

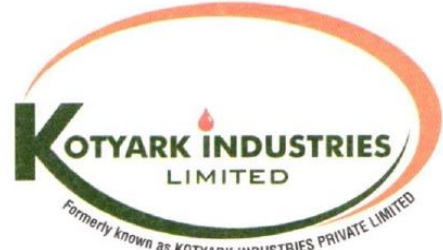


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CIN : U24100GJ2016PLC094939 • GST : 08AAGCK3927K1Z7

Date: September 04, 2023

To,
Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai – 400051

Sub: 07th Annual Report for F.Y. 2022-23 of M/s. Kotyark Industries Limited

Ref: Kotyark Industries Limited (Symbol: KOTYARK)

Dear Sir,

Pursuant to Regulation 34 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith 07th Annual Report for the F.Y. 2022-23 of **M/s. Kotyark Industries Limited**, in respect of Annual General Meeting No. 01/2023-24 of the Members of the Company to be held on Tuesday, September 26, 2023 at 11:30 A.M. through Video Conference (“VC”) or Other Audio Visual Means (“OAVM”).

The Annual Report is being sent only through electronic mode to the members whose names appear in the Register of Members / List of Beneficial owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email id is registered with the Company / Depositories, as on Friday, August 25, 2023.

The Annual Report is also available on the Company's website at www.kotyark.com

You are requested to take the same on your records.

Thanking You,

For, Kotyark Industries Limited

Bhavesh Nagar
Company Secretary & Compliance Officer
Membership No: A62546

Encl.

Kotyark Industries Limited



Fuelling the Future



Annual Report **2022-23**

Fuelling the future

In an era defined by the urgency of environmental stewardship, Kotyark Industries Limited is a shining example of transformative change. With a deep dedication to green energy and the sustainable development of biofuels, Kotyark represents not just an enterprise, but rather the driving force propelling progress toward a promising tomorrow.

Kotyark's journey is marked by a resolute commitment to redirecting society from conventional fossil fuels. The Company presents alternative solutions that unmistakably herald a better future. As the pioneer and exclusive pure-play biodiesel entity listed on the stock exchange in India, Kotyark is reshaping the nation's perception of fuels.

Acknowledging the pivotal nature of these advancements for both the country and the planet, Kotyark forges change with a firm belief in its cascading impact. As a trailblazer in a vital sector, the Company exerts huge efforts to secure the environmental well-being of India. The endeavours undertaken today hold the promise of a brighter, eco-friendly future for the generations to come.

While this journey is replete with excitement, it doesn't come without its share of challenges. Overcoming resistance to change and raising awareness are among them. Thankfully, governmental support acts as a propulsive force, cementing Kotyark's commitment to spearheading the charge toward sustainability.

Kotyark is not merely focussed on today; it is driving on a sustainable path towards a cleaner and greener tomorrow. The efforts today are aligned with the needs of future generations, underpinned by ethos of progress and leadership.

Revenue from Operations

₹113.56 crore

64% CAGR

Operating Profit

₹17.85 crore

110% CAGR

Profit After Taxes

₹11.47 crore

187% CAGR

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Safe Harbour Statement

Within this Annual Report, the Company has presented prospective information with the intention of furnishing investors with a comprehensive understanding of its potential, thus assisting them in making well-informed investment decisions. This report, in conjunction with other verbal and written statements periodically issued, incorporates forward-looking statements that outline anticipated outcomes grounded in the strategies and presumptions of its management. Throughout, the Company has made diligent efforts to underscore these statements by employing terms such as 'anticipate,' 'estimate,' 'expect,' 'project,' 'intend,' 'plan,' 'believe,' and similar expressions to discuss forthcoming performance. It's essential to acknowledge that, while exercising prudence in shaping its assumptions, the realisation of these forward-looking statements is not assured. The actual achievement of these outcomes remains subject to uncertainties, risks, and the potential for inaccuracies within its assumptions. In the event that identified or unforeseen risks or uncertainties materialise, or if the foundational presumptions prove to be inexact, the actual outcomes may significantly deviate from the envisaged, estimated, or projected figures. It is important for readers to bear this aspect in mind. The Company is not committed to publicly revise or update any forward-looking statements, regardless of whether such revisions arise from new information, future events, or any other factors.



Read the report
or download at
kotyark.com

Corporate Overview

Pioneering sustainable fuel solutions

Incorporated in 2016, Kotyark Industries Limited (“Kotyark” or “KIL”) is at the forefront of a ground-breaking transformation within the fuel industry, presenting sustainable alternatives that challenge the traditional reliance on fossil fuels. As the sole listed Indian Company exclusively dedicated to the production of biodiesel and its by-products, Kotyark holds a distinct position in India’s business landscape.

The core philosophy of Kotyark revolves around green energy, particularly biofuels. This mission is accomplished through the strategic adoption of environmentally friendly technologies, paving the way for a substantial reduction in greenhouse gas emissions.

Kotyark’s manufacturing unit is located in Rajasthan at Swaroopganj, District Sirohi. Its influence extends across industries reliant on diesel, notably encompassing OMC’s, commercial vehicles, and industrial units. Presently, the Company demonstrates a remarkable production capacity of 500 KL per day of biodiesel, employing a variety of feedstocks.

Although a relative newcomer, Kotyark has a vision to establish a distinguished presence in the area of biofuels. The achievements amassed over its brief seven-year journey stand as a testament to the Company’s inherent potential, boundless enthusiasm, and resolute determination to effect meaningful change. Bolstered by governmental support and a societal shift towards sustainability, Kotyark finds itself well-equipped to contribute significantly to both the nation’s sustainable development and the global environmental cause.



Kotyark stands as a socially responsible entity with Zero effluent discharge. With a keen emphasis on R&D and technological advancement as well as robust associations with numerous stakeholders along the biodiesel value chain, it is one of the leading green biodiesel manufacturers in India.



Our Vision

To become a responsible and impactful leader in the manufacturing of biofuels.



Our Mission

To become a leading biodiesel manufacturing Company globally, with a keen focus on R&D, deploying state-of-the-art facilities enabled with the latest technology to achieve a varied product mix, catering to countries worldwide.

Key Milestones

2016

Incorporated the Company, Kotyark Industries Private Limited, as a wholesale trader of biofuel

2019

- Commenced manufacturing of different variants of biofuels
- Transformed its business by shifting from a pure biodiesel trading Company to one of the most significant biodiesel manufacturers in Rajasthan with an ambition to go further

2021

Became the first and only listed pure play biodiesel manufacturing Company in India, through its IPO on NSE Emerge

2022

Announced the amalgamation with Yamuna Bio Energy Private Limited

2023

Announced the successful commissioning of a glycerine processing pilot plant, and committed further investments into the opportunity

India’s only pure-play listed biodiesel Company

1,82,500 KL

annual production capacity

45

Committed workforce of 45 people

Zero Effluent

discharge organisation

Diversified

revenue streams with OMCs, bulk buyers and mobile retail outlets

NSE Emerge

Listed through IPO since 2021

Indigenously designed

manufacturing facility at Sirohi, Rajasthan

Robust financial profile

₹11,356 lakh

Revenue from Operations for FY23

64% CAGR

Revenue from Operations CAGR between FY20-23

₹1,147 lakh

Profit After Tax for FY23

187% CAGR

Profit after Tax CAGR between FY20-23

Product Portfolio

Eco-friendly & economical fuel

Environmental deterioration is a pressing concern, and the transportation sector is a significant contributor. With a staggering one-fifth of global CO₂ emissions attributed to this sector, the quest for sustainability hinges upon addressing its ecological impact.

Amidst a world fuelled by consumer demands and evolving technologies, the need for energy remains incessant. While efforts to curtail emissions involve diverse fields, transportation remains a great challenge. In this context, the extensive adoption of bio-fuel emerges as a decisive solution, bridging the gap between energy needs and environmental responsibility.

Kotyark produces a game-changing offering in the form of premium quality biodiesel. With its manifold advantages, biodiesel is a better alternative, and Kotyark is steadfast in its mission to disseminate its benefits far and wide.

With a vision of a greener future and a commitment to excellence through innovation, Kotyark's product portfolio echoes the fusion of responsible consumption and remarkable performance, reshaping the way we move and ensuring a cleaner tomorrow.

4 MT

Daily Glycerin Production Capacity - Pilot Plant

70 MT

Daily Glycerin Production Capacity - Upcoming Plant



Biodiesel forms the core of Kotyark's product portfolio, concurrently generating crude glycerin as a by-product during its manufacturing process, which is further processed by the Company into glycerine.



Biodiesel

Biodiesel is a compelling alternative fuel, mirroring the traits of conventional or fossil diesel. In its pure, un-blended form, known as B100 or neat biodiesel, it embodies the essence of a liquid fuel. Technically known as mono alkyl ester, it emanates from diverse sources such as vegetable oil, animal oil/fats, tallow, and waste cooking oil. The transformative process converting these oils into biodiesel is termed trans-esterification. Biodiesel complies with the Renewable Fuel Standard, fulfilling both the biomass-based diesel and biofuel requisites.

Made from waste resources such as vegetable oils, and biomass, it is a result of the harmonious synthesis of oils and alcohols, producing biodiesel and crude glycerin as a by-product. It exemplifies eco-conscious energy production.

Versatile usage

Versatility marks biodiesel's consumer base. Vehicles with diesel engines can seamlessly embrace biodiesel, requiring no adaptations. Like its petroleum counterpart, it effectively powers compression-ignition engines. Its utility extends beyond transportation with diesel-driven generators also harnessing its potential. It is cheaper than any other diesel in the market. Available in both its neat (B100) and blended forms (e.g., B2, B5, B20), biodiesel presents accessibility across the spectrum.

Eco-friendly

The environmental dividends of biodiesel add to its utility. The linchpin of its appeal lies in carbon neutrality, signifying its role in producing no net carbon output in the form of CO₂. This transpires because oil crops during growth absorb CO₂ equivalent to that liberated upon combustion. Biodegradability and non-toxic attributes render biodiesel environmentally friendly, minimising spillage risks. Additionally, its elevated flash point compared to fossil diesel enhances safety in transit accidents. The scales are notably tipped in favour of biodiesel's benefits, securing its position as a future-forward fuel choice.

Glycerin

Glycerin emerges as a by-product through the purification of the glycerine phase generated in the trans-esterification reactor. Its primary application is as a feedstock for the production of high-purity glycerol through a refining unit. On average, for every 100 litres of biodiesel produced, approximately 14 litres of glycerin results as a by-product.

Glycerin, after undergoing additional purification, becomes a versatile resource, finding applications across multiple sectors including food, pharmaceuticals, and carpets. At Kotyark, glycerin is further processed at its on-site refinery plant to produce different refined variants (at different purity levels) for various end-use applications.

A significant step was taken with the commissioning of a 4 MT per day glycerin processing plant in January 2023. Building upon the success of this initial undertaking, the Company has planned a larger, a sizable 70 MT plant.



Core Competencies

Powering progress through innovation

In a relatively short span of 7 years, Kotyark has distinctively positioned itself as a frontrunner in the Indian biofuel sector, capitalising on its inherent strengths and capabilities. At the heart of this achievement lies Kotyark's remarkable understanding of the sector, including the feedstock sector, ingeniously designed manufacturing facility and the pulse of the biodiesel market.

Experience in raw material sourcing

Raw materials are a vital driving factor for all manufacturing companies, and for biodiesel production, this becomes even more critical, given the scarcity of non-edible and used vegetable oil in India. The availability of raw materials, particularly non-edible vegetable oil, at economically viable rates holds paramount importance within the biodiesel manufacturing space. In this pursuit, the Company strategically procures cost-effective, high-quality raw materials from diverse corners of the country, thereby facilitating the production of top-tier biodiesel at competitive price points.

A valuable asset in this process is the extensive multi-generational expertise possessed by the Company's founders. Their profound experience of the vegetable oil trading domain significantly contributes to the raw material sourcing for Kotyark. This, in turn, places the Company in a better position to manufacture exceptional quality products.



Vegetable Oil

The primary raw material are non-edible vegetable oils



Alcohol

Includes Ethanol, Methanol, Isopropyl, or Butanol



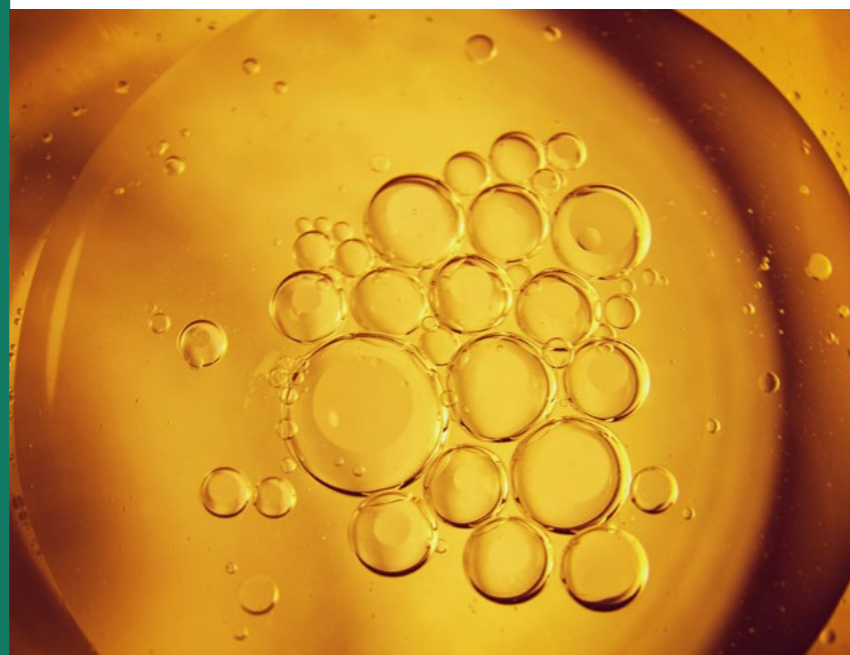
Catalysts

Sodium and Potassium Hydroxide are deployed to catalyse the reaction

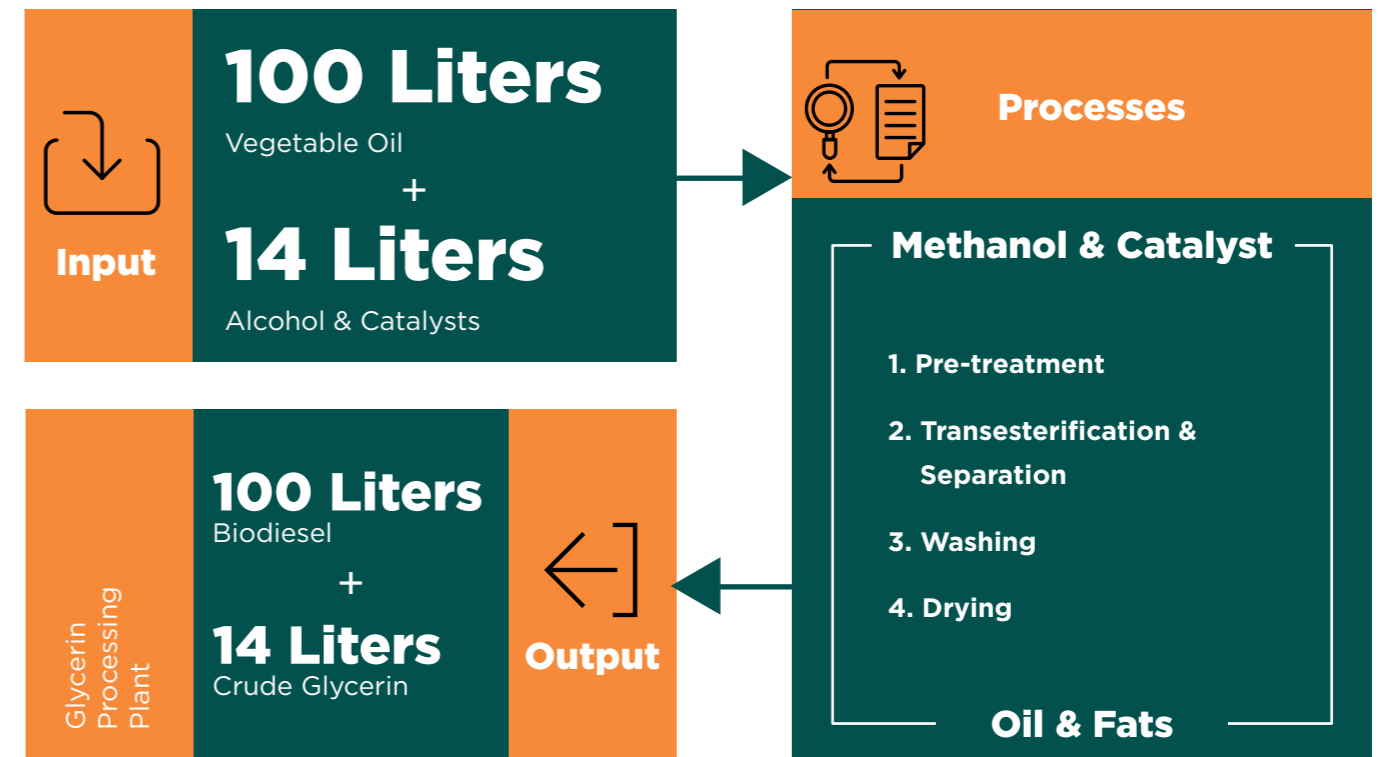
Excellence in manufacturing facility design

Kotyark is an exceptional entity in numerous ways - in terms of its product, purpose and perhaps most notably, its production infrastructure. In 2019, the Company commissioned its manufacturing unit on a sprawling 10,000 square metre expanse in Swaroopganj, Rajasthan. This indigenous facility is distinguished by its unrivalled asset turnover and output efficiency, setting a benchmark in the industry.

Having an annual production capacity of 1,82,500 kl of biodiesel and ~25,550 MT of crude glycerin, Kotyark's avant-garde and seamlessly integrated facility encompasses the entire spectrum of biodiesel manufacturing processes - from feedstock pretreatment and trans-esterification to separation, washing, and drying. Presently operating at ~10% capacity, the plant retains substantial room for expansion without necessitating additional CAPEX.



Manufacturing process



Earnings from diverse client sets diverse client sets



Oil Marketing Companies (OMCs)

OMCs currently acquire biodiesel for the purpose of blending it with their regular diesel and premium speed-diesel offerings. While the current practice sees less than 1% of biodiesel into diesel blends, an ambitious goal set by the Indian Government targets increasing this ratio to 5% by 2030. This shift promises to emerge as a substantial revenue source for Kotyark.

Tender-based business, requiring government approval to participate.

Receivable cycle is <30 days



Bulk Buyers

Biodiesel in India is priced more competitively than diesel, offering bulk buyers a chance to optimise their fuel cost management. Further, being classified under the GST Act, 2017, biodiesel permits commercial purchasers such as transport contractors, mining enterprises, and industries, to claim a 12% input credit.

Providing biodiesel to nearby bulk buyers, like the mining sector and industrial units.

Receivable cycle is ~15 days



Mobile Retail Outlets (MROs)

Under the 'Green N Green' brand, the Company manages Mobile Retail Outlets (MROs) for biodiesel. Currently, it operates 25 of these outlets utilising a dealership model, predominantly situated along highways in Rajasthan. This strategy empowers the Company to foster business expansion while remaining asset-light.

The Company intends to grow the mobile and static retail outlets network.

Receivable cycle is ~15 days

Board of Directors

Leaders with a vision

BOD COMMITTEE KEY

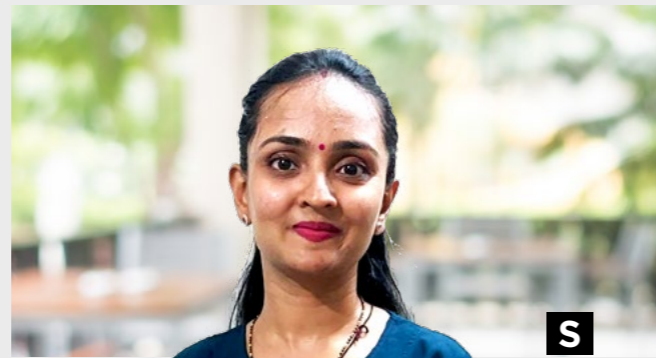
- Chairman
- Member

- A:** Audit Committee
- N:** Nomination & Remuneration
- S:** Stakeholder Relationship Committee



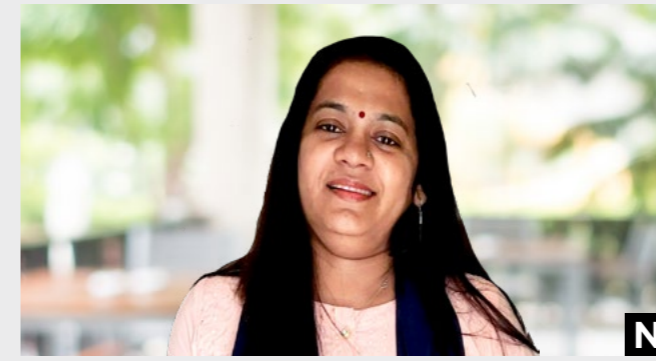
Mr. Gaurang Rameshchandra Shah
Chairman and Managing Director

Holder of a Bachelor of Commerce degree from Maharaja Sayajirao University, Baroda, Mr. Gaurang Shah possesses a rich experience spanning over 25 years in vegetable-oil trading and the biofuels sector. Over the past five years, his role has been pivotal in steering the Company's direction. Entrusted with overseeing operational functions, he has significantly contributed to the organisation. His prowess lies in assimilating novel concepts and effectively integrating them into the Company's operations. Fuelled by dynamism and a passion for innovation, Mr. Shah is a driving force propelling the Company's progress.



Mrs. Dhruti Shah
Whole Time Director

She holds a Master's Degree in Commerce from Maharaja Sayajirao University and an MBA from Indira Gandhi National Open University. With a professional journey spanning over 9 years, she has been an integral part of the Company since its inception. Her involvement commenced right from the conceptualisation and planning phase, underscoring her key role. Beyond her comprehensive grasp of Company operations, her proficiency extends to encompass the broader biofuels industry and ecosystem. Her technical acumen is amplified by a profound business insight, rendering her an indispensable asset to the Company.



Mrs. Bhaviniben Gaurang Shah
Non Executive Director

Possessing a Diploma in Mechanical Engineering and Diploma in Computer Application from Sardar Patel University, Mrs. Bhaviniben Gaurang Shah boasts a career spanning over 8 years in the biofuels sector. Her tenure at Kotyark has been marked by substantial contributions.



Mr. Harsh Mukeshbhai Parikh
Non-Executive & Independent Director

He holds an MBA degree from Sikkim Manipal University. With an extensive background of 19 years in the insurance sector, his association with the Company has been instrumental in significantly contributing to its growth.



Mr. Akshay Jayrajbhai Shah
Non Executive & Independent Director

With a Bachelor's Degree in Science, Mr. Akshay Jayrajbhai Shah brings to the table a wealth of 13 years' industry experience. His contribution at Kotyark in a short timeframe has been commendable.



Industry Operating Environment

Green fuel. Golden opportunity.

Presently, Europe stands as the foremost global biodiesel market. However, the trajectory points towards the Asia-Pacific region emerging as the fastest growing biodiesel market in the upcoming decade, with India poised to spearhead this surge. Within this dynamic, India's biodiesel sector is in its fledgling stages, harbouring immense potential to rise as a prominent player in both biodiesel production and consumption. Despite its latent capabilities, India contributes merely 1% to the global biodiesel production landscape.

The transportation sector holds the mantle of being a primary consumer of biodiesel, followed closely by the energy and construction sectors, where biodiesel is an integral component in operations. As the adoption of alternative and sustainable fuels gains momentum among the Indian populace, the country's biodiesel market stands primed to escalate its production rates. This shift bodes well for manufacturers, portending substantial revenue streams in the years ahead.

Positioned as the solitary publicly listed pure-play biodiesel manufacturer in India, Kotyark is poised to leverage the rising tide of biodiesel adoption. Its unique status places it in an advantageous position to not only reap the rewards of this adoption trend but also to lead innovation across the industry.

Catalysts propelling sector growth

Anticipated doubling of India's energy demands over the next two decades, fuelled by a burgeoning and progressively upwardly mobile consumer demographic, is a dominant factor underpinning growth in this sector. The corresponding surge in transportation needs to satisfy escalating demands aligns with an evolving discourse on sustainability. Consequently, a surging demand for cleaner fuel alternatives emanates from both industries and individuals. In this context, entities like Kotyark find themselves poised to thrive, with the curve of biodiesel sales expected to experience a substantial upswing in the forthcoming decades.

Similar to conventional fossil fuels, public and fiscal policies wield substantial influence over the future of biodiesel. Escalating crude oil import costs have catalysed governmental interest in domestic fuel alternatives, with biodiesel emerging as a frontrunner. Among a suite of measures, the Indian government places a pronounced emphasis on augmenting energy security by curbing import reliance. Another important goal is reducing India's carbon footprint by 30-35% by 2030, and this aspiration is steered by a comprehensive five-pronged strategy. This strategy encompasses expanding domestic production, integrating biofuels and renewables, enforcing energy efficiency norms, improving refinery processes, and achieving demand substitution.

Moreover, the 2018 National Policy on Biofuels serves as a milestone, enshrining the government's commitment to sustainability and subsequently escalating the demand for biodiesel. Bolstered by robust tailwinds from the Indian government is enticing a multitude of domestic and international players to venture into India's burgeoning biofuel industry.



Key highlights of the Amended National Policy on Biofuels, 2018

Sourcing of raw materials

In a move aimed at import substitution and the gradual elimination of imported palm stearin oil, which currently serves as the primary raw material for biodiesel production, the government is championing the utilisation of domestically accessible used cooking oil (UCO) as the designated feedstock. UCO, being abundantly available, can be efficiently collected from prominent consumers like hotels, restaurants, canteens, and similar establishments, for subsequent conversion.

Compulsory blending of 5% biodiesel in diesel by 2030

The Indian government has set forth an ambitious objective of achieving a 20% ethanol blending in petrol and a 5% biodiesel blending in diesel by the year 2030. While several Oil Marketing Companies (OMCs) have already embarked on this path, numerous others are anticipated to soon align with this endeavour. A noteworthy development transpired in September 2022 when the Government of India introduced a gazette notification outlining penalties of ₹ 3.8 per litre and ₹ 6.2 per litre (applicable respectively for unbranded and branded) to OMCs that fail to comply with biodiesel blending regulations. This is expected to boost biodiesel blending by OMCs.



A noteworthy development transpired in September 2022 when the Government of India introduced a gazette notification outlining penalties of ₹ 3.8 per litre and ₹ 6.2 per litre (applicable respectively for unbranded and branded) to OMCs that fail to comply with biodiesel blending regulations. This is expected to boost biodiesel blending by OMCs.

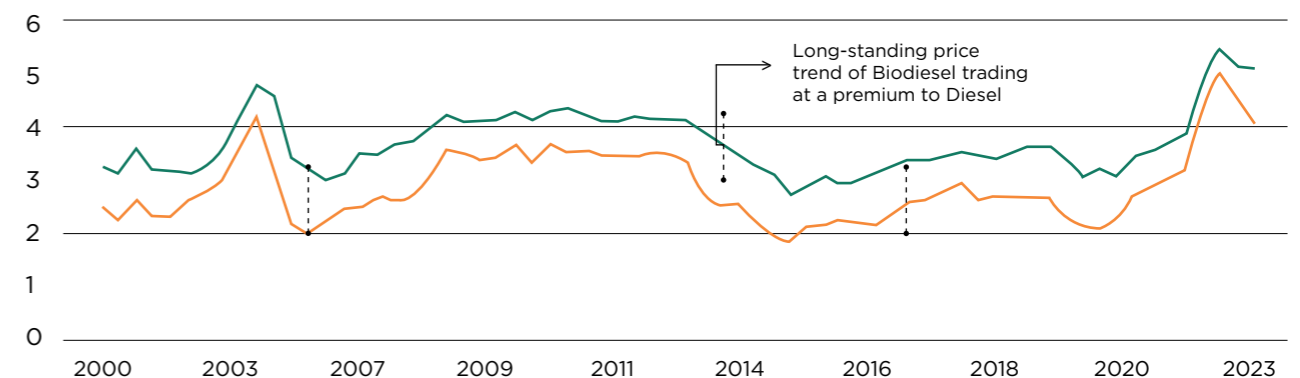
A use case for biodiesel in India

In developed markets such as the USA and Europe, biodiesel (B100) commands a premium over diesel in pricing. Nevertheless, conscious consumers seeking environmentally friendly fuels opt for biodiesel despite the additional cost. Although the biodiesel market has not reached parity with the diesel market, there exists a notable degree of acceptance among these discerning consumers.

Contrastingly, biodiesel continues to trade at approximately a 15-20% discount in India, rendering it substantially more cost-effective than diesel. Notably, the Indian government extends a 12% GST input credit to commercial buyers of biodiesel. Despite these advantages, the uptake of biodiesel has fallen short of its potential, primarily due to a lack of awareness among citizens. This creates a strong use case for enhancing biodiesel demand in India.

Kotyark firmly asserts that the convergence of government policies and the growing awareness about sustainable living will positively impact biodiesel demand in the country over the forthcoming years.

Average retail fuel price in United States (\$ per GGE)



Source: Clean Cities Alternative Fuel Price Reports (AFDC)

Legend: Diesel (green line), B99/B100 (Biodiesel) (orange line)

Key Performance Indicators

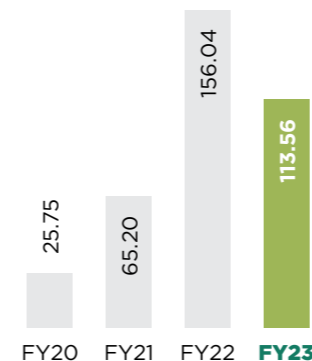
Strategic moves yield robust gains

The performance in FY23 has materialised as an outcome of the Company's strategic choice to reduce involvement in the low-margin customer segment and instead increase supply to the high-margin OMC customer segment. This redirection has yielded a slightly diminished top line, yet the Company's financial results have showcased robust margins and a commendable net profit, all attributed to this astute strategic move. As we look ahead, a multitude of promising factors including a robust order book converge to signify a positive outlook for the Company's prospects.



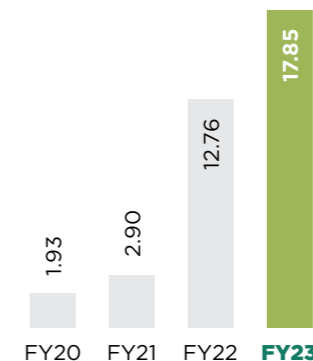
Revenue from Operations
(₹ in crores)

64%
CAGR

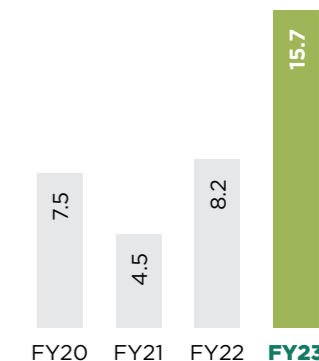


Operating Profit
(₹ in crores)

110%
CAGR

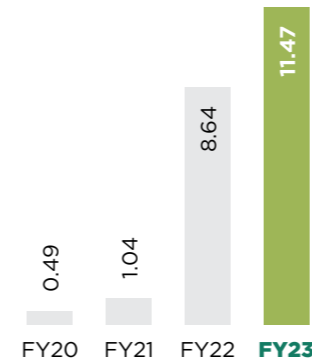


Operating Profit Margin
(in %)

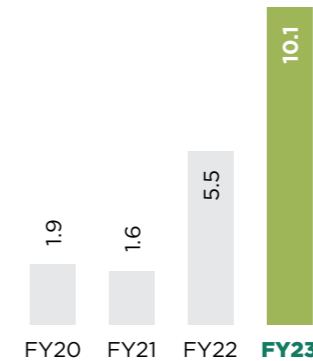


Profit After Taxes
(₹ in crores)

186%
CAGR

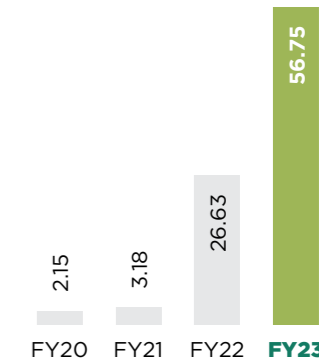


Profit After Taxes Margin
(in %)

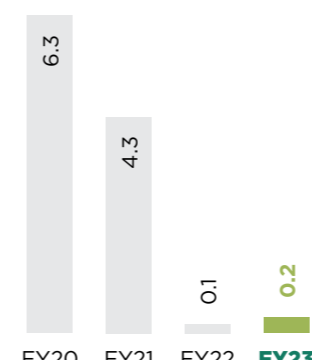


Equity
(₹ in crores)

198%
CAGR



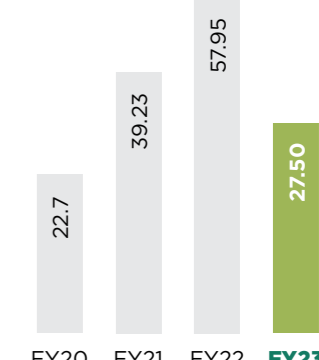
Total Debt to Equity
(in times)



Return on Capital Employed
(in %)



Return on Equity
(in %)



Letter to Shareholders

Poised to grow



“

We are also very optimistic about securing additional tenders in the foreseeable future, amplifying our growth trajectory.

”

Dear Shareholders,

Warm greetings. I am delighted to share with you once again as we reflect upon the journey of Kotyark Industries Limited in FY23. It is with immense pride that I share the remarkable achievements and strategic milestones that have shaped our course in the evolving landscape of the biofuel industry.

FY23 has been a year of strategic recalibration and transformation for our Company. We took a conscious step to engage less in the low-margin customer segments and instead focussed on enhancing our supply to the OMC customer segment. This strategic pivot, though it led to a decline in the top-line, yielded better margins and thus better net profits.

The results for FY23 are indicative of our prudent choices and their positive impact. Our Revenues from Operations stood at ₹113.56 Crores, reflecting a strategic decrease from ₹156.04 Crores in FY22. However, this strategic shift resulted in impressive operational outcomes. Our operating profit rose from ₹12.76 Crores in FY22 to ₹17.85 Crores in FY23, with the operating profit margin increasing from 8.2% to 15.7%. Our Profit after Taxes surged from ₹8.64 Crores to ₹11.47 Crores, reflecting higher net profit margin of 10.1% compared to 5.5% in the previous financial year.

A defining moment in our journey this year was the commissioning of a 4 MT per day glycerin processing pilot plant in January 2023. This pioneering step has set the stage for our future growth and expansion. Building upon this successful endeavour, we are now gearing up for a larger stride by planning a substantial 70 MT plant. This move is aimed at not only catering to the growing demand of glycerin but also establishing a more value-added revenue stream.

Our amalgamation of Kotyark Industries Limited and Yamuna Bio Energy Private Limited is advancing seamlessly. This amalgamation signifies our commitment to unlocking synergies and consolidating our position for sustained growth.

In FY23, both Kotyark Industries Limited and Yamuna Bio Energy Private Limited achieved significant tender successes, securing a cumulative volume of 20,070 KL in the round of tenders in July 2023 and 20,731 KL in the round of tenders before, in April 2023. These wins are not only instrumental in boosting our sales volume but also augur well for improved blended realisations and profitability in the coming year. We are also very optimistic about securing additional tenders in the foreseeable future, amplifying our growth trajectory.

The ongoing trend of OMCs acquiring biodiesel for blending with diesel holds significant promise. While the current ratio of biodiesel blending into diesel is less than 1%, the ambitious goal set by the Indian Government aims to raise this to 5% by 2030. This strategic shift presents a substantial opportunity for Kotyark Industries Limited, positioning us at the forefront of this emerging megatrend.

The government's proactive measures to promote higher biodiesel blending, evident in the recent gazette proposing penalties on OMCs for non-compliance, signify a strong tailwind for the biofuels industry. This aligns seamlessly with our commitment to biodiesel production. The visible support from the Government of India resonates with our core focus, enabling us to effectively cater to the surging demand for biodiesel in India.

As awareness about the advantages of biodiesel spreads, the demand for our eco-friendly alternative continues to rise. Biodiesel is not only an economical choice but also the environmentally-sensitive choice. As industry demand escalates, we will be able to fully utilise our biodiesel manufacturing capacities. We also plan to leverage both domestic and global biofuel opportunities in future.

Kotyark stands not only as a provider of eco-friendly fuel but as a harbinger of change. Our commitment to being a socially responsible entity is reflected in our zero effluent discharge policy and our status as a carbon-neutral entity. Our robust R&D initiatives and strong partnerships within the biodiesel value chain establish us as a premier green biodiesel manufacturer in India.

Looking forward to FY24, we are infused with optimism. Our tender wins, combined with the government's unwavering support for biofuels, lay a firm foundation for expanding our profitability margins. Our ability to secure additional tenders and capitalise on the escalating demand for biodiesel positions us for sustained growth and success.

In closing, I extend heartfelt gratitude to our employees, shareholders, partners, and stakeholders for their unwavering commitment. Your continued support fuels our drive to excel, innovate, and contribute positively to the energy landscape and our society.

Thank you,

Gaurang Rameshchandra Shah

Chairman and Managing Director

Strategic Priorities

The blueprint of success

As the only publicly listed pure-play biodiesel producer in India, Kotyark is in an exceptional position to leverage the range of prospects presented by the Indian biodiesel market. The Company has the potential to spearhead transformative advancements in the sustainable, clean and green fuel space. Kotyark exhibits an acute awareness of its strengths and acknowledges its areas of improvement. It is resolute in its intention to amplify its strengths and alleviate its weaknesses as it progresses into the future.

Internal

Strength

- Established manufacturing facility with a strong track record
- Efficient and economical production processes with timely order completion
- Sustained revenue generation through long standing customer partnerships & active participation in OMC tenders
- Strong and enduring supplier relationships
- Experienced leadership in the form of Promoters and Management

Weakness

- Business demands significant working capital
- Limited negotiation leverage with suppliers
- Potential influence of unfavourable diesel price fluctuations on biodiesel

External

Opportunities

- Scalable business model
- Possibility to amplify output within the current facility
- Developing markets in states neighbouring Rajasthan
- Elevating awareness regarding alternatives to conventional fuels

Threats

- Government policies hold substantial sway over the industry
- Significant shifts in duties will have detrimental effects on the Company's financials

Strategic Priorities

The Company has recognised key areas for enhancement and has implemented impactful strategies to transform them into strengths for the future.



Maximising its capacity utilisation

Due to budding demand, Kotyark still has not been able to realise a significant amount of its manufacturing capacity. This available capacity presents substantial room for expansion in the upcoming years without necessitating additional CAPEX investment. The Company's objective is to fully harness its optimal capacity in coming years.



Servicing the OMC requirements

The Company is geared to meet the escalating demand from OMCs seeking biodiesel blending into diesel. This acceleration has been prompted by the higher margins as well as the policies and recent gazette notifications from the Government of India.



Tackling issues surrounding raw material availability

The Company has assessed its avenues for sourcing raw materials and is presently engaged in implementing initiatives to resolve enduring feedstock challenges. In pursuit of this, a Memorandum of Understanding has been formalised with the Government of Rajasthan to explore means for operationalising these measures.



What makes Kotyark stand out

- Exclusive pure-play biodiesel Company listed in India, positioned in the emerging green fuel sector
- Among India's most proficient and high-yielding biodiesel facilities
- Diversified revenue streams encompassing OMCs, bulk buyers, and retail biodiesel consumers
- Substantial untapped capacity providing growth potential devoid of CAPEX
- Enhanced and well-capitalised financial standing post IPO & preferential issue

MD&A

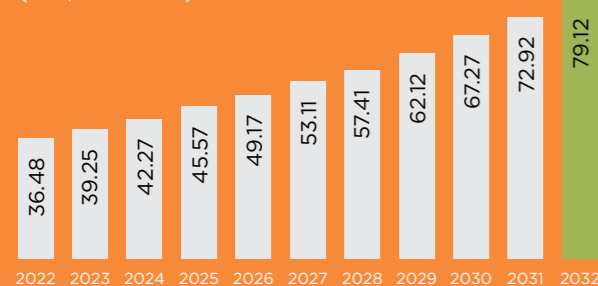
Management Discussion and Analysis

Global Biodiesel Industry

In 2022, the global biodiesel market was estimated to be valued at approximately USD 36.48 billion, with a projected escalation to approximately USD 79.12 billion by 2032. This growth trajectory is anticipated to be marked by a noteworthy CAGR of 8.1% from 2023 to 2032. Regarding feedstock segmentation, the vegetable oil category held a significant prominence, contributing to more than 96.4% of the total global revenue in 2022. In terms of application distribution, the fuel sector claimed a commanding position by constituting 79% of the overall revenue in 2022. On the geographical front, the Europe region emerged as a dominant force, capturing 48% of the total market share in 2022.

Biodiesel Market Size, 2022 to 2032

(US\$ BILLION)



Source: Precedence Research

Key Growth Drivers

In the midst of various alternative logistics solutions gaining ground, surface transport remains a pivotal force propelling both freight and passenger markets. However, these industries have long been reliant on fossil fuels, a situation that poses immediate and enduring challenges. On one hand, the looming threat of environmental deterioration casts a shadow, with projections indicating greenhouse gas emissions could escalate to 43 billion metric tonnes by 2040. On the other hand, crude oil prices consistently surge to

new heights, creating a volatile landscape. Faced with the dual imperative of curtailing emissions and ensuring energy stability, these sectors are earnestly seeking accessible, cost-effective, and renewable energy sources that can progressively substitute the dependence on fossil fuels.

Concurrently, a global trend of regulatory evolution has taken root, with governments striving to catalyse the adoption of alternatives to fossil fuels. This momentum has led to heightened awareness and uptake of alternative liquid fuels. In January 2022, the US Environmental Protection Agency introduced a programme streamlining the review and approval process for biofuels and chemicals as replacements for higher greenhouse gas-emitting fossil fuels. Similarly, Canada's Clean Fuel Standard initiative targets a 15% ethanol blending requirement in conventional fuels, coupled with elevated carbon taxes to discourage fossil fuel consumption. In the UK, the Stanlow Liquid Container Terminal at Ellesmere Port unveiled plans for the nation's largest biofuel storage hub, aligned with the global shift toward post-fossil-fuel paradigms. In the Asian sphere, Malaysia advances its B20 palm oil biofuel programme, mandating a 20% palm oil component in transport sector biofuel by year-end. Indonesia, too, showcases a commitment, having allocated USD 195 million from its state budget to sustain palm oil biodiesel producers amidst pandemic-induced downturns. Meanwhile, Brazil's Ministry of Economy recently waived ethanol import tariffs through year-end, bolstering ethanol blending prospects in the fossil fuels arena.

As we navigate these crossroads, it becomes evident that the symbiotic relationship between surface transport and sustainable energy transition is evolving. Governments' strategic interventions, global regulatory shifts, and industry initiatives collectively point toward a future that reconciles energy demand with environmental responsibility. In this landscape, the role of biofuels emerges as vital, carving a pathway toward cleaner, efficient, and resilient transportation systems, ensuring a harmonious path for both mobility and the planet.

Source: Mordor Intelligence

Indian Biodiesel Industry

In FY2021, the Indian market witnessed a demand for approximately 170,000 tonnes of biodiesel. This demand is poised to exhibit a robust CAGR of 8.6% until 2030, propelling the demand to reach approximately 260,000 tonnes by the conclusion of the decade. Given the mounting strain on the national exchequer due to the heavy reliance on crude oil imports, the government has been prompted to proactively explore domestic production of alternative fuels, with biodiesel emerging as one of the leading contenders.

Source: Chemanalyst

Government of India's Policy on Biodiesel

The Indian Government has taken significant strides to propel the increased manufacturing and adoption of biofuels through recent amendments to the national policy in this sector. Among the array of measures, the revised policy encompasses the expansion of allowable feedstock for biofuel production. Additionally, it aims to expedite the 20% ethanol blending target originally slated for 2030, now targeting its accomplishment by 2025-26. Anticipated on the horizon is a substantial funding scheme amounting to ₹ 50 billion designated for 2G ethanol bio-refineries spanning over six years. This financial impetus is set to complement the existing tax incentives. Furthermore, augmented purchase prices in comparison to 1G biofuels are poised to stimulate the establishment of robust supply chain mechanisms dedicated to biodiesel production sourced from non-edible oilseeds, used cooking oil, and swiftly maturing crops.

In a parallel endeavour, the Government has introduced the GOBAR (Galvanising Organic Bio-Agro Resources) DHAN scheme. This strategic initiative is tailored to manage and convert cattle dung and solid waste present in agricultural and dairy farms, thereby yielding valuable compost and transforming it into biogas and bio-CNG. Concurrently, the Food Safety and Standards Authority of India (FSSAI) has launched the RUCO (Repurpose Used Cooking Oil) Scheme. This innovative programme facilitates the collection and transformation of used cooking oil into biodiesel, thereby offering a sustainable solution for its repurposing.

Source: Vikaspedia, Pib.gov.in

Government of Rajasthan's Policy on Biodiesel

The Government of Rajasthan has taken a pioneering step by becoming the first state in India to embrace the National Biofuels Policy. It has played a pivotal role in formulating a pragmatic blueprint for the widespread production of biodiesel. In pursuit of this objective, the Government is actively working towards augmenting the cultivation of oilseeds, which will serve as a pivotal raw material for biodiesel manufacturing. Simultaneously, it aims to create favourable incentives

to establish efficient supply chain mechanisms for the expedited utilisation of inedible oilseeds, used cooking oil, and swiftly maturing crops, aligning with the principles of the national policy.

A noteworthy endeavour involves tapping into the abundant pool of human resources, particularly through women's self-help groups facilitated by the State Rural Livelihood Development Council. By integrating with the biodiesel supply chain, these groups could potentially secure enhanced income opportunities. To further the advancement of research and foster technical proficiency in the field of alternative fuels and energy resources, the government is contemplating the establishment of a Centre of Excellence in Udaipur.

Notably, Rajasthan's distinction as the inaugural state to adopt the National Policy underscores its commitment to effective implementation. By focussing on the promotion and marketing of biofuels, the state aims to elevate awareness and institutionalise the adoption of these sustainable energy sources.

Growth Enablers

The Government of India has introduced a comprehensive national biofuel policy, strategically designed to augment the integration of biofuels within the nation's energy and transportation sectors. The key features of this policy are outlined below:

- A notable objective of achieving 20% blending of ethanol in petrol and 5% blending of biodiesel in diesel by the year 2030
- Addressing the significant funding gap for 2G ethanol Bio-refineries, amounting to ₹ 5,000 crores, disbursed over six years and complemented by tax incentives
- An emphasis on fostering research, development, and demonstration efforts in the domain of biofuels feedstock production and advanced conversion technologies from designated feedstock sources
- Establishment of a comprehensive National Biomass repository, involving the assessment of biomass resources throughout the nation
- Other noteworthy governmental endeavours encompass the Pradhan Mantri JI-VAN Yojana, 2019, which aims to cultivate an ecosystem for commercial projects and stimulate Research and Development in the 2G Ethanol sector
- The GOBAR (Galvanising Organic Bio-Agro Resource) initiative, focussed on effective management and conversion of cattle dung and agricultural waste into valuable biogas and bio-CNG
- The mounting import expenditures on crude oil serve as a crucial incentive for the government to explore alternative fuel avenues

Company Overview

Kotyark Industries Limited (Kotyark) is at the forefront of transforming the fuel industry by offering eco-friendly substitutes to traditional fossil fuels. Established in 2016, Kotyark stands as the only publicly listed Indian enterprise solely dedicated to producing biodiesel and its associated products. With a resolute commitment to green energy and the sustainable utilisation of renewable resources, Kotyark champions the advancement of biofuels through the implementation of environmentally conscious technology. This approach aligns with the overarching goal of significantly curbing greenhouse gas emissions on a net scale.

Financial Ratios

Ratios	FY23	FY22	Change (%)	Remarks
Debt-Equity Ratio (in times)	0.24	0.14	75.44%	Debt-equity ratio has increased because the Company has availed new borrowings
Current Ratio (in times)	5.58	13.16	(57.57)%	Current Ratio has decreased because current liability has increased by greater percentage as compared to the increase in current asset, primarily due to increase in creditors of capital expenditure in current year
Debt Service Coverage Ratio (in times)	5.90	6.95	(15.08)%	-
Return on Equity Ratio (%)	27.50%	57.95%	(52.55)%	Decrease in Return on Equity Ratio due to preferential allotment of Equity shares
Inventory Turnover Ratio (in times)	6.27	17.87	(64.93)%	Decrease in Inventory turnover ratio due to decreased consumption of material and increase in closing inventory
Trade Receivables Turnover Ratio (in times)	11.70	41.90	(72.08)%	Decrease in Trade Receivables turnover ratio due to increase in debtors and decrease in sales.
Trade Payables Turnover Ratio (in times)	-	1761.51	(100)%	In FY23 there is no outstanding trade payable in books of accounts hence this ratio is reduced to Nil
Net Capital Turnover Ratio (in times)	4.45	10.32	(56.9)%	Decrease in Net capital turnover ratio due to increase in working capital and decrease in sales
Net Profit Ratio (%)	10.10%	5.54%	82.35 %	Increase in Net profit ratio due to increase in profit as compared to last year
Return on Capital Employed (%)	25.82%	41.40%	47.74 %	Decrease in Return on Capital employed due to increase in borrowing and share capital
Return on Investment (%)	5.44%	6.60%	(17.5)%	-

Outlook

The Company possesses a positive business outlook for the forthcoming years, driven by various factors. These include a substantial unutilised capacity, complemented by core competencies encompassing proficient raw material sourcing, internally developed manufacturing facilities, and a diverse range of clients and revenue streams. This optimistic projection is further bolstered by the industry's favourable trends and the support of government initiatives.

Internal Control and Adequacy

The Company has established a comprehensive system of internal controls that aligns with the scale and character of its operations. These controls are formulated to offer reasonable assurance regarding the safeguarding and preservation of all assets, shielding them against unauthorised utilisation or disposal. Moreover, the controls are tailored to ensure that every transaction is duly authorised, accurately recorded, and reported, while also guaranteeing adherence to the Company's stipulated policies and procedures in its business undertakings. Both the Audit Committee and the management have diligently examined the sufficiency of the internal control framework, and requisite measures have been undertaken to enhance its efficacy.

Human Resource Development and Industrial Relation

Kotyark places significant emphasis on its human resources as a fundamental asset and a key driving force behind the Company's expansion. In this regard, the Company actively engages with its employees to cultivate their skill sets and equip them with knowledge and expertise. Moreover, a strong focus is directed towards building a reputable brand that can attract

and retain top-tier talent within the industry. Throughout the reporting period, the Company has upheld positive, cooperative, and harmonious employee relations across all levels, and this commitment to fostering a supportive environment for employees will continue in the future. As of March 31, 2023, the Company maintains a permanent workforce comprising 45 employees.

Risks & Concerns



Price Risk

Raw material price risk and diesel price risk.



Acceptance Risk

It is a substitute product to diesel, any prolonged delay in acceptance of biodiesel can impact Company's performance.



Policy Changes & Regulatory Risks

Change in government policy with regards to biodiesel blending, retail usage, raw material sourcing, etc.



Inconsistent state policies

Undefined state policies, and differing state laws for biodiesel - creating a difficult environment for industry incumbents to have multi-state operations.



Geographical Risk

Focussed/concentrated only on Rajasthan.

Cautionary Statement

The Management Discussion and Analysis, as well as other sections of the report, may contain forward-looking statements detailing the Company's intentions, projections, estimations, and expectations. However, it's important to note that actual outcomes may significantly diverge from these statements due to a range of risks and uncertainties. There are noteworthy variables that could influence the Company's operations, including economic and political conditions within India and other relevant nations where the Company may operate. Moreover, the Company's operations could be impacted by fluctuations in interest rates, alterations in government policies and regulations, modifications in tax laws, statutes, and other relevant factors. It's essential to emphasise that the Company has no intention of regularly updating these statements.

Corporate Information

BOARD OF DIRECTORS:

Name of Person	Designation
Mr. Gaurang Rameshchandra Shah	Chairman & Managing Director
Ms. Dhruvi Mihir Shah	Whole-Time Director
Ms. Bhavini Gaurang Shah	Non-Executive Director
Mr. Akshay Jayrajbhai Shah	Non-Executive Independent Director
Mr. Harsh Mukeshbhai Parikh	Non-Executive Independent Director

KEY MANAGERIAL PERSONNEL:

Name of Person	Designation
Mr. Bhavesh Nagar*	Company Secretary and Compliance Officer
Ms. Priyanka Atodaria**	Chief Financial Officer
Ms. Urvi Shah***	Company Secretary and Compliance Officer
Mr. Parth Kansara****	Chief Financial Officer
Ms. Nikita Boonlia*****	Company Secretary and Compliance Officer

* Appointed w.e.f. 01.12.2022

** Appointed w.e.f. 13.08.2022

*** Resigned w.e.f. 28.10.2022

**** Resigned w.e.f. 12.08.2022

***** Resigned w.e.f. 06.07.2022

REGISTERED OFFICE OF THE COMPANY:

A-3, 2nd Floor, Shree Ganesh Nagar Housing Society, Ramakaka Temple Road, Chhani, Vadodara-391740, Gujarat, INDIA.

Tel No.: +91 9510976154 | Email: info@kotyark.com | Web: www.kotyark.com

INTERNAL AUDITOR	STATUTORY AUDITOR	SECRETARIAL AUDITOR
M/s. Ravi Shah & Co. Chartered Accountants	M/s. Manubhai & Shah LLP Chartered Accountants	M/s. SCS and Co. LLP Practicing Company Secretary
1 st Floor, Basudiwala Building, Station Road, Nadiad-387001, Gujarat, INDIA.	G-4, Capstone, Opp. Chirag Motors, Sheth Mangaldas Road Ellisbridge, Ahmedabad-380006, Gujarat, INDIA.	Office No. B/1310, 13 th Floor, "Shilp Corporate Park", Rajpath Rangoli Road, Thaltej, Ahmedabad-380054, Gujarat, INDIA.

REGISTRAR & SHARE TRANSFER AGENT	BANKERS TO THE COMPANY
M/s. Kfin Technologies Limited Selenium Tower-B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana-500 032. E-mail: einward.ris@kfintech.com Tel No.: +91-40-6716-2222	Indian Overseas Bank

COMMITTEES OF BOARD:

Sr. No.	Name of Committee	Name of Director	Designation
1.	Audit Committee	Mr. Akshay Jayrajbhai Shah	Chairperson
		Mr. Harsh Mukeshbhai Parikh	Member
		Mr. Gaurang Rameshchandra Shah	Member
2.	Stakeholder' s Relationship Committee	Mr. Harsh Mukeshbhai Parikh	Chairperson
		Mr. Akshay Jayrajbhai Shah	Member
		Ms. Dhruti Mihir Shah	Member
3.	Nomination and Remuneration Committee	Mr. Akshay Jayrajbhai Shah	Chairperson
		Mr. Harsh Mukeshbhai Parikh	Member
		Ms. Bhavini Gaurang Shah	Member

Notice of 07th Annual General Meeting

NOTICE is hereby given that the **07th ANNUAL GENERAL MEETING** of the Members of M/s. **Kotyark Industries Limited** will be held on **Tuesday, September 26, 2023 at 11.30 A.M.** through Video Conferencing/Other Audio Visual Means for which purpose the Registered Office of the Company situated at 2nd Floor, A-3 Shree Ganesh Nagar Housing Society, Ramakaka Temple Road, Chhani, Vadodara- 391740 - Gujarat, shall be the venue for the Meeting and the proceedings of the Annual General Meeting shall be deemed to be made there at, to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Report of the Auditors thereon.
3. To declare final dividend of ₹ 5/- (Rupees Five only) per equity shares of ₹ 10/- each for the financial year ended on March 31, 2023.
4. To appoint a Director in place of Ms. Bhavini Gaurang Shah (DIN: 06836934), who retires by rotation and being eligible, offers herself for re-appointment.
5. To re-appoint M/s. Manubhai & Shah LLP, Chartered Accountants as statutory auditors of the Company and to fix their remuneration.

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

“RESOLVED THAT pursuant to the provisions of Sections 139 and 142 of the Companies Act, 2013 (‘the Act’) and other applicable provisions of the Act read with the Companies (Audit and Auditors) Rules, 2014 and all other rules, regulations, guidelines, statutory notifications made by any statutory authorities (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and recommendation of the Audit Committee and Board of Directors of the Company, M/s. Manubhai & Shah LLP, Chartered Accountants, (Firm’s Registration No. 106041W and Peer Review No. W100136), be and are hereby re appointed as the Statutory Auditors of the Company for a period of One (1) year to hold office commencing from the conclusion of this 07th Annual General Meeting upto the conclusion of 08th Annual General Meeting of the Company to be held in the year 2024 at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors plus applicable service tax and out of pocket expenses incurred by them for the purpose of audit and with a power to the Board of Directors/Audit Committee to alter and vary the terms and conditions of appointment, revision in the remuneration in such manner and

to such extent as may be mutually agreed with the Statutory Auditors.”

RESOLVED FURTHER THAT the Board of Directors of the Company including its committee of Directors thereof, be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESSES:

6. **Approval for increase in Authorized Share Capital of the Company and consequential amendment in capital clause of the memorandum of association of the Company.**

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 61 read with section 64 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s), amendment(s), or re-enactment thereof for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company, the consent of the members be and is hereby accorded for an increase in the Authorized Share Capital of the Company from existing ₹ 9,00,00,000/- (Rupees Nine Crore only) divided into 90,00,000 (Ninety Lakhs) Equity Shares of ₹ 10/- each to ₹ 16,00,00,000/- (Rupees Sixteen Crore only) divided into 1,60,00,000 (One Crore Sixty Lakh) Equity Shares of ₹ 10/- each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification(s), amendment(s), or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place and stead the following:

“The Authorized Share Capital of the Company is ₹ 16,00,00,000/- (Rupees Sixteen Crore only) divided into 1,60,00,000 (One Crore Sixty Lakh only) Equity Shares of ₹ 10/- (Rupees Ten only) each.”

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company

to do all such acts, deeds, matters, and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

7. Approval of payment of commission to the Non-Executive Directors of the Company

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 149(9), 197, 198 of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, and Articles of Association of the Company, approval of the Members be and is hereby accorded for payment of remuneration by way of commission to the Non-Executive Directors (other than Managing Directors and Whole time Directors) of the Company (including the present and future appointees, if any), the aggregate of which shall not exceed one percent (1%) per annum of the Net Profit of the Company in any financial year (computed in the manner prescribed in Section 198 of the Companies Act, 2013) or 1,00,00,000 (Rupees One Crore only) per annum plus taxes at applicable rate, whichever is lower in such amounts, proportions or manner and in all respects as may be decided and directed by the Board of Directors, subject to aforesaid limit.”

RESOLVED FURTHER THAT the above remuneration shall be in addition to fees payable to the director(s) for attending the meetings of the Board or any Committee thereof as may be decided by the Board of Directors and reimbursement of expenses for participation in such Board and Committee meetings.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Nomination and Remuneration Committee, be and are hereby severally authorized to decide the amount of commission to be paid to each Non-Executive Director and to take all actions and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable.”

8. To consider and approve matter of authorization to borrow money in excess of paid up capital and free reserves.

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

“RESOLVED THAT in supersession of earlier resolution(s) passed by the Members of the Company at the Extra Ordinary General Meeting dated August 9, 2021 in this regard and pursuant to the Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions of the

Companies Act, 2013 (“the Act”), if any, read with the rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other law as may be applicable, the consent of the shareholders be and is hereby accorded for authorizing the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution) to borrow such sums of money and in such form (including but not limiting to loan, debentures, commercial papers, etc.) as may be considered fit for the purpose of the business of the Company at its absolute discretion notwithstanding that the monies to be so borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid up capital, free reserves and share premium account of the Company, provided that such total borrowings outstanding at any time shall not exceed ₹ 500.00 Crore (Rupees Five Hundred Crore Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby severally authorized, for and on behalf of the Company to do all such acts, deeds, matters and things as may be considered necessary, proper or desirable to give effect to the resolutions referred above and to settle any question, difficulty or doubt that may arise in this regard.”

9. To consider and approve matter of authorization to the board to Mortgage/Create Charge on the assets of the Company for its borrowings:

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

“RESOLVED THAT in supersession of earlier resolution(s) passed by the Members of the Company at the Extra Ordinary General Meeting dated August 9, 2021 in this regard and pursuant to the provisions of Section 180(1)(a) other applicable provisions of the Companies Act, 2013 (“the Act”), if any, read with the rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other law as may be applicable, the consent of the shareholders be and is hereby accorded to authorize Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution) to mortgage and/or create charge and/or provide by way of security in any form, the movable and/or immovable properties/assets of the Company, both present and future, or whole or substantially the whole of the undertaking(s) of the Company in such form, manner and time as the Board of Directors may deem fit, for securing any

loans and/or advances and/or debentures and/or money borrowed or may be borrowed in any form by the Company from any lender including Financial Institutions, Banks and/or any other person or persons together with interest, costs, charges, expenses, premium on redemption (if any) and all other monies payable by the Company to the trustees/lenders, up to a value of ₹ 500.00 Crore (Rupees Five Hundred Crore Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

10. Approval to increase the threshold of Loans/ Guarantees, providing securities and making Investments in securities under section 186 of the Companies Act, 2013.

To consider and, if thought fit, to pass, the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all the earlier resolutions passed in this regard, if any, the consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding ₹ 300.00 Crore (Rupees Three Hundred Crore Only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors, of the Company be and are hereby severally authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts,

deeds, matters and things, as it may in its absolute discretion, deem fit; necessary or appropriate.”

11. Approval for giving Loans or Guarantees or providing security under section 185 of the Companies Act, 2013.

To consider and, if thought fit, to pass, the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactments thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary and in supersession of all the earlier resolutions passed in this regard, if any, the consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the “Entities”), of an aggregate amount not exceeding ₹ 200.00 Crore (Rupees Two Hundred Crore Only) during the financial year 2023-24 and onwards, in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors, of the Company be and are hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Loans/ Guarantees/Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

12. To approval of the related party transactions with Yamuna Bio Energy Private Limited.

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 188 of the Companies Act 2013 (“Act”) and other applicable provisions if any read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 as amended till date and

other applicable provisions of the act, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into the contract(s)/arrangement(s)/transaction(s) with Yamuna Bio Energy Private Limited, a related party within the meaning of Section 2(76) of the Companies Act 2013 for Purchase of Raw Materials, Purchase of Products, Sale of Raw Material and Sale of Products on such terms and conditions (excluding Transportation expenses and other related income and expenses) and as the Board of Directors may deem fit up to a maximum aggregate value of ₹ 250/- Crore (Rupees Two Fifty Crore Only) for the financial year 2023-24 provided that the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors (including a Committee thereof) be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts deeds matters and things and to execute or authorize any person to execute all such documents instruments and writings as may be considered necessary relevant usual customary and/or expedient to give effect to this resolution."

13. To approval of the related party transactions with subsidiary Company "Kotyark Agro Private Limited".

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 188 of the Companies Act 2013 ("Act") and other applicable provisions if any read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 as amended till date and other applicable provisions of the act, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into the contract(s)/arrangement(s)/transaction(s) with Wholly owned Subsidiary Companies "Kotyark Agro Private Limited", a related party within the meaning of Section 2(76) of the Companies Act 2013 for in the form of borrowings/availing of loans and advances/Investment(s),/guarantee(s)/subscription(s) in securities as may be required time to time by the Company with its Related Parties on such terms and conditions and as the Board of Directors may deem fit up to a maximum aggregate value of ₹ 100/-Crore (Rupees Hundred Crore only) for the financial year 2023-24 provided that the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any

duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and are hereby severally authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution."

14. To approval of Related Party Transaction with Mr. Gaurang Shah, Chairman and Managing Director of the Company.

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

"RESOLVED THAT Pursuant to section 188 of Companies Act 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and/or any other provisions as may be applicable, the approval of the Company be and is hereby given to the related party transaction with Mr. Gaurang Rameshchandra Shah, Chairman and Managing Director of the Company for taking on lease/rent the registered office premises owned by Mr. Gaurang Rameshchandra Shah situated at A/3, 02nd Floor, Shree Ganeshnagar Housing Society, Ramakaka Temple Road, Chhani, Vadodara, Gujarat - 391740 for a sum of ₹ 2,00,000/-(Rupees Two Lacs only) per month and on such terms and conditions be decided by the board.

RESOLVED FURTHER THAT the particulars of the above said contract be entered in the Register of contracts in which directors are interested kept in accordance with the provisions of section 189 of the Companies Act, 2013 (The Act) or in any other register or record as may be required by the provisions of the Act or rules made thereunder ."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file necessary returns/forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution."

15. To approve revision in remuneration of Mrs. Dhruvi Mihir Shah, (DIN: 07664924) Whole-Time Director of the Company.

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

"RESOLVED THAT in partial modification of resolution passed in this regard by the members of the Company at the Extra Ordinary General Meeting of the Company held on August 9, 2021 and pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Act') (including any statutory modification(s) or re-

enactment thereof for the time being in force) and all other applicable provisions of the Act including any amendment(s), statutory modification(s) or reenactment(s) thereof for the time being in force and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, the consent of the members be and is hereby accorded for revision in remuneration of Mrs. Dhruvi Mihir Shah (DIN: 07664924), Whole-Time Director with effect from September 1, 2023 for the remaining period of her tenure ending on August 8, 2026.

RESOLVED FURTHER THAT the remuneration payable to Mrs. Dhruvi Mihir Shah, Whole-Time Director with effect from September 1, 2023 shall be as under:

Salary: ₹ 1,80,000/- (Rupees One Lacs Eighty Thousand Only) per month with effect from September 1, 2023 inclusive of all perquisite and benefits if any, except the perquisites falling outside the purview of the ceiling of remuneration as per applicable provisions of Schedule V of the Act,

RESOLVED FURTHER THAT the consent and ratification of the Members of the Company be and is hereby accorded that Mrs. Dhruvi Mihir Shah, Whole-Time Director of the Company be paid remuneration by way of Salary, Perquisites and allowances upto a maximum of ₹1,80,000/- (Rupees One Lacs Eighty Thousand Only) as minimum remuneration for the remaining period in case the Company has no profits or its profit are inadequate.

RESOLVED FURTHER THAT the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT where in any financial year, during the currency of the tenure of Mrs. Dhruvi Mihir Shah as Whole-Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole-Time Director of the Company, as approved by the resolution passed at the Extra Ordinary General Meeting of the Company held on August 9, 2021 shall remain unchanged.

RESOLVED FURTHER THAT, to give effect to this resolution the Board of Directors be and are hereby authorised to do all the acts, deeds, matters and things as he may in his absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

Registered Office:

2nd Floor, A-3 Shree Ganesh Nagar Housing Society,
Ramakaka Temple Road, Chhani, Vadodara-391740.
CIN: U24100GJ2016PLC094939
E-mail: info@kotyark.com

Place: Vadodara

Date: September 2, 2023

By Order of the Board
For **Kotyark Industries Limited**

Gaurang R. Shah
Chairman cum Managing Director
DIN: 03502841

Important Notes:

1. Pursuant to the General Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through "VC" on Tuesday, September 26, 2023 at 11.30 A.M. IST. The deemed venue of the proceedings of the 07th AGM shall be the Registered Office of the Company at 2nd Floor, A-3 Shree Ganesh Nagar Housing Society, Ramakaka Temple Road, Chhani, Vadodara-391740.
 2. Information regarding appointment/re-appointment of Director(s) and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard II is annexed hereto.
 3. 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.
 4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available 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
 5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 6. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
 7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the MCA Circulars & SEBI Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the businesses 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.
 8. Notice calling the AGM has been sent by electronic means to those members who had registered their email addresses with the Company/Depositories. The Notice has also been uploaded on the website of the Company at www.kotyark.com & the website of the Stock Exchange i.e. NSE Limited at www.nseindia.com and is also made available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
 9. Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants.
 10. Members are requested to intimate changes, if any, pertaining to 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.,
 11. Members seeking clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the meeting. This would enable the Company to compile the information and provide the replies at the Meeting.
 12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) KYC details and nomination by holders of physical securities by October 1, 2023, and linking PAN with Aadhaar by June 30, 2023 vide its circular dated March 16, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA, Kfin Technologies Limited, at einward.ris@kfintech.com.
- Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP. In case a holder of physical securities fails to furnish PAN and KYC details before October 1, 2023 or link their PAN with Aadhaar before June 30, 2023, in accordance with the SEBI circular dated March 16, 2023, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the

RTA/the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002.

As per Section 72 of the Act, the facility for submitting nomination is available for 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 SH-13. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.

13. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
14. 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, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 26, 2023. Members seeking to inspect such documents can send an email to info@kotyark.com or kipl7722@gmail.com
15. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-Voting") facility provided by the NSDL. Members who have cast their votes by remote e-Voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode is provided in the instructions for e-Voting section which forms part of this Notice. The Board has appointed M/s. SCS and Co. LLP, Practising Company Secretaries (M. No. 41942 and COP No. 23630), as the Scrutinizer to scrutinize the e-Voting in a fair and transparent manner.
16. The e-Voting period commences on Saturday, September 23, 2023 at 09:00 A.M. (IST) and ends on Monday September 25, 2023 at 05:00 P.M. (IST). During this period, members holding shares in dematerialized form, as on cut-off date, i.e. as on Tuesday September 19, 2023 may cast their votes electronically. The e-Voting module will be

disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolutions on which vote have already been cast.

17. The facility for voting during the AGM will also be made available. Members present in the AGM through VC/OAVM and who have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through the e-Voting system during the AGM
18. The Scrutinizer will submit their report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-Voting (votes casted during the AGM and votes casted through remote e-Voting). The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and will also be displayed on the Company's website, www.kotyark.com.

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

The remote e-Voting period begins on Saturday, September 23, 2023 at 09:00 A.M. (IST) and ends on Monday September 25, 2023 at 05:00 P.M. (IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. on Tuesday, September 19, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, September 19, 2023.

PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE ANNUAL GENERAL MEETING THROUGH VC/OAVM:

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and SEBI Circular dated May 12, 2020, and 10/2022 dated December 28, 2022 the Company is providing facility of remote e-Voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL, as the authorized e-Voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-Voting as well as e-Voting system on the date of the AGM will be provided by NSDL.

- ii. There being no physical shareholders in the Company, the Register of members and share transfer books of the Company will not be closed. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Tuesday, September 19, 2023 shall be entitled to avail the facility of remote e-Voting as well as e-Voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Tuesday, September 19, 2023, shall be entitled to exercise his/her vote either electronically i.e. remote e-Voting or e-Voting system on the date of the AGM by following the procedure mentioned in this part.
- iv. The remote e-Voting will commence on Saturday, September 23, 2023 at 09:00 A.M. (IST) and ends on Monday September 25, 2023 at 05:00 P.M. (IST). During this period, the members of the Company holding shares as on the Cut-off date i.e. Tuesday, September 19, 2023, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-Voting module shall be disabled for voting by NSDL thereafter.
- v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- vi. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Tuesday, September 19, 2023.
- vii. The Company has appointed M/s. SCS and CO. LLP, Practicing Company Secretaries (ICSI Unique Code: L2020GJ008700), to act as the Scrutinizer for conducting the remote e-Voting process as well as the e-Voting system on the date of the AGM, in a fair and transparent manner.

INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

The remote e-Voting period begins on Saturday, September 23, 2023 at 09:00 A.M. (IST) and ends on Monday September 25, 2023 at 05:00 P.M. (IST) The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, September 19, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being i.e. Tuesday, September 19, 2023.

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

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





Step 1: Access to NSDL e-Voting system:

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

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

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

Type of shareholders	Login Method
	<ol style="list-style-type: none"> 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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li data-bbox="603 203 1460 584">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. <li data-bbox="603 591 1460 680">4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.
<p data-bbox="767 696 1273 734">NSDL Mobile App is available on</p> <div data-bbox="767 763 1273 824">   </div> <div data-bbox="815 846 970 1003">  </div> <div data-bbox="1075 846 1230 1003">  </div>	
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="603 1039 1460 1196">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. <li data-bbox="603 1202 1460 1301">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. <li data-bbox="603 1308 1460 1391">3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration <li data-bbox="603 1397 1460 1608">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	<p data-bbox="603 1615 1460 1883">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.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 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.
- 2) Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
 - 3) Now you are ready for e-Voting as the Voting page opens.
 - 4) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted
 - 5) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - 6) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - 7) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scsandcollp@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.
- 2) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- 3) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to at evoting@nsdl.co.in

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.

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 info@kotyark.com

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

Contact Details:

Company	Kotyark Industries Limited A-3, 2 nd Floor, Shree Ganesh Nagar Housing Society, Ramakaka Temple Road, Chhani, Vadodara - 391740 Tel No.: +91 281 2581152; Fax No.: E-Mail ID: info@kotyark.com Website: www.kotyark.com
Registrar	KFIN TECHNOLOGIES LIMITED, Selenium Tower-B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana-500032, E-Mail ID: einward.ris@kfintech.com Contact No.: + 91 40 6716 2222, 79611000
e-Voting Agency & VC/OAVM	E-mail ID: evoting@nsdl.co.in NSDL help desk 1800-222-990
Scrutinizer	M/S. SCS AND CO. LLP Ms. Anjali Sangtani (Membership No.: 41942, CP No.: 23630) Partner E-mail ID: scsandcollp@gmail.com ; Tel No.: +918128156833

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE 07th AGM ARE AS UNDER:

- The procedure for e-Voting on the day of the 07th AGM is same as the instructions mentioned above for remote e-Voting.
- Only those Members/shareholders, who will be present in the 07th 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.
- Members who have voted through Remote e-Voting will be eligible to attend the 07th AGM. However, they will not be eligible to vote at the AGM.
- 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 SHAREHOLDERS/MEMBERS TO ATTEND THE ANNUAL GENERAL MEETING THROUGH VC/OAVM:

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

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@kotyark.com. The same will be replied by the Company suitably.

INFORMATION ON DIVIDEND:

1. Subject to approval of the Members at the AGM, the dividend will be paid within 30 days from the conclusion of the AGM, to the Members whose names appear on the Company's Register of Members as on the Record Date i.e. Friday, September 15, 2023, and in respect of the shares held in dematerialized mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
 2. Payment of dividend shall be made through electronic mode to the Shareholders who have updated their bank account details. In case the payment of dividend may not be made through electronic mode due to various reason, Dividend warrants/demand drafts will be dispatched to the registered address of the shareholders who have not updated their bank account details, after normalisation of the postal service.
 3. Shareholders are requested to register/update their complete bank details with their Depository Participant(s) with whom they maintain their demat accounts if shares are held in dematerialized mode by submitting the requisite documents.
 4. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020/Income Tax Act, 1961 and the amendments thereof. The shareholders are requested to update their PAN with the DP (if shares held in electronic form) and Company/RTA (if shares held in physical form).
- A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to info@kotyark.com or kipl7722@gmail.com by Friday, September 15, 2023. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
- Non-resident shareholders [including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose the shareholder may submit the above documents (PDF/JPG Format) by e-mail to info@kotyark.com or kipl7722@gmail.com. The aforesaid declarations and documents need to be submitted by the shareholders by Friday, September 15, 2023.
5. The Company has fixed Friday, September 15, 2023 as the 'Record Date' for determining entitlement of members to receive dividend for the FY 2022-23, if approved at the AGM. Those members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Record Date shall be entitled for the dividend which will be paid on or before Wednesday, October 25, 2023, subject to applicable TDS.
 6. Members are requested to note that, dividends if not encashed for a consecutive period of seven (7) years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of which dividends are not encashed for the consecutive period of seven (7) years are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.
 7. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.

Explanatory Statement

Pursuant to Section 102 (1) of the Companies Act 2013 and Secretarial Standard 2 on General Meetings

The following statement sets out all material facts relating to certain Ordinary Business and Special Business as mentioned in the accompanying Notice:

ITEM NO. 5

To re-appoint M/s. Manubhai & Shah LLP, Chartered Accountants as statutory auditors of the Company and to fix their remuneration - Ordinary Resolution:-

Though not mandatory, this explanation is provided for reference.

M/s. Manubhai & Shah LLP (FRN: 106041W and Peer Review Number. W100136), Chartered Accountants, were appointed as the Statutory auditors of the Company for One Year in the 06th Annual General Meeting of the Company held on September 22, 2022 Their term will end at the conclusion of this Annual General Meeting. On recommendation of Audit Committee and Board of Directors and on receipt of consent dated September 2, 2023 of M/s. Manubhai & Shah LLP, the Board of Directors hereby placed this resolution for re-appointment of Statutory Auditors for a further term of 1 year to hold office from the conclusion of 07th Annual General Meeting until the conclusion of 08th Annual General Meeting to be held in the calendar year 2024.

The Board recommends the resolution at Item No. 5 for approval by the members. None of the Directors or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the Notice.

ITEM NO. 6

Approval for Increase in Authorized Share Capital of the Company and Consequential amendment in Capital Clause of the Memorandum of Association of The Company - Ordinary Resolution:-

In order to accommodate the issuance of shares in terms of the Scheme of Amalgamation of the Company pending for final approval with Hon'ble National Company Law Tribunal, Ahmedabad Bench, it is required to increase the Authorized Share Capital of the Company. Currently, the Authorized Share Capital of the Company is consisting Equity Shares only. Therefore, it is required to amend/alter the capital by increasing the Authorised Share Capital of the Company in accordance with the said Scheme of Amalgamation.

The proposal for increase in the Authorised Share Capital of the Company and alteration of Clause V of the Memorandum of Association requires approval of the members at a general meeting. Therefore, the Board of Directors of the Company in their meeting held on September 2, 2023, had approved and recommended to the members for their approval to increase the Authorised Share Capital of the Company ₹ 9,00,00,000/- (Rupees Nine Crore only) divided into 90,00,000 (Ninety Lakhs) Equity Shares of ₹ 10/-

each to ₹ 16,00,00,000/- (Rupees Sixteen Crore only) divided into 1,60,00,000 (One Crore Sixty Lakh) Equity Shares of ₹ 10/- each and consequent amendment in the Capital Clause (Clause V) of the Memorandum of Association of the Company by substituting the existing Clause V with the following new Clause V:

"The Authorized Share Capital of the Company is ₹ 16,00,00,000/- (Rupees Sixteen Crore only) divided into 1,60,00,000 (One Crore Sixty Lakh Only) Equity Shares of ₹ 10/- (Rupees Ten only) each."

In terms of the provisions of Sections 13 and 61 of the Companies Act, 2013, approval of the shareholders of the Company is sought by way of an ordinary resolution for increasing the Authorized Share Capital of the Company and consequential alteration to Clause V of the Memorandum of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested, financially or otherwise except to the extent of the equity shares held by them, in the said resolution.

The consent of the members is, therefore, being sought for passing the resolution in Item No. 6 of the notice as an Ordinary Resolution.

ITEM NO. 7

Approval of payment of commission to the Non-Executive Directors of the Company - Special Resolution:-

The Company's Non-Executive Directors are professionals with high level of expertise and have rich experience in functional areas such as business strategy, business development, corporate governance, finance & taxation, risk management amongst others.

Non-Executive Directors are actively involved in various decision-making process and are making valuable contributions towards business development, governance, long term strategy and compliances.

Regulatory requirements, corporate governance norms have been strengthened by the Companies Act, 2013 (Act) and the SEBI (LODR) with key emphasis on effective governance, risk management, statutory compliances etc. and thereby placing increased accountability on the Board. The role and responsibilities of the Board particularly the Non-Executive directors have increased more requiring greater time commitments and attention, which reflects in the financial performance.

The threshold limit prescribed for commission under Section 197 of the Act is 1% of the net profits of the

Company if there is a Managing Director. However, sitting fees paid to the Non-Executive Directors are outside the purview of the above limits.

The Board has at its meeting held on September 2, 2023, on recommendation of Nomination and Remuneration Committee, subject to the approval of the Members, approved payment of commission not exceeding in aggregate, 1% per annum of the net profits of the Company computed in the manner referred to in Section 198 of the Companies Act, 2013 to the Non-Executive Directors of the Company.

In the event there are no profits or profits are inadequate, the Company shall pay to the Non-Executive Directors of the Company commission by way of remuneration in accordance with the limits specified in Schedule V to the Companies Act, 2013 upto ₹ 1/-Crore (One Crore Only) in aggregate.

Non-Executive Directors along with their relatives are deemed to be concerned or interested, financially or otherwise in the Resolution at Item No. 07 of the Notice to the extent of the share of commission that may be received by them. Managing Director and other Key Managerial Personnel of the Company and their relatives are not interested in this resolution.

ITEM 8 AND 9

To consider and approve matter of authorization to borrow money in excess of paid up capital and free reserves

&

To consider and approve matter of authorization to the Board to mortgage/create charge on the assets of the Company for its borrowings - Special Resolution:-

As per the provisions of Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the Shareholders in General Meeting by passing a Special Resolution, borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

The shareholders, at their Extra Ordinary General Meeting held on 9 August, 2021 authorized the Board with the total borrowing limits upto ₹ 100.00 Crore (Rupees One Hundred Crore only). Taking into consideration the growth in the business operations, foreseeable future plans and the existing credit facilities availed by the Company, it would be in the interest of the Company to enhance the borrowing limit. Keeping in view the existing and future financial requirements to support the business operations of the Company, it is proposed to increase the maximum borrowing limit up to ₹ 500.00 Crore (Rupees Five Hundred Crore only). For the said proposal the shareholders' approval u/s 180(1)(c) and 180(1)(a) is required.

The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/or immovable properties of the

Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s).

The mortgage and/or charge by the Company of its movable and/or immovable properties and/or the whole or any part of the under taking(s) of the Company in favour of the lenders/agent(s)/trustees. Further, the Company in certain events of default by the Company, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180 (1)(a) of the Companies Act, 2013. Hence it shall be necessary to obtain approval for the same from the Shareholders.

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

The Board recommends this Special Resolutions at item no. 8 and 9 for your approval.

ITEM NO. 10

Approval to increase the threshold of loans/ guarantees, providing securities and making investments in securities under section 186 of the companies act, 2013 - Special Resolution:-

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of ₹ 300/- Crore (Rupees Three Hundred Crore Only) as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 10 for approval by the members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 11**Approval for giving loans or guarantees or providing security under section 185 of the companies act, 2013 - Special Resolution:-**

Pursuant to Section 185 of the Companies Act, 2013 (“the Act”), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of ‘a person in whom any of the director of the Company is interested’ as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the “Entities”), from time to time, for the purpose of capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item no. 11 of the notice.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing Company for its principal business activities only.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules 2014 as amended till date particulars of the transactions with Yamuna Bio Energy Private Limited are as follows:

Particulars	Remarks
Name of Related Parties	Yamuna Bio Energy Private Limited
Name of the Director or KMP who is related	Mr. Gaurang Shah, Mrs. Bhaviniben Shah & Mrs. Dhruti Shah
Nature of Relationship	Enterprise over which Director has significant influence and Company which is in the process of amalgamating with our Company.
Monetary Value	The estimated aggregate value of contracts/arrangements value for the matters proposed in the resolution shall not exceed ₹ 250/-Crore (Rupees Two Hundred Fifty Crore Only) in the FY 2023-24 with Yamuna Bio Energy Private Limited.

or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 12**To Approval of the Related Party Transactions with Yamuna Bio Energy Private Limited - Ordinary Resolution:-**

Section 188 of the Companies Act 2013 and the applicable Rules framed thereunder provided that any related party transaction will require prior approval of shareholders through ordinary resolution if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Yamuna Bio Energy Private Limited is related parties with reference to the Company within the meaning of Clause (76) of section 2 of the Companies Act 2013.

The value of proposed aggregate transactions with Yamuna Bio Energy Private Limited is likely to exceed the said threshold limit during the financial year 2023-24.

Accordingly transaction(s) entered with Yamuna Bio Energy Private Limited comes within the meaning of Related Party Transaction(s) in terms of provisions of the Act applicable rules framed thereunder. Hence approval of the shareholders is being sought by way of Ordinary Resolution as per our related party transactions policy for the said Related Party Transaction(s) proposed to be entered by our Company with Yamuna Bio Energy Private Limited in the financial year 2023-24. Although approval of the shareholders would not be required under the provisions of Section 188 of the Companies Act 2013 and the rules made thereunder and as amended from time to time due to the reason that transactions with related party are in the ordinary course of business and at the arm's length basis the same is being sought as an abundant precautionary measure.

Particulars	Remarks
Nature materials terms and particulars of the Contracts/arrangements	Purchase and Sale of Products and Raw Materials (excluding Transportation expenses and other related Income and Expenses) and these are dependent on the requirement of both companies for its products and raw materials from time to time and the ability to supply. However such transactions would be in ordinary course of the Company's business and at the arm's length basis.
Any advance paid or received for the contracts/arrangements	As per industry norms customs and usages.
Tenure of contracts/arrangement	FY2023-24
Any other information relevant or important for the members to take a decision on the proposed resolution	NIL

Except Mr. Gaurang Shah, Mrs. Bhaviniben Shah & Mrs. Dhruvi Shah, their relatives and entire Promoters' Group, none of other Director(s) and Key Managerial Personnel(s) and their relative(s) is/are, in any way, concerned or interested in the said resolution. Since, entire Promoters and Promoters' Group may construe as Related Party to this transaction, all entities falling under the definition of Promoters and Promoters' Group of the Company shall abstain from voting for this resolution.

The Board of Directors recommends passing of the resolution as set out item no. 12 of this Notice as Ordinary Resolution.

ITEM NO. 13

To Approval of the related party transactions with subsidiary Company "Kotyark Agro Private Limited - Ordinary Resolution:-

Section 188 of the Companies Act 2013 and the applicable Rules framed thereunder provided that any related party transaction will require prior approval of shareholders through ordinary resolution if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Kotyark Agro Private Limited is a wholly Owned Subsidiary Company of Kotyark Industries Limited, a related party within the meaning of Section 2(76) of the Companies Act, 2013.

The value of proposed aggregate transactions with Kotyark Agro Private Limited is likely to exceed the said threshold limit during the financial year 2023-24.

Accordingly transaction(s) entered with Kotyark Agro Private Limited comes within the meaning of Related Party Transaction(s) in terms of provisions of the Act applicable rules framed thereunder. Hence approval of the shareholders is being sought by way of Ordinary Resolution as per our related party transactions policy for the said Related Party Transaction(s) proposed to be entered by our Company with Kotyark Agro Private Limited in the financial year 2023-24.

Although approval of the shareholders would not be required under the provisions of Section 188 of the Companies Act 2013 and the rules made thereunder and as amended from time to time due to the reason that transactions with related party are in the ordinary course of business and at the arm's length basis the same is being sought as an abundant precautionary measure.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules 2014 as amended till date particulars of the transactions with Kotyark Agro Private Limited are as follows:

Particulars	Remarks
Name of Related Parties	Kotyark Agro Private Limited
Name of the Director or KMP who is related	N.A.
Nature of Relationship	Wholly Owned Subsidiary Company
Monetary Value	The estimated aggregate value of contracts/arrangements value for the matters proposed in the resolution shall not exceed ₹ 100/- Crore (Rupees One Hundred Crore Only) in the FY 2023-24 with Kotyark Agro Private Limited

Particulars	Remarks
Nature materials terms and particulars of the Contracts/arrangements	Borrowings/availing of Loans and advances/Investments, Guarantees, subscriptions in securities as may be required from time to time by the Company. However such transactions would be in ordinary course of the Company's business and at the arm's length basis.
Any advance paid or received for the contracts/arrangements	As per industry norms customs and usages.
Tenure of contracts/arrangement	FY 2023-24
Any other information relevant or important for the members to take a decision on the proposed resolution	NIL

None of other Director(s) and Key Managerial Personnel(s) and their relative(s) is/are, in any way, concerned or interested in the said resolution.

The Board of Directors recommends passing of the resolution as set out item no. 13 of this Notice as Ordinary Resolution.

ITEM NO. 14

To approval of Related party Transaction with Mr. Gaurang Rameshchandra Shah, Managing Director of Company - Ordinary Resolution:-

The Shareholders are requested to approve related party transactions with Mr. Gaurang Rameshchandra Shah for the purpose of Rent of office Premises situated at A/3, 02nd Floor, Shree Ganeshnagar Housing Society, Ramakaka Temple Road, Chhani, Vadodara 391740, Gujarat. The said office is owned by Mr. Gaurang Rameshchandra Shah and is used by the Company as its registered office and for the business purpose of the Company. The office is furnished and the rent includes the use of furniture.

The transaction is in the ordinary course of business and at arm's length and are not material but the Company, as a matter of abundant caution and prudent corporate practice, proposes to obtain approval of shareholders by way of ordinary resolution. The transactions have been approved by the Audit Committee and also by the Board of Directors subject to the approval of Members by way of an ordinary resolution. The prescribed Rent payable under the contracts shall be competitive, shall be based on the prevailing market price, shall not be prejudicial to the interest of either parties and shall be at arm's length, on the basis of comparable uncontrolled price other than with associate enterprise. Your Directors recommend resolution in item number 14 as Ordinary Resolution for approval of the members.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Resolution except Mr. Gaurang Rameshchandra Shah, Managing Director of the Company.

The Board of Directors recommends passing of the resolution as set out item no. 14 of this Notice as Ordinary Resolution.

ITEM NO. 15

Revision in the remuneration of Mrs. Dhruvi Mihir Shah, Whole-Time Director (DIN: 07664924) of the Company - Special Resolution:-

Mrs. Dhruvi Mihir Shah was appointed as Whole-Time Director of the Company with effect from August 9, 2021 for a period of 5 years at the Extra Ordinary General Meeting of the shareholders held on August 9, 2021

Mrs. Dhruvi Mihir Shah manages the day-to-day affairs of the Company. As a strategic planner with a hands-on approach, she has been instrumental in the growth of the Company to this level. She has overall experience of over 10 years in the field of this industry. Under her guidance our Company has witnessed continuous growth. She has sound accounting and commercial knowledge. She brings to the Company her invaluable business acumen and the most critical experience of success.

Taking into consideration the increased business activities of the Company coupled with higher responsibilities cast on Mrs. Dhruvi Mihir Shah, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company, at its meeting held on September 2, 2023, has approved the proposal to increase the remuneration of Mrs. Dhruvi Mihir Shah, Whole-Time Director subject to the approval of shareholders, as set out in the resolution being item no. 15 of the accompanying notice w.e.f. September 1, 2023 for the remaining period of her tenure i.e. up to August 8, 2026.

Minimum Remuneration: Where in any financial year, during the currency of the tenure of Mrs. Dhruvi Mihir Shah as Whole-Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to her by way of salary, perquisites and allowances as specified in the resolution being item no 15 of the accompanying notice as minimum

remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time

The Nomination and Remuneration Committee at its meeting held on September 2, 2023 has already approved the above remuneration payable to Mrs. Dhruti Mihir Shah, Whole-time Director of the Company. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

The proposed revision in remuneration above is well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act and hence approval of Central Government is not required for the above revision in remuneration.

Except for the aforesaid revision in salary, all other terms and conditions of his appointment as

Whole-Time Director of the Company as approved by the members of the Company shall remain unchanged.

Considering Mrs. Dhruti Mihir Shah experience in the Company, and the trend in the industry, the terms of his remuneration are considered to be fair, just and reasonable and are commended for your approval.

Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of Members.

None of the Directors, Key Managerial Personnel and their relatives, except Mrs. Dhruti Mihir Shah and her relative, are in any way, concerned or interested in the said resolution.

A detailed statement as per requirements of the provisions of Section II part II of schedule V has been annexed with the notice.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013.

I. General Information

(1)	Nature of Industry	Manufacturing Industry
(2)	Date or Excepted date of Commencement of Commercial Production	December 30, 2016
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial Institution appearing in the prospectus	Not Applicable
(4)	Financial Performance based on given indicators	Given in this Annual Report
(5)	Foreign Investments or Collaborations, if any	NIL

II. Information about Appointee

(1)	Age	Mrs. Dhruti Mihir Shah, aged 33 Years
(2)	Qualifications	Master of Commerce and Master in Business Administration
(3)	Experience	She has overall experience of over 10 years in the field of this industry. Under her guidance our Company has witnessed continuous growth.
(4)	Details of Remuneration	As per Resolution
(5)	Past Remuneration:	Mrs. Dhruti Mihir Shah, was appointed on the Board on as Whole-Time Director on August 9, 2021 and approved by the shareholders at the Extra Ordinary General Meeting held on August 9, 2021 for a period of 5 years at an annual remuneration of ₹ 1,20,000 Per Month.
(6)	Date of First Appointment	December 30, 2016
(7)	Shareholding in the Company	90,375 Shares
(8)	Relationship with others directors and KMP	NIL
(9)	Directorship in other Board	Director in M/s. Yamuna Bio Energy Private Limited.
(10)	Membership/Chairperson of Committees of Company	Member of Stakeholders Relationship Committee

(11)	No. of meetings attended during the financial year 2022-23	Attendance of Meeting during FY 2022-23 1. Board Meeting - 17 out of total 17 2. Stakeholders Relationship Committee - 4 out of 4
(12)	Recognition or awards	NIL
(13)	Job profile and her suitability	Mrs. Dhruvi Mihir Shah is Whole-Time Director of the Company and has an experience of over 10 years in the field of this industry. She has sound accounting and commercial knowledge. She brings to the Company her invaluable business acumen and the most critical experience of success.
(14)	Remuneration proposed	The terms of remuneration proposed are detailed in the Resolution.
(15)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of her origin)	For the responsibility shouldered by Mrs. Dhruvi Mihir Shah, Whole-Time Director of the Company in driving the Company's growth plans, the remuneration paid to him is commensurate and compares favorably with the Compensations paid to the business heads of liked sized and similarly positioned businesses.
(16)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	NIL

Annexure to Notice of 07th Annual General Meeting

Details of Directors seeking appointment/re-appointment at the 07th Annual General Meeting

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 of the General Meeting

Name of the Director	Mrs. Bhaviniben Gaurang Shah
DIN:	06836934
Designation	Director (Non-Executive)
Date of Birth	December 22, 1976
Date of Appointment	July 24, 2021
Terms and Conditions of Appointment/Re-appointment	In the Extra Ordinary General Meeting held on July 24, 2021, she was appointed as executive director of the Company and In the In the Extra Ordinary General Meeting held on August 9, 2021.
Qualifications	Diploma in Mechanical Engineering and Diploma in Computer Application.
Experience	Mrs. Bhaviniben Gaurang Shah, aged 46 years is the Director of our Company. She having education in Diploma in Mechanical Engineering and Diploma in Computer Application She is having experience of more than 08 years in Marketing and excellent management skill and leadership qualities.
No. of Equity Shares held in the Company	8,68,200
Remuneration last Drawn	NIL
Directors in other Company	Yamuna Bio Energy Private Limited.
Membership of committees	Member of Nomination and Remuneration Committee of Kotyark Industries Limited.
No. of meetings attended during the financial year 2022-23	Attendance of Meeting during FY 2022-23 1. Board Meeting - 16 out of total 17 2. Nomination and Remuneration Committee - 3 out of 4
Inter relationship	Spouse of Managing Director of the Company.

Additional information about Statutory Auditors pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided below for Item No. 5:

Terms of Appointment	Re-appointment of M/s. Manubhai & Shah LLP, Chartered Accountants, Ahmedabad (FRN: 106041W and Peer Review No. W100136), for One year as the Statutory Auditors of the Company from the conclusion of this 07 th AGM till the conclusion of the 08 th AGM to be held in the year 2024.
Proposed Audit fees payable to Auditor and material change in fee payable	such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors plus applicable service tax and out of pocket expenses incurred by them for the purpose of audit and with a power to the Board of Directors/Audit Committee to alter and vary the terms and conditions of appointment, revision in the remuneration in such manner and to such extent as may be mutually agreed with the Statutory Auditors.
Basis of recommendation and Auditor credentials	<p>M/a. Manubhai & Shah was established in 1975 by Mr. Manubhai Patel who started his practice in the year 1959. It was converted into LLP on April 1, 2016. Over the years Manubhai & Shah LLP has developed into one of the leading Chartered Accountancy firms in india with a global client base. The firm is able to offers broad spectrum of services to its clients.</p> <p>M/s. Manubhai & Shah LLP is a member of an international network of professional accounting firms. It is positioned to provide clients with a global delivery model. The firm is having highly experienced knowledgeable, young, enthusiastic and techno savvy partners. It has absorbed majority of the partners from within the firm. The firm has gained confidence of the clients over decades of their association with the firm.</p>

Directors' Report

To,
Dear Shareholders,

The Board of Directors is pleased to present its 07th Annual Report on the Business and Operations of your Company ("the Company") and the Standalone and Consolidated Audited Financial Statements for the Financial Year ended March 31, 2023.

FINANCIAL PERFORMANCE SUMMARY:

The summarized financial performance highlight is as mentioned below:

(₹ in lakhs)

Name of Shareholder	F.Y. 2022-23		F.Y. 2021-22	
	Standalone	Consolidated	Standalone	Consolidated
Revenue From Operations	11,356.23	11,356.23	15,604.59	N.A.
Other Income	0.76	0.76	29.51	
Total Income	11,356.99	11,356.99	15,634.10	
Operating expenditure before Finance cost, depreciation and amortization	9,571.16	9,572.61	14,328.97	
Earnings before Finance cost, depreciation and amortization (EBITDA)	1,785.83	1,784.38	1,305.13	
Less: Depreciation	92.64	92.64	98.75	
Less: Finance Cost	141.24	141.25	49.75	
Profit Before Tax	1,551.95	1,550.49	1,156.63	
Less: Current Tax	394.00	394.00	294.75	
Less: Short/Excess provision for Income Tax	11.29	11.29	3.03	
Less: Deferred tax Liability (Asset)	0.04	0.04	(5.19)	
Profit after Tax	1146.62	1,145.16	864.04	

Previous year figures have been regrouped/re-arranged wherever necessary.

BUSINESS OVERVIEW:

Financial performance:

During the financial year 2022-23 the Standalone revenue from operation stood at ₹ 11,356.23 lakhs as compared to ₹ 15,604.59 lakhs during the previous financial year 2021-22, revenue from operations decreased by 27.23% in FY 2022-23 as compared to FY 2021-22. The standalone other income of the Company stood at ₹ 0.76 lakhs in the financial year 2022-23 as compared to ₹ 29.51 lakhs in previous financial year 2021-22.

Further, during the financial year 2022-23, the Standalone total expenses have decreased to ₹ 9,805.04 lakhs from ₹ 14,477.47 lakhs in the previous financial year 2021-22. The standalone Net Profit for the financial year 2022-23, stood at ₹ 1,146.62 lakhs in comparison to profit of ₹ 864.04 lakhs in previous year 2021-22 i.e. Increase in net profit by 32.70% as compared to previous year.

Other Business Achievements during Financial Year 2022-23:

- During the financial Year, We have submitted the OMC tender and received Massive Order of Supply of Bio Diesel of ₹ 7.40 crores. From IOC, HPCL, BPCL

for Various location in Gujarat by Kotyark Industries Limited and also received Massive Order of Supply of Bio Diesel of ₹ 44.42 crores. from IOC, HPCL, BPCL for Various location in Gujarat by Yamuna Bio Energy private Limited (Amalgamating Company, a Company which is under process of amalgamation with our Company Kotyark Industries Limited) for various location in Gujarat.

- On January 17, 2023, Company had successfully completed of its pilot project to process its key byproduct i.e., crude glycerine into glycerine (with different purity variants) that has a diverse set of applications ranging from biodegradable plastics, paints & coatings, pharmaceuticals, cosmetics, cleaning agents, and edible oil refineries among others at the existing biodiesel facility of the Company located at Swaroopganj, Rajasthan. This pilot plant facility with a production capacity of 4 MT per day has been set up in its existing biodiesel facility located at Swaroopganj, District Sirohi, RIICO, Rajasthan with an investment of ₹ 90 lakhs. In the current pilot manufacturing capacity, the Company can generate a sales turnover of ₹ 5-6 crores annually. Production from this unit has successfully commenced, and the Company is currently working on expanding this project with a full-fledged commercial scale

facility. Taking cue from the initial success of this plant, abundant availability of crude glycerine from existing biodiesel operations & from the market, and a ready market opportunity; the Company has decided to set up a larger facility with a capacity of 70 MT per day. This project will involve a CAPEX of ₹ 12-14 crores and will be financed from internal accruals. This will add another growth opportunity for the Company, as the Company sees potential for glycerine to grow into a business of its own standing. It allows the Company to diversify revenue stream from being a single-product Company, further given the export potential of glycerine, Company can also look at geographical diversification from this product in the coming years.

- On January 19, 2023, Company has received exemption letter from state of Rajasthan, which has granted 100% exemption from electricity duty and 75% exemption from state GST for a period of 5 years and 295 days (Five years and Two Hundred and Ninety Five days) for our facility located at Plot No. F-86 to F-90, RIICO Industrial area, Swaroopganj, Sirohi, Rajasthan-307023 under the Rajasthan Investment Promotion Scheme, 2019 (RIPS, 2019)

Other Business Achievements After the Financial Year:

- During the financial Year, We have submitted the OMC tender and received allocation sheet after the end of Financial year and Company grab Tender of procurement of Bio Diesel from IOC, HPCL, BPCL amounting to ₹ 115.90 crores by Kotyark Industries Limited and Tender by Yamuna Bio Energy private Limited (Amalgamating Company, a Company which is under process of amalgamation with our Company Kotyark Industries Limited) from IOC, HPCL, BPCL amounting to ₹ 78.50 crores for various location in Gujarat and Rajasthan Terminals in India.
- After the end of financial Year, we have submitted the OMC tender and received allocation sheet after the end of the first quarter of financial year 2023-24 and Company grab Tender of procurement of Bio Diesel from IOC, HPCL, BPCL amounting to ₹ 154.00 crores (approx) by Kotyark Industries Limited and Tender by Yamuna Bio Energy private Limited (Amalgamating Company, a Company which is under process of amalgamation with our Company Kotyark Industries Limited) from IOC, HPCL, BPCL amounting to ₹ 24.00 crores (approx.) for various location in Gujarat, Rajasthan, Maharashtra, Madhya Pradesh and Haryana Terminals in India.

CONSOLIDATED AUDITED FINANCIAL STATEMENTS:

Pursuant to the provisions of Sections 129 and 133 of the Act read with the Companies (Accounts) Rules, 2014 and as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company has prepared Consolidated Audited Financial

Statements consolidating financial statements of its wholly owned subsidiary namely "Kotyark Agro Private Limited" with its financial statements in accordance with the applicable provisions.

The Consolidated Audited Financial Statements along with the Independent Auditors' Report thereon are annexed and forms part of this Report and the summarized consolidated financial position is provided in financial highlights stated above.

DIVIDEND:

The Board of Directors of the Company, in its Meeting held on May 15, 2023 recommended a dividend of ₹ 5/- (Rupees Five Only) per Equity Shares of ₹ 10/- each., subject to the approval of shareholders at the forthcoming Annual General Meeting. The dividend, when approved, will entail payment to shareholders of ₹ 436.72 lakhs. It will be tax free income in the hands of recipients till the amount of dividend does not exceed ₹ 5000.00.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

There was no unpaid/unclaimed dividend. Hence, no amount is required to be transferred to Investor Education and Protection Fund.

TRANSFER TO GENERAL RESERVE:

Your Directors do not propose to transfer any amount to the General Reserves. Full amount of net profit are carried to reserve & Surplus account of the Company.

CHANGE IN NATURE OF BUSINESS:

During the year, the Company has not changed its business or object and continues to be in the same line of business as per the main object of the Company.

ALTERATION OF AOA:

During the year under review, Company has passed Special resolution at the annual general meeting held on September 22, 2022:

- The existing sub-clause (2) of Article No. 14 be deleted from the Articles of Association of the Company.
- Clause 14(3) be renumbered as Clause 14(2).

CHANGE IN REGISTERED OFFICE:

During the year, there was no change in Registered Office of the Company.

SUBSIDIARIES OF THE COMPANY:

The Company incorporated one wholly owned subsidiary Company namely "KOTYARK AGRO PRIVATE LIMITED" on July 7, 2022 registered with Registrar of Companies, Ahmedabad, Gujarat. Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 ("Act"), a statement containing salient features of the financial statements of "KOTYARK AGRO PRIVATE LIMITED" in Form AOC - 1 is annexed as **Annexure - A** forms part of this Annual Report.

ASSOCIATES AND JOINT VENTURE OF THE COMPANY:

During the financial year under review, the Company had no joint venture/associate Company.

MATERIAL ACQUISITIONS/ AMALGAMATIONS/MERGERS/ REVALUATION OF ASSET/DISINVESTMENT OF BUSINESS/UNDERTAKING:

During the year under review, the Board at its meeting held on August 10, 2022, Approved the Scheme of Amalgamation ("Scheme") of Yamuna Bio Energy Private Limited ("YBEPL") ("Transferor Company") with the Kotyark Industries Limited ("KIL") ("Transferee Company") and their respective shareholders and creditors, on the recommendation of the Audit Committee and Independent Directors at their respective meetings held on that date. The Company had filed the Scheme with the Stock Exchanges viz., National Stock Exchange of India Limited ("NSE") for "No Objection Certificate".

During the year under review, NSE by their letter dated December 23, 2022, issued to the Company their "No Objection" on the Scheme, in terms of Regulation 94 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT, and based on their No Objection, the Company filed an application with Hon'ble National Company Law Tribunal, Ahmedabad Bench, ("Hon'ble NCLT") for approval of the Amalgamation Scheme.

Hon'ble National Company Law Tribunal (NCLT), Ahmedabad Bench has issued an order dated April 26, 2023 for the convening the meeting of the Shareholders of the Kotyark Industries Limited (Transferee Company) and Meeting of Shareholders and unsecured Creditors of Yamuna Bio Energy Private Limited (Transferor Company) on June 9, 2023 for the approval of Scheme of Amalgamation of M/s. Yamuna Bio Energy Private Limited with M/s. Kotyark Industries Limited.

Pursuant to the directions of Hon'ble NCLT, both the Transferee Company and Transferor has successfully convened the respective meeting on June 9, 2023 and Shareholders and unsecured Creditors of respective meeting has approved the resolution of Scheme of Amalgamation of the Companies.

After the approval of Shareholders of transferee Company and Shareholders and Unsecured Creditors of Transferor Company, application is filed with NCLT. The National Company Law Tribunal, Ahmedabad Bench has admitted the application vide CP (CAA)/31(AHM) 2023 seeking sanction to the Composite Scheme of Amalgamation of Yamuna Bio Energy Private Limited with Kotyark Industries Ltd and their respective shareholders and creditors and the petition is fixed for hearing on September 04, 2023 and NCLT directed therein notice to calling for objections, if any, on or before the date of hearing.

CHANGE IN CAPITAL STRUCTURE:

During the year under review, The paid up share capital of the Company has been increased from ₹ 8,27,49,000.00 (Rupees Eight Crore Twenty Seven Lakhs Forty Nine Thousand Only) divided into 82,74,900 Equity Shares of ₹ 10/- each to ₹ 8,73,43,000 (Rupees Eight Crore Seventy Three Lakhs Forty Three Thousand Only) divided into ₹ 87,34,300 Equity shares of ₹ 10/- each by way of issue of 4,59,400 Equity shares on Preferential basis during the year 2022-23.

I. Authorized Capital

Authorized Capital of the Company is ₹ 9,00,00,000.00 (Rupees Nine Crore Only) divided into 90,00,000 Equity shares of ₹ 10/- each at the end of the Financial Year 2022-23.

During the year, there was no change in the Authorized Capital of the Company.

II. Issued, Subscribed & Paid-Up Capital

The details of Allotments made during the Financial Year 2022-23 are given as under:

- The Board of Directors in their Meeting held on September 30, 2022, approved, issue & Allotted 4,59,400 Equity Shares on preferential Basis of Face Value of ₹ 10/- each fully paid at Issue Price of ₹ 450/-. The entire issue proceeds have been utilized as stated in the Offer Document, in the financial year 2022-23.

The objects of issue/IPO and utilization of fund under Preferential Issue of Equity Shares are as under:

(₹ in lakhs)			
Sr. No.	Objects	Allocation	Fund Utilization
1.	The proceeds of the preferential offer are proposed to be used for prepayment of borrowings of the Company, meeting future funding requirements, working capital and other general corporate purposes of the Company.	2067.30	2067.30
Total		2067.30	2067.30

There was no deviation/variation in the utilization of the funds raised through issue of equity shares on preferential basis.

2. Issued, Subscribed and Paid up Capital of the Company is ₹ 8,73,43,000 (Rupees Eight Crore Seventy Three Lakhs Forty Three Thousand Only) divided into 87,34,300 Equity shares of ₹ 10/- each at the end of the Financial Year 2022-23.

LISTING INFORMATION:

The equity shares of your Company are listed on the following stock exchange(s) under the ISIN:

Name of Stock Exchange	The National Stock Exchange of India
Platform	SME Platform
Symbol	KOTYARK
ISIN	INEOJOB01017

DEMATERIALIZATION OF SHARES:

The Company has entered into Tripartite Agreement with the depositories, National Securities Depository Limited and Central Depository Service (India) Limited for providing Demat facility to its Shareholders. For the purpose, the Company has appointed M/s. Kfin Technologies Limited, as its registrar and Share Transfer Agent. Further, all the outstanding shares of the Company as on March 31, 2023 are in dematerialized form.

PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS & SECURITY:

Details of Loans, Guarantees, Investments and Security covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statement.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There is no change in the composition of the Board of Directors during the financial year 2022-23.

None of the Directors is disqualified as on March 31, 2023 from being appointed as a Director under Section 164 of the Act.

(I) Constitutions of Board:

As on the date of this report, the Board comprises of the following Directors:

Name of Director	Category Cum Designation	Date of Original Appointment	Date of Appointment at current Term & designation	Total Directorships in other co. ²	No. of Committee ¹		No. of Shares held as on March 31, 2023
					in which Director is Members	in which Director is Chairman	
Mr. Gaurang Rameshchandra Shah	Chairman & Managing Director	December 12, 2018	August 9, 2021 Chairman & Managing Director	1	1	-	42,58,025 Equity Shares
Mrs. Dhruvi Shah	Whole-Time Director	December 30, 2016	August 9, 2021 Whole-Time Director	1	1	-	90,375 Equity Shares
Mrs. Bhavini Shah	Non-Executive Director	July 24, 2021	August 9, 2021 Non-Executive Director	1	1	-	8,68,200 Equity Shares
Mr. Akshay Shah	Non-Executive Independent Director	August 9, 2021	August 9, 2021 Non-Executive Independent Director	2	1	2	-
Mr. Harsh Parikh	Non-Executive Independent Director	August 9, 2021	August 9, 2021 Non-Executive Independent Director	-	2	1	-

¹ Committee includes Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee across all Public Companies including our Company.

² Excluding Section 8 Company, Struck off Company, Amalgamated Company and LLPs.

The composition of Board complies with the requirements of the Companies Act, 2013 ("Act"). Further, in pursuance of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is exempted from the requirement of having composition of Board as per Regulation 17 of Listing Regulations.

(II) Composition of Key Managerial Personnel (KMP):

During financial year 2022-23, In accordance with Section 203 of the Companies Act, 2013, the Company has Mr. Gaurang Rameshchandra Shah who is acting as Chairman and Managing Director & Mrs. Dhruvi Shah as Whole-Time Director of the Company.

Company has appointed Mr. Priyanka Atodaria as Chief Financial Officer of the Company w.e.f. August 13, 2022 & the Company appointed Mr. Bhavesh Nagar as a Company Secretary and Compliance Officer of the Company w.e.f. December 1, 2022.

(III) Appointment/Cessation of Directors/ KMP during the Year:

During the Financial year 2022-23 following changes took place:

- Mr. Parth Kansara tendered his resignation as Chief Financial Officer of the Company w.e.f. August 12, 2022. The Company has in his place, appointed Ms. Priyanka Atodaria as a Chief Financial Officer of the Company w.e.f. August 13, 2022.
- Ms. Nikita Boonlia tendered her resignation from the post of Company secretary w.e.f. July 6, 2022 and Ms. Urvi Bhupendra Shah tendered her resignation from the post of Company secretary w.e.f. October 28, 2022.
- The Company has appointed Mr. Bhavesh Bachubhai Nagar as Company Secretary & Compliance Officer of the Company w.e.f. December 1, 2022.

(IV) Retirement by rotation:

Mrs. Bhavini Gaurang Shah (DIN: 06836934), director, is liable to retire by rotation at the ensuing Annual General Meeting, pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and being eligible have offered herself for re-appointment.

Appropriate business for her re-appointment is being placed for the approval of the shareholders of the Company at the ensuing AGM. The brief resume of

the Director and other related information has been detailed in the Notice convening the ensuing AGM of the Company.

The relevant details, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard, of the person seeking re-appointment/appointment as Director are also provided in Notes to the Notice convening the 07th Annual General meeting.

(V) Disclosure by Directors:

The Directors on the Board have submitted notice of interest under Section 184(1) i.e. in Form MBP 1, intimation under Section 164(2) i.e. in Form DIR 8 and declaration as to compliance with the Code of Conduct of the Company.

None of the Director of the Company is serving as a Whole-Time Director in any other Listed Company and the number of their directorship is within the limits laid down under section 165 of the Companies Act, 2013.

(VI) Declaration by the independent directors:

In terms of Section 149 of the Companies Act, 2013 and rules made there under, the Company has two Non-Executive Independent Directors in line with the act. The Company has received necessary declaration from each Independent Director under Section 149(7) of the Companies Act, 2013 that they meet the criteria of independence laid down in Section 149(6) of the Act. All the Independent Directors of the Company have registered themselves in the Independent Director Data Bank. Further, In the opinion of the Board, all our Independent Directors possess requisite qualifications, experience, expertise including the Proficiency and hold high standards of integrity for the purpose of Rule 8(5)(iia) of the Companies (Accounts) Rules, 2014.

A separate meeting of Independent Directors was held on August 10, 2022 to approve the Scheme of Amalgamation and March 22, 2023 to review the performance of Non-Independent Directors and Board as whole and performance of Chairperson of the Company including assessment of quality, quantity and timeliness of flow of information between Company management and Board.

BOARD MEETING:

The Board of the Company regularly meets to discuss various Business opportunities. Additional Board meetings are convened, as and when required to discuss and decide on various business policies, strategies and other businesses.

During the year under review, Board of Directors of the Company met 17 (Seventeen) times as May 11, 2022, June 17, 2022, July 7, 2022, August 10, 2022, August 13, 2022, August 22, 2022, August 23, 2022, September 30, 2022, October 6, 2022, October 10, 2022, November 4, 2022, November 11, 2022, November 17, 2022, December 20, 2022, February 8, 2023, March 18, 2023, March 22, 2023.

The details of attendance of each Director at the Board Meetings are given below:

Name of Director	Date of Original Appointment	Date of Cessation	Number of Board Meetings Eligible to attend	Number of Board Meetings attended	Presence at the Previous AGM of F.Y. 2021-22
Mr. Gaurang R. Shah	12/12/2018	-	17	17	Yes
Mr. Dhruvi Shah	30/12/2016	-	17	17	Yes
Mrs. Bhavini Shah	24/07/2021	-	17	16	Yes
Mr. Akshay Shah	09/08/2021	-	17	16	Yes
Mr. Harsh Parikh	09/08/2021	-	17	14	Yes

The gap between two consecutive meetings was not more than one hundred and twenty days as provided in section 173 of the Act.

GENERAL MEETINGS:

During the year under review, the following General Meetings were held, the details of which are given as under:

Sr. No.	Type of General Meeting	Date of General Meeting
1.	Extra Ordinary General Meeting	September 16, 2022
2.	Annual General Meeting	September 22, 2022

COMMITTEES OF BOARD

The Board of Directors, in line with the requirement of the act, has formed various committees, details of which are given hereunder.

(I) Audit Committee:

The Company has formed audit committee in line with the provisions Section 177 of the Companies Act, 2013.

During the year under review, Audit Committee met 5 (Five) times viz. on May 11, 2022, August 10, 2022, August 13, 2022, November 11, 2022 and February 8, 2023.

The composition of the Committee and the details of meetings attended by its members are given below:

Name	Category	Designation	Number of meetings during the financial year 2022-23	
			Eligible to attend	Attended
Akshay Jayrajbhai Shah	Non-Executive Independent Director	Chairperson	5	5
Harsh Mukeshbhai Parikh	Non-Executive Independent Director	Member	5	5
Gaurang R. Shah	Chairman & Managing Director	Member	5	5

The Statutory Auditors of the Company are invited in the meeting of the Committee wherever requires. Company Secretary and Chief Financial Officer of the Company is the regular invitee at the Meeting.

Recommendations of Audit Committee, wherever/whenever given, have been accepted by the Board of Directors.

Audit Committee Policy:

The Audit Committee Policy, as adopted by the Board of Directors, is placed on the website of the Company at www.kotyark.com.

Whistle Blower Policy/Vigil Mechanism:

The Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy. The policy enables the employees to report to the management instances of unethical behavior actual or suspected fraud or violation of Company's Code of Conduct.

Further the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate safe guards against victimization of the Whistle Blower who avails of such mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases. The functioning of vigil mechanism is reviewed by the Audit Committee from time to time.

The Company hereby affirms that no Director/employee have been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

The Whistle Blower Policy of the Company is available on the website of the Company at www.kotyark.com.

(II) Stakeholder's Grievance & Relationship Committee:

The Company has constituted Stakeholder's Grievance & Relationship Committee mainly to focus on the redressal of Shareholders'/Investors' Grievances, if any, like Transfer/Transmission/Demat of Shares; Loss of Share Certificates; Non-receipt of Annual Report; Dividend Warrants, etc.

During the year under review, Stakeholder's Relationship Committee met 4 (Four) times viz. on May 11, 2022, August 13, 2022, November 4, 2022 and February 8, 2023.

The composition of the Committee and the details of meetings attended by its members are given below:

Name	Category	Designation	Number of meetings during the financial year 2022-23	
			Eligible to attend	Attended
Harsh Mukeshbhai Parikh	Non-Executive Independent Director	Chairperson	4	4
Akshay Jayrajbhai Shah	Non-Executive Independent Director	Member	4	4
Dhruti Mihir Shah	Whole-Time Director	Member	4	4

During the year, the Company had not received 11 Queries/complaints from the Shareholders on e-mail and all the queries/complaints were resolved. There was no complaint pending as on March 31, 2023.

Stakeholder's Relationship Policy:

The Stakeholder's Relationship Policy, as adopted by the Board of Directors, is placed on the website of the Company at www.kotyark.com.

(III) Nomination and Remuneration Committee:

The Company has formed Nomination and Remuneration committee in line with the provisions of Section 178 of the Companies Act, 2013. Nomination and Remuneration Committee meetings are generally held for identifying the persons who are qualified to become Directors and may be appointed in senior management and recommending their appointments and removal.

During the year under review, Nomination and Remuneration Committee met 4 (Four) times viz. on July 7, 2022, August 13, 2022, November 11, 2022 and March 22, 2023.

The composition of the Committee and the details of meetings attended by its members are given below:

Name	Category	Designation	Number of meetings during the financial year 2022-23	
			Eligible to attend	Attended
Akshay Jayrajbhai Shah	Non-Executive Independent Director	Chairperson	4	4
Harsh Mukeshbhai Parikh	Non-Executive Independent Director	Member	4	4
Bhavini Gaurang Shah	Non-Executive & Non-Independent	Member	4	3

Nomination and Remuneration Policy:

Nomination and Remuneration Policy in the Company is designed to create a high performance culture. It enables the Company to attract motivated and retained manpower in competitive market, and to harmonize the aspirations of human resources consistent with the goals of the Company. The Company pays remuneration by way of salary, benefits, perquisites and allowances to its Executive Directors and Key Managerial Personnel. Annual increments are decided by the Nomination and Remuneration Committee within the salary scale approved by the members and are effective from April 1 of each year.

The Nomination and Remuneration Policy, as adopted by the Board of Directors, is placed on the website of the Company at www.kotyark.com.

PERFORMANCE EVALUATION:

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of Section 134(3)(p) the Companies Act, 2013 read with Rule 8(4) of the Companies (Accounts) Rules, 2014, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the following manners:

- The performance of the board was evaluated by the board, after seeking inputs from all the directors, on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning etc.
- The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.
- The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.
- In addition, the chairman was also evaluated on the key aspects of his role.

Separate meeting of independent directors was held to evaluate the performance of non-independent directors, performance of the board as a whole and performance of the chairman, taking into account the views of Executive Directors and Non-Executive Directors. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

DIRECTORS' RESPONSIBILITY STATEMENT:

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

- In preparation of annual accounts for the year ended March 31, 2023, the applicable accounting standards have been followed and that no material departures have been made from the same;
- The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that year;
- The Directors had 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;
- The Directors had prepared the annual accounts for the year ended March 31, 2023 on going concern basis;
- The Directors had laid down the internal financial controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
- The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All the Related Party Transactions entered into during the financial year were on an Arm's Length basis and in the Ordinary Course of Business. The disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013, in Form AOC-2 is attached as **Annexure - B**.

The details of the related party transactions for the financial year 2022-23 is given in notes of the financial statements which is part of Annual Report.

In accordance with the provisions of Regulation 23 of the Listing Regulations, the Company has formulated the Related Party Transaction Policy and the same is uploaded on the Company's website at www.kotyark.com

DISCLOSURE OF REMUNERATION:

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules will be available for inspection at the Registered Office of the Company during working hours and any member interested in obtaining such information may write to the Company and the same will be furnished on request.

Having regard to the provisions of the first proviso to Section 136(1) of the Act and as advised, the Annual Report excluding the aforesaid information is being sent to the members of the Company.

Disclosures relating to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided as an **Annexure - C**, which forms part of this Report.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVE:

Pursuant to the provisions of Section 135 of the Act read with the Companies (Corporate Social Responsibility) Rules, 2014, the Company has framed policy on Corporate Social Responsibility. As part of its initiatives under CSR, the Company has identified various projects/activities in accordance with Schedule VII of the Act.

The details of CSR activities undertaken during the financial year 2022-23, as required under Rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014, are annexed as **Annexure - D** and forms part of this report.

AUDITORS & AUDITORS' REPORT

I. Internal Auditor:

Pursuant to Section 138 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 (as amended), the Board of Directors, on the recommendations of the Audit Committee, of the Company, has appointed M/s. Ravi Shah & Co., Chartered Accountants, Nadiad, [ICAI Firm Registration No.-121394W], as the Internal Auditors of the Company for the financial year 2022-23.

The Internal Audit Finding/s and Report/s submitted by the said Internal Auditors, during the financial

year, to the Audit Committee and Board of Directors of the Company, do not contain any adverse remarks and qualifications hence do not call for any further explanation/s by the Company.

II. Statutory Auditor and their Report:

In line with the requirements of Section 139(2) the Companies Act, 2013, Manubhai & Shah LLP., Chartered Accountants, Ahmedabad (FRN: 106041W), was appointed as Statutory Auditor of the Company at the 06th AGM held on September 22, 2022 for a term of 1 year to hold office from the conclusion of the said meeting till the conclusion of 07th AGM to be held in the year 2023.

The Board of Directors of the Company, based on the recommendation of the audit committee, at its, has recommended the re-appointment of M/s. Manubhai & Shah LLP., Chartered Accountants, Ahmedabad (FRN: 106041W), as the Statutory Auditor of the Company to hold office for a term of 1 year from the 07th AGM till the conclusion of the 08th AGM to be held in the year 2024 and will be placed for the approval of the shareholders at the ensuing AGM. The Company has received a confirmation from M/s. Manubhai & Shah LLP, Chartered Accountants, that they are eligible for appointment as Statutory Auditors of the Company under Section 139 of Companies Act, 2013 and meet the criteria for appointment as specified in Section 141 of the Companies Act, 2013.

The statutory Auditor's Report forms part of the Annual Report. The Auditor's Report issued by the Statutory Auditors, M/s. Manubhai & Shah LLP, on the Standalone and Consolidated Financial Statement for the financial year ended March 31, 2023 are with unmodified opinion, self-explanatory and do not call for any further comments. The Statutory Auditor's Report does not contain any qualification, reservation or adverse remark on the financial Statements of the Company. The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

III. Secretarial Auditor and their Report:

Pursuant to the provisions of Section 204 of the Act read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/S. SCS and Co. LLP is appointed as a Secretarial Auditor of the Company for the FY 2022-23. The Secretarial Audit Report for the financial year 2022-23 is annexed to this report as an **Annexure-E**.

The reply of management against the observation/Remarks made by Secretarial Auditor in their Secretarial Audit Report are as under:

Sr. No.	Details of Observation/Remarks	Reply of Management
1.	Non - Compliance under Reg. 3(5) and/or Reg. 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015 for FY 2022-23 for Part of the Year as data in Excel cannot be non Tamperable with time stamping nor audit trails could be conducted.	Company was maintaining details of all UPSI related information's in excel format till the absence of SDD Software. However, the company has purchased SDD software for UPSI maintenance and few entries have been made in the software but due to ill health of our previous

Sr. No.	Details of Observation/Remarks	Reply of Management
		Compliance Officer she was working from Home and was maintaining such details in excel only. The said excel is password protected and was only accessible by our Compliance Officer. W.e.f. December 01, 2022, company has appointed new Compliance officer of the Company and from this date onwards all UPSI related information's was captured in the Software only.
2.	Change (Addition/Deletion) in Designated Persons was not updated on the same day as required under SEBI Circular No. SEBI/HO/ISD/ISD/CIR/P/2020/168 dated September 9, 2020	As inform that due to ill health of our previous Compliance Officer, she was working from Home and due to this we not able to update the change in designated person details on the same day. We ensure that company will due take care in future.
3.	The Company had submitted few Announcements with Physical Signature instead of affixing digital signature.	Company has inadvertently submitted the few announcement with physical signature as the Circular NSE/CML/2022/39 dated August 02, 2022 was new but thereafter company has due take and ensure that submit the required announcement with affixing digital signature as per circular and also take care of the same in future.

ANNUAL RETURN:

Pursuant to Section 92(3) read with Section 134(3) (a) of the Companies Act 2013 read with rule 12 of the Companies (Management and Administration) Rules, 2014 including amendments thereunder, the draft Annual Return for the Financial Year 2022-23 is available on the website of the Company at www.kotyark.com.

MAINTENANCE OF COST RECORD:

The Company is not required to maintain cost records as specified by the Central Government under sub-section (1) of section 148 of the companies act, 2013. Accordingly, such accounts and records are not made and maintained by the Company.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an effective internal control system, which ensures that all the assets of the Company are safeguarded and protected against any loss from unauthorized use or disposition.

The Internal Auditors of the Company carry out review of the internal control systems and procedures. The internal audit reports are reviewed by Audit Committee.

The Company has also put in place adequate internal financial controls with reference to the financial statements commensurate with the size and nature of operations of the Company. During the year, such controls were tested and no material discrepancy or weakness in the Company's internal controls over financial reporting was observed.

PUBLIC DEPOSIT:

The Company has not accepted any deposits from the public. Hence, the directives issued by the Reserve Bank of India & the Provision of Section 73 to 76 of the

Company Act, 2013 or any other relevant provisions of the Act and the Rules there under are not applicable.

MATERIAL CHANGES AND COMMITMENT:

There are no material changes and commitments affecting the financial position of the Company have occurred between the ends of Financial Year of the Company i.e. March 31, 2023.

SIGNIFICANT AND MATERIAL ORDERS:

There are no significant and material orders passed by the regulators or courts or tribunals during the year which impact the going concern status and the Company's operations in future.

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

To foster a positive workplace environment free from harassment of any nature we have framed Prevention of Sexual Harassment Policy through which we address complaints of sexual harassment at all workplaces of the Company. Our policy assures discretion and guarantees non-retaliation to complainants. We follow a gender-neutral approach in handling complaints of sexual harassment and we are compliant with the law of the land where we operate. Further, the Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the financial year 2022-23, the Company has received NIL complaints on sexual harassment, and NIL complaints remained pending as of March 31, 2023.

The Anti-Sexual Harassment Policy, as adopted by the Board of Directors, is placed on the website of the Company at <http://www.kotyark.com>

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

The information on conservation of energy technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Act read with Rule 8 of The Companies (Accounts) Rules 2014.

A	Conservation of Energy:	Comments
i)	The steps taken or impact on conservation of energy	The Company has taken measures and applied strict control system to monitor day to day power consumption, to endeavor to ensure the optimal use of energy with minimum extent possible wastage as far as possible. The day to day consumption is monitored and various ways and means are adopted to reduce the power consumption in an effort to save energy
ii)	The steps taken by the Company for utilizing alternate sources of energy	The Company has not taken any step for utilizing alternate sources of energy
iii)	The capital investment on energy conservation equipment	During the year under review, Company has not incurred any capital investment on energy conservation equipment
B	Technology absorption	
i)	The effort made towards technology absorption	
ii)	The benefit derived like product improvement, cost reduction, product development or import substitution	None
iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	
	a. The details of technology imported	
	b. The year of import	
	c. Whether the technology has been fully absorbed	None
	d. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	
iv)	The expenditure incurred on Research and Development	
C	Foreign Exchange Earnings and Outgo	
a.	The Foreign Exchange earned in terms of actual inflows during the year	NIL
b.	The Foreign Exchange outgo during the year in terms of actual outflows	

SECRETARIAL STANDARDS OF ICSI:

The Company is in compliance with the applicable Secretarial Standard issued by the Institute of Company Secretaries of India and approved by the Central Government.

RISK MANAGEMENT:

A well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process is in place. The objective of the mechanism is to minimize the impact of risks identified and taking advance actions to mitigate it. The mechanism works on the principles of probability of occurrence and impact, if triggered.

A detailed exercise is being carried out to identify, evaluate, monitor and manage both business and non-business risks.

The Risk Management Policy, as adopted by the Board of Directors, is placed on the website of the Company at www.kotyark.com.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

In terms of Regulation 34 and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 a review of the performance of the Company for the year under review, Management Discussion and Analysis Report is presented in a

separate section which is annexed to this Report as **Annexure - F**.

SEBI COMPLAINTS REDRESS SYSTEM (SCORES):

The investor complaints are processed in a centralized web based complaints redress system. The salient features of this system are centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status. Your Company has been registered on SCORES and makes every effort to resolve all investor complaints received through SCORES or otherwise within the statutory time limit from the receipt of the complaint. The Company has not received any complaint on the SCORES during financial year 2022-23.

CORPORATE GOVERNANCE:

The Company strives to incorporate the appropriate standards for corporate governance. However, pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is not required to mandatorily comply with the provisions of certain regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and therefore the Company has not provided a separate report on Corporate Governance, although few of the information are provided in this report under relevant heading.

GREEN INITIATIVES:

In compliance with Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.kotyark.com.

CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirement of the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Insider Trading Policy of the Company lays down guidelines and procedures to be followed and disclosures to be made while dealing with shares of the Company as well as consequences of disclosures to be made while dealing with shares of the Company as well as consequences of violation. The Policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company's shares.

The Insider Trading Policy of the Company covering the "Code of practices and procedures for Fair disclosures of unpublished price sensitive information" is available on the website www.kotyark.com

Maintenance of Structured Digital Database ("SDD") has been mandatory since April 1, 2019 in view of the relevant provisions under the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('PIT Regulations'). The Company Have Installed SDD Services. Company regularly updates entries in this software and submitted report quarterly to stock exchanges under Regulation 3(5) & (6) of PIT Regulations.

THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:

During the Financial Year 2022-23, there was no application made and proceeding initiated/pending under the Insolvency and Bankruptcy Code, 2016, by any Financial and/or Operational Creditors against your Company. As on the date of this report, there is no application or proceeding pending against your Company under the Insolvency and Bankruptcy Code, 2016.

WEBSITE:

As per Regulation 46 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 the Company has maintained a functional website namely www.kotyark.com containing information about the Company.

The website of the Company is containing information like Policies, Shareholding Pattern, Financial and information of the designated officials of the Company who are responsible for assisting and handling investor grievances for the benefit of all stakeholders of the Company etc.

GENERAL DISCLOSURE:

Your Directors state that the Company has made disclosures in this report for the items prescribed in section 134(3) of the Act and Rule 8 of The Companies (Accounts) Rules, 2014 and other applicable provisions of the act and listing regulations, to the extent the transactions took place on those items during the year. Your Directors further state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- (i) Issue of Equity Shares with differential rights as to dividend, voting or otherwise;
- (ii) Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and ESOS;
- (iii) There is no revision in the Board Report or Financial Statement;

- (iv) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future;
- (v) Information on subsidiary, associate and joint venture companies.

ACKNOWLEDGEMENT:

Your Directors wish to place on record their sincere appreciation for significant contributions made by the employees at all levels through their dedication, hard work and commitment, enabling the Company to achieve good performance during the year under review.

Your Directors also take this opportunity to place on record the valuable co-operation and support extended by the banks, government, business associates and the shareholders for their continued confidence reposed in the Company and look forward to having the same support in all future endeavors.

Registered Office:

2nd Floor, A-3 Shree Ganesh Nagar
Housing Society,
Ramakaka Temple Road,
Chhani, Vadodara-391740.

Place: Vadodara
Date: September 2, 2023

Dhruti M. Shah
Whole-Time Director
DIN: 07664924

By order of the Board of Directors
For **Kotyark Industries Limited**

Gaurang R. Shah
Chairman & Managing Director
DIN: 03502841

Annexure A

FORM AOC-1

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

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures as on March 31, 2023

Part A: Subsidiaries

(₹ in lakhs)

Sr. No.	Particulars	Description
1.	Name of Subsidiary	Kotyark Agro Private Limited
2.	Date of acquisition	07.07.2022
3.	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	N.A..
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A..
5.	Share Capital (including share application money)	10.00
6.	Reserve & Surplus	(1.46)
7.	Total Assets	318.58
8.	Total Liabilities	310.04
9.	Investments	0.00
10.	Turnover	0.00
11.	Profit/(loss) before taxation	(1.46)
12.	Provision for tax (including deferred tax)	0.00
13.	Profit/(loss) after taxation	(1.46)
14.	Proposed Dividend	0.00
15.	% of Shareholding	100%

Note:

- Names of subsidiaries which are yet to commence operations: NIL
- Names of subsidiaries which have been ceased to be subsidiary/liquidated/sold during the year: NIL

Part B: Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates/Joint Ventures	
1.	Latest audited Balance Sheet Date
2.	Shares of Associate/Joint Ventures held by the Company on the year end
	Amount of Investment in Associates/Joint Venture
	Extend of Holding %
3.	Description of how there is significant influence
4.	Reason why the associate/joint venture is not consolidated

Name of associates/Joint Ventures

5. Net worth attributable to shareholding as per latest audited Balance Sheet

6. Profit/Loss for the year

i. Considered in Consolidation

ii. Not Considered in Consolidation

1. Names of associates or joint ventures which are yet to commence operations: N.A..

2. Names of associates or joint ventures which have been liquidated or sold during the year: N.A..

Registered Office:

2nd Floor, A-3 Shree Ganesh Nagar
Housing Society,
Ramakaka Temple Road,
Chhani, Vadodara-391740.

By order of the Board of Directors
For **Kotyark Industries Limited**

Place: Vadodara

Date: September 2, 2023

Dhruti M. Shah

Whole-Time Director
DIN: 07664924

Gaurang R. Shah

Chairman & Managing Director
DIN: 03502841

Annexure B

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 transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions **not at arm's length basis:** NIL

Name(s) of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts/arrangement/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances, if any	Date of special resolution as per first proviso to section 188
-	-	-	-	-	-	-	-

2. Details of material contracts or arrangement or transactions **at arm's length basis:**

Name(s) of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts/arrangement/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any (₹ in lakhs)	Date(s) of approval by the Board	Amount paid as advances, if any
Yamuna Bio Energy Private Limited	Sales of Goods	01.04.2022 to 31.03.2023	3040.10		
Yamuna Bio Energy Private Limited	Purchase of Goods	01.04.2022 to 31.03.2023	7023.10		
Yamuna Bio Energy Private Limited	Transportation Expenses	01.04.2022 to 31.03.2023	138.40	Since the transaction entered into, is in the ordinary course of business and on arm's length basis, there is no requirement of Board's approval.	NIL
Yamuna Bio Energy Private Limited	Transportation Income	01.04.2022 to 31.03.2023	17.20		
Gaurang R. Shah	Unsecured Loan taken/ (Repaid)	01.04.2022 to 31.03.2023	(98.11)		
Dhruvi M. Shah	Unsecured Loan taken/ (Repaid)	01.04.2022 to 31.03.2023	(0.20)		
Kotyark Agro Private Limited	Advance given	01.04.2022 to 31.03.2023	309.54		
Gaurang R. Shah	Remuneration	01.04.2022 to 31.03.2023	120.00	09.08.2021	
Dhruvi M. Shah	Remuneration	01.04.2022 to 31.03.2023	14.40	09.08.2021	

Registered Office:

2nd Floor, A-3 Shree Ganesh Nagar Housing Society,
Ramakaka Temple Road,
Chhani, Vadodara-391740.

By order of the Board of Directors
For **Kotyark Industries Limited**

Place: Vadodara

Date: September 2, 2023

Dhruvi M. Shah
Whole-Time Director
DIN: 07664924

Gaurang R. Shah
Chairman & Managing Director
DIN: 03502841

Annexure C

PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rules made there under.

Information as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- a) **The ratio of remuneration of each director to the median remuneration of employees for the financial year and the Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:**

Sr. No.	Name of Managerial Personnel	Designation	Nature of Payment	Ratio against median employee's remuneration	% Increase
1	Gaurang Rameshchandra Shah	Chairman & Managing Director	Remuneration	100.00	0%
2	Dhruti Mihir Shah	Whole-Time Director	Remuneration	12.00	0.0%
3	Bhavini Gaurang Shah	Non-Executive Director	Sitting Fees	Not Applicable	Not Applicable
4	Akshay Jayrajbhai Shah	Independent Director	Sitting Fees	Not Applicable	Not Applicable
5	Harsh Mukeshbhai Parikh	Independent Director	Sitting Fees	Not Applicable	Not Applicable
6	Priyanka Atodaria*	Chief Financial Officer	Salary	Not Applicable	Not Applicable
7	Bhavesh Nagar**	Company Secretary	Salary	Not Applicable	Not Applicable
8	Urvi Shah***	Company Secretary	Salary	Not Applicable	Not Applicable
9	Nikita Boonlia****	Company Secretary	Salary	Not Applicable	Not Applicable
10	Parth Kansara*****	Chief Financial Officer	Salary	Not Applicable	Not Applicable

* Appointed w.e.f. 13.08.2022

** Appointed w.e.f. 01.12.2022

*** Resigned w.e.f. 28.10.2022

**** Resigned w.e.f. 06.07.2022

***** Resigned w.e.f. 12.08.2022

- b) **The percentage increase/decrease in the median remuneration of employees other than Managerial Personnel in the financial year:**

There is an increase of 8.53% in the median remuneration of Employees who in the employment with the Company during whole financial year in FY 2022-23 from F.Y. 2021-22.

- c) **The number of permanent employees on the rolls of the Company:** 45 Employees (Excluding Directors)

- d) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

There is a decrease of 16.41% average salary although the no. of employees was increased in the current financial year whereas there was no increase/decrease in the remuneration to the managerial personnel.

- e) **Affirmation that the remuneration is as per the remuneration policy of the Company:**

It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

Notes:

- For considering Median and Average remuneration of employees, only those employees who were with the Company throughout the Financial Year 2022-23 have been considered.
- Ratio against median employee's remuneration in respect of Non-Executive Directors are not provided since they are not being paid any remuneration for serving the Company in capacity of Non-Executive Directors.

3. *Ratio against median employee's remuneration in respect of Company Secretary and Chief Financial Officer are not provided since they have appointed or resigned during mid of the F.Y 2022-23.*
4. *For Counting No, of employees on rolls of the Company, We have considered only those employees for who were in the employment for atleast 8 months during F.Y 2022-23 and those employees who were in the employment as on March 31, 2023.*

Registered Office:

2nd Floor, A-3 Shree Ganesh Nagar
Housing Society,
Ramakaka Temple Road,
Chhani, Vadodara-391740.

Place: Vadodara

Date: September 2, 2023

By order of the Board of Directors
For **Kotyark Industries Limited**

Dhruti M. Shah

Whole-Time Director
DIN: 07664924

Gaurang R. Shah

Chairman & Managing Director
DIN: 03502841

Annexure D

ANNUAL REPORT ON CSR ACTIVITIES FOR THE FINANCIAL YEAR 2022-23

[Pursuant to the Section 135 of the Companies Act, 2013 ('the Act') & Rules made thereunder]

1. A brief outline of the Company's CSR policy:

The **Kotyark Industries Limited** understands its responsibility towards the society in which it operates and is initiating small but significant steps in bringing positive changes in the environment for sustainable development taking into consideration the interests of various stakeholders. With the rapidly changing corporate environment, more functional autonomy, operational freedom etc., the Company has adopted CSR policy ("Policy") as a strategic tool for sustainable growth. For the Company in the present context, CSR policy adopted by the Company is not just a tool of investment of funds for Social Activity but is also an effort to integrate Business processes with Social processes.

2. The composition of the CSR Committee:

Pursuant to Section 135(9) of the Companies Act, 2013, as of now Company is exempted from constituting Corporate Social Responsibility Committee. As and when required the Board of Directors of the Company will form Corporate Social Responsibility Committee.

3. Provide the web-link where Composition of CSR Committee, CSR policy & CSR projects approved by the Board are disclosed on the website of the Company: www.kotyark.com.

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

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

Sr. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
1	2022-23	NIL	15,752.00

6. Average Net Profit of the Company for last 3 financial years: ₹ 4,54,62,380.00

7. (a) Two percent of average net profit of the Company as per section 135(5): ₹ 9,09,248.00

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

(c) Amount required to be set off for the financial year, if any: ₹ 15,752.00

(d) Total CSR obligation for the financial year (7a+7b-7c): ₹ 9,09,248.00

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

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of Fund	Amount	Date of transfer
9,09,248	NIL				

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

1	2	3	4	5		6	7	8	9	10	
Sr. No.	Name of the Project	Item from the list of activities in Schedule VII	Local Area (Yes/No)	Location of the Project		Project Duration (In Years)	Amount allocated for the project (In lakhs)	Amount transferred to unspent CSR account for the project as per Section 135(6) (In lakhs)	Mode of Implementation -Direct (Yes/No)	Mode of Implementation-Through Implementing Agency (Yes/No)	
				State	District					Name	CSR Registration Number
NIL											

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

1 Sr. No.	2 Name of the Project	3 Item from the list of activities in Schedule VII	4 Local Area (Yes/No)	5 Location of the Project		6 Amount spent for the project (In ₹)	7 Mode of Implementation -Direct (Yes/No)	8 Mode of Implementation-Through Implementing Agency (Yes/No)	
				State	District			Name	CSR Registration Number
1.	N.A..	Promoting Education	Yes	Gujarat	Nadiad	5,25,000.00	Direct	Kaira District Education Society	CSR00024315
2.	N.A..		Yes	Gujarat	Nadiad	4,00,000.00	Direct	Pioneer Charitable Trust	CSR00050626

(d) Amount spent in Administrative Overheads: N.A..

(e) Amount spent on Impact Assessment, if applicable: N.A..

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 9.25 lakhs

(g) Excess amount for set off, if any: ₹ 15,752.00

Sr. No.	Particulars	Amount (in ₹)
i.	Two percent of average net profit of the Company as per section 135(5)	9,09,248.00
ii.	Total Amount spent for the financial year	9,25,000.00
iii.	Excess Amount spent for the financial year [ii-i]	15,752.00
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0.00
v.	Amount available for set off in succeeding financial years [iii-iv]	15,752.00

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

Sr. No.	Preceding Financial year	Amount transferred to unspent CSR account under section 135(6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any			Mode of Implementation -Direct (Yes/No)
				Name of the Fund	Amount (in ₹)	Date of transfer	
NIL							

(b) Details of CSR amount spent in the financial year for On-going projects of the preceding F.Y.:

Sr. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration (in Years)	Total amount allocated for the project (in ₹)	Amount spent on the project in the reporting Financial Year (in ₹)	Cumulative Amount spent at the end of reporting Financial Year (in ₹)	Status of the project - Completed /Ongoing
NIL								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: N.A.

(a) Date of creation or acquisition of the capital asset(s): N.A.

(b) Amount of CSR spent for creation or acquisition of capital asset.

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

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

Secretarial Audit Report

FORM NO. MR-3

For the financial year ended March 31, 2023

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

To,
The Members,
Kotyark Industries Limited
A-3, 2nd Floor, Shree Ganesh Nagar Housing Society,
Ramakaka Temple Road,
Chhani Vadodara-391740.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Kotyark 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 Company's books, papers, minutes 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, 2023, 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, minutes' books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of:

- i. The Companies Act, 2013 ('the Act') and the rules made there under as applicable;
- ii. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

- 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 and circulars/guidelines/amendments issued thereunder;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and circulars/guidelines/amendments issued thereunder;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and circulars/guidelines/Amendments issued there under;
 - d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - e) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- vi. Revised Secretarial Standards issued by The Institute of Company Secretaries of India;

We further report that the Company being primarily engaged in the manufacturing of Bio Fuel which is an alternative source of energy and has the ability to replace and a good substitutes of traditional fossil fuels like coal, firewood, lignite, etc., We have relied on the representation made by the Company and its officers for system and mechanism framed by the Company for compliances of the following law specifically applicable to Company:

- Explosives Act, 1884

During the year under the report, the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above read with circulars, notifications and amended rules, regulations, standards etc. issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India and such regulatory authorities for such acts, rules, regulations, standards etc. as may be applicable, from time to time issued for compliances under the pandemic situation, have been complied with by the Company except to the following observations.

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1.	Reg. 3(5) and/or Reg. 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Company had purchased SDD Software from Axar Digital Services Private Limited on June 17, 2022. Company was maintaining details of all UPSI related information in excel format till November 30, 2022. Company has maintained database as per PIT Regulations for Last quarter in Software.	Non-Compliance under Reg. 3(5) and/or Reg. 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015 for FY 2022-23 for Part of the Year as data in Excel cannot be non Tamperable with time stamping nor audit trails could be conducted.
2.	System Driven Disclosures (SDD) for Insider Trading (as per SEBI circular dated September 09, 2020).	There was delay in reporting of information of Designated Persons under System Driven Disclosures (SDD) for Insider Trading (as per SEBI circular dated September 09, 2020).	Change (Addition/Deletion) in Designated Persons was not updated on the same day as required under SEBI Circular No. SEBI/HO/ISD/ISD/CIR/P/2020/168 dated September 9, 2020.
3.	Circular NSE/CML/2022/39 dated August 02, 2022 on 'Use of digital signature certificate for announcements submitted by listed companies'.	The Company had submitted few Announcements with Physical Signature instead of affixing digital signature.	The Company had submitted few Announcements with Physical Signature instead of affixing digital signature.

During the Period under review, provisions of the following Acts, Rules, Regulations, and Standards are not applicable to the Company:

- i. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investment and External Commercial Borrowings; and
- ii. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; - The Company is not registered as Registrar to an Issue & Share Transfer Agent.

However, the Company has appointed Kfintech Technologies Limited as Registrar & Share Transfer Agent in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- iii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- iv. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and circulars/guidelines/Amendments issued there under;
- v. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

vi. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

vii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

We further report that:

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

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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 decisions of the Board and Committees were carried with requisite majority.

Since none of the members have communicated dissenting views in the matters/agenda proposed from time to time for consideration of the Board and Committees thereof, during the year under the report, hence were not required to be captured and recorded as part of the minutes.

We further report that

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the period under review:

During the year under review,

- a) The 06th Annual General Meeting of the members of the Company was held on September 22, 2022 through Video Conferencing (VC)/Other Audio-Visual Means (OVAM).
 - b) The members in the EGM held on September 16, 2022 through Video Conferencing (VC)/Other Audio-Visual Means (OVAM) for approved the issuance of 4,59,400 Equity shares of ₹ 10/- each fully paid up at an issue price of ₹ 450 per equity shares (including Securities premium of ₹ 440/- per equity shares.)
 - c) Further, The Board of Director at their meeting held on September 30, 2022 allotted 4,59,400 Equity Shares of Face value of ₹ 10/- each for a cash, at a price of ₹ 450/- per equity share (including Securities premium of ₹ 440/- per equity shares.) aggregating to ₹ 20,67,30,000/-
- on preferential basis to Promoter/Non Promoters/ public category shareholders.
- d) During the year under review, the Board at its meeting held on August 10, 2022, The board of Directors of the Company had Approved the Scheme of Amalgamation ("Scheme") of Yamuna Bio Energy Private Limited ("YBEPL") ("Transferor Company") with the Kotyark Industries Limited ("KIL") ("Transferee Company") and their respective shareholders and creditors, on the recommendation of the Audit Committee and Independent Directors at their respective meetings held on that date. The Company had filed the Scheme with the Stock Exchanges viz., National Stock Exchange of India Limited ("NSE") for "No Objection Certificate".
 - e) During the year under review, NSE by their letter dated December 23, 2022, issued to the Company their "No Objection" on the Scheme, and based on their No Objection, the Company filed an application with Hon'ble National Company Law Tribunal, Ahmedabad Bench, ("Hon'ble NCLT") for approval of the Amalgamation Scheme.
 - f) During the year under review, The Company incorporated its wholly owned subsidiary Company namely "Kotyark Agro Private Limited" on July 07, 2022 registered with Registrar of Companies, Ahmedabad.

For SCS and Co. LLP

Company Secretaries

Firm Registration Number: L2020GJ008700

Peer Review Number: 1677/2022

Sd/-

Anjali Sangtani

Partner

M. No.: A41942, COP: 23630

UDIN: A041942E000918675

Place: Ahmedabad

Date: September 02, 2023

Note: This Report is to be read with our letter of even date which is annexed as Annexure 1 and Annexure 1 forms an integral part of this report.

Annexure 1

To,
The Members,
Kotyark Industries Limited
A-3, 2nd Floor, Shree Ganesh Nagar Housing Society
Ramakaka Temple Road,
Chhani Vadodara-391740.

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

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

For **SCS and Co. LLP**
Company Secretaries
Firm Registration Number: L2020GJ008700
Peer Review Number: 1677/2022

Sd/-
Anjali Sangtani
Partner
M. No.: A41942, COP: 23630
UDIN: A041942E000918675

Place: Ahmedabad
Date: September 02, 2023

Independent Auditor's Report

To the Members of Kotyark Industries Limited

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Opinion

We have audited the accompanying Standalone Financial Statements of **Kotyark Industries Limited** ("the Company"), which comprise the Standalone Balance Sheet as on March 31, 2023, and the Standalone Statement of Profit and Loss, Standalone the Statement of Cash Flows for the year ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2021 as amended ("Accounting Standards") and other accounting principles generally accepted in India, of the Standalone state of affairs of the Company as at March 31, 2023, and its Standalone profit, its Standalone cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. We have determined that there are no key audit matters to communicate in our report.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the

Directors' Report including Annexures to the Directors' Report but does not include the Standalone Financial Statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the other Information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and to comply with the relevant applicable requirements of the SA 720 'The Auditor's responsibilities Relating to Other Information'.

Management's Responsibility for the Standalone Financial Statements

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

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

Independent Auditor's Report

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

Auditor's Responsibility for the Audit of the Standalone Financial Statements

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

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

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

inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

Independent Auditor's Report

- d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the director is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Standalone Financial Statements and the operating effectiveness of such controls, refer to our separate Report in **"Annexure A"**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigation having material effect on its financial position as at March 31, 2023.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of their knowledge and belief, as disclosed in the notes to the accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), 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 by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (b) The Management has represented, that, to the best of their knowledge and belief, as disclosed in the notes to accounts, no funds (which are material either individually or in the aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (c) Based on the audit procedures that has 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 final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
- As stated in note 4.6 to the financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

Independent Auditor's Report

- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure B**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **Manubhai & Shah LLP**
Chartered Accountants
ICAI Firm Registration No.: 106041W/W100136

J. D. Shah
Partner
Membership No.: 100116
UDIN: 23100116BGWJVV7775

Place: Ahmedabad
Date: May 15, 2023

Annexure A to the Independent Auditor's Report

[Annexure referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report on Standalone Financial Statements for the year ended March 31, 2023 to the members **Kotyark Industries Limited**]

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 Kotyark Industries Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting 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, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's 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 require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal

financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the Standalone Financial Statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also,

Annexure A to the Independent Auditor's Report

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, 2023, based on the criteria for internal financial control over financial reporting 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 **Manubhai & Shah LLP**
Chartered Accountants
ICAI Firm Registration No.: 106041W/W100136

J. D. Shah
Partner
Membership No.: 100116
UDIN: 23100116BGWJW7775

Place: Ahmedabad
Date: May 15, 2023

Annexure B to the Independent Auditor's Report

[Annexure referred to in paragraph 2 under "Report on Other Legal and Regulatory Requirements" section of our report on Standalone Financial Statements for the year ended March 31, 2023 to the members of **Kotyark Industries Limited**]

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment. The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Property, Plant and Equipment were physically verified during the year by the Management which, in our opinion, provides for physical verification at reasonable intervals and no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of records of the Company, the title deeds, of immovable properties which are freehold, is held in the name of the Company. Further, based on the examination of the lease agreement in respect of immovable property where the Company is the lessee, we report that lease deed is duly executed in favour of the Company and such immovable property has been disclosed in the Standalone financial statement as Leasehold Land under the Property, Plant & Equipment.
- (d) The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. (a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.
- (b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of ₹ 500 lakhs, in aggregate, at points of time during the year, from banks or financial institutions on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns filed by the Company with respect to long term and short term borrowings as stated in note no. 6 & 9 of the accompanied standalone financial statements are in agreement with the books of account of the Company, except for the following:

(Amount ₹ In lakhs)

Stock Statement as at	Particulars of Securities provided	Amount as per books of Account	Amount as reported in the Quarter end Statement	Amount of Difference (Excess)/Short reported
June 30, 2022	Stock (Including WIP)	57.03	55.97	1.06
	Book Debts (Less than 90 days)	598.77	919.84	(321.07)
September 30, 2022	Stock (Including WIP)	677.82	715.93	(38.11)
	Book Debts (Less than 90 days)	419.43	448.19	(28.76)
December 31, 2022	Book Debts (Less than 90 days)	230.11	232.41	(2.30)
March 31, 2023	Book Debts (Less than 90 days)	1,209.93	1,156.99	52.94

Annexure B to the Independent Auditor's Report

Reasons for Difference

- **In Inventory:** The information was submitted before finalisation of accounts and there was change in the valuation of inventory during finalisation of accounts.
 - **In Trade Receivable:** The information was submitted before finalisation of accounts and there was change in the book debts due to knocking off of amount payable against amount receivable pertaining to same parties during finalisation of accounts
- iii. (a) The Company has not provided any loans or advances in the nature of loans or stood guarantee or provided security to any other entity during the year, and hence reporting under clause (iii)(a), (c), (d), (e) & (f) of the Order are not applicable.
- (b) The investments made during the year are, in our opinion, prima facie, not prejudicial to the Company's interest.
- iv. According to information and explanation given to us, the Company has not granted any loans are covered under the provisions of sections 185 of the Companies Act, 2013, and hence reporting under clause (iv)(a) of the Order is not applicable. The Company has complied with the provisions of Sections 186 of the Companies Act, 2013 in respect of investments made and guarantees and securities provided, as applicable.
- v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.
- vi. To the best of our knowledge and as explained, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the product/services rendered by the Company.
- vii. (a) Undisputed statutory dues, including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income-tax, cess and other material statutory dues applicable to the Company have been regularly deposited by it with the appropriate authorities during the year.
- There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, cess and other material statutory dues in arrears as on March 31, 2023 for a period of more than six months from the date they became payable.
- (b) There are no statutory dues referred in sub-clause (a) above which have not been deposited on account of disputes as on March 31, 2023.
- viii. There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- ix. (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to lender during the year.
- (b) The Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.
- (c) To the best of our knowledge and belief, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.
- (d) On an overall examination of the Standalone Financial Statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries. The Company doesn't have investment in associate or joint ventures.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries. The Company doesn't have investment in associate or joint ventures.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable.
- (b) The Company has made preferential allotment of shares during the year. For such allotment of shares, the Company has complied with the requirements of Section 62 of the Companies Act, 2013, and the funds raised have been, prima facie, applied by the Company during the year for the purposes for which the funds were raised. The Company has not made any preferential allotment or private placement of (fully or partly or optionally) convertible debentures during the year.
- xi. (a) According to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

Annexure B to the Independent Auditor's Report

- (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year.
- xii.** In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii.** In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv.** (a) In our opinion and based on our examination, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit report issued to the Company during the year and covering the period April 1, 2022 to December 31, 2022 and the draft internal audit report which is issued after the balance sheet date covering the period January 1, 2023 to March 31, 2023.
- xv.** According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi.** According to the information and explanation given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting requirement of paragraph 3(xvi) of the Order is not applicable to the Company.
- xvii.** The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii.** There has been no resignation of the statutory auditors of the Company during the year.
- xix.** According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the Standalone Financial Statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx.** The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.

For **Manubhai & Shah LLP**
Chartered Accountants
ICAI Firm Registration No.: 106041W/W100136

J. D. Shah
Partner
Membership No.: 100116
UDIN: 23100116BGWJVW7775

Place: Ahmedabad
Date: May 15, 2023

Standalone Balance Sheet

As at March 31, 2023

(Amount ₹ In lakhs)

Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share capital	4	873.43	827.49
(b) Reserves and surplus	5	4,801.64	1,835.92
		5,675.07	2,663.41
(2) Non-Current liabilities			
(a) Long term borrowings	6	1,043.22	296.20
(b) Long term provisions	7	8.90	-
		1,052.12	296.20
(3) Current liabilities			
(a) Short-term borrowings	9	322.41	69.12
(b) Trade payables			
(i) Total outstanding dues of micro enterprise and small enterprise		-	-
(ii) Total outstanding dues of trade Payables other than micro enterprise and small enterprise	10	-	-
(c) Other current liabilities	11	106.41	56.89
(d) Short-term provisions	12	183.11	63.35
		611.93	189.36
TOTAL		7,339.12	3,148.97
II. ASSETS			
(1) Non-Current assets			
(a) Property, Plant and Equipment and Intangible Assets	13		
(i) Property, Plant and Equipment		1,031.22	612.84
(ii) Intangible assets		-	0.03
(iii) Capital Work-in Progress	14	688.61	-
(b) Non-Current Investments	15	10.00	-
(c) Deferred tax assets (net)	8	30.69	26.89
(d) Long Term Loans and advances	16	2,148.01	3.75
(e) Other non-current assets	17	13.92	13.88
		3,922.45	657.39
(2) Current assets			
(a) Inventories	18	2,032.01	853.19
(b) Trade receivables	19	1,222.88	718.67
(c) Cash and cash equivalents	20	6.32	57.25
(d) Short-term loans and advances	21	34.70	24.15
(e) Other current assets	22	120.76	838.32
		3,416.67	2,491.58
TOTAL		7,339.12	3,148.97

Significant accounting policies and Notes forming part of Financial Statements

1-50

As per our report of even date attached

For **Manubhai & Shah LLP**
Chartered Accountants
ICAI Firm Reg. No.: 106041W/W100136

J. D. Shah
Partner
Membership No.: 100116
Place: Ahmedabad
Date: May 15, 2023

For and on behalf of Board
Kotyark Industries Limited

Gaurang Shah
Chairman and Managing Director
DIN: 03502841
Place: Vadodara
Date: May 15, 2023

Priyanka Atodaria
Chief Financial Officer
Place: Vadodara
Date: May 15, 2023

Dhruvi Shah
Whole-Time Director
DIN: 07664924
Place: Vadodara
Date: May 15, 2023

Bhavesh Nagar
Company Secretary
Place: Vadodara
Date: May 15, 2023

Standalone Statement of Profit and Loss

For the year ended March 31, 2023

(Amount ₹ In lakhs)

Particulars	Note No.	For the year ended on March 31, 2023	For the year ended on March 31, 2022
I Revenue from Operations	23	11,356.23	15,604.59
II Other Income	24	0.76	29.51
III Total Income (I + II)		11,356.99	15,634.10
IV Expenses:			
Cost of materials consumed	25	9,240.67	13,154.27
Purchase of stock-in-trade	26	1,712.17	116.49
Manufacturing Expenses	27	81.81	60.86
Changes in inventory of finished goods, Work-in Progress and Stock-in-Trade	28	(1,994.81)	676.10
Employee Benefits Expense	29	181.83	165.03
Finance cost	30	141.24	49.75
Depreciation and amortization expense	31	92.64	98.75
Operating and other expenses	32	349.49	156.22
Total Expenses		9,805.04	14,477.47
V Profit before tax (III-IV)		1,551.95	1,156.63
VI Tax expense:			
Current tax		394.00	294.75
Earlier year tax adjustments		11.29	3.03
Deferred tax		0.04	(5.19)
Total Tax expense		405.33	292.59
VII Profit/after tax for the year (V-VI)		1,146.62	864.04
Basic EPS (₹)	33	13.48	14.26
Diluted EPS (₹)	33	13.48	14.26

Significant accounting policies and Notes forming part of Financial Statements 1-50

As per our report of even date attached

For **Manubhai & Shah LLP**
Chartered Accountants
ICAI Firm Reg. No.: 106041W/W100136

J. D. Shah
Partner
Membership No.: 100116
Place: Ahmedabad
Date: May 15, 2023

For and on behalf of Board
Kotyark Industries Limited

Gaurang Shah
Chairman and Managing Director
DIN: 03502841
Place: Vadodara
Date: May 15, 2023

Priyanka Atodaria
Chief Financial Officer
Place: Vadodara
Date: May 15, 2023

Dhruvi Shah
Whole-Time Director
DIN: 07664924
Place: Vadodara
Date: May 15, 2023

Bhavesh Nagar
Company Secretary
Place: Vadodara
Date: May 15, 2023

Standalone Cash Flow Statement

For the year ended March 31, 2023

(Amount ₹ In lakhs)

Particulars	For the year ended on March 31, 2023	For the year ended on March 31, 2022
1 Cash Flows from Operating Activities		
Profit before tax as per Statement of Profit & Loss	1,551.95	1,156.63
Adjustment for:		
Depreciation & Amortisation expense	92.64	98.75
Interest on loans from bank and Financial Institution	116.34	44.49
Interest Income	(0.76)	(1.09)
Operating Profit before Working Capital Changes	1,760.17	1,298.78
Adjustment for:		
(Increase)/Decrease in Inventories	(1,178.82)	(138.48)
(Increase)/Decrease in Trade Receivables	(504.21)	(692.48)
(Increase)/Decrease in Loans & Advances	(320.09)	221.40
(Increase)/Decrease in Other current assets	717.56	(682.09)
(Increase)/Decrease in Other Non-current assets	(0.04)	-
Increase/(Decrease) in Trade Payables	-	(15.99)
Increase/(Decrease) in Long Term Provision	8.90	-
Increase/(Decrease) in Other current liabilities	(20.75)	(6.84)
Increase/(Decrease) in Short Term Provision	0.03	-
Operating Profit after Working Capital Changes	462.76	(15.70)
Taxes Paid(Net of Refund)	(285.57)	(268.95)
Net cash generated from operating activities (A)	177.19	(284.65)
2 Cash Flows from Investing Activities:		
Interest Income	0.76	1.11
Investment in Equity shares of Subsidiary Company	(10.00)	-
(Investment)/Maturity in/of Fixed deposits	-	5.24
Purchase of Property, Plant and Equipment	(2,972.87)	(103.01)
Net cash used in investing activities (B)	(2,982.11)	(96.64)
3 Cash flow from financing activities:		
Proceeds from issue of shares	2,026.72	1,463.57
Dividend Paid	(165.50)	-
Proceeds from/(Repayment of) Long Term Borrowing (net)	747.01	(736.96)
Proceeds from/(Repayment of) Short Term Borrowings (net)	253.29	(267.43)
Interest on loans from bank and Financial Institution	(107.54)	(44.12)
Net cash used in financing activities (C)	2,753.98	415.06
Net increase in cash and cash equivalents (A)+(B)+(C)	(50.93)	33.77
Cash and cash equivalents as at the beginning of the year	57.25	23.48
Cash and cash equivalents as at end of the year	6.32	57.25
Cash and cash equivalents as per Financial Statements	-	-
Cash on Hand	4.94	22.44
Balance with Bank in Current Accounts	1.38	34.81
	6.32	57.25
Balance with Bank in Fixed Deposits held as Margin Money	-	-
Cash and cash equivalents as at end of the year (Refer Note 20)	6.32	57.25

Notes:

- Cash and cash equivalent include cash on hand and balances with bank in Current Accounts.
- The Cash Flow Statement has been prepared under the 'Indirect Method' as prescribed under AS 3.
- Figures in the bracket represents cash outflows.

As per our report of even date attached

For **Manubhai & Shah LLP**
Chartered Accountants
ICAI Firm Reg. No.: 106041W/W100136

J. D. Shah
Partner
Membership No.: 100116
Place: Ahmedabad
Date: May 15, 2023

For and on behalf of Board
Kotyark Industries Limited

Gaurang Shah
Chairman and Managing Director
DIN: 03502841
Place: Vadodara
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Whole-Time Director
DIN: 07664924
Place: Vadodara
Date: May 15, 2023

Bhavesh Nagar
Company Secretary
Place: Vadodara
Date: May 15, 2023

Significant Accounting Policies to the Standalone Financial Statement

1. CORPORATE INFORMATION

The Kotyark Industries Limited (the Company) was originally incorporated on December 30, 2016, as “Kotyark Industries Private Limited” vide Registration No. 094939/2016-2017 under the provisions of the Companies Act, 2013 with the Registrar of Companies, Central Registration Centre. Further, the Company was converted into Public Limited Company and consequently name of Company was changed from “Kotyark Industries Private Limited” to “Kotyark Industries Limited” vide Special resolution passed by the Shareholders at the Extra-Ordinary General Meeting held on July 24, 2021 and a fresh certificate of incorporation dated August 5, 2021 issued by the Registrar of Companies, Ahmedabad. The Company in the business of bio-diesel manufacturing

2. BASIS OF PREPARATION OF STANDALONE FINANCIAL STATEMENTS

2.1 Basis of preparation:

The accompanying Standalone Financial Statements have been prepared and presented under the historical cost convention on the accrual basis of accounting and comply with the requirements of Accounting Standards as specified under section 133 of the Companies Act, 2013 (Act), read with the Companies (Accounting Standards) Rules, 2021 and other accounting principles generally accepted in India. The accounting policies have been consistently applied except where a newly issued Accounting Standard is initially adopted or a revision to an existing Accounting Standard requires a change in the accounting policy hereto in use.

2.2 System of Accounting:

The Standalone Financial Statements are prepared on historical cost basis. The Company follows the mercantile system of accounting and recognizes income and expenditure on the accrual basis.

2.3 Use of Estimates:

The preparation of Financial Information requires the management of the Company to make estimates and assumptions that affect the balances of assets and liabilities and disclosures relating to the contingent liability as at the date of the financial information and reported amounts of income and expenses like useful lives of property, plant and equipment, provision for taxation, etc., during the year. Management believes the estimates used in the preparation of the financial information are prudent and reasonable. Future results may vary from these estimates.

3. SIGNIFICANT ACCOUNTING POLICIES

I. Property, Plant and Equipment and Intangible Assets:

Property, plant and equipment and Intangible Assets are stated at their cost of acquisition less accumulated

depreciation. The cost of acquisition includes freight, installation cost, duties, taxes and other incidental expenses, identifiable with the asset, incurred during the installation/construction stage in order to bring the assets to their working condition for intended use, including borrowing costs capitalized, if any, but are net of Input Tax Credits availed for the relevant element in the Cost.

Property, plant and equipment include Lease hold Land, which is amortized equally over the tenure of Lease. The value of Lease hold Land includes cost of premium and other expenses incurred in order to meet the condition of lease agreement and get the Land on Lease. Intangible assets comprise of Trademark.

An item of property, plant and equipment 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 and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in statement of profit & loss.

II. Depreciation and Amortisation:

Depreciation on assets is provided on the Written down Value (WDV) Method over the estimated useful life of the assets according to the classification and as per useful life specified in Schedule II to the Companies Act, 2013 except in following cases, in whose case the life of the assets has been assessed based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, etc. Lease hold Land is amortised over a tenure of Lease on straight line basis.

Sr. No.	Nature of Asset	Asset Class	Useful Life (Years)
1	Pressure Pumps	Plant & Machineries	8
2	RCC Road	Land & Building	30
3	D G Set	Plant & Machineries	10
4	Storage Tank	Plant & Machineries	15
5	CCTV Camera	Office Equipment	6
6	Filter Press	Plant & Machineries	6

On the additions/disposal during the year, depreciation is provided pro-rata on the basis of number of days for which the asset was used during the year. Intangible assets are amortised over a period of 5 Years on straight line basis.

III. Operating expenses:

Operating expenses are accounted in financial statements on accrual basis.

IV. Inventories:

Inventories of raw material and finished goods are valued at lower of the cost or net realizable value. Obsolete, defective and unserviceable Inventory, if any, are duly provided for.

V. Revenue Recognition:

Revenue from sale of products are recognised when the risk and rewards of ownership of products are passed on to the customers. Revenue is recorded exclusive of GST and net of trade and quantity discounts or rebates granted.

Income from Services rendered are booked based on agreements/arrangements with the concerned parties.

Interest is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. Dividend income is recognised if the right to receive payment is established by the Balance Sheet date.

VI. Borrowing Costs:

Borrowing costs that are directly attributable to the acquisition of qualifying assets are to be capitalized for the year until the asset is ready for its intended use. A qualifying asset being, an asset that necessarily takes a substantial period of time to get ready for its intended use. Other borrowing costs are to be recognized as an expense in the year in which they are incurred.

VII. Employee Benefits:**(a) Short term benefits:**

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. These benefits include compensated absences such as privilege leave and sickness leave. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognized during the period.

(b) Post-employment benefits:**Defined contribution plan**

The Company's provident fund scheme is defined contribution plan. The Company's contribution paid/payable under the schemes is recognised as expense in the statement of Profit and Loss during the period in which the employee renders the related service.

VIII. Accounting for Taxes on Income:

- (a) Income tax expense comprises current tax (i.e. amount of tax for the year determined in accordance with the Income Tax Act, 1961) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the year).

- (b) The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the rates and laws that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty the assets can be realised in future; however, where there is unabsorbed depreciation and carry forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed at each balance sheet date and written down or written up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realised.

IX. Impairment of Assets:

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is the greater of the net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account. 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.

X. Provisions, Contingent Liabilities and Contingent Assets:

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Contingent assets are neither recognised nor disclosed in standalone financial statements.

XI. Leases:

Lease, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased asset during the lease term, are classified as operating leases. Lease payments under operating lease are recognised as an expense in the profit and loss account

on a straight-line basis over the lease term, considering the renewal terms, if appropriate.

XII. Earnings Per Share (EPS):

Basic EPS is computed using the weighted average number of equity shares outstanding during the year. Diluted EPS is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the year-end, except where the results would be anti-dilutive.

XIII. Cash and Cash Equivalents:

Cash and Cash Equivalents comprises Cash-in-Hand, Short term Deposits and Balance in Current Accounts with Banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

XIV. Goods and Service Tax:

Goods and service tax is accounted for in the books of accounts in accordance with the provisions of the goods and service tax law for the time being in force, and the liability or the credits are accordingly disclosed in the financial information.

XV. Events occurring after the Reporting Date:

Adjusting events (that provides evidence of condition that existed at the balance sheet date) occurring after the balance sheet date are recognized in the standalone financial statements. Material non adjusting events (that are inductive of conditions that arose subsequent to the balance sheet date) occurring after the balance sheet date are disclosed in the Board's Report.

XVI. General:

Any other accounting policy not specifically referred to are consistent with generally accepted accounting principles.

Notes to Standalone Financial Statement

For the year ended on March 31, 2023

NOTE 4: SHARE CAPITAL

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Authorised		
90,00,000 (as at March 31, 2022: 90,00,000) Equity Shares of ₹ 10/- each	900	900
Issued, subscribed and paid up		
87,34,300 (as at March 31, 2022: 82,74,900) Equity Shares of ₹ 10/- each fully paid up	873.43	827.49
Total	873.43	827.49

4.1 Reconciliation of the Number of Shares outstanding is set out below:

(No. of Shares)

Particulars	As at March 31, 2023	As at March 31, 2022
Equity Shares at the beginning of the year	82,74,900	9,63,000
Shares Issued during the year		
(i) Right Issue	-	10,59,300
(ii) Bonus Issue	-	40,44,600
(iii) Initial Public Offer	-	22,08,000
(iv) Preferential Issue	4,59,400	-
Equity Shares at the end of the year	87,34,300	82,74,900

4.2 The Company has a single class of equity shares which are having par value of ₹ 10/- per equity share. The shares issued, subscribed and paid up rank pari passu with reference to all rights, preference and restriction relating thereto. Each Holder of equity shareholders is entitled to one vote per share. In the event of liquidation of the Company the holders of the equity shares are will be entitled to receive the residual assets of the Company. The distribution will be in a proportion to the number of equity shares held by the shareholders.

4.3 The Detail of shareholders holding more than 5 per cent of shares:

Name of Shareholder	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Mr. Gaurang Rameshchandra Shah	42,58,025	48.75%	41,93,025	50.67%
Mrs. Bhaviniben Gaurang Shah	8,68,200	9.94%	8,68,200	10.49%
M/s. Gaurang Shah HUF	7,50,000	8.59%	7,50,000	9.06%
Total	58,76,225	67.28%	58,11,225	70.23%

4.4 Detail of Shares held by promoters at the end of the year:

Name of Promoter	As at March 31, 2023			As at March 31, 2022		
	No. of shares	% of total shares	% change during the year	No. of shares	% of total shares	% change during the year
Mr. Gaurang Rameshchandra Shah	42,58,025	48.75%	(1.92%)	41,93,025	50.67%	(42.79%)
Mrs. Bhaviniben Gaurang Shah	8,68,200	9.94%	(0.55%)	8,68,200	10.49%	6.39%

Notes to Standalone Financial Statement

For the year ended on March 31, 2023

Name of Promoter	As at March 31, 2023			As at March 31, 2022		
	No. of shares	% of total shares	% change during the year	No. of shares	% of total shares	% change during the year
M/s. Gaurang Shah HUF	7,50,000	8.59%	(0.48%)	7,50,000	9.06%	100%
Mr. Brijkumar Gaurang Shah	97,500	1.12%	(0.06%)	97,500	1.18%	100%
Mr. Vandan Gaurang Shah	67,500	0.77%	(0.04%)	67,500	0.82%	100%

4.5 Aggregate number of Shares allotted as fully paid up by way of bonus shares during the period of 5 years immediately preceding year:

During the year ended on March 31, 2022, the Company has allotted 40,44,600 bonus shares of ₹ 10 each fully paid-up. Consequently, the Company has capitalised a sum of ₹ 404.46 lakhs from "Retained earnings" and "Securities Premium" pursuant to the approval of the shareholders through circular resolution dated July 24, 2021.

4.6 For the Financial Year ending on March 31, 2023, the Board of Directors of the Company have recommended a dividend of ₹ 5/- (par value of Equity Share of ₹ 10 each) per equity share. This payment is subject to the approval of shareholders in the ensuing General Meeting of the Company.

4.7 Pursuant to the approval of Shareholders of the Company, in its Extra-Ordinary General Meeting held on September 16, 2022 and the approval of Board of Directors of the Company at their meeting held on September 30, 2022, the Company has allotted 4,59,400 Equity Shares of face value of ₹ 10 each at the price of ₹ 450 for total consideration of ₹ 2,067.30 lakhs through preferential allotment route to Promoters/Non-promoters/Public. The Proceeds from the Preferential Issue and the utilisation of the same is as follows:

(Amount ₹ In lakhs)

Object of Preferential Issue	Allocation as per Object Mentioned in Notice of EGM	Funds Utilization upto March 31, 2023	Unutilised Balance as on March 31, 2022
Re-payment of Borrowings, Future Funding Requirements, Working Capital and General Corporate Purpose	2,067.30	2,067.30	-

NOTE 5: RESERVES AND SURPLUS

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Securities Premium		
Balance as per the last financial statement	836.41	-
Add: Received during the year		
(i) On Right issue of equity shares		317.80
(ii) On Initial public offer of equity shares	-	905.28
(iii) On Preferential issue of equity shares	2,021.36	-
Less: Amount utilized for the issuance of Bonus shares (refer note 4.5)	-	(317.79)
Less: Share issue expense (net of Deferred Tax)	(36.75)	(68.87)
Sub total (A)	2,821.02	836.41
Retained Earnings		
Surplus in Statement of Profit and Loss		
Balance as per the last financial statement	999.50	222.13

Notes to Standalone Financial Statement

For the year ended on March 31, 2023

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Add: Surplus for the year	1,146.62	864.04
Less: Amount utilized for the issuance of Bonus shares (refer note 4.5)	-	(86.67)
Less: Dividend Paid	(165.50)	-
Sub total (B)	1,980.62	999.50
Total (A+B)	4,801.64	1,835.92

NOTE 6: LONG-TERM BORROWINGS

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Secured borrowings		
Term Loans		
a) From Banks	114.16	183.28
Sub total (A)	114.16	183.28
Unsecured borrowings		
a) From Related Parties (Directors)	14.62	112.93
b) From Others	914.44	-
Sub total (B)	929.06	112.93
Total (A+B)	1,043.22	296.20

6.1 Detailed Terms and Conditions of Borrowings:

(a) Outstanding Balances

(Amount ₹ In lakhs)

	As at March 31, 2023			As at March 31, 2022		
	Non-Current	Current	Total	Non-Current	Current	Total
(i) From Banks						
Indian oversea Bank (Term Loan)	111.61	38.52	150.13	150.13	38.52	188.65
Indian Overseas Bank (WCTL)	2.55	30.60	33.15	33.15	30.60	63.75
	114.16	69.12	183.28	183.28	69.12	252.40
(ii) From Related Parties						
Mrs. Dhruvi Mihir Shah	6.80	-	6.80	7.00	-	7.00
Mr. Gaurang Rameshchandra Shah	7.82	-	7.82	105.93	-	105.93
	14.62	-	14.62	112.93	-	112.93
(iii) From Others						
Hinduja Leyland Finance Limited	914.44	55.42	969.86	-	-	-
Total	1,043.22	124.54	1,167.76	296.20	69.12	365.32

Notes to Standalone Financial Statement

For the year ended on March 31, 2023

(b) Detailed Terms and Condition of Borrowings

Name	Interest Rate	Security	Sanctioned Amount (In lakhs)	Repayment Terms
Indian Overseas Bank (Term Loan)	MCLR + 1.85%	See Note (i)	250.00	78 Monthly Installments
Indian Overseas Bank (WCTL)	RLLR + 1%	See Note (ii)	91.70	35 Monthly Installments
Hinduja Leyland Finance Limited	HBLR + 1.40%	See Note (iii)	995.00	120 Monthly Installments
Mrs. Dhruiti Mihir Shah		See Note (iv)		
Mr. Gaurang Rameshchandra Shah		See Note (iv)		

(i) Secured against hypothecation of Shed, Fabrications, Machineries and other Assets purchased and created out of Bank Finance. Term Loan is also secured by Personal Guarantee of three Directors of the Company i.e. Mr. Gaurang Shah, Mrs. Bhavini Shah and Mrs. Dhruiti Shah and one Director of Yamuna Bio Energy Private Limited i.e. Mr. Hemant Patel.

(ii) Secured with Second Charge on existing Credit facilities in terms of Cash flows (including repayments) and security, with Charge on the assets financed under the Scheme to be created within a period of three months from the date of disbursal of loan. WCTL is also secured by Personal Guarantee of three Directors of the Company i.e. Mr. Gaurang Shah, Mrs. Bhavini Shah and Mrs. Dhruiti Shah and one Director of Yamuna Bio Energy Private Limited i.e. Mr. Hemant Patel.

(iii) Borrowing from Hinduja Leyland Finance Limited is in the nature of "Loan against Property (LAP)", which is secured against immovable properties in the form of six flats located at Bharuch owned and offered as security by Yamuna Bio Energy Private Limited (Enterprises over which Director has Significant Influence).

(iv) Unsecured borrowing from directors are non-interest bearing and not repayable within twelve months from the end of financial year.

6.2 The Company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date.

6.3 There were no charges or satisfaction yet to be registered with ROC Ahmedabad beyond the statutory period. Further, in case of Loan taken from Hinduja Leyland Finance Limited, Company is not required to create charge in terms of section 77 of the Companies Act, 2013 since none of the property of the Company has been offered as security. [Refer Note 6.1 (b) (iii)]

6.4 The Company is not declared as wilful defaulter by any bank or financial Institution or other lender.

6.5 The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

6.6 The Company has not received any fund from any person or entity, including Foreign entities (Funding Party), with the understanding that the Company shall:

(i) directly or indirectly lend or invest in other person or entities (Ultimate Beneficiary) by or on behalf of Funding Party; or

(ii) provides any guarantee or security on behalf of the Ultimate Beneficiary.

Notes to Standalone Financial Statement

For the year ended on March 31, 2023

NOTE 7: LONG TERM PROVISION

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Employee Benefit Expense - Gratuity	8.90	-
Total	8.90	-

NOTE 8: DEFERRED TAX ASSETS

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Related to Property Plant and Equipment	7.25	9.53
Related to Share issue expense	21.19	17.36
Related to Employee Benefit Payable	2.25	-
Total	30.69	26.89

NOTE 9: SHORT-TERM BORROWINGS

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Secured Borrowings		
a) Cash Credit Facilities (Refer Note 9.1)		
(i) From Banks	197.87	-
b) Current maturities of Long term borrowings		
(i) From Banks	69.12	69.12
(ii) from Other Financial Institutions	55.42	-
Total	322.41	69.12

9.1 Cash Credit Facility availed from Indian Overseas Bank is repayable on demand and is secured by way of hypothecation of stocks book debts upto 90 days. Cash Credit Facility is also secured by Personal Guarantee of three Directors of the Company i.e. Mr. Gaurang Shah, Mrs. Bhavini Shah and Mrs. Dhruiti Shah and one Director of Yamuna Bio Energy Private Limited i.e. Mr. Hemant Patel.

NOTE 10: TRADE PAYABLES

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Total outstanding dues of micro enterprise and small enterprise	-	-
(ii) Total outstanding dues of trade Payables other than micro enterprise and small enterprise	-	-
Total	-	-

Notes to Standalone Financial Statement

For the year ended on March 31, 2023

Ageing Details of Trade Payables:

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2023					
MSME	-	-	-	-	-
Others	-	-	-	-	-
Disputed Dues - MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-
Total	-	-	-	-	-
As at March 31, 2022					
MSME	-	-	-	-	-
Others	-	-	-	-	-
Disputed Dues- MSME	-	-	-	-	-
Disputed Dues- Others	-	-	-	-	-
Total	-	-	-	-	-

NOTE 11: OTHER CURRENT LIABILITIES

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Statutory Dues Payable	15.92	8.83
Employees dues Payable	11.62	12.15
Security Deposit	-	26.40
Expenses Payable	8.60	9.51
Creditors For Capital Expenditure	61.47	-
Interest Accrued But Not Due on Borrowing	8.80	-
Total	106.41	56.89

NOTE 12: SHORT-TERM PROVISIONS

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for Taxation (Net of Advance Tax, TDS and TCS)	183.07	63.35
Employee Benefit Expense - Gratuity	0.03	-
Total	183.11	63.35

Notes to Standalone Financial Statement

For the year ended on March 31, 2023

NOTE 13: PROPERTY, PLANT AND EQUIPMENT & INTANGIBLE ASSETS As at March 31, 2023

(Amount ₹ In lakhs)

ASSETS	Gross Block			Depreciation/Amortization		Net Block	
	Balance as at April 1, 2022	Additions during the year	Deduction during the year	Balance as at April 1, 2022	For the Year Adjustments	Balance as at March 31, 2023	Balance as at March 31, 2023
Tangible Assets							
(a) Lease hold Land	132.97	-	-	8.37	1.66	10.03	122.93
(b) Buildings	147.17	-	-	24.41	11.81	36.22	110.95
(c) Plant and Machinery	462.99	470.54	-	191.44	50.81	242.25	691.29
(d) Laboratory Equipments	3.36	34.81	-	1.83	2.72	4.55	33.62
(e) Electrical Installation	7.61	-	-	2.54	1.31	3.85	3.76
(f) Vehicle	96.19	-	-	39.60	17.56	57.16	39.02
(g) Office Equipments	3.39	5.11	-	1.13	0.74	1.87	6.64
(h) Furniture & Fixtures	22.98	-	-	0.47	2.14	2.60	20.38
(i) Computer	10.50	0.43	-	4.53	3.86	8.40	2.54
(j) Mobile	-	0.11	-	-	0.01	0.01	0.10
Total	887.17	511.00	-	274.33	92.61	366.95	1,031.22
Intangible Assets							
Trade Mark	0.15	-	-	0.12	0.03	0.15	-
Total	0.15	-	-	0.12	0.03	0.15	-

Notes to Standalone Financial Statement

For the year ended on March 31, 2023

NOTE 13: PROPERTY, PLANT AND EQUIPMENT & INTANGIBLE ASSETS

As at March 31, 2022

(Amount ₹ In lakhs)

ASSETS	Gross Block			Depreciation/Amortization			Net Block	
	Balance as at April 1, 2021	Additions during the year	Deduction during the year	Balance as at March 31, 2022	For the Year	Adjustments	Balance as at March 31, 2022	Balance as at March 31, 2022
Tangible Assets								
(a) Lease hold Land	132.97	-	-	132.97	1.66	-	8.37	124.59
(b) Buildings	99.16	48.01	-	147.17	9.52	-	24.41	122.75
(c) Plant and Machinery	448.52	14.47	-	462.99	56.94	-	191.44	271.56
(d) Laboratory Equipments	3.36	0.00	-	3.36	0.53	-	1.83	1.53
(e) Electrical Installation	3.93	3.69	-	7.61	0.81	-	2.54	5.07
(f) Vehicle	90.14	6.04	-	96.19	25.48	-	39.60	56.58
(g) Office Equipments	2.31	1.09	-	3.39	0.48	-	1.13	2.26
(h) Furniture & Fixtures	0.37	22.61	-	22.98	0.40	-	0.47	22.52
(i) Computer	2.36	8.14	-	10.50	2.89	-	4.53	5.97
Total	783.12	104.05	-	887.17	98.72	-	274.33	612.84
Intangible Assets								
Trade Mark	0.15	-	-	0.15	0.03	-	0.12	0.03
Total	0.15	-	-	0.15	0.03	-	0.12	0.03

Notes to Standalone Financial Statement

For the year ended on March 31, 2023

NOTE 14: CAPITAL WORK IN PROGRESS

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
- Plant & Machineries	688.61	-
- Factory Building		
Total	688.61	-

Ageing of Capital work in progress as at March 31, 2023:

(Amount ₹ In lakhs)

Capital Work in Progress	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	688.61	-	-	-	688.61
Projects temporarily suspended		-	-	-	-

There are no items in capital work in progress whose completion is overdue to its original plan as at March 31, 2023 and March 31, 2022.

NOTE 15: NON-CURRENT INVESTMENTS

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Investment in Equity Shares of Subsidiary Company (At Cost) (Unquoted)		
Kotyark Agro Private Limited [No. of Shares 1,00,000 (as at March 31, 2022 - NIL) of ₹ 10 each]	10.00	-
Total	10.00	-
Total Market Value of quoted investments	-	-
Total Book Value of unquoted investments	10.00	-

15.1 During the year ended on March 31, 2023, the Company has subscribed 1,00,000 equity shares in Kotyark Agro Private Limited (KAPL) for an aggregate consideration of ₹ 10.00 lakhs. The equity shares held by Company represents 100% legal and beneficial ownership of the total paid up share capital of KAPL. With this, the Company has become the holding Company of KAPL in terms of Section 2(87) of the Companies Act, 2013.

NOTE 16: LONG TERM LOANS AND ADVANCES

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Advance to Related Party for supply of Material	309.54	-
Capital Advances	1,838.48	3.75
Total	2,148.01	3.75

Notes to Standalone Financial Statement

For the year ended on March 31, 2023

NOTE 17: OTHER NON-CURRENT ASSETS

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
In Fixed Deposit accounts held as Margin money		
In Fixed Deposit accounts held as Performance Bank Guarantee (held for a period more than 12 months)	13.92	13.88
Total	13.92	13.88

NOTE 18: INVENTORIES (VALUED AT LOWER OF COST OF NET REALISABLE VALUE)

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Raw Materials	22.06	838.05
Finished Goods	2,009.95	15.14
Total	2,032.01	853.19

NOTE 19: TRADE RECEIVABLE

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(Unsecured and Considered good)		
a) Outstanding for more than six months	2.50	45.46
b) Others	1,220.38	673.21
Total	1,222.88	718.67

There are no dues from directors or other officers of the Company either severally or jointly with any other person, due from firms or private companies respectively in which any director is a partner, a director or a member.

Trade Receivable ageing schedule

(Amount ₹ In lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2023						
Undisputed Trade Receivables	1,220.38	2.50	-	-	-	1,222.88
Considered Good		-	-	-	-	-
Considered Doubtful		-	-	-	-	-
Total	1,220.38	2.50	-	-	-	1,222.88
As at March 31, 2022						
Undisputed Trade Receivables	673.21	43.30	2.16	-	-	718.67
Considered Good		-	-	-	-	-
Considered Doubtful		-	-	-	-	-
Total	673.21	43.30	2.16	-	-	718.67

Notes to Standalone Financial Statement

For the year ended on March 31, 2023

NOTE 20: CASH AND CASH EQUIVALENTS

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Cash on hand	4.94	22.44
Balance with Bank		
In current accounts	1.38	34.81
Total	6.32	57.25

NOTE 21: SHORT-TERM LOANS AND ADVANCES

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(Unsecured and Considered good)		
Loans and advances to suppliers	34.70	24.15
Total	34.70	24.15

NOTE 22: OTHER CURRENT ASSETS

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(Unsecured and Considered good)		
Balance with Government Authorities	82.79	811.14
Security Deposits	13.99	12.66
Interest Accrued on Bank Deposits	-	0.36
Other receivables	6.40	1.53
Prepaid Expenses	17.58	12.64
Total	120.76	838.32

NOTE 23: REVENUE FROM OPERATIONS

(Amount ₹ In lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Sale of Products	11,339.03	15,572.63
Other Operating Revenues	17.20	31.96
Total	11,356.23	15,604.59

NOTE 24: OTHER INCOME

(Amount ₹ In lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest - Income	0.76	1.09
Discount	-	8.57
Insurance Claim	-	19.85
Total	0.76	29.51

Notes to Standalone Financial Statement

For the year ended on March 31, 2023

NOTE 25: COST OF RAW MATERIALS AND STORES CONSUMED

(Amount ₹ In lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening Stock of raw materials	838.05	23.47
Add: Purchases	8,424.68	13,968.85
Less: Closing Stock of raw materials	22.06	838.05
Total	9,240.67	13,154.27
Major Components of Raw Material Consumption		
Light Diesel Oil	-	4,242.95
Veg Easter and its components	5,133.65	562.21
Base Oil	223.90	21.69
Palm Stearine	1,614.13	-
Others	2,268.98	8,327.42
Total	9,240.67	13,154.27

NOTE 26: PURCHASE OF STOCK IN TRADE

(Amount ₹ In lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Purchases of Stock in Trade	1,712.17	116.49
	1,712.17	116.49
Major Components of Stock in Trade Purchase		
Bio Diesel	1,565.64	116.49
Glycerin	146.53	-
	1,712.17	116.49

NOTE 27: MANUFACTURING AND OTHER DIRECT EXPENSES

(Amount ₹ In lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Carriage Inward	3.90	16.14
Factory Expenses	13.60	5.19
Power and fuel	12.36	6.51
Repairs & Maintenance to:		
- Plant & Machinery	5.06	2.85
- Building, Furniture & Fixture	0.02	-
Wages Expenses	34.85	26.76
Consumable stores	3.23	3.41
Technical & Testing Charges	8.80	-
Total	81.81	60.86

Notes to Standalone Financial Statement

For the year ended on March 31, 2023

NOTE 28: CHANGES IN INVENTORY OF FINISHED GOODS AND STOCK-IN-TRADE

(Amount ₹ In lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening Stock		
a) Finished Goods	15.14	691.24
Closing Stock		
a) Finished Goods	2,009.95	15.14
Net Changes in Finished Goods	(1,994.81)	676.10

NOTE 29: EMPLOYEE BENEFIT EXPENSES

(Amount ₹ In lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries and Bonus	28.43	17.15
Director Remuneration	134.40	134.40
Staff Welfare	14.67	12.71
Contribution to Provident and other funds	4.33	0.77
Total	181.83	165.03

NOTE 30: FINANCE COSTS

(Amount ₹ In lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest on loans from bank and Financial Institution	116.34	44.48
Bank Processing & Other Charges	24.91	5.27
Total	141.24	49.75

NOTE 31: DEPRECIATION AND AMORTIZATION EXPENSES

(Amount ₹ In lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation on Property plant equipment	92.61	98.72
Amortization of Intangibles	0.03	0.03
Total	92.64	98.75

Notes to Standalone Financial Statement

For the year ended on March 31, 2023

NOTE 32: OTHER EXPENSES

Particulars	(Amount ₹ In lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
(A) Administrative & other expenses		
Professional Expense	79.37	18.92
Travel Expenses	13.74	4.15
Miscellaneous expenses	12.04	4.58
Insurance	10.39	6.38
Repairs to Vehicles	9.32	14.76
CSR Expense	9.25	-
Security Service	6.50	6.05
Rent, Rates and Taxes	6.31	1.79
Auditor Remuneration		
- Audit Fees	6.30	4.50
- Out of Pocket Expense	0.29	0.19
Power and fuel	3.62	1.84
Computer maintenance	0.43	0.38
Software Charges	0.42	3.00
Legal Expense	0.24	8.53
Sub total (A)	158.23	75.08
(B) Selling & Distribution expenses		
Sales Commission	-	11.86
Transportation Expenses	181.52	67.03
Sales Promotion Expenses	9.74	2.24
Sub total (B)	191.26	81.14
Total (A+B)	349.49	156.22

NOTE 33: EARNINGS PER SHARE (EPS)

Particulars	(Amount ₹ In lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit attributable to Equity Shareholders (A)	1,146.62	864.04
Weighted Average number of shares for Basic EPS (B)	85.05	60.57
Weighted Average number of shares for Diluted EPS (C)	85.05	60.57
Basic EPS	13.48	14.26
Diluted EPS	13.48	14.26
Total income	11,356.99	15,634.10
Total expense	9,805.04	14,477.47

Notes to Standalone Financial Statement

For the year ended on March 31, 2023

NOTE 34: STATEMENT OF ACCOUNTING RATIOS

34.1

Sr. No	Particulars	Ratio	As at March 31, 2023	As at March 31, 2022	Variance (%)	Reason
(a)	Current Ratio (in times)	$\frac{\text{Current assets}}{\text{Current liabilities}}$	5.58	13.16	(57.57)%	Refer Note (1) Below
(b)	Debt-Equity Ratio (in times)	$\frac{\text{Total Debt}}{\text{Shareholder's Equity}}$	0.24	0.14	75.44 %	Refer Note (2) Below
(c)	Debt Service Coverage Ratio (in times)	$\frac{\text{Earning available for debt services}}{\text{Debt Service}}$	5.90	6.95	(15.08)%	-
(d)	Return on Equity Ratio	$\frac{\text{Net Profit after taxes}}{\text{Average Shareholder's Equity}}$	27.50%	57.95%	(52.55)%	Refer Note (3) Below
(e)	Inventory turnover ratio (in times)	$\frac{\text{Cost of good sold}}{\text{Closing Inventory}}$	6.27	17.87	(64.93)%	Refer Note (4) Below
(f)	Trade Receivables turnover ratio (in times)	$\frac{\text{Net Sales}}{\text{Average Accounts Receivable}}$	11.70	41.90	(72.08)%	Refer Note (5) Below
(g)	Trade payables turnover ratio (in times)	$\frac{\text{Net Purchases}}{\text{Average Trade Payables}}$	0.00	1761.51	(100)%	Refer Note (6) Below
(h)	Net capital turnover ratio (in times)	$\frac{\text{Net Sales}}{\text{Working Capital}}$	4.45	10.32	(56.9)%	Refer Note (7) Below
(i)	Net profit ratio	$\frac{\text{Net profit after tax}}{\text{Net Sales}}$	10.10%	5.54%	82.35 %	Refer Note (8) Below
(j)	Return on Capital employed	$\frac{\text{Earning before interest \& taxes (EBIT)}}{\text{Capital employed}}$	25.82%	41.40%	47.74 %	Refer Note (9) Below
(k)	Return on investment	$\frac{\text{Income from Investment}}{\text{Average Investment}}$	5.44%	6.60%	(17.5)%	-

34.2 Reasons for Variance more than 25%:

- 1) Current Ratio is decreased because current liability is increased by greater percentage as compare to the increase in current asset, the reason behind is significant increase in creditors of capital expenditure in current year.
- 2) Debt-equity ratio is Increase because new borrowing availed by the Company from Hinduja Leyland Finance Limited in current financial year.
- 3) Decrease in Return on Equity Ratio due to preferential allotment of Equity shares.
- 4) Decrease in Inventory turnover ratio due to decreased consumption of material and increase in closing inventory.
- 5) Decrease in Trade Receivables turnover ratio due to increase in debtors and decrease in sales.
- 6) In Financial Year 2022-23 there is no outstanding trade payable in books of accounts hence this ratio is reduced to NIL.
- 7) Decrease in Net capital turnover ratio due to increase in working capital and decrease in sales.
- 8) Increase in Net profit ratio due to increase in profit as compare to last year.
- 9) Decrease in Return on Capital employed due to increase in borrowing and share capital.

Notes to Standalone Financial Statement

For the year ended on March 31, 2023

34.3

Sr. No	Particulars	Ratio	Numerator	Denominator
(a)	Current Ratio (in times)	$\frac{\text{Current assets}}{\text{Current liabilities}}$	Current assets: inventories + trade receivables + cash & cash equipments + short term loans & advances + other current assets	Current liabilities: short term borrowings + trade payables + other current liabilities + short term provisions
(b)	Debt-Equity Ratio (in times)	$\frac{\text{Total Debt}}{\text{Shareholder's Equity}}$	Total Debt: long term borrowings + short term borrowings + current maturities of long term borrowings	Shareholder's Equity: Equity attributable to Equity Holders of the Company
(c)	Debt Service Coverage Ratio (in times)	$\frac{\text{Earning available for debt services}}{\text{Debt Service}}$	Earning available for debt services: Net profit after tax + Non cash operating expenses + Interest Expense	Debt Service: Interest Payments + Principal Repayments during the year
(d)	Return on Equity Ratio	$\frac{\text{Net Profit after taxes}}{\text{Average Shareholder's Equity}}$	Net Profits after taxes	Average Shareholder's Equity
(e)	Inventory turnover ratio (in times)	$\frac{\text{Cost of good sold}}{\text{Closing Inventory}}$	Cost of Goods Sold: Cost of Material Consumed + Changes in Inventory + Stores and Spares Consumption	Average Inventory (Simple Average)
(f)	Trade Receivables turnover ratio (in times)	$\frac{\text{Net Sales}}{\text{Average Accounts Receivable}}$	Net Sales: Revenue from operations	Average Trade Receivables
(g)	Trade payables turnover ratio (in times)	$\frac{\text{Net Purchases}}{\text{Average Trade Payables}}$	Net Purchases: Purchase During the Year	Average Trade Payables
(h)	Net capital turnover ratio (in times)	$\frac{\text{Net Sales}}{\text{Working Capital}}$	Net Sales: Revenue from operations	Working Capital: Current Assets - Current Liabilities
(i)	Net profit ratio	$\frac{\text{Net profit after tax}}{\text{Net Sales}}$	Net Profits after taxes	Net Sales: Revenue from operations
(j)	Return on Capital employed	$\frac{\text{Earning before interest \& taxes (EBIT)}}{\text{Capital employed}}$	Earning before interest & taxes (EBIT): Profit/(loss) before tax + Interest Expense	Capital employed: Shareholder's Equity + Total Debt - Intangible Assets - Deferred Tax Assets + Deferred Tax Liability
(k)	Return on investment	$\frac{\text{Income from Investment}}{\text{Average Investment}}$	Gain/(loss) on Sale of Investment + Dividend and Interest Income on Investments	Average Investment (Simple Average)

Notes to Standalone Financial Statement

For the year ended on March 31, 2023

NOTE 35: CONTINGENT LIABILITIES AND COMMITMENTS

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Bank Guarantee/LC Discounting for which FDR margin money has been given to the bank as Security	-	12.50
Capital Commitments		
Estimated amount of Contracts remaining to be executed on capital account and not provided for (Net of advances)	-	-
Total	-	12.50

NOTE 36: DUES TO MICRO, SMALL AND MEDIUM ENTERPRISES

(Amount ₹ In lakhs)

Sr. No.	Particulars	As at March 31, 2023	As at March 31, 2022
i)	Out of parties identified as MSME, the Company owes to micro and small enterprise for more than 45 days as at March 31.	-	-
ii)	The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
iii)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
iv)	The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
v)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

This information, as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006, has been determined to the extent such parties have been identified on the basis of information available with the Company. The auditor has relied on the same.

NOTE 37:

(Amount ₹ In lakhs)

Sr. No.	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(i)	CIF value of Imports	NIL	NIL
(ii)	Expenditure in Foreign Currency	NIL	NIL
(iii)	FOB Value of Export	NIL	NIL

NOTE 38:

The Company is engaged primarily in the business of manufacturing bio-diesel and all its operations are in India only. Accordingly, there is no separate reportable segment as per AS 17 on 'Segment Reporting' in respect of the Company.

Notes to Standalone Financial Statement

For the year ended on March 31, 2023

NOTE 39: RELATED PARTY DISCLOSURES

Related party disclosures as required under the Accounting Standard (AS) - 18 on "Related Party Disclosures" notified under Companies Act, 2013 are given below:

(a) Name of the related parties and description of relationship:

Description of Relationship	Name of the Related Party	Designation
Wholly owned subsidiary	Kotyark Agro Private Limited	
	Mr. Gaurang Rameshchandra Shah	Chairman and Managing Director
	Mrs. Dhruvi Mihir Shah	Whole-Time Director
	Mrs. Bhaviniben Gaurang Shah (w.e.f. July 24, 2021)	Non-Executive Director
	Mr. Akshay Jayrajbhai Shah (w.e.f. August 9, 2021)	Non-Executive Independent Director
	Mr. Harsh Mukeshbhai Parikh (w.e.f. August 9, 2021)	Non-Executive Independent Director
	Mr. Parth Shantilal Kansara (w.e.f. August 23, 2021 to August 12, 2022)	Chief Financial Officer
	Mrs. Priyanka Atodariya (w.e.f. August 13, 2022)	Chief Financial Officer
	Mrs. Nikita Boonlia (w.e.f. August 23, 2021 to July 6, 2022)	Company Secretary
	Mrs. Urvi Shah (w.e.f. July 7, 2022 to October 28, 2022)	Company Secretary
	Mr. Bhavesh Nagar (w.e.f. December 1, 2022)	Company Secretary
	M/s. Gaurang R Shah (HUF)	Relative of Director
	Mr. Brij Shah	Relative of Director
Mr. Vandan Shah	Relative of Director	
Enterprises over which Director has Significant Influence	Yamuna Bio Energy Pvt Ltd	

(b) Details of Transactions with Related Parties during the year:

Sr. No	Particulars	(Amount ₹ In lakhs)	
		For the year ended March 31, 2023	For the year ended March 31, 2022
(i)	Remuneration		
	Mr. Gaurang Rameshchandra Shah	120.00	118.60
	Mrs. Dhruvi Mihir Shah	14.40	13.30
	Mrs. Priyanka Atodariya	2.44	-
	Mrs. Nikita Boonlia	0.77	1.78
	Mrs. Urvi Shah	0.83	-
	Mr. Bhavesh Nagar	1.44	-

Notes to Standalone Financial Statement

For the year ended on March 31, 2023

(Amount ₹ In lakhs)

Sr. No	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(ii)	Unsecured Loan Taken/(Repaid) (Net)		
	Mr. Gaurang Rameshchandra Shah	(98.11)	(349.81)
	Mrs. Dhruvi Mihir Shah	(0.20)	7.00
	Mrs. Bhaviniben Gaurang Shah	-	322.00
(iii)	Purchase from Yamuna Bio Energy Pvt Ltd		
	Raw Material	5,312.30	3,406.75
	Stock in Trade	1,710.80	119.61
(iv)	Sales to Yamuna Bio Energy Pvt Ltd	3,040.10	89.22
(v)	Transportation Expense		
	Yamuna Bio Energy Pvt Ltd	138.40	-
(vi)	Transportation Income		
	Yamuna Bio Energy Pvt Ltd	17.20	-
(vii)	Dividend Paid		
	Mr. Gaurang Rameshchandra Shah	83.86	-
	Mrs. Dhruvi Mihir Shah	1.81	-
	Mrs. Bhaviniben Gaurang Shah	17.36	-
	M/s. Gaurang R Shah (HUF)	15.00	-
	Mr. Brij Shah	1.95	-
	Mr. Vandan Shah	1.35	-
(viii)	Advance Given		
	Kotyark Agro Pvt. Ltd.	309.54	-

(c) Balances Outstanding

(Amount ₹ In lakhs)

Sr. No	Particulars	As at March 31, 2023	As at March 31, 2022
(i)	Remuneration Payable		
	Mr. Gaurang Rameshchandra Shah	10.00	10.00
	Mrs. Dhruvi Mihir Shah	1.20	1.00
	Mrs. Nikita Boonlia	-	0.25
(ii)	Unsecured Loan		
	Mr. Gaurang Rameshchandra Shah	7.82	105.93
	Mrs. Dhruvi Mihir Shah	6.80	7.00
	Mrs. Bhaviniben Gaurang Shah	-	-
(iii)	Long Term Loans and Advances		
	Kotyark Agro Pvt. Ltd.	309.54	-

(d) Borrowing availed from Indian Overseas Bank in form of Term Loan, Cash Credit and WCTL is secured by Personal Guarantee of three Directors of the Company i.e. Mr. Gaurang Shah, Mrs. Bhavini Shah and Mrs. Dhruvi Shah and one Director of Yamuna Bio Energy Private Limited i.e. Mr. Hemant Patel.

Borrowing availed from Hinduja Leyland Finance Limited is secured against six flats collaterally owned by Yamuna Bio Energy Private Limited.

Notes to Standalone Financial Statement

For the year ended on March 31, 2023

NOTE 40:

In respect of borrowings on the basis of security of current assets from banks and financial institutions, quarterly returns/statements of current assets filed by the Company with banks and financial institutions were in agreement with the books of accounts except as stated below:

(Amount ₹ In lakhs)

Stock Statement as at	Particulars of Securities provided	Amount as per books of Account	Amount as reported in the Quarter end Statement	Amount of Difference (Excess)/ Short reported
June 30, 2022	Stock (Including WIP)	57.03	55.97	1.06
	Book Debts (Less than 90 days)	598.77	919.84	(321.07)
September 30, 2022	Stock (Including WIP)	677.82	715.93	(38.11)
	Book Debts (Less than 90 days)	419.43	448.19	(28.76)
December 31, 2022	Book Debts (Less than 90 days)	230.11	232.41	(2.30)
March 31, 2023	Book Debts (Less than 90 days)	1,209.93	1,156.99	52.94

Reasons for Difference:

- (a) **In Inventory:** The information was submitted before finalisation of accounts and there was change in the valuation of inventory during finalisation of accounts.
- (b) **In Trade Receivable:** The information was submitted before finalisation of accounts and there was change in the book debts due to knocking off of amount payable against amount receivable pertaining to same parties during finalisation of accounts.

NOTE 41: EMPLOYEE BENEFITS

The following table sets out the status of the gratuity as required under Accounting Standard AS-15 on Employee Benefit and the amount recognized in the Company's financial statements as at March 31, 2023.

(Amount ₹ In lakhs)

Sr. No	Particulars	Gratuity	
		Year ended March 31, 2023	Year ended March 31, 2022
(a)	Changes in Present Value of Obligations:		
	Opening PV of Obligation	-	-
	Interest Cost	-	-
	Current Service Cost	8.93	-
	Actuarial (gain)/Loss	-	-
	Benefits paid	-	-
	Closing PV of Obligation	8.93	-
(b)	Changes in Fair value of Plan Assets:		
	Opening FV of Plan Assets	-	-
	Expected Return on Plan Assets	-	-
	Contributions by Employer	-	-
	Actuarial gain/(Loss)	-	-
	Other Adjustments	-	-
		-	-

Notes to Standalone Financial Statement

For the year ended on March 31, 2023

(Amount ₹ In lakhs)

Sr. No	Particulars	Gratuity	
		Year ended March 31, 2023	Year ended March 31, 2022
(c)	The amount recognized in Balance Sheet		
	Closing PV of Obligation	8.93	-
	FV of Plan Assets	-	-
	Asset recognized in Balance sheet	8.93	-
(d)	Amount recognized in the Statement of Profit and Loss:		
	Current Service Cost	8.93	-
	Interest Cost	-	-
	Actuarial (gain)/Loss	-	-
	Other Adjustments	-	-
	Expenses Recognized in the statement of Profit & Loss	8.93	-
(e)	Assumptions		
	Discount Rate	7.41%	-
	Salary Escalation Rate	10.00%	-
	Attrition Rate	10.00%	-
	Mortality Rate	Indian Assured Lives Morality 2012-14 (Urban)	-
(f)	Other Information		
	Contribution for next 12 months	-	-
	Experience Adjustment (Gain)/Loss	-	-

Notes:

- (i) Discount Rate used for valuing liabilities is based on yields (as on valuation date) of Government Bonds with tenure similar to the expected working lifetime of the employee.
- (ii) Estimates of future salary increase are based on inflation, seniority, promotion and other relevant factors such as demand and supply in the employment market. This assumption has been determined in consultation with the Company.

NOTE 42:

The Company has not granted any Loans or Advances in the nature of loans to Promoters, Directors, KMP's and related parties which are repayable on demand or given without specifying terms or period of repayment.

NOTE 43:

The Company does not hold any Benami Property under the Benami Transactions (Prohibition) Act, 1988.

NOTE 44:

The Company has not entered into any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

NOTE 45:

The Company has not made any Investment in violation to the provisions related to number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.

NOTE 46:

The Company has not traded or invested in Crypto Currency or Virtual Currency.

NOTE 47:

The Company has no such transactions that are not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

Notes to Standalone Financial Statement

For the year ended on March 31, 2023

NOTE 48:

The Board of Directors of the Company at its meeting held on August 10, 2022 approved the scheme of amalgamation of Yamuna Bio Energy Private Limited (YBEPL) with the Company, subject to necessary regulatory approvals, with effect from April 1, 2022 being the appointed date. On amalgamation of YBEPL with Company:

- (i) all the assets and liabilities of YBPL will be transferred to the Company.
- (ii) the shareholders of YBPL will get 14 Equity Shares of the Company in exchange of 100 Equity Shares of YBPL in proportion of their holdings.

The Scheme shall be effective from the date on which the order approving the Scheme by National Company Law Tribunal (NCLT) will be filed with the Registrar of Companies (ROC). As at March 31, 2023, Company has not received any order from NCLT and hence effect of amalgamation is not given in Books of Company.

NOTE 49:

In the opinion of the Board, assets such as loans and advances, trade receivables and other current and non-current assets do not have a value on realisation in the ordinary course of business lesser than the amount at which they are stated.

NOTE 50:

Previous year's figures have been regrouped/reclassified, where necessary, to confirm to current year's presentation.

Signatories to Note 1 to 50

As per our report of even date attached

For **Manubhai & Shah LLP**

Chartered Accountants

ICAI Firm Reg. No.: 106041W/W100136

J. D. Shah

Partner

Membership No.: 100116

Place: Ahmedabad

Date: May 15, 2023

For and on behalf of Board
Kotyark Industries Limited

Gaurang Shah

Chairman and Managing Director

DIN: 03502841

Place: Vadodara

Date: May 15, 2023

Priyanka Atodaria

Chief Financial Officer

Place: Vadodara

Date: May 15, 2023

Dhruvi Shah

Whole-Time Director

DIN: 07664924

Place: Vadodara

Date: May 15, 2023

Bhavesh Nagar

Company Secretary

Place: Vadodara

Date: May 15, 2023

Independent Auditor's Report

To the Members of Kotyark Industries Limited

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Opinion

We have audited the accompanying Consolidated financial statements of Kotyark Industries Limited ("the Parent Company") and its subsidiary (the parent Company and its subsidiary together referred as the "Group"), which comprise the Consolidated Balance Sheet as on March 31, 2023, and the Consolidated Statement of Profit and Loss, the Consolidated Statement of Cash Flows for the year ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2021 as amended ("Accounting Standards") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2023 and their consolidated profit, their consolidated cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current year. We have determined that there are no key audit matters to communicate in our report.

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

The Parent's Board of Directors is responsible for the other information. The other information comprises the Directors' Report including Annexures to the Directors' Report but does not include the Consolidated Financial Statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the other Information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and to comply with the relevant applicable requirements of the SA 720 'The Auditor's responsibilities Relating to Other Information'.

Management's Responsibility for the Consolidated Financial Statements

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the group in accordance with the Accounting Standards and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and 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 financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Independent Auditor's Report

In preparing the Consolidated financial statements, management is responsible for assessing the Group 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 Group or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Group financial reporting process.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

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

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

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

based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit, 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 Group

Independent Auditor's Report

so far as it appears from our examination of those books.

- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid Consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors of the Parent and Subsidiary Company as on March 31, 2023 taken on record by the Board of Directors, none of the director of the Parent Company and Subsidiary Company is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Parent Company with reference to these Consolidated Financial Statements and the operating effectiveness of such controls, refer to our separate Report in **"Annexure A"**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Parent Company's internal financial controls over financial reporting.

The reporting requirements with respect to adequacy of internal financial controls of the Subsidiary Company and operating effectiveness of such controls are not applicable in case of the Subsidiary Company in terms of Notification No. G.S.R. 583(E) dated June 13, 2017.

- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Parent Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Group does not have any pending litigation having material effect on its financial position as at March 31, 2023.

- ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.
- iv. (a) The Management has represented that, to the best of their knowledge and belief, as disclosed in the notes to the accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The Management has represented, that, to the best of their knowledge and belief, as disclosed in the notes to accounts, no funds (which are material either individually or in the aggregate) have been received by the Group from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Group shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures that has 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.

Independent Auditor's Report

- v. The final dividend proposed in the previous year, declared and paid by the Parent Company during the year is in accordance with Section 123 of the Act, as applicable.

As stated in note 4.6 to the financial statements, the Board of Directors of the Parent Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to

the Group with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/"CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Parent Company and its subsidiary included in the Consolidated Financial Statements of the Group, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For **Manubhai & Shah LLP**
Chartered Accountants
ICAI Firm Registration No.: 106041W/W100136

J. D. Shah
Partner
Membership No.: 100116
UDIN: 23100116BGWJVY8530

Place: Ahmedabad
Date: May 15, 2023

Annexure A to the Independent Auditor's Report

[Annexure referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report on Standalone Financial Statements for the year ended March 31, 2023 to the members **Kotyark Industries Limited**]

REPORT ON THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

We have audited the internal financial controls over financial reporting of **Kotyark Industries Limited** ("the Parent Company") as of March 31, 2023 in conjunction with our audit of the Consolidated Financial Statements of the Group for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Boards of Directors of the Parent Company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the parent 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 (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the parent Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Parent Company's internal financial controls over financial reporting of the Parent 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 require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and

their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Consolidated 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 Parent Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Parent Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated Financial Statements for external purposes in accordance with generally accepted accounting principles. A parent 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 parent Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the parent Company are being made only in accordance with authorisations of management and directors of the Parent Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the parent Company's assets that could have a material effect on the Consolidated Financial Statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to

Annexure A to the Independent Auditor's Report

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 Parent

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, 2023, based on the criteria for internal financial control over financial reporting established by the Parent 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 **Manubhai & Shah LLP**
Chartered Accountants
ICAI Firm Registration No.: 106041W/W100136

J. D. Shah
Partner
Membership No.: 100116
UDIN: 23100116BGWJVY8530

Place: Ahmedabad
Date: May 15, 2023

Consolidated Balance Sheet

As at March 31, 2023

(Amount ₹ In lakhs)

Particulars	Note No.	As at March 31, 2023
I. EQUITY AND LIABILITIES		
(1) Shareholders' Funds		
(a) Share capital	4	873.43
(b) Reserves and surplus	5	4,800.18
		5,673.61
(2) Non-Current liabilities		
(a) Long term borrowings	6	1,043.22
(b) Long term provisions	7	8.90
		1,052.12
(3) Current liabilities		
(a) Short-term borrowings	9	322.41
(b) Trade payables	10	-
(i) Total outstanding dues of micro enterprise and small enterprise		-
(ii) Total outstanding dues of trade Payables other than micro enterprise and small enterprise		-
(c) Other current liabilities	11	106.91
(d) Short-term provision	12	183.11
		612.43
TOTAL		7,338.16
II. ASSETS		
(1) Non-Current assets		
(a) Property, Plant and Equipment and Intangible Assets		
(i) Property, Plant and Equipment	13	1,031.22
(ii) Intangible assets		-
(iii) Capital Work-in Progress	14	688.61
(b) Deferred tax assets (net)	8	30.69
(c) Long Term Loans and Advances	15	2,147.14
(d) Other non-current assets	16	13.92
		3,911.58
(2) Current assets		
(a) Inventories	17	2,032.01
(b) Trade receivables	18	1,222.88
(c) Cash and cash equivalents	19	16.23
(d) Short-term loans and advances	20	34.70
(e) Other current assets	21	120.76
		3,426.58
TOTAL		7,338.16

Significant accounting policies and Notes forming part of Financial Statements

For **Manubhai & Shah LLP**
Chartered Accountants
ICAI Firm Reg. No.: 106041W/W100136

J. D. Shah
Partner
Membership No.: 100116
Place: Ahmedabad
Date: May 15, 2023

For and on behalf of Board
Kotyark Industries Limited

Gaurang Shah
Chairman and Managing Director
DIN: 03502841
Place: Vadodara
Date: May 15, 2023

Priyanka Atodaria
Chief Financial Officer
Place: Vadodara
Date: May 15, 2023

Dhruvi Shah
Whole-Time Director
DIN: 07664924
Place: Vadodara
Date: May 15, 2023

Bhavesh Nagar
Company Secretary
Place: Vadodara
Date: May 15, 2023

Consolidated Statement of Profit and Loss

For the year ended March 31, 2023

(Amount ₹ In lakhs)

Particulars	Note No.	For the year ended on March 31, 2023
I. Revenue from Operations	22	11,356.23
II. Other Income	23	0.76
III. Total Income (I + II)		11,356.99
IV. Expenses		
Cost of materials consumed	24	9,240.67
Purchase of stock-in-trade	25	1,712.17
Manufacturing Expenses	26	81.81
Changes in inventory of finished goods, Work-in Progress and Stock-in-Trade	27	(1,994.81)
Employee Benefits Expense	28	181.83
Finance cost	29	141.25
Depreciation and amortization expense	30	92.64
Operating and other expenses	31	350.94
Total Expenses		9,806.50
V. Profit before tax (III-IV)		1,550.49
VII. Tax expense		
Current tax		394.00
Earlier year tax adjustments		11.29
Deferred tax		0.04
Total Tax expense		405.33
VIII. Profit/after tax for the year (V-VI)		1,145.16
Basic EPS & Diluted EPS (₹)	32	13.46

Significant accounting policies and Notes forming part of Financial Statements

For and on behalf of Board
Kotyark Industries Limited

For **Manubhai & Shah LLP**
 Chartered Accountants
 ICAI Firm Reg. No.: 106041W/W100136

Gaurang Shah
 Chairman and Managing Director
 DIN: 03502841

Place: Vadodara
Date: May 15, 2023

Dhruvi Shah
 Whole-Time Director
 DIN: 07664924

Place: Vadodara
Date: May 15, 2023

J. D. Shah
 Partner
 Membership No.: 100116
Place: Ahmedabad
Date: May 15, 2023

Priyanka Atodaria
 Chief Financial Officer
Place: Vadodara
Date: May 15, 2023

Bhavesh Nagar
 Company Secretary
Place: Vadodara
Date: May 15, 2023

Consolidated Cash Flow Statement

For the year ended March 31, 2023

(Amount ₹ In lakhs)

Particulars	For the year ended on March 31, 2023
1 Cash Flows from Operating Activities	
Profit before tax as per Statement of Profit & Loss	1,550.49
Adjustment for	
Depreciation & Amortisation expense	92.64
Interest on loans from bank and Financial Institution	(0.76)
Interest Income	116.34
Operating Profit before Working Capital Changes	1,758.71
Adjustment for:	
(Increase)/Decrease in Inventories	(1,178.82)
(Increase)/Decrease in Trade Receivables	(504.20)
(Increase)/Decrease in Loans & Advances	(10.55)
(Increase)/Decrease in Other current assets	408.88
(Increase)/Decrease in Other Non-current assets	(0.04)
Increase/(Decrease) in Trade Payables	-
Increase/(Decrease) in Long Term Provision	8.90
Increase/(Decrease) in Other current liabilities	(20.25)
Increase/(Decrease) in Short Term Provision	0.03
Operating Profit after Working Capital Changes	462.66
Taxes Paid(Net of Refund)	(285.57)
Net cash generated from operating activities (A)	177.09
2 Cash Flows from Investing Activities	
Interest Income	0.76
Purchase of Property, Plant and Equipment	(2,972.87)
Net cash used in investing activities (B)	(2,972.11)
3 Cash flow from financing activities	
Proceeds from issue of shares	2,026.72
Dividend Paid	(165.50)
Proceeds from/(Repayment of) Long Term Borrowing (net)	747.01
Proceeds from/(Repayment of) Short Term Borrowings (net)	253.29
Interest on loans from bank and Financial Institution	(107.54)
Net cash used in financing activities (C)	2,753.98
Net increase in cash and cash equivalents (A)+(B)+(C)	(41.02)
Cash and cash equivalents as at the beginning of the year	57.25
Cash and cash equivalents as at end of the year	16.23
Cash and cash equivalents as per Financial Statements	
Cash on Hand	4.99
Balance with Bank in Current Accounts	11.24
	16.23
Balance with Bank in Fixed Deposits held as Margin Money	-
Cash and cash equivalents as at end of the year (Refer Note 19)	16.23

Notes:

- Cash and cash equivalent include cash on hand and balances with bank in Current Accounts.
- The Cash Flow Statement has been prepared under the 'Indirect Method' as prescribed under AS 3.
- Figures in the bracket represents cash outflows.

For **Manubhai & Shah LLP**
Chartered Accountants
ICAI Firm Reg. No.: 106041W/W100136

J. D. Shah
Partner
Membership No.: 100116
Place: Ahmedabad
Date: May 15, 2023

For and on behalf of Board
Kotyark Industries Limited

Gaurang Shah
Chairman and Managing Director
DIN: 03502841
Place: Vadodara
Date: May 15, 2023

Priyanka Atodaria
Chief Financial Officer
Place: Vadodara
Date: May 15, 2023

Dhruvi Shah
Whole-Time Director
DIN: 07664924
Place: Vadodara
Date: May 15, 2023

Bhavesh Nagar
Company Secretary
Place: Vadodara
Date: May 15, 2023

Significant Accounting Policies to the Consolidated Financial Statement

1. GROUP INFORMATION

The **Kotyark Industries Limited** (the Parent Company) was incorporated on December 30, 2016 as “Kotyark Industries Private Limited” vide Registration No. 094939/2016-2017 under the provisions of the Companies Act, 2013 with the Registrar of Companies, Central Registration Centre, subsequently, the Parent Company was converted into Public Limited Company and consequently name of parent Company was changed from “Kotyark Industries Private Limited” to “**Kotyark Industries Limited**” vide Special resolution passed by the Shareholders at the Extra-Ordinary General Meeting held on July 24, 2021 and a fresh certificate of incorporation dated August 5, 2021 issued by the Registrar of Companies, Ahmedabad. The Parent Company in the business of bio-diesel manufacturing.

The Kotyark Agro Private Limited (the Subsidiary Company) was incorporated as wholly owned subsidiary of Kotyark Industries Limited on July 7, 2022 under the provisions of the Companies Act, 2013 with an object to carry on business as agriculturists by acquiring freehold or leasehold agriculture land to act as growers to agriculture produce.

2. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

2.1 Basis of preparation:

The Consolidated Financial Statements of the group have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under section 133 of the Companies Act, 2013 (“the 2013 Act”) read with the Companies (Accounting Standards) Rules 2021 and the relevant provision of the Companies Act, 2013. The Consolidated Financial Statements have been prepared on accrual basis under historical cost convention and going concern basis. The accounting policies have been consistently applied except where a newly issued Accounting Standard is initially adopted or a revision to an existing Accounting Standard requires a change in the accounting policy hereto in use.

Principal of Consolidation:

The Consolidated Financial Statements relate to the Parent Company and its subsidiary (hereinafter referred to as the ‘Group’). The Consolidated Financial Statements have been prepared on the following basis:

The Consolidated Financial Statements have been prepared in accordance with principles and procedures laid down in Accounting Standard AS-21 “Consolidated Financial Statements” as specified in Section 133 of the Companies Act, 2013 read with the Companies (Accounting Standards) Rules, 2021.

The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to, in the same manner as the Holding Company’s separate Financial Statements.

The financial statements of the Company and its subsidiary have been consolidated to the extent possible on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses after fully eliminating intra-group balances and intra-group transactions. The difference between cost of investments in the subsidiary Company and holding Company’s share of Net Assets at the time of acquisition of shares in subsidiary is recognised in the financial statements as Goodwill or Capital Reserve, as the case may be.

The subsidiary included in consolidation is Kotyark Agro Private Limited and the parent Company’s beneficial holding therein is 100%.

2.2 System of Accounting:

The Consolidated Financial Statements are prepared on historical cost basis. The group follows the mercantile system of accounting and recognizes income and expenditure on the accrual basis.

2.3 Use of Estimates:

The preparation of Financial Information requires the management of the group to make estimates and assumptions that affect the balances of assets and liabilities and disclosures relating to the contingent liability as at the date of the financial information and reported amounts of income and expenses like useful lives of property, plant and equipment, provision for taxation, etc., during the year. Management believes the estimates used in the preparation of the financial information are prudent and reasonable. Future results may vary from these estimates.

3. SIGNIFICANT ACCOUNTING POLICIES

I. Property, Plant and Equipment and Intangible Assets:

Property, plant and equipment and Intangible Assets are stated at their cost of acquisition less accumulated depreciation. The cost of acquisition includes freight, installation cost, duties, taxes and other incidental expenses, identifiable with the asset, incurred during the installation/construction stage in order to bring the assets to their working condition for intended use, including borrowing costs capitalized, if any, but are net of Input Tax Credits availed for the relevant element in the Cost.

Property, plant and equipment include Lease hold Land, which is amortized equally over the tenure of

Lease. The value of Lease hold Land includes cost of premium and other expenses incurred in order to meet the condition of lease agreement and get the Land on Lease. Intangible assets comprise of Trademark.

An item of property, plant and equipment 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 and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in statement of profit & loss.

Bearer Plants:

Bearer plants are recognised as an item of Property, Plant and Equipment. Expenses on cultivation of bearer plants are considered as Capital Work-in-Progress till the time they are in the location and condition necessary to be capable of operating in the manner intended by management. Expenses incurred for bearer plants will be capitalised only when such plants are (i) used in the production or supply of agricultural produce, (ii) expected to bear produce for more than a period of twelve months and (iii) has a remote likelihood of being sold as agricultural produce, except for incidental scrap sale.

II. Depreciation and Amortisation:

Depreciation on assets is provided on the Written Down Value (WDV) Method over the estimated useful life of the assets according to the classification and as per useful life specified in Schedule II to the Companies Act, 2013 except in following cases, in whose case the life of the assets has been assessed based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, etc. Lease hold Land is amortised over a tenure of Lease on straight line basis.

Sr. No.	Nature of Asset	Asset Class	Useful Life (Years)
1	Pressure Pumps	Plant & Machineries	8
2	RCC Road	Land & Building	30
3	D G Set	Plant & Machineries	10
4	Storage Tank	Plant & Machineries	15
5	CCTV Camera	Office Equipment	6
6	Filter Press	Plant & Machineries	6

On the additions/disposal during the year, depreciation is provided pro-rata on the basis of number of days for which the asset was used during the year.

Intangible assets are amortised over a period of 5 Years on straight line basis.

III. Operating expenses:

Operating expenses are accounted in financial statements on accrual basis.

IV. Inventories:

Inventories of raw material and finished goods are valued at lower of the cost or net realizable value. Obsolete, defective and unserviceable Inventory, if any, are duly provided for.

V. Revenue Recognition:

Revenue from sale of products are recognised when the risk and rewards of ownership of products are passed on to the customers. Revenue is recorded exclusive of GST and net of trade and quantity discounts or rebates granted.

Income from Services rendered are booked based on agreements/arrangements with the concerned parties.

Interest is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. Dividend income is recognised if the right to receive payment is established by the Balance Sheet date.

VI. Employee Benefits:

(a) Short term benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. These benefits include compensated absences such as privilege leave and sickness leave. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognized during the period.

(b) Post-employment benefits:

Defined contribution plan

The Group provident fund scheme is defined contribution plan. The Group contribution paid/payable under the schemes is recognised as expense in the statement of Profit and Loss during the period in which the employee renders the related service.

VII. Goods and Service Tax:

Goods and service tax is accounted for in the books of accounts in accordance with the provisions of the goods and service tax law for the time being in force, and the liability or the credits are accordingly disclosed in the financial information.

VIII. Borrowing Costs:

Borrowing costs that are directly attributable to the acquisition of qualifying assets are to be capitalized for the year until the asset is ready for its intended use. A qualifying asset being, an asset that necessarily takes a substantial period of time to get ready for its intended use. Other borrowing costs are to be recognized as an expense in the year in which they are incurred.

IX. Accounting for Taxes on Income:

- (a) Income tax expense comprises current tax (i.e. amount of tax for the year determined in accordance with the Income Tax Act, 1961) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the year).
- (b) The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the rates and laws that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty the assets can be realised in future; however, where there is unabsorbed depreciation and carry forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed at each balance sheet date and written down or written up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realised.

X. Leases:

Lease, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased asset during the lease term, are classified as operating leases. Lease payments under operating lease are recognised as an expense in the profit and loss account on a straight-line basis over the lease term, considering the renewal terms, if appropriate.

XI. Impairment of Assets:

The Group assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. The recoverable amount is the greater of the net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account. 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.

XII. Provisions, Contingent Liabilities and Contingent Assets:

The Group creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Contingent assets are neither recognised nor disclosed in Consolidated financial statements.

XIII. Earnings Per Share (EPS):

Basic EPS is computed using the weighted average number of equity shares outstanding during the year. Diluted EPS is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the year-end, except where the results would be anti-dilutive.

XIV. Cash and Cash Equivalents:

Cash and Cash Equivalents comprises Cash-in-Hand, Short term Deposits and Balance in Current Accounts with Banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

XV. Events occurring after the Reporting Date:

Adjusting events (that provides evidence of condition that existed at the balance sheet date) occurring after the balance sheet date are recognized in the Consolidated financial statements. Material non adjusting events (that are inductive of conditions that arose subsequent to the balance sheet date) occurring after the balance sheet date are disclosed in the Board's Report.

XVI. General:

Any other accounting policy not specifically referred to are consistent with generally accepted accounting principles.

Notes to Consolidated Financial Statement

For the year ended on March 31, 2023

NOTE 4: SHARE CAPITAL

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023
Authorised	
90,00,000 (as at March 31, 2022: 90,00,000) Equity Shares of ₹ 10/- each	900.00
Issued, subscribed and paid up	
87,34,300 (as at March 31, 2022: 82,74,900) Equity Shares of ₹ 10/- each fully paid up	873.43
Total	873.43

4.1 Reconciliation of the Number of Shares outstanding is set out below:

(No. of Shares)

Particulars	As at March 31, 2023
Equity Shares at the beginning of the year	82,74,900
Shares Issued during the year	
Preferential Issue	4,59,400
Equity Shares at the end of the year	87,34,300

4.2 The Group has a single class of equity shares which are having par value of ₹ 10/- per equity share. The shares issued, subscribed and paid up rank pari passu with reference to all rights, preference and restriction relating thereto. Each Holder of equity shareholders is entitled to one vote per share. In the event of liquidation of the group the holders of the equity shares are will be entitled to receive the residual assets of the group. The distribution will be in a proportion to the number of equity shares held by the shareholders.

4.3 The Detail of shareholders holding more than 5 per cent of shares:

Name of Shareholder	As at March 31, 2023	
	No. of Shares	% of Holding
Mr. Gaurang Rameshchandra Shah	42,58,025	48.75%
Mrs. Bhaviniben Gaurang Shah	8,68,200	9.94%
M/s. Gaurang Shah HUF	7,50,000	8.59%
Total	58,76,225	67.28%

4.4

Name of Promoter	As at March 31, 2023		
	No. of shares	% of total shares	% change during the year
Mr. Gaurang Rameshchandra Shah	42,58,025	48.75%	(1.92%)
Mrs. Bhaviniben Gaurang Shah	8,68,200	9.94%	(0.55%)
M/s. Gaurang Shah HUF	7,50,000	8.59%	(9.06%)
Mr. Brijkumar Gaurang Shah	97,500	1.12%	(0.06%)
Mr. Vandan Gaurang Shah	67,500	0.77%	(0.04%)

Notes to Consolidated Financial Statement

For the year ended on March 31, 2023

4.5 Aggregate number of Shares allotted as fully paid up by way of bonus shares during the period of 5 years immediately preceding year:

During the year ended on March 31, 2022, the Parent Company has allotted 40,44,600 bonus shares of ₹10 each fully paid-up. Consequently, the Parent Company has capitalised a sum of ₹ 404.46 lakhs from "Retained earnings" and "Securities Premium" pursuant to the approval of the shareholders through circular resolution dated July 24, 2021.

4.6 For the Financial Year ending on March 31, 2023, the Board of Directors of the Parent Company have recommended a dividend of ₹ 5/- (par value of Equity Share of ₹ 10 each) per equity share. This payment is subject to the approval of shareholders in the ensuing General Meeting of the Company.

4.7 Pursuant to the approval of Shareholders of the Parent Company, in its Extra-Ordinary General Meeting held on September 16, 2022 and the approval of Board of Directors of the Parent Company at their meeting held on September 30, 2022, the Parent Company has allotted 4,59,400 Equity Shares of face value of ₹ 10 each at the price of ₹ 450 for total consideration of ₹ 2,067.30 lakhs through preferential allotment route to Promoters/Non-promoters/Public. The Proceeds from the Preferential Issue and the utilisation of the same is as follows:

(Amount ₹ In lakhs)

Object of Preferential Issue	Allocation as per Object Mentioned in Notice of EGM	Funds Utilization upto March 31, 2023	Unutilised Balance as on March 31, 2023
Re-payment of Borrowings, Future Funding Requirements, Working Capital and General Corporate Purpose	2,067.30	2,067.30	-

NOTE 5: RESERVES AND SURPLUS

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023
Securities Premium	
Opening Balance	836.41
Add: Received during the year	
(i) On Preferential issue of equity shares	2,021.36
Less: Share issue expense (net of Deffered Tax)	(36.75)
Sub total (A)	2,821.02
Retained Earnings	
Surplus in Statement of Profit and Loss	
Opening Balance	999.50
Add: Surplus for the year	1,145.16
Less: Dividend Paid	(165.50)
Sub total (B)	1,979.16
Total (A+B)	4,800.18

Notes to Consolidated Financial Statement

For the year ended on March 31, 2023

NOTE 6: LONG-TERM BORROWINGS

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023
Secured borrowings	
Term Loans	
a) From Banks	114.16
Sub total (A)	114.16
Unsecured borrowings	
a) From Related Parties (Directors)	14.62
b) From Financial Institutions	914.44
Sub total (B)	929.06
Total (A+B)	1,043.22

6.1 Detailed Terms and Conditions of Borrowings:

(a) Outstanding Balances

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023		
	Non-Current	Current	Total
(i) From Banks			
Indian oversea Bank (Term Loan)	111.61	38.52	150.13
Indian Overseas Bank (WCTL)	2.55	30.60	33.15
	114.16	69.12	183.28
(ii) From Related Parties			
Mrs. Dhruvi Mihir Shah	6.80	-	6.80
Mr. Gaurang Rameshchandra Shah	7.82	-	7.82
	14.62	-	14.62
(iii) From Others			
Hinduja Leyland Finance Limited	914.44	55.42	969.86
Total	1,043.22	124.54	1,167.76

(b) Detailed Terms and Condition of Borrowings

Name	Interest Rate	Security	Sanctioned Amount	Repayment Terms
Indian Overseas Bank (Term Loan)	MCLR + 1.85%	See Note (i)	250.00	78 Monthly Installments
Indian Overseas Bank (WCTL)	RLLR + 1%	See Note (ii)	91.70	35 Monthly Installments
Hinduja Leyland Finance Limited	HBLR + 1.40%	See Note (iii)	995.00	120 Monthly Installments
Mrs. Dhruvi Mihir Shah		See Note (iv)		
Mr. Gaurang Rameshchandra Shah		See Note (iv)		

- (i) Secured against hypothecation of Shed, Fabrications, Machineries and other Assets purchased and created out of Bank Finance. Term Loan is also secured by Personal Guarantee of three Directors of the Parent Company i.e. Mr. Gaurang Shah, Mrs. Bhavini Shah and Mrs. Dhruvi Shah and one Director of Yamuna Bio Energy Private Limited i.e. Mr. Hemant Patel.
- (ii) Secured with Second Charge on existing Credit facilities in terms of Cash flows (including repayments) and security, with Charge on the assets financed under the Scheme to be created within a period of three months from the date of disbursal of loan. WCTL is also secured by Personal Guarantee of three Directors of the Parent Company i.e. Mr. Gaurang Shah, Mrs. Bhavini Shah and Mrs. Dhruvi Shah and one Director of Yamuna Bio Energy Private Limited i.e. Mr. Hemant Patel.

Notes to Consolidated Financial Statement

For the year ended on March 31, 2023

(iii) Borrowing from Hinduja Leyland Finance Limited is in the nature of "Loan against Property (LAP)", which is secured against immovable properties in the form of six flats located at Bharuch owned and offered as security by Yamuna Bio Energy Private Limited (Enterprises over which Parent Company's Director has Significant Influence).

(iv) Unsecured borrowing from directors are non-interest bearing and not repayable within twelve months from the end of financial year.

6.2 The Group has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date.

6.3 There were no charges or satisfaction yet to be registered with ROC Ahmedabad beyond the statutory period. Further, in case of Loan taken from Hinduja Leyland Finance Limited, Group is not required to create charge in terms of section 77 of the Companies Act, 2013 since none of the property of the Group has been offered as security. [Refer Note 6.1 (b) (iii)]

6.4 None of the companies in the group is declared as wilful defaulter by any bank or financial Institution or other lender.

6.5 The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the group (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

6.6 The Group has not received any fund from any person or entity, including Foreign entities (Funding Party), with the understanding that the Group shall (i) directly or indirectly lend or invest in other person or entities (Ultimate Beneficiary) by or on behalf of Funding Party (ii) or provides any guarantee or security on behalf of the Ultimate Beneficiary.

NOTE 7: LONG TERM PROVISION

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023
Employee Benefit Expense - Gratuity	8.90
Total	8.90

NOTE 8: DEFERRED TAX ASSETS

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023
Related to Property Plant and Equipment	7.25
Related to Share issue expense	21.19
Related to Employee Benefit Payable	2.25
Total	30.69

NOTE 9: SHORT-TERM BORROWINGS

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023
Secured Borrowings	
a) Cash Credit Facilities (Refer Note 9.1)	
(i) From Banks	197.87
b) Current maturities of Long term borrowings	
(i) From Banks	69.12
(ii) from Other Financial Institutions	55.42
Total	322.41

Notes to Consolidated Financial Statement

For the year ended on March 31, 2023

9.1 Cash Credit Facility availed from Indian Overseas Bank is repayable on demand and is secured by way of hypothecation of stocks book debts upto 90 days. Cash Credit Facility is also secured by Personal Guarantee of three Directors of the Parent Company i.e. Mr. Gaurang Shah, Mrs. Bhavini Shah and Mrs. Dhruvi Shah and one Director of Yamuna Bio Energy Private Limited i.e. Mr. Hemant Patel.

NOTE 10: TRADE PAYABLES

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023
(i) Total outstanding dues of micro enterprise and small enterprise	-
(ii) Total outstanding dues of trade Payables other than micro enterprise and small enterprise	-
Total	-

Ageing Details of Trade Payables:

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2023					
MSME	-	-	-	-	-
Others	-	-	-	-	-
Disputed Dues - MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-
Total	-	-	-	-	-

NOTE 11: OTHER CURRENT LIABILITIES

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023
Statutory Dues Payable	15.97
Employees dues Payable	11.62
Expenses Payable	9.05
Creditors For Capital Expenditure	61.47
Interest Accrued But Not Due	8.80
Total	106.41

NOTE 12: SHORT-TERM PROVISIONS

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023
Provision for Taxation (Net of Advance Tax, TDS and TCS)	183.07
Employee Benefit Expense - Gratuity	0.03
Total	183.11

Notes to Consolidated Financial Statement

For the year ended on March 31, 2023

NOTE 13: PROPERTY, PLANT AND EQUIPMENT & INTANGIBLE ASSETS As at March 31, 2023

(Amount ₹ In lakhs)

ASSETS	Gross Block			Depreciation/Amortization		Net Block	
	Balance as at April 1, 2022	Additions during the year	Deduction during the year	Balance as at April 1, 2022	For the Year Adjustments	Balance as at March 31, 2023	Balance as at March 31, 2023
Tangible Assets							
(a) Lease hold Land	132.97	-	-	8.37	1.66	10.03	122.93
(b) Buildings	147.17	-	-	24.41	11.81	36.22	110.95
(c) Plant and Machinery	462.99	470.54	-	191.44	50.81	242.25	691.29
(d) Laboratory Equipments	3.36	34.81	-	1.83	2.72	4.55	33.62
(e) Electrical Installation	7.61	-	-	2.54	1.31	3.85	3.76
(f) Vehicle	96.19	-	-	39.60	17.56	57.16	39.02
(g) Office Equipments	3.39	5.11	-	1.13	0.74	1.87	6.64
(h) Furniture & Fixtures	22.98	-	-	0.47	2.14	2.60	20.38
(i) Computer	10.50	0.43	-	4.53	3.86	8.40	2.54
(j) Mobile	-	0.11	-	-	0.01	0.01	0.10
Total	887.17	511.00	-	274.33	92.61	366.95	1,031.22
Intangible Assets							
Trade Mark	0.15	-	-	0.12	0.03	0.15	-
Total	0.15	-	-	0.12	0.03	0.15	-

Notes to Consolidated Financial Statement

For the year ended on March 31, 2023

NOTE 14: CAPITAL WORK IN PROGRESS

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023
- Plant & Machineries	688.61
Total	688.61

Ageing of Capital work in progress as at March 31, 2023:

Capital Work in Progress	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	688.61	-	-	-	688.61
Projects temporarily suspended	-	-	-	-	-

There are no items in capital work in progress whose completion is overdue to its original plan as at March 31, 2023.

NOTE 15: LONG TERM LOANS AND ADVANCES

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023
Capital Advances	2,147.14
Total	2,147.14

NOTE 16: OTHER NON-CURRENT ASSETS

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023
Fixed Deposit accounts held as Margin money	
Fixed Deposit accounts held as Performance Bank Guarantee (held for a period more than 12 months)	13.92
Total	13.92

NOTE 17: INVENTORIES (VALUED AT LOWER OF COST OF NET REALISABLE VALUE)

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023
Raw Materials	22.06
Finished Goods	2,009.95
Total	2,032.01

NOTE 18: TRADE RECEIVABLE

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023
(Unsecured and Considered good)	
a) Outstanding for more than six months	2.50
b) Others	1,220.38
Total	1,222.88

Notes to Consolidated Financial Statement

For the year ended on March 31, 2023

There are no dues from directors or other officers of the Company either severally or jointly with any other person, due from firms or private companies respectively in which any director is a partner, a director or a member.

Trade Receivable ageing schedule

(Amount ₹ In lakhs)

Capital Work in Progress	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months 1 Year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2023						
Undisputed Trade Receivables	1,220.38	2.50	-	-	-	1,222.88
Considered Good	-	-	-	-	-	-
Considered Doubtful	-	-	-	-	-	-
Total	1,220.38	2.50	-	-	-	1,222.88

NOTE 19: CASH AND CASH EQUIVALENTS

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023
Cash on hand	4.99
Balance with Bank	
In current accounts	11.24
Total	16.23

NOTE 20: SHORT-TERM LOANS AND ADVANCES

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023
(Unsecured and Considered good)	
Advances to suppliers	34.70
Total	34.70

NOTE 21: OTHER CURRENT ASSETS

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023
Balance with Government Authorities	82.79
Security Deposits	13.99
Other receivables	6.40
Prepaid Expenses	17.58
Total	120.76

Notes to Consolidated Financial Statement

For the year ended on March 31, 2023

NOTE 22: REVENUE FROM OPERATIONS

(Amount ₹ In lakhs)

Particulars	For the year ended March 31, 2023
Sale of Products	11,339.03
Other Operating Revenues	17.20
Total	11,356.23

NOTE 23: OTHER INCOME

(Amount ₹ In lakhs)

Particulars	For the year ended March 31, 2023
Interest - Income	0.76
Total	0.76

NOTE 24: COST OF RAW MATERIALS AND STORES CONSUMED

(Amount ₹ In lakhs)

Particulars	For the year ended March 31, 2023
Opening Stock of raw materials	838.05
Add: Purchases	8,424.68
Less: Closing Stock of raw materials	22.06
Total	9,240.67
Major Components of Raw Material Consumption	
Veg Easter and its components	5,133.65
Base Oil	223.90
Palm Stearine	1,614.13
Others	2,268.98
Total	9,240.67

NOTE 25: PURCHASE OF STOCK IN TRADE

(Amount ₹ In lakhs)

Particulars	For the year ended March 31, 2023
Purchases of Stock in Trade	1,712.17
Total	1,712.17
Major Components of Stock in Trade Purchase	
Bio Diesel	1,565.64
Glycerin	146.53
	1,712.17

Notes to Consolidated Financial Statement

For the year ended on March 31, 2023

NOTE 26: MANUFACTURING AND OTHER DIRECT EXPENSES

Particulars	(Amount ₹ In lakhs)
	For the year ended March 31, 2023
Carriage Inward	3.90
Factory Expenses	13.60
Power and fuel	12.36
Repairs to Machinery	5.08
Wages Expenses	34.85
Technical & Testing Charges	8.80
Consumable stores	3.23
Total	81.81

NOTE 27: CHANGES IN INVENTORY OF FINISHED GOODS AND STOCK-IN-TRADE

Particulars	(Amount ₹ In lakhs)
	For the year ended March 31, 2023
Opening Stock	
a) Finished Goods	15.14
Closing Stock	
a) Finished Goods	2,009.95
Total	(1,994.81)

NOTE 28: EMPLOYEE BENEFIT EXPENSES

Particulars	(Amount ₹ In lakhs)
	For the year ended March 31, 2023
Salaries, Bonus	28.43
Director Remuneration	134.40
Staff Welfare Expenses	4.33
Contribution to Provident and other funds	14.67
Total	181.83

NOTE 29: FINANCE COSTS

Particulars	(Amount ₹ In lakhs)
	For the year ended March 31, 2023
Interest on loans from bank and Financial Institution	116.34
Bank Processing & Other Charges	24.91
Total	141.25

Notes to Consolidated Financial Statement

For the year ended on March 31, 2023

NOTE 30: DEPRECIATION AND AMORTIZATION EXPENSES

(Amount ₹ In lakhs)

Particulars	For the year ended March 31, 2023
Depreciation on Property, Plant and Equipment	92.61
Amortization of Intangibles	0.03
Total	92.64

NOTE 31: OTHER EXPENSES

(Amount ₹ In lakhs)

Particulars	For the year ended March 31, 2023
(A) Administrative & other expenses	
Legal & Professional Expenses	79.79
Travelling Expenses	14.03
Office/Misc. Expenses	12.24
Insurance Expenses	10.39
Vehicle Expenses & repairs	9.32
CSR Expense	9.25
Security Service	6.50
Rent, Rates and Taxes (incl. lease rents)	6.31
Auditor Remuneration	
- Audit Fees	6.74
- Out of Pocket Expense	0.29
Power and fuel	3.62
Computer maintenance	0.43
Software Charges	0.42
Legal Expense	0.35
Sub total (A)	159.68
(B) Selling & Distribution expenses	
Transportation Expenses	181.52
Sales Promotion Expenses	9.74
Sub total (B)	191.26
Total (A+B)	350.94

Notes to Consolidated Financial Statement

For the year ended on March 31, 2023

NOTE 32: EARNINGS PER SHARE (EPS)

(Amount ₹ In lakhs)

Particulars	For the year ended March 31, 2023
Profit attributable to Equity Shareholders	1,145.16
Weighted Average number of shares for Basic EPS	85.05
Weighted Average number of shares for Diluted EPS	85.05
Basic EPS	13.46
Diluted EPS	13.46

NOTE 33: STATEMENT OF ACCOUNTING RATIOS

33.1

(Amount ₹ In lakhs)

Sr. No	Particulars	Ratio	As at March 31, 2023
(a)	Current Ratio (in times)	Current assets	5.60
		Current liabilities	
(b)	Debt-Equity Ratio (in times)	Total Debt	0.24
		Shareholder's Equity	
(c)	Debt Service Coverage Ratio (in times)	Earning available for debt services	5.90
		Debt Service	
(d)	Return on Equity Ratio	Net Profit after taxes	0.20%
		Average Shareholder's Equity	
(e)	Inventory turnover ratio (in times)	Cost of good sold	6.27
		Closing Inventory	
(f)	Trade Receivables turnover ratio (in times)	Net Sales	9.29
		Average Accounts Receivable	
(g)	Trade payables turnover ratio (in times)	Net Purchases	0.00
		Average Trade Payables	
(h)	Net capital turnover ratio (in times)	Net Sales	4.04
		Working Capital	
(i)	Net profit ratio	Net profit after tax	10.08%
		Net Sales	
(j)	Return on Capital employed	Earning before interest & taxes (EBIT)	18.58%
		Capital employed	
(k)	Return on investment	Income from Investment	5.44%
		Average Investment	

Notes to Consolidated Financial Statement

For the year ended on March 31, 2023

33.2

Sr. No	Particulars	Ratio	Numerator	Denominator
(a)	Current Ratio (in times)	$\frac{\text{Current assets}}{\text{Current liabilities}}$	Current assets: inventories + trade receivables + cash & cash equipments + short term loans & advances + other current assets	Current liabilities: short term borrowings + trade payables + other current liabilities + short term provisions
(b)	Debt-Equity Ratio (in times)	$\frac{\text{Total Debt}}{\text{Shareholder's Equity}}$	Total Debt: long term borrowings + short term borrowings + current maturities of long term borrowings	Shareholder's Equity: Equity attributable to Equity Holders of the Company
(c)	Debt Service Coverage Ratio (in times)	$\frac{\text{Earning available for debt services}}{\text{Debt Service}}$	Earning available for debt services: Net profit after tax + Non cash operating expenses + Interest Expense	Debt Service: Interest Payments + Principal Repayments during the year
(d)	Return on Equity Ratio	$\frac{\text{Net Profit after taxes}}{\text{Average Shareholder's Equity}}$	Net Profits after taxes	Average Shareholder's Equity
(e)	Inventory turnover ratio (in times)	$\frac{\text{Cost of good sold}}{\text{Closing Inventory}}$	Cost of Goods Sold: Cost of Material Consumed + Changes in Inventory + Stores and Spares Consumption	Average Inventory (Simple Average)
(f)	Trade Receivables turnover ratio (in times)	$\frac{\text{Net Sales}}{\text{Average Accounts Receivable}}$	Net Sales: Revenue from operations	Average Trade Receivables
(g)	Trade payables turnover ratio (in times)	$\frac{\text{Net Purchases}}{\text{Average Trade Payables}}$	Net Purchases: Purchase During the Year	Average Trade Payables
(h)	Net capital turnover ratio (in times)	$\frac{\text{Net Sales}}{\text{Working Capital}}$	Net Sales: Revenue from operations	Working Capital: Current Assets - Current Liabilities
(i)	Net profit ratio	$\frac{\text{Net profit after tax}}{\text{Net Sales}}$	Net Profits after taxes	Net Sales: Revenue from operations
(j)	Return on Capital employed	$\frac{\text{Earning before interest \& taxes (EBIT)}}{\text{Capital employed}}$	Earning before interest \& taxes (EBIT): Profit/(loss) before tax + Interest Expense	Capital employed: Shareholder's Equity + Total Debt - Intangible Assets - Deferred Tax Assets + Deferred Tax Liability
(k)	Return on investment	$\frac{\text{Income from Investment}}{\text{Average Investment}}$	Gain/(loss) on Sale of Investment + Dividend and Interest Income on Investments	Average Investment (Simple Average)

Notes to Consolidated Financial Statement

For the year ended on March 31, 2023

NOTE 34: CONTINGENT LIABILITIES

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023
Contingent Liabilities	
Bank Guarantee/LC Discounting for which FDR margin money has been given to the bank as Security	-
Capital Commitments	
Estimated amount of Contracts remaining to be executed on capital account and not provided for (Net of advances)	-
Total	-

NOTE 35: DUES TO MICRO, SMALL AND MEDIUM ENTERPRISES

(Amount ₹ In lakhs)

Particulars	As at March 31, 2023
i) Out of parties identified as MSME, the Company owes to micro and small enterprise for more than 45 days as at March 31.	-
ii) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-
iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	-
iv) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-
v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-

This information, as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006, has been determined to the extent such parties have been identified on the basis of information available with the Company. The auditor has relied on the same.

NOTE 36:

(Amount ₹ In lakhs)

Particulars	For the year ended March 31, 2023
(i) CIF value of Imports	NIL
(ii) Expenditure in Foreign Currency	NIL
(iii) FOB Value of Export	NIL

NOTE 37:

The Group is engaged primarily in the business of manufacturing bio-diesel and all its operations are in India only. Accordingly, there is no separate reportable segment as per AS 17 on 'Segment Reporting' in respect of the Group.

Notes to Consolidated Financial Statement

For the year ended on March 31, 2023

NOTE 38: RELATED PARTY DISCLOSURES

Related party disclosures as required under the Accounting Standard (AS) - 18 on "Related Party Disclosures" notified under Companies Act, 2013 are given below:

(a) Name of the related parties and description of relationship:

Description of Relationship	Name of the Related Party	Designation
Key Management Personnel and their relatives	Mr. Gaurang Rameshchandra Shah	Chairman and Managing Director
	Mrs. Dhruvi Mihir Shah	Whole-Time Director
	Mrs. Bhaviniben Gaurang Shah (w.e.f. July 24, 2021)	Non-Executive Director
	Mr. Akshay Jayrajibhai Shah (w.e.f. August 9, 2021)	Non-Executive Independent Director
	Mr. Harsh Mukeshbhai Parikh (w.e.f. August 9, 2021)	Non-Executive Independent Director
	Mr. Parth Shantilal Kansara (w.e.f. August 23, 2021 to August 12, 2022)	Chief Financial Officer
	Mrs. Priyanka Atodariya (w.e.f. August 13, 2022)	Chief Financial Officer
	Mrs. Nikita Boonlia (w.e.f. August 23, 2021 to July 6, 2022)	Company Secretary
	Mrs. Urvi Shah (w.e.f. July 7, 2022 to October 28, 2022)	Company Secretary
	Mr. Bhavesh Nagar (w.e.f. December 1, 2022)	Company Secretary
	M/s. Gaurang R Shah (HUF)	Relative of Director
	Mr. Brij Shah	Relative of Director
	Mr. Vandana Shah	Relative of Director
Enterprises over which Director has Significant Influence	Yamuna Bio Energy Pvt Ltd	

(b) Details of Transactions with Related Parties during the year:

Sr. No.	Particulars	(Amount ₹ In lakhs)
		For the year ended March 31, 2023
(i)	Remuneration	
	Mr. Gaurang Rameshchandra Shah	120.00
	Mrs. Dhruvi Mihir Shah	14.40
	Mr. Hemant Patel	-
	Mrs. Priyanka Atodariya	2.44
	Mrs. Nikita Boonlia	0.77
	Mrs. Urvi Shah	0.83
	Mr. Bhavesh Nagar	1.44
(ii)	Unsecured Loan Taken/(Repaid) (Net)	
	Mr. Gaurang Rameshchandra Shah	(98.11)
	Mrs. Dhruvi Mihir Shah	(0.20)
	Mrs. Bhaviniben Gaurang Shah	-

Notes to Consolidated Financial Statement

For the year ended on March 31, 2023

(Amount ₹ In lakhs)

Sr. No.	Particulars	For the year ended March 31, 2023
(iii)	Purchase from Yamuna Bio Energy Pvt Ltd	
	Raw Material	5,301.87
	Stock in Trade	1,710.80
(iv)	Sales to Yamuna Bio Energy Pvt Ltd	3,040.10
(v)	Transportation Expense	
	Yamuna Bio Energy Pvt Ltd	138.40
(vi)	Transportation Income	
	Yamuna Bio Energy Pvt Ltd	17.20
(vii)	Dividend Paid	
	Mr. Gaurang Rameshchandra Shah	83.86
	Mrs. Dhruvi Mihir Shah	1.81
	Mrs. Bhaviniben Gaurang Shah	17.36
	M/s. Gaurang R Shah (HUF)	15.00
	Mr. Brij Shah	1.95
	Mr. Vandan Shah	1.35

(c) Balances Outstanding:

(Amount ₹ In lakhs)

Sr. No.	Particulars	As at March 31, 2023
(i)	Remuneration Payable	
	Mr. Gaurang Rameshchandra Shah	10.00
	Mrs. Dhruvi Mihir Shah	12.00
(ii)	Unsecured Loan	
	Mr. Gaurang Rameshchandra Shah	7.82
	Mrs. Dhruvi Mihir Shah	6.80
	Mrs. Bhaviniben Gaurang Shah	-

(d) Borrowing availed from Indian Overseas Bank in form of Term Loan, Cash Credit and WCTL is secured by Personal Guarantee of three Directors of the Parent Company i.e. Mr. Gaurang Shah, Mrs. Bhavini Shah and Mrs. Dhruvi Shah and one Director of Yamuna Bio Energy Private Limited i.e. Mr. Hemant Patel.

Borrowing availed from Hinduja Leyland Finance Limited is secured against six flats collaterally owned by Yamuna Bio Energy Private Limited.

NOTE 39:

In respect of borrowings on the basis of security of current assets from banks and financial institutions, quarterly returns/statements of current assets filed by the Parent Company with banks and financial institutions were in agreement with the books of accounts except as stated below:

(Amount ₹ In lakhs)

Stock Statement as at	Particulars of Securities provided	Amount as per books of Account	Amount as reported in the Quarter end Statement	Amount of Difference (Excess)/ Short reported
June 30, 2022	Stock (Including WIP)	57.03	55.97	1.06
	Book Debts (Less than 90 days)	598.77	919.84	(321.07)

Notes to Consolidated Financial Statement

For the year ended on March 31, 2023

(Amount ₹ In lakhs)

Stock Statement as at	Particulars of Securities provided	Amount as per books of Account	Amount as reported in the Quarter end Statement	Amount of Difference (Excess)/ Short reported
September 30, 2022	Stock (Including WIP)	677.82	715.93	(38.11)
	Book Debts (Less than 90 days)	419.43	448.19	(28.76)
December 31, 2022	Book Debts (Less than 90 days)	230.11	232.41	(2.30)
March 31, 2023	Book Debts (Less than 90 days)	1,209.93	1,156.99	52.94

Reasons for Difference

- (a) **In Inventory:** The information was submitted before finalisation of accounts and there was change in the valuation of inventory during finalisation of accounts.
- (b) **In Trade Receivable:** The information was submitted before finalisation of accounts and there was change in the book debts due to knocking off of amount payable against amount receivable pertaining to same parties during finalisation of accounts.

NOTE 40: EMPLOYEE BENEFITS

The following table sets out the status of the gratuity as required under Accounting Standard AS-15 on Employee Benefit and the amount recognized in the Company's financial statements as at March 31, 2023.

(Amount ₹ In lakhs)

Particulars	Year ended March 31, 2023
(a) Changes in Present Value of Obligations	
Opening PV of Obligation	-
Interest Cost	-
Current Service Cost	8.93
Actuarial (gain)/Loss	-
Benefits paid	-
Closing PV of Obligation	8.93
(b) Changes in Fair value of Plan Assets	
Opening FV of Plan Assets	-
Expected Return on Plan Assets	-
Contributions by Employer	-
Actuarial gain/(Loss)	-
Other Adjustments	-
	-
(c) The amount recognized in Balance Sheet	
Closing PV of Obligation	8.93
FV of Plan Assets	-
Asset recognized in Balance sheet	8.93

Notes to Consolidated Financial Statement

For the year ended on March 31, 2023

(Amount ₹ In lakhs)

Particulars	Year ended March 31, 2023
(d) Amount recognized in the Statement of Profit and Loss	
Current Service Cost	8.93
Interest Cost	-
Actuarial (gain)/Loss	-
Other Adjustments	-
Expenses Recognized in the statement of Profit & Loss	8.93
(e) Assumptions	
Discount Rate	7.41%
Salary Escalation Rate	10.00%
Attrition Rate	10.00%
Mortality Rate	Indian Assured Lives Moratality 2012-14 (Urban)
(f) Other Information	
Contribution for next 12 months	-
Experience Adjustment (Gain)/Loss	-

Notes:

- (i) Discount Rate used for valuing liabilities is based on yields (as on valuation date) of Government Bonds with tenure similar to the expected working lifetime of the employee.
- (ii) Estimates of future salary increase are based on inflation, seniority, promotion and other relevant factors such as demand and supply in the employment market. This assumption has been determined in consultation with the Group.

NOTE 41:

None of the companies in the group has granted any Loans or Advances in the nature of loans to Promoters, Directors, KMP's and related parties which are repayable on demand or given without specifying terms or period of repayment.

NOTE 42:

The Group does not hold any Benami Property under the Benami Transactions (Prohibition) Act, 1988.

NOTE 43:

None of the companies in the group has entered into any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

NOTE 44:

None of the companies in the group has made Investment in violation to the provisions related to number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.

NOTE 45:

None of the companies in the group has traded or invested in Crypto Currency or Virtual Currency.

NOTE 46:

None of the companies in the group has such transactions that are not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

NOTE 47:

The Board of Directors of the Parent Company at its meeting held on August 10, 2022 approved the scheme of amalgamation of Yamuna Bio Energy Private Limited (YBEPL) with the Parent Company, subject to necessary regulatory approvals, with effect from April 1, 2022 being the appointed date. On amalgamation of YBEPL with Parent Company:

- (i) all the assets and liabilities of YBPL will be transferred to the Parent Company.

Notes to Consolidated Financial Statement

For the year ended on March 31, 2023

- (ii) the shareholders of YBPL will get 14 Equity Shares of the Parent Company in exchange of 100 Equity Shares of YBPL in proportion of their holdings.

The Scheme shall be effective from the date on which the order approving the Scheme by National Company Law Tribunal (NCLT) will be filed with the Registrar of Companies (ROC). As at March 31, 2023, Parent Company has not received any order from NCLT and hence effect of amalgamation is not given in Books of Company.

NOTE 48:

In the opinion of the Board, assets such as loans and advances, trade receivables and other current and non-current assets do not have a value on realisation in the ordinary course of business lesser than the amount at which they are stated.

NOTE 49:

This being first year of preparation of Consolidated Financial Statement of the Group, corresponding figures of previous year are not given.

Signatories to Note 1 to 49

As per our report of even date attached

For Manubhai & Shah LLP

Chartered Accountants
ICAI Firm Reg. No.: 106041W/W100136

J. D. Shah

Partner
Membership No.: 100116

Place: Ahmedabad
Date: May 15, 2023

For and on behalf of Board
Kotyark Industries Limited

Gaurang Shah

Chairman and Managing Director
DIN: 03502841

Place: Vadodara
Date: May 15, 2023

Priyanka Atodaria

Chief Financial Officer

Place: Vadodara
Date: May 15, 2023

Dhruvi Shah

Whole-Time Director
DIN: 07664924

Place: Vadodara
Date: May 15, 2023

Bhavesh Nagar

Company Secretary

Place: Vadodara
Date: May 15, 2023



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