**4,263**	4,881

The Company has not granted loans or advances to promoters, directors, key managerial personnel (KMPs) and the related parties (as defined under Companies Act, 2013) either severally or jointly with any other person, that are:

(a) Repayable on demand or

(b) Without specifying any terms or period of repayment

Note-11 : Inventories

₹ in Lakhs

Particulars	As at	
	March 31, 2022	**March 31, 2021**
- Goods in Transit, at cost	**160**	113
- Raw Materials and Components	**3,849**	3,347
- Stores and Spares	**1,238**	1,669
- Dies, Jigs, Tools, Moulds & Patterns	**631**	369
- Work in progress	**8,447**	8,858
- Finished Products	**1,118**	993
	15,442	15,349

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Note 12 : Trade Receivables : Current

₹ in Lakhs

Particulars	As at	
	March 31, 2022	March 31, 2021
Trade Receivables	**22,022**	20,928
Receivables from an Associate	**-**	-
Receivables from other Related Parties	**-**	-
Total	**22,022**	20,928
Trade receivables		
Considered Good – Secured	**-**	-
Considered Good – Unsecured	**22,022**	20,928
Significant increase in Credit Risk	**-**	-
Credit Impaired (refer note 2.8(i))	**2,581**	1,972
	24,603	22,901
Less: Provision for doubtful debts (refer note 2.8(i))	**(2,581)**	(1,972)
Total	**22,022**	20,928
Please refer the Note Number 54		

No Trade or Other receivable are due from Directors or other officers of the company either severally or jointly with any other person. Nor any Trade or Other receivable are due from Firms or Private Companies respectively in which any Director is a Partner, a Director or a Member.

Aging Trade Receivables : Current

₹ in Lakhs

Particulars	As at March 31, 2022					
	Less than 6 months	**6 months – 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) Undisputed Trade receivables – considered good	7,708	737	741	601	11,712	21,498
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	4	81	151	8	1,185	1,429
(iv) Disputed Trade Receivables– considered good	-	-	-	-	1,131	1,131
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	546	546
Less: Provision for Doubtful Debts (refer note 2.8(i))	73	88	322	272	1,826	2,581
Total	**7,639**	**730**	**569**	**337**	**12,747**	**22,022**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Aging Trade Receivables : Current ₹ in Lakhs

Particulars	As at March 31, 2021					
	Less than 6 months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	5,388	1,100	274	207	13,619	20,587
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	10	153	158	7	309	638
(iv) Disputed Trade Receivables– considered good	-	-	-	-	1,131	1,131
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	546	546
Less: Provision for Doubtful Debts (refer note 2.8(i))	58	172	249	41	1,452	1,972
Total	**5,339**	**1,081**	**183**	**172**	**14,152**	**20,928**

Note 13 : Cash and Cash Equivalents

Particulars	As at	
	March 31, 2022	March 31, 2021
Cash in hand	**4**	12
Cheques on Hand	**-**	56
Balances with banks		
In Current Account	**290**	224
In Deposit Account	**-**	-
Total	**294**	292

Note 14 : Other Balances with Banks

Particulars	As at	
	March 31, 2022	March 31, 2021
In Deposit Accounts	**332**	424
Earmarked Balances with Banks		
- Unclaimed Dividend	**4**	4
- Balances held as Margin Money/Security towards obtaining Bank Guarantees ***	**3,752**	3,887
- Balance held under Escrow Account*	**211**	206
Total	**4,299**	4,520

* (Refer Note No. 23)

*** It includes Accrued Interest

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Changes in liabilities arising from financing activities :

Particulars	Non-current borrowings	Current borrowings (including current maturities)	Total
Balance as at April 1, 2020	**15,912**	**22,149**	**38,061**
Cash inflows	-	2,455	2,455
Cash Outflows	5,367	1,870	7,237
Others*	-	7,810	7,810
Net debt as at March 31, 2021	**10,546**	**30,543**	**41,088**
Cash inflows	7,127	1,738	8,866
Cash Outflows	672	4,498	5,170
Others*	-	-	-
Net debt as at March 31, 2022	**17,001**	**27,783**	**44,784**

The 'Other' column includes the effect of reclassification of non-current portion of borrowings, including lease liabilities to current due to the passage of time, and the effect of accrued but not yet paid interest on borrowings, including lease liabilities.

Note 15 : Other Financial Assets : Current

Particulars	As at	
	March 31, 2022	March 31, 2021
Unbilled Revenue	**6,184**	6,720
Total	**6,184**	6,720

Note-16 : Other Current Assets

	As at	
	March 31, 2022	March 31, 2021
(Unsecured, considered good unless otherwise stated)		
Balance with Government Authorities	**2,035**	1,997
Advances to employees		
Considered Good – Secured	**-**	-
Considered Good – Unsecured	**99**	55
Significant increase in Credit Risk	**-**	-
Credit Impaired	**-**	-
Less : Provision on employee advances	**-**	-
	99	55
Advances to suppliers		
Considered Good – Secured	**-**	-
Considered Good – Unsecured	**1,233**	1,416
Significant increase in Credit Risk	**-**	-
Credit Impaired	**1,107**	1,107

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

	As at	
	March 31, 2022	March 31, 2021
Less: Provision for doubtful Advances to suppliers	**(1,107)**	(1,107)
	1,233	1,416
Prepaid Expenses**	**774**	733
Others Loans and Advances		
Considered Good – Secured	**-**	-
Considered Good – Unsecured	**1**	21
Significant increase in Credit Risk	**-**	-
Credit Impaired	**-**	-
Less: Provision on other loans and advances	**-**	-
	1	**21**
Total	**4,142**	4,222

The Company has not granted loans or advances to promoters, directors, key managerial personnel (KMPs) and the related parties (as defined under Companies Act, 2013) either severally or jointly with any other person, that are:

(a) Repayable on demand or

(b) Without specifying any terms or period of repayment

** It includes Lease Hold Land classified as current ₹ 66 Lakh

Note-17 : Non Current Assets held for sale

Particulars	As at	
	March 31, 2022	**March 31, 2021**
Property at Pune	**-**	111
Total	**-**	111

Break up of financial assets carried at amortised cost

Particulars	As at	
	March 31, 2022	**March 31, 2021**
Trade receivables (refer note 8 & 12)	**27,723**	26,811
Other financial assets (refer note 9& 15)	**6,436**	6,981
Cash and bank balances (refer note 13 & 14)	**4,592**	4,812
Total financial assets carried at amortised cost	**38,751**	38,604

Note: Receivables carrying value may be affected by changes in the credit risk of the counterparties.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Note 18 : Equity Share Capital

Particulars	As at March 31, 2022		As at March 31, 2021	
	Number	**₹ in Lakhs**	Number	₹ in Lakhs
Authorised				
10% Cummulative Preference Shares of ₹ 100 each	50,000	50	50,000	50
Preference Shares of ₹ 100 each	50,000	50	50,000	50
Equity shares of ₹ 2/- each with voting rights	12,00,00,000	2,400	12,00,00,000	2,400
		2,500		**2,500**
Issued, Subscribed and Paid up				
Equity shares of ₹ 2/- each fully paid up	3,80,70,205	761	3,80,70,205	761
Total	**3,80,70,205**	**761**	**3,80,70,205**	**761**

Reconciliation of number of Equity Shares and amount outstanding at the beginning and at the end of the reporting period

Particulars	As at March 31, 2022		As at March 31, 2021	
	Number	**₹ in Lakhs**	Number	₹ in Lakhs
Shares outstanding at the beginning of the year	3,80,70,205	761	3,80,70,205	761
Shares issued during the year	-	-	-	-
Total	**3,80,70,205**	**761**	**3,80,70,205**	**761**

Terms/Rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pay dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of the shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts.

The distribution will be in proportion to the number of shares held by the shareholders.

Number of shares held by each shareholder holding more than 5 percent of the Equity Shares of the Company are as follows:

	As at March 31, 2022		As at March 31, 2021	
	No. of Shares held	**% of Holding**	No. of Shares held	% of Holding
Walchand Kamdhenu Commercials Pvt Ltd.	53,45,554	14.04	98,69,673	25.92
Walchand Great Achievers Pvt Ltd.	3,47,961	0.91	52,60,160	13.82
Rodin Holdings Inc	30,00,000	7.88	30,00,000	7.88
Olsson Holdings Inc	20,00,000	5.25	20,00,000	5.25

As per the records of the Company, including its register of shareholders/members and other declaration received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

As per the records of the Company, no shares has been allotted pursuant to any contract for consideration other than cash or as bonus shares during the preceeding five financial years. There are no buy back of shares during the preceeding five financial years.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Equity Shares held by Promoters at the end of the year

Name of Promoter	As at March 31, 2022		As at March 31, 2021		% Change during the year
	No. of Shares held	**% of total shares**	No. of Shares held	% of total shares	
Walchand Kamdhenu Commercials Pvt. Ltd.	53,45,554	14.04	98,69,673	25.92	-11.88
Walchand Great Achievers Private Limited	3,47,961	0.91	52,60,160	13.82	-12.90
Rodin Holdings Inc	30,00,000	7.88	30,00,000	7.88	-
Olsson Holdings Inc	20,00,000	5.25	20,00,000	5.25	-
Total	**1,14,28,695**	**30.02**	**2,09,38,613**	**55.00**	**-24.98**

** There is only one class of equity shares having a par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share.

*** Percentage of change has computed with respect to the number at the beginning of the year or if issued during the year for the first time then with respect to the date of issue.

Note 19 : Other Equity

Particulars	As at	
	March 31, 2022	March 31, 2021
Capital Redemption Reserve		
Opening balance	**50**	50
Additions	**-**	-
Deductions	**-**	-
Closing Balance	**50**	50
Securities Premium Account		
Opening balance	**4,994**	4,994
Additions	**-**	-
Deductions	**-**	-
Closing Balance	**4,994**	4,994
General Reserve		
Opening balance	**5,606**	5,606
Additions	**-**	-
Deductions	**-**	-
Closing Balance	**5,606**	5,606
Retained Earnings		
Opening balance	**9,878**	15,603
Less : Loss for the year	**(3,807)**	(5,724)
Add : Change due to prior period error	**155**	-
Closing Balance	**6,226**	9,878

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Particulars	As at March 31, 2022	As at March 31, 2021
- Remeasurements of the Defined Benefit		
Opening Balance	**(280)**	(268)
Add : Other Comprehensive Income	**335**	(12)
Closing Balance	**55**	(280)
- Equity Instruments through Other Comprehensive Income		
Opening Balance	**160**	161
Add : Other Comprehensive Income	**2**	(1)
Add : Change due to prior period error	**(155)**	-
Closing Balance	**7**	160
Total	**16,938**	20,409

Note 20 : Borrowings : Non Current

Particulars	As at March 31, 2022	As at March 31, 2021
Measured at amortised cost		
Secured Borrowings:		
From Banks / NBFCS		
(i) Corporate Loan / NCD	**9,866**	10,532
(ii) Vehicle Loan	**8**	13
	9,873	10,546
Unsecured Borrowings		
(i) From related party	**6,127**	-
(ii) From Others	**1,000**	-
	7,127	-
Total	**17,001**	10,546

(A) Secured Loan of ₹ 18,000 lakhs taken from KKR India Financial Services Pvt. Ltd. and non-convertible debentures of ₹ 5700 lakhs issued to KKR India Debt Opportunities fund II are at an interest rate of 14% p.a.

i) Repayment schedule is as under:

₹ in Lakhs

Date of Repayment	Corporate Loan repayment Amount	NCD Repayment Amount	Total Instalment Amount
31-Mar-22	4,064	1,300	5,364
31-Mar-23	4,839	1,500	6,339
31-Mar-24	3,194	1,000	4,194
Total	**12,097**	**3,800**	**15,897**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

ii) These borrowings are secured by:

1) First charge on specified land and buildings at Walchandnagar, Mumbai and Dharwad.

2) First charge by way of pledge of shareholdings of promoters/affiliates amounting to 29.01% of paid-up capital of the company.

3) First charge on the designated bank account held with State Bank of India.

4) KKRIFSL has assigned entire debts (including loans and NCDs) due from the company along with underlying financial documents together with the lenders rights, benefits and obligations to Assets Care and Reconstruction Enterprise Limited (ACRE) vide assignment agreements dated 13.04.2022 and 18.04.2022, as per the intimation received from ACRE.

iii) Period and amount of continuing default in repayment of loans as on 31.03.2022:-

Name	**Amount of default (In Lakhs)**
KKR India Debt Opportunity Fund II (NCD)	1,461
KKR India Financial Services Private Limited (Corporate Loan)	4,570

*Amount of default is inclusive of interest amount

(B) Vehicle Loan is taken from Bank of India. It is secured by hypothecation of vehicle bought under the loan. The loan is repayable in 60 Equated monthly installments of ₹ 0.52 Lacs. Interest rate is 7.40% p.a. Balance instalments payable on balance sheet date are 28. The last instalment falls on 30th July, 2024.

(C) During the year, KKR had invoked 95,09,918 equity shares of promoters group shareholders for total sale consideration of ₹ 5419 Lakhs and the proceeds were adjusted against its loan balances. The Company has treated these invoked amounts of promoter group shareholders as long-term unsecured Loan. These loans will be settled in future either by way of repayment or by way of issue of equity shares/warrants with necessary approvals from shareholders and in compliance with the provisions of the Companies Act & SEBI regulations.

Note 21: Other Financial Liabilities : Non Current

Particulars	**As at**	
	March 31, 2022	March 31, 2021
Interest on Secured Loans	**3,716**	3,716
Others #	**289**	467
Total	**4,006**	4,183

'# Includes ₹ 285 lakh received against compulsory acquisition of land by the Government of Maharashtra not accounted for as sale of asset. The matter is in appeal and pending in Hon'ble Supreme Court. The asset is disclosed under Note No. 3 for Property, Plant and Equipments.

Note 22 : Provisions : Non Current

Particulars	**As at**	
	March 31, 2022	March 31, 2021
Provision for employee benefits*		
- Gratuity	**1,210**	1,219
- Compensated absences	**70**	219
Total	**1,280**	1,439

* (Refer Note No. 49)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Note 23 : Other Non Current Liabilities : Non current

₹ in Lakhs

Particulars	As at	
	March 31, 2022	March 31, 2021
Deposit in Escrow Liability*	**211**	206
Deferred Government Grant	**5**	19
Advance from Customer	**7,994**	9,652
TOTAL	**8,210**	9,876

* (Refer Note No. 14)

Note 24: Borrowings : Current

₹ in Lakhs

Particulars			As at	
			March 31, 2022	March 31, 2021
(a)	**From Banks (Secured)**			
	(i)	Working Capital Loan*	**19,411**	21,271
	(ii)	Letter of Credit	**2,336**	962
(b)	**From others (unsecured)**			
	From related party		**-**	500
(c)	**Current maturities of long-term loans (secured)**			
	(i)	Vehicle Loan	**6**	5
	(ii)	Corporate Loan/NCD	**6,031**	7,805
TOTAL			**27,783**	30,543

1] The Working Capital Loan facilities under Consortium Banking arrangement of State Bank of India and Bank of India and consortium lead by State Bank of India mentioned at (i) above peratining to HED division are secured by mortgage of residential flat in Mumbai, land and building at Walchandnagar, Offices in Pune and by way of charge on all movable plant and machinery, fixtures, implements, fittings, furniture, current assets (both present & future) including stock-in-trade, raw material, semi-finished and finished products, stores and spares, book debts, tools and accessories and other movables pertaining to Heavy Engineering Division at Walchandnagar. The facilities are further secured by a second charge on all assets given to KKR India and proceeds from sale of shares pledged to KKR India. The above are at an interest rate of 13.65 % from Bank of India and 13% from State Bank of India.

2] The facilities mentioned at (i) above peratining to Foundry division,Satara are taken from State Bank of India and are secured by hypothecation of all tangible movable properties and assets, including all stocks of Raw Material, Components, Tools, Stores Materials, Work-in-Progress, Finished Goods and Book Debts and equitable mortgage on fixed assets of Foundry Division at Satara Road.

3] The Company has taken Letter of Credit facility from Bank of India and State Bank of India for the purpose of procurement of Raw Material and Capital Goods for HED division. It is secured by mortgage of residential flat in Mumbai, land and building at Walchandnagar, Offices in Pune and by way of charge on all movable plant and machinery, fixtures, implements, fittings, furniture, current assets (both present & future) including stock-in-trade, raw material, semi-finished and finished products, stores and spares, book debts, tools and accessories and other movables pertaining to Heavy Engineering Division at Walchandnagar. It is further secured by a second charge on all assets given to KKR India and proceeds from sale of shares pledged to KKR India.

4] The Company has taken Letter of Credit facility from State Bank of India for the purpose of procurement of Raw Material and Capital Goods for Foundry division. It is secured by hypothecation of all those tangible movable properties and assets, including all stocks

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

of Raw Material, Components, Tools, Stores Materials, Work-in-Progress, Finished Goods and Book Debts and equitable mortgage on fixed assets of Foundry Division at Satara Road.

5] The quarterly statements of current assets filed by the Company with banks are in agreement with the books of accounts

Note 25: Trade Payables

Particulars	As at	
	March 31, 2022	**March 31, 2021**
Trade Payables		
- Total outstanding dues of micro enterprises and small enterprises*	**430**	404
- Total outstanding dues of creditors other than micro enterprises and small enterprises.	**7,195**	6,651
Total	**7,626**	7,055

*(ReferNote No. 53)

AGING-Trade Payables

Particulars	As at March, 31 2022				
	Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) MSME	292	61	56	22	430
(iii) Others	4,521	463	397	1,535	6,916
(iv) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues Others	-	-	4	275	280
Total	**4,813**	**524**	**457**	**1,832**	**7,626**

Particulars	As at March 31 2021				
	Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) MSME	298	99	6	0	404
(iii) Others	3,188	794	330	1,951	6,263
(iv) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues Others	-	4	14	370	388
Total	**3,486**	**898**	**350**	**2,321**	**7,055**

*(ReferNote No. 53)

Note 26: Other Financial Liabilities : Current

₹ in Lakhs

Particulars	As at	
	March 31, 2022	March 31, 2021
Interest payable on borrowings	**817**	1,061
Unclaimed dividends	**4**	4
Accrued Salaries and Benefits	**1,777**	1,526
Contract Liability	**19**	227
Others	**1,408**	1,314
Total	**4,025**	4,132

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Note 27 : Provisions : Current

₹ in Lakhs

Particulars	As at	
	March 31, 2022	March 31, 2021
Provision for employee benefits*		
- Gratuity	**115**	266
- Compensated absences	**196**	58
Total	**311**	324

* (Refer Note No. 49)

Note 28 : Other Current Liabilities

₹ in Lakhs

Particulars	As at	
	March 31, 2022	March 31, 2021
Advances received from customers	**4,319**	5,976
Statutory Remittances	**1,080**	545
Deferred Government Grant	**14**	14
Total	**5,413**	6,535

Breakup of financial liabilities carried at amortised cost

₹ in Lakhs

Particulars	As at	
	March 31, 2022	March 31, 2021
Borrowings (refer note 20 & 24)	**44,784**	41,088
Other financial liabilities (refer note 21 & 26)	**8,031**	8,315
Trade payables (refer note 25)	**7,626**	7,055
Total financial liabilities carried at amortised cost	**60,440**	56,459

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Note 29 : Revenue From Operations

₹ in Lakhs

Particulars	Year ended	
	March 31, 2022	March 31, 2021
Sales of Product	**27,974**	29,941
Sales of Services	**1,601**	2,324
Other Operating Revenues	**345**	299
	29,919	32,564

Disaggregated revenue information

Set out below is the disaggregation of the Group's revenue from customers:

₹ in Lakhs

Particulars	Year ended	
	March 31, 2022	March 31, 2021
Type of goods or service		
Heavy Engineering		
Goods	**22,112**	25,443
Service	**1,577**	2,303
Other	**221**	254
Foundry and Machine Shop		
Goods	**4,095**	3,485
Service	**8**	13
Other	**107**	27
Others		
Goods	**1,767**	1,012
Service	**15**	8
Other	**16**	19
Total revenue from contracts with customers	**29,919**	32,564
India	**28,371**	31,650
Outside India	**1,548**	914
Total revenue from contracts with customers	**29,919**	32,564
Timing of revenue recognition		
Goods & Services transferred at a point in time	**25,183**	21,331
Goods & Services transferred Over the Time	**4,736**	11,233
Total revenue from contracts with customers	**29,919**	32,564
Total revenue from Operation	**29,919**	32,564

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

₹ in Lakhs

Revenue	For the years ended					
	31-Mar-22			March 31, 2021		
	Heavy Engineering	Foundry and Machine Shop	Others	Heavy Engineering	Foundry and Machine Shop	Others
External customer	23,911	4,211	1,798	28,000	3,525	1,039
Inter-segment	91	52	7	116	50	3
	24,001	**4,263**	**1,805**	**28,116**	**3,575**	**1,042**
Inter-segment adjustment and elimination	91	52	7	116	50	3
Total revenue from contracts with customers	**23,911**	**4,211**	**1,798**	**28,000**	**3,525**	**1,039**

Note 30 : Other Income

₹ in Lakhs

Particulars	Year ended	
	March 31, 2022	March 31, 2021
Interest Income		
- On Bank deposits	**163**	178
- On Others	**100**	38
Dividend Income on Investment	**0**	0
Rental income	**18**	7
Occupation Fees	**4**	5
Profit on Sale of Asset	**2,233**	113
Sundry Balances Written Back	**333**	1,756
Foreign Exchange Gain (net)	**90**	-
Packaged Scheme of Incentive - Maharashtra	**14**	248
Insurance Claim Received	**23**	-
Miscellaneous Income	**290**	157
Total	**3,269**	2,503

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Note 31 : Cost of Materials consumed

₹ in Lakhs

Particulars		Year ended	
		March 31, 2022	March 31, 2021
Materials consumed comprise:			
(a)	Plates, Sheets, Beams & Steel Materials	**1,354**	989
(b)	Steel Scrap	**1,265**	1,498
(c)	Castings	**1,386**	1,163
(d)	Ferro Alloys	**244**	141
(e)	Bought and Components etc.	**7,319**	4,339
(f)	Materials Consumed at Sites	**19**	24
		11,587	8,154
(B)	**Stores and Spares consumed**	**1,722**	1,527
Total		**13,309**	9,681

Note 32 : Sub-Contracting Expenses, Processing Charges and Other Direct Costs

₹ in Lakhs

Particulars	Year ended	
	March 31, 2022	March 31, 2021
(a) Sub-contracting Expenses and Processing Charges	**2,075**	1,535
Total	**2,075**	1,535

Note 33 : Changes in Inventories of Finished Goods & Work-in-progress

₹ in Lakhs

Particulars	Year ended	
	March 31, 2022	March 31, 2021
Inventories at the beginning of the period:		
(a) Finished Products	**993**	1,306
(b) Work-in-Progress	**8,858**	15,193
	9,851	16,499
Inventories at the end of the period:		
(a) Finished Products	**1,118**	993
(b) Work-in-Progress	**8,447**	8,858
	9,565	9,851
Total	**286**	6,648

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Note 34 : Employee Benefits Expense

₹ in Lakhs

Particulars	Year ended	
	March 31, 2022	March 31, 2021
Salaries and wages, including bonus	**7,160**	7,366
Contribution to provident and other funds	**470**	497
Gratuity	**223**	210
Staff welfare expenses	**62**	66
Total	**7,915**	8,139

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective. Based on a preliminary assessment, the entity believes the impact of the change will not be significant.

Note 35 : Finance Costs

₹ in Lakhs

Particulars	Year ended	
	March 31, 2022	March 31, 2021
Interest Debentures and Fixed Loans	**2,979**	3,028
Interest on Short term Loan and Cash Credits	**2,489**	3,062
Others	**1,595**	1,815
Total	**7,063**	7,905

Note 36 : Depreciation and Amortisation Expense

₹ in Lakhs

Particulars	Year ended	
	March 31, 2022	March 31, 2021
Depreciation on Property, Plant and Equipment	**2,211**	2,283
Amortisation on Intangible assets	**13**	13
Total	**2,224**	2,297

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Note 37 : Other Expenses

₹ in Lakhs

Particulars	Year ended	
	March 31, 2022	March 31, 2021
Power and Fuel Expenses	**1,116**	1,045
Rent	**7**	16
Amortisation of Leasehold Land	**66**	66
Rates and Taxes	**64**	74
Communication Expenses	**36**	39
Travelling Expenses	**161**	97
Bank Charges	**23**	13
Electricity Charges	**85**	80
Site Office Expenses	**80**	76
Legal and Other Professional Costs	**718**	731
Repair and Maintenance Expenses		
- Buildings (including leased premises)	**59**	69
- Machinery	**100**	92
- Others	**115**	99
Total	**274**	**261**
Audit Fees		
- Audit Fees	**25**	25
- Tax Audit Fees	**2**	2
- In Other Capacity	**-**	-
- Certification work	**-**	-
-Re-imbursement of out of pocket expenses	**0**	0
Total	**27**	27
Insurance Charges	**140**	140
Advertisement, Promotion & Selling Expenses	**5**	9
Interest (Others)	**53**	30
Miscellaneous Expenses	**511**	621
Forwarding Expenses	**226**	173
Allowances for Doubtful Receivables and Bad Debts written off		
-Provided during the year (net)	**348**	(1,870)
-Bad Debts written off	**183**	2,751
Total	**531**	881
Foreign Exchange Loss (net)	**-**	208
Total	**4,123**	4,586

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Note: 38 Disclosure of Ratios

Particulars	Numerator	Denominator	As at		Varriance	Remarks
			March 31, 2022	March 31, 2021		
(a) Current Ratio,	Current Asset	Current Liability	1.16	1.07	0.09	-
(b) Debt-Equity Ratio,	Total Debt	Shareholder's Equity	2.53	1.94	0.59	Additional Unsecured Loan from Shareholders of ₹ 59 Crores & 10 Crores ICD.
(c) Debt Service Coverage Ratio,	Earnings available for debt service	Debt Service	0.45	0.51	-0.06	-
(d) Return on Equity Ratio,	NPAT-Preference Dividend	Average Shareholder's Equity	-0.20	-0.24	0.04	-
(e) Inventory turnover ratio,	COGS	Average Inventory	1.15	1.02	0.13	-
(f) Trade Receivables turnover ratio,	Net Credit Sales	Avg. Accounts Receivables	1.1	1.24	-0.14	-
(g) Trade payables turnover ratio,	Net Credit Payables	Avg. Trade Payables	1.82	1.02	0.80	-
(h) Net capital turnover ratio,	Net Sales	Avg. Working Capital	5.47	5.56	-0.09	Losses reduced as compared to previous year due to reduction in finance cost.
(i) Net profit ratio,	Net Profit	Net Sales	-0.13	-0.18	0.05	-
(j) Return on Capital employed,	EBIT	Capital Employed	5.21%	3.50%	2%	Increase in profitability due to decrease in Finance cost.
(k) Return on investment.	PAT	Total Assets	-0.04	-0.06	0.02	-

Note: 39 Details of impact of Ind AS 115

The Company has adopted Ind AS 115 w.e.f April 1, 2018. As per the terms of contract with certain customers, the company has not complied with the delivery terms and have recognised revenue on despatches after the contractual delivery period. Based on the terms of the contract ₹ 186 lakhs (P.Y. ₹ 227 lakhs) have been recognised as a contract liability and revenue have been recognised by reducing an equivalent amount as the same is a variable component.

Note: 40 Details of the investment property and its fair value :

The fair value of the Company's investment properties as at March 31, 2022 have been arrived ₹3709 Lakhs based on the valuation carried out by a registered valuer as define under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017.

The fair value was derived using :

- market comparable approach based on recent market prices without any significant adjustments being made to the market observable data.
- capitalization of net income method, where the market rentals of all lettable units of the properties are assessed by reference to

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

the rentals achieved in the lettable units as well as other lettings of similar properties in the neighborhood. The capitalisation rate adopted is made by reference to the yield rates observed by the valuers for similar properties in the locality and adjusted based on the valuers' knowledge of the factors specific to the respective properties.

₹ in Lakhs

Description		March 31, 2021
Land	**188**	189
Total	**188**	189

Note: 41 Financial Instruments and Risk Review

Financial Risk Management Framework

Walchandnagar Industries Limited is exposed primarily to fluctuations in foreign currency exchange rates, credit, liquidity, which may adversely impact the fair value of its financial instruments. The Company assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Company.

Credit Risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, unbilled revenue, investments, derivative financial instruments, cash and cash equivalents, bank deposits and other financial assets. None of the financial instruments of the Company result in material concentration of credit risk.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk was ₹ 38,751 lakhs (March 31, 2021- ₹ 38,609 lakhs) being the total of the carrying amount of balances with banks, bank deposits, trade receivables, unbilled revenue and other financial assets.

In addition, the Company is exposed to credit risk in relation to financial guarantees given to banks provided by the Company. The Company's maximum exposure in this respect is the maximum amount the Company would have to pay if the guarantee is called on.

Trade receivables

IND AS requires expected credit losses to be measured through a loss allowance. The Company assesses at each date of statements of financial position whether a financial asset or a group of financial assets is impaired. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. Company's exposure to customers is diversified and no single customer contributes to more than 10% of outstanding accounts receivable and unbilled revenue as of March 31, 2022. The concentration of credit risk is limited due to the fact that the customer base is large and unrelated.

The expected credit loss allowance is based on the receivables bifurcated based on the division to which they pertain and the rates as given in the provision matrix. The provision matrix at the end of the reporting period is as follows.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Movement in the expected credit loss allowance:

₹ in Lakhs

Particulars	March 31, 2022	March 31, 2021
Balance at the beginning of the year	**2,273**	3,936
Movement in the expected credit loss allowance on trade receivables calculated at lifetime expected credit losses	**609**	(1,663)
Total	**2,882**	2,273

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes. The Company's exposure to market risk is primarily on account of foreign currency exchange rate risk.

a) Foreign Currency exchange rate risk

The fluctuation in foreign currency exchange rates may have potential impact on the statement of profit or loss and other comprehensive income and equity, where any transaction references more than one currency or where assets / liabilities are denominated in a currency other than the functional currency of the respective entities. Considering the countries and economic environment in which the Company operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in US Dollar, ZAR against the respective functional currencies of Walchandnagar Industries Limited.

The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. Based on materiality the Company does not hedge any assets.

The foreign exchange rate sensitivity is calculated by aggregation of the net foreign exchange rate exposure and a simultaneous parallel foreign exchange rates shift of all the currencies by 10% against the respective functional currencies of Walchandnagar Industries Limited.

The carrying amounts of the Company's foreign currency denominated financial assets and financial liabilities at the end of the reporting period are as follows:

₹ in Lakhs

Particulars	Currency	As at March 31, 2022	As at March 31, 2021
Financial Assets	USD	**5,910**	5,804
	EUR	**0**	0
	Others	**1,693**	1,654
Financial Liabilities	USD	**3,480**	3,608
	EUR	**68**	1
	Others	**1,359**	1,359

Of the above foreign currency exposures, the complete exposure is not hedged.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Liquidity Risk

"Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The amounts included above for financial guarantee contracts are the maximum amounts the Company could be forced to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Company considers that it is more likely than not that such an amount will not be payable under the arrangement.

Note: 42 Current Tax and Deferred Tax

Income Tax Expense

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Current Tax:		
In respect of current period	-	-
Deferred Tax		
In respect of current period	-	-
Total Income Tax Expense recognised	-	-

The income tax expense for the year can be reconciled to the accounting profit as follows:

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Profit before income taxes	(3,807)	(5,724)
Enacted tax rates in India	26.00%	26.00%
Income tax expense calculated at enacted rate	(990)	(1,488)
Short/(excess) provision for earlier years	-	-
Effect of unrecognized deferred tax assets	990	1,488
Income tax expense recognised in profit or loss	-	-

The tax rate used for the above reconciliations are the rates as applicable for the respective periods payable by corporate entities in India on taxable profits under the Indian tax laws.

Deferred Tax:

The following is the analysis of Deferred Tax Assets presented in the Balance Sheet:

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Deferred tax assets	3,924	4,174
Deferred tax liabilities	(3,924)	(4,174)
Deferred tax assets (net)	-	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Deferred Tax Asset is recognised to the extent of Deferred tax liability

The tax effect of significant timing differences that has resulted in deferred tax assets are given below:

Particulars	For the year ended March 31, 2022			
	Opening balance	Recognised in Profit and loss	Recognised in OCI	Closing balance
Employee Benefits	458	(44)	-	414
Property, Plant and Equipment	(4,174)	250	-	(3,924)
Provisions	879	158	-	1,037
Unabsorbed Losses	2,699	1,015	-	3,714
Unabsorbed Depreciation	2,020	192	-	2,212
Net Deferred Tax Assets	**1,882**	**1,571**	**-**	**3,453**

Particulars	For the year ended March 31, 2021			
	Opening balance	Recognised in Profit and loss	Recognised in OCI	Closing balance
Employee Benefits	432	26	-	458
Property, Plant and Equipment	(4,523)	349	-	(4,174)
Provisions	1,311	(433)	-	879
Unabsorbed Losses	2,192	507	-	2,699
Unabsorbed Depreciation	1,778	242	-	2,020
Net Deferred Tax Assets	**1,190**	**692**	**-**	**1,882**

Note: 43Earnings in Foreign Currency

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Export of goods calculated on FOB basis	**1501**	897
Export of Service	**-**	-
Overseas Site - Ethopia	**-**	-
Total	**1,501**	897

Note :44 Value of Imports on CIF basis in respect of

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Raw Materials	**433**	365
Components & Spare parts	**44**	140
Capital goods	**1**	53
Total	**477**	558

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Note: 45 Expenditure in Foreign currency

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Travelling expenses	**4**	2
Commission and Others	**-**	0
Overseas Site - Ethiopia	**22**	9
Total	**27**	10

Note 46 Earnings per Share (Basic and Diluted)

₹ in Lakhs

	Particulars	As at March 31, 2022	As at March 31, 2021
i)	Net Profit/ (Loss) after Tax as per Statement of Profit and loss attributable to Equity Shareholders (₹ In lakhs)	**(3,807)**	(5,724)
ii)	Weighted average no of equity shares of ₹ 2 Each outstanding during the year	**3,80,70,205**	3,80,70,205
iii)	Earning per Share of face value of ₹ 2 each	**(10.00)**	(15.04)

Note: 47 Related Party Disclosures

Related party disclosures as required under Ind AS 24 (Related Party Disclosures), specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 are given below:

i) Individuals owning, directly or indirectly, an interest in the voting power of the reporting enterprise that gives them control or significant influence over the enterprise and relatives of any such individual:

Name of the individual	Designation / Relation
Mr. Chakor L. Doshi	Chairman
Mrs. Champa C. Doshi	Wife of Chairman
Mr. Chirag C. Doshi	Managing Director & CEO
Mrs. Kanika G. Sanger	Daughter of Chairman
Mrs. Tanaz Chirag Doshi	Wife of Managing Director

ii) Key Management personnel and relatives:

Name of the individual	Designation / Relation
Mr. Chirag C. Doshi	Managing Director & CEO
Mr. G. S. Agrawal	Vice President (Legal & Taxation) & Company Secretary
Mr. Sandeep Jain	Chief Financial Officer

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

iii) Enterprises over which any person described in (i) or (ii) above are able to exercise significant influence:

Bombay Cycle & Motor Agency Ltd.
Walchand Great Achievers Pvt. Ltd.
Walchand Kamdhenu Commercials Pvt. Ltd.
Walchand Chiranika Trading Pvt. Ltd.
Chakor Doshi HUF
Chirag Doshi HUF
Chiranika Enterprises
Chiranika Corporation
Chiranika Properties
Walchand Botanicals Pvt. Ltd.
Rodin Holdings Inc.
Walchand Ventures LLP
Hereford Properties Limited Inc.
Trust Finlease Pvt. Ltd.
GS Agrawal HUF
Olsson Holdings Inc.
Vinod Shashank Chakor Pvt. Ltd.
Chirag Enterprises
Mach Experiences Pvt. Ltd.

Details of transactions relating to the individuals / enterprises referred to in item (i), (ii) and (iii) above are as follows. The same are in the ordinary course of business.

₹ in Lakhs

Particulars	**Individuals mentioned in (i) above**	**Key Management Personnel as mentioned in (ii) above**	**Relatives of Key as mentioned in (ii) above**	**Enterprises mentioned in (iii) above**	**Total**
	Current Year	**Current Year**	**Current Year**	**Current Year**	**Current Year**
	Previous Year	**Previous Year**	**Previous Year**	**Previous Year**	**Previous Year**
Transactions					
Receiving of Services					
Mr. Chakor L. Doshi	**6**	**-**	**-**	**-**	**6**
	7	-	-	-	7
Mr. G K Pillai	**21**	**-**	**-**	**-**	**21**
	50	-	-	-	50
M/s. Bombay Cycle & Motors Agency Ltd.	**-**	**-**	**-**	**30**	**30**
	-	-	-	30	30
Sub-Total	**26**	**-**	**-**	**30**	**56**
	57	-	-	30	87
Interest on Un-secured Loan					
Mr. Chakor L Doshi	**2**	**-**	**-**	**-**	**2**
	-	-	-	-	-
Mr. Chirag C Doshi	**-**	**1**	**-**	**-**	**1**
	-	-	-	-	-
Mrs. Champa C Doshi	**0**				**0**
	-	-	-	-	-
M/s. Walchand Kamdhenu Commercial Pvt Ltd.	**-**	**-**	**-**	**62**	**62**
	-	-	-	-	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Particulars	Individuals mentioned in (i) above	Key Management Personnel as mentioned in (ii) above	Relatives of Key as mentioned in (ii) above	Enterprises mentioned in (iii) above	Total
	Current Year	Current Year	Current Year	Current Year	Current Year
	Previous Year	Previous Year	Previous Year	Previous Year	Previous Year
M/s. Walchand Great Achivers Pvt Ltd	-	-	-	166	166
	-	-	-	-	-
Sub-Total	2	1	-	228	231
	-	-	-	-	-
Reimbursement of expenses					
M/s Walchand Great Achievers Pvt. Ltd	-	-	-	2	2
	-	-	-	-	-
M/s. Walchand Kamdhenu Commercials	-	-	-	1	1
	-	-	-	-	-
M/s. Bombay Cycle & Motors Agency Ltd.	-	-	-	-	-
	-	-	-	-	-
Sub-Total	-	-	-	3	3
	-	-	-	-	-
Managerial Remuneration #					
Mr. Chirag C. Doshi	-	130	-	-	130
	-	140	-	-	140
Mr. G. S. Agrawal	-	35	-	-	35
	-	39	-	-	39
Mr. Sandeep Jain	-	70	-	-	70
	-	68	-	-	68
Sub-Total	-	235	-	-	235
	-	247	-	-	247
Unsecured Loan-Received					
Mr. Chakor L Doshi	36	-	-	-	36
	-	-	-	-	-
Mr. Chirag C Doshi	-	10	-	-	10
	-	-	-	-	-
Mrs. Champa C Doshi	8		-	-	8
	-	-	-	-	-
M/s. Walchand Kamdhenu Commercial Pvt Ltd.	-	-	-	2,272	2,272
	-	-	-	-	-
M/s. Walchand Great Achivers Pvt Ltd	-	-	-	3,092	3,092
	-	-	-	500	500
Sub-Total	44	10	-	5,364	5,419
	-	-	-	500	500

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Particulars	Individuals mentioned in (i) above	Key Management Personnel as mentioned in (ii) above	Relatives of Key as mentioned in (ii) above	Enterprises mentioned in (iii) above	Total
	Current Year	Current Year	Current Year	Current Year	Current Year
	Previous Year	Previous Year	Previous Year	Previous Year	Previous Year
Outstanding Payable					
Receiving of Services					
Mr. G K Pillai	**5**	**-**	**-**	**-**	**5**
	2	-	-	-	2
M/s. Bombay Cycle & Motors Agency Ltd.	-	-	-	-	-
	-	-	-	-	-
Sub-Total	**5**	**-**	**-**	**-**	**5**
	2	-	-	-	2
Unsecured Loan					
M/s. Walchand Great Achivers Pvt Ltd	**-**	**-**	**-**	**3,741**	**3,741**
	-	-	-	500	500
Mr. Chakor L Doshi	**38**	**-**	**-**	**-**	**38**
	-	-	-	-	-
Mr. Chirag C Doshi		**11**			**11**
	-	-	-	-	-
Mrs. Champa C Doshi	**8**				**8**
	-	-	-	-	-
M/s. Walchand Kamdhenu Commercial Pvt Ltd.		**-**		**2,328**	**2,328**
		-		-	-
Sub-Total	**46**	**11**	**-**	**6,070**	**6,127**
	-	-	-	500	500
Managerial Remuneration #					
Mr. Chirag C. Doshi	**-**	**13**	**-**	**-**	**13**
	-	4	-	-	4
Mr. G. S. Agrawal	**-**	**5**	**-**	**-**	**5**
	-	2	-	-	2
Mr. Sandeep Jain	**-**	**9**	**-**	**-**	**9**
	-	3	-	-	3
Sub-Total	**-**	**27**	**-**	**-**	**27**
	-	9	-	-	9

The breakup of compensation of key management personnel is as follows:

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Compensation of KMP's/ relative of KMP	Chirag Doshi	G. K. Pillai	G. S. Agrawal	Sandeep Jain
Short Term Benefits	**130**	**-**	**35**	**70**
	140	-	39	68
Total	**130**	**-**	**35**	**70**
	140	-	39	68

@ employment benefits comprising gratuity, and compensated absences are not disclosed as these are determined for the Company as a whole

48 Fair value measurements

Financial instruments by category:						₹ in lakhs
Particulars	**As at March 31, 2022**			As at March 31, 2021		
	FVTPL	**FVOCI**	**Amortised cost**	FVTPL	FVOCI	Amortised cost
Financial assets						
Investments:						
- equity instruments	**-**	**7**	**-**	-	5	-
- mutual funds	**-**	**-**	**-**	-	-	-
Trade receivables	**-**	**-**	**27,723**	-	-	26,811
Cash and cash equivalents	**-**	**-**	**294**	-	-	292
Other bank balances	**-**	**-**	**4,299**	-	-	4,520
Others	**-**	**-**	**6,436**	-	-	6,981
Total financial assets	**-**	**7**	**38,751**	**-**	**5**	**38,604**
Financial liabilities						
Borrowings	**-**	**-**	**44,784**	-	-	41,088
Trade payables	**-**	**-**	**7,626**	-	-	7,055
Other financial liabilities	**-**	**-**	**8,031**	-	-	8,315
Total financial liabilities	**-**	**-**	**60,440**	-	-	56,458

(i) Fair value hierarchy:

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are

(a) recognised and measured at fair value, and

(b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial assets and liabilities measured at fair value - recurring fair value measurements At March 31, 2022	**Notes**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets					
Financial investments at FVOCI					-
Equity instruments	7	7	-	-	7
Total financial assets		**7**	**-**	**-**	**7**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Financial assets and liabilities measured at fair value - recurring fair value measurements At March 31, 2021	**Notes**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets					
Financial investments at FVOCI					-
Equity instruments	7	5	-	-	5
Total financial assets		**5**	**-**	**-**	**5**

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchange is valued using the closing price as at the reporting period.

Level 2: Fair value of financial instruments that are not traded in an active market (for example, traded bonds, over the counter derivatives) but is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument as observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification assets.

49 Disclosure pursuant to Ind AS 19 -Employee Benefits

(i) Defined Contribution Plan

The Company makes contributions to Provident Fund and Superannuation Fund which are defined contribution plans for qualifying employees. Under these Schemes, the Company contributes a specified percentage of the payroll costs to the respective funds.

The Company recognized expense in the Statement of Profit and Loss amounting to:

- ₹ 429.06 Lakhs (March 31, 2021: ₹ 434.49 Lakhs) for Provident Fund contributions,
- Nil (March 31, 2021: Nil) for Superannuation Fund contributions.

The contributions to these plans are made at specified percentage/applicable amounts.

Contributions to defined contribution plans for key management personnel have been disclosed as per Note 45

(ii) Defined Benefit Plan

The defined benefit plan comprises of gratuity. The gratuity plan is funded. Changes in the present value of Defined Benefit Obligation (DBO) are representing reconciliation of opening and closing balances thereof and fair value of Trust Fund Receivable recognized in the Balance Sheet is as under:

Sr. No.	**Particulars**	**Gratuity (Funded)**	Gratuity (Funded)	**Compensated Absence (Non Funded)**	Compensated Absence (Non Funded)
		March 31,2022	March 31,2021	**March 31,2022**	March 31,2021
I	**Changes in present value of obligations**				
(a)	PVO at beginning of period	**1,601**	1,563	**277**	256
(b)	Interest cost	**98**	95	**17**	15
(c)	Current Service Cost	**128**	119	**148**	147
(d)	Past Service Cost- (non vested benefits)	**-**	-	**-**	-
(e)	Past Service Cost -(vested benefits)	**-**	-	**-**	-
(f)	Transfer in Liability	**-**	-	**-**	-
(g)	Transfer out Liability	**-**	-	**-**	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Sr. No.	Particulars	Gratuity (Funded)	Gratuity (Funded)	Compensated Absence (Non Funded)	Compensated Absence (Non Funded)
		March 31,2022	March 31,2021	**March 31,2022**	March 31,2021
(h)	Benefits Paid	**(224)**	(200)	**(21)**	(56)
(i)	Benefits Paid By The Company	**(16)**	(77)	**-**	-
(j)	Contributions by plan participants	**-**	-	**-**	-
(k)	Business Combinations	**-**	-	**-**	-
(l)	Curtailments	**-**	-	**-**	-
(m)	Settlements	**-**	-	**-**	-
(n)	Actuarial (Gain)/Loss on obligation	**(182)**	101	**(155)**	(85)
(o)	PVO at end of period *	**1,406**	1,601	**266**	277
II	**Interest Expenses**				
(a)	Interest cost	**98**	95	**17**	15
		98	95	**17**	15
III	**Fair Value of Plan Assets**				
(a)	Fair Value of Plan Assets at the beginning	**116**	157	**-**	-
(b)	Interest Income	**3**	4	**-**	-
IV	**Net Liability**				
(a)	PVO at beginning of period	**1,601**	1,563	**277**	256
(b)	Fair Value of the Assets at beginning report	**116**	157	**-**	-
	Net Liability	**1,485**	1,405	**277**	256
V	**Net Interest**				
(a)	Interest Expenses	**98**	95	**17**	15
(b)	Interest Income	**3**	4	**-**	-
	Net Interest	**95**	91	**17**	15
VI	**Actual return on plan assets**				
(a)	Less Interest income included above	**3**	4	**-**	-
(b)	Return on plan assets excluding interest income	**(2)**	4	**-**	-
VII	**Actuarial (Gain)/loss on obligation**				
(a)	Due to Demographic Assumption*	**-**	-	**-**	-
(b)	Due to Financial Assumption	**(89)**	9	**(15)**	2
(C)	Due to Experience	**(93)**	92	**(140)**	(87)
	Total Actuarial (Gain)/Loss	**(182)**	101	**(155)**	(85)
	(*This figure does not reflect interrelationship between demographic assumption and financial assumption when a limit is applied on the benefit, the effect will be shown as an experience)				
VIII	**Fair Value of Plan Assets**				
(a)	Opening Fair Value of Plan Asset	**116**	157	**-**	-
(b)	Adjustment to Opening Fair Value of Plan Asset	**-**	-	**-**	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Sr. No.	Particulars	Gratuity (Funded)	Gratuity (Funded)	Compensated Absence (Non Funded)	Compensated Absence (Non Funded)
		March 31,2022	March 31,2021	**March 31,2022**	March 31,2021
(c)	Return on Plan Assets excl. interest income	**-2**	4	**-**	-
(d)	Interest Income	**3**	4	**-**	-
(e)	Transfer in Fund	**-**	-	**-**	-
(f)	Transfer out Fund	**-**	-	**-**	-
(g)	Contributions by Employer	**188**	151	**21**	56
(h)	Contributions by Employee	**-**	-		
(i)	Benefits Paid	**(224)**	(200)	**(21)**	(56)
	Fair Value of Plan Assets at end	**81**	116	**-**	-
IX	**Past Service Cost Recognised**				
(a)	Past Service Cost- (non vested benefits)	**-**	-	**-**	-
(b)	Past Service Cost -(vested benefits)	**-**	-	**-**	-
(C)	Average remaining future service till vesting of the benefit	**-**	-	**-**	-
(d)	Recognised Past service Cost- non vested benefits	**-**	-	**-**	-
(e)	Recognised Past service Cost- vested benefits	**-**	-	**-**	-
(f)	Unrecognised Past Service Cost- non vested benefits	**-**	-	**-**	-
X	**Amounts to be recognized in the balance sheet and statement of profit & loss account**				
(a)	PVO at end of period	**1,406**	1,601	**266**	277
(b)	Fair Value of Plan Assets at end of period	**81**	116	**-**	-
(C)	Funded Status	**1,325**	1,485	**(266)**	(277)
(d)	Net Asset/(Liability) recognized in the balance sheet	**(1,325)**	(1,485)	**(266)**	(277)
XI	**Expense recognized in the statement of P & L A/C**				
(a)	Current Service Cost	**128**	119	**148**	147
(b)	Net Interest	**95**	91	**17**	15
(C)	Adjustment to opening balance	**-**	-	**-**	-
(d)	Past Service Cost- (non vested benefits)	**-**	-	**-**	-
(e)	Past Service Cost -(vested benefits)	**-**	-	**-**	-
(f)	Curtailment Effect	**-**	-	**-**	-
(g)	Settlement Effect	**-**	-	**-**	-
(h)	Unrecognised Past Service Cost- non vested benefits	**-**	-	**-**	-
	Expense recognized in the statement of P & L A/C	**223**	210	**165**	162

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Sr. No.	Particulars	Gratuity (Funded)	Gratuity (Funded)	Compensated Absence (Non Funded)	Compensated Absence (Non Funded)
		March 31,2022	March 31,2021	**March 31,2022**	March 31,2021
XII	**Other Comprehensive Income (OCI)**	**-**			
(a)	Actuarial (Gain)/Loss recognized for the period	**(182)**	101	**(155)**	(85)
(b)	Asset limit effect	**-**	-	**-**	
(c)	Return on Plan Assets excluding net interest	**2**	(4)	**-**	
(d)	Unrecognized Actuarial (Gain)/Loss from previous period	**-**	-	**-**	
	Total Actuarial (Gain)/Loss recognized in (OCI)	**(180)**	97	**(155)**	(85)
XIII	**Movements in the Liability recognized in Balance Sheet**				
(a)	Opening Net Liability	**1,485**	1,405	**277**	256
(b)	Adjustment to opening balance	**-**	-	**-**	-
(c)	Transfer in Liability	**-**	-	**-**	-
(d)	Transfer in Fund	**-**	-	**-**	-
(e)	Transfer out Liability	**-**	-	**-**	-
(f)	Transfer out Fund	**-**	-	**-**	-
(g)	Expenses as above	**223**	210	**165**	162
(h)	Benefits Paid By The Company	**(16)**	(77)	**-**	-
(i)	Contribution paid	**(188)**	(151)	**(21)**	(56)
(j)	Other Comprenehsive Income(OCI)	**(180)**	97	**(155)**	(85)
	Closing Net Liability	**1,325**	1,485	**266**	277
XIV	**Schedule III of The Companies Act 2013**				
(a)	Current Liability *	**115**	266	**70**	58
(b)	Non-Current Liability	**1,290**	1,335	**196**	219
V	**Actuarial Assumptions**				
(a)	Discount Rate (per annum)	**7.35%**	6.70%	**7.35%**	6.70%
(b)	Expected Rate of Return on Assets (per annum)	**-**	-	**-**	-
(c)	Rate of Increase in Compensation Levels (per annum)	**3.50%**	3.50%	**3.50%**	3.50%
(d)	Mortality Table	**Indian Assured Lives Mortality (2012-14) Ultimate**	Indian Assured Lives Mortality (2012-14) Ultimate	**Indian Assured Lives Mortality (2012-14) Ultimate**	Indian Assured Lives Mortality (2012-14) Ultimate

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Weighted Average duration of defined benefit obligation:

Sensitivity analysis:

A quantitative sensitivity analysis for significant assumption as at March 31, 2022 is as shown below:

Gratuity				
A. Effect of 1 % change in the assumed discount rate	**1% Increase**		**1% Decrease**	
	March 31,2022	March 31,2021	**March 31,2022**	March 31,2021
1. Effect on DBO	**1,285**	1,476	**1,546**	1,748
B. Effect of 1 % change in the assumed Salary Escalation Rate	**1% Increase**		**1% Decrease**	
	March 31,2022	March 31,2020	**March 31,2022**	March 31,2021
1. Effect on DBO	**1,548**	1,750	**1,281**	1,473
Compensated Absence				
A. Effect of 1 % change in the assumed discount rate	**1% Increase**		**1% Decrease**	
	March 31,2022	March 31,2021	**March 31,2022**	March 31,2021
1. Effect on DBO	**247**	253	**290**	306
B. Effect of 1 % change in the assumed Salary Escalation Rate	**1% Increase**		**1% Decrease**	
	March 31,2022	March 31,2021	**March 31,2022**	March 31,2021
1. Effect on DBO	**290**	306	**246**	253

The sensitivity results above determine their individual impact on Plan's end of year Defined Benefit Obligation. In reality, the plan is subject to multiple external experience items which may move the defined Benefit Obligation in similar or opposite directions, while the Plan's sensitivity to such changes can vary over time.

50 Segment Reporting

I PRIMARY SEGMENTS

₹ In lakhs

Particulars	**Heavy Engineering**		**Foundry and Machine Shop**		**Others**		**Total**	
	2021-22	2020-21	**2021-22**	2020-21	**2021-22**	2020-21	**2021-22**	2020-21
Revenue								
Net Revenue	**24,001**	28,116	**4,263**	3,575	**1,805**	1,042	**30,068**	**32,734**
Less: Inter-segment Revenue	**91**	116	**52**	50	**7**	3	**150**	**170**
	23,911	28,000	**4,210**	3,524	**1,798**	1,039	**29,919**	**32,564**
Results								
Segment Result	**4,005**	3,028	**(478)**	(496)	**255**	76	**3,782**	**2,609**
Unallocable Expenses net of Unallocable Income							**527**	**427**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

₹ In lakhs

Particulars	Heavy Engineering		Foundry and Machine Shop		Others		Total	
	2021-22	2020-21	**2021-22**	2020-21	**2021-22**	2020-21	**2021-22**	2020-21
Operating Profit							**3,256**	**2,181**
Finance Cost							**7,063**	**7,905**
Profit Before Tax							**(3,807)**	**(5,724)**
Taxes on Income							**-**	**-**
Profit from ordinary activities							**(3,807)**	**(5,724)**
Other information								
Segment Assets	**83,449**	85,440	**5,096**	4,940	**4,615**	4,193	**93,160**	**94,573**
(including revaluation)								
Unallocated Corporate Assets							**195**	**1,230**
Total Assets							**93,355**	**95,803**
Segment Liabilities	**66,994**	70,299	**8,158**	2,159	**-1,088**	411	**74,064**	**72,869**
Unallocated Corporate Liabilities							**1,591**	**1,763**
Total Liabilities							**75,656**	**74,631**
Capital Expenditure	**233**	1,132	**14**	19	**8**	2	**254**	**1,153**
Unallocated Capital Expenditure							**-**	**-**
Depreciation	**2,095**	2,149	**100**	112	**29**	39	**2,224**	**2,300**
Unallocated Depreciation							**-**	**-**
Total Depreciation							**2,224**	**2,300**
Interest Income	**153**	160	**3**	6	**7**	12	**163**	**178**
Unallocated Interest Income							**-**	**-**
Total Interest Income	**153**	160	**3**	6	**7**	12	**163**	**178**

II SECONDARY SEGMENTS

Particulars	Domestic		Export		Total	
	2021-22	2020-21	**2021-22**	2020-21	**2021-22**	2020-21
Segment Revenue	**28,371**	31,610	**1,548**	954	**29,919**	32,564
Segment Results	**3,784**	2,605	**(1)**	3	**3,782**	2,608
Segment Assets	**85,557**	87,115	**7,603**	7,458	**93,160**	94,573
Unallocated Corporate Assets	**195**	1,230	**-**	-	**195**	1,230
Total Assets	**85,753**	88,345	**7,603**	7,458	**93,355**	95,803
Segment Liabilities	**69,156**	67,901	**4,908**	4,968	**74,064**	72,869
Unallocated Corporate Liabilities	**1,591**	1,763	**-**	-	**1,591**	1,763
Total Liabilities	**70,748**	69,664	**4,908**	4,968	**75,656**	74,632

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

51 Contingent Liabilities and Commitments

(a) Claims against the company not acknowledged as debt

(i) Demand of Non Agricultural (NA) Tax of ₹ 74.76 lakhs is raised by Tahshildar, Indapur (Previous year ₹ 74.76 lakhs) out of which ₹ 20 lakhs is paid under protest by the company. No provision has been made in the accounts as the company has not accepted the liability and the matter is sub-judice.

(ii) Demand on account of fixation of Annual Rateable Value of Property at Pune, amounting to ₹ 99.02 lakhs (for the period April 1, 2008 to March 31, 2012) was raised by the local authorities (Previous year ₹ 99.02 lakhs). No provision has been made in the books of accounts. The Company has not accepted the liability and the same is sub-judice.

(iii) The Sales Tax Authority, Maharashtra has raised demand of ₹ 159.83 lakhs (Previous Year ₹ 159.83 lakhs) for 2005-2006 as per section 6(2) of the Central Sales Tax Act,1956. The Company has disputed the demand and has preferred an appeal before The Sales Tax Appellate Tribunal. Company has paid ₹ 30.00 lakhs under protests (included under the head loans and advances).

(iv) The Sales Tax Authority, Maharashtra has raised demand of ₹ Nil (Previous Year ₹ 92.92 lakhs) for 2011-2012 under Central Sales Tax Act,1956. The Company has disputed the demand and preferring an appeal before The Sales Tax Appellate Tribunal. Company has so far paid ₹ 92.92 lakhs under protests (included under the head loans and advances).

(v) The Sales Tax Authority, Maharashtra has raised demand of ₹ 367.14 lakhs (Previous Year ₹ 367.14 lakhs) for 2013-2014 under Central Sales Tax Act,1956. The Company has disputed the demand and preferring an appeal before The Sales Tax Appellate Tribunal. Company has so far paid ₹ 204.78 lakhs under protests (included under the head loans and advances).

(vi) The Sales tax Authority Maharashtra has raised demand of ₹ Nil (Previous Year 252.13 Lakhs) under Central Sales Tax Act.1956 for the year 2014-15.

(vii) The Sales Tax Authority, Maharashtra has raised demand of ₹ 80.81 lakhs (Previous Year ₹ 80.81 lakhs) for 2015-2016 under Central Sales Tax Act,1956. The Company has disputed the demand and preferred an appeal before The The Joint Commissioner of Sales Tax ,Pune. Company has so far paid ₹ 73.40 lakhs under protests (included under the head loans and advances).

(viii) The Sales Tax Authority, Maharashtra has raised demand of ₹ 86.71 lakhs (Previous Year ₹ 104.86 lakhs) for F.Y. 2016-2017 under Central Sales Tax Act,1956. The Company has disputed the demand and filed an appeal before The The Joint Commissioner of Sales Tax ,Pune. Company has so far paid ₹ 25.52 Lakhs under protest (included under the head loans and advances).

(ix) The Sales Tax Authority, Maharashtra has raised demand of ₹ 39.16 lakhs (Previous Year ₹ 279.53 lakhs) for F.Y. 2017-2018 under VAT & Central Sales Tax Act,1956 . The Company has disputed the demand and filed an appeal before The Joint Commissioner of Sales Tax ,Pune. Company has so far paid ₹ 6.32 Lakhs under protest (included under the head loans and advances).

(x) The Customs Authorities, Chennai have raised demand of ₹ 64.50 lakhs (Previous Year ₹ 64.50 lakhs) . Company has disputed the demand and has filed an appeal before Madras High Court. On the basis of legal opinion the Company does not expect any liability. Company has already paid ₹ 53.75 lakhs under protests.

(xi) The Service Tax Authorities, Shillong have raised demand of ₹362.65 lakhs (Previous Year ₹ 362.65 lakhs) on sale of bought out items. The company has discharged liability of ₹ 28.76 lakhs by way of CENVAT reversal under protest and has preferred an appeal which is pending before the CESTAT.

(xii) The Commissioner Central GST, Pune II Commissionarate has issued Order for Service Tax Demand U/s 73(1) & 73(2) along with Penalty U/s 78(1) of the Finance Act, 1994 for ₹ 667.33 Lakhs (Previous Year ₹ 667.33 Lakhs) and ₹ 667.33 Lakhs (Previous Year ₹ 667.33 Lakhs) respectively for the Period March 2013 to December 2015. The Company has disputed the demand and has filed an appeal before The CESTAT Appelate Tribunal, Mumbai. Company has paid ₹ 50.05 lakhs under protests (included under the head loans and advances).

(xiii) The Company has received Assessment order for the period June 2014 to March 2016 from Commercial Tax Department Vishakhapatnam in the m/o Nov-20 with Total Tax Demand of ₹ 100.20 Lakhs (Previous Year ₹100.20 Lakhs). Company Has filed appeal against the assessment order with ADC Appeal, Vijaywada, who has remanded the case back to Assessing Officer with clear direction to grant relief, therefore the company does not expect any liability against this demand. Company has paid as pre deposit ₹ 42.92 Lakhs under protest. Assessing officer has also imposed the Penalty of ₹ 100.20 (Previous Year ₹ 100.20 Lakhs) issued separate order in the m/o Feb-21. Company has filed appeal against the assessment order with ADC Appeal, Vijaywada. Company has paid as pre deposit ₹ 12.52 Lakhs under protest.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

(xiv) The Joint Commissioner GST, Vishakhapatnam has issued Order in Oct-2020 under APGST Act for payment of SGST & CGST ₹ 348.17 Lakhs (Previous Year ₹ 348.17 Lakhs). The Company has disputed the demand and has filed appeal before The Appelate Authority, Vijaywada. The appellate authority has confirmed the demand of ₹ 348.17 Lakhs. Now Company has filed Writ Petition in the Vijayawada High Court for Intrahead adjustment of alreay paid Tax. The company has paid ₹ 34.81 lakhs under protests (included under the head loans and advances).

(xv) The Commercial Tax Officer, Hyderabad has raised the demand by disallowing the ₹ 313.66 Lacs (Previous Year ₹ 313.66 Lakhs) refund paid to the Company in 2011 wrongly. Company disputed the order and filed writ petition in High Court seeking justice in the matter. High Court heard the petion and granted stay till the proceeding concluded.

(xvi) Company has received a demand of ₹ 50.68 lakhs (Previous Year ₹ 50.68 lakhs)from Employee's Provident Fund office The company has contested the demand raised, and filed a writ petition with Mumbai High Court. No provision is being made against the same based on the legal advice.

(xvii) Certain cases filled against the company by the Ex-employees of Heavy Engineering Division and Foundry Division for compensation are pending before the labour courts - Amounts unascertained.

₹ in Lakhs

(b) **Guarantees**	**As at March 31, 2022**	**As at March 31, 2021**
Counter Guarantees by the company in respect of guarantees given by banks.	**30,957**	34,506

The Counter Guarantees by the company in respect of guarantees given by banks are considered till Claim Period for reporting purpose.

Out of the above Counter Guarantees by the company in respect of guarantees given by banks as on 31.03.2021, Bank Guarantees worth ₹ 3,600 Lakhs received on 25.06.2021 from TENDAHO SUGAR FACTORY PROJECTs

₹ in Lakhs

(c) **Open LC**	**As at March 31, 2022**	**As at March 31, 2021**
Open LC issued by Company but acceptance pending	**1,072**	1,148

₹ in Lakhs

(d) **Commitments**	**As at March 31, 2022**	**As at March 31, 2021**
Estimated amount of Contracts remaining to be executed on Capital Accounts not provided for (Net of advance)	**78**	43

The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed the contingent liabilities where applicable. The Company does not expect the outcome of these proceedings to have materially adverse effect.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

52 Disclosure as per amendment to clause 32 of the Listing Agreement

₹ In lakhs

Particulars	Outstanding Balance		Maximum Balance during the year	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
1. Loans and Advances in the nature of Loans to Subsidiaries	-	-	-	-
2. Loans and Advances in the nature of Loans to associates	-	-	-	-
3. Loans and advances in the nature of loans to firms/companies in which directors are interested	-	-	-	-

53 The details of amounts outstanding to Micro and Small Enterprises based on available information with the Company is as under:

₹ in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Principal Amount due and remaining unpaid	**430**	404
Interest due and the unpaid interest	**31**	33
Interest accrued and remaining unpaid	**31**	33
Amount of further interest remaining due and payable in succeeding years	**31**	33

54 Balance under the head 'Trade Receivables', 'Trade Payables', 'Loan and Advances Receivable and Payable' are shown as per books of accounts subject to confirmation by concerned parties and adjustment if any, on reconciliation thereof.

55 Inventory of work in progress includes ₹ 2194.21 lakhs (P.Y. ₹ 2194.21 Lakhs) of non moving inventory relating to orders which have been cancelled or kept on hold. The Company contains that this stock will either be liquidated or diverted to other projects without any loss arising therefrom. Hence no provisions has been made in the books of accounts.

56 COVID-19 Impact to operations

The COVID-19 outspread and lockdown due to it, have materially and adversely affected the supply chain, Production and logistics during lockdown period in Q-1, as a result, the Company's operating results have been negatively impacted with sales deferral of ₹ 1816 lacs and operating loss of ₹ 637 lacs. There is no financial impact due to Covid-19 in Q-2, Q-3 & Q-4. Management believes that it has taken into account all the possible impact of known events arising from COVID-19 pandemic in the preparation of the financial results.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

57 Right to Use / Lease Hold Land -

The Company has a Lease Hold Land at Dahej. The same is amortised over lease period.

₹ in Lakhs

Particulars			As at March 31, 2022	As at March 31, 2021
A.	Gross Value of Lease Hold Land		**1,500**	1,500
B.	Less - Accumulated Amortisation			
	P. Opening Accumulated Amortisation		**329**	263
	Q. Add - Amortisation during the year		**66**	66
	R. Clossing Accumulated Amortisation	R = P + Q	**395**	329
C.	Net Value as at Balance sheet Dtae *	C = A - B	**1,106**	1,171
*Lease Hold Land -Non Current (Refer Note - 10)			**1,040**	1,105
*Lease Hold Land -Current (Refer Note - 16 Prepaid Expenses)			**66**	66

58 Wilful Defaulter

The company is not declared wilful defaulter by a y bank or financial institution or other lender.

59 Benami Property

No proceeding has been initiated or pending against the Company for holding any benamy property under the Benami Transactions (Prohibition) Act, 1988.

60 Relationship with struck off companies

During the year, the Company has not done any transactions with companies struck off under Section 248 of the Companies Act, 2013.

61 Registration of Charges or Satisfaction with Registrar of Companies

There are no charges or satisfaction yet to be register with the Registrar of Companies beyond the Statutory period.

62 Previous year's figures have been regrouped/ reclassified / rearranged wherever necessary, to conform to current year's presentation.

As per our report of even date
For **Jayesh Sanghrajka & Co. LLP**
Chartered Accountants
ICAI FRN.: 104184W/W100075

Rishikesh Nasikkar
Designated Partner
Membership No.: 166493

Date: May 30, 2022
Place: Mumbai

For Walchandnagar Industries Limited

Chirag C. Doshi
Managing Director & CEO
DIN- 00181291

Dilip J. Thakkar
Director
DIN- 00007339

Sandeep Jain
Chief Financial Officer

G. S. Agrawal
Vice President (Legal & Taxation)
& Company Secretary

Date: May 30, 2022
Place: Mumbai

WALCHANDNAGAR

Important Statistical Data from 1908-09 to 2020-2021

₹ in Lakhs

Year	Paid up Capital		Reserves & Surplus	Debentures	Fixed Assets		Sales	Net Profit	Dividend paid on Pref. and Equity Shares	Equity Dividend
	Equity	Preference			Gross Block	Net Block				
1908-1909	2.50	2.83	–	–	3.50	3.50	10.14	0.28	0.93	4%
1909-1910	2.50	3.48	–	–	3.81	3.70	2.06	0.53	0.37	5%
1910-1911	2.50	3.50	–	–	4.08	3.95	2.11	0.71	0.39	6%
1911-1912	2.50	3.50	–	–	4.45	4.28	1.60	0.25	0.39	6%
1912-1913	2.50	3.50	–	–	4.34	4.18	1.58	0.34	0.24	–
1913-1914	2.50	3.50	–	–	4.88	3.90	2.71	1.10	0.39	6%
1914-1915	2.50	3.50	0.25	6.00	5.29	3.82	1.98	0.46	0.34	4%
1915-1916	2.50	3.50	0.25	5.75	5.17	3.60	2.35	0.82	0.34	4%
1916-1917	2.50	3.50	0.39	5.50	5.16	3.41	2.62	1.10	0.39	6%
1917-1918	2.50	3.50	0.64	5.25	5.33	3.34	1.97	0.40	0.24	–
1918-1919	2.50	3.50	0.64	4.75	5.31	2.88	2.03	0.44	0.12	–
1919-1920	2.50	3.50	0.64	4.75	5.31	2.88	2.03	0.44	0.12	–
1920-1921	2.50	3.50	0.91	4.50	5.61	3.27	3.53	1.56	0.64	6%
1921-1922	2.50	3.50	1.21	4.25	5.97	3.17	5.56	3.12	0.92	20%
1922-1923	2.50	3.50	2.16	4.00	6.11	3.01	3.32	1.32	0.42	7%
1923-1924	2.50	3.50	2.95	3.75	6.33	3.03	3.14	1.11	0.42	7%
1924-1925	2.50	3.50	3.27	3.50	5.98	2.19	3.42	1.17	0.48	8%
1925-1926	2.50	3.50	3.42	3.25	6.12	1.76	2.68	1.04	0.48	8%
1926-1927	2.50	3.50	3.41	–	6.60	1.96	1.85	0.47	0.24	–
1927-1928	2.50	3.50	3.76	–	6.75	1.94	1.27	0.23	0.24	–
1928-1929	2.50	3.50	3.75	–	6.89	2.08	0.55	0.02	–	–
1929-1930	2.50	3.50	3.38	–	6.16	1.61	0.14	–1.11	0.49	–
1930-1931	2.50	3.50	1.92	–	6.21	1.72	0.25	–0.01	0.24	–
1931-1932	2.50	3.50	1.97	–	5.86	1.37	0.32	–0.24	0.24	–
1932-1933	2.50	3.50	1.83	–	5.80	1.31	0.26	–0.01	0.24	–
1933-1934	2.50	3.50	2.01	4.00	13.37	8.88	0.07	–0.08	0.24	–
1934-1935	2.50	3.50	1.86	4.00	16.68	11.19	0.70	–0.12	0.24	–
1935-1936	2.50	3.50	1.06	4.00	17.19	17.19	1.38	0.01	0.24	–
1936-1937	2.50	3.50	1.09	3.67	19.16	19.16	15.66	0.26	–	–
1937-1938	2.50	3.50	1.57	3.20	19.74	19.49	19,67	0.73	0.53	–
1938-1939	10.00	3.50	3.99	3.03	22.89	15.19	20.55	3.14	2.24	20%
1939-1940	10.00	3.50	8.46	2.82	44.51	33.81	31.15	8.24	2.42	20%
1940-1941	10.00	3.50	12.56	23.22	51.11	36.66	54.61	6.52	2.82	24%
1941-1942	10.00	3.50	13.33	30.02	64.79	45.89	39.88	3.58	2.82	24%
1942-1943	10.00	3.50	25.87	30.02	71.09	47.94	54.89	15.38	4.02	36%
1943-1944	10.00	3.50	44.30	30.00	77.01	49.36	83.32	22.42	4.02	36%
1944-1945	23.50	3.50	51.72	48.26	83.19	51.54	78.12	14.13	6.45	36%
1945-1946	23.50	3.50	80.06	50.00	92.20	56.55	85.98	5.72	5.36	21%
1946-1947	50.50	3.50	51.68	50.00	107.09	66.94	75.50	0.70	0.24	–
1947-1948	101.00	3.50	28.27	50.00	128.27	78.12	151.55	40.07	10.47	10%
1948-1949	101.00	3.50	36.60	50.00	135.46	75.37	133.24	10.44	17.92	17.5%
1949-1950	101.00	3.50	33.62	50.00	157.64	89.23	147.72	14.72	12.36	12%
1950-1951	101.00	3.50	45.50	45.00	165.03	86.81	185.38	23.48	14.38	14%
1951-1952	101.00	3.50	59.20	45.00	177.67	91.12	216.26	25.52	14.38	14%
1952-1953	101.00	3.50	68.09	45.00	185.81	89.24	190.50	23.03	14.38	14%

₹ in Lakhs

Year	Paid up Capital		Reserves & Surplus	Debentures	Fixed Assets		Sales	Net Profit	Dividend paid on Pref. and Equity Shares	Equity Dividend
	Equity	Preference			Gross Block	Net Block				
1953-1954	101.00	3.50	79.40	45.00	190.33	85.90	196.24	25.47	16.40	16%
1954-1955	101.00	3.50	91.72	45.00	204.70	89.38	189.72	27.95	18.42	18%
1955-1956	101.00	3.50	110.22	25.76	228.81	129.62	214.63	33.00	21.46	21%
1956-1957	101.00	3.50	128.00	25.00	271.48	165.02	246.90	38.98	21.46	21%
1957-1958	101.00	3.50	122.12	25.00	295.28	177.60	354.05	27.96	21.46	21%
1958-1959	101.00	50.00	125.94	25.00	347.35	218.28	403.17	19.01	23.97	20%
1959-1960	101.00	50.00	135.33	100.00	426.90	280.79	390.72	19.92	20.15	15%
1960-1961	150.94	50.00	135.11	100.00	460.83	277.21	402.82	16.34	22.04	15%
1961-1962	151.49	50.00	128.43	100.00	498.28	288.76	538.39	14.38	23.12	12%
1962-1963	151.50	50.00	162.44	100.00	510.73	274.82	575.63	25.34	23.18	12%
1963-1964	151.50	50.00	72.36	100.00	520.54	268.37	550.69	30.21	26.21	14%
1964-1965	151.50	50.00	188.12	75.00	535.57	270.25	463.39	19.72	26.21	14%
1965-1966	151.50	50.00	226.65	75.00	592.61	354.43	510.47	16.76	23.18	12%
1966-1967	181.80	50.00	203.15	75.00	624.84	357.01	559.21	10.33	23.18	10%
1967-1968	181.80	50.00	238.75	75.00	850.16	357.03	788.52	50.72	26.82	12%
1968-1969	181.80	50.00	231.56	75.00	667.18	342.72	1041.56	16.38	23.18	10%
1969-1970	181.80	50.00	110.85	75.00	714.09	392.12	1074.80	–95.32	–	–
1970-1971	181.80	50.00	182.61	75.00	729.20	379.12	997.74	7.17*	–	–
1971-1972	181.80	50.00	208.36	75.00	762.77	335.97	1300.06	64.47	10.00	–
1972-1973	181.80	50.00	306.46	75.00	801.21	333.03	1649.72	86.62	31.62	12%
1973-1974	181.80	50.00	331.70	75.00	873.04	357.31	2184.57	48.71	19.00	7.70%
1974-1975	181.80	50.00	393.41	75.00	959.60	395.57	2453.00	58.15	26.82	12%
1975-1976	181.80	50.00	423.49	75.00	1058.21	423.44	2421.71	96.07	32.27	15%
1976-1977	182.98	50.00	423.04	73.82	1081.47	379.54	1970.06	40.83	32.33	15%
1977-1978	200.30	50.00	572.12	98.79	1772.72	1017.81	3615.05	195.77	33.75	15%
1978-1979	200.30	50.00	808.57	98.79	1920.74	1087.31	5031.11	263.06	37.05	16%
1979-1980	200.30	50.00	898.16	94.13	2131.56	1189.78	5572.98	121.30	37.05	16%
1980-1981	200.30	50.00	1104.94	69.46	2307.98	1248.17	5958.51	203.11	37.05	16%
1981-1982	200.30	50.00	1175.52	54.75	2441.32	1260.11	5754.26	111.63	41.05	18%
1982-1984 (18 Months)	300.45	50.00	**5401.27	40.14	11118.29	@5446.17	12715.01	230.15	79.61	24%
1984-1985	300.45	50.00	4735.39	20.00	11233.15	5169.87	10763.79	125.64	53.07	16%
1985-1986	300.45	50.00	**4833.16	20.00	$12388.57	$$6322.02	9132.83	797.64*	–	–
1986-1987 (18 Months)	300.45	50.00	3538.79	20.00	10104.10	4915.55	10720.82	288.05*	–	–
1987-1988	300.45	50.00	3425.37	20.00	10074.99	4874.42	6140.79	0.94*	–	–
1988-1989	300.45	50.00	2819.95	20.00	9319.14	4306.41	7595.22	16.14*	–	–
1989-1990	300.45	50.00	**5647.33	20.00	(i)12893.64	(ii)6995.49	7129.48	35.57*	–	–
1990-1991	300.45	50.00	5132.30	20.00	13003.87	6094.85	8892.12	202.29	***68.55	12%
1991-1992	300.45	50.00	**11174.24	8.00	(iii)20403.10	(iv)11308.30	8871.05	849.60	65.09	20%
1992-1993	300.45	–	1059.55	–	20399.72	10203.16	9214.26	516.21	63.37	20%
1993-1994	300.45	–	10363.94	–	20423.66	9283.57	11361.56	705.72	60.09	20%
1994-1995	300.45	–	10677.14	–	20746.33	8636.18	16492.32	1195.74	75.11	25%
1995-1996	300.45	–	11283.01	–	21304.33	8306.83	18899.01	1452.15	82.62	27.5%
1996-1997	300.45	–	18822.30	–	(v)30470.60	(vi)15925.70	16600.58	979.22	82.62	27.5%
1997-1998	300.45	–	18291.16	–	30730.43	14650.54	17466.30	795.01	82.62	27.5%

₹ in Lakhs

Year	Paid up Capital		Reserves & Surplus	Debentures	Fixed Assets		Sales	Net Profit	Dividend paid on Pref. and Equity Shares	Equity Dividend
	Equity	Preference			Gross Block	Net Block				
1998-1999	300.45	–	17504.50	–	30983.72	13221.69	21006.70	738.52	90.14	30%
1999-2000	300.45	–	17089.64	–	31264.84	12037.02	22021.88	894.19	99.15	33%
2000-2001	300.45	–	14376.07	–	31466.54	10875.89	22883.70	-723.29	99.15	33%
2001-2002	300.45	–	21147.74	–	(vii)37089.76	17350.72	17951.34	249.73	75.11	25%
2002-2003	300.45	–	20255.68	–	37134.92	16059.72	15216.82	349.80	75.11	25%
2003-2004	300.45	–	19527.54	–	37438.77	15207.04	21618.25	398.72	82.62	27.5%
2004-2005	300.45	–	19297.32	–	38315.75	14945.35	25279.95	772.39	90.14	30%
2005-2006	300.45	–	19533.81	–	40188.42	15801.12	35855.63	1329.43	135.20	45%
2006-2007	300.45	–	21976.64	–	42849.96	17381.79	63279.94	3556.33	300.45	100%
2007-2008	760.90	–	41424.52	–	(viii)57879.57	31956.79	69604.31	3976.93	380.45	50%
2008-2009	761.40	–	41960.83	–	62639.64	34311.67	51261.53	2340.13	380.70	50%
2009-2010	761.40	–	40340.96	–	64902.96	33996.72	67237.11	2228.91	380.70	50%
2010-2011	761.40	–	39934.99	–	67521.53	33823.03	95767.35	1279.78	380.70	50%
2011-2012	761.40	–	39346.16	–	69030.04	32416.23	88147.09	1212.64	380.70	50%
2012-2013	761.40	–	69881.57	–	(ix) 104975.85	65866.93	72651.35	-3828.17	152.28	20%
2013-2014	761.40	–	66273.50	–	105190.97	62142.72	63823.10	-1236.63	152.28	20%
2014-2016	761.40	–	55433.30	–	105699.36	56101.51	80212.36	-7168.45	–	–
2016-2017	761.40	–	46931.18	–	105998.44	52548.56	39791.05	-6425.63	–	–
2017-2018	761.00	-	33143.00	5700	43129.00	36385.00	39841.00	-2540.00	–	–
2018-2019	761.00	-	32773.00	5700	43325.00	34215.00	36405.00	-214.00	–	–
2019-2020	761.00	-	26147.00	4431	44491.00	33120.00	29805.00	-6546.00	–	–
2020-2021	761.00	-	20409.00	4431	45462.00	31874.00	32564.00	-5724.00	–	–
2021-2022	761.00	-	16938.00	3800	45635.00	29871.00	29919.00	-3807.00	–	–

NOTES:

1. * Subject to Depreciation.
2. ** Including the effect of Revaluation of certain fixed assets.
3. Including the effect of Revaluation of certain fixed assets as at 30-09-90.
   - @ Gross amount written up ₹ 8432.67 Lakhs.
   - @ Accumulated Depreciation written up ₹ 3775.62 Lakhs.
4. Including the effect of Revaluation of certain fixed assets as at 31-03-86.
   - $ Gross amount written up ₹ 906.89 Lakhs.
   - $$ Accumulated Depreciation written up ₹ 11.21 Lakhs.
5. Including the effect of Revaluation of certain fixed assets as at 30-09-90.
   - (i) Gross amount written up ₹ 3556.43 Lakhs.
   - (ii) Accumulated Depreciation written up ₹ 334.16 Lakhs.
6. *** Includes Preference Dividend for the years. 1985-86, 1986-87, 1987-88, 1988-89, 1989-90.
7. Including the effect of Revaluation of certain fixed assets as at 30-09-92.
   - (iii) Gross amount written up ₹ 7526.25 Lakhs.
   - (iv) Accumulated Depreciation written up ₹ 1618.56 Lakhs.
8. Including the effect of Revaluation of certain fixed assets as at 01-10-96.
   - v) Gross amount written up ₹ 7985.90 Lakhs.
   - (vi) Accumulated Depreciation written up ₹ 20.30 Lakhs.
9. Including the effect of Revaluation of certain fixed assets as on 01-10-96 ₹ 7965.60 Lakhs.
10. Including the effect of Revaluation of certain fixed assets as on 01-04-2002 (vii) Gross Amount written up ₹ 5449.30 Lakhs.
11. Including the effect of Revaluation of certain fixed assets as on 01-10-2007 (viii) Gross Amount written up ₹ 11263.32 Lakhs.
12. Including the effect of Revaluation of certain fixed assets as on 30-09-2013 (ix) Gross Amount written up ₹ 35510.41 Lakhs.
13. Figures upto F.Y. 2016-17 as per Indian GAAP.
14. Figures for F.Y. 2017-18 as per Indian AS.
15. Figures from F.Y 2017-18 are as per IND-AS.

NOTES

NOTES

Supplied Sub-assemblies for Wind Tunnel to TPL (End Customer: ISRO)

Mill shell for Volta Impex (Export Order): ID 5m X 12.39 m length X 40 mm Thick (72 MT)

Process Equipment Division Export to Primetal, USA

Higher weight single piece castings (up to 14.28 MT) from WIL Foundry

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